

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Second Lien Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Vonage Marketing Inc.		10/19/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Silver Point Finance, LLC
<b>Street Address:</b>	2 Greenwich Plaza
<b>City:</b>	Greenwich
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06830
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 69**

Property Type	Number	Word Mark
Registration Number:	3356037	A BETTER WAY TO PHONE FOR LESS
Registration Number:	2938970	BANDWIDTH SAVER
Registration Number:	2977879	BLASTME
Serial Number:	77009622	BRING YOUR OWN SIM CARD
Serial Number:	77251192	BUNDLE ME UP
Serial Number:	77373385	CAN YOUR PHONE SERVICE DO THAT?
Registration Number:	2999303	CLICK-2-CALL
Serial Number:	77380635	DESKMATE
Serial Number:	77383897	EVERYONE NEEDS A LITTLE VIDEO
Serial Number:	78922454	FETREFUND
Serial Number:	77142799	GETNEWS
Serial Number:	77383879	MORE THAN JUST YOUR PHONE
Serial Number:	77462805	MYVONAGE
Registration Number:	2943178	NETWORK AVAILABILITY NUMBER

**CH \$1740.00 3356037**

Registration Number:	3383408	ONE SMART DECISION
Registration Number:	2614775	REDEFINING COMMUNICATIONS
Registration Number:	2938969	REFER-A-FRIEND
Registration Number:	2977878	SIMUL-RING
Registration Number:	3483819	STARTS LOW AND STAYS LOW
Serial Number:	77238048	STARTS LOW STAYS LOW
Serial Number:	77097633	TANGERINE
Registration Number:	3354060	THE NEW WAY TO PHONE
Registration Number:	3306420	THE POWER OF FREE
Registration Number:	3325142	TOLL FREE PLUS
Serial Number:	78870791	V
Serial Number:	78870810	V
Serial Number:	77135549	V ANYWHERE
Serial Number:	77135601	V CHAT
Serial Number:	77135565	V ENTERPRISE
Serial Number:	77135537	V HOME
Serial Number:	77135520	V OFFICE
Serial Number:	77135591	V SMALL BUSINESS
Registration Number:	3359404	VOICEMAIL PLUS
Registration Number:	3464719	VOICEMAIL YOU CAN READ
Registration Number:	2614773	VONAGE
Registration Number:	3440689	VONAGE
Serial Number:	78892992	VONAGE ANYWHERE
Serial Number:	77411301	VONAGE COMPANION
Registration Number:	2848258	VONAGE DIGITAL VOICE
Serial Number:	77380675	VONAGE EZCALLER
Serial Number:	78893116	VONAGE IM
Registration Number:	3459172	VONAGE ME
Serial Number:	77274262	VONAGE MOBILE
Serial Number:	78801236	VONAGE MOBILE
Serial Number:	78893042	VONAGE OFFICE ANYWHERE
Serial Number:	77416187	VONAGE PRO
Registration Number:	3341086	VONAGE SOFTPHONE
Registration Number:	3399990	VONAGE TALK
Registration Number:	2804958	VONAGE THE BROADBAND PHONE COMPANY

**TRADEMARK**

**REEL: 003875 FRAME: 0692**

Serial Number:	78958517	VONAGE V-CARD
Registration Number:	3305556	VONAGE V-FORECAST
Registration Number:	3402833	VONAGE VISUAL VOICEMAIL
Registration Number:	3370706	VONAGE V-PHONE
Registration Number:	3295454	VONAGE WIFI
Serial Number:	78801262	VONAGE WIRELESS
Serial Number:	77411314	VONAGECOMPANION
Serial Number:	77411341	VONAGE-COMPANION
Registration Number:	3355801	VONAGELAND
Serial Number:	78843305	VONAGEMASHHYSTERIA
Serial Number:	77415829	VONAGEPRO
Serial Number:	77416138	VONAGE-PRO
Registration Number:	3294945	VONATIONS
Registration Number:	3294946	VONATIONS
Registration Number:	3294947	VONATIONS
Registration Number:	3303741	VONATIONS
Registration Number:	3294954	VONATIONS
Registration Number:	3303742	VONATIONS
Serial Number:	77254485	V-PORTAL
Serial Number:	77263432	V-SUPPORT

**CORRESPONDENCE DATA**

Fax Number: (212)492-0603  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2123733603  
Email: lsilber@paulweiss.com, hranucci@paulweiss.com  
Correspondent Name: Lindsay N. Silber  
Address Line 1: 1285 Avenue of the Americas  
Address Line 2: c/o Paul, Weiss, LLP  
Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17245-023
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	10/24/2008

Total Attachments: 4

**TRADEMARK**  
**REEL: 003875 FRAME: 0693**

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SECOND LIEN NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

SECOND LIEN NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Notice"), dated as of October 19, 2008, made by and among VONAGE MARKETING INC. (the "Grantor") in favor of SILVER POINT FINANCE, LLC as Collateral Agent (the "Secured Party"; the Secured Party and the Grantor, collectively the "Parties").

WHEREAS, the Grantor is the owner of the trademark and service mark registrations and the trademark and service mark applications set forth on Schedule I attached hereto (collectively, the "Trademarks");

WHEREAS, pursuant to the terms and conditions of the Second Lien Pledge and Security Agreement dated as of October 19, 2008, by and among the Parties (the "Security Agreement"), the Grantor granted to the Secured Party a security interest in, and lien on, certain intellectual property owned by the Grantor, including the Trademarks and all proceeds of the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Security Agreement, the Grantor agreed to execute and deliver to the Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and record the security interest in the Trademark Collateral granted pursuant to the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Security Agreement, the Grantor hereby grants to the Secured Party a security interest in, and lien, on the Trademark Collateral, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled, unenforceable or abandoned due to the grant and/or enforcement of such security interest unless and until such time that the grant and/or enforcement of the security interest will not affect the validity of such Trademark.

