

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM402860

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ESI-EXCHANGE SOLUTIONS, INC.		10/20/2016	Corporation: DELAWARE
EXCHANGE SOLUTIONS, INC.		10/20/2016	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AVIDBANK		
<b>Street Address:</b>	50 West San Fernando Street, Suite 850		
<b>City:</b>	San Jose		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95113		
<b>Entity Type:</b>	Corporation: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86851893	THE SMARTER LOYALTY COMPANY	
<b>Registration Number:</b>	4842657	UNLOCKING PROFITABILITY. ONE CUSTOMER AT	
<b>Registration Number:</b>	4445322	THE CUSTOMER ENGAGEMENT EXPERTS	
<b>Registration Number:</b>	4035769	GIVEGET	
<b>Registration Number:</b>	3786188	GIVEGET	
<b>Registration Number:</b>	3359581	EXCHANGE SOLUTIONS	
<b>Serial Number:</b>	78755704	CCRM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	(650) 648-3802		
<b>Email:</b>	patty@pattycheng.com		
<b>Correspondent Name:</b>	Patty Cheng		
<b>Address Line 1:</b>	2625 MIDDLEFIELD ROAD, SUITE 215		
<b>Address Line 4:</b>	PALO ALTO, CALIFORNIA 94306		
<b>NAME OF SUBMITTER:</b>	Patty Cheng		

OP \$190.00 86851893

<b>SIGNATURE:</b>	/s/ Patty Cheng
<b>DATE SIGNED:</b>	10/21/2016
<b>Total Attachments: 9</b> source=Exchange Solutions - IPSA - executed#page1.tif source=Exchange Solutions - IPSA - executed#page2.tif source=Exchange Solutions - IPSA - executed#page3.tif source=Exchange Solutions - IPSA - executed#page4.tif source=Exchange Solutions - IPSA - executed#page5.tif source=Exchange Solutions - IPSA - executed#page6.tif source=Exchange Solutions - IPSA - executed#page7.tif source=Exchange Solutions - IPSA - executed#page8.tif source=Exchange Solutions - IPSA - executed#page9.tif	

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

**THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT** is entered into as of October 20, 2016 by and among **AVIDBANK**, a California corporation ("**Bank**") and ESI-Exchange Solutions, Inc., a Delaware corporation ("**ESI**"), and Exchange Solutions Inc., an Ontario corporation ("**Exchange Solutions**"). ESI and Exchange Solutions are each referred to herein as a "**Grantor**" and collectively, as the "**Grantors**".

### RECITALS

Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantors in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantors (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 Grantors, but only upon the condition, among others, that each Grantor shall grant to Bank a security interest in all of such Grantor's right title, and interest in, to and under all of the Collateral whether presently existing or hereafter acquired

**NOW, THEREFORE**, each Grantor agrees as follows:

### AGREEMENT

To secure performance of Grantors' obligations under the Loan Agreement, each Grantor grants to Bank a security interest in all of such Grantor's right, title and interest in such 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 or any other Loan Document. 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 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.

[SIGNATURE PAGE FOLLOWS.]

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 Grantors:

c/o ESI-Exchange Solutions, Inc.  
55 Old Bedford Road  
Lincoln, MA 01773  
Attn: Mike Hughes, CEO  
FAX: ( )

ESI-EXCHANGE SOLUTIONS, INC.

By: *Mike Hughes*  
Print Name: Mike Hughes  
Title: President

EXCHANGE SOLUTIONS INC.

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Address of Bank:

50 West San Fernando Street, Suite 850  
San Jose, California 95113  
Attn: Stephen Chen  
FAX: (855) 208-1157

AVIDBANK

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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 Grantors:

ESI-EXCHANGE SOLUTIONS, INC.

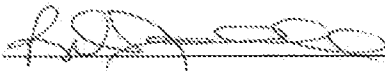
c/o ESI-Exchange Solutions, Inc.  
55 Old Bedford Road  
Lincoln, MA 01773  
Attn: Mike Hughes, CEO  
FAX: ( )

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

EXCHANGE SOLUTIONS INC.

By:  \_\_\_\_\_

Print Name: ROBERT D. JEWELL \_\_\_\_\_

Title: President \_\_\_\_\_

Address of Bank:

AVIDBANK

50 West San Fernando Street, Suite 250  
San Jose, California 95113  
Attn: Stephen Chen  
FAX: (855) 208-1157

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

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

**BORROWERS:**

ESI-EXCHANGE SOLUTIONS, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

EXCHANGE SOLUTIONS INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**BANK:**

AVIDBANK

By: Stephen Chen

Name: Stephen Chen

Title: Relationship Manager

**EXHIBIT A**

**Copyrights**

Please Check Box if No Copyrights Exist

<u>Name of Owner</u>	<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
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**EXHIBIT B**

**Patents**

Please Check Box if No Patents Exist

<b>Name of Owner</b>	<b>Title</b>	<b>Application/ Patent Number</b>	<b>Application/ Issue Date</b>
ESI Exchange Solutions	Constituency value exchange optimization method Facilitating Commercial Transactions	09/766698 CA2847646	January 22, 2001 March 27, 2014



