

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	First Amendment to Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MModal CB Inc.	FORMERLY CBay Inc.	01/25/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	General Electric Capital Corporation, as Administrative Agent
<b>Street Address:</b>	Two Bethesda Metro Center, Suite 600
<b>City:</b>	Bethesda
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	20814
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2917244	CBAYSCRIBE
Registration Number:	2908514	CBAY
Registration Number:	2932843	CBAYFLO
Registration Number:	3012905	CATTS
Registration Number:	3053403	TRANSFORMING THE WORLD OF TRANSCRIPTION
Registration Number:	3103075	
Registration Number:	3889991	CBAYSYSTEMS
Registration Number:	3893176	WORLDCLASS ADVANTAGE
Registration Number:	3890001	CBAYSYSTEMS

**CORRESPONDENCE DATA**

Fax Number: (404)572-5135  
 Phone: 404-572-3458  
 Email: slake@kslaw.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

CH \$240.00 2917244

Correspondent Name: Susan Lake, Paralegal  
Address Line 1: 1180 Peachtree Street  
Address Line 2: King & Spalding  
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	09642-015009
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NAME OF SUBMITTER:	Susan Lake
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Signature:	/Susan Lake/
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Date:	02/01/2012
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**Total Attachments: 4**

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**FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT**

**THIS FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT** (this "Amendment"), dated January 25, 2012, executed by MModal CB Inc., a Delaware corporation (formerly known as CBay Inc., a Delaware corporation) ("Grantor"), in favor of General Electric Capital Corporation, as administrative agent ("Administrative Agent"), on its behalf and on behalf of the Lenders signatory thereto (the "Lenders") from time to time party to the Credit Agreement, dated as of October 1, 2010 (as amended, restated, supplemented, or otherwise modified from time to time, the "Credit Agreement") among the Borrowers, Holdings, the Lenders signatory thereto from time to time and the Administrative Agent. Capitalized terms used in this Amendment shall have the meanings set forth in the Credit Agreement unless specifically defined herein.

**WITNESSETH:**

WHEREAS, pursuant to the Credit Agreement, the Lenders and the Administrative Agent, have agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to the Guaranty and Security Agreement, dated as of October 14, 2010 ("Guaranty and Security Agreement"), Grantor has granted to Administrative Agent, for its benefit and for the benefit of the Lenders, a continuing security interest in all of its right, title, and interest in all currently existing and hereafter acquired or arising Collateral, including, without limitation, (a) all of Grantor's Trademarks, whether presently existing or hereafter acquired or arising, or in which Grantor now has or hereafter acquires rights and wherever located; and (b) all products and proceeds any of the foregoing, as security for all of the Obligations;

WHEREAS, Grantor has entered into a Trademark Security Agreement with the Lenders and Administrative Agent, dated as of October 14, 2010, recorded in the United States Patent and Trademark Office on November 23, 2010 on Reel 4420, Frame 0390 (the "Agreement"); and

WHEREAS, Administrative Agent, Lenders, and Grantor wish to amend the Agreement on the terms more fully set forth herein;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendments to Agreement. Effective as of the date hereof, the Agreement is hereby amended as follows:

1.1 By amending the name of Grantor from CBay Inc., a Delaware corporation, to MModal CB Inc., a Delaware corporation.

2. No Other Change. Except as herein expressly amended, each and every term, condition, warranty and provision of the Agreement shall remain in full force and effect, and such are hereby ratified, confirmed and approved by the parties hereto. Nothing herein shall be construed to alter or affect the priority of the lien or title created by the Agreement.

3. Entire Agreement. This Amendment and the Agreement, as the same has been amended by this Amendment, set forth the entire understanding of the parties with respect to the matters set forth herein, and shall supersede any prior negotiations, commitment letters, or agreements, whether written or oral, with respect to such matters.

4. Binding Effect. This Amendment shall be binding upon and shall inure to the benefit of the parties hereto, their respective successors, legal representatives and assigns.

5. Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts and may be delivered by telecopier. Each counterpart so executed and delivered shall be deemed an original and all of which taken together shall constitute but one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed under seal by its duly authorized officers as of the date first above written.

MMODAL CB INC.,  
a Delaware corporation

By: K. Joshi  
Name: KASHYAP JOSHI  
Title: VP FINANCE

[SIGNATURE PAGE TO FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (MMODAL CB)]

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Administrative Agent

By: \_\_\_\_\_



Name:

**Kevin Blitz**

Title:

**Duly Authorized Signatory**

[SIGNATURE PAGE TO FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (MMODAL CB)]