

06-28-1999

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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof

<p>1. Name of conveying party(ies): <u>H. Brock Kolls</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p> <p>3. Nature of Conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Correction of Assignment Recordation (previously recorded at Reel _____, Frame _____). <input type="checkbox"/> Other</p> <p>Execution Date: <u>June 17, 1999</u></p>	<p>2. Name and address of receiving party(ies): Name: <u>USA Technologies, Inc.</u> Internal Address: _____ Street Address: <u>200 Plant Avenue</u> City: <u>Wayne State: PA</u> ZIP: <u>19087-3520</u> Additional name(s) & address(es) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: <u>June 17, 1999</u> A. Patent Application Number(s) _____ B. Patent Number(s) _____</p> <p>Additional number(s) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p> <p style="text-align: right; font-size: 2em;"><u>09/335327</u></p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Benjamin E. Leace</u></p> <p>Internal Address: <u>Ratner & Prestia</u></p> <p>Street Address: <u>Suite 301, One Westlakes, Berwyn,</u> <u>P.O. Box 980</u> City: <u>Valley Forge</u> State: <u>PA</u> ZIP: <u>19482-0980</u></p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>40</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>18-0350</u> (Attach duplicate copy of this page if paying by deposit account.)</p>

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Daniel N. Calder

Name of Person Signing

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Date

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ASSIGNMENT

WHEREAS, I, **H. Brock Kolls**, of 52 Norwood House Road, Downingtown, PA 19335, (hereinafter referred to as "**ASSIGNOR**") have made an invention entitled **A PHONE HAVING ACCESS TO THE INTERNET FOR THE PURPOSES OF TRANSACTING E-MAIL, E-COMMERCE, AND E-BUSINESS, AND FOR COMMUNICATING VOICE AND DATA**, for which, on even date herewith, the **ASSIGNOR** executed an application for United States Letters Patent;

WHEREAS, the **ASSIGNEE, USA Technologies, Inc., 200 Plant Avenue, Wayne, Pennsylvania 19087-3520**, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, is desirous of acquiring the entire interest in and to said invention and the Letters Patent to be obtained therefor;

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and of other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned, intending to be legally bound, does hereby sell, assign and transfer to the **ASSIGNEE** the **ASSIGNOR'S** entire right, title and interest, for the United States of America, its territories and possessions, and for all foreign countries, in said invention, including said patent application, all divisions and continuations thereof, all rights to claim priority based thereon, all rights to file foreign applications on said invention, and all letters patent and reissues thereof, issuing for said invention in the United States of America and in any and all foreign countries.

It is agreed that **ASSIGNOR** shall be legally bound, upon request and at the expense of the **ASSIGNEE** or its successors or assigns or a legal representative thereof, to supply all information and evidence of which the undersigned has knowledge or possession, relating to the making and practice of said invention, to testify in any legal proceeding relating thereto, to execute all instruments and do such other acts as may be necessary and proper to patent the invention in the United States of America and foreign countries in the name of the **ASSIGNEE** and to execute all instruments proper to carry out the intent of this instrument.

ASSIGNOR hereby warrants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

IN WITNESS WHEREOF, this Assignment is executed on the day indicated below.

ASSIGNOR #1:

Typed Name: **H. Brock Kolls**

HB Kolls
Signature

Date: 6/17/99

Witness as to ASSIGNOR #1: (Optional) _____

ASSIGNOR #2:

Typed Name:

Signature

Date: _____

Witness as to ASSIGNOR #2: (Optional) _____