

FORM PTO-1618A
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101369479

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

16

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

00-91-5
MPO

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Golden Voice Technology & Training, L.L.C.

03082000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name LaSalle Bank National Association

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1301 East Ogden Avenue

Address (line 2) _____

Address (line 3) Naperville

Illinois

60563

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other National Banking Association
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

15/30/2000 DNGUYEN 00000268 100460 1496649

FOR OFFICE USE ONLY

1 FC:481 40.00 CH
2 FC:482 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1496649"/>	<input type="text" value="2243226"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Stanley A. Schlitter

May 10, 2000

Name of Person Signing

Signature

Date Signed

ASSIGNMENT FOR SECURITY
(TRADEMARKS)

WHEREAS, GOLDEN VOICE TECHNOLOGY & TRAINING, L.L.C., a Delaware limited liability company (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to LASALLE BANK NATIONAL ASSOCIATION, a national banking association (herein referred to as "Assignee"), and has entered into an Assignment, Security Agreement and Mortgage-Trademarks (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Trademarks to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Trademarks made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

ATTEST:

GOLDEN VOICE TECHNOLOGY &
TRAINING, L.L.C.


By: *[Signature]*
Title: Secy

By: KENILWOOD MMARS
CORPORATION, it's Manager

By: *[Signature]*
Name: Susan Wagner
Title: President

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 8th day of March, 2000, before me personally appeared Susan Wagner and Fredric D. Tannenbaum, to me known, who, being by me duly sworn, did depose and say that they are the President and Secretary of KENILWOOD MMARS CORPORATION, the Manger of GOLDEN VOICE TECHNOLOGY & TRAINING, L.L.C., the Manager of the limited liability company described in and which executed the foregoing instrument; and that they signed their names to such instrument pursuant to proper authority.



Notary Public

OFFICIAL SEAL
JANET L. SCHILZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6-10-2001

My commission expires:

06-10-2001

SCHEDULE 1-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

**GOLDEN VOICE TECHNOLOGY & TRAINING, L.L.C.
Registered Trademarks (1)**

<u>Registration Number</u>	<u>Description of Mark</u>	<u>Date of Registration</u>	<u>State or Country</u>
1496649	PRS	07/19/88	USA
2243226	CHIP	05/04/99	USA

TRADEMARK APPLICATIONS

<u>Application Number</u>	<u>Description of Mark</u>	<u>Date of Registration</u>	<u>State or Country</u>
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- (1) All trademarks owned by GOLDEN VOICE TECHNOLOGY & TRAINING, L.L.C. and registered in the United States, the states of the United States, and/or foreign countries.