The Grantor hereby authorizes the PTO to file and record this Notice together with the annexed Schedule I.

The Parties hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Security Agreement or upon their mutual consent.

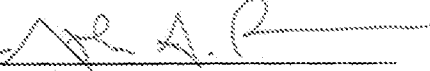
This Notice may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

This Notice shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the undersigned has caused this Notice to be duly executed and delivered as of the date first above written.

VONAGE MARKETING INC.

By:   
Name:  
Title:

**Schedule I****Trademark Registrations and Applications**

<b>Trademark</b>	<b>Application or Registration No.</b>	<b>Application or Registration Date</b>	<b>Status</b>
A BETTER WAY TO PHONE FOR LESS	3,356,037	20071218	Registered
BANDWIDTH SAVER	2,938,970	20050405	Registered
BLASTME	2,977,879	20050726	Registered
BRING YOUR OWN SIM CARD	77-009,622	20060928	Pending
BUNDLE ME UP	77-251,192	20070809	Pending
CAN YOUR PHONE SERVICE DO THAT	77-373,385	20080116	Pending
CLICK2CALL	2,999,303	20050920	Registered
DESKMATE	77-380,635	20080125	Pending
EVERYONE NEEDS A LITTLE VIDEO	77-383,897	20080130	Pending
FETREFUND	78-922,454	20060705	Pending
GETNEWS	77-142,799	20070328	Pending
MORE THAN JUST YOUR PHONE	77-383,879	20080130	Pending
MYVONAGE	77-462,805	20080501	Pending
NETWORK AVAILABILITY NUMBER	2,943,178	20050419	Registered
ONE SMART DECISION	3,383,408	20080212	Registered
REDEFINING COMMUNICATIONS	2,614,775	20020903	Registered
REFER-A-FRIEND	2,938,969	20050405	Registered
SIMUL-RING	2,977,878	20050726	Registered
STARTS LOW AND STAYS LOW	3483819	20080812	Registered
STARTS LOW STAYS LOW	77-238,048	20070725	Pending
TANGERINE	77-097,633	20070202	Pending
THE NEW WAY TO PHONE	3,354,060	20071211	Registered
THE POWER OF FREE	3,306,420	20071009	Registered
TOLL FREE PLUS	3,325,142	20071030	Registered
V and design	78-870,791	20060427	Pending
V and design	78-870,810	20060427	Pending
V ANYWHERE	77-135,549	20070320	Pending
V CHAT	77-135,601	20070320	Pending
V ENTERPRISE	77-135,565	20070320	Pending
V HOME	77-135,537	20070320	Pending
V OFFICE	77-135,520	20070320	Pending

Trademark	Application or Registration No.	Application or Registration Date	Status
V SMALL BUSINESS	77-135,591	20070320	Pending
VOICEMAIL PLUS	3,359,404	20071225	Registered
VOICEMAIL YOU CAN READ	3,464,719	20080708	Registered
VONAGE	2,614,773	20020903	Registered
VONAGE and design	3,440,689	20080603	Registered
VONAGE ANYWHERE	78-892,992	20060525	Pending
VONAGE COMPANION	77-411,301	20080303	Pending
VONAGE DIGITAL VOICE	2,848,258	20040601	Registered
VONAGE EZCALLER	77-380,675	20080125	Pending
VONAGE IM	78-893,116	20060525	Pending
VONAGE ME	3,459,172	20080701	Registered
VONAGE MOBILE	77-274,262	20070907	Pending
VONAGE MOBILE	78-801,236	20060127	Pending
VONAGE OFFICE ANYWHERE	78-893,042	20060525	Pending
VONAGE PRO	77-416,187	20080307	Pending
VONAGE SOFTPHONE	3,341,086	20071120	Registered
VONAGE TALK	3,399,990	20080318	Registered
VONAGE THE BROADBAND PHONE COMPANY	2,804,958	20040113	Registered
VONAGE V-CARD	78-958,517	20060823	Pending
VONAGE V-FORECAST	3,305,556	20071009	Registered
VONAGE VISUAL VOICEMAIL	3,402,833	20080325	Registered
VONAGE V-PHONE	3,370,706	20080115	Registered
VONAGE WIFI	3,295,454	20070918	Registered
VONAGE WIRELESS	78-801,262	20060127	Pending
VONAGECOMPANION	77-411,314	20080303	Pending
VONAGE-COMPANION	77-411,341	20080303	Pending
VONAGELAND	3,355,801	20071218	Registered
VONAGEMASHHYSTERIA	78-843,305	20060322	Pending
VONAGEPRO	77-415,829	20080307	Pending
VONAGE-PRO	77-416,138	20080307	Pending
VONATIONS	3,294,945	20070918	Registered
VONATIONS	3,294,946	20070918	Registered
VONATIONS	3,294,947	20070918	Registered
VONATIONS	3,303,741	20071002	Registered
VONATIONS	3,294,954	20070918	Registered
VONATIONS	3,303,742	20071002	Registered
V-PORTAL	77-254,485	20070814	Pending
V-SUPPORT	77-263,432	20070824	Pending