

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

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|--------------------------------------------------------------------------------------|------------------------------------------------|
| SUBMISSION TYPE:                                                                     | NEW ASSIGNMENT                                 |
| NATURE OF CONVEYANCE:                                                                | SECURITY AGREEMENT                             |
| <b>CONVEYING PARTY DATA</b>                                                          |                                                |
| Name                                                                                 | Execution Date                                 |
| KAJEET, INC.                                                                         | 12/30/2010                                     |
| <b>RECEIVING PARTY DATA</b>                                                          |                                                |
| Name:                                                                                | Draper Fisher Jurvetson Growth Fund 2006, L.P. |
| Street Address:                                                                      | 2882 Sand Hill Road, Suite 150                 |
| City:                                                                                | Menlo Park                                     |
| State/Country:                                                                       | CALIFORNIA                                     |
| Postal Code:                                                                         | 94025                                          |
| <b>PROPERTY NUMBERS Total: 5</b>                                                     |                                                |
| Property Type                                                                        | Number                                         |
| Application Number:                                                                  | 11824336                                       |
| Application Number:                                                                  | 11881460                                       |
| Application Number:                                                                  | 12027240                                       |
| Application Number:                                                                  | 12950379                                       |
| Application Number:                                                                  | 12950291                                       |
| <b>CORRESPONDENCE DATA</b>                                                           |                                                |
| Fax Number:                                                                          | (310)996-7007                                  |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                                |
| Email:                                                                               | rwalsh@manatt.com                              |
| Correspondent Name:                                                                  | Robert D. Walsh                                |
| Address Line 1:                                                                      | 11355 W. Olympic Boulevard                     |
| Address Line 4:                                                                      | Los Angeles, CALIFORNIA 90064                  |
| ATTORNEY DOCKET NUMBER:                                                              | 44679-030                                      |
| NAME OF SUBMITTER:                                                                   | Jill M. Pietrini, Esq.                         |
| Total Attachments: 22                                                                |                                                |

CH \$200.00 11824336

**501394163**

**PATENT**  
**REEL: 025573 FRAME: 0604**

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of December 30, 2010 by and between Draper Fisher Jurvetson Growth Fund 2006, L.P., in its capacity as Collateral Agent for the Lenders (each as defined below) (the "Agent") and KAJEET, INC. ("Grantor").

### RECITALS

A. Pursuant to an Amended and Restated Loan and Security Agreement (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement), of even date herewith, by and among Draper Fisher Jurvetson Growth Fund 2006, L.P., Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, Gabriel Venture Partners II, L.P. and Gabriel Legacy Fund II, L.P. (each a "Lender" and collectively, "Lenders"), the Lenders have agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in the Loan Agreement. Lenders are willing to make the Loans to Grantor and to extend the financial accommodations to Grantor as contemplated by the Loan Agreement, but only upon the condition, among others, that Grantor shall grant to Agent a security interest in certain Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Agent (in its capacity as collateral agent for the benefit of the Lenders) a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged; and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Agent (for the benefit of Lenders) a security interest in all of Grantor's right, title and interest in, to and under its intellectual property (all of which shall collectively be called the "Intellectual Property Collateral"), including, without limitation, the following:

1. Any and all copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the "Copyrights");

2. Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

3. Any and all design rights that may be available to Grantor now or hereafter existing, created, acquired or held;

4. All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

5. Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks");

6. All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");

7. Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

8. All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;

9. All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

10. All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This security interest is granted in conjunction with the security interest granted to Agent (for the benefit of the Lenders) under the Loan Agreement. The rights and remedies of Agent with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the related documents, and those which are now or hereafter available to Agent as a matter of law or equity. Each right, power and remedy of Agent provided for herein or in the Loan Agreement or any of the related documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Agent of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the related documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Agent, of any or all other rights, powers or remedies.

[Signature page follows.]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

7101 Wisconsin Ave., Ste 1111  
Bethesda, Maryland 20814

Attn: Daniel Neal

GRANTOR:

KAJEET INC.

