

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|--------------------|
| 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

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|-----------------|-------------------------|
| 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 PESHOP |
| 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.

OP \$265.00 85675485

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

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|-------------------------|-------------------|
| 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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**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.

W I T N E S S E T H:

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. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
2. 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.

By: 

Name: BEN L.W.

Title: CEO

"Bank"

SILICON VALLEY BANK

By: 

Name: Brian Fitzpatrick

Title: Relationship Manager

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.

EXHIBIT C


Trademarks

See attached.

Trademark Records By Country

| Owner | Trademark | Country | Appl. Date | No. | Status | Agent |
|--------|----------------|------------------|------------|-----|------------|------------|
| Client | File Reference | Next Renewal Due | Reg. Date | No. | Sub Status | Supervisor |


Australia

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|-------------------|--|-----------|------------|---------|------------|----------------------|---|
| Pocket Gems, Inc. | Gem Stone Design (in black with white background) | Australia | 5 Dec 2011 | 1105636 | Registered | Davies Collison Cave |  |
| Pocket Gems, Inc. | 0004-0000900AU | | 5 Dec 2011 | 1105636 | | Susan Berney-Key | |


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|-------|---|
| Class | 9 |
| Goods | Computer game software; computer game software for use on mobile and cellular phones; downloadable computer game software via a global computer network and wireless devices. |

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|-------------------|--------------------|-----------|-------------|---------|-------------------|----------------------|
| Pocket Gems, Inc. | POCKET GEMS | Australia | 16 Mar 2012 | 1480687 | Pending | Davies Collison Cave |
| Pocket Gems, Inc. | 0004-0000400AU | | | | Under examination | Susan Berney-Key |

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| Class | 9 |
| Goods | Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs |
| Class | 41 |
| Goods | Entertainment services, namely, providing online-computer games |

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|-------------------|------------------------------|-----------|-------------|---------|-------------------------------|----------------------|---|
| Pocket Gems, Inc. | PocketGems (Stylized) | Australia | 24 Jan 2011 | 1069340 | Pending | Davies Collison Cave |  |
| Pocket Gems, Inc. | 0004-0000100AU | | 24 Jan 2011 | 1069340 | Partial refusal of protection | Susan Berney-Key | |

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| Class | 9 |
| Goods | Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices. |


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| Pocket Gems, Inc. | TAP PARADISE COVE | Australia | 18 Sep 2012 | 1514942 | Pending | Davies Collison Cave |  |
| Pocket Gems, Inc. | 0004-0000500AU | | | | | Susan Berney-Key | |

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| Class | 9 |
| Goods | Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs |

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|-------------------|----------------------|-------------|-------------|---------|------------|----------------------|
| Pocket Gems, Inc. | TAP PET HOTEL | Australia | 18 Mar 2012 | 1480684 | Registered | Davies Collison Cave |
| Pocket Gems, Inc. | 0004-0000200AU | 16 Mar 2022 | 16 Mar 2012 | 1480684 | | Susan Berney-Key |

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| Class | 9 |
| Goods | Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs |
| Class | 41 |
| Goods | Entertainment services, namely, providing online-computer games |


Canada

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|-------------------|--|--------|------------|---------|----------|------------------|---|
| Pocket Gems, Inc. | Gem Stone Design (in black with white background) | Canada | 7 Dec 2011 | 1555300 | Pending | SMART & BIGGAR |  |
| Pocket Gems, Inc. | 0004-0000900CA | | | | Searched | Susan Berney-Key | |

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| Class | (1) Computer game software; computer game software for use on mobile and cellular phones; downloadable computer game software via a global computer network and wireless devices. |
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| Pocket Gems, Inc. | POCKET GEMS | Canada | 21 Mar 2012 | 1569787 | Pending | SMART & BIGGAR |
| Pocket Gems, Inc. | 0004-0000400CA | | | | OA Response due | Susan Berney-Key |

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| Class | (1) Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs. |
| Class | (1) Entertainment services, namely, providing online-computer games. |

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|-------------------|------------------------------|-------------|-------------|-----------|------------|------------------|---|
| Pocket Gems, Inc. | PocketGems (Stylized) | Canada | 26 Jan 2011 | 1512714 | Registered | SIM & MCBURNEY |  |
| Pocket Gems, Inc. | 0004-0000100CA | 10 Oct 2027 | 10 Oct 2012 | TMA834107 | | Susan Berney-Key | |

