

**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
Yak Communications (Canada) Corp.		09/22/2008	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	Bank of Montreal, for itself and as administrative agent
Street Address:	1 First Canadian Place, 100 King Street West
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5X 1S2
Entity Type:	Canadian Charter Bank: CANADA

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	2816002	YAK CELL
Serial Number:	76443217	YAK JUST DIAL 10.15.945
Serial Number:	76443220	YAK COMMUNICATIONS
Registration Number:	3140837	LOONIE CALL
Registration Number:	2907571	LOONEYCALL
Registration Number:	3072223	1010925
Registration Number:	3052098	1010YAK
Registration Number:	3182521	YAK BROADBAND
Registration Number:	2754902	KEEP ON YAKKING
Registration Number:	3094682	WORLDCITY
Registration Number:	3094681	WORLDCITY VOIP

**CORRESPONDENCE DATA**

Fax Number: (212)953-7201

**900129457**

**TRADEMARK  
 REEL: 003953 FRAME: 0354**

**OP \$290.00 2816002**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (212) 415-9200  
Email: ny.trademark@dorsey.com  
Correspondent Name: Dorsey & Whitney LLP  
Address Line 1: 250 Park Avenue, 15th Floor  
Address Line 4: New York, NEW YORK 10177

ATTORNEY DOCKET NUMBER:	447491-00053
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**DOMESTIC REPRESENTATIVE**

Name: Dorsey & Whitney LLP  
Address Line 1: 250 Park Avenue, 15th Floor  
Address Line 4: New York, NEW YORK 10177

NAME OF SUBMITTER:	Sarah M. Robertson
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Signature:	/smr/
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Date:	03/17/2009
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**Total Attachments: 11**

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## SECURITY AGREEMENT

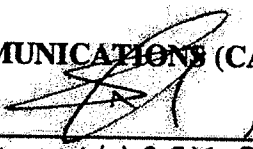
### (CANADIAN AND UNITED STATES TRADE MARKS)

- TO: Bank of Montreal, for itself and as administrative agent (the "**Agent**") for certain lenders that have entered into or will become party to a credit agreement dated June 2, 2008 (as such credit agreement may be amended, restated, replaced or supplemented from time to time) (the "**Credit Agreement**").
1. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned Yak Communications (Canada) Corp. (the "**Debtor**") agrees as follows:
  2. As security for all indebtedness, liabilities and obligations of the Debtor to the Agent, present and future, direct or indirect, contingent or absolute, the Debtor hereby grants to the Agent a security interest (the "**Security Interest**") in and to all of the right, title and interest of the Debtor in and to the Canadian and United States trade marks listed on Schedule "A" attached hereto, together with all renewals and extensions thereof, all income, damages and payments now or hereafter due or payable with respect thereto including, without limitation, damages and payments for past or future infringements thereof, all license agreements relating thereto, and all rights corresponding thereto throughout the world (all of the foregoing trade marks and rights are sometimes hereinafter referred individually as a "**Trademark**", and, collectively, as the "**Trademarks**").
  3. The Security Interest shall become enforceable upon the occurrence and during the continuation of any event which constitutes an event of default under any agreement arising under or in connection with the Credit Agreement and the Security (as defined in the Credit Agreement) in effect from time to time between the Debtor and the Agent (an "**Event of Default**"). Upon the occurrence and during the continuation of an Event of Default, the Agent may exercise all rights and remedies in respect of the Trademarks which are available at law (specifically including all rights and remedies of a secured party under the *Personal Property Security Act* (Ontario)).
  4. The Debtor irrevocably constitutes and appoints the Agent and each of its authorized agents from time to time as the true and lawful attorney of the Debtor with power of substitution in the name of the Debtor, upon the occurrence and during the continuation of an Event of Default, to: endorse the name of the Debtor on all applications, documents, papers, assignments and instruments necessary or desirable regarding the Trademarks; take any other actions with respect to the Trademarks as the Agent deems to be in its best interest, including without limitation, the realization or collection of all or any income, damages or payments related thereto; grant or issue any exclusive or non-exclusive license or sublicense under the Trademarks; or assign, pledge, convey or otherwise transfer title in or

dispose of the Trademarks to anyone by private or public sale, lease or otherwise upon such terms and conditions as the Agent may determine as permitted by law and whether or not the Agent has taken possession of the Trademarks.

5. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein. The Debtor agrees that any lawsuit, action or proceeding arising out of or relating to this Agreement may be instituted in the Courts of Ontario and the Debtor hereby accepts and irrevocably submits to the jurisdiction of the said Courts and acknowledges their competence and agrees to be bound by any judgment thereof; provided that nothing herein shall limit the rights of the Agent to bring or initiate proceedings against the Debtor or any other person elsewhere.
6. From time to time, at the request of the Agent, the Debtor shall make and do all acts and things and execute and deliver all documents, agreements and instruments as the Agent may reasonably request in order to create, preserve, perfect, validate or otherwise protect the Security Interest, to enable the Agent to exercise and enforce its rights and remedies hereunder and generally to carry out the provisions and purposes of this Agreement.
7. **IN WITNESS WHEREOF**, this Agreement has been executed by the Debtor this 22<sup>nd</sup> day of September, 2008.