By: \_\_\_\_\_

Name: Daniel Neal

Title: Chief Executive Officer & Founder

AGENT:

Address of Agent:

Draper Fisher Jurvetson Growth Fund  
2006, L.P., as Collateral Agent for the Lenders

2882 Sand Hill Road, Suite 150  
Menlo Park, CA 94025

Attn: Randy Glein

By: Draper Fisher Jurvetson Growth Fund  
2006 Partners, L.P., its General Partner

By: DFJ Growth Fund 2006, Ltd.,  
its General Partner

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

7101 Wisconsin Ave., Ste 1111  
Bethesda, Maryland 20814

Attn: Daniel Neal

KAJEET, INC.

By: \_\_\_\_\_  
Name: Daniel Neal  
Title: Chief Executive Officer

AGENT:

Address of Agent:

2882 Sand Hill Road, Suite 150  
Menlo Park, CA 94025

Attn: Randy Glein

Draper Fisher Jurvetson Growth Fund  
2006, L.P., as Collateral Agent for the Lenders

By: Draper Fisher Jurvetson Growth Fund  
2006 Partners, L.P., its General Partner

By: DFJ Growth Fund 2006, Ltd.,  
its General Partner  
By: \_\_\_\_\_  
Name: Mark W. Bailey  
Title: Director

**EXHIBIT A**  
**TO INTELLECTUAL PROPERTY SECURITY AGREEMENT**

**COPYRIGHT AND COPYRIGHT APPLICATIONS**

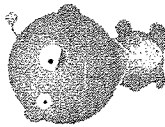
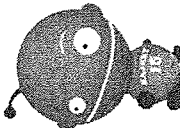
| MARK                                                                                          | COUNTRY          | APPLICATION/<br>REGISTRATION<br>NO. | Author/Claimant                                                                        | CURRENT STATUS      | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|-----------------------------------------------------------------------------------------------|------------------|-------------------------------------|----------------------------------------------------------------------------------------|---------------------|---------------------------------------|
| KANE<br>   | United<br>States | Registration No.<br>VA 1-397-442    | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered 2/9/2007 | Kajeet, Inc. (Del.)                   |
| LOTTIE<br> | United<br>States | Registration No.<br>VA 1-398-726    | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered 2/9/2007 | Kajeet, Inc. (Del.)                   |
| OBIE<br> | United<br>States | Registration No.<br>VA 1-398-724    | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered 2/9/2007 | Kajeet, Inc. (Del.)                   |

Exhibit A to IPSA

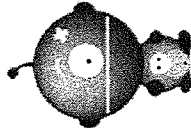
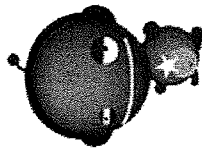
| MARK                                                                                             | COUNTRY          | APPLICATION/<br>REGISTRATION<br>NO. | Author/Claimant                                                                        | CURRENT STATUS          | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|--------------------------------------------------------------------------------------------------|------------------|-------------------------------------|----------------------------------------------------------------------------------------|-------------------------|---------------------------------------|
| SKRATCH<br>   | United<br>States | Registration No.<br>VA 1-398-725    | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered 2/9/2007     | Kajeet, Inc. (Del.)                   |
| TAFFY<br>     | United<br>States | VA 1-636-319                        | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 4/9/2007  | Registered<br>8/15/2007 | Kajeet, Inc. (Del.)                   |
| TALLULAH<br> | United<br>States | VA 1-397-441                        | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered<br>2/9/2007  | Kajeet, Inc. (Del.)                   |

Exhibit A to IPSA

| MARK                                                                                       | COUNTRY          | APPLICATION/<br>REGISTRATION<br>NO. | Author/Claimant                                                                        | CURRENT STATUS         | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|--------------------------------------------------------------------------------------------|------------------|-------------------------------------|----------------------------------------------------------------------------------------|------------------------|---------------------------------------|
| ZEO<br> | United<br>States | VA 1-400-336                        | Author: Red Tettemer, Inc.<br>Claimant: Kajeet, Inc.<br>Date of publication: 9/18/2006 | Registered<br>2/8/2007 | Kajeet, Inc. (Del.)                   |

