

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of Delaware				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): DynaVox Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 27-1507281			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 2100 Wharton Street Suite 400 Pittsburgh, PA			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 15203			ZIP Code		
County of Residence or of the Principal Place of Business: Allegheny			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

B1 (Official Form 1)(04/13)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): DynaVox Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): DynaVox Inc.
Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date	Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date
X _____ Signature of Attorney* Signature of Attorney for Debtor(s) William E. Chipman, Jr. (No. 3818) Paul J. Battista (No. 884162) Printed Name of Attorney for Debtor(s) Cousins Chipman & Brown, LLP Genovese Joblove & Battista, P.A. Firm Name 1007 North Orange Street 100 SE 2nd Street Suite 1110 44th Floor Wilmington, Delaware 19801 Miami, Florida 33131 Address (302) 295-0191 (305) 349-2300 Telephone Number April 4, 2014 Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ Signature _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Authorized Individual Erin L. Russell Printed Name of Authorized Individual Authorized Representative Title of Authorized Individual April 4, 2014 Date	

In re **DynaVox Inc.**

Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

Name of Debtor / District

DynaVox Intermediate LLC
District of Delaware

DynaVox Systems Holdings LLC
District of Delaware

Case No. / Relationship

14-10785
Affiliate

Wholly Owned Subsidiary

Date Filed / Judge

04/06/14
Peter J. Walsh

B 1A (Official Form 1, Exhibit A) (9/97)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Delaware**

In re DynaVox Inc.

Debtor(s)

Case No.

Chapter

11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is _____.

2. The following financial data is the latest available information and refers to the debtor's condition on ____.

a. Total assets \$ 0.00

b. Total debts (including debts listed in 2.c., below) \$ 0.00

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock 0 0

e. Number of shares common stock 0 0

Comments, if any:

Delisted from NASDAQ on April 16, 2013

Periodic Reporting No Longer Required

Shares of DVOX trade OTC

3. Brief description of Debtor's business:

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

**DYNAVOX INC.
BOARD OF DIRECTOR'S UNANIMOUS WRITTEN CONSENT
AUTHORIZING THE FILING OF A BANKRUPTCY
PROCEEDINGS AND RELATED MATTERS**

April 4, 2014

In accordance with Section 141(f) of the General Corporation Law of the State of Delaware and the Bylaws of DynaVox Inc., a Delaware corporation (the "Company"), the undersigned, constituting all of the members of the Board of Directors of the Company (the "Board"), hereby adopt the following resolutions by written consent:

WHEREAS, the Board has considered the financial and operational conditions of the Company's business;

WHEREAS, the Board has reviewed, considered and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a restructuring or sale of the Company's business and assets under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

Restructuring Matters

NOW, THEREFORE, IT IS HEREBY RESOLVED, that after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Board has determined in its business judgment that it is in the best interest of the Company, its creditors, shareholders and other interested parties and stakeholders that a voluntary petition be filed by the Company under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Petition") and the filing of such Petition be, and it hereby is, authorized in all respects.

FURTHER RESOLVED, that Erin L. Russell is appointed as authorized signatory and representative in connection with the bankruptcy proceedings authorized herein (the "Authorized Representative").

FURTHER RESOLVED, that the Authorized Representative, be, and hereby is, authorized, directed, and empowered on behalf of the Company to execute and verify a Petition in the name of the Company under the Bankruptcy Code and to cause the same to be filed, in such form and at such time as the Authorized Representative shall determine.

FURTHER RESOLVED, that the Authorized Representative, be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to negotiate, execute, verify and file, or cause to be executed, verified, and filed (or direct others to do so on their behalf, as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which she deems necessary and proper in connection with the bankruptcy case.

FURTHER RESOLVED, that the law firms of Genovese Joblove & Battista P.A. and Cousins Chipman & Brown, LLP, be, and they hereby are, employed to render legal services to, and to represent, the Company in connection with the bankruptcy case and any other related matters in connection therewith, on such terms as the Authorized Representative shall approve.

