

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM581714

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Boku, Inc.		06/17/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Citibank, N.A.		
Street Address:	6400 Las Colinas Blvd.		
Internal Address:	Mail Stop CC1-30		
City:	Irvine		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4056702	BOKU	
Registration Number:	4042492	BOKU	
Registration Number:	4042491	BOKU	
CORRESPONDENCE DATA			
Fax Number:	8586385130		
<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:	619-699-2700		
Email:	susan.reynholds@dlapiper.com		
Correspondent Name:	DLA Piper LLP (US)		
Address Line 1:	401 B Street, Suite 1700		
Address Line 4:	San Diego, CALIFORNIA 92101		
NAME OF SUBMITTER:	Matt Schwartz		
SIGNATURE:	/s/ Matt Schwartz		
DATE SIGNED:	06/17/2020		
Total Attachments: 12			
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This **INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**IP Security Agreement**”) dated June 17, 2020, is made by BOKU, INC., a Delaware corporation (the “**Grantor**”) in favor of CITIBANK, N.A., a national association organized under the laws of the United States, in its capacity as lender (the “**Lender**”).

WHEREAS, Boku Network Services, Inc. (the “**Borrower**”), has entered into that certain Credit Agreement dated as of the date hereof (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the “**Credit Agreement**”), with CITIBANK, N.A., as the Lender.

WHEREAS, pursuant to the Credit Agreement, the Borrower, the Grantor and certain other Persons have executed and delivered that certain Security Agreement dated as of the date hereof, to the Lender (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”).

WHEREAS, under the terms of the Security Agreement, the Grantor has granted to the Lender a security interest in the Collateral (as defined in Section 1 below) of the Grantor and has agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Terms Defined in Credit Agreement or Security Agreement. All capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement or the Security Agreement, as applicable.

SECTION 2. Grant of Security. Each Grantor hereby grants to the Lender a security interest in all of such Grantor's right, title and interest in and to the following (the “**Collateral**”):

- (i) the Patents set forth in Schedule A hereto;
- (ii) the Trademarks set forth in Schedule B hereto;
- (iii) the Copyrights set forth in Schedule C hereto;
- (iv) all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;
- (v) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and
- (vi) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the foregoing or arising from any of subclauses (i)-(v) above.

SECTION 3. Security for Obligations. The grant of a security interest in the Collateral by the Grantor under this IP Security Agreement secures the payment of all Obligations of the Grantor now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 4. Recordation. The Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks and any other applicable government officer to record this IP Security Agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Lender with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

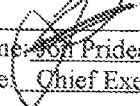
SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

GRANTOR:

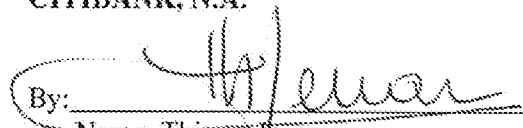
BOKU, INC.

By: 
Name: Ron Prideaux
Title: Chief Executive Officer

[Signature Page to Intellectual Property Security Agreement]

TRADEMARK
REEL: 006972 FRAME: 0305

CITIBANK, N.A.

By: 

