

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kajeet, Inc.		02/11/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BlueCrest Venture Finance Master Fund Limited
Street Address:	P.O. Box 309, Ugland House
Internal Address:	South Church Street
City:	George Town
State/Country:	CAYMAN ISLANDS
Entity Type:	LIMITED LIABILITY COMPANY: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3548316	K
Registration Number:	3295562	
Registration Number:	3276257	KAJEET
Registration Number:	3295560	KAJEET
Registration Number:	3482334	KAJEET
Registration Number:	3295561	KAJEET
Registration Number:	3469624	USE IT FOR GOOD
Registration Number:	3354222	USE IT FOR GOOD
Registration Number:	3354223	USE IT FOR GOOD

CORRESPONDENCE DATA

Fax Number: (949)567-6710
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 949-567-6700
 Email: ipprosecution@orrick.com
 Correspondent Name: ORRICK, HERRINGTON & SUTCLIFFE, LLP

CH \$240.00 3548316

Address Line 1: 4 Park Plaza, Suite 1600
Address Line 2: IP Prosecution Department
Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER: 18664.6

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Angela Wendel

Signature: /angela wendel/

Date: 02/25/2009

Total Attachments: 13

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**ATTACHMENT 2
TO SECURITY AGREEMENT**

GRANT OF SECURITY INTEREST

TRADEMARKS AND TRADEMARK APPLICATIONS

This GRANT OF SECURITY INTEREST, dated as of February 11, 2009, is executed by Kajeet, Inc., a Delaware corporation ("Grantor"), in favor of BlueCrest Venture Finance Master Fund Limited, a Cayman Islands limited company as successor to BlueCrest Capital Finance, L.P. ("Lender").

A. Pursuant to that certain Loan and Security Agreement, dated as of November 29, 2007 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), between Grantor and Lender, Lender agreed to extend loans and other financial accommodations to Grantor upon the terms and subject to the conditions set forth therein.

B. Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of February 11, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of Lender.

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Lender's address is:

BlueCrest Venture Finance Master Fund Limited
PO Box 309, Uglan House
South Church Street
George Town, Cayman Islands
Attention: Legal Department

with a copy to:


BlueCrest Venture Finance Master Fund Limited
c/o 225 West Washington Street
Suite 200
Chicago, IL 60606
Attention: Robert Nagy
Tel. No.: (312) 368-4973

South Church Street
George Town, Cayman Islands
Attention: Legal Department

with a copy to:

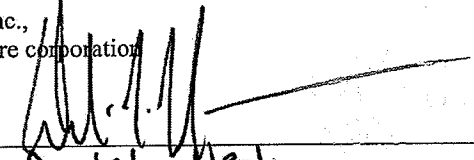
BlueCrest Venture Finance Master Fund Limited
c/o 225 West Washington Street
Suite 200
Chicago, IL 60606
Attention: Robert Nagy
Tel. No.: (312) 368-4973
Fax No.: (312) 443-0126

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.


Glenda V Garay
Notary Public
Montgomery County
Maryland


GRANTOR

Kajeet, Inc.,
a Delaware corporation

By: 
Name: Daniel Neal
Title: CEO + Founder


SCHEDULES 1-A AND 1-B TO GRANT OF SECURITY INTEREST


TRADEMARKS & TRADEMARK APPLICATIONS


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
<p>K (Stylized)</p> 	<p>United States</p>	<p>Application No. 78/851,930 Registration No. 3,548,316</p>	<p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device</p>	<p>Filed 4/1/2006 Registered 12/16/2008</p>

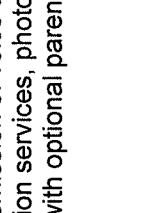
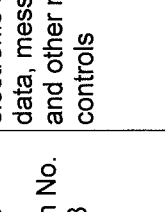

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
			<p>Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device; clothing, namely, baseball caps, belts, footwear, hats, headwear, pajamas, pants, shirts, sweatshirts, t-shirts <i>(based on priority of US App No. 77/118,984)</i></p> <p>Educational toys and games, namely, toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; construction toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; hand held units for playing electronic games <i>(based on priority of US App No. 77/118,977)</i></p> <p>telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls</p>	