**EXHIBIT B**  
**TO INTELLECTUAL PROPERTY SECURITY AGREEMENT**

**PATENTS AND PATENT APPLICATIONS**

| <u>Device</u>                                                                          | <u>Jurisdiction</u> | <u>Dated<br/>Filed</u> | <u>Status</u>                                                                                                                        | <u>Patent or Application<br/>Number</u> | <u>Record Owner /<br/>Security Interests</u>                                                                                                               |
|----------------------------------------------------------------------------------------|---------------------|------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| System and<br>Methods for Managing<br>the Utilization of a<br>Communications<br>Device | United<br>States    | 28 June<br>2007        | Request to<br>reconsider double<br>patenting rejection<br>filed on 10/20/10.<br>Examiner indicated<br>application will be<br>allowed | 11/824,336                              | Kajeet, Inc. (Del.)<br><br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC)<br>recorded February<br>25, 2009 |
| Feature<br>Management of a<br>Communication Device                                     | United<br>States    | 26 July<br>2007        | Terminal<br>disclaimers accepted<br>12/16/10. Examiner<br>indicated application<br>will be allowed.                                  | 11/881,460                              | Kajeet, Inc. (Del.)<br><br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC)<br>recorded February<br>25, 2009 |
| System and<br>Methods for Managing<br>the Utilization of a<br>Communications<br>Device | United<br>States    | 6<br>February 2008     | Issue fee<br>paid 12/20/10. Patent<br>will issue shortly.                                                                            | 12/027,240                              | Kajeet, Inc. (Del.)<br><br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC)<br>recorded February<br>25, 2009 |

Exhibit B to IPSA

|                                                                            |               |                  |                                  |            |                     |
|----------------------------------------------------------------------------|---------------|------------------|----------------------------------|------------|---------------------|
| Feature Management of a Communication Device                               | United States | 19 November 2010 | Continuation application pending | 12/950,379 | Kajeet, Inc. (Del.) |
| System and Methods for Managing the Utilization of a Communications Device | United States | 19 November 2010 | Continuation Application Pending | 12/950,291 | Kajeet, Inc. (Del.) |

**EXHIBIT C**  
**TO INTELLECTUAL PROPERTY SECURITY AGREEMENT**

**TRADEMARKS AND TRADEMARK APPLICATIONS**

| TRADEMARK                                                                                                  | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                                | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                                   |
|------------------------------------------------------------------------------------------------------------|---------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>K (Stylized)</b><br> | United States | Application No.<br>78/851,930<br><br>Registration No.<br>3,548,316 | Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls<br><br>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; Education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device                                           | Filed 4/1/2006<br><br>Registered<br>12/16/2008   | Kajeet, Inc. (Del.)<br><br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC) recorded<br>February 25, 2009 |
|                       | United States | Application No.<br>78/851,969<br><br>Registration No.<br>3,295,562 | Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games<br><br>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and | Filed 4/1/2006<br><br>REGISTERED<br>9/18/2007    | Kajeet, Inc. (Del.)<br><br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC) recorded<br>February 25, 2009 |

Exhibit C to IPSA

| TRADEMARK     | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                                         | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS     | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                                               |
|---------------|---------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|               |               |                                                                             | <p>other media and content, with optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; Education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                      |                                                                                                                                                                     |
| KAJEET (word) | United States | <p>Application No.<br/>78/441,287</p> <p>Registration No.<br/>3,276,257</p> | <p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device</p> | <p>Filed 06/25/04</p> <p>REGISTERED<br/>8/7/2007</p> | <p>Kajeet, Inc. (Del.)</p> <p>Security Interest to<br/>Bluecrest Venture<br/>Finance Master<br/>Limited (Cayman<br/>Islands LLC) recorded<br/>February 25, 2009</p> |