FURTHER RESOLVED, that the Authorized Representative be, and hereby is, authorized, directed, and empowered for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

FURTHER RESOLVED, that, in its capacity as the Managing Member of DynaVox Systems Holdings LLC, the Company adopts, approves, authorizes and ratifies the resolutions substantially in the form attached hereto as Exhibit A hereto in all respects; and that the actions contemplated by such resolutions are approved and ratified; and that the Authorized Representative is authorized, empowered and directed, on behalf of the Company in its capacity as Managing Member of DynaVox Systems Holdings LLC, to execute and deliver such resolutions in substantially the form attached hereto as Exhibit A, with such changes as the Authorized Representative may by her execution approve (as so executed and delivered, the "Managing Member Resolutions"), the execution and delivery of the Managing Member Resolutions by the Authorized Representative to be conclusive evidence that the same has been authorized and approved by the Board.

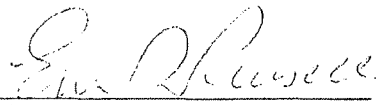
General Authorization

RESOLVED, that the Authorized Representative be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company and in the name and on behalf of the Company acting in its role as Manager of DynaVox Systems Holdings LLC, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and when necessary or appropriate, file or cause to be filed with the appropriate governmental authorities or otherwise, all such further agreements, documents, reports, certificates and undertakings and any amendments, supplements or modifications thereto; and to incur and to pay all such fees and expenses and to engage such persons as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Representative in connection with the bankruptcy case, or any further action to seek relief on behalf of the Company under the Bankruptcy Code, or in connection with the bankruptcy case, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

IN WITNESS WHEREOF, the undersigned have executed this consent in one or more counterparts as of the date set forth above and such consent shall be filed with the minutes of the meetings of the Board of Directors of the Company and shall be treated for all purposes as action taken at a meeting of the Board of Directors of the Company.

****Signatures appear on next page****



Erin L. Russell
DIRECTOR

William E. Mayer
DIRECTOR

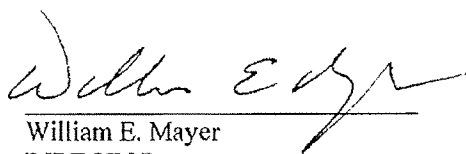
James W. Liken
DIRECTOR

Michael J. Herling
DIRECTOR

Michael N. Hammes
DIRECTOR

Michael J. Regan
DIRECTOR

Erin L. Russell
DIRECTOR



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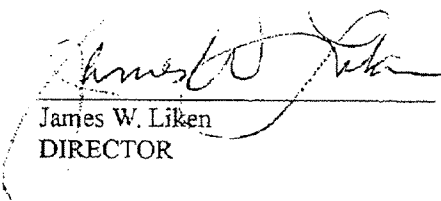
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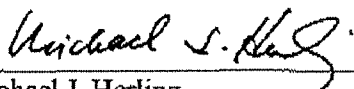
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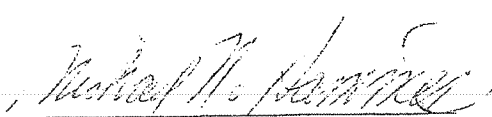
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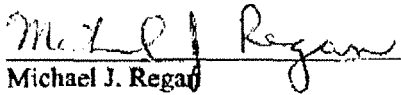

Michael J. Regan
DIRECTOR

Exhibit A
Resolutions of DynaVox Systems Holdings LLC

**DYNAVOX SYSTEMS HOLDINGS LLC
ACTION BY WRITTEN CONSENT OF MANAGING MEMBER
AUTHORIZING THE FILING OF A BANKRUPTCY PROCEEDING**

April 4, 2014

The undersigned, being the Managing Member of DynaVox Systems Holdings LLC, a Delaware limited liability company ("Holdings" or the "Company"), acting without a meeting pursuant to Section 18-302(d) of the Delaware Limited Liability Company Act, hereby takes the following actions by written consent without a meeting. Unless otherwise stated herein, capitalized terms shall have the meanings given to them in the currently effective Limited Liability Company Agreement of the Company:

WHEREAS, the Managing Member has considered the financial and operational conditions of the Company's business;

WHEREAS, the Managing Member has reviewed, considered and received the advice of the Company's professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a restructuring or sale of the Company's business and assets under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

Restructuring Matters

RESOLVED, that after consideration of the alternatives presented to it and the advice of the Company's professionals and advisors, the Managing Member has determined in its business judgment that it is in the best interest of the Company, its members, its creditors and other interested parties and stakeholders that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Petition"), and the filing of such Petition be, and it hereby is, authorized in all respects.

