

03-20-2001


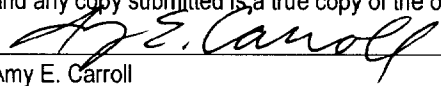


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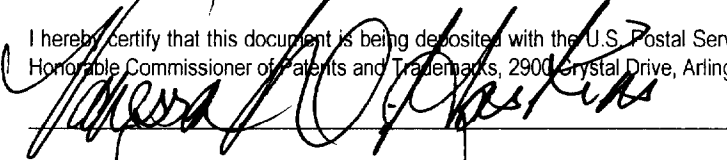
DRINKER BIDDLE & REATH LLP

1500 K Street, N.W., Suite 1100
Washington, D.C. 20005-1209
(202) 842-8800

~~DRINKER BIDDLE & REATH LLP~~
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<p>1. NAME OF CONVEYING PARTY:</p> <p>Vocollect, Inc. A Pennsylvania corporation <i>3.7.01</i></p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>SPRING CAPITAL PARTNERS, L.P. A Maryland limited partnership 2 East Read Street Baltimore, Maryland 21202</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: February 5, 2001</p> <p>3B. EFFECTIVE DATE: February 5, 2001</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED</p> <p>Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p></p> <p>03-07-2001 U.S. Patent & TMOs/TM Mail Rcpt Dt. #10</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Ser. No. 76/055,192 – AUTOID</p> <p>Additional numbers attached? YES</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,686,088 – TALKMAN</p> <p>Additional numbers attached? NO</p>
<p>Amy E. Carroll, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209 (202) 842-8800; Fax: (202) 842-8465</p>	
<p>6. TOTAL NUMBER OF TITLES: 6</p> <p>7. TOTAL FEE: \$165.00 (Check Enclosed)</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCT. #50-0573</p> <p>Our Ref: 18274/126368</p>	<p>9. The undersigned declares to the best of his/her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Amy E. Carroll Date: March 6, 2001 Page 1 of 5</p>

I hereby certify that this document is being deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Honorable Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, this 6th day of March 2001



03/20/2001 810N11 00000014 76055192

01 FC:481 40.00 OF
02 FC:482 125.00 OF

18274/126368
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TRADEMARK
REEL: 002253 FRAME: 0594

TRADEMARK SECURITY AGREEMENT AND NOTICE

TRADEMARK SECURITY AGREEMENT AND NOTICE dated as of February 5, 2001 by VOCOLLECT, INC., a Pennsylvania corporation with an address at 701 Rodi Road, Pittsburgh, Pennsylvania 15235 ("Assignor"), to and in favor of SPRING CAPITAL PARTNERS, L.P., a Maryland limited partnership with offices at The Latrobe Building, 5th Floor, 2 East Read Street, Baltimore, Maryland 21202 ("Assignee") pursuant to a Loan and Security Agreement dated February 5, 2001 by and between Assignor and Assignee, and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, Assignor is the owner of certain United States trademarks as listed on Exhibit I hereto (the "Marks"); and

WHEREAS, Assignee have agreed to extend certain credit to the Assignor under the Loan Documents on condition that the Assignor pledge and grant to Assignee as collateral for the Liabilities (as defined in the Loan Documents) a security interest and lien in and to the Marks and all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks, and all Proceeds thereof and all other related claims and rights as more fully described in a certain Trademark Security Agreement in favor of the Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Liabilities, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks, and all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and

symbolized by the Marks, and all Proceeds thereof and gives notice of such security interest and the existence of such Trademark Security Agreement providing therefor.

Executed as of the date first above written.

VOCOLLECT, INC.

By:  _____

Name: Roger G. Byford

Title: President

ACKNOWLEDGED:

SPRING CAPITAL PARTNERS, L.P.

by: SPRING CAPITAL INVESTORS, LLC,
Its General Partner

By: _____

Michael F. Donoghue,
Its Managing Member

symbolized by the Marks, and all Proceeds thereof and gives notice of such security interest and the existence of such Trademark Security Agreement providing therefor.

Executed as of the date first above written.

VOCOLLECT, INC.

By: _____

Name:

Title:

ACKNOWLEDGED:

SPRING CAPITAL PARTNERS, L.P.

by: SPRING CAPITAL INVESTORS, LLC,
Its General Partner

By:  _____

Michael F. Donoghue,
Its Managing Member

EXHIBIT I

To Trademark Security Agreement and Notice

<u>Country</u>	<u>Trademark</u>	<u>Registration No./ (Serial No.)</u>	<u>Registration Date/ (Filing Date)</u>
United States	TALKMAN	1,686,088	May 12, 1992
United States	AUTOID	(76/055,192)	(May 24, 2000)
United States	MIKE	(76/056,302)	(May 24, 2000)
United States	BLUE STREAK	(76/056,303)	(May 24, 2000)
United States	VOICE POWERED SOLUTIONS FOR BUSINESS	(76/171,245)	(November 27, 2000)
United States	VOCOLLECT	(76/171,246)	(November 27, 2000)
United Kingdom	TALKMAN	1,391,103	(July 25, 1989)