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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

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.

Phone: 202-370-4750

Email: ipteam@nationalcorp.com

Dwayne C. Houston **Correspondent Name:**

1025 Vermont Avenue NW, Suite 1130 Address Line 1: 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

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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

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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.

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 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. <u>Definitions</u>. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the IP Agreement.
- 2. <u>Amendment to Exhibits</u>. 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. <u>Miscellaneous</u>:

- 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.

Nome: REALLY

Title: (₩ □

"Bank"

SILICON VALLEY BANK

-3.20 000

Title:

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

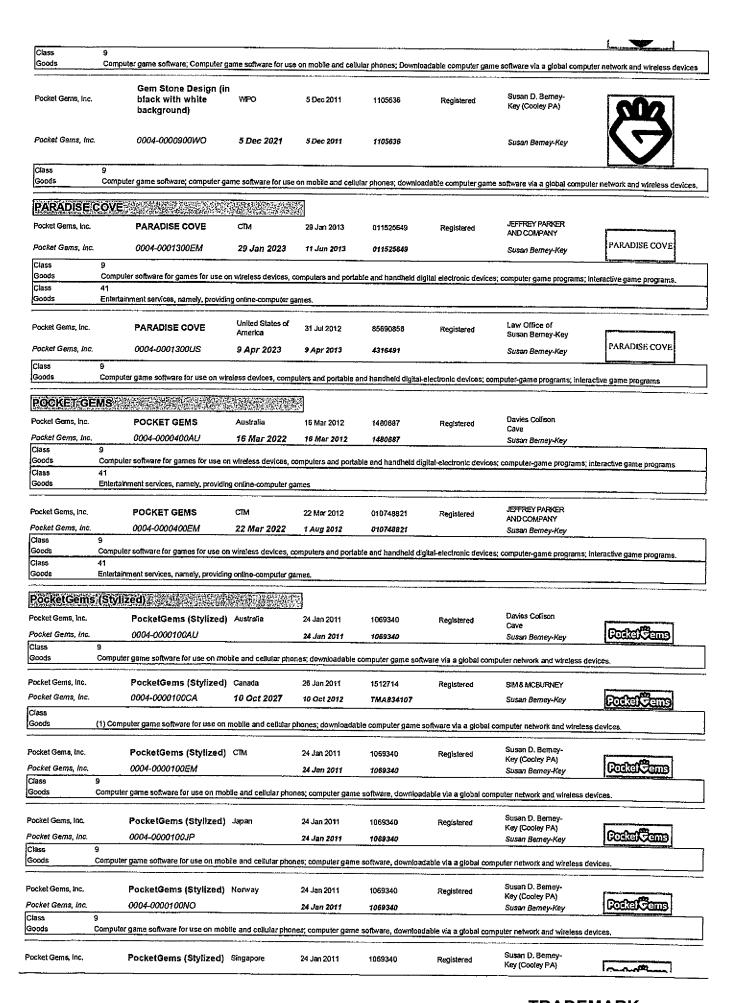
Trademarks

See attached.

Trademark Records By Trademark

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Owner	Trademark	Country	Appl. Date	, No.	Status	Agent	
Client	File Reference	Next Renewal Due	Reg. Date	, No.	Sub Status	Supervisor	
ANIMAL VO	YAGE						
Pocket Gems, Inc.	ANIMAL VOYAGE	Australia	23 Jan 2014	1602374	Registered	Davies Collison Cave	
Pocket Gems, Inc		23 Jan 2024	23 Jan 2014	1602374		Susan Berney-Key	
Class Goods	9 Computer software for games for use	on wireless devices, c	omputers and porta	ble and handheld dig	pital-electronic device	s; computer-game programs;	Interactive game programs
		•				JEFFREY PARKER	
Pocket Gems, Inc.	ANIMAL VOYAGE	CTM	22 Jan 2014	012522884	Registered	AND COMPANY	
Pocket Gems, Inc. Class	9 0004-0001400EM	22 Jan 2024	16 Jun 2014	012522884		Susan Berney-Key	
Goods	Computer software for games for use	on wireless devices, c	omputers and porta	ble and handheld dig	ital electronic device	s; computer-game programs;	interactive game programs.
Class Goods	41 Entertainment services, namely, provid	ing online-computer ga	ımes.				
CAMPUS'LI	FE 2		 				
Pocket Gerns, Inc.	CAMPUS LIFE	CIM	9 Jan 2013	011475308	Registered	JEFFREY PARKER AND COMPANY	
Pocket Gems, inc.	0004-0001200EM	9 Jan 2023	6 Jun 2013	011475308		Susan Berney-Key	CAMPUS LIFE
Class	9						<u> </u>
Goods Class	Computer game software for use on wi	reless devices, compl	iters and portable a	nd handheid digital-o	electronic devices; co	mputer-game programs; inten	active game programs,
Goods	Entertainment services, namely, providi	ng online-computer ga	umes.				
Pockel Gems, Inc.	CAMPUS LIFE	United States of America	12 ועל 2012	85675485	Registered	Law Office of Susan Berney-Key	
Pocket Gems, Inc.	0004-0001200US	14 Oct 2024	14 Oct 2014	4621616		Susan Berney-Key	CAMPUS LIFE
Class	9						
Goods	Computer game software for use on wi	reless devices, compu	iters and portable a	nd handheld digital-e	electronic devices; co	mputer-game programs; inter	active game programs
GemiStone	Jesign (in black with white Gem Stone Design (in black with white background)		5 Dec 2011	1105636	Registered	Davies Collison Cave	SOS
Pocket Gems, Inc.	0004-0000900AU		5 Dec 2011	1105636		Susan Berney-Kay	V
Class Goods	9 Computer game software; computer ga	me software for use o	an mobile and cellul	ar nbones, download	table computer care	software via a global compu	for notwork and wireless devices
	3		Mobile etta cella	ar priviles, dominate	Abic computer game	s solimate via a global collishe	ter metwork and wheless devices.
Pocket Gems, Inc.	Gem Stone Design (In black with white background)	Canada	7 Dec 2011	1555300	Registered	SMART & BIGGAR	SOS
Pocket Gems, Inc.	0004-0000900CA	17 Apr 2028	17 Apr 2013	7MA848769		Sucan Borney-Key	V
Class Goods	(1) Computer game software; computer devices.	game software for us	te on mobile and ca	illular phones; downl	oadable computer g	ame software via a global con	nputer network and wireless
ocket Gems, Inc.	Gem Stone Design (in black with white background)	стм	19 Dec 2011	010505551	Registered	JEFFREY PARKER AND COMPANY	AND AND ADDRESS OF THE PARTY OF
Pocket Gems, Inc.	0004-0000900EM	19 Dec 2021	2 May 2012	010505551		Susan Berney-Key	8
Soods	9 Computer game software; computer gan downloadable computer game software	ne software for use o via a global computer	n mobile and cellula r network and wirele	r phones, wireless d	evices, computers a er-game programs; ir	nd portable and handheld digi	ital-electronic devices;
Class Goods	41 Entertainment services, namely, providin						
ocket Gems, Inc.	Gem Stone Design (In black with white , background)	United States of America	20 Jun 2011	85350957	Registered	Law Office of Susan Bemey-Key	202
ocket Gems, Inc.	0004-0000900US	24 Jan 2022	24 Jan 2012	4090840		Susan Berney-Key	

