

04-04-2001

SHEET

Docket No.:



NLY

014951/0259

Tab settings → → → ▼

To the Honorable Commissioner of

101668724

record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**L&H APPLICATIONS USA, INC.**  
*MLO 3-12-01*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **DELAWARE**  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

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

Name: **ABLECO FINANCE LLC, As Agent**

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

Street Address: **450 PARK AVENUE**

City: **NEW YORK**                      State: **NY**      ZIP: **10022**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other **DELAWARE LIMITED LIABILITY CO.**

If assignee is not domiciled in the United States, a domestic designation is                       Yes  N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes  N

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: **MARCH 5, 2001**

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

A. Trademark Application No.(s)  
**SEE ATTACHED SCHEDULE**

Additional numbers                       Yes  No

B. Trademark Registration No.(s)  
**SEE ATTACHED SCHEDULE**

Additional numbers                       Yes  No

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

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **919 900 THIRD AVENUE**

City: **NEW YORK**                      State: **NY**      ZIP: **10022**

6. Total number of applications and registrations involved:..... **23**

7. Total fee (37 CFR 3.41):.....\$ **\$590.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**SCHULTE ROTH & ZABEL LLP - 500675**

04/03/2001 AAHMED1 00000187 500675 75434604      **DO NOT USE THIS SPACE**

01 FC:481                      40.00 CH  
02 FC:482                      550.00 CH

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.*

**PAUL A. JUERGENSEN**                      *Paul Juergensen*                      **MARCH 9, 2001**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **16**

Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

OWNER	DOCKET NUMBER	COUNTRY	TRADEMARK	APPLICATION NUMBER	FILED DATE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	CLASS
L&H Applications USA Inc.	1585 276	US	BRINGING THE PRINTED WORD TO LIFE	75477316	4/30/89	2,259,339	7/6/93	REGISTERED	09
L&H Applications USA Inc.	1585 277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75172374	9/26/86			PENDING	09
L&H Applications USA Inc.	1585 280	US	KURZWEIL VOICE	75138434	7/23/86	2,213,651	12/29/88	REGISTERED	09
L&H Applications USA Inc.	1585 283	US	KURZWEIL VOICE PRO	75296151	5/27/87	2,190,634	9/22/98	REGISTERED	09
L&H Applications USA Inc.	1585 289	US	NOW YOUR TALKING	75452582	3/18/88			ALLOWED	09
L&H Applications USA Inc.	1585 289	US	POWER TRANSLATOR	74031906	11/7/82	1,811,489	12/14/83	REGISTERED	09
L&H Applications USA Inc.	1585 290	US	SAY WHAT YOU SEE	75044757	1/7/86	2,253,907	6/15/99	REGISTERED	09
L&H Applications USA Inc.	1585 286	US	SPEAK YOUR MIND	74923602	5/11/84	2,058,821	5/8/97	REGISTERED	09
L&H Applications USA Inc.	1585 286	US	TALKING MAX	75558878	9/25/88			ALLOWED	09
L&H Applications USA Inc.	1585 251	US	TRANSLATE DIRECT	74708319	7/31/85	2,039,486	2/18/97	REGISTERED	42
L&H Applications USA Inc.	1585 252	US	TRANSLATION @ YOUR FINGERTIPS	75434603	2/17/88			PENDING	09
L&H Applications USA Inc.	1585 253	US	TRANSLATION @ YOUR FINGERTIPS	75434604	2/17/88			PENDING	42
L&H Applications USA Inc.	1585 268	US	VOICEEM	74289354	6/29/82	1,762,587	4/6/93	REGISTERED	09
L&H Applications USA Inc.	1585 269	US	VOICEMAX	74289353	6/29/82	1,764,251	4/13/93	REGISTERED	09
L&H Applications USA Inc.	1585 271	US	VOICEMED	74289353	6/29/82	1,815,723	1/17/94	REGISTERED	09

