

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
APPLIED VOICE & SPEECH TECHNOLOGIES, INC.		12/12/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ESCALATE CAPITAL I, L.P.
Street Address:	100 Hamilton Avenue
Internal Address:	Suite 170
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94301
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Serial Number:	78387123	SUPPORTXPRESS
Registration Number:	2979930	XPRESSCARE
Serial Number:	78387119	PARTNERXPRESS
Serial Number:	78364846	MTD
Serial Number:	78364840	MESSAGE TERMINATION DETECTION
Registration Number:	2943691	AVST
Registration Number:	2909303	SENECA
Serial Number:	78267644	MOBILITY MESSENGER
Registration Number:	2675228	PHONEXPRESS PROFESSIONAL
Registration Number:	2648845	SOUND ADVANTAGE
Registration Number:	2590036	AMERICA'S FAVORITE VOICE MAIL
Registration Number:	2590035	AMERICA'S FAVORITE EMAIL ASSISTANT
Registration Number:	2590034	AMERICA'S FAVORITE FAX ASSISTANT

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Registration Number:	2606105	AMERICA'S FAVORITE PBX ASSISTANT
Registration Number:	2590033	AMERICA'S FAVORITE RECEPTIONIST
Registration Number:	2559907	THE POWER TO SPEAK WITH YOUR TECHNOLOGY
Registration Number:	2556516	SANDI
Registration Number:	1606164	CALLXPRESS
Registration Number:	1447244	PHONEXPRESS

CORRESPONDENCE DATA

Fax Number: (858)550-6420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 858-550-6403

Email: erin.obrien@cooley.com

Correspondent Name: Erin O'Brien

Address Line 1: 4401 Eastgate Mall

Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	305814-102 AVST
NAME OF SUBMITTER:	Erin O'Brien
Signature:	/Erin O'Brien/
Date:	12/13/2005

Total Attachments: 5

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of December 12, 2005 by and between Escalate Capital I, L.P. ("**Lender**") and APPLIED VOICE & SPEECH TECHNOLOGIES, INC. ("**Borrower**").

RECITALS

Lender has agreed to make certain advances of money and to extend certain financial accommodations to Borrower under that certain Loan and Security Agreement by and between Lender and Borrower dated of even date herewith (as amended from time to time, the "**Loan Agreement**"). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrower has granted to Lender a security interest in its personal property.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrower and Lender, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in, its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Borrower represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.


BORROWER:

Address of Borrower:

27042 Town Centre Drive, Suite 200
Foothill Ranch, CA 92610

Attn: Hardy Myers, President and CEO

APPLIED VOICE & SPEECH TECHNOLOGIES, INC.

By: 
Name: William Hardy Myers
Title: President + CEO

LENDER:

Address of Lender:

100 Hamilton Ave., Suite 170
Palo Alto, CA 94301

Attn: Jim Ellison, Managing Director

ESCALATE CAPITAL I, L.P.,
a Delaware limited partnership

By: Escalate Capital Management I,
its general partner

By: EC Management I, L.P.,
a general partner

By: Escalate Capital Management Co., LLC,
its general partner


By: 
Name: James E. Ellison
Title: Managing Director

EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>

EXHIBIT B

Patents

<u>Description</u>	<u>Serial/Patent Number</u>	<u>Application/Issue Date</u>
Detection of voice inactivity within a sound stream	10/770,748	02/02/2004
VC-to-DTMF interfacing system and method	10/655,881	03/10/2005

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial / Registration Number</u>	<u>Application/ Registration Date</u>
SupportXpress	3,012,224	11/01/2005
Xpresscare	2,979,930	07/26/2005
PartnerXpress	78/387,119	03/18/2004
MTD	78/364,846	02/09/2004
Message Termination Detection	78/364,840	02/09/2004
AVST	2,943,691	04/26/2005
Seneca	2,909,303	12/07/2004
Mobility Manager	78/267,644	06/26/2003
PhoneXpress Professional	2,675,228	01/14/2003
Sound Advantage	2,648,845	11/12/2002
America's Favorite Voice Mail	2,590,036	07/02/2002
America's Favorite Email Assistant	2,590,035	07/02/2002
America's Favorite Fax Assistant	2,590,034	07/02/2002
America's Favorite PBX Assistant	2,606,105	08/06/2002
America's Favorite Receptionist	2,590,033	07/02/2002
The Power to Speak With Your Technology	2,559,907	04/09/2002
Sandi	2,556,516	04/02/2002
CallXpress	1,606,164	07/17/1990
PhoneXpress	1,447,244	07/14/1987