Name: Thierry Jenar

Title: Managing Director

Schedule A

PATENTS

<u>Grantor</u>	<u>Title</u>	<u>Issue Date</u>	<u>Patent Number</u>
Boku, Inc.	MERCHANT HOSTED CHECKOUT AT A MERCHANT SERVER	12/04/2018	10147131
Boku, Inc.	MERCHANT HOSTED CHECKOUT AT A BILLING SERVER	10/08/2019	10438183
Boku, Inc.	RULES ENGINE FOR ENTERPRISE SYSTEM	06/07/2011	7958077
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE ONLINE TRANSACTIONS	10/18/2011	8041639
Boku, Inc.	SYSTEMS AND METHODS TO CONTROL ONLINE TRANSACTIONS	02/14/2012	8116730
Boku, Inc.	FUNDS TRANSFER ELECTRONICALLY	02/14/2012	8116747
Boku, Inc.	TRANSFERRING FUNDS ELECTRONICALLY	02/14/2012	8117124
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS TRANSACTION REQUESTS	03/06/2012	8131258
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS TRANSACTIONS BASED ON SOCIAL NETWORKING	04/17/2012	8160943
Boku, Inc.	SYSTEMS AND METHODS TO PROVIDE ACCESS CONTROL VIA MOBILE PHONES	07/10/2012	8219542
Boku, Inc.	SYSTEMS AND METHODS FOR PRE-DEFINED PURCHASES ON A MOBILE COMMUNICATION DEVICE	07/17/2012	8224709
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS TRANSACTIONS BASED ON SOCIAL NETWORKING	07/17/2012	8224727
Boku, Inc.	SUPPLIER FUNDS RECEPTION ELECTRONICALLY	12/04/2012	8326261
Boku, Inc.	SYSTEMS AND METHODS TO MANAGE INFORMATION	01/15/2013	8355987
Boku, Inc.	Systems and Methods to Accelerate Transactions Based on Predictions	04/02/2013	8412155
Boku, Inc.	SYSTEMS AND METHODS TO SECURE TRANSACTIONS VIA MOBILE DEVICES	04/02/2013	8412626
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE REPEATED PURCHASES	09/24/2013	8543087
Boku, Inc.	Systems and Methods to Approve Electronic Payments	10/01/2013	8548426

<u>Grantor</u>	<u>Title</u>	<u>Issue Date</u>	<u>Patent Number</u>
Boku, Inc.	SYSTEMS AND METHODS TO ROUTE MESSAGES TO FACILITATE ONLINE TRANSACTIONS	10/22/2013	8566188
Boku, Inc.	Systems and Methods to Process Payments via Account Identifiers and Phone Numbers	11/12/2013	8583496
Boku, Inc.	Systems and Methods to Provide Offers on Mobile Devices	11/12/2013	8583504
Boku, Inc.	SYSTEMS AND METHODS TO IDENTIFY CARRIER INFORMATION FOR TRANSMISSION OF BILLING MESSAGES	11/19/2013	8589290
Boku, Inc.	TRANSACTION AUTHENTICATION WITH A NON-MSISDN ID AND AUTHORIZATION BY COMMUNICATING WITH A CONSUMER DEVICE	12/24/2013	8615437
Boku, Inc.	TRANSACTION AUTHENTICATION WITH A VARIABLE-TYPE USER-STORED ACCOUNT IDENTIFIER	01/14/2014	8630904
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE ONLINE TRANSACTIONS	02/25/2014	8660911
Boku, Inc.	OFFER INSERTION SYSTEM	04/01/2014	8688512
Boku, Inc.	Systems and Methods to Selectively Authenticate via Mobile Communications	04/15/2014	8699994
Boku, Inc.	Systems and Methods to Restrict Payment Transactions	04/15/2014	8700524
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS USER INITIATED TRANSACTIONS	04/15/2014	8700530
Boku, Inc.	Effecting an electronic payment	07/01/2014	8768778
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE REPEATED PURCHASES	07/08/2014	8774757
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE REPEATED PURCHASES	07/08/2014	8774758
Boku, Inc.	PASS-THROUGH PAYMENT SYSTEM	08/05/2014	8799162
Boku, Inc.	MERCHANT MANAGED SUBSCRIPTIONS AT A MERCHANT SERVER	04/07/2015	9003078
Boku, Inc.	API METHODS FOR PHONE-ON-FILE OPT-IN AT A MERCHANT SERVER	04/07/2015	9003079
Boku, Inc.	CONFIGURABLE PRICE MATRIX FOR MOBILE BILLING AT A MERCHANT SERVER	04/21/2015	9014664

