

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
724 Holdings, Inc.		03/20/2008	CORPORATION: DELAWARE
724 Solutions (US), Inc.		03/20/2008	CORPORATION: DELAWARE
724 Solutions Software, Inc.		03/20/2008	CORPORATION: DELAWARE
724 Solutions International, Inc.		03/20/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Escalate Capital I, L.P.
Street Address:	2400 Sand Hill Road, Suite 201
City:	Menlo Park
State/Country:	CALIFORNIA
Postal Code:	94025
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3263865	724 SOLUTIONS
Serial Number:	76053199	7.24 SOLUTIONS
Serial Number:	76396860	XTREME OBJECTS
Serial Number:	78522568	UNWIRED LIFESTYLE
Serial Number:	77246591	ALL-WAYS MESSAGING

CORRESPONDENCE DATA

Fax Number: (214)758-1550
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2147581500
 Email: estafford@pattonboggs.com
 Correspondent Name: V. Craig Belair
 Address Line 1: 2001 Ross Avenue; Suite 3000
 Address Line 2: Patton Boggs LLP

OP \$140.00 3263865

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 023854.0114

NAME OF SUBMITTER: V. Craig Belair

Signature: /V. Craig Belair/

Date: 03/26/2008

Total Attachments: 18

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of March 20, 2008 by and between Escalate Capital I, L.P. ("**Lender**") and 724 HOLDINGS, INC., a Delaware corporation ("**Holdings**"), 724 SOLUTIONS (US) INC., a Delaware corporation ("**Solutions**"), 724 SOLUTIONS SOFTWARE INC., a Delaware corporation ("**Software**"), 724 SOLUTIONS INTERNATIONAL INC., a Delaware corporation ("**International**," Holdings, Solutions, Software and International are each a "Borrower" and collectively, the "Borrowers").

RECITALS

Lender has agreed to make certain advances of money and to extend certain financial accommodations to Borrowers under that certain Loan and Security Agreement by and between Lender and Borrowers dated of even date herewith (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein are used as defined in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Borrowers have granted to Lender a security interest in its personal property.

NOW, THEREFORE, Borrower agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Borrowers and Lender, each Borrower grants to Lender a security interest in all of such Borrower's right, title and interest in, its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. Each Borrower represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which such Borrower has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any patent, trademark, copyright, or similar protection, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Borrowers:

3916 STATE ST, SUITE 200
SANTA BARBARA, CA 93105

BORROWERS:

724 HOLDINGS, INC.

By: [Signature]
Name: STEPHEN MORRISON
Title: CEO

724 SOLUTIONS SOFTWARE INC.

By: [Signature]
Name: STEPHEN MORRISON
Title: VP

724 SOLUTIONS (US) INC.

By: [Signature]
Name: STEPHEN MORRISON
Title: VP

724 SOLUTIONS INTERNATIONAL INC.

By: [Signature]
Name: STEPHEN MORRISON
Title: VP

Address of Lender:

LENDER:

ESCALATE CAPITAL I, L.P.,
a Delaware limited partnership

By: Escalate Capital Management I,
its general partner

By: EC Management I, L.P.,
a general partner

By: Escalate Capital Management Co., LLC,
its general partner

By: _____
Name: _____
Title: _____

[Signature Page to Intellectual Property Security Agreement]

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IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Borrowers:

BORROWERS:

724 HOLDINGS, INC.

By: _____
Name: _____
Title: _____

724 SOLUTIONS SOFTWARE INC.

By: _____
Name: _____
Title: _____

724 SOLUTIONS (US) INC.

By: _____
Name: _____
Title: _____

724 SOLUTIONS INTERNATIONAL INC.

By: _____
Name: _____
Title: _____

LENDER:

Address of Lender:

ESCALATE CAPITAL I, L.P.,
a Delaware limited partnership

By: Escalate Capital Management I,
its general partner

By: EC Management I, L.P.,
a general partner

By: Escalate Capital Management Co., LLC,
its general partner

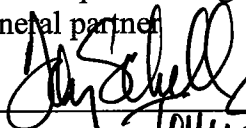
By: 
Name: Tony Schell
Title: Member

EXHIBIT A

Copyrights

None.