FURTHER RESOLVED, that Erin Russell hereby is appointed as authorized signatory and representative in connection with the bankruptcy proceedings authorized herein (the "Authorized Representative").

FURTHER RESOLVED, that the Authorized Representative, be, and hereby is, authorized, directed, and empowered on behalf of the Company to execute and verify a Petition in the name of the Company under the Bankruptcy Code and to cause the same to be filed, in such form and at such time as the Authorized Representative shall determine.

FURTHER RESOLVED, that the Authorized Representative, be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to negotiate, execute, verify and file, or cause to be executed, verified, and filed (or direct others to do so on their behalf, as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which she deems necessary and proper in connection with the bankruptcy case.

FURTHER RESOLVED, that the law firms of Genovese Joblove & Battista P.A. and Cousins Chipman & Brown, LLP, be, and they hereby are, employed to render legal services to, and to represent, the Company in connection with the bankruptcy case and any other related matters in connection therewith, on such terms as the Authorized Representative shall approve.

FURTHER RESOLVED, that the Authorized Representative be, and hereby is, authorized, directed, and empowered for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

General Authorization

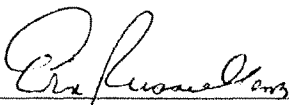
RESOLVED, that the Authorized Representative be, and hereby is, authorized, directed, and empowered, in the name and on behalf of the Company and in the name and on behalf of the Company as sole member of DynaVox Intermediate LLC, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and when necessary or appropriate, file or cause to be filed with the appropriate governmental authorities or otherwise, all such further agreements, documents, reports, certificates and undertakings and any amendments, supplements or modifications thereto; and to incur and to pay all such fees and expenses and to engage such persons as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Authorized Representative in connection with the bankruptcy case, or any further action to seek relief on behalf of the Company under the Bankruptcy Code, or in connection with the bankruptcy case, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

****Signatures appear on next page****

IN WITNESS WHEREOF, the undersigned, being the managing member of the Company, hereby approves and adopts these resolutions as of the date set forth above.

DynaVox Inc.,
a Delaware corporation, managing member

By: 
ERIN RUSSELL, as Authorized Representative
and not individually

**United States Bankruptcy Court
District of Delaware**

In re DynaVox Inc.

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Amy Dodrill 371 Midway Road Pittsburgh, PA 15216	Class A	8,678	Common Stock
Anthony Pavlik 212 Crescent Dr. Lower Burrell, PA 15068	Class A	20,837	Common Stock
Augie Nieto 3601 Ocean Blvd Corona Del Mar, CA 92625	Class A	14,051	Common Stock
Augustine L Nieto & Lynne Bransford Nieto Rev Tr 3601 Ocean Blvd Corona Del Mar, CA 92625	Class A	13,336	Common Stock
Bill Moore 106A Heathercroft Dr Cranberry Twp, PA 16066	Class A	21,210	Common Stock
BKC DVSH Blocker, Inc. 40 East 52nd Street New York, NY 10022	Class A	272,368	Common Stock
Bob Culhane 103 Thousand Oaks Dr Pittsburgh, PA 15244	Class A	185,995	Common Stock
Bob Cunningham 5703 King of Arms Dr Gibsonia, PA 15044	Class A	445,053	Common Stock
Brian Donnelly 7 Alford Ct Palm Beach Gardens, FL 33418	Class A	43,139	Common Stock
Bryan Moulton 247 Pine Hill Rd Spencerport, NY 14559	Class A	82,863	Common Stock
Cede & Co c/o DTCC - Transfer Op Dept 570 Washington Blvd Fl 1 Jersey City, NJ 08857	Class A	11,168,379	Common Stock