OWNER	MARK NUMBER	COUNTRY	TRADEMARK	APPLICATION NUMBER	CLASS	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	CLASS
LH Applications USA, Inc.	1585-284	US	VOICEPAD	75078510	37895			PENDING	09
LH Applications USA, Inc.	1585-19	US	VOICERAD	73661125	51587	1,501,042	8/23/88	REGISTERED	09
LH Applications USA, Inc.	1585-274	US	VOICEREPORT	75289456	82982	1,775,028	8/8/93	REGISTERED	09
LH Applications USA, Inc.	1585-285	US	VOICWORKS	75036344	127895	2,083,129	7/29/97	REGISTERED	09

I&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	REGISTRATION NUMBER	CLASS	MARK	
1585241	09	GLOBALINK (plus globe design)	741501248	317/94	1,877,307	27/95		REGISTERED	09															
1585242	09	GLOBALINK (plus globe design)	74483281	127/94	1,885,444	321/95		REGISTERED	42															
100309080	09	GLOBALINK MISCELLANEOUS DESIG	75435003	217/98				PENDING	42															

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, L&H APPLICATIONS USA, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of March 5, 2001 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as Agent for certain lenders (the "Assignee");

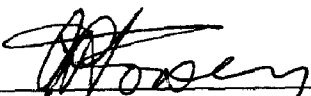
WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Guaranteed Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and assigns to the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Guaranteed Obligations.

The Assignor hereby further acknowledges and affirms that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. The exercise of such rights and remedies of the Assignee shall not terminate the rights of the holders of any licenses or sublicenses theretofore granted by the Assignor in accordance with the provisions of the Security Agreement.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of March 5, 2001.

L&H APPLICATIONS USA, INC.

By:   
Name: ALLAN FORSEY  
Title: VICE-PRESIDENT FINANCE

STATE OF MASSACHUSETTS

ss.:

COUNTY OF MIDDLESEX

On this 2ND day of March 2001, before me personally came ALLAN FORSEY, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the V.P. FINANCE of L&H Applications USA, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of L&H Applications USA, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

*Pamela Gurney Farnham*

PAMELA GURNEY FARNHAM  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES JULY 5, 2007

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED



Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

OWNER	LOGO	SEQUENCE NO	TRADEMARK	APPLICATION NUMBER	PLANNING DATE	REGISTRATION NUMBER	REGISTRATION DATE	FILED	STATUS	CLASS
LEH Applications USA, Inc.	1585 278	US	BRINGING THE PRINTED WORD TO LIFE	75477316	4/30/99	2,259,339	7/5/99		REGISTERED	09
LEH Applications USA, Inc.	1585 277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75172274	9/26/96				PENDING	09
LEH Applications USA, Inc.	1585 280	US	KURZWEIL VOICE	75138434	7/23/96	2,213,651	12/29/98		REGISTERED	09
LEH Applications USA, Inc.	1585 283	US	KURZWEIL VOICE PRO	75298151	5/27/97	2,190,634	9/22/98		REGISTERED	09
LEH Applications USA, Inc.	1585 289	US	NOW YOUR TALKING	75452582	3/18/98				ALLOWED	09
LEH Applications USA, Inc.	1585 249	US	POWER TRANSLATOR	74331906	1/17/92	1,817,489	12/14/93		REGISTERED	09
LEH Applications USA, Inc.	1585 230	US	SAY WHAT YOU SEE	75024757	1/17/95	2,253,907	6/15/99		REGISTERED	09
LEH Applications USA, Inc.	1585 265	US	SPEAK YOUR MIND	74523602	5/17/94	2,059,621	5/6/97	YES	REGISTERED	09
LEH Applications USA, Inc.	1585 286	US	TALKING MAX	75556878	9/25/98				ALLOWED	09
LEH Applications USA, Inc.	1585 251	US	TRANSLATE DIRECT	74708319	7/31/85	2,036,486	2/18/97		REGISTERED	42
LEH Applications USA, Inc.	1585 252	US	TRANSLATION @ YOUR FINGERTIPS	75434603	2/17/98				PENDING	09
LEH Applications USA, Inc.	1585 253	US	TRANSLATION @ YOUR FINGERTIPS	75434604	2/17/98				PENDING	42
LEH Applications USA, Inc.	1585 268	US	VOICEEM	74289354	6/29/92	1,762,587	4/6/93		REGISTERED	09
LEH Applications USA, Inc.	1585 269	US	VOICEFAX	74289353	6/29/92	1,764,251	4/13/93		REGISTERED	09
LEH Applications USA, Inc.	1585 271	US	VOICEMED	74289363	6/29/92	1,815,723	7/17/94		REGISTERED	09

