

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329115

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Fourth Amendment to Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pocket Gems, Inc.		12/28/2014	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: 5			
Property Type	Number	Word Mark	
Registration Number:	4621616	CAMPUS LIFE	
Registration Number:	4090840		
Registration Number:	4316491	PARADISE COVE	
Registration Number:	3998112	POCKETGEMS	
Registration Number:	4233711	TAP PARADISE COVE	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Dwayne C. Houston		
Address Line 1:	1025 Vermont Avenue NW, Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F153479		
NAME OF SUBMITTER:	Laura A. Kenerson		
SIGNATURE:	/Laura A. Kenerson/		
DATE SIGNED:	01/15/2015		

OP \$140.00 4621616

Total Attachments: 9

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page2.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page3.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page4.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page5.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page6.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page7.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page8.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page9.tif

source=USPTO Submission - Pocket Gems, Inc. - Trademarks#page10.tif

**FOURTH AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Fourth Amendment to Intellectual Property Security Agreement (the "Amendment") is made as of December 28, 2014, 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 by a certain First Amendment to Intellectual Property Security Agreement dated as of December 3, 2012, as further amended by a certain Second Amendment to Intellectual Property Security Agreement dated as of November 27, 2013, and as further amended by a certain Third Amendment to Intellectual Property Security Agreement dated as of July 29, 2014 (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 and Bank desire to amend such IP Agreement as stated herein.

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, and C to the IP Agreement are hereby deleted in their entirety and replaced with Exhibits A, B, and C 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: [Signature]

Name: BEN LIU

Title: CEO

"Bank"

SILICON VALLEY BANK

By: [Signature]

Name: Karen Wegner

Title: VP

EXHIBIT A

Copyrights

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

- 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
- Episode
- Ugly Americans (except for Ugly Americans elements owned by Viacom)
- Tap Creepy Manor
- Winter Campus Life
- Night at the Museum: Hidden Treasures (except for Night at the Museum elements owned by Fox)
- Runway Life
- Dragons game

EXHIBIT B

Patents

ANIMATED AUDIOVISUAL EXPERIENCES DRIVEN BY SCRIPTS, U.S. Patent Application No. 14/444,984,
filed on July 28, 2014

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

ANIMAL VOYAGE

Pocket Gems, Inc.	ANIMAL VOYAGE	Australia	23 Jan 2014	1602374	Registered	Davies Collison Cave
Pocket Gems, Inc.	0004-0001400AU	23 Jan 2024	23 Jan 2014	1602374		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.	ANIMAL VOYAGE	CTM	22 Jan 2014	012522884	Registered	JEFFREY PARKER AND COMPANY
Pocket Gems, Inc.	0004-0001400EM	22 Jan 2024	16 Jun 2014	012522884		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.					

CAMPUS LIFE

Pocket Gems, Inc.	CAMPUS LIFE	CTM	9 Jan 2013	011475308	Registered	JEFFREY PARKER AND COMPANY
Pocket Gems, Inc.	0004-0001200EM	9 Jan 2023	6 Jun 2013	011475308		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.					
Class	41					
Goods	Entertainment services, namely, providing online-computer games.					

Pocket Gems, Inc.	CAMPUS LIFE	United States of America	12 Jul 2012	85675485	Registered	Law Office of Susan Berney-Key
Pocket Gems, Inc.	0004-0001200US	14 Oct 2024	14 Oct 2014	4621616		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					

Gem Stone Design (In black with white background)

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
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
Pocket Gems, Inc.	0004-0000900CA	17 Apr 2028	17 Apr 2013	7MA848769		Susan Berney-Key
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.					

Pocket Gems, Inc.	Gem Stone Design (In black with white background)	CTM	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.	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. Bernem-Key (Cooley PA)
 Pocket Gems, Inc. 0004-0000900WO 5 Dec 2021 5 Dec 2011 1105636 Susan Bernem-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.

