

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.		12/30/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Silicon Valley Bank
Street Address:	8020 Tower Cresent Drive
Internal Address:	Suite 475
City:	Vienna
State/Country:	VIRGINIA
Postal Code:	22182
Entity Type:	CORPORATION: CALIFORNIA

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: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 800-927-9801 x2348

900180816

**TRADEMARK
 REEL: 004449 FRAME: 0102**

CH \$240.00 3548316

Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	637157
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	01/07/2011

Total Attachments: 26

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of the Effective Date by and between SILICON VALLEY BANK ("Bank") and KAJEET, INC. ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and among Bank, Grantor and KAJEET/AIRLINK, LLC dated as of the Effective Date (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its intellectual property (all of which shall collectively be called the "Intellectual Property Collateral"), including, without limitation, the following:

1. Any and all copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the "Copyrights");

2. Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

3. Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;

4. All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the

same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

5. Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks");

6. All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");

7. Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

8. All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;

9. All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

10. All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

[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.

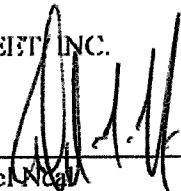
Address of Grantor:

7101 Wisconsin Ave., Ste 1111
Bethesda, Maryland 20814

Attn: Daniel Neal

GRANTOR:

KAJEET INC.

By: 
Daniel Neal
Title: Chief Executive Officer

Address of Bank:

3003 Tasman Drive
Santa Clara, CA 95054-1191

Attn: Ms. Megan Scheffel

BANK:

SILICON VALLEY BANK

By: _____

Title: _____

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.

GRANTOR:

Address of Grantor:

KAJEET, INC.

7101 Wisconsin Ave., Ste 1111
Bethesda, Maryland 20814

By: _____

Daniel Neal

Title: Chief Executive Officer

Attn: Daniel Neal

BANK:

Address of Bank:

SILICON VALLEY BANK

3003 Tasman Drive
Santa Clara, CA 95054-1191

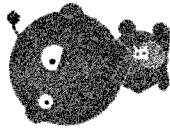
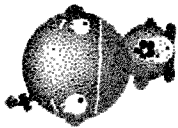
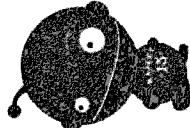
By: *Patricia Scott*

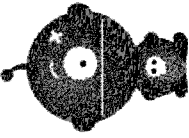


Title: RELATIONSHIP MANAGER

Attn: Ms. Megan Scheffel

EXHIBIT A
TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

COPYRIGHT AND COPYRIGHT APPLICATIONS

MARK	COUNTRY	APPLICATION/ REGISTRATION NO.	Author/Claimant	CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
KANE 	United States	Registration No. VA 1-397-442	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/9/2007	Kajeet, Inc. (Del.)
LOTTIE 	United States	Registration No. VA 1-398-726	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/9/2007	Kajeet, Inc. (Del.)
OBIE 	United States	Registration No. VA 1-398-724	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/9/2007	Kajeet, Inc. (Del.)

MARK	COUNTRY	APPLICATION/ REGISTRATION NO.	Author/Claimant	CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
SKRATCH 	United States	Registration No. VA 1-398-725	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/9/2007	Kajeet, Inc. (Del.)
TAFFY 	United States	VA 1-636-319	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 4/9/2007	Registered 8/15/2007	Kajeet, Inc. (Del.)
TALLULAH 	United States	VA 1-397-441	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/9/2007	Kajeet, Inc. (Del.)

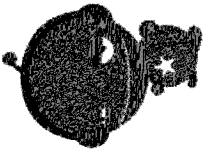
MARK	COUNTRY	APPLICATION/ REGISTRATION NO.	Author/Claimant	CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
ZEO 	United States	VA 1-400-336	Author: Red Tettemer, Inc. Claimant: Kajeet, Inc. Date of publication: 9/18/2006	Registered 2/8/2007	Kajeet, Inc. (Del.)

EXHIBIT B
TO INTELLECTUAL PROPERTY SECURITY AGREEMENT



PATENTS AND PATENT APPLICATIONS

<u>Device</u>	<u>Jurisdiction</u>	<u>Dated Filed</u>	<u>Status</u>	<u>Patent or Application Number</u>	<u>Record Owner/ Security Interests</u>
System and Methods for Managing the Utilization of a Communications Device	United States	28 June 2007	Request to reconsider double patenting rejection filed on 10/20/10. Examiner indicated application will be allowed	11/824,336	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
Feature Management of a Communication Device	United States	26 July 2007	Terminal disclaimers accepted 12/16/10. Examiner indicated application will be allowed.	11/881,460	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
System and Methods for Managing the Utilization of a Communications Device	United States	6 February 2008	Issue fee paid 12/20/10. Patent will issue shortly.	12/027,240	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009

Feature Management of a Communication Device	United States	19 November 2010	Continuati on application pending	12/950,379	Kajeet, Inc. (Del.)
System and Methods for Managing the Utilization of a Communications Device	United States	19 November 2010	Continuati on Application Pending	12/950,291	Kajeet, Inc. (Del.)