**YAK COMMUNICATIONS (CANADA) CORP.**

By:   
Name: SIMON LOCKIE  
Title: CHIEF LEGAL OFFICER




By: \_\_\_\_\_  
Name:  
Title:

Schedule "A"

**REGISTERED TRADEMARKS**

**Yak Communications (Canada) Corp. (in Canada)**

450TEL	ALLOWED App No.:1297089 FD: 2006-04-07	Telephone communication services namely long distance telephone services and long distance cellular telephone services.
yakHighSpeedInternet	SEARCHED App No.:1368041 FD: 2007-10-18	Telecommunications Wares: ADSL modems: 2 port, 4 port and wireless SpeedTouch models. 1 Telecommunications Services: 5mbps ADSL internet service with unlimited downloads, anti-spam protection, customer service, billing and support services in respect thereof.
yakLongDistance	SEARCHED App No.:1368044 FD: 2007-10-18	Telecommunications Services: equal access long distance services available nationally, customer service, billing and support services in respect of post-paid calling card product.
yakMobile	SEARCHED App No.:1385265 FD: 2008-02-28	Wireless Telecommunications Wares: mobile handsets, various models and corresponding accessories. 1 Wireless Telecommunications Services: mobile telephone service plans, access number-based long distance services, Short Message Service SMS offerings, data services, software applications for mobile handsets, billing and support services in respect thereof.
<b>yak</b> just dial 10-10-925 YAK JUST DIAL 10.10.925 & DESIGN	REGISTERED App No.:1301682 FD: 2006-05-03 Reg #: TMA702481 RD: 2007-12-06	Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers and dial-around telephone services.
<b>yak</b> YAK & DESIGN	REGISTERED App No.:1301681 FD: 2006-05-03 Reg #: TMA691967 RD: 2007-07-13	Wares: (1) Cell phones and calling cards. Services: (1) Long distance calling services, including, purchase from carriers of long distance via telephone or fax, for resale to consumers. Broadband internet protocol communication services namely local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services; local lines services; DSL and dial up Internet services; calling card services; long distance services for cell phones; Voice over Internet Protocol (VoIP) services.

 <p><b>YAK &amp; DESIGN</b></p>	<p>REGISTERED App No.:1145218 FD: 2002-06-27 Reg #: TMA596870 RD: 2003-12-09</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
 <p><b>LOONIE CALL &amp; DESIGN</b></p>	<p>REGISTERED App No.:1183365 FD: 2003-07-03 Reg #: TMA636907 RD: 2005-04-06</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
 <p><b>LOONEY CALL &amp; DESIGN</b></p>	<p>REGISTERED App No.:1146244 FD: 2002-07-09 Reg #: TMA604791 RD: 2004-03-10</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
<p>1010925</p>	<p>REGISTERED App No.:1180275 FD: 2003-06-05 Reg #: TMA636528 RD: 2005-03-31</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
<p>1010YAK</p>	<p>REGISTERED App No.:1180274 FD: 2003-06-05 Reg #: TMA636529 RD: 2005-03-31</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
<p>CALL AND SMILE</p>	<p>REGISTERED App No.:1157734 FD: 2002-10-31 Reg #: TMA650625 RD: 2005-10-18</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>
<p>KEEP ON YAKKING</p>	<p>REGISTERED App No.:1066329 FD: 2000-07-06 Reg #: TMA561098 RD: 2002-04-30</p>	<p>Long distance calling services namely, purchase from carriers of long distance access via telephone or fax, for resale to consumers.</p>
<p>TALK AND SMILE</p>	<p>REGISTERED App No.:1157735 FD: 2002-10-31 Reg #: TMA653099 RD: 2005-11-22</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.</p>

