

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DYNAVOX INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 14-10791 (PJW)

Jointly Administered

Ref. Nos. 229, 230, 232, 260 and 261 , 262

**ORDER (I) APPROVING FIRST AMENDED DISCLOSURE STATEMENT AND
(II) ESTABLISHING OBJECTION DEADLINE AND SCHEDULING
HEARING TO CONSIDER CONFIRMATION OF PLAN**

Upon consideration of the Motion for Entry of an Order (i) Approving Disclosure Statement and (ii) Establishing Objection Deadline and Scheduling Hearing to Consider Confirmation of Plan (the “**Motion**”) pursuant to §§ 105(a), 1125, and 1126 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and upon consideration of the First Amended Disclosure Statement for First Amended Joint Plan of Liquidation of DynaVox Inc., DynaVox Systems Holdings LLC and DynaVox Intermediate LLC Under Chapter 11 of the Bankruptcy Code (the “**Disclosure Statement**”) and the Certification of Counsel; and it appearing that adequate and sufficient notice of the Motion and the hearing on the Disclosure Statement having been provided and no other or further notice need be provided, and upon the record at the hearing, and all the proceedings before the Court in these chapter 11 cases, and all objections to the Motion and the Disclosure Statement having been resolved, overruled by the Court, withdrawn or rendered moot; and following due deliberation, and just cause existing for the relief requested in the Motion:

¹ The Debtors in these cases, along with the last four digits of their federal tax identification numbers, are (i) DynaVox Intermediate LLC (****); (ii) DynaVox Inc. (7281); and (iii) DynaVox Systems Holdings LLC (8157). The mailing address for the Debtors is 2100 Wharton Street, Suite 400, Pittsburgh, Pennsylvania 15203.

THE COURT HEREBY FINDS:

A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1234.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.

D. Notice of the hearing on the Disclosure Statement and the Motion was sufficient.

E. The relief requested in the Motion is in the best interest of the Debtors, their estates and other parties in interest, and sufficient cause appearing thereof,

NOW THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Disclosure Statement is hereby APPROVED.

3. As soon as practicable, but in no event later than five business days after the entry of this Order (the “**Notice Date**”), the Debtors, shall commence the noticing process by placing the notices approved in this Order in the mail, first class postage prepaid.

4. The materials to be transmitted on or before the Notice Date to all creditors, equity interest holders and parties in interest shall include the following: (i) notice of the Confirmation Hearing and objection deadline; (ii) the Disclosure Statement; (iii) the Plan (appended to the Disclosure Statement); and (iv) the Confirmation Procedures Order. (collectively, the “**Notice Package**”).

5. The Debtors shall mail the Notice Package, first class postage prepaid, on or before the Notice Date to all Holders of Claims and Equity Interests, including but not limited to: (i) all parties listed on the schedules, or any amendments thereto, whose claim is not listed as contingent, unliquidated or disputed, or as zero or unknown; (ii) all parties who filed proofs of claim of interest in these Chapter 11 cases; and (iii) all parties listed on the Debtors' list of equity security holders.

6. Notwithstanding anything set forth herein, the Debtors shall provide notice of the Confirmation Hearing as well as the deadline for filing objections thereto to all parties in interest as required by Bankruptcy Rule 2002.

7. On or as soon as practicable after the Notice Date, the Debtors shall mail the Confirmation Hearing Notice to holders of claims listed on the schedules, or any amendments thereto, as contingent, unliquidated or disputed or as zero or unknown in amount who did not file proofs of claim.

8. The hearing to consider confirmation of the Plan shall be held on **December 22, 2014, 2014 at 2:00 p.m. (Eastern Time)**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, United States Bankruptcy Court of the District of Delaware, 824 Market Street, 6th Floor, Courtroom #2, Wilmington, DE 19801, provided, however, that the hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by announcement of such an adjournment in open court.

9. Objections (including any accompanying briefs), if any, to confirmation of the Plan or proposed modifications to the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection to confirmation of the Plan or proposed

modification to the Plan; and (iv) be filed, together with proof of service, so as to be **received no later than 5:00 p.m. (Eastern Time) on December 15, 2014** by the Office of the Clerk, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, DE 19801, and served on each of the following parties: (i) Counsel to the Debtors, Genovese Joblove & Battista, P.A., Attn: Paul J. Battista, Esquire, 100 SE 2nd Street, Suite 4400, Miami, FL 3313 and Chipman Brown Cicero & Cole, LLP, The Nemours Building, 1007 North Orange Street, Suite 1110, Wilmington, DE 19801, Attn: William E. Chipman, Jr., Esquire and (ii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 2nd Floor, 844 King Street, Lockbox #35, Wilmington, DE 19801, Attn: Tiiara N. A. Patton, Esquire.