| TRADEMARK     | COUNTRY | APPLICATION/<br>REGISTRATION<br>NO. | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|---------------|---------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| KAJEET (word) | Canada  | Application No.<br>1345757          | <p>Clothing, namely, belts, pajamas, pants, shirts, sweatshirts, t-shirts, footwear, namely, shoes, boots, slippers, athletic shoes, and golf shoes, headwear, namely baseball caps and hats <i>(based on priority of US App No. 77/118,984)</i></p> <p>Educational toys and games, namely, toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; construction toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; hand held units for playing electronic games <i>(based on priority of US App No. 77/118,977)</i></p> <p>Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental</p> | Filed 05/01/2007<br><br>ALLOWED                  | Kajeet, Inc. (Del.)                   |

| TRADEMARK | COUNTRY | APPLICATION/<br>REGISTRATION<br>NO.                       | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|-----------|---------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
|           |         |                                                           | controls                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                  |                                       |
| KAJEET    | EU      | Application No.<br>5905351<br>Registration No.<br>5905351 | <p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games; telecommunications apparatus and equipment and parts, fittings and accessories therefor.</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls; telecommunications.</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device; education; providing of training; entertainment; sporting and cultural activities.</p> | Filed 05/14/2007<br>REGISTERED<br>07/03/2008     | Kajeet, Inc. (Del.)                   |

| TRADEMARK | COUNTRY | APPLICATION/<br>REGISTRATION<br>NO.                      | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS |
|-----------|---------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------|
| KAJEET    | Mexico  | Application No.<br>867588<br>Registration No.<br>1008970 | Class 25: Clothing, footwear, headgear including, clothing, namely, baseball caps, belts, footwear, hats, headwear, pajamas, pants, shirts, sweatshirts, t-shirts; clothing, footwear, headgear. <i>(Claiming priority of February 28, 2007 from 77118984)</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Filed 7/11/2007<br>REGISTERED<br>10/29/2007      | Kajeet, Inc. (Del.)                   |
| KAJEET    | Mexico  | Application No.<br>867589<br>Registration No.<br>1011743 | Class 28: Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees, including educational toys and games, namely, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; hand held units for playing electronic games; <i>(Claiming priority of February 28, 2007 from 77118977)</i> | Filed 7/11/2007<br>REGISTERED<br>11/16/2007      | Kajeet, Inc. (Del.)                   |

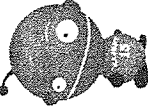
| TRADEMARK                                                                                                | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                            | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                               |
|----------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| KAJEET                                                                                                   | Mexico        | Application No.<br>867590<br>Registration No.<br>1015848       | Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls; telecommunications.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Filed 7/11/2007<br>REGISTERED<br>11/30/2007      | Kajeet, Inc. (Del.)                                                                                                                                 |
| KAJEET (Stylized)<br> | United States | Application No.<br>78/851,955<br>Registration No.<br>3,295,560 | Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games<br><br>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls<br><br>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device | Filed 04/01/06<br>REGISTERED<br>9/18/2007        | Kajeet, Inc. (Del.)<br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC) recorded<br>February 25, 2009 |

| TRADEMARK                                                                                              | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                            | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                               |
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| KAJEET & Design<br> | United States | Application No.<br>78/851,944<br>Registration No.<br>3,482,334 | <p>Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games</p> <p>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls</p> <p>Class 41: Entertainment services, namely, providing on-line non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational activities for children via a mobile electronic device</p> | Filed 04/01/06<br>REGISTERED<br>8/5/2008         | Kajeet, Inc. (Del.)<br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC) recorded<br>February 25, 2009 |