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| Class | (1) Computer game software for use on mobile and cellular phones; downloadable computer game software via a global computer network and wireless devices. |
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|-------------------|--------------------------|--------|-------------|--|---------|------------------|---|
| Pocket Gems, Inc. | TAP PARADISE COVE | Canada | 19 Sep 2012 | | Pending | SIM & MCBURNEY |  |
| Pocket Gems, Inc. | 0004-0000500CA | | | | | Susan Berney-Key | |

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| Class | 9 |
| Goods | Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs |

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|-------------------|----------------------|--------|-------------|---------|---------|----------------|
| Pocket Gems, Inc. | TAP PET HOTEL | Canada | 21 Mar 2012 | 1569786 | Pending | SMART & BIGGAR |
|-------------------|----------------------|--------|-------------|---------|---------|----------------|

Class
 Goods (1) Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs.
 Class
 Goods (1) Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. TAP PETSHOP Canada 1 May 2012 1575816 Pending SMART & BIGGAR
 Pocket Gems, Inc. 0004-0000300CA Formalized Susan Berney-Key

Class
 Goods (1) computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs
 Class
 Goods (1) entertainment services, namely, providing online-computer games

CTM

Pocket Gems, Inc. Gem Stone Design (in black with white background) CIM 19 Dec 2011 010505551 Registered JEFFREY PARKER AND COMPANY



Pocket Gems, Inc. 0004-0000900EM 19 Dec 2021 2 May 2012 010505551 Susan Berney-Key

Class 9
 Goods Computer game software; computer game software for use on mobile and cellular phones, wireless devices, computers and portable and handheld digital-electronic devices; downloadable computer game software via a global computer network and wireless devices; computer-game programs; interactive-game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. POCKET GEMS CIM 22 Mar 2012 010748821 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0000400EM 22 Mar 2022 1 Aug 2012 010748821 Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. PocketGems (Stylized) CIM 24 Jan 2011 1069340 Registered Susan D. Berney-Key (Cooley PA)
 Pocket Gems, Inc. 0004-0000100EM 24 Jan 2011 1069340 Susan Berney-Key



Class 9
 Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.

Pocket Gems, Inc. TAP PARADISE COVE CIM 20 Sep 2012 011201712 Pending JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0000500EM Susan Berney-Key



Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs
 Class 41
 Goods Entertainment services, namely, providing online-computer games

Pocket Gems, Inc. TAP PET HOTEL CIM 22 Mar 2012 010748804 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0000200EM 22 Mar 2022 1 Aug 2012 010748804 Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. TAP PETSHOP CIM 2 May 2012 010850551 Pending JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0000300EM opposed Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.


Pocket Gems, Inc. TAP ZOO CIM 2 Nov 2011 010386878 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0001000EM 2 Nov 2021 15 Mar 2012 010386878 Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive-game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. TAP ZOO ARCTIC CIM 2 Nov 2011 010386886 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0001100EM 2 Nov 2021 15 Mar 2012 010386886 Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive-game programs.
 Class 41
 Goods Entertainment services, namely, providing online-computer games.

Japan

Pocket Gems, Inc. **PocketGems (Stylized)** Japan 24 Jan 2011 1069340 Registered Susan D. Berney-Key (Cooley PA) 

Pocket Gems, Inc. 0004-0000100JP 24 Jan 2011 1069340 Susan Berney-Key

Class 9
Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.


Pocket Gems, Inc. **TAP ZOO** Japan 14 May 2012 2012-038065 Pending Fukami Patent Office

Pocket Gems, Inc. 0004-0001000JP Allowed Susan Berney-Key

Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Class 41
Goods Entertainment services, namely, providing online-computer games


Norway

Pocket Gems, Inc. **PocketGems (Stylized)** Norway 24 Jan 2011 1069340 Registered Susan D. Berney-Key (Cooley PA) 

Pocket Gems, Inc. 0004-0000100NO 24 Jan 2011 1069340 Susan Berney-Key

Class 9
Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.