EXHIBIT B

Patents

(See Attached.)

724 SOLUTIONS SOFTWARE INC. PATENTS

<i>DocketNumber</i>	<i>CountryName</i>	<i>StatusDescription</i>	<i>ApplicationNumber</i>	<i>ApplicationDate</i>	<i>PatentNumber</i>	<i>GrantDate</i>
European Patent Convention						
		Filed	97934894.3	7/10/1997		
<i>CurrentOwnerName</i> 724 Solutions Software Inc.						
<i>Title</i> METHOD AND APPARATUS FOR ASYNCHRONOUSLY CALLING AND IMPLEMENTING OBJECTS						
Japan						
		Filed	10506101	7/10/1997		
<i>CurrentOwnerName</i> Compaq Computer Corporation *						
<i>Title</i> METHOD AND APPARATUS FOR ASYNCHRONOUSLY CALLING AND IMPLEMENTING OBJECTS						
United States						
		Granted	08/680,202	7/11/1996	6,253,252	6/26/2001
<i>CurrentOwnerName</i> 724 Solutions Software Inc.						
<i>Title</i> METHOD AND APPARATUS FOR ASYNCHRONOUSLY CALLING AND IMPLEMENTING OBJECTS						
Germany						
		Granted	979360468	7/10/1997	69727933.2-08	3/3/2004
<i>CurrentOwnerName</i> 724 Solutions Software Inc.						
<i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION AND DATA TYPE						

<p>European Patent Convention</p> <p><i>CurrentOwnerName</i> 724 Solutions Software Inc. <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION AND DATA TYPE</p>	<p>Granted</p> <p>979360468 7/10/1997</p> <p>0912933 3/3/2004</p>
<p>France</p> <p><i>CurrentOwnerName</i> 724 Solutions Software Inc. <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION AND DATA TYPE</p>	<p>Granted</p> <p>97936046.8 7/10/1997</p> <p>0912933 3/3/2004</p>
<p>Great Britain</p> <p><i>CurrentOwnerName</i> 724 Solutions Software Inc. <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION AND DATA TYPE</p>	<p>Granted</p> <p>979360468 7/10/1997</p> <p>0912933 3/3/2004</p>
<p>Italy</p> <p><i>CurrentOwnerName</i> 724 Solutions Software Inc. <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION AND DATA TYPE</p>	<p>Granted</p> <p>97936046.8 7/10/1997</p> <p>0912933 3/3/2004</p>
<p>Japan</p> <p><i>CurrentOwnerName</i> Compaq Computer Corporation * <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION, AND DATA TYPE</p>	<p>Filed</p> <p>10506110 7/10/1997</p>
<p>United States</p> <p><i>CurrentOwnerName</i> 724 Solutions Software Inc. <i>Title</i> METHOD AND APPARATUS FOR DESCRIBING AN INTERFACE DEFINITION LANGUAGE-DEFINED INTERFACE, OPERATION, AND DATA TYPE</p>	<p>Granted</p> <p>09/680.270 7/11/1996</p> <p>6,263,485 7/17/2001</p>

United States	<p><i>CurrentOwnerName</i> 724 Solutions Software Inc.</p> <p><i>Title</i> METHOD AND APPARATUS USING PARAMETERIZED VECTORS FOR CONVERTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES INTO A TRANSPORT AND PLATFORM INDEPENDENT FORMAT</p>	<p>Granted</p> <p>08/678,681 7/11/1996</p>	<p>6,321,273 11/20/2001</p>
United States	<p><i>CurrentOwnerName</i> 724 Solutions Software Inc.</p> <p><i>Title</i> METHOD FOR PERFORMING DISTRIBUTED OBJECT CALLS</p>	<p>Granted</p> <p>08/678,295 7/11/1996</p>	<p>6,308,225 10/23/2001</p>
European Patent Convention	<p><i>CurrentOwnerName</i> 724 Solutions Software Inc.</p> <p><i>Title</i> METHOD AND APPARATUS FOR PERFORMING DISTRIBUTED OBJECT CALLS USING PROXIES AND MEMORY ALLOCATION</p>	<p>Filed</p> <p>97934071.8 7/10/1997</p>	
Japan	<p><i>CurrentOwnerName</i> Compaq Computer Corporation *</p> <p><i>Title</i> METHOD AND APPARATUS FOR PERFORMING DISTRIBUTED OBJECT CALLS USING PROXIES AND MEMORY ALLOCATION</p>	<p>Filed</p> <p>10506106 7/10/1997</p>	