WorldCity	REGISTERED App No.:1221864 FD: 2004-06-23 Reg #: TMA650923 RD: 2005-10-20	Communication services, namely, local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services.
WorldCity VoIP	REGISTERED App No.:1221865 FD: 2004-06-23 Reg #: TMA650428 RD: 2005-10-14	Communication services, namely, local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services.
YAK	REGISTERED App No.:1144019 FD: 2002-06-17 Reg #: TMA595338 RD: 2003-11-20	<b>Wares:</b> (1) Cell phones, calling cards. <b>Services:</b> (1) Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers. (2) Broadband internet protocol communication services namely local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services; local lines services; DSL and dial up Internet services; call card services; long distance services for cell phones.
YAK ATTACK	REGISTERED App No.:0899435 FD: 1998-12-17 Reg #: TMA539426 RD: 2001-01-09	Long distance calling services namely, purchase from carriers of long distance access via telephone or fax, for resale to consumers.
YAK BROADBAND	REGISTERED App No.:1204358 FD: 2004-01-21 Reg #: TMA657773 RD: 2006-02-01	Broadband internet protocol communication services namely local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services; computer business software application services namely, providing access to Internet based business to business software applications and providing access to computer software for storing, searching and retrieving information via computer networks.
YAK CELL	REGISTERED App No.:1076161 FD: 2000-09-25 Reg #: TMA585117 RD: 2003-07-14	Long distance telephone services, cellular phone and paging services and the operation and rental of telecommunications equipment namely phones, pagers.




<b>YAK COMMUNICATIONS</b>	<b>REGISTERED</b> App No.:1144020 FD: 2002-06-17 Reg #: TMA597158 RD: 2003-12-10	Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers.
<b>YAK FOR FREE</b>	<b>REGISTERED</b> App No.:1301680 FD: 2006-05-03 Reg #: TMA703284 RD: 2007-12-17	<b>Wares:</b> (1) Downloadable software that enables voice communications; electronic home audio, video, and personal computer center servers; portable and handheld digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing voice, text, data, and audio files; computer software for use in organizing, transmitting, manipulating, and reviewing text, data, and audio files on portable and handheld digital electronic devices; wireless devices for communications, namely telephones, handsets, headsets, speakers, microphones, earphones. <b>Services:</b> (1) Communication services, namely, local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services; communications services providing voice over Internet protocol (VOIP) peer-to-peer communications, electronic transmission of data and documents over computer terminals and instant messaging; computer services and software development for others, namely, design of computer software and hardware for use in telecommunications and voice over internet protocol (VOIP) applications, data transmission and instant messaging services; providing online software for downloading by others that allows subscribers to utilize VOIP communications services.



<b>YAK TO ANYONE</b>	<b>REGISTERED</b> App No.:1301679 FD: 2006-05-03 Reg #: TMA703283 RD: 2007-12-17	<b>Wares:</b> (1) Downloadable software that enables voice communications; electronic home audio, video, and personal computer center servers; portable and handheld digital electronic devices for recording, organizing, transmitting, manipulating, and reviewing voice, text, data, and audio files; computer software for use in organizing, transmitting, manipulating, and reviewing text, data, and audio files on portable and handheld digital electronic devices; wireless devices for communications, namely telephones, handsets, headsets, speakers, microphones, earphones. <b>Services:</b> (1) Communication services, namely, local and long distance telephone services, voice and data messaging and wireless imaging services, call forwarding services, caller identification services, conferencing services, foreign number exchange assignment services, computer business software application services; communications services providing voice over Internet protocol (VOIP) peer-to-peer communications, electronic transmission of data and documents over computer terminals and instant messaging; computer services and software development for others, namely, design of computer software and hardware for use in telecommunications and voice over internet protocol (VOIP) applications, data transmission and instant messaging services; providing online software for downloading by others that allows subscribers to utilize VOIP communication services.
mobilicious	<b>SEARCHED</b> App No.:1339241 FD: 2007-03-14	<b>Wares:</b> (1) Wireless messaging devices, namely, cellular telephones and mobile telephones. <b>Services:</b> (1) Telecommunications services, namely, providing wireless voice and data services through wireless devices, telephones, cellular telephones, mobile telephones, personal digital assistants, electronic wireless handheld units for the reception and transmission of data and/or voice communications and computers; Online retail sale of downloadable adult related images, pictures, photos, logos, animations, text, wallpapers, entertainment videos, and other adult audio-visual content for display on mobile communications devices, namely cellular telephones, mobile telephones, personal digital assistants, electronic wireless handheld units for the receipt and transmission of data and/or voice communications and on computers; Providing access to online computer directories, indices and searchable databases pertaining to music and entertainment.

yakmobile	<b>SEARCHED</b> App No.:1339239 FD: 2007-03-14	<b>Wares:</b> (1) Wireless messaging devices, namely, cellular telephones and mobile telephones. <b>Services:</b> (1) Telecommunications services, namely, providing wireless voice and data services through wireless devices, telephones, cellular telephones, mobile telephones, personal digital assistants, electronic wireless handheld units for the reception and transmission of data and/or voice communications and computers; Online retail sale of downloadable music, ring tones, sounds, images, pictures, icons, logos, animations, text, games, wallpapers, entertainment videos, sports, news, travel, education, health, and other audio-visual content for display on mobile communications devices, namely cellular telephones, mobile telephones, personal digital assistants, electronic wireless handheld units for the receipt and transmission of data and/or voice communications and on computers; Providing access to online computer directories, indices and searchable databases pertaining to music and entertainment.
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**Yak Communications (Canada) Corp. (in the United States)**