Singapore

Pocket Gems, Inc. **PocketGems (Stylized)** Singapore 24 Jan 2011 1069340 Registered Susan D. Berney-Key (Cooley PA) 

Pocket Gems, Inc. 0004-0000100SG 24 Jan 2011 1069340 Susan Berney-Key


Class 9
Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.

United States of America

Pocket Gems, Inc. **CAMPUS LIFE** United States of America 12 Jul 2012 85675485 Pending Law Office of Susan Berney-Key


Pocket Gems, Inc. 0004-0001200US Susan Berney-Key

Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Pocket Gems, Inc. **Gem Stone Design (in black with white background)** United States of America 20 Jun 2011 85350957 Registered Law Office of Susan Berney-Key 

Pocket Gems, Inc. 0004-0000900US 24 Jan 2022 24 Jan 2012 4090840 Susan Berney-Key

Class 9
Goods Computer game software; Computer game software for use on mobile and cellular phones; Downloadable computer game software via a global computer network and wireless devices

Pocket Gems, Inc. **HOLIDAY HOTEL** United States of America 13 Apr 2012 85597149 Pending Law Office of Susan Berney-Key 


Pocket Gems, Inc. 0004-0000700US OA Response due Susan Berney-Key

Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Pocket Gems, Inc. **PARADISE COVE** United States of America 31 Jul 2012 85690858 Pending Law Office of Susan Berney-Key

Pocket Gems, Inc. 0004-0001300US Susan Berney-Key


Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Pocket Gems, Inc. **POCKET GEMS** United States of America 2 Nov 2011 85462278 Pending Law Office of Susan Berney-Key 

Pocket Gems, Inc. 0004-0000400US Susan Berney-Key

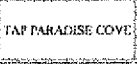
Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Class 41
Goods Entertainment services, namely, providing online-computer games

Pocket Gems, Inc. **PocketGems (Stylized)** United States of America 6 Jan 2011 85212299 Registered Law Office of Susan Berney-Key 

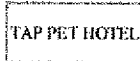
Pocket Gems, Inc. 0004-0000100US 19 Jul 2021 19 Jul 2011 3998112 Susan Berney-Key

Class 9
Goods Computer game software for use on mobile and cellular phones; Downloadable computer game software via a global computer network and wireless devices

Pocket Gems, Inc. **TAP PARADISE COVE** United States of America 22 Mar 2012 85577542 Pending Law Office of Susan Berney-Key 

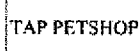
Pocket Gems, Inc. 0004-0000500US Published Susan Berney-Key

Class 9
Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

Pocket Gems, Inc. **TAP PET HOTEL** United States of America 2 Nov 2011 85462275 Pending Law Office of Susan Berney-Key 


Pocket Gems, Inc. 0004-0000200US Suspended Susan Berney-Key

Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs
 Class 41
 Goods Entertainment services, namely, providing online-computer games

Pocket Gems, Inc. **TAP PESHOP** United States of America 2 Nov 2011 85462280 Pending Law Office of Susan Berney-Key 

Pocket Gems, Inc. 0004-0000300US Suspended Susan Berney-Key


Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs
 Class 41
 Goods Entertainment services, namely, providing online-computer games

Pocket Gems, Inc. **ZOMBIE TAKEOVER** United States of America 13 Apr 2012 85597150 Pending Law Office of Susan Berney-Key 

Pocket Gems, Inc. 0004-0000600US Allowed Susan Berney-Key


Class 9
 Goods Computer software for games for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs

WIPO

Pocket Gems, Inc. **Gem Stone Design (in black with white background)** WIPO 5 Dec 2011 1105636 Registered Susan D. Berney-Key (Cooley PA) 

Pocket Gems, Inc. 0004-0000900WO 5 Dec 2021 5 Dec 2011 1105636 Susan Berney-Key

Class 9
 Goods Computer game software; computer game software for use on mobile and cellular phones; downloadable computer game software via a global computer network and wireless devices.

Pocket Gems, Inc. **PocketGems (Stylized)** WIPO 24 Jan 2011 1069340 Registered Susan D. Berney-Key (Cooley PA) 

Pocket Gems, Inc. 0004-0000100WO 24 Jan 2021 24 Jan 2011 1069340 Susan Berney-Key

Class 9
 Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date