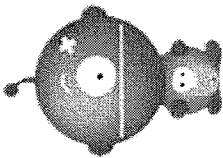

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
KAJEET	EU	Application No. 5905351 Registration No. Same as app. No.	<p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games; telecommunications apparatus and equipment and parts, fittings and accessories therefor.</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls; telecommunications.</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device; education; providing of training; entertainment; sporting and cultural activities.</p>	Filed 5/14/2007 REGISTERED 07/03/2008
KAJEET	Mexico	Application No. 867588 Registration No. 1008970	Class 25: Clothing, footwear, headgear including, clothing, namely, baseball caps, belts, footwear, hats, headwear, pajamas, pants, shirts, sweatshirts, t-shirts; clothing, footwear, headgear. (<i>Claiming priority of February 28, 2007 from 77118984</i>)	Filed 7/11/2007 REGISTERED 10/29/2007

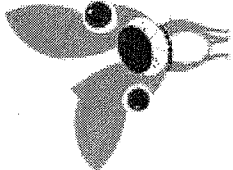
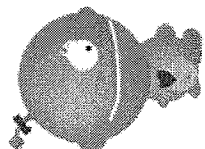
TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
KAJEET	Mexico	Application No. 867589 Registration No. 1011743	Class 28: Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees, including educational toys and games, namely, toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; hand held units for paying electronic games; <i>(Claiming priority of February 28, 2007 from 77118977)</i>	Filed 7/11/2007 REGISTERED 11/16/2007
KAJEET	Mexico	Application No. 867590 Registration No. 1015848	Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls; telecommunications.	Filed 7/11/2007 REGISTERED 11/30/2007
KAJEET (Stylized) 	United States	Application No. 78/851,955 Registration No. 3,295,560	Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and	Filed 04/01/06 REGISTERED 9/18/2007

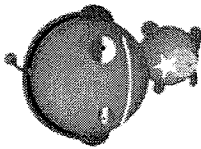
TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
KAJEET & Design 	United States	Application No. 78/851,944 Registration No. 3,482,334	<p>educational activities and games</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p>	Filed 04/01/06 REGISTERED 8/5/2008
			<p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services,</p>	

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
KAJEET & Design 	United States	Application No. 78/851,962 Registration No. 3,295,561	<p>namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p> <p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device</p>	Filed 04/1/06 REGISTERED 9/18/2007

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
K & Design (KANE) 	Mexico	Application No. 850166 Registration No. 999678	Class 38: telecommunication services via a mobile electronic device, namely transmission of voice and data, messaging games, location services, photography and other media and content with optional parental controls	Filed 4/23/2007 REGISTERED 8/27/2007
LOTTIE Design 	Mexico	Application No. 850165 Registration No. 1001917	Class 25: clothing, namely, baseball caps, belts, footwear, hats, headwear, pajamas, pants, shirts, sweatshirts, t-shirts	Filed 4/23/2007 REGISTERED 9/14/2007
KAJEET 15 & Design (OBIE) 	Mexico	Application No. 850169 Registration No. 1001919	Class 28: educational toys and games, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; handheld units for electronic games	Filed 4/23/2007 REGISTERED 9/14/2007

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
SKRATCH (design only) 	Mexico	Application No. 850167 Registration No. 1001918	Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls	Filed 4/23/2007 REGISTERED 9/14/2007
TAFFY (design only) 	Mexico	Application No. 870895 Registration No. 1006712	Class 28: Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees, including educational toys and games, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; handheld units for electronic games	Filed 7/25/2007 REGISTERED 10/16/2007

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
TAFFY (design only) 	Mexico	Application No. 870896 Registration No. 1006713	Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls	Filed 7/25/2007 REGISTERED 10/16/2007
TALLUHLAH (design only) 	Mexico	Application No. 850170 Registration No. 1001920	Class 28: educational toys and games, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; handheld units for electronic games	Filed 4/23/2007 REGISTERED 9/14/2007
USE IT FOR GOOD word mark	United States	Application No. 78/887,197 Registration No. 3,469,624	Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children and teenagers via a mobile electronic device.	Filed 5/18/2006 REGISTERED 7/15/2008

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS
USE IT FOR GOOD (word mark)	United States	Application No. 78/887,189 Registration No. 3,354,222	Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games.	Filed 5/18/2006 REGISTERED 12/11/2007
USE IT FOR GOOD (word mark)	United States	Application No. 78/887,194 Registration No. 3,354,223	Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls.	Filed 5/18/2006 REGISTERED 12/11/2007
ZEO (design only) 	Mexico	Application No. 850164 Registration No. 1001916	Class 25:	Filed 4/23/2007 REGISTERED 9/14/2007