United States	Granted	08/680,266	6,751,798
		7/11/1996	6/15/2004
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> METHOD AND APPARATUS FOR PERFORMING DISTRIBUTED OBJECT CALLS USING PROXIES AND MEMORY ALLOCATION			
United States	Granted	08/678,298	5,943,674
		7/11/1996	8/24/1999
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> DATA STRUCTURE REPRESENTING AN INTERFACE DEFINITION LANGUAGE SOURCE FILE			
United States	Granted	08/678,317	6,173,327
		7/11/1996	1/9/2001
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> OBJECT-ORIENTED METHOD AND APPARATUS FOR INFORMATION DELIVERY			
European Patent Convention	Filed	97934072.6	
		7/10/1997	
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> OBJECT-ORIENTED METHOD AND APPARATUS FOR INFORMATION DELIVERY			
Japan	Filed	10506107	
		7/10/1997	
<i>CurrentOwnerName</i> Compaq Computer Corporation *			
<i>Title</i> OBJECT-ORIENTED METHOD AND APPARATUS FOR INFORMATION DELIVERY			

United States	Granted	08/678,791 7/11/1996	5,897,636 4/27/1999
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> DISTRIBUTED OBJECT COMPUTER SYSTEM WITH HIERARCHICAL NAME SPACE VERSIONING			
United States	Granted	08/678,680 7/11/1996	6,253,254 6/26/2001
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> HYPER MEDIA OBJECT MANAGEMENT			
United States	Granted	08/887,987 7/3/1997	6,065,045 5/16/2000
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> METHOD AND APPARATUS FOR OBJECT REFERENCE PROCESSING			
United States	Granted	08/887,758 7/3/1997	6,157,959 12/5/2000
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> METHOD AND APPARATUS FOR PROVIDING PORTABLE KERNEL-MODE SUPPORT FOR FAST INTERPROCESS COMMUNICATION			
Germany	Granted	979340692 7/10/1997	69727381.4-08 1/28/2004
<i>CurrentOwnerName</i> 724 Solutions Software Inc.			
<i>Title</i> METHOD FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS			

France

Granted
979340692 0912934
7/10/1997 1/28/2004

CurrentOwnerName 724 Solutions Software Inc.

Title METHOD FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS

Great Britain

Granted
979340692 0912934
7/10/1997 1/28/2004

CurrentOwnerName 724 Solutions Software Inc.

Title METHOD FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS

Italy

Granted
979340692 0912934
7/10/1997 1/28/2004

CurrentOwnerName 724 Solutions Software Inc.

Title METHOD FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS

Japan

Filed
10506103
7/10/1997

CurrentOwnerName Compaq Computer Corporation *

Title METHOD AND APPARATUS FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS

United States

Granted
08/680,203 5,860,072
7/11/1996 1/12/1999

CurrentOwnerName 724 Solutions Software Inc.

Title METHOD AND APPARATUS FOR TRANSPORTING INTERFACE DEFINITION LANGUAGE-DEFINED DATA STRUCTURES BETWEEN HETEROGENEOUS SYSTEMS

European Patent Convention

Filed
03008484.2-2211
4/1/2003

CurrentOwnerName 724 Solutions Software Inc.