<p><b>YAK CELL</b></p>	<p>REGISTERED SN. No.:76134482 FD: 2000-09-25 Reg #: 2816002 RD: 2004-02-24</p>	<p>Long distance telephone services, cellular phone and paging services rental of telecommunications equipment, namely, phones and pagers</p>
 <p><b>YAK JUST DIAL</b> 10.15.945</p>	<p>PENDING SN. No.:76443217 FD: 2002-08-20 RD:</p>	<p>Long distance calling services, namely, purchase from carriers of long distance via telephone or fax, resale to consumers</p>
<p><b>YAK COMMUNICATIONS</b></p>	<p>PENDING SN. No.:76443220 FD: 2002-08-20 RD:</p>	<p><b>Goods &amp; Services:</b> Communications and communications enhanced services, namely the provision of audio or Web-based teleconferencing telemessaging voice mail electronic transmission of data and documents via compute terminals electronic transmission of messages and data via telephone or wireless services electronic voice messaging, namely recording, storage, and subsequent transmission of voice messages by telephone or wireless services telephonic and wireless bulletin board services for transmission of messages among users of the end-user's choosing on a wide variety of topics of interest to the end users and multiple-user access to a global computer information network and to other system users via a global computer information network or telephone service, all through the public switched telephone network, wireless communications networks or through the global packet switched computer network</p>
 <p><b>LOONIE CALL</b></p>	<p>REGISTERED SN. No.:76536623 FD: 2003-08-12 Reg #: 3140837 RD: 2006-09-12</p>	<p>telecommunication services, namely long distance calling services</p>
 <p><b>LOONEYCALL</b></p>	<p>REGISTERED SN. No.:76446142 FD: 2002-09-03 Reg #: 2907571 RD: 2004-12-07</p>	<p>long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers rental of telecommunications equipment namely phones, pagers</p>
<p>1010925</p>	<p>REGISTERED SN. No.:76527005 FD: 2003-06-26 Reg #: 3072223 RD: 2006-03-21</p>	<p>Telecommunications services, namely, providing long distance telephone and facsimile transmission services that were purchased from other long distance telecommunications carriers for the purpose of resale</p>

1010YAK	REGISTERED SN. No.:76527006 FD: 2003-06-26 Reg #: 3052098 RD: 2006-01-31	long distance calling services, namely, purchase from carriers of long distance via telephone or fax, for resale to consumers
4. YAK BROADBAND	REGISTERED SN. No.:78454437 FD: 2004-07-21 Reg #: 3182521 RD: 2006-12-12	Broadband Internet protocol communication services and wireless broadband communication services, namely local and long distance telephone services, voice and data messaging and wireless imaging services, namely, transmission of graphics via wireless networks, call forwarding services, telephone caller identification services, web conferencing services, foreign number exchange services Computer business application service provider (ASP), namely, hosting computer software applications of others
KEEP ON YAKKING	REGISTERED SN. No.:76116796 FD: 2000-08-24 Reg #: 2754902 RD: 2003-08-26	Telecommunication services, namely, long distance, facsimile transmission and telephone communication services purchased from a variety of long distance carriers for resale to consumers
WORLD CITY	REGISTERED SN. No.:76604133 FD: 2004-07-27 Reg #: 3094682 RD: 2006-05-23	Communication services, namely, local and long distance telephone services, telephone voice and data messaging, wireless messaging, wireless messaging, wireless imaging services, namely, transmission of graphics via wireless networks, telephone call forwarding services, telephone call identification services, audio teleconferencing services, and foreign number exchange assignment services
WORLD CITY VOIP	REGISTERED SN. No.:76604131 FD: 2004-07-27 Reg #: 3094681 RD: 2006-05-23	Communication services, namely, local and long distance telephone services, telephone voice and data messaging, wireless messaging, wireless imaging services, namely, transmission of graphics via wireless networks, telephone call forwarding services, telephone caller identification services, audio teleconferencing services, and foreign number exchange assignment services

**UNREGISTERED TRADEMARKS**

**Yak Communications (Canada) Corp.**

Canada

<b>Trademark</b>	<b>Date of First Use</b>
yakCallback	January 1st, 2007
yakOntheGo	January 1st, 2007
yakHomePhone	January 1st, 2007
yakBundles	May 1st, 2007

yakInterurbain	January 1st, 2007
yakCellulaire	January 1st, 2001
yakRappel	January 1st, 2007
yakUrbainDirect	January 1st, 2007
yakHauteVitesse	January 1st, 2007
yakTéléphoneRési	January 1st, 2007
yakCarteVoyage	January 1st, 2007
yakServicesGroupés	May 1st, 2007
Join the yak family	January 1st, 2007
Stay Connected	January 1st, 2007
yakTravelCard	January 1st, 2000