

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM490152

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest Recorded at R/F 5345-0455

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USB Focus Fund LevelUp 1, LLC		09/13/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	SCVNGR, Inc.
Doing Business As:	LevelUp
Street Address:	1 Federal Street
Internal Address:	6th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4182234	SCVNGR
Registration Number:	3810198	SCVNGR
Registration Number:	4157145	LEVELUP
Registration Number:	4050829	LEVELUP
Registration Number:	3810679	DIAMOND DASH
Registration Number:	4334895	INTERCHANGE ZERO
Registration Number:	4492022	INTERCHANGE ZERO
Registration Number:	4334897	
Serial Number:	86203639	
Serial Number:	85499320	MAKE IT RAIN

CORRESPONDENCE DATA

Fax Number: 3128622200

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.

Phone: 3128628738

Email: michelle.nowicki@kirkland.com

Correspondent Name: Michelle Nowicki

TRADEMARK

Address Line 1: 300 N. LaSalle
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER: 13850-9

NAME OF SUBMITTER: Michelle Nowicki

SIGNATURE: /Michelle Nowicki/

DATE SIGNED: 09/15/2018

Total Attachments: 6

source=Release USB Focus Fund LevelUp 1, LLC (R-F 5345-0455) trademarks (R-F 033549-0841)
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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of September 13, 2018 (this "Release"), is made by USB Focus Fund LevelUp 1, LLC, a Delaware limited liability company (the "Secured Party"), in favor of SCVNGR, Inc., a Delaware corporation d/b/a LevelUp (the "Grantor"), as follows. Capitalized terms used in this Release and not otherwise defined herein have the meanings specified in the Intellectual Property Security Agreement and the Security Agreement defined below.

WITNESSETH

WHEREAS, pursuant to the Security Agreement (the "Security Agreement"), dated as of August 15, 2014, by and between the Secured Party and the Grantor, and the Intellectual Property Security Agreement (the "Intellectual Property Security Agreement"), dated as of August 15, 2014, by and between the Secured Party and the Grantor, the Grantor granted to the Secured Party a continuing security interest in and to and Lien on all of Grantor's right, title and interest, in, to and under the IP Collateral (as defined in the Intellectual Property Security Agreement); and

WHEREAS, the Intellectual Property Security Agreement was recorded with the United States Patent and Trademark Office on August 15, 2014 with respect to trademarks at Reel 5345, Frame 0455, and on August 15, 2014 with respect to patents at Reel 033549, Frame 0841; and

WHEREAS, the Grantor has requested that the Secured Party release its security interest in and to and Lien on all right, title and interest of the Grantor under the Collateral; and

WHEREAS, the Secured Party now desires to terminate the Intellectual Property Security Agreement and terminate and releases its security interest in and to and Lien on all right, title and interest of Grantor under the Collateral and reassign any and all rights, title and interest in the same to Grantor.

NOW, THEREFORE, the Secured Party, without recourse, representation or warranty of any kind or nature, and at Grantor's sole cost and expense, hereby (i) terminates and cancels the Intellectual Property Security Agreement and (ii) terminates, cancels and releases its security interest in and to and Lien on all right, title and interest of Grantor in such Collateral, including the those items set forth on the Schedules attached hereto, and all goodwill associated therewith, and all is hereby assigned, transferred, and conveyed to the Grantor. The Secured Party hereby authorizes the Grantor or the Grantor's authorized representative to record this Release with the United States Patent and Trademark Office.

Upon the reasonable request of the Grantor, and at the expense of the Grantor, the Secured Party shall execute any document, cause to be made any filing or take any other action deemed reasonably necessary by the Grantor, to effectuate the release of interests contemplated herein. The Secured Party authorizes and requests the Commissioner of Patents and Trademarks and any other applicable government officer to record this Release.

This Release shall be governed by, and construed in accordance with, the laws of the Commonwealth of Massachusetts.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed and delivered by its duly authorized officer as of the date first written above.