Title PROCESS GROUP RESOURCE MANAGER

United States	Filed	10/121,428 4/12/2002
<i>CurrentOwnerName</i> 724 Solutions Software Inc.		
<i>Title</i> PROCESS GROUP RESOURCE MANAGER		
United States	Filed	1/796,572 4/29/2006
<i>CurrentOwnerName</i> Michael Luna, Ian Pattison, and Roland Zink **		
<i>Title</i> CONTEXTUAL BASED IDENTITY		
United States	Filed	1/796,707 4/29/2006
<i>CurrentOwnerName</i> Hanni Doch, Michael Luna, Ian Pattison, and Roland Zink **		
<i>Title</i> PLATFORM FOR INTEROPERABILITY		
United States	Filed	1/796,572 04/27/2007
<i>CurrentOwnerName</i> 724 Solutions Software Inc.**		
<i>Title</i> CONTEXTUAL BASED IDENTITY		
PCT	Filed	PCT/US07/010327 04/27/2007
<i>CurrentOwnerName</i> 724 Solutions Software Inc.**		
<i>Title</i> CONTEXTUAL BASED IDENTITY		

United States

Filed
11/796,707
04/27/2007

CurrentOwnerName 724 Solutions Software Inc.**
Title PLATFORM FOR INTEROPERABILITY

PCT

Filed
PCT/US07/010325
04/27/2007

CurrentOwnerName 724 Solutions Software Inc.**
Title PLATFORM FOR INTEROPERABILITY

United States

Filed
11/937,695
11/09/2007

CurrentOwnerName 724 Solutions Software Inc.
Title SYSTEM AND METHOD FOR SMS/IP INTEROPERABILITY

* Compaq Computer Corporation has executed an Assignment Agreement to Tantau Software, Inc. The Company is taking steps to formally transfer title to 724 Solutions Software Inc.
*** The inventors have signed employment agreements which provide for assignment of inventions and patent rights to 724 Solutions Inc. The Company is taking steps to formally transfer title to 724 Solutions Software Inc.

EXHIBIT C

Trademarks

(See Attached.)

724 SOLUTIONS INC.

<i>CountryName</i>	<i>DocketNumber</i>	<i>StatusDescription</i>	<i>ApplicationNumber</i>	<i>RegistrationNumber</i>	<i>PublicationDate</i>
<i>MarkName</i>	<i>MarkName</i>	<i>AgentName</i>	<i>ApplicationDate</i>	<i>RegistrationDate</i>	<i>ExpirationDate</i>
Australia	724 SOLUTIONS 402-0047AU	REG NAT Registered	821500 1/27/2000	821500 6/15/2001	1/27/2010 724 Solutions Inc.
Canada	724 SOLUTIONS 402-0047CA	REG NAT Registered	1008120 3/10/1999	TMA625068 11/9/2004	10/30/2002 11/9/2019 724 Solutions Inc.
Great Britain	724 SOLUTIONS Community Trademark 402-0047EM	REG NAT Registered	1673185 5/17/2000	1673185 9/24/2001	4/9/2001 5/17/2010 724 Solutions Inc.
Mexico	724 SOLUTIONS 402-0047MX	REG NAT Registered	2220359 1/26/2000	2220359 9/22/2000	6/7/2000 1/26/2010 724 Solutions Inc.
			<i>AgentName</i>	<i>CurrentOwner</i>	<i>CurrentOwner</i>
			SPRUSON AND FERGUSON	SPRUSON AND FERGUSON	724 Solutions Inc.
			Fasken Martineau		724 Solutions Inc.
			Urquhart-Dykes & Lord LLP	Urquhart-Dykes & Lord LLP	724 Solutions Inc.
			Olivares & Cia., S.C.	Olivares & Cia., S.C.	724 Solutions Inc.

