900240517 12/06/2012

TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pocket Gems, Inc.		12/03/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Silicon Valley Bank
Street Address:	2400 Hanover Street
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94304
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	85675485	CAMPUS LIFE
Serial Number:	85350957	
Serial Number:	85597149	HOLIDAY HOTEL
Serial Number:	85690858	PARADISE COVE
Serial Number:	85462278	POCKET GEMS
Serial Number:	85212299	POCKETGEMS
Serial Number:	85577542	TAP PARADISE COVE
Serial Number:	85462275	TAP PET HOTEL
Serial Number:	85462280	TAP PETSHOP
Serial Number:	85597150	ZOMBIE TAKEOVER

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

TRADEMARK REEL: 004914 FRAME: 0626

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1100 G Street NW, Suite 420
Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F142502
NAME OF SUBMITTER:	Lisa A. Cobbett
Signature:	/Lisa A. Cobbett/
Date:	12/06/2012

Total Attachments: 10

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TRADEMARK REEL: 004914 FRAME: 0627

FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This First Amendment to Intellectual Property Security Agreement (the "Amendment") is made as of December 3, 2012, by and between POCKET GEMS, INC., a Delaware corporation, with its principal place of business at 220 Montgomery Street, Suite 750, San Francisco, California 94105 ("Grantor") and SILICON VALLEY BANK, a California corporation with a loan production office located at 2400 Hanover Street, Palo Alto, California 94304 ("Bank") in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WITNESSETH:

WHEREAS, the Grantor executed and delivered an Intellectual Property Security Agreement dated as of August 30, 2011 (as amended, the "IP Agreement") in favor of Bank, pursuant to which the Grantor pledged, granted and assigned a security interest in favor of Bank in certain Intellectual Property Collateral (as defined therein); and

WHEREAS, the Grantor has acquired additional Intellectual Property Collateral and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Intellectual Property Collateral in favor of Bank.

NOW, THEREFORE, it is hereby agreed as follows:

- 1. <u>Definitions</u>. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
- Amendment to Exhibits. Exhibits A, B, C and D to the IP Agreement are hereby deleted in their entirety and replaced with Exhibits A, B, C and D attached hereto.

3. Miscellaneous:

- a. Except as provided herein, all terms and conditions of the IP Agreement remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants therein contained.
- b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.
- c. Grantor shall reimburse the Bank for the reasonable legal fees and expenses incurred in connection with the preparation of this Amendment.

IN WITNESS WHEREOF, the parties have hereto have caused this Amendment to be executed and their seals to be hereto affixed as of the date first above written.

"Grantor"

POCKET GEMS, INC.

Ву:__/

Title: CGO

"Bank"

SILICON VALLEY BANK

By:

Name: Drion 1112 partieu

ritle: <u>Pelatronship Monager</u>

EXHIBIT A

Copyrights

The Grantor has copyrights to the following games that are currently offered by Grantor, but these copyrights are not registered:

- Tap Campus Life All Talk

- Tap Dragon Park Tap Paradise Cove
- Tap Safari
 Tappily Ever After
 Tap Buggies
 Zombie Takeover

- Tap Zoo
- Holiday Hotel
 Tap Zoo: Santa's Quest
 Tap Pet Shop
 Tap Pet Hotel
 Tap Zoo Arctic

- Tap Zoo Classic
 Tap Jungle
 Tap Store

- Tap Farm

EXHIBIT B

Patents

None.

-4-

EXHIBIT C

Trademarks

See attached.

Tradema	rk Records By Cour	itry					
Owner	Trademark	Country	Appl. Date	, No.	Status	Agent	
Client	File Reference	Next Renewal Due	Reg. Date	, No.	Sub Status	Supervisor	
Australia			erint terminist in stands and restriction than the stands which will be seen the stands of the stand	ritraiteratifendiarentarentaren eta	فلا المستقدة المستقدة والمستقدة والمستقدة المستقدة والمستقدة والمستقدمة المستقدة والمستقدة المستقدمة المستقدمة	ri yaka, alijuangandada daniri yakali danira da irinari kanda adama, kinadi ka jara yanan, angangan	atti (kasi) adalah (kati) atalah (kati) pelipuri pelambankan) kandiran menamentena, sega i pensista
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Pocket Gems, Inc.	0004-0000900AU		5 Dec 2011	1105636		Susan Berney-Key	
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Pocket Gems, Inc.	0004-0000200AU	16 Mar 2022	16 Mar 2012	1480684	***	Susen Berney-Key	
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Canada							
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Pocket Gems, Inc.	0004-0000909CA		****		Searched	Susan Berney-Key	
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Pocket Gems, Inc.	0004-0000900EM	19 Dec 2021	2 May 2012	010505551		Susan Berney-Key	
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Singapore			September 1]			Susan D. Berney-	
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TM Administrator - END OF REPORT

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EXHIBIT D

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