In re DynaVox Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Craig Baldassare 331 Valleybrook Rd Canonsburg, PA 15317	Class A	21,271	Common Stock
Dan Sweeney 1017 N Euclid Ave Pittsburgh, PA 15206	Class A	9,035	Common Stock
Dave Holtschlag 115 Crescent Dr Pittsburgh, PA 15228-1005	Class A	5,000	Common Stock
David Broz 4656 Forest Trail Lane Liberty Tship, OH 45011	Class A	11,301	Common Stock
Edward Donnelly 1104 Midwest Club Oak Brook, IL 60523	Class A	1,719,028	Common Stock
Evan Marks 43 West 64th Street Apt 4B New York, NY 10023	Class A	34,182	Common Stock
Frank Sellman 247 W 87th St Apt 4G New York, NY 10024	Class A	7,291	Common Stock
Greg Leshner 2 High Rock Lane South Hamilton, MA 01982	Class A	117,763	Common Stock
James A Mills 2930 Filbert Drive Walnut Creek, CA 94598	Class A	45,711	Common Stock
James Gentry Hughes 3006 Meadow Farms Pl Louisville, KY 40245-5605	Class A	37,500	Common Stock
Jeff Holt 1732 Briarwood Lane Pittsburgh, PA 15239	Class A	11,210	Common Stock
Jim Liken 5 Deer Spring Lane Pittsburgh, PA 15238	Class A	105,629	Common Stock

In re DynaVox Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jim Shea 192 Springmeadow Dr Pittsburgh, PA 15241	Class A	93,645	Common Stock
Joann A Reed 205 Tuttle Ave Spring Lake, NJ 07762	Class A	13,336	Common Stock
John Gragnani 1081 Summit Oaks Dr Watkinsville, GA 30677	Class A	2,266	Common Stock
Kathy Campbell 4198 Oakridge Drive Allison Park, PA 15101	Class A	237	Common Stock
Ken Misch 103 Radcliff Drive Pittsburgh, PA 15237	Class A	47,583	Common Stock
Larry Stephens 4 Pacers Ridge Dr Canonsburg, PA 15317	Class A	105,863	Common Stock
Lisa Kehoe 665 Harwood Drive Des Moines, IA 50312	Class A	9,965	Common Stock
Lori Geist 6309 Crombie St Pittsburgh, PA 15217-2510	Class A	6,250	Common Stock
Mark Bailey 528 Weyman Rd Pittsburgh, PA 15236-1537	Class A	15,765	Common Stock
Michael Hammes PO Box 1358 5259 La Glorieta Rancho Santa Fe, CA 90267	Class A	13,336	Common Stock
Michael J Regan 14 Brenner Pl Demarest, NJ 07627-1303	Class A	12,804	Common Stock
Michael Rogers 123 Brave Run Road McMurray, PA 15317	Class A	16,965	Common Stock

In re DynaVox Inc.

Case No. _____

Debtor**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michelle Wilver 12 Richmond Cir Lexington, MA 02421-6542	Class A	415,385	Common Stock
Mike Herling 91 Five Mile River Rd Darien, CT 06820	Class A	26,521	Common Stock
Nancy Booth 116 Woodland Rd Pittsford, NY 14534	Class A	4,910	Common Stock
Nancy J. Millet 11 Courtenay Circle Pittsford, NY 14534	Class A	18,956	Common Stock
New York Life Capital Partners, L.P. 51 Madison Ave 16th FL New York, NY 10010	Class A	783,158	Common Stock
New York Life Investment Management Mezz 51 Madison Ave 16th FL New York, NY 10010	Class A	308,280	Common Stock
NYLIM Mezzanine Partners Parallel Fund, 51 Madison Ave 16th FL New York, NY 10010	Class A	142,278	Common Stock
Park Avenue Equity Partners, L.P. 1 East 52nd St, 3rd FL New York, NY 10022	Class A	1,898,019	Common Stock
Paul Peake 702 Versailles Pkwy Oswego, IL 60543	Class A	16,965	Common Stock
Raymond Merk 3192 Vincent Dr Seven Hills, OH 44131-6252	Class A	19,620	Common Stock
Richard Ellenson 360 E 88th St #21A New York, NY 10128	Class B	1 share	Common Stock
Richard Mangene 122 Stafford Ct Pittsburgh, PA 15237-1080	Class A	5,000	Common Stock

Sheet 3 of 4 continuation sheets attached to the List of Equity Security Holders

In re DynaVox Inc.

