

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM547802

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USA TECHNOLOGIES, INC.		10/31/2019	Corporation: PENNSYLVANIA
CANTALOUPE SYSTEMS, INC.		10/31/2019	Corporation: DELAWARE
STITCH NETWORKS CORPORATION		10/31/2019	Corporation: DELAWARE
USAT CAPITAL CORP, LLC		10/31/2019	Limited Liability Company: PENNSYLVANIA

## RECEIVING PARTY DATA

<b>Name:</b>	Cortland Capital Market Services LLC, as Collateral Agent
<b>Street Address:</b>	225 W. Washington St., 9th Floor
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60606
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
<b>Registration Number:</b>	3130829	CM2IQ
<b>Registration Number:</b>	4139315	CREATING VALUE THROUGH INNOVATION
<b>Registration Number:</b>	5273560	
<b>Registration Number:</b>	3424496	ENERGYMISER
<b>Registration Number:</b>	2700645	EPORT
<b>Registration Number:</b>	2724498	EPORT
<b>Registration Number:</b>	5370260	EPORT
<b>Registration Number:</b>	3462181	EPORT CONNECT
<b>Registration Number:</b>	3764912	EPORT EDGE
<b>Registration Number:</b>	4513884	EPORT GO
<b>Registration Number:</b>	4542131	EPORT MOBILE
<b>Registration Number:</b>	4713726	EPORT MOBILE
<b>Registration Number:</b>	4354183	ESUDS
<b>Registration Number:</b>	3641380	INTELLIGENT VENDING

CH \$965.00 3130829

Property Type	Number	Word Mark
Registration Number:	2520390	PC EXPRESS
Registration Number:	2920610	SNACKMISER
Registration Number:	2598187	TRANSACT
Registration Number:	4903734	USA TECHNOLOGIES
Registration Number:	4903756	USA TECHNOLOGIES
Registration Number:	2845393	USALIVE
Registration Number:	2628447	VENDINGMISER
Registration Number:	4716736	VENDSCREEN
Registration Number:	4827283	VENDSCREEN
Registration Number:	3130828	VM2IQ
Registration Number:	3256437	BECAUSE MACHINES CAN'T CRY FOR HELP
Registration Number:	2593017	BUZZBOX
Registration Number:	3192164	CANTALOUPE SYSTEMS
Registration Number:	1368742	COMPUVEND
Registration Number:	3260944	
Registration Number:	4597685	OPENVDI
Registration Number:	2053727	ROUTEMASTER
Registration Number:	3198306	SEED
Registration Number:	3954711	SEED
Registration Number:	4148607	SEED CASHLESS
Registration Number:	4597636	SEED OFFICE
Registration Number:	2958533	VENDPRO
Registration Number:	2856013	WAREHOUSE MASTER
Serial Number:	88469758	INTELLIGENT VENDING

#### CORRESPONDENCE DATA

Fax Number: 2028357586

*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: 202-835-7500

Email: dcip@milbank.com

Correspondent Name: Javier J. Ramos

Address Line 1: 1850 K Street, NW, Suite 1100

Address Line 2: Milbank, LLP

Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	44498.00004
NAME OF SUBMITTER:	Javier J. Ramos
SIGNATURE:	/Javier J. Ramos/
DATE SIGNED:	11/03/2019

**Total Attachments: 5**

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GRANT OF A SECURITY INTEREST –TRADEMARKS

October 31, 2019

WHEREAS, the grantors listed on the signature pages to the Pledge and Security Agreement (as defined below) (each, a “Grantor” and, collectively, the “Grantors”) have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated as of October 31, 2019 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Pledge and Security Agreement”), in favor of Cortland Capital Market Services LLC, as the Collateral Agent for the Secured Parties (as defined in the Pledge and Security Agreement) (in such capacity, together with its successors and assigns, if any, the “Grantee”); and

WHEREAS, pursuant to the Pledge and Security Agreement, the Grantors have granted to the Grantee, for the benefit of the Secured Parties, a continuing security interest in all right, title and interest of the Grantors in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “Collateral”), to secure the payment, performance and observance of the Secured Obligations (as defined in the Pledge and Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are hereby incorporated herein *mutatis mutandis* by reference as if fully set forth herein.

