

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Digital Recorders, Inc.		06/30/2008	Corporation-State NC:
TwinVision of North America, Inc.		06/30/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	PNC Bank, National Association
Street Address:	Two Tower Center Boulevard
City:	East Brunswick
State/Country:	NEW JERSEY
Postal Code:	08816
Entity Type:	Financial Institution:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2683020	DIGITAL RECORDERS
Registration Number:	2902980	DR500C+
Registration Number:	3018300	DR600
Registration Number:	1796858	TALKING BUS
Registration Number:	2166496	ELYSE
Registration Number:	2166426	TWINVISION
Serial Number:	78635663	ADVANCED TECHNOLOGY. ENHANCING MOBILITY. ENABLING SECURITY.
Serial Number:	78771572	LIVELOOK-IN
Serial Number:	78688045	VACTELL
Serial Number:	77366775	TRANSITVISION
Serial Number:	76636317	TOMORROW'S TECHNOLOGY COLORING TODAY'S TRANSIT

CORRESPONDENCE DATA

900110623

TRADEMARK
REEL: 003810 FRAME: 0546

CH \$290.00 2683020

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8002210770
Email: kai.goodwin@contractor.thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 1133 Avenue of the Americas
Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

637310-5

NAME OF SUBMITTER:

Kai Goodwin

Signature:

/Kai Goodwin/

Date:

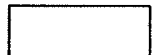
07/07/2008

Total Attachments: 7

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Additional Conveying Parties:

TwinVision of North America, Inc.
a North Carolina Corporation
One Park Center, Suite 100
4018 Patriot Drive
Durham, NC 27703



TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, each of the undersigned grantors ("Grantors"), has adopted, used and is using the marks shown under such Grantor's name in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantors are obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit and Security Agreement, dated the date hereof, among Agent, Lenders and Grantors and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantors in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, each Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in such Grantor's Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to such Grantor's Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[SIGNATURE PAGES FOLLOW]

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
June 30, 2008

Witness:

Sept. 8

DIGITAL RECORDERS, INC

By: [Signature]
Name: David C. Tuma
Its: CEO, President

Witness:

Sept. 8

TWINVISION OF NORTH AMERICA, INC

By: [Signature]
Name: David C. Tuma
Its: CEO, President

Witness:

Sept. 8

DRI CORPORATION

By: [Signature]
Name: David C. Tuma
Its: CEO, President

Witness:

By: _____
Name: _____
Its: _____

PNC BANK, NATIONAL ASSOCIATION, as
Agent

STATE OF Texas)
 : ss.:
COUNTY OF Dallas)

On the 30th day of June, 2008, before me personally came David L Turner, to me known, who being by me duly sworn, did depose and say that s/he is the CEO/Pres of DIGITAL RECORDERS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Veronica B. Marks
Notary Public
My Commission Expires: 10/22/2009

STATE OF Texas)
 : ss.:
COUNTY OF Dallas)

On the 30th day of June, 2008, before me personally came David L Turner, to me known, who being by me duly sworn, did depose and say that s/he is the CEO/Pres of TWINVISION OF NORTH AMERICA, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Veronica B. Marks
Notary Public
My Commission Expires: 10/22/2009

STATE OF Texas)
 : ss.:
COUNTY OF Dallas)

On the 30th day of June, 2008, before me personally came David L Turner, to me known, who being by me duly sworn, did depose and say that s/he is the CEO/Pres of DRI CORPORATION, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Veronica B. Marks
Notary Public
My Commission Expires: 10/22/2009

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the ____ day of June, 2008, before me personally came _____, to me known, who being by me duly sworn, did depose and say that s/he is the _____ of PNC BANK, NATIONAL ASSOCIATION, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public
My Commission Expires:

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
June 30, 2008

Witness:

DIGITAL RECORDERS, INC

By: _____

Name:

Its:

Witness:

TWINVISION OF NORTH AMERICA, INC

By: _____

Name:

Its:

Witness:

DRI CORPORATION

By: _____

Name:

Its:

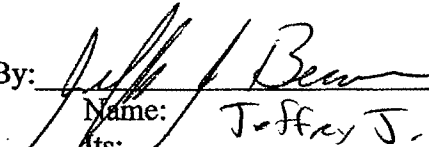
Witness:

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____

Name:

Its:


Jeffrey J. Borden
V.P.

STATE OF _____)
: ss.:
COUNTY OF _____)

On the ____ day of June, 2008, before me personally came _____, to me known, who being by me duly sworn, did depose and say that s/he is the _____ of DIGITAL RECORDERS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public
My Commission Expires:

STATE OF _____)
: ss.:
COUNTY OF _____)

On the ____ day of June, 2008, before me personally came _____, to me known, who being by me duly sworn, did depose and say that s/he is the _____ of TWINVISION OF NORTH AMERICA, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public
My Commission Expires:

STATE OF _____)
: ss.:
COUNTY OF _____)

On the ____ day of June, 2008, before me personally came _____, to me known, who being by me duly sworn, did depose and say that s/he is the _____ of DRI CORPORATION, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public
My Commission Expires:

New Jersey
STATE OF ~~NEW YORK~~)
Middlesex : ss.:
COUNTY OF ~~NEW YORK~~)

On the 30 day of June, 2008, before me personally came Jeffrey Bender, to me known, who being by me duly sworn, did depose and say that s/he is the Vice Pres of PNC BANK, NATIONAL ASSOCIATION, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Josephine R. Griffin
Notary Public
My Commission Expires: **JOSEPHINE R. GRIFFIN**
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES AUGUST 28, 2011

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 30, 2008, by and among Digital Recorders, Inc., TwinVision of North America, Inc., DRI Corporation and PNC Bank, National Association, as Agent.

Grantor	Title	Application Number	Application Date	Registration or Grant Number	Grant Date	Status
Digital Recorders, Inc.	Digital Recorders & Design	76/354,124	12/31/2001	2,683,020	2/4/2003	Registered
Digital Recorders, Inc.	DR500C+	76/551,985	10/14/2003	2,902,980	11/16/2004	Registered
Digital Recorders, Inc.	DR600	76/545,891	9/22/2003	3,018,300	11/22/2005	Registered
Digital Recorders, Inc.	Talking Bus	74/247,475	2/19/1992	1,796,858	10/5/1993	Registered
Digital Recorders, Inc.	ELYSE	75/181,268	10/15/1996	2,166,496	6/16/1998	Registered
Digital Recorders, Inc.	TwinVision	75/157,950	8/29/1996	2,166,426	6/16/1998	Registered
Digital Recorders, Inc.	Advanced Technology. Enhancing Mobility. Enabling Security.	78/635,663	5/24/2005	N/A	N/A	Allowed
Digital Recorders, Inc.	LiveLook-In	78/771,572	12/12/2005	N/A	N/A	Allowed
Digital Recorders, Inc.	VacTell	78/688,045	8/8/2005	N/A	N/A	Allowed
Digital Recorders, Inc.	TransitVision	77/366,775	1/8/2008	N/A	N/A	Pending
TwinVision of North America, Inc.	Tomorrow's Technology Coloring Today's Transit	76/636,317	4/18/2005	N/A	N/A	Allowed