

7-10-01

07-16-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌ ▼



101777431

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VXI Corporation  
One Front Street  
Rollinsford, NH 03869

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Coast Business Credit, a division  
Internal of Southern Pacific Bank  
Address: \_\_\_\_\_

Street Address: 12121 Wilshire Blvd., #1400  
City: Los Angeles State: CA Zip: 90025

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment                               Merger
- Security Agreement                       Change of Name
- Other \_\_\_\_\_

Execution Date: June 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
75/472704; 75/311098

B. Trademark Registration No.(s) 1886571; 1919427;  
1935074; 1965603; 2000990; 2023394;  
2314491; 2344933; 2398354; 2411090

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gary D. Samson, Esq.

Internal Address: \_\_\_\_\_  
Orrick, Herrington & Sutcliffe LLP

Street Address: 777 S. Figueroa Street  
Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41)..... \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joel Kabakoff  
Name of Person Signing

Signature

July 11, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 7

07/13/2001 INVELLER 00000069 75472704

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:481  
02 FC:482

40.00 DP  
275.00 DP

**TRADEMARK**  
**REEL: 002328 FRAME: 0091**

# GRANT OF SECURITY INTEREST

## TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 7, 2001 is executed by VXI Corporation ("Borrower"), in favor of Coast Business Credit®, a division of Southern Pacific Bank ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof (the "Loan Agreement") among Borrower and Lender, Lender has agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Borrower does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Lender's address is:

Coast Business Credit®, a division of Southern Pacific Bank  
12121 Wilshire Blvd.  
Suite 1400  
Los Angeles, California 90025-1176  
Telecopier No.: (310) 826-2884

II-2

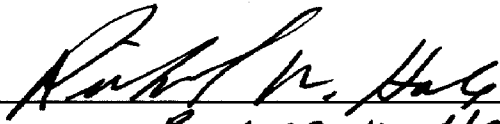
DOCSLAI:378305.1

6888-85

**TRADEMARK**  
**REEL: 002328 FRAME: 0093**

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed as of the day and year first above written.

VXI CORPORATION

By:   
Name: RICHARD W. HALL  
Title: PRESIDENT

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Voice It	United States	3/28/95	1886571
Miscellaneous Design	United States	9/19/95	1919427
Voice It and Design	United States	11/14/95	1935074
Simplifying the Way We Communicate	United States	4/2/96	1965603
Voice It Message Center	United States	9/17/96	2000990
Voice It Family Message Center	United States	12/17/96	2023394
Bear	United States	2/1/00	2314491
VXI Portable Parrott	United States	4/25/00	2344933
VXI Parrott	United States	10/24/00	2398354
VXI Parrott Translator	United States	12/5/00	2411090

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Title</u>	<u>Jurisdiction</u>	<u>Date</u>	<u>Reg. No.</u>
VXI Parrott the Voice Recognition Heads Etc.	United States	4/23/98	75/472704
Flash Notes	United States	6/18/97	75/311098

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF Massachusetts )  
COUNTY OF Suffolk ) ss.

On March 22, 2001, before me, ANTHONY DECTANI  
(Name and Title of Officer)

personally appeared RICHARD HALL

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
Signature Of Notary

MY COMMISSION EXPIRES 11/27/03

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer

\_\_\_\_\_  
Title(s)

- Partner(s)  Limited
- Attorney-In-Fact  General
- Trustee(s)
- Guardian/Conservator
- Other: \_\_\_\_\_

DESCRIPTION OF ATTACHED DOCUMENT

\_\_\_\_\_  
Title Or Type Of Document

\_\_\_\_\_  
Number Of Pages

\_\_\_\_\_  
Date Of Document

Signer is representing:  
Name Of Person(s) Or Entity(ies)

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Signer(s) Other Than Named Above