| TRADEMARK                                                                                              | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                            | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                               |
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| KAJEET & Design<br> | United States | Application No.<br>78/851,962<br>Registration No.<br>3,295,561 | Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games<br><br>Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls<br><br>Class 41: Entertainment services, namely, providing on-line, non-downloadable computer games and music via a mobile electronic device; education services, namely, providing on-line, non-downloadable educational games and information via a mobile electronic device | Filed 04/1/06<br>REGISTERED<br>9/18/2007         | Kajeet, Inc. (Del.)<br>Security Interest to<br>Bluecrest Venture<br>Finance Master<br>Limited (Cayman<br>Islands LLC) recorded<br>February 25, 2009 |
| K & Design (KANE)                                                                                      | Mexico        | Application No.<br>850166<br>Registration No.<br>999678        | Class 38: Telecommunication services via a mobile electronic device, namely transmission of voice and data, messaging games, location services, photography and other media and content with optional parental controls                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Filed 4/23/2007<br>REGISTERED<br>8/27/2007       | Kajeet, Inc. (Del.)                                                                                                                                 |

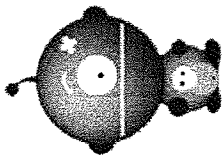
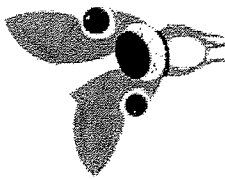
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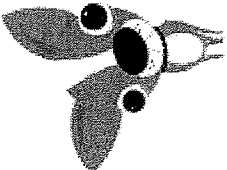
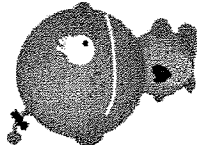
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| TRADEMARK                                                                                                            | COUNTRY | APPLICATION/<br>REGISTRATION<br>NO.                      | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS |
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|                                   |         |                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                  |                                       |
| LOTTIE Design<br>                 | Mexico  | Application No.<br>850165<br>Registration No.<br>1001917 | Class 25: clothing, namely, baseball caps, belts, footwear, hats, headwear, pajamas, pants, shirts, sweatshirts, t-shirts                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Filed 4/23/2007<br>REGISTERED<br>9/14/2007       | Kajeet, Inc. (Del.)                   |
| KAJEET 15 & Design<br>(OBIE)<br> | Mexico  | Application No.<br>850169<br>Registration No.<br>1001919 | Class 28: Educational toys and games, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; handheld units for electronic games; | Filed 4/23/2007<br>REGISTERED<br>9/14/2007       | Kajeet, Inc. (Del.)                   |
| SKRATCH (design only)                                                                                                | Mexico  | Application No.<br>850167                                | Class 38: Telecommunications services via a mobile electronic device, namely,                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Filed 4/23/2007                                  | Kajeet, Inc. (Del.)                   |

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| TRADEMARK                                                                                                  | COUNTRY | APPLICATION/<br>REGISTRATION<br>NO.                      | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS |
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|                         |         | Registration No.<br>1001918                              | transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | REGISTERED<br>9/14/2007                          |                                       |
| TAFFY (design only)<br> | Mexico  | Application No.<br>870895<br>Registration No.<br>1006712 | Class 28: Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees, including educational toys and games, namely toy action figures and accessories for use therewith; bath toys, children's multiple activity toys; play figures; dolls and doll accessories; electronic learning toys; fantasy character toys; kites; plush toys; puzzles; stuffed toy animals; talking toys; playing cards; role-playing toys; toy vehicles and accessories for use therewith, wind up toys; toy building sets, blocks and model cars; toy model hobbycraft kits; toy model train sets; musical toys; water squirting toys; constructions toys; flying saucers; inflatable toys; molded plastic toy figurines; action skill games; board games; card games; electronic educational game machines for children; party games; handheld units for electronic games; | Filed 7/25/2007<br>REGISTERED<br>10/16/2007      | Kajeet, Inc. (Del.)                   |
| TAFFY (design only)                                                                                        | Mexico  | Application No.                                          | Class 38: Telecommunications services via                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Filed 7/25/2007                                  | Kajeet, Inc. (Del.)                   |