OWNER	REGISTERED NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	CLASS
LEH Applications USA Inc.	1585,284	US	VOICEPAD	75078,510	3/26/96			PENDING	09
LEH Applications USA Inc.	1585-19	US	VOICERAD	73881,125	5/15/87	1,501,042	8/23/88	REGISTERED	09
LEH Applications USA Inc.	1585,274	US	VOICEREFORT	75289,456	6/29/92	1,775,028	6/9/93	REGISTERED	09
LEH Applications USA Inc.	1585,285	US	VOICEWORKS	75036,544	1/28/95	2,083,129	7/29/97	REGISTERED	09

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

REGISTRATION NUMBER	COUNTRY	MARK	REGISTRATION NUMBER	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	CLASS
1565241	US	GLOBALINK (plus globe design)	741501248	3/17/94	1,877,507	2/7/95	REGISTERED	09
1585242	US	GLOBALINK (plus globe design)	74483281	1/27/94	1,885,444	3/21/95	REGISTERED	42
100309050	US	GLOBALINK MISCELLANEOUS DESIG	73435003	2/17/98			PENDING	42

OWNER	REGISTERED	COUNTRY	TRADEMARK	APPLICATION NUMBER	PENDING DATE	REGISTRATION NUMBER	REGISTRATION DATE	STATUS	CLASS
LEH Applications USA Inc.	1585 252BR	BRAZIL	POWER TRANSLATOR PRO	819900311	4/28/97			PENDING	09
LEH Applications USA Inc.	1585 252PE	PERU	POWER TRANSLATOR PRO	060611	4/14/98	47242	7/9/98	REGISTERED	09
LEH Applications USA Inc.	1585 252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98			PENDING	09
LEH Applications USA Inc.	1585 252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98			PENDING	42
LEH Applications USA Inc.	1585 252BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906115	7/14/98			PENDING	09
LEH Applications USA Inc.	1585 253BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906107	7/14/98			PENDING	42

OWNER	DOI NUMBER	COUNTRY	TRADEMARK	APPROXIMATE COMMENCEMENT DATE	EXPIRES	REGISTRATION NUMBER	EXPIRES	FILE DATE	STATUS	CLASS
TIKSOFI LLC	100304JPD	JAPAN	MAXIATERU	N/A	5/14/99				PENDING	09
TIKSOFI LLC	1585-286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	09
TIKSOFI LLC	1585-286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	16
TIKSOFI LLC	1585-286DE	GERMANY	TALKING MAX	39917390	3/24/99	39917390	5/17/99		REGISTERED	09
TIKSOFI LLC	1585-286FR	FRANCE	TALKING MAX	99782752	3/24/99	99782752	3/24/99		REGISTERED	09
TIKSOFI LLC	1585-286GB	UNITED KINGDOM	TALKING MAX	2192605	3/24/99	2192605	3/24/99		REGISTERED	09

OWNER	REGISTRATION NO.	COUNTRY	TRADEMARK	REGISTRATION NO.	CLASS	REGISTRATION NO.	CLASS	REGISTRATION NO.	CLASS	REGISTRATION NO.	CLASS	STATUS	EXPIRES
ARTICULATE SYSTEMS, INC.	1585 306FR	FRANCE	VOICE NAVIGATOR (stylized)	222101	109/80	1,626 158	109/80					REGISTERED	08
ARTICULATE SYSTEMS, INC.	1585 306GB	UNITED KINGDOM	VOICE NAVIGATOR (stylized)	1443822		1443822	109/80					REGISTERED	08