USB Focus Fund LevelUp 1, LLC

By: 

Name: John D. McClellan
For Pear Tree Partners, LP, Manager
Address: 55 Old Bedford Road
Lincoln, MA 01773

[Signature Page to Release of IP Security Agreement]

TRADEMARK
REEL: 006439 FRAME: 0396

SCHEDULE 1

PATENTS AND PATENT APPLICATIONS

App. No.	Type	Filing Date	Title	Patent No.	Issue Date
61/671,381	Prov. (Esp)	Jul. 13, 2012	Secure Payment Method and System	--	--
13/718,466	Utility	Dec. 18, 2012	Secure Payment Method and System	8,639,619	Jan. 28, 2014
14/103,101	Utility	Dec. 11, 2013	Secure Payment Method and System	--	--
13/797,287	Utility	Mar. 12, 2013	Distributed Authenticity Verification for Consumer Payment Transactions	--	--
13/923,158	Utility	Jun. 24, 2013	Distributed Authenticity Verification for Consumer Payment Transactions	--	--
13/960,260	Utility	Aug. 6, 2013	Distributed Authenticity Verification for Consumer Payment Transactions	8,694,638	Apr. 8, 2014
13/901,344	Utility	May 23, 2013	Methods and Systems for Managing Promotional Campaigns Based on Predicted Customer Behavior	--	--
13/999,760	Utility	May 22, 2013	Secure Synchronization of Payment Accounts to Third Party Applications or Websites	--	--
13/864,754	Utility (Abnd)	Apr. 17, 2013	Secure Synchronization of Payment Accounts to Third Party Applications or Websites	--	--
61/784,951	Prov. (Esp)	Mar. 14, 2013	Point-of-Sale Token Scanner and Related Methods	--	--
14/022,480	Utility	Sept. 10, 2013	Point-of-Sale Token Scanner and Related Methods	--	--
29/449,235	Design	Mar. 14, 2013	Code Scanner	--	--
13/901,352	Utility	May 23, 2013	Electronic Distribution and Management of Transactional Promotional Campaigns	--	--

13/939,434	Utility	Jul. 11, 2013	Payment Processing with Automatic No-Touch Selection	\$,776,478	Jul. 8, 2014
13/939,676	Utility	Jul. 11, 2013	Systems and Methods for Dynamic Transaction-Payment Routing	\$,620,790	Dec. 31, 2013
14/097,737	Utility	Dec. 5, 2013	Systems and Methods for Dynamic Transaction-Payment Routing	--	--
14/174,116	Utility	Feb. 6, 2014	Pre-Payment Uses of Transactional Data Obtained at the Point of Sale	--	--
14/227,514	Utility	Mar. 27, 2014	Transaction Processing and Management Based on Unrelated Consumer Activity	--	--
14/107,677	Utility	Dec. 16, 2013	Real-Time Transaction Validity Verification Using Behavioral and Transactional Metadata	--	--
14/172,163	Utility	Feb. 4, 2014	Dynamic Ingestion and Processing of Transactional Data at the Point of Sale	--	--
14/189,483	Utility	Feb. 25, 2014	Real-Time, User-Specific Offer Generation and Optimization	--	--
61/875,873	Prov.	Sept. 10, 2013	Remote Transaction Processing Using Biometrics	--	--
14/190,699	Utility	Feb. 26, 2014	Methods and Systems for Permissions Management	--	--
14/307,066	Utility	Jun. 17, 2014	Methods and Systems for Permissions Management with Enhanced Security	--	--
62/913,307	Prov.	Jun. 17, 2014	Token-Based Gift Cards	--	--

SCHEDULE 2

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Reg. No.	Class(es)
SCVNGR	4182234	41
SCVNGR	3810198	9
LEVELUP	4157145	9; 36
LEVELUP	4050829	35
LEVELUP	4050830	9
DIAMOND DASH	3810679	9
INTERCHANGE ZERO	4334895	36
INTERCHANGE ZERO	4492022	9
<i>LevelUp Logo (3 squares)</i>	4334897	9; 35; 36

Mark	Application No.	Class(es)
<i>Design of Scanner (Trade Dress)</i>	86/203639	36
MAKE IT RAIN	85/499320	35