10. Any objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and shall be overruled.

11. Replies, if any, to any objection to confirmation of, or proposed modifications to, the Plan shall be filed and served so that they are actually **received no later than 4:00 p.m. (Eastern Time) on December 17, 2014** by the Court and the objecting party.

12. The form of notice of the confirmation hearing date and objection deadline, which is attached hereto as Exhibit A, (the “**Confirmation Hearing Notice**”) is approved. The Confirmation Hearing Notice shall be included in the Notice Packages.

13. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further Order of the Court, including without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other related materials prior to its mailing to parties in interest.

14. The Court shall retain jurisdiction to implement, interpret, and effectuate the provisions of this Order.

Dated: Nov. 17, 2014
Wilmington, Delaware

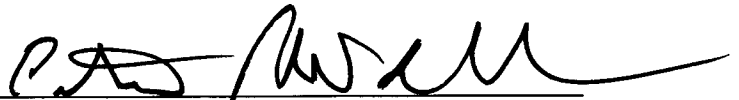

The Honorable Peter J. Walsh
United States Bankruptcy Judge

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

DYNAVOX INC., *et al.*,

Debtors.

Chapter 11

Case No. 14-10791 (PJW)

Hearing Date:

Objection Deadline:

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF, AND DEADLINE
FOR OBJECTING TO, FIRST AMENDED JOINT PLAN OF LIQUIDATION
OF DYNAVOX INC., DYNAVOX SYSTEMS HOLDINGS LLC AND
DYNAVOX INTERMEDIATE LLC UNDER CHAPTER 11
OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE THAT on November __, 2014, the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) approved the First Amended Disclosure Statement for the First Amended Joint Plan of Liquidation of DynaVox Inc., DynaVox Systems Holdings LLC and DynaVox Intermediate LLC Under Chapter 11 of the Bankruptcy Code (the “**Disclosure Statement**”) pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”) with regard to the First Amended Joint Plan of Liquidation of DynaVox Inc., DynaVox Systems Holdings LLC and DynaVox Intermediate LLC Under Chapter 11 of the Bankruptcy Code (the “**Plan**”) for use by DynaVox Inc., DynaVox Systems Holdings LLC and DynaVox Intermediate LLC in cases captioned above and listed below:.

Debtor	Case Number	EIN#
DynaVox Inc.	14-10791	27-1507281
DynaVox Intermediate LLC	14-10785	****
DynaVox Systems Holdings LLC	14-10790	90-0168157

In conjunction with approving the Disclosure Statement, the Bankruptcy Court entered an order (i) approving the Disclosure Statement and (ii) establishing the deadline for filing objections to the Plan and scheduling the hearing to consider confirmation of the Plan (the “**Confirmation Procedures Order**”).

1. A hearing to consider confirmation of the Plan will be held on **December 22, 2014 at 2:00 p.m. (Eastern Time)**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom #2, Wilmington, DE 19801. The hearing may be adjourned from time to time without further notice to creditors or other parties in interest, other than by announcement of such adjournment in open court.

2. No later than **December 15, 2014, at 5:00 p.m. (Eastern Time)**, all objections to confirmation of the Plan must be (a) filed with the Office of the Clerk, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 and (b) served on the following parties so as to be **received no later than 5:00 p.m. (Eastern Time) on December 15, 2014**: by (i) Counsel to the Debtors, Genovese Joblove & Battista,

P.A., Attn: Paul J. Battista, Esquire, 100 SE 2nd Street, Suite 4400, Miami, FL 33131, (Fax Number (305) 349-2310) and Chipman Brown Cicero & Cole LLP, The Nemours Building, 1007 North Orange Street, Suite 1110, Wilmington, DE 19801 (Fax Number (302) 295-0199), Attn: William E. Chipman, Jr., Esquire and (ii) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 2nd Floor, 844 King Street, Lockbox #35, Wilmington, DE 19801 (Fax Number (302) 573-6497), Attn: Tiara N. A. Patton, Esquire.

3. The following table summarizes lists the estimated percentage recovery, estimated total amount of claims, impairment and voting status of unclassified Claims and the Classes of Claims and Equity Interests under the Plan.