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED



Mark: TRANSLATION @ YOUR FINGERTIPS  
Owner: L&H Applications USA, Inc. d/b/a Globalink, Inc.  
Country: US  
Application No.: 75/434,604  
Filing Date: 02/17/1998  
Int'l Class 42  
Filed as ITU  
Published: 10/19/1999

Applicant	Serial Number	Country	Trademark	Application Number	Priority Date	Registration Number	Registration Date	Class	Status	Year
L&H Applications USA, Inc.	1585 278	US	BRINGING THE PRINTED WORD TO LIFE	75/417,316	4/30/89	2,259,339	7/6/99	09	REGISTERED	09
L&H Applications USA, Inc.	1585 277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/88			09	PENDING	09
L&H Applications USA, Inc.	1585 280	US	KURZWEIL VOICE	75/136,434	7/23/88	2,213,651	12/29/88	09	REGISTERED	09
L&H Applications USA, Inc.	1585 283	US	KURZWEIL VOICE PRO	75/298,151	5/27/87	2,190,834	9/22/88	09	REGISTERED	09
L&H Applications USA, Inc.	1585 289	US	NOW YOUR TALKING	75/452,982	3/18/88			09	ALLOWED	09
L&H Applications USA, Inc.	1585 249	US	POWER TRANSLATOR	74/331,906	11/7/82	1,811,489	12/14/83	09	REGISTERED	09
L&H Applications USA, Inc.	1585 230	US	SAY WHAT YOU SEE	75/044,757	1/17/88	2,233,807	6/15/89	09	REGISTERED	09
L&H Applications USA, Inc.	1585 266	US	SPEAK YOUR MIND	74/523,802	5/11/84	2,059,621	5/6/87	09	REGISTERED	09
L&H Applications USA, Inc.	1585 286	US	TALKING MAX	75/558,878	9/25/88			09	ALLOWED	09
L&H Applications USA, Inc.	1585 251	US	TRANSLATE DIRECT	74/708,319	7/31/85	2,098,486	2/19/87	42	REGISTERED	42
L&H Applications USA, Inc.	1585 252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,803	2/17/88			09	PENDING	09
L&H Applications USA, Inc.	1585 253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,804	2/17/88			42	PENDING	42
L&H Applications USA, Inc.	1585 268	US	VOICEM	74/288,354	8/29/82	1,762,587	4/8/93	09	REGISTERED	09
L&H Applications USA, Inc.	1585 269	US	VOICEM	74/288,353	8/29/82	1,764,251	4/13/93	09	REGISTERED	09
L&H Applications USA, Inc.	1585 271	US	VOICEMED	74/288,363	8/29/82	1,815,723	1/17/84	09	REGISTERED	09

APPLICANT	REGISTRATION NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	CLASSIFICATION	REGISTRATION DATE	REGISTRATION DATE	STATUS	CLASS
LHI Applications USA Inc.	1585-284	US	VOICEPAD	75078510	328/95			PENDING	09
LHI Applications USA Inc.	1585-19	US	VOICERAD	74881125	515/87	1,501,042	8/23/88	REGISTERED	09
LHI Applications USA Inc.	1585-274	US	VOICEREPORT	75289185	829/82	1,775,028	8/8/93	REGISTERED	09
LHI Applications USA Inc.	1585-285	US	VOICWORKRS	75038544	1228/95	2,083,129	7/29/97	REGISTERED	09

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

REGISTRATION NO.	CLASS	MARK	STATUS	REGISTRATION DATE	EXPIRES	REGISTRATION FEE	REGISTRATION TYPE	REGISTRATION CLASS	REGISTRATION STATUS	REGISTRATION DATE
1585241	09	GLOBALINK (plus globe design)	REGISTERED	3/17/94	1,877,507	2/7/95			REGISTERED	09
1585242	09	GLOBALINK (plus globe design)	REGISTERED	1/27/94	1,885,244	3/21/95			REGISTERED	42
700309050	09	GLOBALINK MISCELLANEOUS DESIG	PENDING	2/17/99	75435003				PENDING	42

SCCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED

9001473.1

RECORDED: 03/12/2001

TRADEMARK  
REEL: 002263 FRAME: 0228