MarkName Mexico 402-0047MX.1	724 SOLUTIONS REG	NAT	Registered	442575 8/17/2000	672823 9/28/2000	8/17/2010	724 Solutions Inc.
AgentName				Olivares & Cia., S.C.	CurrentOwner		
MarkName United States 402-0047US	724 SOLUTIONS Z	NAT	Registered	751797,132 9/9/1999		7/5/2005	724 Solutions Inc.
AgentName					CurrentOwner		
MarkName Australia 402-0049AU	724 SOLUTIONS and Design (Arrows Design) REG	NAT	Registered	834490 5/9/2000	834490 11/17/2000	5/9/2010	724 Solutions Inc.
AgentName				SPRUSON AND FERGUSON	CurrentOwner		
MarkName Canada 402-0049CA	724 SOLUTIONS and Design (Arrows Design) REG	NAT	Registered	1037365 11/25/1999	TMA625218 11/10/2004	8/8/2001 11/10/2019	724 Solutions Inc.
AgentName				Fasken Martineau	CurrentOwner		
MarkName Community Trademark 402-0049EM	724 SOLUTIONS and Design (Arrows Design) REG	NAT	Registered	1661370 5/17/2000	1661370 4/12/2002	9/10/2001 5/17/2010	724 Solutions Inc.
AgentName				Urquhart-Dykes & Lord LLP	CurrentOwner		
MarkName Japan 402-0049JP	724 SOLUTIONS and Design (Arrows Design) REG	NAT	Registered	55430/2000 5/22/2000	4658565 4/4/2003	6/15/2000 4/4/2013	724 Solutions Inc.
AgentName				Yuasa & Hara	CurrentOwner		

<i>MarkName</i> Mexico 402-0049MX	724 SOLUTIONS and Design (Arrows Design) REG NAT Registered	442574 8/17/2000	768703 11/18/2002	8/17/2010 724 Solutions Inc.
		<i>AgentName</i> Olivares & Cia., S.C.	<i>CurrentOwner</i>	
<i>MarkName</i> Mexico 402-0049MX.1	724 SOLUTIONS and Design (Arrows Design) REG NAT Registered	442573 8/17/2000	679333 11/29/2000	8/17/2010 724 Solutions Inc.
		<i>AgentName</i> Olivares & Cia., S.C.	<i>CurrentOwner</i>	
<i>MarkName</i> United States 402-0049US	724 SOLUTIONS and Design (Arrows Design) Z NAT Filed	76/053,199 5/22/2000		724 Solutions Inc.
		<i>AgentName</i>	<i>CurrentOwner</i>	
<i>MarkName</i> Canada 402-0050CA	724 SOLUTIONS FINANCIAL SERVICES PLATFORM REG NAT Registered	1043109 1/18/2000	TMA625315 11/12/2004	10/24/2001 11/12/2019 724 Solutions Inc.
		<i>AgentName</i> Fasken Martineau	<i>CurrentOwner</i>	
<i>MarkName</i> Mexico 402-0050MX	724 SOLUTIONS FINANCIAL SERVICES PLATFORM REG NAT Registered	442578 8/17/2000	673981 9/29/2000	8/17/2010 724 Solutions Inc.
		<i>AgentName</i>	<i>CurrentOwner</i>	
<i>MarkName</i> Mexico 402-0050MX.1	724 SOLUTIONS FINANCIAL SERVICES PLATFORM REG NAT Registered	442577 8/17/2000	673980 9/29/2000	8/17/2010 724 Solutions Inc.
		<i>AgentName</i>	<i>CurrentOwner</i>	

<i>MarkName</i> Australia 402-0065AU	YOUR CUSTOMER IS IN MOTION	REG	NAT	Registered	834487 5/9/2000	834487 11/17/2000	5/9/2010	724 Solutions Inc.
<i>MarkName</i> United States 402-0082US	XTREME OBJECTS	Z	NAT	Abandoned	76/396.860 4/17/2002		6/3/2003	724 Solutions Software Inc.
<i>MarkName</i> International 402-0089MP	UNWIRED LIFESTYLE	REG	P	Registered	A0000816 2/28/2005	858471 2/28/2005	2/28/2015	724 Solutions Inc.
<i>MarkName</i> United States 402-0089US	THE UNWIRED LIFESTYLE	Z	NAT	Filed	78/522.568 11/24/2004			724 Solutions (Canada) Inc.
<i>MarkName</i> United States 402-0090US	ALL-WAYS MESSAGING	REG	NAT	Filed				724 Solutions Software Inc.