CLASS/ UNCLASSIFIED CLAIMS	DESCRIPTION	PERCENTAGE RECOVERY (Estimated)	TOTAL AMOUNT OF CLAIMS (Estimated)	IMPAIRED/ UNIMPAIRED	VOTING STATUS
Unclassified Claims	Administrative Claims and Priority Tax Claims	100%		Unimpaired	Not Entitled to Vote
Class 1	Secured Tax Claims	100%		Unimpaired	Deemed to Accept –Vote Not Solicited
Class 2	Other Secured Claims	100%		Unimpaired	Deemed to Accept - Vote Not Solicited
Class 3	Priority Claims (Other than Priority Tax Claims)	100%		Unimpaired	Deemed to Accept –Vote Not Solicited
Class 4	General Unsecured Claims	100%		Unimpaired	Deemed to Accept –Vote Not Solicited
Class 5	Equity Interests	Pro-rata	Pro-rata based on number of shares held on Petition Date over total number of shares	Unimpaired	Deemed to Accept – Vote Not Solicited

4. A free copy of the Plan, Disclosure Statement, Confirmation Procedures Order and all pleadings and papers filed in these Cases is available at <http://www.upshotservices.com/dynavox>.

5. Following the Effective Date, all parties-in-interest who wish to receive, or continue to receive; notices of all pleadings Filed in the Cases must File a new request for special notice and serve it on the Liquidating Trustee and his counsel and the U.S. Trustee. The Liquidating Trustee shall maintain and keep current the post-Effective Date special notice list, and make it available to all parties in interest upon written request. All pleadings, notices and other papers Filed in the Cases following the Effective Date (other than the notice of Effective Date) must be served on the parties on the post-Effective Date special notice list maintained by the Liquidating Trustee.

6. THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS AS SET FORTH BELOW:

1. Binding Effect of Plan/Non-Discharge of the Debtors.

Upon the Effective Date, Bankruptcy Code section 1141 shall become applicable with respect to the Plan and the Plan shall be binding on all Persons and Entities to the fullest extent permitted by Bankruptcy Code section 1141(a). In accordance with Bankruptcy Code section 1141(d)(3), the Plan does not discharge the Debtors. Bankruptcy Code section 1141 nevertheless provides, among other things, that the Assets dealt with by the Plan shall be vested in the Liquidating Estates free and clear of all Claims and interests of creditors and equity security holders. Accordingly, no Entity holding a Claim against or Equity Interest in the Debtors may receive any payment from, or seek recourse against, any Assets that are to be distributed under the Plan unless and only to the extent that such Entity is the Holder of an Allowed Claim or Allowed Equity Interest entitled to a distribution in accordance with the terms of the Plan. As of the Effective Date, all Persons are precluded from asserting against any property or Assets that are to be distributed under the Plan any Claims, rights, causes of action, liabilities, or interests based upon any act, omission, transaction, or other activity that occurred before the Effective Date except as expressly provided in the Plan or the Confirmation Order.

2. Releases By The Debtors.

Effective (i) automatically on the Retained Actions Deadline with respect to the Debtors' Indemnified Parties, and (ii) as of the Effective Date with regard to all other Debtor Released Parties (as defined below), for good and valuable consideration, the adequacy of which is hereby confirmed, the Debtors (in their individual capacities and as debtors and debtors-in-possession) will be deemed to forever release, waive, and discharge any and all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action, and liabilities (other than the rights of the Debtors to enforce the Plan and the contracts, instruments, releases, indentures, and other agreements or documents delivered hereunder, and liabilities arising after the Effective Date in the ordinary course of business), including Retained Actions (collectively, the "Released Claims"), against the Debtors' Indemnified Parties and any of the representatives, agents, Professionals, advisors, consultants and attorneys of the foregoing (collectively, the "Debtor Released Parties") whether such Released Claims are liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity, or otherwise that are based in whole or part on any act omission, transaction, event, or other occurrences taking place before, on or after the Petition Date through and including the Effective Date in connection with, relating to, or arising out of the Debtors, the

Chapter 11 Cases, the negotiation and filing of the Plan, the Disclosure Statement or any prior plans of reorganization, the filing of the Chapter 11 Cases, the pursuit of confirmation of the Plan or any prior plans of reorganization, the consummation of the Plan, the administration of the Plan, or the property to be liquidated and/or distributed under the Plan, and that could have been asserted by or on behalf of the Debtors or their Estates. Notwithstanding anything in the Plan to the contrary, the release contained in the Plan shall not apply to any Retained Action that is commenced by the Liquidating Trustee on or before the Retained Action Deadline in accordance with the Plan.

