

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USA TECHNOLOGIES, INC.		06/21/2012	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	AVIDBANK CORPORATE FINANCE, A DIVISION OF AVIDBANK
Street Address:	400 Emerson Street
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94301
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	3352247	
Registration Number:	3424496	ENERGYMISER
Registration Number:	2920610	SNACKMISER
Registration Number:	3130829	CM2IQ
Registration Number:	3130828	VM2IQ
Registration Number:	2628447	VENDINGMISER
Serial Number:	77948652	EPORT
Serial Number:	77597651	PAY DOT
Registration Number:	3764912	EPORT EDGE
Registration Number:	4139315	CREATING VALUE THROUGH INNOVATION
Serial Number:	77407006	ESUDS
Registration Number:	3462181	EPORT CONNECT
Registration Number:	3641380	INTELLIGENT VENDING
Registration Number:	2845393	USALIVE

CH \$515.00 3352247

Registration Number:	2724498	E-PORT
Registration Number:	2700645	E-PORT
Registration Number:	2552992	THE OFFICE THAT NEVER SLEEPS
Registration Number:	2598187	TRANSACT
Registration Number:	2520390	PC EXPRESS
Registration Number:	2020215	USA TECHNOLOGIES

CORRESPONDENCE DATA

Fax Number: 8585506420
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 858-550-6403
Email: erin.obrien@cooley.com
Correspondent Name: Erin O'Brien
Address Line 1: c/o Cooley LLP
Address Line 2: 4401 Eastgate Mall
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER: 308866-148 USA TECH

NAME OF SUBMITTER: Erin O'Brien

Signature: /Erin O'Brien/

Date: 04/16/2013

Total Attachments: 7
source=USAT signed IPSA#page1.tif
source=USAT signed IPSA#page2.tif
source=USAT signed IPSA#page3.tif
source=USAT signed IPSA#page4.tif
source=USAT signed IPSA#page5.tif
source=USAT signed IPSA#page6.tif
source=USAT signed IPSA#page7.tif

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of June 21, 2012 by and between **AVIDBANK CORPORATE FINANCE, A DIVISION OF AVIDBANK**, a California corporation ("**Bank**") and **USA TECHNOLOGIES, INC.**, a Pennsylvania corporation ("**Grantor**").

RECITALS

Bank has 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 that certain Loan and Security Agreement by and between Bank and Grantor (as amended from time to time, the "**Loan Agreement**") dated of even date herewith. Capitalized terms used herein have the meaning assigned in the Loan Agreement. Bank is willing to make the credit extensions to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in all of Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired

NOW, THEREFORE, Grantor agrees as follows:

AGREEMENT

To secure performance of Grantor's obligations under the Loan Agreement, Grantor grants to Bank a security interest in all of Grantor's right, title and interest in Grantor's intellectual property (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits). This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. Each right, power and remedy of Bank provided for herein shall not preclude the simultaneous or later exercise by Bank of any or all other rights, powers or remedies.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

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

Address of Borrower:

100 Deerfield Lane, Suite 140
Malvern, PA 19355
Attn: Steve Herbert / David DeMedio

USA TECHNOLOGIES, INC.

By: 

Print Name: Stephen P. Herbert

Title: CEO

Address of Bank:

400 Emerson Street
Palo Alto, CA 94301
Attn: Mike Hansen / Jeffrey Javier

**AVIDBANK CORPORATE FINANCE,
A DIVISION OF AVIDBANK**

By: Jeffrey Javier Digitally signed by Jeffrey Javier
DN: cn=Jeffrey Javier, o=Avidbank,
ou=Corporate Finance,
email=javier@avidbank.com, c=US
Date: 2013.04.15 11:22:22 -0700

Title: _____

EXHIBIT A

Copyrights

Title	Registration Number	Registration Date
--------------	----------------------------	--------------------------

NONE

EXHIBIT B**Patents**

Title	Serial/ Patent Number	Application/ Issue Date
An in-vehicle device for wirelessly connecting a vehicle to the internet and for transacting e-commerce and e-business	6,856,820	
Apparatus and methods for monitoring and communicating with a plurality of networked vending machines	5,844,808	
Card reader assembly	7,690,495	
Cashless vending transaction management by a Vend Assist mode of operation	7,076,329	
Cashless vending transaction management by a Vend Assist mode of operation	7,464,867	
Cashless vending transaction management by a Vend Assist mode of operation	7,131,575 C1	
Cashless vending transaction management by a vend assist mode of operation	7,693,602	
Communicating interactive digital content between vehicles and internet based data processing resources for the purpose of transacting e-commerce or conducting e-business	6,615,186	
Communication interface device for managing wireless data transmission between a vehicle and the internet	7,003,289	
Credit and debit card operated vending machine	2,207,603	
Credit Card and Bank Issued Debit Card Operated System and Method for Controlling a Prepaid Card Encoding/Dispensing Machine	5,637,845	
Credit Card and Bank Issued Debit Card Operated System and Method for Controlling a Prepaid Card Encoding/Dispensing Machine	6,119,934	
Credit Card and Bank Issued Debit Card Operated System and Method for Controlling a Vending Machine (as Amended)	6,152,365	
Credit Card and Bank Issued Debit Card Operated System and Method for Controlling and Monitoring Access of Computer and Copy Equipment	5,619,024	
Dataport	D423,474	
Dynamic identification interchange method for exchanging one form of identification for another	6,754,641	
Electronic Commerce Terminal Enclosure for a Vending Machine	D428,444	
Electronic Commerce Terminal Enclosure for a Vending Machine	D437,890	
Electronic Commerce Terminal Enclosure with Brackets	D441,401	

