

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	2nd Amendment to Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pocket Gems, Inc.		11/27/2013	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: 12

Property Type	Number	Word Mark
Serial Number:	86018172	ANIMAL VOYAGE
Serial Number:	85675485	CAMPUS LIFE
Serial Number:	85350957	
Serial Number:	85212307	
Serial Number:	85597149	HOLIDAY HOTEL
Registration Number:	4316491	PARADISE COVE
Serial Number:	85462278	POCKET GEMS
Registration Number:	3998112	POCKETGEMS
Registration Number:	4233711	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.

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1025 Vermont Avenue NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F147446
NAME OF SUBMITTER:	Laura A. Kenerson
Signature:	/Laura A. Kenerson/
Date:	12/03/2013

Total Attachments: 11

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**SECOND AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Second Amendment to Intellectual Property Security Agreement (the "Amendment") is made as of November 27, 2013, 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 by a certain First Amendment to Intellectual Property Security Agreement dated as of December 3, 2012 (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: Harlan Crystal

Title: Chief Financial Officer

"Bank"

SILICON VALLEY BANK

By: 

Name: Haare Wagner

Title: Vice President

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
- Secret Passages: Hidden Objects
- Animal Voyage: Island Adventure
- Epic Empire: A Hero's Quest
- Paradise Cove: Holiday Adventure

EXHIBIT B

Patents


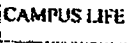





None.

EXHIBIT C

Trademarks

See attached.

Trademark Records By Trademark

Owner	Trademark	Country	Appl. Date	No.	Status	Agent
Client	File Reference	Next Renewal Due	Reg. Date	, No.	Sub Status	Supervisor
Pocket Gems, Inc.	ANIMAL VOYAGE	United States of America	24 Jul 2013	86018172	Pending	Law Office of Susan Berney-Key Susan Berney-Key
Pocket Gems, Inc.	0004-0001400US					
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.	CAMPUS LIFE	Australia	3 Jan 2013	1534180	Pending	Davies Colison Cave Susan Berney-Key
Pocket Gems, Inc.	0004-0001200AU					
Class	9					
Goods	Computer game software for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs					
Pocket Gems, Inc.	CAMPUS LIFE	Canada	7 Jan 2013	1608633	Pending	SMART & BIGGAR Susan Berney-Key
Pocket Gems, Inc.	0004-0001200CA				OA Response due	
Class	(1)					
Goods	(1) computer game software for use on wireless devices, computers and portable and handheld digital-electronic devices; computer-game programs; interactive game programs					
Pocket Gems, Inc.	CAMPUS LIFE	CTM	9 Jan 2013	011475308	Registered	JEFFREY PARKER AND COMPANY Susan Berney-Key
Pocket Gems, Inc.	0004-0001200EM	9 Jan 2013	5 Jun 2013	011475308		
Class	9					
Goods	Computer game software 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.	CAMPUS LIFE	United States of America	12 Jul 2012	85075485	Pending	Law Office of Susan Berney-Key Susan Berney-Key
Pocket Gems, Inc.	0004-0001200US				opposed	
Class	9					
Goods	Computer game software 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)	Australia	5 Dec 2011	1105836	Registered	Davies Colison Cave Susan Berney-Key
Pocket Gems, Inc.	0004-0000900AU		5 Dec 2011	1105836		
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.	Gem Stone Design (in black with white background)	Canada	7 Dec 2011	1555300	Registered	SMART & BIGGAR Susan Berney-Key
Pocket Gems, Inc.	0004-0000900CA	17 Apr 2028	17 Apr 2013	TMA848789		
Class	(1)					
Goods	(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.					
Pocket Gems, Inc.	Gem Stone Design (in black with white background)	CTM	19 Dec 2011	01050551	Registered	JEFFREY PARKER AND COMPANY Susan Berney-Key
Pocket Gems, Inc.	0004-0000900EM	19 Dec 2021	2 May 2012	01050551		
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. 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. Gem Stone Design (in black with white background) WFO 5 Dec 2011 1105636 Registered Susan D. Berney-Key (Cooley PA)

Pocket Gems, Inc. 0004-0000900WO 5 Dec 2021 5 Dec 2011 1105638 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.

Gem Stone Design (in white w/ black background)

Pocket Gems, Inc. Gem Stone Design (in white w/ black background) United States of America 6 Jan 2011 85212307 Abandoned Susan D. Berney-Key (Cooley PA)

Pocket Gems, Inc. 0004-0000800US 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

HOLIDAY HOTEL

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 allow to lapse Susan Berney-Key



Disclaimers NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "HOTEL" APART FROM THE MARK AS SHOWN

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

PARADISE COVE

Pocket Gems, Inc. PARADISE COVE CTM 29 Jan 2013 011525849 Registered JEFFREY PARKER AND COMPANY

Pocket Gems, Inc. 0004-0001300EM 29 Jan 2023 11 Jun 2013 011525849 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. PARADISE COVE United States of America 31 Jul 2012 85930858 Registered Law Office of Susan Berney-Key

Pocket Gems, Inc. 0004-0001300US 9 Apr 2023 9 Apr 2013 4316491 Susan Berney-Key



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

POCKET GEMS

Pocket Gems, Inc. POCKET GEMS Australia 16 Mar 2012 1480987 Pending Davies Colison Cave

Pocket Gems, Inc. 0004-0000400AU Under examination 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. POCKET GEMS Canada 21 Mar 2012 1689787 Pending SMART & BIGGAR

Pocket Gems, Inc. 0004-0000400CA CA Response due 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.

