

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Helio LLC		06/27/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	SK Telecom USA Holdings, Inc.
<b>Street Address:</b>	11 Euljiro 2-ga
<b>Internal Address:</b>	c/o SK Telecom Co., Ltd.
<b>City:</b>	Jung-gu, Seoul
<b>State/Country:</b>	KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF
<b>Postal Code:</b>	100-999
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 44**

Property Type	Number	Word Mark
Registration Number:	3235406	DON'T CALL IT A PHONE
Registration Number:	3243173	MEDIA MOVER
Registration Number:	3254279	DON'T CALL IT A PHONE
Registration Number:	3314357	KICKFLIP
Registration Number:	3326750	DON'T CALL US A PHONE COMPANY
Registration Number:	3369521	DON'T CALL US A PHONE COMPANY
Registration Number:	3382455	ANSWERRING
Registration Number:	3395397	DRIFT
Registration Number:	3399208	OCEAN
Registration Number:	3406313	FIN
Registration Number:	3410493	
Registration Number:	3419000	BUDDY BEACON
Serial Number:	77338340	ANYLANG MESSENGER

**CH \$1115.00 3235406**

Serial Number:	77145323	CONNECT WITH ALL YOUR FRIENDS
Serial Number:	77145317	CONNECT WITH ALL YOUR FRIENDS
Serial Number:	77145326	CONNECT WITH ALL YOUR FRIENDS
Serial Number:	78735805	DON'T CALL IT A PHONE
Serial Number:	78735810	DON'T CALL IT A PHONE
Serial Number:	78735817	DON'T CALL US A PHONE COMPANY
Serial Number:	78735814	DON'T CALL US A PHONE COMPANY
Serial Number:	78904000	
Serial Number:	78689174	
Serial Number:	78689194	
Serial Number:	78689181	
Serial Number:	78689180	
Serial Number:	77059497	
Serial Number:	78689177	
Serial Number:	78689185	
Serial Number:	78689184	
Serial Number:	78689183	
Serial Number:	77012577	FRIENDBEACON
Serial Number:	77054556	GLASS
Serial Number:	77084892	HEAT
Serial Number:	78687135	HELIO
Serial Number:	77058563	HELIO
Serial Number:	78687133	HELIO
Serial Number:	78686801	HELIO
Serial Number:	78689187	HELIO
Serial Number:	78689188	HELIO
Serial Number:	78689189	HELIO
Serial Number:	77019651	HELIO DRIFT
Serial Number:	77019635	HELIO SNOW DRIFT
Serial Number:	78815563	HERO
Serial Number:	77283863	MYSTO

CORRESPONDENCE DATA

Fax Number: (212)310-1762

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-626-4737  
Email: julia.r.talke@bakernet.com, nyctrademarks@bakernet.com  
Correspondent Name: Julia R. Talke  
Address Line 1: 1114 Avenue of the Americas  
Address Line 2: BAKER & MCKENZIE LLP  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	32150683-000034
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**DOMESTIC REPRESENTATIVE**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:	Julia R. Talke
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Signature:	/jrt/
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Date:	07/30/2008
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**Total Attachments: 4**  
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CONFIRMATION OF SECURITY INTEREST IN U.S. TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS:

THAT, SK TELECOM USA HOLDINGS, INC., pursuant to a Convertible Note Purchase and Security Agreement dated June 27, 2008 executed by SK Telecom USA Holdings, Inc. and Helio LLC, has acquired a security interest in all United States (including federal and state) and non-United States trademarks, service marks, trade names, brand names, fictitious names, trade dress, certifications marks, collective marks, corporate names, domain names, slogans, logos and other identifiers of source, origin or goodwill, together with the goodwill associated therewith or symbolized thereby, together with any and all (i) registrations and applications for registration thereof, (ii) renewals and extensions thereof, (iii) rights and privileges arising under applicable law and international treaties and conventions, (iv) income, fees, royalties, damages, claims and payments due and payable with respect thereto, and (v) rights to sue and collect damages for past, present and future infringement, dilution, impairment or violation thereof or unfair competition therewith owned by HELIO LLC, including without limitation the trademark registrations and applications listed on Exhibit A attached hereto and by filing of this instrument with the U.S. Patent and Trademark Office, HELIO LLC hereby confirms the valid and binding nature of the aforementioned security interest.



DATED: July 24, 2008










HELIO LLC

By:   
Name: DR. WONHEE SULL  
Title: CEO

Address: 10960 Wilshire Boulevard, Suite 700  
Los Angeles, CA 90024

**EXHIBIT A**

	Trademarks	App. Serial No.	Reg. No.
1.	AYLANG MESSENGER	77338340	
2.	ANSWERRING	77012583	3382455
3.	BUDDY BEACON	77013034	3419000
4.	CONNECT WITH ALL YOUR FRIENDS	77145323	
5.	CONNECT WITH ALL YOUR FRIENDS	77145317	
6.	CONNECT WITH ALL YOUR FRIENDS	77145326	
7.	DON'T CALL IT A PHONE	78735805	
8.	DON'T CALL IT A PHONE	78735812	3254279
9.	DON'T CALL IT A PHONE	78978035	3235406
10.	DON'T CALL IT A PHONE	78735810	
11.	DON'T CALL US A PHONE COMPANY	78735817	
12.	DON'T CALL US A PHONE COMPANY	78735819	3326750
13.	DON'T CALL US A PHONE COMPANY	78735814	
14.	DON'T CALL US A PHONE COMPANY	78978001	3369521
15.	DRIFT	77019658	3395397
16.	FIN	77138842	3406313
17.	Flame & Arrow Design 	78904000	
18.	Flame Couple Design 	78689176	3410493

	Trademarks	App. Serial No.	Reg. No.
19.	Flame Couple Design 	78689174	
20.	Flame Couple Design 	78689194	
21.	Flame Design 	78689181	
22.	Flame Design 	78689180	
23.	Flame Design 	77059497	
24.	Flame Design 	78689177	
25.	Flame Man Design 	78689185	
26.	Flame Man Design 	78689184	
27.	Flame Man Design 	78689183	
28.	FRIENDBEACON	77012577	

	Trademarks	App. Serial No.	Reg. No.
29.	GLASS	77054556	
30.	HEAT	77084892	
31.	HELIO	78687135	
32.	HELIO	77058563	
33.	HELIO	78687133	
34.	HELIO	78686801	
35.	HELIO (Stylized) <b>HELIO</b>	78689187	
36.	HELIO (Stylized) <b>HELIO</b>	78689188	
37.	HELIO (Stylized) <b>HELIO</b>	78689189	
38.	HELIO DRIFT	77019651	
39.	HELIO SNOW DRIFT	77019635	
40.	HERO	78815563	
41.	KICKFLIP	78815569	3314357
42.	MEDIA MOVER	78866069	3243173
43.	MYSTO	77283863	
44.	OCEAN	77111826	3399208