

4/3/02



102043230

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

4-3-02

1. Name of conveying party(ies):

Dictaphone Corporation  
3191 Broadbridge Avenue  
Stratford, Connecticut 06614-2559

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: GMAC Business Credit, LLC

Internal Address: \_\_\_\_\_

Street Address: 461 Fifth Avenue, 21st Floor

City: New York State: NY ZIP: 10017

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other financial institution

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No

(Designations must be a separate document from Assignment)

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

3. Nature of conveyances:

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

Execution Date: March 28, 2002

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached?  Yes  No

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

Name: \_\_\_\_\_  
**RETURN TO:**  
 Internal Address: \_\_\_\_\_  
**FEDERAL RESEARCH CORP**  
 \_\_\_\_\_  
**400 SEVENTH STREET NW**  
 \_\_\_\_\_  
**SUITE 101**  
 Street Address: \_\_\_\_\_  
**WASHINGTON DC 20004**  
 \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: 109

7. Total fee (37 CFR 3.41): \$2740<sup>00</sup>

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

DO NOT USE THIS SPACE

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 copy of the original document

Francella H. Ashby

Name of Person Signing

Francella H. Ashby

Signature

March 28, 2002

Date

Total number of pages including coversheet, attachments and document: 9

04/04/2002 6TOM11 00000056 72398950

01 FC:481  
02 FC:482

40.00 OP  
2700.00 OP

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

**DICTAPHONE U.S. TRADEMARK STATUS REPORT 2001**

DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	TU	STATUS	INTL CLASS
331-8133	US	ANSAFONE	72098,950	8/27/1	0,960,303	6/5/73		REGISTERED	09
319-9705	US	AUDIO MINING	75397,308	11/28/97			YES	PENDING ITU	09
331-8435	US	BOOMERANG	75183,332	10/18/96	2,193,048	10/6/98		REGISTERED	09
319-9719	US	BOOMERANG EXPRESS	75651,156	9/9/98			YES	ALLOWED	09
331-8440	US	CADNET (STYLIZED)	75183,432	10/18/96	2,276,988	9/14/99		REGISTERED	09
331-8222	US	CALL ALERT	74056,681	5/7/90	1,696,822	6/23/92		REGISTERED	09
331-8011	US	CALL CHECK	73014,399	2/26/74	1,020,975	9/23/75		REGISTERED	09
331-8241	US	CALL WATCH	74255,376	3/13/92	1,734,557	11/24/92		REGISTERED	09
TO0128USO	US	CHARTMAGIC	75807,658	9/24/99			YES	ALLOWED	09
TO0128USO	US	CHARTROOM	75807,655	9/24/99	2,530,454	01/15/02	YES	ALLOWED	09
319-9711	US	COMPUTER TELEPHONY INTELLIGENT	75436,378	2/18/98			YES	PENDING	09
319-9722	US	CONNEX	75574,925	10/22/98	2,484,177	09/04/01	YES	PENDING	09
331-8183	US	CONNEXIONS	73634,925	12/11/86	1,536,025	4/18/89		REGISTERED	09
331-8184	US	CONNEXIONS AND DESIGN	73634,926	12/11/86	1,536,121	4/25/89		REGISTERED	09
331-9905	US	CYBERSPEAK	75863,986	11/12/99			YES	ALLOWED	09
331-9004	US	CYBERWRITE	75863,986	11/12/99			YES	ALLOWED	09
331-8155	US	DICTA-TALK	73490,308	7/17/84	1,329,521	4/9/85		REGISTERED	16
331-8132	US	DICTABELT	72356,310	4/6/70	0,910,683	3/30/71		REGISTERED	09
331-8150	US	DICTACADDY	73370,816	6/21/82	1/263,477	1/10/84		REGISTERED	09
331-8134	US	DICTACALL	72433,135	8/18/72	0,980,913	3/28/74		REGISTERED	09
331-8122	US	DICTACHRON	72054,151	6/24/58	0,686,293	10/6/59		REGISTERED	09
331-8124	US	DICTACOIL	72188,086	3/6/64	0,782,000	12/22/64		REGISTERED	09
331-8115	US	DICTAFONO (STYLIZED)	71634,634	8/29/52	0,576,403	6/23/53		REGISTERED	09
891-8172	US	DICTALERT	73514,100	12/17/84	1,517,038	12/20/88		REGISTERED	09

DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
331-8108	US	DICTALOG	711449,546	12/17/41	0,395,290	5/19/42		REGISTERED	09
331-8144	US	DICTAMASTER	73223,901	7/19/79	1,149,882	3/31/81		REGISTERED	09
331-8130	US	DICTAMATE	72291,548	2/21/68	0,857,502	9/24/68		REGISTERED	09
331-8181	US	DICTAMATIC	73598,798	5/14/86	1,419,061	12/2/86		REGISTERED	09
331-8147	US	DICTAMATION	73304,346	4/6/81	1,200,929	7/13/82		REGISTERED	09
331-8129	US	DICTAMITE	72271,891	5/19/67	0,839,575	11/28/67		REGISTERED	09
331-8231	US	DICTPAGE	74247,010	2/18/92	1,725,330	10/20/92		REGISTERED	09
331-8116	US	DICTAPAK AND DESIGN	71635,410	9/18/52	0,591,186	6/15/54		REGISTERED	16
331-8120	US	DICTAPHONE	72001,222	1/23/56	0,634,833	9/25/56		REGISTERED	09
331-8119	US	DICTAPHONE	72001,221	1/23/56	0,639,275	1/1/57		REGISTERED	09
331-8127	US	DICTAPHONE	72236,066	1/10/66	0,840,505	12/12/67		REGISTERED	16
331-8455	US	DICTAPHONE (LOGO)	75183,436	10/18/96	2,224,945	2/23/99		REGISTERED	09
319-9706SM	US	DICTAPHONE (SERVICE MARK)	75399,540	12/3/97	2,308,344	1/18/00		REGISTERED	42
331-8112	US	DICTAPHONE (STYLIZED)	71698,524	6/3/50	0,545,422	8/7/51		REGISTERED	37
331-8104	US	DICTAPHONE (STYLIZED)	71209,835	2/19/1925	0,203,885	9/29/1925		REGISTERED	09
331-8101	US	DICTAPHONE (STYLIZED) (BASIC REGISTRATION)	71030,037	9/18/1907	0,066,997	1/7/1908		REGISTERED	15
331-8179	US	DICTAPHONE AND DESIGN	73698,796	5/14/86	1,431,798	3/10/87		REGISTERED	09
T00394USO	US	DICTAPHONE (LEARN SOLUTIONS)	76788,445 (ITU)	7/18/01			YES	PENDING ITU	041
331-0002	US	DICTAPROMPT	75890,811	1/7/00			YES	PENDING ITU	09
331-8141	US	DICTARASER	73148,261	11/11/77	1,112,645	2/6/79		REGISTERED	09
331-8145	US	DICTASETTE	73244,423	3/21/80	1,155,446	5/28/81		REGISTERED	09
331-8243	US	DICTATAPE	744143,983	3/4/91	1,581,850	4/7/92		REGISTERED	09
331-8110	US	DICTATAPE	71673,364	2/5/49	0,534,652	12/12/50		REGISTERED	09
331-8149	US	DICTEL	73370,814	6/21/82	1,239,261	5/24/83		REGISTERED	09
331-8121	US	DICTET	72009,848	6/8/56	0,648,161	7/9/57		REGISTERED	09

DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILED DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
331-8109	US	DICTRONIC	73765,471	11/25/88	1,548,098	7/18/89		REGISTERED	09
331-8277	US	DIGIMAX	74285,471	5/3/93	1,857,217	10/4/94		REGISTERED	09
331-8072	US	DIGITAL EXPRESS (STYLIZED)	74246,751	2/18/92	1,819,702	2/8/94		REGISTERED	09
331-8137	US	DITAFONE	73427,830	7/26/74	1,016,763	7/29/75		REGISTERED	09
331-2704	US	ENCORE	75792,303	11/18/87			YES	PENDING	09
331-8446	US	ENTERPRISE EXPRESS	75183,527	10/18/86	2,233,215	3/23/99		REGISTERED	09
331-8175	US	EXEC	73659,353	9/20/85	1,483,117	4/5/88		REGISTERED	09
331-8176	US	EXECMASTER	73659,354	9/20/85	1,484,072	4/12/88		REGISTERED	09
331-8186	US	EXECTALK	73681,504	8/31/87	1,486,790	5/3/88		REGISTERED	09
331-8300	US	EXPRESS MANAGER	75035,967	12/22/95	2,442,897	4/10/01	YES	REGISTERED	09
331-8214	US	EXPRESS TALK	74061,357	12/5/90	1,638,969	3/28/91		REGISTERED	09
331-8294	US	EXPRESSWRITER	74491,594	2/18/94	1,894,893	5/23/95		REGISTERED	09
T00396US0	US	EXSPEECH	76288,444	7/18/01			YES	PENDING ITU	009
331-8450	US	FREEDOM	75183,333	10/18/86	2,453,394	5/22/01	YES	REGISTERED	09
T00058US2	US	FREEDOM	76168,643	11/21/00			YES	PENDING ITU	09
319-9721	US	GALLEO	75568,553	10/13/98			YES	PENDING ITU	09
331-8279	US	GUARDIAN	74385,472	5/3/93	1,874,569	1/17/95		REGISTERED	09
331-0003	US	LDRAFT	75890,815	1/7/00			YES	PENDING ITU	09
T00129US0	US	ICHART	75807,235	9/23/99			YES	ALLOWED	09
T00124US0	US	ICHARTMD	75807,234	9/23/99	2,530,453	1/15/02	YES	ALLOWED	09
831-8286	US	INFOCOM	74291,886	5/17/93	1,833,730	5/3/94		REGISTERED	09
319-9902	US	INNERVOICE	75843,947	2/19/99			YES	ALLOWED	09
331-8430	US	INSIGHT	75183,331	10/18/86	2,252,313	6/15/99	YES	REGISTERED	09
319-9720SM	US	PIP (SERVICE MARK)	75651,099	9/1/98	2,348,517	5/16/00		REGISTERED	41
331-8423	US	IVDM	75059,808	2/20/96	2,243,024	5/4/99	YES	REGISTERED	09

DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
331-8423SM	US	IVDM (SERVICE MARK)	75/519,727	7/15/98				PENDING	41
331-0005	US	IVDM (STYLIZED)	75/890,819	1/7/00			YES	PENDING	41
331-8164	US	LITE SET	73/497,034	8/29/84	1,532,738	4/4/89		REGISTERED	09
SCT-062000	US	MEDIAINDEXER	76/073,971	6/20/00			YES	PENDING	09
331-8177	US	MICROBANK	73/559,410	9/20/85	1,388,961	4/8/86		REGISTERED	09
331-0001	US	MISCELLANEOUS DESIGN (RED LINE)	75/890,810	1/7/00			YES	PENDING	09
331-0006	US	MISCELLANEOUS DESIGN (RED ON BLACK/GREY)	75/890,820	1/7/00			YES	PENDING	09
331-8002	US	MISCELLANEOUS DESIGN-HORIZONTAL REDLINE (SUPPLEMENTAL REGISTER)	73/598,797	5/14/86	1,467,774	12/1/87		REGISTERED	09
331-8001	US	MISCELLANEOUS DESIGN-HORIZONTAL REDLINE ON BLACK OR GREY (SUPPLEMENTAL REG)	73/598,795	5/14/86	1,467,773	12/1/87		REGISTERED	09
331-8182	US	MVP	73/598,799	5/14/86	1,419,062	12/2/86		REGISTERED	09
331-8169	US	NUCLEUS	73/510,022	11/21/84	1,356,367	8/27/85		REGISTERED	09
331-8245	US	OPTICMIC	74/163,876	5/6/91	1,687,708	5/19/92		REGISTERED	09
T00395USO	US	PRINCIPAL	76/288,444	7/18/01			YES	PENDING	009
T00127USO	US	RECORDER NEIGHBORHOOD	75/807,657	9/24/99			YES	PENDING	09
310-9718	US	REX	75/550,596	9/9/98			YES	ALLOWED	09
331-8414	US	SENTINEL	74/639,864	2/27/95	2,036,432	2/11/97		REGISTERED	09
331-8235	US	SMART ATTENDANT	74/247,045	2/18/92	1,660,459	8/16/94		REGISTERED	09
331-8173	US	SOUND BAND	73/514,107	12/17/84	1,347,516	7/9/85		REGISTERED	09
331-8421	US	STRAIGHT TALK	74/009,856	12/11/89	1,663,759	11/5/91		REGISTERED	09
331-8420	US	STRAIGHT TALK	73/396,304	9/17/82	1,264,801	1/24/84		REGISTERED	09
319-971SSM	US	SURESTART (SERVICE MARK)	75/459,832	3/31/98	2,308,546	1/18/00	YES	REGISTERED	41
331-0004	US	SYMPHONY CTI	75/890,816	1/7/00			YES	PENDING ITU	09
331-8603	US	SYMPHONY CTI	75/392,051	11/18/97			YES	PENDING	09
331-8156	US	TELSCRIBE	73/490,309	7/17/84	1,336,428	5/21/85		REGISTERED	09

DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION S# NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
331-8502	US	THE VOICE OF BUSINESS	73707.137	1/22/88	1,561,833	10/24/89		REGISTERED	09
331-8140	US	THOUGHT TANK	73103.937	10/20/76	1,079,291	12/13/77		REGISTERED	09
331-8113	US	TIME-MASTER (STYLIZED)	71825.484	2/25/82	0,577,285	7/14/83		REGISTERED	09
331-8123	US	TRAVEL-MASTER	72172.376	7/9/83	0,791,032	6/15/85		REGISTERED	09
331-8153	US	VERITRAC	74249.007	2/24/82	1,771,184	5/18/83		REGISTERED	09
319-9708	US	VOICECARE	75411.004	12/28/97			YES	ALLOWED ITU	09
319-9707	US	VOICEDATA	75410.979	12/26/97	2,269,980	8/10/99	YES	REGISTERED	09
319-9701	US	WALKABOUT	75391.922	11/18/97			YES	PENDING	09
331-8171	US	WORD BANK	73510.035	11/21/84	1,344,109	6/25/85		REGISTERED	09
331-8170	US	WORD DIRECTOR	73510.034	11/21/84	1,349,069	7/16/85		REGISTERED	09
331-8220	US	WORK ALERT	74080.268	7/20/90	1,649,359	7/29/91		REGISTERED	09

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Dictaphone Corporation, a corporation formed under the laws of Delaware, located at 3191 Broadbridge Avenue, Stratford, Connecticut 06614-2559 ("Borrower"), has adopted, used and is using the marks shown 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, Borrower is obligated to GMAC Business Credit, LLC ("GMACBC") and various other financial institutions (collectively, "Lenders") and GMACBC as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and certain subsidiaries of Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower 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, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the 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, Borrower 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 the 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.

Borrower 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  
March 28, 2002

Witness:

Francella H. Ashby

DICTAPHONE CORPORATION

By: [Signature]

Name: Robert Schwager  
Its: President

Witness:

[Signature]

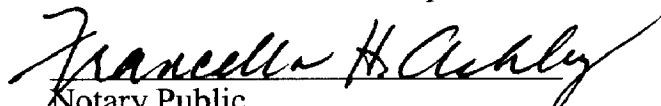
GMAC BUSINESS CREDIT, LLC, as Agent

By: [Signature]

Name: Gregg Wise  
Its: Director

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

On this 25<sup>th</sup> day of March, 2002, before me personally came Robert Schwager, to me known, who, being by me duly sworn, did depose and say that he is the President of Dictaphone Corporation, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

  
Notary Public

FRANCELLA H. ASHBY  
Notary Public, State of New York  
No. 01AS5053925  
Qualified in New York County  
Commission Expires Jan. 2, 2006

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

On this 25<sup>th</sup> day of March, 2002, before me personally came Gregg Wise, to me known, who, being by me duly sworn, did depose and say that he is the Director of GMAC Business Credit, LLC, the company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto on behalf of said company.

  
Notary Public

FRANCELLA H. ASHBY  
Notary Public, State of New York  
No. 01AS5053925  
Qualified in New York County  
Commission Expires Jan. 2, 2006