<u>Grantor</u>	<u>Title</u>	<u>Issue Date</u>	<u>Patent Number</u>
Boku, Inc.	MOBILE BILLING OPERATOR SERVER PROGRAMMED FOR USER ACQUISITION WITHIN A REPEAT PAYMENT COMPUTER SYSTEM	06/23/2015	9066222
Boku, Inc.	ACTIVATING AN ACCOUNT BASED ON AN SMS MESSAGE	08/18/2015	9111301
Boku, Inc.	DEFAULT PHONE BILL CHARGING	09/08/2015	9129320
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS DONATIONS	11/17/2015	9191217
Boku, Inc.	SYSTEMS AND METHODS TO FACILITATE REPEATED PURCHASES	12/01/2015	9202211
Boku, Inc.	BILLING GATEWAY CHARGE METHOD AND SYSTEM	12/29/2015	9224162
Boku, Inc.	MERCHANT SERVER PROGRAMMED FOR USER ACQUISITION WITHIN A REPEAT PAYMENT COMPUTER SYSTEM	02/09/2016	9258691
Boku, Inc.	SILENT SMS TRIGGERING FOR MOBILE BILLING AT A MERCHANT SERVER	02/23/2016	9269101
Boku, Inc.	CONFIGURABLE PRICE MATRIX FOR MOBILE BILLING AT A BILLING SERVER	05/10/2016	9338630
Boku, Inc.	CUSTOMER TO SUPPLIER FUNDS TRANSFER	09/20/2016	9449313
Boku, Inc.	TEXT-TO-BILL TRANSACTION PROCESSING SYSTEM	09/27/2016	9456319
Boku, Inc.	Systems and Methods to Accelerate Transactions	12/13/2016	9519892
Boku, Inc.	PHONE-ON-FILE OPT-IN AT A MERCHANT SERVER	01/31/2017	9558480
Boku, Inc.	TEXT-TO-PAY FOR A NEW SUBSCRIPTION	02/14/2017	9569761
Boku, Inc.	PHONE-ON-FILE AT A BILLING SERVER	02/28/2017	9582791
Boku, Inc.	SYSTEMS AND METHODS TO ADD FUNDS TO AN ACCOUNT VIA A MOBILE COMMUNICATION DEVICE	03/14/2017	9595028
Boku, Inc.	SILENT SMS TRIGGERING FOR MOBILE BILLING AT A BILLING SERVER	04/25/2017	9633341
Boku, Inc.	Systems and Methods to Facilitate Electronic Payments	05/16/2017	9652761
Boku, Inc.	Systems and Methods to Facilitate Retail Transactions	07/04/2017	9697510

<u>Grantor</u>	<u>Title</u>	<u>Issue Date</u>	<u>Patent Number</u>
Boku, Inc.	MERCHANT MANAGED METHOD AND SYSTEM FOR TEXT-TO-PAY SUBSCRIPTIONS AT A BILLING SERVER	10/17/2017	9792631
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS DONATIONS	11/28/2017	9830622
Boku, Inc.	SYSTEMS AND METHODS TO PROVIDE INFORMATION	06/05/2018	9990623
Boku, Inc.	SYSTEM AND METHOD FOR METERED PARKING AT A PARKING SERVER	06/12/2018	9996827
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS TRANSACTION REQUESTS	01/22/2013	8359005
Boku, Inc.	SYSTEMS AND METHODS TO PROCESS TRANSACTIONS BASED ON SOCIAL NETWORKING	02/26/2013	8386353
Boku, Inc.	SYSTEMS AND METHODS FOR PURCHASES ON A MOBILE COMMUNICATION DEVICE	03/05/2013	8392274
Boku, Inc.	SYSTEMS AND METHODS TO PROVIDE ACCESS CONTROL VIA MOBILE PHONES	07/02/2013	8478734
Boku, Inc.	Subscription managed method and system for text-to-pay subscriptions at a subscription server	01/28/2020	10546331
Boku, Inc.	Transaction authentication with a variable-type user-stored account identifier	02/20/2018	9898738
Boku, Inc.	Systems and methods to facilitate online transactions	09/15/2015	9135616
Boku, Inc.	Systems and methods to selectively authenticate via mobile communications	02/17/2015	8958772

PATENT APPLICATIONS

<u>Grantor</u>	<u>Title</u>	<u>Filing Date</u>	<u>Application Number</u>
Boku, Inc.	Systems and Methods to Receive Funds via Mobile Devices	07/06/2011	13177133
Boku, Inc.	TRANSACTION DATA RETRIEVAL AND TARGETING	05/11/2012	13470067
Boku, Inc.	CARD LINKED OFFERS	01/28/2013	13752176
Boku, Inc.	NETWORK SYSTEM WITH REQUEST REDIRECT CAPABILITY FOR MSISDN HEADER ENRICHMENT	05/28/2019	16423666

