

05-19-2004



COVER SHEET
S ONLY

U.S. DEPARTMENT OF
Patent and Trademark

5/19/04

Tab settings

To the Honorable Comm

102748495

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):
DYNAVOX SYSTEMS LLC

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

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

3. Nature of conveyance:

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

Execution Date: May 13, 2004

2. Name and address of receiving party(ies)

Name: Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., as Agent

Internal Address:

Street Address: 222 North LaSalle Street, 17th

City: Chicago State: IL Zip: 60601

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation State DE

Other

If assignee is not domiciled in the United States, a designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark

A. Trademark Application No.(s)

78/394,810 78/233,822 78/233,826 78/315,100
78/315,111 78/396,233 78/396,247 78/315,075
78/174,839

B. Trademark Registration

1,994,103 2,354,884 2,490,322 2,151,420
1,687,116 1,692,565 2,684,767 1,402,019

Additional numbers attached? NO 2,762,834

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

Name: Rebecca L. Ramstrom

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address:

City: DC Stat DC Zip 20005

6. Total number of applications and registrations

18

7. Total fee (37 CFR 3.41)..... \$ 465.00

Enclosed

Authorized to be charged to deposit

8. Deposit account number:

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

05/20/2004 ECOOPER 00000009 78394810

DO NOT USE THIS SPACE

01 FC:0521 40.00 OP
02 FC:0522 425.00 OP

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 of the original document.

Rebecca L. Ramstrom

Name of Person

Rebecca L. Ramstrom

Signature

05/17/04

Date

5

Total number of pages including cover sheet, attachments, and

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

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 13th day of May, 2004 by DYNAVOX SYSTEMS LLC, a Delaware limited liability company ("Grantor") in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services Inc., in its capacity as agent (in such capacity, "Grantee") for the Lenders party to the Credit Agreement (defined below):

W I T N E S S E T H

WHEREAS, Grantor and Grantee are parties to that certain Credit Agreement of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Grantor by Lenders;

WHEREAS, pursuant to the terms of that certain Security Agreement of even date herewith between Grantor and Grantee (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Grantor under the Credit Agreement;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.


2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations, Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and Proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

DYNAVOX SYSTEMS LLC, a Delaware limited liability company,

By: 
Name: Robert P. Culhane
Title: Chief Financial Officer, Treasurer & Secretary

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By: _____
Name: _____
Title: _____


IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

DYNAVOX SYSTEMS LLC, a Delaware limited liability company,

By: _____
Name: _____
Title: _____

Agreed and Accepted
As of the Date First Written Above

MERRILL LYNCH CAPITAL, a division of
Merrill Lynch Business Financial Services Inc.,
as Agent

By: 
Name: Mark A. Preiser
Title: Vice President

*Exhibit A to Borrower Trademark
Security Agreement*

MARK	Country	Status	Number	Date	Next Acti	Next Actio	
AccessIT	US	APP	78/394,810	4/1/2004	STA	2/1/2005	1
DYNABEAM	ASTL	REG	775592	6/25/1999	REN	10/14/2008	
DynaBeam	CANA	REG	TMA533,594	9/27/2000	REN	9/27/2015	
DYNABEAM	ETC	REG	955419	3/16/2000	REN	10/14/2008	
DYNABEAM	US	REG	1994103	8/13/1996	RENAFF	8/13/2006	2
DYNAMO	ASTL	REG	820929	2/21/2001	REN	1/21/2010	
DYNAMO	CANA	REG	TMA556,825	1/24/2002	REN	1/24/2017	
DYNAMO	ETC	REG	1362979	1/19/2001	REN	10/28/2009	
DYNAMO	MEXI	APP	409217	2/3/2000	STA	9/1/2004	3
DYNAMO	US	REG	2354884	6/6/2000	AFF	6/6/2006	4
DYNAMOUNT	US	REG	2490322	9/18/2001	AFF	9/18/2007	
DYNAMYTE	ASTL	REG	775593	6/25/1999	REN	10/14/2008	
DynaMyte	CANA	REG	TMA528,125	5/19/2000	REN	5/19/2015	
DYNAMYTE	ETC	REG	955468	1/28/2000	REN	10/14/2008	
DYNAMYTE	US	REG	2151420	4/14/1998	RENAFF	4/14/2008	5
DYNASYMS	US	REG	1687116	5/12/1992	RENAFF	5/12/2012	6
DYNAVOX	ASTL	REG	764952	1/29/1999	REN	6/17/2008	
DYNAVOX	CANA	REG	TMA530,791	8/7/2000	REN	8/7/2015	
DYNAVOX	ETC	REG	853523	7/17/2001	REN	6/17/2008	
DYNAVOX	JAPA	REG	4635227	1/10/2003	REN	1/10/2013	
DYNAVOX	MEXI	REG	649249	3/31/2000	REN	8/4/2009	
DYNAVOX	US	REG	1692565	6/9/1992	RENAFF	6/9/2012	7
DYNAVOX///DV4 & Design	US	APP	78/233,822	4/4/2003	USE	8/17/2004	8
DYNAVOX///MT4 & Design	US	APP	78/233,826	4/4/2003	USE	8/17/2004	9
DYNAWRITE	ASTL	REG	886123	2/21/2002	REN	8/16/2011	
DYNAWRITE	CANA	REG	TMA593,254	10/28/2003	REN	10/28/2018	
DYNAWRITE	ETC	REG	2356947	8/29/2001	REN	8/29/2011	
DYNAWRITE	US	REG	2684767	2/4/2003	AFF	2/4/2009	10
ENKIDU	US	APP	78/315,100	10/17/2003	STA	8/17/2004	11
EYETYPER	US	REG	1402019	7/22/1986	RENEW	7/22/2006	12
IMPACT	US	APP	78/315,111	10/17/2003	STA	8/17/2004	13
MIGHTY MO	US	APP	78/396,233	4/5/2004	STA	2/5/5005	14
MINI MO	US	APP	78/396,247	4/5/2004	STA	2/5/2005	15
Miscellaneous Device (Enkidu Logo)	US	APP	78/315,075	10/17/2003	STA	8/17/2004	16
VERIVOX	ASTL	REG	889671	4/18/2002	REN	9/19/2011	
VERIVOX	CANA	APP	1116342	9/21/2001	USE	9/21/2004	
VERIVOX	ETC	REG	2381622	11/19/2003	REN	9/19/2011	
VERIVOX	US	REG	2762834	9/9/2003	AFF	9/9/2009	17
VRT	ETC	APP	3127701	4/10/2003	STA	8/9/2004	
VRT	US	APP	78/174,839	10/16/2002	STA	5/1/2004	18
ZIBA	ASTL	REG	890434	7/22/2002	REN	9/27/2011	

C:\Documents and Settings\08319\Local Settings\Temporary Internet Files\OLK272\DynaVox Trademarks.xls 5/13/2004 12:51 PM