**EXHIBIT C**

**Trademarks**

Please Check Box if No Trademarks Exist

<u>Name of Owner</u>	<u>Description</u>	<u>Serial / Registration Number</u>	<u>Application /Registration Date</u>
ESI	THE SMARTER LOYALTY COMPANY	86851893	December 17, 2015
ESI	UNLOCKING PROFITABILITY. ONE CUSTOMER AT A TIME.	4842657	October 27, 2015
ESI	TEAMHUB	85973662	June 29, 2013*
ESI	THE CUSTOMER ENGAGEMENT EXPERTS	4445322	December 3, 2013
ESI	VALUE EXCHANGE TECHNOLOGY	85558152	March 1, 2012*
ESI	VALUE EXCHANGE OPTIMIZATION	85558149	March 1, 2012*
ESI	VALUE EXCHANGE PLATFORM	85558148	March 1, 2012*
ESI	GIVEGET	4035769	October 4, 2011
ESI	GIVEGET	3786188	May 4, 2010
ESI	GIVEGET LET THE OTHER PERSON HAVE YOUR WAY	77644978	January 7, 2009*
Exchange Solutions	GIVEGET.COMMUNITY	85172210	November 9, 2010*
Exchange Solutions	EXCHANGE SOLUTIONS	3362307	January 1, 2008*
Exchange Solutions	EXCHANGE SOLUTIONS	3359581	December 25, 2007
Exchange Solutions	POWERED BY ESI	78840847	March 20, 2006*
Exchange Solutions	ESI	78840845	March 20, 2006*
Exchange Solutions	VALUE EXCHANGE OPTIMIZER	78828109	March 3, 2006*
Exchange Solutions	EXCHANGE OPTIMIZER	78826951	March 1, 2006*
Exchange Solutions	YOUR OUR	78801861	January 29, 2006*
Exchange Solutions	CUSTOMER + COMPANY RELATIONSHIP MANAGEMENT	78756779	November 18, 2005*
Exchange Solutions	C+CRM	78756773	November 18, 2005*
Exchange Solutions	CUSTOMER-TO-COMPANY RELATIONSHIP MANAGEMENT	78755705	November 16, 2005*
Exchange Solutions	CCRM	78755704	November 16, 2005
Exchange Solutions	CONNECTED	78620973	May 2, 2005*
Exchange Solutions	THIS. NET. WORKS.	77695700	March 20, 2009*
Exchange Solutions	GIVEGET HELP OTHERS HELP YOU	77648371	January 13, 2009*
Exchange Solutions	HELP OTHERS HELP YOU	77648354	January 13, 2009*
Exchange Solutions	CONNECTED	77610124	November 7, 2008*
Exchange Solutions	GIVEGET	77493699	June 8, 2008*
Exchange Solutions	GIVEGET	77493692	June 8, 2008*

See attached for further Trademarks of ESI

\*Indicates dead, abandoned or cancelled trademark

No.	Trademark	Status/App,Reg. Date & No.	Goods and Services	Security interests recorded
1	Accès Équipe	<b>Registered</b>  <b>App</b> 26-JUN-2013 <b>App</b> 1632856 <b>Reg</b> 02-NOV-2015 <b>Reg</b> TMA919157	(1) Providing a customized, interactive website portal for use by members of a sports team featuring news and information related to the team.	None
2	EXCHANGE SOLUTIONS	<b>Pending</b>  <b>App</b> 28-OCT-2014 <b>App</b> 1699924	(1) Customer relationship management; business consulting in the field of customer management; customer participation management, namely identifying and implementing incentive award programs to encourage desirable customer behavior; business management; organizational consultancy and computerized data management on a computer server and network to facilitate online transactions; providing an online incentive award program to promote the sales of products and services of others; and Computer consultation services relating to the use of computer software for managing and leveraging business relationships; providing temporary use of non-downloadable computer software for data management; application services provider (ASP) featuring software to allow customers to leverage behaviors and relationships in negotiation with a seller	None
3	EXCHANGE SOLUTIONS	<b>Pending</b>  <b>App</b> 10-OCT-2014 <b>App</b> 1697602	(1) Customer relationship management; business consulting in the field of customer management; customer participation management, namely identifying and implementing incentive award programs to encourage desirable customer behavior; business management; organizational consultancy and computerized data management on a computer server and network to facilitate online transactions; providing an online incentive award program to promote the sales of products and services of others; and Computer consultation services relating to the use of computer software for managing and leveraging business relationships; providing temporary use of non-downloadable computer software for data management; application services provider (ASP) featuring software to allow customers to leverage behaviors and relationships in negotiation with a seller	None
4	TEAMHUB	<b>Registered</b>  <b>App</b> 26-JUN-2013	(1) Providing a customized, interactive website portal for use by members of a sports team featuring news and information	None

No.	Trademark	Status/App,Reg. Date & No.	Goods and Services	Security interests recorded
		<b>App</b> 1632842 <b>Reg</b> 01-SEP-2015 <b>Reg</b> TMA912828	related to the team.	
5	THE SMARTER LOYALTY COMPANY	<b>Pending</b>  <b>App</b> 07-APR-2016 <b>App</b> 1776049	(1) Customer relationship management; business consulting in the field of customer engagement; inventive award programs to encourage customer participation; business management; business organizational consultation; computerized database management in the field of online transactional data; providing an online incentive award program to promote the sales of products and services of others; Computer software consultation services relating to the use of computer software for managing and leveraging business relationships; providing temporary use of non-downloadable computer software for data management; application services provide (ASP) featuring software for customer-seller relationship management in seller negotiations	None
6	UNLOCKING PROFITABILITY. ONE CUSTOMER AT A TIME.	<b>Pending</b>  <b>App</b> 08-APR-2015 <b>App</b> 1722740	(1) Customer relationship management; business consulting in the field of customer management; customer participation management, namely identifying and implementing incentive award programs to encourage desirable customer behavior; business management; organizational consultancy and computerized data management on a computer server and network to facilitate online transactions; providing an online incentive award program to promote the sales of products and services of others; Computer consultation services relating to the use of computer software for managing and leveraging business relationships; providing temporary use of non-downloadable computer software for data management; application services provider (ASP) featuring software to allow customers to leverage behaviors and relationships in negotiation with a seller	None