

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice Under Subsection 65(2) of the Personal Property Security Act, R.S.O. 1990 (Canada) - Retention of Collateral in Satisfaction of Obligations Secured By General Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Freefone Inc.		04/05/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Globalive Communications Inc.
Street Address:	60 Adelaide Street East
Internal Address:	6th Floor
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5C 3E4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2578929	FREEFONE

CORRESPONDENCE DATA

Fax Number: (317)464-5111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 317-464-5321
Email: rgelbert@mgrfirm.com
Correspondent Name: Rande Sibul-Gelbert
Address Line 1: Meitus Gelbert Rose LLP
Address Line 2: 10 W. Market St., #1025
Address Line 4: Indianapolis, INDIANA 46204

DOMESTIC REPRESENTATIVE

Name: Rande Sibul-Gelbert
Address Line 1: Meitus Gelbert Rose LLP

OP \$40.00 2578929

Address Line 2: 10 W. Market St., #1025
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:	Randee Sibul-Gelbert
Signature:	/Randee Sibul-Gelbert/
Date:	11/02/2006

Total Attachments: 3
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**NOTICE UNDER SUBSECTION 65(2)
OF THE PERSONAL PROPERTY SECURITY ACT, R.S.O. 1990**

TO: FREEFONE INC. ("DEBTOR")
60 Adelaide Street East
6th Floor
Toronto, Ontario
M5C 3E4

**AND TO: THOSE ENTITIES AND INDIVIDUALS LISTED
on Schedule "A" attached hereto**

Notice is given pursuant to subsection 65(2) of the *Personal Property Security Act* (Ontario) that the undersigned, Globalive Communications Corp., intends to retain the following collateral in satisfaction of the obligations secured by a general security agreement signed by the Debtor in favour of Globalive Communications Corp., dated as of August 1, 2004;

1. Globalive Communications Inc., a secured creditor, intends to enforce its security on the property of the Debtor described below:

all of the undertaking of the Debtor and in all personal property including, without limitation, all accounts, books and records, chattel paper, contracts, documents of title, equipment, goods, instruments, intangibles (including intellectual property rights and permits), inventory, money and securities now or hereafter owned or acquired by or on behalf on the Debtor and in all proceeds and renewals

thereof, accretions thereto and substitutions therefor, all as more particularly set out and described in the security.

The amount required to satisfy the obligations secured by the general security agreement is \$229,992.02, together with interest and costs. If payment is received by the undersigned, you will be credited with any rebates or allowances to which you are entitled. Upon payment of the full amount required to satisfy the obligations secured by the general security agreement you will be entitled to redeem the collateral referred to above. Unless all of such amounts are paid or objection is made to our intention to retain said collateral within 30 days of this notice, we shall retain the said collateral in satisfaction of the obligations referred to herein.

DATED at Toronto, this 5th day of April, 2006.

Globalive Communications Corp.

Per: 

Name: Ezio D'Onofrio

Title: President

I HAVE AUTHORITY TO BIND THE CORPORATION.

TRADEMARK

REEL: 003420 FRAME: 0651

SCHEDULE "A"

Freefone Inc.
60 Adelaide Street East
6th Floor
Toronto, Ontario
M5C 3E4

Capital Underwriters Inc.
2020 Winston Park Drive
Suite 301
Oakville, Ontario
L6H 6X7

Anthony Lacavera
1121 Bay Street
Suite 307
Toronto, Ontario
M5S 2B3

Patrick Palmer
15 Greenway
Suite 30D
Houston, Texas
USA 77046