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert Geenen 958 Forest Tree Ct Appleton, WI 54914	Class A	85,610	Common Stock
Robert Todd Tyler 3363 Old Concord Rd SE Smyrna, GA 30082	Class A	53,359	Common Stock
Rodney Kight 2600 E. Cary St, #4131 Richmond, VA 23223	Class A	2,225	Common Stock
Roger Holstein 240 Riverside Blvd Apt 25B New York, NY 10069	Class A	13,544	Common Stock
Spencer Miller 43 Canter Drive Sewickley, PA 15143	Class A	16,965	Common Stock
V.C.D. Investors, LLC 245 Park Avenue 41st Floor New York, NY 10167	Class A	216,503	Common Stock
Vestar Capital Partners IV, L.P. 245 Park Avenue 41st Floor New York, NY 10167	Class A	11,323,465	Common Stock

In re DynaVox Inc.
Debtor

Case No. _____

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Representative of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 6, 2014

Signature 
Erin L. Russell
Authorized Representative

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re DynaVox Inc.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Deloitte Tax LLP 2500 One PPG Place Pittsburgh, PA 15222	Deloitte Tax LLP 2500 One PPG Place Pittsburgh, PA 15222	Tax Preparation Services		65,000.00
SS&G, Inc. 301 Springside Drive Akron, OH 44333	SS&G, Inc. 301 Springside Drive Akron, OH 44333	Accounting Services		10,000.00
Bulger Partners LLC 312 Stuart Street Boston, MA 02116	Bulger Partners LLC 312 Stuart Street Boston, MA 02116	Investment Banking Services		Unknown
Bureau of Labor Law Compliance PA Dept of Labor & Industry c/o Chief Counsel Harrisburg, PA 17104-2501	Bureau of Labor Law Compliance PA Dept of Labor & Industry Harrisburg, PA 17104-2501			Unknown
Bureau of Workers Comp PA Dept of Labor & Industry Office of Chief Counsel 1171 S. Cameron Street Harrisburg, PA 17104-2501	Bureau of Workers Comp PA Dept of Labor & Industry Office of Chief Counsel Harrisburg, PA 17104-2501			Unknown
Delaware Dept of State Division of Cor POB 898 Dover, DE 19903	Delaware Dept of State Division of Cor POB 898 Dover, DE 19903			Unknown
Delaware Division of Rev 8th Floor 820 N. French St Wilmington, DE 19801	Delaware Division of Rev 8th Floor 820 N. French St Wilmington, DE 19801			Unknown
Pennsylvania Department of Revenue Department 280946 Harrisburg, PA 17128-0946	Pennsylvania Department of Revenue Department 280946 Harrisburg, PA 17128-0946			Unknown
Ropes & Gray LLP Prudential Tower 800 Boylston St Boston, MA 02199	Ropes & Gray LLP Prudential Tower 800 Boylston St Boston, MA 02199	Legal Services		Unknown

B4 (Official Form 4) (12/07) - Cont.

In re **DynaVox Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Unemployment Compensation Dept of Labor & Industry Office of Chief Counsel, 10th FL 301 5th Ave, Suite 230 Pittsburgh, PA 15222	Unemployment Compensation Dept of Labor & Industry Office of Chief Counsel, 10th FL Pittsburgh, PA 15222			Unknown
Unemployment Compensation Tax Matters Office of Chief Counsel 301 5th Ave, Suite 230 Pittsburgh, PA 15222	Unemployment Compensation Tax Matters Office of Chief Counsel Pittsburgh, PA 15222			Unknown
Wells Fargo Shareholder Services Attn: Tracie L Balach 6012 Hawthorn Drive Coraopolis, PA 15108	Wells Fargo Shareholder Services Attn: Tracie L Balach Coraopolis, PA 15108	Transfer Agent		Unknown

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re DynaVox Inc.