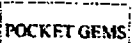








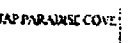
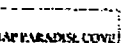
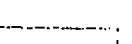
Class
Goods (1) Entertainment services, namely, providing online-computer games.

Pocket Gems, Inc. POCKET GEMS CTM 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.	POCKET GEMS	United States of America	2 Nov 2011	85462278	Pending	Law Office of Susan Berney-Key	
Pocket Gems, Inc.	0004-0000400US				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						
POCKETGEMS (Stylized)							
Pocket Gems, Inc.	POCKETGEMS (Stylized)	Australia	24 Jan 2011	1069340	Pending	Davies Colison Cave	
Pocket Gems, Inc.	0004-0000100AU		24 Jan 2011	1069340	Partial refusal of protection	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.	POCKETGEMS (Stylized)	Canada	26 Jan 2011	1512714	Registered	SM & MCBURNEY	
Pocket Gems, Inc.	0004-0000100CA	10 Oct 2027	16 Oct 2012	TRIA834107		Susan Berney-Key	
Class	9						
Goods	(1) 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)	CTM	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.	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.	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.						
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.						
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	3999112		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.	POCKETGEMS (Stylized)	WFO	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.						
TAP PARADISE COVE							
Pocket Gems, Inc.	TAP PARADISE COVE	Australia	18 Sep 2012	1514942	Registered	Davies Colison Cave	
Pocket Gems, Inc.	0004-0000800AU	18 Sep 2022	18 Sep 2012			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 PARADISE COVE	Canada	19 Sep 2012	1594876	Pending	SM & MCBURNEY	
Pocket Gems, Inc.	0004-0000500CA				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						
Pocket Gems, Inc.	TAP PARADISE COVE	CTM	20 Sep 2012	011201712	Registered	JEFFREY PARKER AND COMPANY	
Pocket Gems, Inc.	0004-0000500EM	20 Sep 2022	30 Jan 2013	011201712		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 PARADISE COVE	United States of America	22 Mar 2012	85577542	Registered	Law Office of Susan Berney-Key	
Pocket Gems, Inc.	0004-0000500US	30 Oct 2022	30 Oct 2012	4233711		Susan Berney-Key	TAP PARADISE COVE
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						
TAP PET HOTEL							
Pocket Gems, Inc.	TAP PET HOTEL	Australia	16 Mar 2012	1480684	Registered	Devis Colson Cave	
Pocket Gems, Inc.	0004-0000200AU	16 Mar 2022	16 Mar 2012	1480684		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	Canada	21 Mar 2012	1569788	Pending	SMART & BIGGAR	
Pocket Gems, Inc.	0004-0000200CA				OA Response due	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.						
Pocket Gems, Inc.	TAP PET HOTEL	CTM	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 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	TAP PET HOTEL
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						
TAP PETSHOP							
Pocket Gems, Inc.	TAP PETSHOP	Canada	1 May 2012	1575815	Pending	SMART & BIGGAR	
Pocket Gems, Inc.	0004-0000300CA				allow to lapse	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						
Pocket Gems, Inc.	TAP PETSHOP	CTM	2 May 2012	010850551	Withdrawn	JEFFREY PARKER AND COMPANY	
Pocket Gems, Inc.	0004-0000300EM				allow to lapse	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	United States of America	2 Nov 2011	85462280	Pending	Law Office of Susan Berney-Key	
Pocket Gems, Inc.	0004-0000300US				Suspended	Susan Berney-Key	TAP PETSHOP
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						
TAP ZOO							
Pocket Gems, Inc.	TAP ZOO	CTM	2 Nov 2011	010386878	Registered	JEFFREY PARKER AND COMPANY	
Pocket Gems, Inc.	0004-0001000EM	2 Nov 2021	16 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	Japan	14 May 2012	2012-038065	Registered	Fukami Patent Office	
Pocket Gems, Inc.	0004-0001000JP	9 Nov 2022	9 Nov 2012	5534782		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

TAP ZOO ARCTIC

Pocket Gems, Inc. TAP ZOO ARCTIC CMA 2 Nov 2011 010380886 Registered JEFFREY PARKER AND COMPANY
Pocket Gems, Inc. 0004-0001100EM 2 Nov 2011 15 Mar 2012 016380886 Susan Barney-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.

ZOMBIE TAKEOVER

Pocket Gems, Inc. ZOMBIE TAKEOVER United States of America 13 Apr 2012 85597150 Pending Law Office of Susan Barney-Key
Pocket Gems, Inc. 0004-000600US allow to lapse Susan Barney-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

EXHIBIT D

Mask Works

None.