

06-06-2002

Form PTO-1594

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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):
Voice Signal Technologies, Inc. **5-31-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: Stata Venture Partners, LLC, as agent
Internal _____
Address: _____

Street Address: 194 Claybrook Road
City: Dover State: MA Zip: 02030

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware limited liability company

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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 Notice of Security Interest in Trademarks

Execution Date: March 21, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/261,467 76/261,468

 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,290,884

 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner, Senior Legal Assistant
 Internal Address: _____
05/06/2002 BTOM11 00000060 76261467
01 FC:481 40.00 DP
02 FC:482 50.00 DP
 Street Address: Goodwin Procter LLP
Exchange Place
 City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700
 (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.

Robert M. O'Connell, Jr.

 Name of Person signing

 Signature

May 31, 2002

 Date

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

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

EXHIBIT E

NOTICE OF SECURITY INTEREST

(Trademarks)

WHEREAS, Voice Signal Technologies, Inc., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to the Investors (as defined in the Agreement) pursuant to the Notes (as defined in the Agreement) and has entered into a Security Agreement dated the date hereof (the "Agreement") with Stata Venture Partners, LLC (the "Assignee"), as collateral agent for the Investors; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee for the benefit of the Investors a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registration thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of any obligation owned to the Investors pursuant the Purchase Agreement (as defined in the Agreement), the Notes, or any other document now or hereafter owing by the Assignor (the "Obligations").

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the

Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as is fully set forth herein.

Assignee's address is 194 Claybrook Road, Dover, Massachusetts 02030.

[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of March 21, 2002.

VOICE SIGNAL TECHNOLOGIES, INC.

By: [Signature]
Name: Thomas Lazay
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK)

On this 21ST day of March, 2002, before me appeared Thomas Lazay to me personally known, who, being by me duly sworn, did depose and say that he is the Vice President of Voice Signal Technologies, Inc., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Given under my hand and seal in Boston, MA, this 21ST day of March, 2002.

Notary Public Andrea L. Travers

My commission Expires: _____

ANDREA L. TRAVERS (Seal)
Notary Public
My Commission Expires: _____

SCHEDULE 2-A

VOICE SIGNAL TECHNOLOGIES, INC.

TRADEMARKS

TRADEMARK

SERIAL NUMBER

FILING DATE

APPLICATION NO.

LIBC/1416831.5

Trademark	Registration Number	Registration Date
VOICE SIGNAL & DESIGN (Old Logo)	2,290,844	9-Nov-99