

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM370230

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
USA TECHNOLOGIES, INC.		01/15/2016	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	AVIDBANK		
Street Address:	50 WEST SAN FERNANDO STREET, SUITE 850		
City:	SAN JOSE		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86741898	SKYGENIUS	
Registration Number:	4716736	VENDSCREEN	
Registration Number:	4827283	VENDSCREEN	
CORRESPONDENCE DATA			
Fax Number:	6506440520		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6506483802		
Email:	PATTY@PATTYCHENG.COM		
Correspondent Name:	PATTY CHENG		
Address Line 1:	2625 Middlefield Rd., #215		
Address Line 4:	Palo Alto, CALIFORNIA 94306		
ATTORNEY DOCKET NUMBER:	2-1001		
NAME OF SUBMITTER:	PATTY CHENG		
SIGNATURE:	/s/ Patty Cheng		
DATE SIGNED:	01/22/2016		
Total Attachments: 8			
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**AMENDED AND RESTATED
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

THIS AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of January 15, 2016 by and between USA TECHNOLOGIES, INC., a Pennsylvania corporation and assignee of VendScreen, Inc. ("Grantor") and AVIDBANK, a California corporation ("Bank").

RECITALS

Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated as of June 21, 2012 and as amended from time to time (the "Loan Agreement"). Capitalized terms used herein have the meaning assigned in the Loan Agreement. In connection therewith, Bank and Grantor entered into that certain Intellectual Property Security Agreement dated as of June 21, 2012 (the "Original IPSA"). Bank and Grantor desire to amend and restate the Original IPSA in accordance with the terms set forth herein.

NOW, THEREFORE, Bank and Grantor agree as follows:

AGREEMENT

This Agreement is intended to and does completely amend and restate, without novation, the Original IPSA. All security interests granted under the Original IPSA are hereby confirmed and ratified and shall continue to secure all Obligations under the Loan 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 or in the Loan Agreement 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 the event that any signature to this Agreement is delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

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

Address of Grantor:

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

USA TECHNOLOGIES, INC.

By: 

Print Name: STEPHEN P. HERBERT

Title: CHIEF EXECUTIVE OFFICER

Address of Bank:

50 West San Fernando Street, Suite 850
San Jose, California 95113
FAX: 408-200-7399
Attn: Jeffrey Javier

AVIDBANK

By: 

Print Name: JEFFREY JAVIER

Title: SVP

EXHIBIT A

Copyrights

Please Check Box if No Copyrights Exist

Title	Registration Number	Registration Date
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EXHIBIT B

Patents

Title	Serial Number / Patent Number	Application Date / 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 Dataport	5,619,024	
Dynamic identification interchange method for exchanging one form of identification for another	D423,474	
Electronic Commerce Terminal Enclosure for a Vending Machine	6,754,641	
Electronic Commerce Terminal Enclosure for a Vending Machine	D428,444	
Electronic Commerce Terminal Enclosure with Brackets	D437,890	
Electronic Commerce Terminal Enclosure	D441,401	
External power management device with current monitoring precluding shutdown during high current	D428,047	
Laptop Data Port Enclosure	6,243,626	
Method and Apparatus for Conserving Power Consumed by a Refrigerated Appliance Utilizing Audio Signal Detection	D415,742	
Method and Apparatus for Forming, Packaging, Storing, Displaying and Selling Clothing Articles	7,286,907	
Method and Apparatus for Power Management Control of a Compressor-Based Appliance that Reduces Electrical Power Consumption of an Appliance	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	

Title	Serial Number / Patent Number	Application Date / Issue Date
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	

Title	Serial Number / Patent Number	Application Date / Issue Date
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 products and services	6,615,183	
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	
Apparatus, System, and Methods for Retrofitting Vending Systems with Wireless Communication	61,976,580	4/8/14
Devices and Methods for Providing Cashless Payment and Diagnostics for Vending Machines	8,373,558	2/12/13
Processing Systems and Methods for Vending Transactions	11/894,104	8/20/07
Systems and Methods for Sending Information to Mobile Devices Utilizing	61/976,575	4/8/14
Systems and Methods for Wireless Authorization of Transactions with Mobile Payment Devices	61/976,584	4/8/14
Vending Approval Systems, Methods and Apparatus Using Card Readers	14/015,150	8/30/13

Title	Serial Number / Patent Number	Application Date / Issue Date
Wireless System for Communicating Cashless Vending Transaction Data and Audit Data to Remove Locations	8,596,529	12/3/13
Interactive Interface Effectuated Vending Vending Interface Controller	14/071,021	11/4/13
Systems and Methods for Wireless Authorization of Transactions with Mobile Payment Devices	D727,428	4/21/15
Systems and Methods for Sending Information to Mobile Devices Utilizing Mobile Device Identifiers	14/499,796	9/29/14
Apparatus, System, and Methods for Retrofitting Vending Systems with Wireless Communication	14/681,294	4/8/15
Vending Machine Nutritional Information Display System Using Standard Inventory Control System Components	14/681,463	4/8/15
Vending Machine Systems Using Standard Inventory Control System Components	8,583,280**	11/12/13
Vending Machine Systems Using Standard Inventory Control System Components	8,788,341**	7/22/14

** Assigned From Vendscreen, Inc.

EXHIBIT C

Trademarks

Please Check Box if No Trademarks Exist

<u>Description</u>	<u>Serial / Registration Number</u>	<u>Registration/Application Date</u>
BLUELIGHT SEQUENCE	3352247	
ENERGYMISER	3424496	
SNACKMISER	2920610	
CM2IQ	3130829	
VM2IQ	3130828	
VENDINGMISER	2628447	
EPORT	77948652	
PAYDOT	77597651	
EPORT EDGE	3764912	
CREATING VALUE THROUGH	4139315	
ESUDS	77407006	
EPORT CONNECT	3462181	
INTELLIGENT VENDING	3641380	
USALIVE	2845393	
E-PORT	2724498	
E-PORT	2700645	
THE OFFICE THAT NEVER SLEEPS	2552992	
TRANSACT	2598187	
PC EXPRESS	2520390	
USA TECHNOLOGIES	2020215	
BLUELIGHT SEQUENCE	85/907829	
BUSINESS EXPRESS	2,234,770	
EPORT	86070271	
EPORT GO	4,513,884	
EPORT MOBILE	4,542,131	
EPORT MOBILE & DESIGN	86167402	
ESUDS	4,354,183	
INTELLIGENT VENDING	3,641,380	
QUICK CONNECT	86068891	
USA TECHNOLOGIES	86446291	
USA TECHNOLOGIES	86456304	
SKYGENIUS	86741898	August 31, 2015
VENDSCREEN	4716736**	October 6, 2015
VENDSCREEN	4827283**	April 7, 2015

** Assigned From Vendscreen, Inc.

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