3. Exculpation and Limitation of Liability.

The Debtors and their respective officers, directors, members and managers, and the Professionals for the Debtors (acting in such capacity) (collectively, the "Exculpated Parties") shall neither have nor incur any liability whatsoever to any Person or Entity for any act taken or omitted to be taken in good faith in connection with or related to the formulation, preparation, dissemination, implementation, confirmation, or consummation of the Plan, the Disclosure Statement, or any contract, instrument, release, or other agreement or document created or entered into, or any other act taken or omitted to be taken, in connection with the Plan or the Chapter 11 Cases, in each case for the period on and after the Petition Date; provided, however, that this exculpation from liability provision shall not be applicable to any liability found by a court of competent jurisdiction to have resulted from fraud or the willful misconduct or gross negligence of any such party. With respect to Professionals, the foregoing exculpation and release provision shall also include claims of professional negligence arising from the services provided by such Professionals during the Chapter 11 Cases. Any such claims shall be governed by the standard of care otherwise applicable to the standard of negligence claims outside of bankruptcy. The Confirmation Order shall enjoin the prosecution by any Person or Entity, whether directly, derivatively or otherwise, of any such claim, obligation, suit, judgment, damage, loss, right, remedy, cause of action, charge, cost, debt, indebtedness, or liability which arose or accrued during such period or was or could have been asserted against any of the Exculpated Parties, except as otherwise provided in the Plan or in the Confirmation Order. Each of the Exculpated Parties shall have the right to independently seek enforcement of this release provision. Notwithstanding anything in the Plan to the contrary, the exculpation and limitation of liability provided for in the Plan shall not apply to any acts of omissions that occurred prior to the Petition Date. The rights granted hereunder are cumulative with (and not restrictive of) any and all rights, remedies, and benefits that the Exculpated Parties have or obtain pursuant to any provision of the Bankruptcy Code or other applicable law. This exculpation from liability provision is an integral part of the Plan and is essential to its implementation. Without limiting the generality of the foregoing, each Exculpated Party shall be entitled to and granted the protections of section 1125(e) of the Bankruptcy Code.

4. Injunctive Relief Relating To Releases.

Except as otherwise expressly provided in the Plan, all Entities that have held, hold or may hold Claims against or Equity Interests in the Debtors are permanently enjoined, from and after the Effective Date, from taking any of the following actions against any of the Debtors, their Estates, the Liquidating Trustee, the Liquidating Estates, the Professionals, or any of their property on account of any Claims or causes of action arising from events prior to the Effective Date, (i) enforcing, attaching, collecting or recovering by any manner or in any place or means any

judgment, award, decree or order; (ii) creating, perfecting, or enforcing any Lien or encumbrance of any kind; (iii) asserting any right of setoff, right of subrogation or recoupment against any obligation, debt or liability due to the Debtors, and (iv) any act, in any manner, in any place whatsoever, that does not conform to or comply with the provisions of the Plan with respect to such Claim or Equity Interest. Except as expressly provided in the Plan, the Debtors, the Liquidating Estates and the Liquidating Trustee expressly reserve all rights and defenses that the Debtors may have (including, without limitation, the rights of subrogation and recoupment) with respect to any obligation, debt or liability allegedly due to any Entity.

By accepting distributions pursuant to the Plan, each Holder of an Allowed Claim and Allowed Equity Interest receiving distributions pursuant to the Plan will be deemed to have specifically consented to the injunctions set forth in the Plan. Nothing in this section shall prohibit the Holder of a timely Filed Proof of Claim or Equity Interest from litigating its right to seek to have such Claim declared an Allowed Claim or Allowed Equity Interest and paid in accordance with the distribution provisions of the Plan, or enjoin or prohibit the interpretation or enforcement by the Holder of any obligations of the Debtors under the Plan.

5. Terms of Existing Injunctions or Stays.

Unless otherwise provided in the Plan, all injunctions or stays provided for in these Chapter 11 Cases pursuant to sections 105, 362 or 525(a) of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the Effective Date. The Plan and Confirmation Order will permanently enjoin the commencement or prosecution by any Entity, whether directly, derivatively or otherwise, of any Claims, Equity Interests, obligations, suits, judgments, damages, demands, debts, rights, causes of action or liabilities released or enjoined pursuant to the Plan and the Bankruptcy Code.

7. The Plan may be further modified, if necessary, pursuant to Bankruptcy Code section 1127, prior to, during, or as a result of the confirmation hearing, without further notice to parties in interest.

8. Copies of the Confirmation Procedures Order, the Disclosure Statement, and the Plan are available from undersigned counsel.

Dated: _____, 2014
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

William E. Chipman, Jr. (No. 3818)
Mark D. Olivere (No. 4291)
The Nemours Building
1007 North Orange Street Suite 1110
Wilmington, Delaware 19801
Telephone: (302) 295-0193
Facsimile: (302) 295-0199
Email: chipman@chipmanbrown.com
olivere@chipmanbrown.com

-and-

GENOVESE JOBLOVE & BATTISTA, P.A.

Paul J. Battista (Fla. Bar No. 884126)

Heather L. Harmon (Fla. Bar No. 13192)

(Admitted *Pro Hac Vice*)

100 SE 2nd Street, Suite 4400

Miami, Florida 33131

Telephone: (305) 349-2300

Facsimile: (305) 349-2310)

Email: pbattista@gjb-law.com

hharmon@gjb-law.com

Counsel to Debtors and Debtors-In-Possession