EXHIBIT C
TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

TRADEMARKS AND TRADEMARK APPLICATIONS

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
K (Stylized) 	United States	Application No. 78/851,930 Registration No. 3,548,316	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 activities for children via a mobile electronic device	Filed 4/1/2006 Registered 12/16/2008	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
	United States	Application No. 78/851,969 Registration No. 3,295,562	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 4/1/2006 REGISTERED 9/18/2007	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			<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>		
KAJEET (word)	United States	<p>Application No. 78/441,287</p> <p>Registration No. 3,276,257</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,</p>	<p>Filed 06/25/04</p> <p>REGISTERED</p> <p>8/7/2007</p>	<p>Kajeet, Inc. (Del.)</p> <p>Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009</p>


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			<p>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 games and information via a mobile electronic device</p>		


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
KAJEET (word)	Canada	Application No. 1345757	<p>Clothing, namely, belts, pajamas, pants, shirts, sweatshirts, t-shirts, footwear, namely, shoes, boots, slippers, athletic shoes, and golf shoes, headwear, namely baseball caps and hats <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</p>	<p>Filed 05/01/2007</p> <p>ALLOWED</p>	Kajeet, Inc. (Del.)


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			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		
KAJEET	EU	Application No. 5905351 Registration No. 5905351	<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</p>	Filed 05/14/2007 REGISTERED 07/03/2008	Kajeet, Inc. (Del.)




TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			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.		
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	Kajeet, Inc. (Del.)
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, 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	Filed 7/11/2007 REGISTERED 11/16/2007	Kajeet, Inc. (Del.)

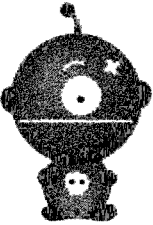
TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			<p>cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft 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></p>		
KAJEET	Mexico	<p>Application No. 867590 Registration No. 1015848</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>Filed 7/11/2007 REGISTERED 11/30/2007</p>	Kajeet, Inc. (Del.)


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
KAJEET (Stylized) 	United States	Application No. 78/851,955 Registration No. 3,295,560	<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, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p>	Filed 04/01/06 REGISTERED 9/18/2007	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009

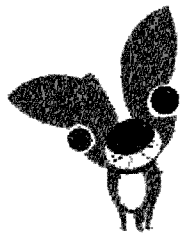

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
KAJEET & Design 	United States	Application No. 78/851,944 Registration No. 3,482,334	<p>Class 9: Mobile electronic device providing transmission and storage 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, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p>	Filed 04/01/06 REGISTERED 8/5/2008	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
KAJEET & Design 	United States	Application No. 78/851,962 Registration No. 3,295,561	<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, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device</p>	Filed 04/1/06 REGISTERED 9/18/2007	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
K & Design (KANE)	Mexico	Application No. 850166	Class 38: Telecommunication services via a mobile	Filed 4/23/2007 REGISTERED	Kajeet, Inc. (Del.)

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
		Registration No. 999678	electronic device, namely transmission of voice and data, messaging games, location services, photography and other media and content with optional parental controls	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, Inc. (Del.)
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	Kajeet, Inc. (Del.)
SKRATCH (design)	Mexico	Application No.	Class 38:	Filed 4/23/2007	Kajeet, Inc. (Del.)

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
only) 		850167 Registration No. 1001918	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	REGISTERED 9/14/2007	

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
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	Kajeet, Inc. (Del.)
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,	Filed 7/25/2007 REGISTERED 10/16/2007	Kajeet, Inc. (Del.)

TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			photography, and other media and content, with optional parental controls		
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	Kajeet, Inc. (Del.)
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,	Filed 5/18/2006 REGISTERED 7/15/2008	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded


TRADEMARK	COUNTRY	APPLICATION/ REGISTRATION NO.	CLASS/GOODS/ SERVICES	DATE FILED/DATE REGISTERED/ CURRENT STATUS	RECORD OWNER/SECURITY INTERESTS
			non-downloadable educational activities for children and teenagers via a mobile electronic device.		February 25, 2009
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	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
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	Kajeet, Inc. (Del.) Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009
ZEO (design only) 	Mexico	Application No. 850164 Registration No. 1001916	Class 25: Apparel, namely, baseball caps, belts (apparel), footwear, hats, headgear for wear, pajamas, trousers, shirts, sweatshirts, beach	Filed 4/23/2007 REGISTERED 9/14/2007	Kajeet, Inc. (Del.)

EXHIBIT D

Mask Works

Description

**Registration/
Application
Number**

**Registration/
Application
Date**

None.