Electronic Commerce Terminal Enclosure	D428,047
External power management device with current monitoring precluding shutdown during high current	6,243,626
Laptop Data Port Enclosure	D415,742
Method and Apparatus for Conserving Power Consumed by a Refrigerated Appliance Utilizing Audio Signal Detection	7,286,907
Method and Apparatus for Forming, Packaging, Storing, Displaying and Selling Clothing Articles	6,021,626
Method and Apparatus for Power Management Control of a Compressor-Based Appliance that Reduces Electrical Power Consumption of an Appliance	6,975,926
Method and Apparatus for Power Management Control of a Compressor-Based Appliance that Reduces Electrical Power Consumption of an Appliance	7,200,467
Method of transacting an electronic mail, an electronic commerce, and an electronic business transaction by an electronic commerce terminal operated on a transportation vehicle	6,622,124
Method to obtain customer specific data for public access electronic commerce services	6,606,605
Mounting bracket for mounting a cashless payment terminal to a vending machine	D480,948
Paper guide for a point of sale terminal	D475,750
Point of Sale Terminal Mountable on a Vending Machine	D543,588
Power-conservation based on indoor/outdoor and ambient-light	6,801,836
Power-Conservation System based on Indoor/Outdoor and Ambient-Light	1419425 (European) (validated in Germany, France, the United Kingdom, and Italy)
Power conservation system for computer peripherals	5,477,476
Printer bracket for point of sale terminal	D475,414
Printer bracket for point of sale terminal	D476,036
Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	2001263356 (Australian)
Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	234363 (Mexican)
Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	6,389,822
Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	6,581,396
Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	6,898,942

Refrigerated vending machine exploiting expanded temperature variance during power-conservation mode	6,931,869
Sign Holder	D418,878
System and method for locally authorizing cashless transactions at point of sale	7,630,939
System and Method for Networking and Controlling Vending Machines	6,056,194
System and Method for Networking and Controlling Vending Machines	6,321,985
System for Providing Remote Audit, Cashless Payment, and Interactive Transaction Capabilities in a Vending Machine (Stitch)	6,505,095
Temperature controller for a refrigerated vending machine	2,409,228 (Canadian)
Transacting E-commerce and Conducting E-business Related to Identifying and Procuring Automotive Service and Vehicle Replacement Parts (Stitch)	6,389,337
Transceiver base unit	D478,577
Universal interactive advertising and payment system for public access electronic commerce and business related products and services	6,609,102
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,604,085
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,601,038
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,604,086
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,601,037
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,611,810
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,606,602
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,601,039
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,604,087
Universal interactive advertising and payment system network for public access electronic commerce and business related	6,615,183

products and services	
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,601,040
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,609,103
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,629,080
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	7,089,209
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,643,623
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,684,197
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,807,532
Universal interactive advertising and payment system network for public access electronic commerce and business related products and services	6,763,336
Universal interactive advertising and payment system for public access electronic commerce and business related products and services	2,291,015 (Canadian)
User interface bracket for a point of sale terminal	D475,751
User interface bracket for a point of sale terminal	D476,037
Vehicle related wireless scientific instrumentation telematics	6,895,310
Vehicle related wireless scientific instrumentation telematics	6,853,894
Vending machine cashless payment terminal	D477,030
Wireless system for communicating cashless vending transaction data and vending machine audit data to remote locations	7,593,897
Wireless Vehicle Diagnostics Device and Method with Service and Part Determination Capabilities (as amended)	7,502,672
Method of constructing a digital content play list for transmission and presentation on a public access electronic terminal	7,805,338
Method and apparatus for conserving power consumed by a vending machine utilizing audio signal detection	7,856,289
Cashless transaction payment module	7,865,430

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial / Registration Number</u>	<u>Application /Registration Date</u>
Blue Light Sequence®		
CM2iQ®		
EnergyMiser®		
ePort®		
ePort Connect®		
ePort Edge®		
Intelligent Vending®		
PC Express®		
SnackMiser®		
The Office That Never Sleeps®		
TransAct®		
USA Technologies & Design®		
USALive®		
VendingMiser®		
VM2iQ®		
Pay Dot™		
Creating Value Through Innovation™		
eSuds™		