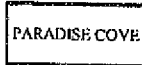
PARADISE COVE

Pocket Gems, Inc. PARADISE COVE CTM 29 Jan 2013 011525649 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0001300EM 29 Jan 2023 11 Jun 2013 011525649 Susan Bernem-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 85690858 Registered Law Office of Susan Bernem-Key
 Pocket Gems, Inc. 0004-0001300US 9 Apr 2023 9 Apr 2013 4316491 Susan Bernem-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 1480687 Registered Davies Collison Cave
 Pocket Gems, Inc. 0004-0000400AU 16 Mar 2022 16 Mar 2012 1480687 Susan Bernem-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 CTM 22 Mar 2012 010748821 Registered JEFFREY PARKER AND COMPANY
 Pocket Gems, Inc. 0004-0000400EM 22 Mar 2022 1 Aug 2012 010748821 Susan Bernem-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 Registered Davies Collison Cave
 Pocket Gems, Inc. 0004-0000100AU 24 Jan 2011 1069340 Susan Bernem-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) Canada 26 Jan 2011 1512714 Registered SIM & MCBURNEY
 Pocket Gems, Inc. 0004-0000100CA 10 Oct 2027 10 Oct 2012 TMA834107 Susan Bernem-Key



Class
 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. Bernem-Key (Cooley PA)
 Pocket Gems, Inc. 0004-0000100EM 24 Jan 2011 1069340 Susan Bernem-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. Bernem-Key (Cooley PA)
 Pocket Gems, Inc. 0004-0000100JP 24 Jan 2011 1069340 Susan Bernem-Key



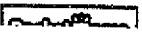
Class 9
 Goods Computer game software for use on mobile and cellular phones; computer game software, downloadable via a global computer network and wireless devices.

Pocket Gems, Inc. PocketGems (Stylized) Norway 24 Jan 2011 1069340 Registered Susan D. Bernem-Key (Cooley PA)
 Pocket Gems, Inc. 0004-0000100NO 24 Jan 2011 1069340 Susan Bernem-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. Bernem-Key (Cooley PA)




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

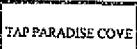
Pocket Gems, Inc. **PocketGems (Stylized)** United States of America 6 Jan 2011 85212299 Registered Law Office of Susan Bamey-Key
Pocket Gems, Inc. 0004-0000100US 19 Jul 2021 19 Jul 2011 3998112 Susan Bamey-Key 

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

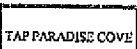
Pocket Gems, Inc. **PocketGems (Stylized)** WFO 24 Jan 2011 1069340 Registered Susan D. Bamey-Key (Cooley PA)
Pocket Gems, Inc. 0004-0000100WO 24 Jan 2021 24 Jan 2011 1069340 Susan Bamey-Key 

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

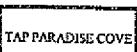
Pocket Gems, Inc. **TAP PARADISE COVE** Australia 18 Sep 2012 1514942 Registered Davies Collison Cave
Pocket Gems, Inc. 0004-0000500AU 18 Sep 2022 18 Sep 2012 1514942 Susan Bamey-Key 

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 Bamey-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 Bamey-Key
Pocket Gems, Inc. 0004-0000500US 30 Oct 2022 30 Oct 2012 4233711 Susan Bamey-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

TAP PET HOTEL

Pocket Gems, Inc. **TAP PET HOTEL** Australia 16 Mar 2012 1480684 Registered Davies Collison Cave
Pocket Gems, Inc. 0004-0000200AU 16 Mar 2022 16 Mar 2012 1480684 Susan Bamey-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** CTM 22 Mar 2012 010748804 Registered JEFFREY PARKER AND COMPANY
Pocket Gems, Inc. 0004-0000200EM 22 Mar 2022 1 Aug 2012 010748804 Susan Bamey-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

Pocket Gems, Inc. **TAP ZOO** CTM 2 Nov 2011 010386878 Registered JEFFREY PARKER AND COMPANY
Pocket Gems, Inc. 0004-0001000EM 2 Nov 2021 15 Mar 2012 010386878 Susan Bamey-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 5534192 Susan Bamey-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** CTM 2 Nov 2011 010386886 Registered JEFFREY PARKER AND COMPANY
Pocket Gems, Inc. 0004-0001100EM 2 Nov 2021 15 Mar 2012 010386886 Susan Bamey-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