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IN WITNESS WHEREOF, the Grantors have caused this Grant of a Security Interest – Trademarks to be duly executed by its officer thereunto duly authorized as of the date first set above.

**USA TECHNOLOGIES, INC.**, a Pennsylvania corporation

By: 

Name: Donald W. Layden, Jr.,

Title: Interim Chief Executive Officer

**CANTALOUPE SYSTEMS, INC.**, a Delaware corporation

By: 

Name: Donald W. Layden, Jr.,

Title: Interim Chief Executive Officer

**STITCH NETWORKS CORPORATION**, a Delaware corporation

By: 

Name: Donald W. Layden, Jr.,

Title: Interim Chief Executive Officer

**USAT CAPITAL CORP, LLC**, a Pennsylvania limited liability company

By: 

Name: Donald W. Layden, Jr.,

Title: Interim Chief Executive Officer

SCHEDULE A TO GRANT OF A SECURITY INTEREST

[See attached.]

## Trademarks

### i. USA Technologies, Inc.

Registration No.	Reg. Date	Serial No.	App. Dt	Jurisdiction	Title
3130829	8/15/2006	78462711	8/5/2004	US	CM2IQ
4139315	5/8/2012	77319726	11/2/2007	US	CREATING VALUE THROUGH INNOVATION
5273560	8/29/2017	85907829	4/18/2013	US	Design
3424496	5/6/2008	78849126	3/29/2006	US	ENERGYMISER
2700645	3/25/2003	75531253	8/5/1998	US	EPORT
2724498	6/10/2003	75531255	8/5/1998	US	EPORT
5370260	1/2/2018	86070271	9/20/2013	US	EPORT
3462181	7/8/2008	77367639	1/9/2008	US	EPORT CONNECT
3764912	3/23/2010	77638064	12/22/2008	US	EPORT EDGE
4513884	4/15/2014	86031871	8/7/2013	US	EPORT GO
4542131	6/3/2014	85938171	5/21/2013	US	EPORT MOBILE
4713726	3/31/2015	86167402	1/16/2014	US	EPORT MOBILE
4354183	6/18/2013	77407006	2/27/2008	US	ESUDS
3641380	6/16/2009	77322480	11/6/2007	US	INTELLIGENT VENDING
		88469758	6/12/2019	US	INTELLIGENT VENDING
2520390	12/18/2001	75171956	9/28/1996	US	PC EXPRESS
2920610	1/25/2005	78197687	12/24/2002	US	SNACKMISER
2598187	7/23/2002	75221698	1/6/1997	US	TRANSACT
4903734	2/23/2016	86446291	11/6/2014	US	USA TECHNOLOGIES
4903756	2/23/2016	86456304	11/17/2014	US	USA TECHNOLOGIES
2845393	5/25/2004	76226932	3/14/2001	US	USALIVE
2628447	10/1/2002	78101044	1/4/2002	US	VENDINGMISER
4716736	4/7/2015	85514958	1/12/2012	US	VENDSCREEN
4827283	10/6/2015	85514967	1/12/2012	US	VENDSCREEN
3130828	8/15/2006	78462692	8/5/2004	US	VM2IQ

ii. **Cantaloupe Systems, Inc.**

Registration No.	Reg. Date	Serial No.	App. Dt	Jurisdiction	Title
3256437	6/26/2007	78959520	8/24/2006	US	BECAUSE MACHINES CAN'T CRY FOR HELP
2593017	7/9/2002	78029088	10/4/2000	US	BUZZBOX
3192164	1/2/2007	78711251	9/12/2005	US	CANTALOUPE SYSTEMS
1368742	11/5/1985	73506411	10/31/1984	US	COMPUVEND
3260944	7/10/2007	78961750	8/28/2006	US	Design
4597685	9/2/2014	85641169	6/1/2012	US	OPENVDI
2053727	4/22/1997	74357777	2/11/1993	US	ROUTEMASTER
3198306	1/16/2007	78711280	9/12/2005	US	SEED
3954711	5/3/2011	85121089	9/1/2010	US	SEED
4148607	5/29/2012	85182872	11/22/2010	US	SEED CASHLESS
4597636	9/2/2014	85605735	4/23/2012	US	SEED OFFICE
2958533	5/31/2005	78314179	10/15/2003	US	VENDPRO
2856013	6/22/2004	78257276	6/2/2003	US	WAREHOUSE MASTER