Debtor(s)

Case No.

Chapter

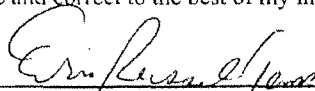
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**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Authorized Representative of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 6, 2014

Signature


Erin L. Russell

Authorized Representative

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

DYNAVOX INC.
2100 WHARTON STREET
SUITE 400
PITTSBURGH, PA 15203

BRIAN DONNELLY
7 ALFORD CT
PALM BEACH GARDENS, FL 33418

DELAWARE DEPT OF STATE
DIVISION OF COR
POB 898
DOVER, DE 19903

BRYAN MOULTON
247 PINE HILL RD
SPENCERPORT, NY 14559

DELAWARE DIVISION OF REV
8TH FLOOR
820 N. FRENCH ST
WILMINGTON, DE 19801

AMY DODRILL
371 MIDWAY ROAD
PITTSBURGH, PA 15216

BULGER PARTNERS LLC
312 STUART STREET
BOSTON, MA 02116

DELOITTE TAX LLP
2500 ONE PPG PLACE
PITTSBURGH, PA 15222

ANTHONY PAVLIK
212 CRESCENT DR.
LOWER BURRELL, PA 15068

BUREAU OF LABOR
LAW COMPLIANCE
PA DEPT OF LABOR & INDUSTRY
C/O CHIEF COUNSEL
HARRISBURG, PA 17104-2501

DYNAVOX SERVICES LLC
2100 WHARTON ST
SUITE 400
PITTSBURGH, PA 15203

AUGIE NIETO
3601 OCEAN BLVD
CORONA DEL MAR, CA 92625

BUREAU OF WORKERS COMP
PA DEPT OF LABOR & INDUSTRY
OFFICE OF CHIEF COUNSEL
1171 S. CAMERON STREET
HARRISBURG, PA 17104-2501

