

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Virtual Fonlink, Inc.		10/27/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ZCAPITAL, INC.
Street Address:	1015 Gayley Avenue; Suite 200
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90024
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2768306	CREDITEL
Registration Number:	2860064	POWERSWIPE

CORRESPONDENCE DATA	
Fax Number:	(310)203-0567
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3102038080
Email:	mh4@jmbm.com
Correspondent Name:	Bernard R. Gans, Esq.
Address Line 1:	1900 Avenue of the Stars; 7th Floor
Address Line 4:	Los Angeles, CALIFORNIA 90067-4308

ATTORNEY DOCKET NUMBER:	65425-0001
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NAME OF SUBMITTER:	Bernard R. Gans, Esq.
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Total Attachments: 3
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CH \$65.00 2768306

SECURITY INTEREST IN TRADEMARKS

VIRTUAL FONLINK, INC., a Delaware corporation ("Grantor"), with its principal place of business and mailing address at 1990 S. Bundy Drive, Suite 650, Los Angeles, California 90025, Attention: Andrew Shayne, CFO, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to ZCAPITAL, INC., a Nevada corporation (together with its successors and assigns, "Secured Party"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of the Grantor as set out in that certain Loan and Security Agreement, dated as of October 27, 2004, by and between Grantor and Secured Party and that certain Intellectual Property Security Agreement dated as of October 27, 2004, by and between Grantor and Secured Party (collectively, the "Agreements").


Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interests in the trademarks, trademark registrations and trademark applications made and granted hereby are more fully set forth in the Agreements, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

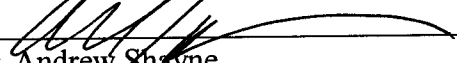
All terms defined in the Agreements, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in Trademarks to be duly executed as of October 27, 2004.

GRANTOR:

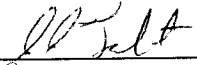
VIRTUAL FONLINK, INC., a Delaware corporation

By: 
Name: Georges F. Elias
Title: Chief Executive Officer

By: 
Name: Andrew Shayne
Title: Chief Financial Officer

SECURED PARTY:

ZCAPITAL, INC., a Nevada corporation

By: 
Name: Alexander Tabibi
Title: President

Schedule A to
SECURITY INTEREST IN TRADEMARKS

Trademarks

<u>Description</u>	<u>Application/Registration No.</u>	<u>Issue Dates</u>
Creditel	2,768,306	09/23/2003
PowerSwipe	2,860,064	07/06/2004