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Pocket Gems, Inc	. 0004-0000100SG		24 Jan 2011	1089340		Susan Bernev-Kev	BaretAexetti
Class	9						
Goods	Computer game software for use on mo	oblie and cellular pho	ones; computer gam	e software, downloa	dable via a global co	mputer network and wireless	devices.
Pocket Gems, Inc.	PackatGame (Stylizad)	United States of	6 Ion 2014	95042200	Contained	Law Office of	
Pocket Gems, Inc. Pocket Gems, Inc	PocketGems (Stylized) 0004-0000100US	America 19 Jul 2021	6 Jan 2011	85212299	Registered	Susan Bemey-Key	Pockel Cemp
Class	9	18 301 2021	19 Jul 2011	3998112		Susan Berney-Key	
Goods	Computer game software for use on mo	bile and cellular pho	ones; Downloadable	computer game soft	ware via a global cor	mputer network and wireless	devices
De-I 0 1	D-1-10(01-1111			···		Susan D. Berney-	
Pocket Gems, Inc. Pocket Gems, Inc	PocketGems (Stylized)		24 Jan 2011	1069340	Registered	Key (Cooley PA)	Pockel Cems
Class	9 0004-0000100WO	24 Jan 2021	24 Jan 2011	1069340	***	Susan Berney-Key	
Goods	Computer game software for use on mo	bije and cellular pho	nes; computer gam	e software, downloa	dable via a global co	mputer network and wireless	devices.
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Pocket Gems, Inc.	TAP PARADISE COVE	Australia	18 Sep 2012	1514942	Registered	Cave	
Pocket Gems, Inc.	. 0004-0000500AU	18 Sep 2022	18 Sep 2012	1514942		Susan Berney-Key	TAP PARADISE COVE
Class Goods	9 Computer software for games for use on	unitalese designes e			3-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		
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Pocket Gerns, Inc.	TAP PARADISE COVE	СТМ	20 Sep 2012	D11201712	Registered	JEFFREY PARKER	
Pocket Gems, Inc.	0004-0000500EM	20 Sep 2022	30 Jan 2013	011201712		AND COMPANY	TAP PARADISE COVE
Class	9	Jep evee	00 0an 2013	V11201172		Susan Berney-Key	
Goods	Computer software for games for use on	wiretess devices, o	omputers and portal	ble and handheld dig	ital-electronic device	s; computer-game programs;	interactive game programs.
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ocket Gems, Inc.	TAP PARADISE COVE	United States of America	22 Mar 2012	85577542	Registered	Law Office of	
Pocket Gems, Inc.	0004-0000500US	30 Oct 2022	30 Oct 2012	4233711	•	Susan Berney-Key	TAP PARADISE COVE
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TAP PET HC	CONTRACTOR					Doulas Collison	
ocket Gems, Inc.	TAP PET HOTEL	Australia	16 Mar 2012	1480664	Registered	Davies Collison Cave	
Pocket Gems, Inc. ⊒ass	0004-0000200AU	16 Mar 2022	16 Mar 2012	1480684		Susan Berney-Key	
Goods	Computer software for games for use on	wireless devices, co	omputers and portal	ole and handhold dig	ital-electronic device	s; compuler-game programs;	interactive game programs
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ocket Gems, Inc.	TAP PET HOTEL	СТМ	22 Mar 2012	010748804	Registered	JEFFREY PARKER	
ocket Gems, Inc.	TAP PET HOTEL 0004-0000200EM	CTM 22 Mar 2022	22 Mar 2012 1 Aug 2012	010748804 010748804	Registered	JEFFREY PARKER AND COMPANY Susan Berney-Key	
ocket Gems, Inc.	TAP PET HOTEL 0004-0000200EM	22 Mar 2022	1 Aug 2012	010748804		AND COMPANY Susan Berney-Key	interpolity
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TM Administrator - END OF REPORT

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