

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420367

|   |                                  |                       |                       |
|---|----------------------------------|-----------------------|-----------------------|
| <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>    |
| INVOICE CLOUD, INC.   |                                  | 03/16/2017            | Corporation: DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |                                  |                       |                       |
| <b>Name:</b>  | WESTERN ALLIANCE BANK            |                       |                       |
| <b>Street Address:</b>  | 55 Almaden Boulevard, Suite 100  |                       |                       |
| <b>City:</b>  | San Jose                         |                       |                       |
| <b>State/Country:</b>   | CALIFORNIA                       |                       |                       |
| <b>Postal Code:</b>   | 95113                            |                       |                       |
| <b>Entity Type:</b>   | Corporation: ARIZONA             |                       |                       |
| <b>PROPERTY NUMBERS Total: 1</b>  |                                  |                       |                       |
| <b>Property Type</b>  | <b>Number</b>                    | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>   | 4166013                          | INVOICE CLOUD         |                       |
| <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>   | 6506483802                       |                       |                       |
| <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                      |                       |                       |
| <b>SIGNATURE:</b>   | /s/ Patty Cheng                  |                       |                       |
| <b>DATE SIGNED:</b>   | 03/20/2017                       |                       |                       |
| <b>Total Attachments: 6</b>   |                                  |                       |                       |
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OP \$40.00 4166013

## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of March 16, 2017 (the "Agreement") between INVOICE CLOUD, INC., a Delaware corporation ("Grantor") and WESTERN ALLIANCE BANK, an Arizona corporation ("Lender") is made with reference to the Loan and Security Agreement, dated as of March 16, 2017 (as amended from time to time, the "Loan Agreement"), between Lender and Grantor. Terms defined in the Loan Agreement have the same meaning when used in this Agreement.

For good and valuable consideration, receipt of which is hereby acknowledged, Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Loan Agreement, Grantor grants to Lender a security interest in all right, title, and interest of Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the "Intellectual Property Collateral"):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work of authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the "Copyrights"), including the registered Copyrights described in Exhibit A;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Grantor connected with and symbolized by such trademarks (collectively, the "Trademarks"), including the Trademarks described in Exhibit B;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the "Patents"), including the Patents described in Exhibit C;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the "Mask Works");

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

The rights and remedies of Lender with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Loan Agreement, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein, and the exercise by Lender of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Lender of any other rights, powers or remedies.

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

**GRANTOR:**

INVOICE CLOUD, INC.

By: Robert Bennett

Name: Robert Bennett

Title: CEO

**LENDER:**

WESTERN ALLIANCE BANK

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

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

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

Address for Notices:

30 Braintree Hill Office Park, Suite 303  
Braintree, MA 02184  
Attn: Thomas Allgood

Address for Notices:

55 Almaden Boulevard, Suite 100  
San Jose, California 95113  
Attn: Note Department  
Fax: (408) 282-1681

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

**GRANTOR:**

INVOICE CLOUD, INC.

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

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

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

Address for Notices:

30 Braintree Hill Office Park, Suite 303  
Braintree, MA 02184  
Attn: Thomas Allgood

**LENDER:**

WESTERN ALLIANCE BANK

By: B/K \_\_\_\_\_

Name: BEN KIRTLAND

Title: VICE PRESIDENT

Address for Notices:

55 Almaden Boulevard, Suite 100  
San Jose, California 95113  
Attn: Note Department  
Fax: (408) 282-1681

EXHIBIT A

COPYRIGHTS

Please Check if No Registered Copyrights Exist

| <u>Type of Work:</u> | <u>Title:</u> | <u>International Standard Serial Number (ISSN):</u> | <u>Registration Number:</u> | <u>Filing Date:</u> | <u>Pre - registered?</u> |
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EXHIBIT B

TRADEMARKS

Please Check if No Trademarks Exist

| <u>Mark / Title:</u> | <u>U.S. Serial Number:</u> | <u>U.S. Registration Number:</u> | <u>Filing/Registration Date:</u> |
|----------------------|----------------------------|----------------------------------|----------------------------------|
| INVOICE CLOUD        | 85341766                   | 4166013                          | June 26, 2012                    |
| INVOICE CLOUD        | 77881752                   |                                  | November 29, 2009*               |
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\*Indicates dead, abandoned or cancelled trademark

EXHIBIT C

PATENTS

Please Check if No Patents Exist

| <u>Title:</u>                                      | <u>Patent Number:</u> | <u>Application Serial Number:</u> | <u>Issued or Published?</u> | <u>Issue/Filed Date:</u> |
|--|-----------------------|-----------------------------------|-----------------------------|--------------------------|
| ELECTRONIC INVOICE PRESENTATION AND PAYMENT SYSTEM |                       | 13/097888                         | Published                   | April 29, 2011           |
| ELECTRONIC INVOICING AND PAYMENT                   |                       | 13/890792                         | Published                   | May 9, 2013              |
| AUTHENTICATION AND PAYMENT SYSTEM                  |                       | 14/069034                         | Published                   | October 31, 2013         |
| ELECTRONIC INVOICING AND PAYMENT                   |                       | 14/144836                         | Published                   | December 31, 2013        |
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