| TRADEMARK                                                                                                         | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                      | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                              |
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|                                |               | 870896<br>Registration No.<br>1006713                    | a mobile electronic device, namely,<br>transmission of voice and data, messaging,<br>games, location services, photography, and<br>other media and content, with optional<br>parental controls                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | REGISTERED<br>10/16/2007                         |                                                                                    |
| TALLUHLAH (design<br>only)<br> | Mexico        | Application No.<br>850170<br>Registration No.<br>1001920 | Class 28: educational toys and games,<br>namely toy action figures and accessories<br>for use therewith; bath toys, children's<br>multiple activity toys; play figures; dolls and<br>doll accessories; electronic learning toys;<br>fantasy character toys; playing cards; role-<br>playing toys; toy vehicles and accessories<br>for use therewith, wind up toys; toy building<br>sets, blocks and model cars; toy model<br>hobbycraft kits; toy model train sets;<br>musical toys; water squirting toys;<br>constructions toys; flying saucers; inflatable<br>toys; molded plastic toy figurines; action<br>skill games; board games; card games;<br>electronic educational game machines for<br>children; party games; handheld units for<br>electronic games | Filed 4/23/2007<br>REGISTERED<br>9/14/2007       | Kajeet, Inc. (Del.)                                                                |
| USE IT FOR GOOD<br>(word mark)                                                                                    | United States | Application No.<br>78/887,197<br>Registration No.        | Class 41: Entertainment services, namely,<br>providing on-line, non-downloadable<br>computer games and music via a mobile<br>electronic device; education services, namely,<br>providing on-line, non-downloadable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Filed 5/18/2006<br>REGISTERED<br>7/15/2008       | Kajeet, Inc. (Del.)<br>Security Interest to<br>Bluecrest Venture<br>Finance Master |

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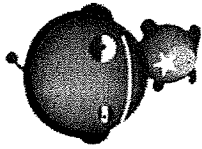
| TRADEMARK                                                                                                  | COUNTRY       | APPLICATION/<br>REGISTRATION<br>NO.                            | CLASS/GOODS/<br>SERVICES                                                                                                                                                                                                                                                                                                                                                     | DATE FILED/DATE<br>REGISTERED/<br>CURRENT STATUS | RECORD<br>OWNER/SECURITY<br>INTERESTS                                                                                                |
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|                                                                                                            |               | 3,469,624                                                      | educational activities for children and teenagers via a mobile electronic device.                                                                                                                                                                                                                                                                                            |                                                  | Limited (Cayman Islands LLC) recorded February 25, 2009                                                                              |
| USE IT FOR GOOD<br>(word mark)                                                                             | United States | Application No.<br>78/887,189<br>Registration No.<br>3,354,222 | Class 9: Mobile electronic device providing transmission and storage of voice and data, messaging, games, location services, photography, and other media and content and related telecommunications services, with optional parental controls; computer hardware and software related thereto, and downloadable computer games, music and educational activities and games. | Filed 5/18/2006<br>REGISTERED<br>12/11/2007      | Kajeet, Inc. (Del.)<br>Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009 |
| USE IT FOR GOOD<br>(word mark)                                                                             | United States | Application No.<br>78/887,194<br>Registration No.<br>3,354,223 | Class 38: Telecommunications services via a mobile electronic device, namely, transmission of voice and data, messaging, games, location services, photography, and other media and content, with optional parental controls.                                                                                                                                                | Filed 5/18/2006<br>REGISTERED<br>12/11/2007      | Kajeet, Inc. (Del.)<br>Security Interest to Bluecrest Venture Finance Master Limited (Cayman Islands LLC) recorded February 25, 2009 |
| ZEO (design only)<br> | Mexico        | Application No.<br>850164<br>Registration No.<br>1001916       | Class 25: Apparel, namely, baseball ca, belts (apparel), footwear, hats, headgear for wear, pajamas, trousers, shirts, sweatshirts, beach                                                                                                                                                                                                                                    | Filed 4/23/2007<br>REGISTERED<br>9/14/2007       | Kajeet, Inc. (Del.)                                                                                                                  |

EXHIBIT D

Mask Works

Description

Registration/  
Application  
Number

Registration/  
Application  
Date

None.