INTERNATIONAL PATENTS

<u>Grantor</u>	<u>Country</u>	<u>Title</u>	<u>Filing Date</u>	<u>Application/ Patent Number</u>
Boku, Inc.	AU	SYSTEMS AND METHODS TO FACILITATE ONLINE TRANSACTIONS	01/06/2010	2010206986
Boku, Inc.	CA	SYSTEMS AND METHODS TO FACILITATE ONLINE TRANSACTIONS	01/06/2010	2750851
Boku, Inc.	AU	SYSTEMS AND METHODS TO FACILITATE ELECTRONIC PAYMENTS	01/06/2010	2010206987
Boku, Inc.	AU	SYSTEMS AND METHODS TO CONTROL ONLINE TRANSACTIONS	01/06/2010	2010206988
Boku, Inc.	AU	TRANSFERRING FUNDS ELECTRONICALLY	04/07/2009	2009249523
Boku, Inc.	AU	SYSTEMS AND METHODS TO APPROVE ELECTRONIC PAYMENTS	01/14/2010	2010216327
Boku, Inc.	AU	SYSTEMS AND METHODS TO PROCESS TRANSACTION REQUESTS	04/08/2010	2010239537
Boku, Inc.	AU	Systems and methods for purchases on a mobile communication device	08/23/2010	2010301082
Boku, Inc.	AU	SYSTEMS AND METHODS TO SECURE TRANSACTIONS VIA MOBILE DEVICES	12/08/2010	2010328206
Boku, Inc.	AU	SYSTEMS AND METHODS TO FACILITATE ELECTRONIC PAYMENTS	12/07/2010	2010332132
Boku, Inc.	AU	SYSTEMS AND METHODS TO AUTHENTICATE USERS	01/25/2011	2011209757
Boku, Inc.	AU	SYSTEMS AND METHODS TO PROCESS PAYMENTS	01/25/2011	2011219045
Boku, Inc.	AU	SYSTEMS AND METHODS TO PROVIDE OFFERS ON MOBILE DEVICES	03/25/2011	2011232829
Boku, Inc.	AU	SYSTEMS AND METHODS TO IDENTIFY CARRIER INFORMATION FOR TRANSMISSION OF PREMIUM MESSAGES	08/11/2011	2011289300
Boku, Inc.	JP	MERCHANT MANAGED SUBSCRIPTIONS	03/18/2014	6347829
Boku, Inc.	JP	CHARGING GATEWAY	04/28/2014	2018176839
Boku, Inc.	EP	BILLING GATEWAY	04/28/2014	147915243
Boku, Inc.	JP	BILLING GATEWAY	04/28/2014	6409052
Boku, Inc.	JP	PHONE-ON-FILE	06/26/2014	2018165766
Boku, Inc.	JP	PHONE-ON-FILE	06/26/2014	2018165765
Boku, Inc.	JP	Registration phone	06/26/2014	6400698

<u>Grantor</u>	<u>Country</u>	<u>Title</u>	<u>Filing Date</u>	<u>Application/ Patent Number</u>
Boku, Inc.	JP	MERCHANT HOSTED CHECKOUT	07/02/2014	6431058
Boku, Inc.	WO	NETWORK SYSTEM WITH REQUEST REDIRECT CAPABILITY FOR MSISDN HEADER ENRICHMENT	05/28/2019	PCTUS1934139

Schedule B

TRADEMARKS

<u>Grantor</u>	<u>Trademark</u>	<u>Registration Date</u>	<u>Registration Number</u>
Boku, Inc.	BOKU	11/15/2011	4056702
Boku, Inc.	BOKU	10/18/2011	4042492
Boku, Inc.	BOKU	10/18/2011	4042491

TRADEMARK APPLICATIONS

<u>Grantor</u>	<u>Trademark Application</u>	<u>Application Filing Date</u>	<u>Application Serial Number</u>
None			

INTERNATIONAL TRADEMARKS

None

Schedule C

COPYRIGHTS

<u>Copyright</u>	<u>Registration Date</u>	<u>Registration Number</u>
None		

COPYRIGHT APPLICATIONS

<u>Copyright Application</u>	<u>Application Filing Date</u>	<u>Application Serial Number</u>
None		