DYNAVOX SYSTEMS INC.
2100 WHARTON ST
SUITE 400
PITTSBURGH, PA 15203

AUGUSTINE L NIETO &
LYNNE BRANSFORD NIETO REV TR
3601 OCEAN BLVD
CORONA DEL MAR, CA 92625

CEDE & CO
C/O DTCC - TRANSFER OP DEPT
570 WASHINGTON BLVD FL 1
JERSEY CITY, NJ 08857

DYNAVOX SYSTEMS LLC
2100 WHARTON ST
SUITE 400
PITTSBURGH, PA 15203

BILL MOORE
106A HEATHERCROFT DR
CRANBERRY TWP, PA 16066

CRAIG BALDASSARE
331 VALLEYBROOK RD
CANONSBURG, PA 15317

EDWARD DONNELLY
1104 MIDWEST CLUB
OAK BROOK, IL 60523

BKC DVSH BLOCKER, INC.
40 EAST 52ND STREET
NEW YORK, NY 10022

DAN SWEENEY
1017 N EUCLID AVE
PITTSBURGH, PA 15206

EVAN MARKS
43 WEST 64TH STREET
APT 4B
NEW YORK, NY 10023

BOB CULHANE
103 THOUSAND OAKS DR
PITTSBURGH, PA 15244

DAVE HOLTSCHLAG
115 CRESCENT DR
PITTSBURGH, PA 15228-1005

FINRA
1735 K STREET
WASHINGTON, DC 20006

BOB CUNNINGHAM
5703 KING OF ARMS DR
GIBSONIA, PA 15044

DAVID BROZ
4656 FOREST TRAIL LANE
LIBERTY TSHIP, OH 45011

FRANK SELLMAN
247 W 87TH ST
APT 4G
NEW YORK, NY 10024

GREG LESHER
2 HIGH ROCK LANE
SOUTH HAMILTON, MA 01982

LARRY STEPHENS
4 PACERS RIDGE DR
CANONSBURG, PA 15317

NANCY J. MILLET
11 COURTENAY CIRCLE
PITTSFORD, NY 14534

JAMES A MILLS
2930 FILBERT DRIVE
WALNUT CREEK, CA 94598

LISA KEHOE
665 HARWOOD DRIVE
DES MOINES, IA 50312

NEW YORK LIFE
CAPITAL PARTNERS, L.P.
51 MADISON AVE
16TH FL
NEW YORK, NY 10010

JAMES GENTRY HUGHES
3006 MEADOW FARMS PL
LOUISVILLE, KY 40245-5605

LORI GEIST
6309 CROMBIE ST
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NEW YORK LIFE INVESTMENT
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NEW YORK, NY 10010

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RANCHO SANTA FE, CA 90267

PARK AVENUE EQUITY
PARTNERS, L.P.
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NEW YORK, NY 10022

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DEMAREST, NJ 07627-1303

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OSWEGO, IL 60543

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SPRING LAKE, NJ 07762

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MCMURRAY, PA 15317

PENNSYLVANIA DEPARTMENT
OF REVENUE
DEPARTMENT 280946
HARRISBURG, PA 17128-0946

JOHN GRAGNANI
1081 SUMMIT OAKS DR
WATKINSVILLE, GA 30677

MICHELLE WILVER
12 RICHMOND CIR
LEXINGTON, MA 02421-6542

RAYMOND MERK
3192 VINCENT DR
SEVEN HILLS, OH 44131-6252

KATHY CAMPBELL
4198 OAKRIDGE DRIVE
ALLISON PARK, PA 15101

MIKE HERLING
91 FIVE MILE RIVER RD
DARIEN, CT 06820

RICHARD MANGENE
122 STAFFORD CT
PITTSBURGH, PA 15237-1080

KEN MISCH
103 RADCLIFF DRIVE
PITTSBURGH, PA 15237

NANCY BOOTH
116 WOODLAND RD
PITTSFORD, NY 14534

ROBERT GEENEN
958 FOREST TREE CT
APPLETON, WI 54914

ROBERT TODD TYLER V.C.D. INVESTORS, LLC
3363 OLD CONCORD RD SE 245 PARK AVENUE
SMYRNA, GA 30082 41ST FLOOR
NEW YORK, NY 10167

RODNEY KIGHT VESTAR CAPITAL PARTNERS IV, L.P.
2600 E. CARY ST, #4131 245 PARK AVENUE
RICHMOND, VA 23223 41ST FLOOR
NEW YORK, NY 10167

ROGER HOLSTEIN WELLS FARGO
240 RIVERSIDE BLVD SHAREHOLDER SERVICES
APT 25B ATTN: TRACIE L BALACH
NEW YORK, NY 10069 6012 HAWTHORN DRIVE
CORAOPOLIS, PA 15108

ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON ST
BOSTON, MA 02199

SECURITIES AND EXCHANGE COMM
NEW YORK REGIONAL OFFICE
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NEW YORK, NY 10281

SPENCER MILLER
43 CANTER DRIVE
SEWICKLEY, PA 15143

SS&G, INC.
301 SPRINGSIDE DRIVE
AKRON, OH 44333

UNEMPLOYMENT COMPENSATION
DEPT OF LABOR & INDUSTRY
OFFICE OF CHIEF COUNSEL, 10TH FL
301 5TH AVE, SUITE 230
PITTSBURGH, PA 15222

UNEMPLOYMENT COMPENSATION
TAX MATTERS
OFFICE OF CHIEF COUNSEL
301 5TH AVE, SUITE 230
PITTSBURGH, PA 15222

US TRUSTEE - DELAWARE
844 KING ST
SUITE 2207
LOCKBOX 35
WILMINGTON, DE 19801

**United States Bankruptcy Court
District of Delaware**

In re DynaVox Inc.

Debtor(s)

Case No.

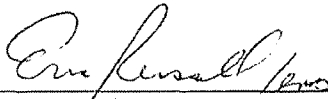
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Authorized Representative of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 6, 2014



Erin L. Russell/Authorized Representative
Signer/Title