

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

BAY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of Conveying party(ies):
Bayview Technology Group, LLC

- Individual(s)
- General Partnership
- Corporation- _____
- Association
- Limited Partnership
- Other

2. Name and address of receiving party(ies):
USA Technologies, Inc.

100 Deerfield Lane
Suite 140
Malvern, PA 19355

- Individual(s) citizenship _____
- General Partnership _____
- Corporation- PA _____
- Association _____
- Limited Partnership _____
- Other _____

Additional name(s) & address(es) attached? Yes No
Designation of Domestic Rep. attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Execution Date: 7/11/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

78/197,687

5. Name and address of party to whom correspondence concerning document should be mailed:

Gordon & Jacobson, P.C.
65 Woods End Road
Stamford, CT 06905

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to charge deposit account

8. Deposit account number: 07-1732
(attach duplicate page if paying by deposit account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David P. Gordon

Name of Person Signing



Signature

July 17, 2003

Date

Total number of pages including cover sheet, attachments, and document:

2

CH \$40.00 071732 78197687

ASSIGNMENT OF TRADEMARK RIGHTS

BAYVIEW TECHNOLOGY GROUP, LLC, a corporation, having its principal offices at **2601 Blake Street, Suite 301, Denver, Colorado 80205**, are the owners of the trademark:

SNACKMISER

For good and valuable consideration, the receipt of which is acknowledged, **BAYVIEW TECHNOLOGY GROUP, LLC** hereby:

assign to **USA Technologies, Inc.**, a corporation, with a principal place of business at **100 Deerfield Lane, Suite 140, Malvern, PA 19355**, all of the rights, title and interest throughout the world in the above trademark together with all of the good will associated with the above trademark throughout the world; together with all rights to the pending application to register the trademark in the United States Patent and Trademark Office which was filed on December 24, 2002 under serial number 78/197,687

OR

all rights to Registration No. _____ issued on _____

In witness whereof, executed by the undersigned on the date opposite the undersigned name.

Dated: July 11, 2003

BY: [Signature]

**Arnold Tinter
President**

State of Colorado)

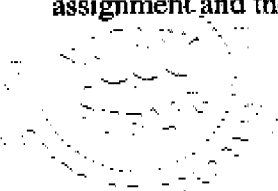
) ss:

County of Denver)

BE IT KNOWN, that on this 11th day of July, 2003, personally appeared **Arnold Tinter**, to me known and known to me to be the individual(s) described in and who executed the foregoing assignment and they acknowledged to me that they executed the same.

[Signature]

Notary Public



SEAL

My commission expires: 10/25/04