

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3224251

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
DIGITAL RIVER, INC.	02/12/2015
RECEIVING PARTY DATA	
Name:	CORTLAND CAPITAL MARKET SERVICESLLC, AS COLLATERAL AGENT
Street Address:	225 WEST WASHINGTON STREET
Internal Address:	21ST FLOOR
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60606
PROPERTY NUMBERS Total: 100	
Property Type	Number
Patent Number:	5870543
Patent Number:	5883954
Patent Number:	5883955
Patent Number:	5887060
Patent Number:	5903647
Patent Number:	5907617
Patent Number:	6721780
Patent Number:	6963874
Patent Number:	6981017
Patent Number:	7058597
Patent Number:	7092997
Patent Number:	7165051
Patent Number:	7185063
Patent Number:	7188214
Patent Number:	7269784
Patent Number:	7296051
Patent Number:	7487261
Patent Number:	7548947
Patent Number:	7617124

PATENT

Property Type	Number
Patent Number:	7631035
Patent Number:	7647323
Patent Number:	7720922
Patent Number:	7765274
Patent Number:	7836177
Patent Number:	7881972
Patent Number:	7962594
Patent Number:	8050980
Patent Number:	8145537
Patent Number:	8156041
Patent Number:	8160909
Patent Number:	8165919
Patent Number:	8165922
Patent Number:	8190493
Patent Number:	8200537
Patent Number:	8230089
Patent Number:	8271396
Patent Number:	8352318
Patent Number:	8374918
Patent Number:	8458043
Patent Number:	8510454
Patent Number:	8516057
Patent Number:	8566461
Patent Number:	8566462
Patent Number:	8732841
Patent Number:	8769479
Patent Number:	8856094
Patent Number:	8874487
Patent Number:	6164528
Patent Number:	6547129
Patent Number:	RE40220
Application Number:	14596029
Application Number:	14588026
Application Number:	14530416
Application Number:	14528796
Application Number:	14503132
Application Number:	14503114
Application Number:	14503098

Property Type	Number
Application Number:	62057118
Application Number:	62057114
Application Number:	61926760
Application Number:	61922280
Application Number:	61898089
Application Number:	61897684
Application Number:	14319980
Application Number:	14314976
Application Number:	14301067
Application Number:	14215957
Application Number:	14213208
Application Number:	14160512
Application Number:	14060445
Application Number:	13965907
Application Number:	13948073
Application Number:	13919695
Application Number:	13888215
Application Number:	13870956
Application Number:	13666316
Application Number:	13494507
Application Number:	13458367
Application Number:	13446628
Application Number:	13358440
Application Number:	13304191
Application Number:	12872832
Application Number:	12626542
Application Number:	12364322
Application Number:	12195990
Application Number:	12172028
Application Number:	11925596
Application Number:	11923281
Application Number:	11694878
Application Number:	11686858
Application Number:	11565613
Application Number:	11565604
Application Number:	11354350
Application Number:	11107484
Application Number:	10403596

Property Type	Number
Application Number:	10403359
Application Number:	10351875
Application Number:	10128598
Application Number:	10128597
Application Number:	10128595

CORRESPONDENCE DATA

Fax Number: (617)526-9899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: CHRISTINE SLATTERY

Address Line 1: PROSKAUER ROSE LLP

Address Line 2: ONE INTERNATIONAL PLACE

Address Line 4: BOSTON, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	66478/105
NAME OF SUBMITTER:	CHRISTINE SLATTERY
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	02/12/2015

Total Attachments: 10

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NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE COLLATERAL AGENT PURSUANT TO OR IN CONNECTION WITH THIS SECOND LIEN GRANT OF SECURITY INTEREST, THE TERMS OF ANY OTHER SECURITY DOCUMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE COLLATERAL AGENT HEREUNDER AND THEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT DATED AS OF FEBRUARY 12, 2015 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE “INTERCREDITOR AGREEMENT”), AMONG MACQUARIE US TRADING LLC, AS THE FIRST LIEN PRIORITY REPRESENTATIVE, AND CORTLAND CAPITAL MARKET SERVICES LLC, AS SECOND LIEN PRIORITY REPRESENTATIVE. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS SECOND LIEN GRANT OF SECURITY INTEREST OR ANY OTHER SECURITY DOCUMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL CONTROL.

SECOND LIEN GRANT OF SECURITY INTEREST
PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Digital River, Inc., a Delaware corporation (the “Grantor”), with principal offices at 10380 Bren Road West, Minnetonka, Minnesota 55343, on this 12th day of February, 2015, hereby pledges and grants to CORTLAND CAPITAL MARKET SERVICES LLC, as Collateral Agent (the “Grantee”) with principal offices at 225 West Washington Street, 21st Floor, Chicago, IL, 60606, a security interest in (A) (i) all letters patent of the United States, any other country or any political subdivision thereof, all reissues and extensions thereof, (ii) all applications for letters patent of the United States, any other country or any political subdivision thereof, and all reissues, divisionals, continuations and continuations in part, renewal applications and all renewals thereof, (iii) all rights to obtain any reissues, reexaminations or extensions of the foregoing and (iv) the right to sue for past, present and future infringements thereof (the “Patents”), as set forth on Schedule A attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, and (B) all written agreements providing for the grant by or to any Grantor of any right to manufacture, use, sell or otherwise exploit any invention covered in whole or in part by a Patent (the “Patent Licenses”) as set forth on Schedule A attached hereto and all reissues, continuations, continuations-in-part and extensions thereof, in each case of the foregoing, together with all Proceeds (as such term is defined in the Guarantee and Collateral Agreement referred to below) of the Patents, and all causes of action arising prior to or after the date hereof for infringement of any of the Patents.

THIS GRANT OF SECURITY INTEREST (this “Grant”), is made to secure the satisfactory performance and payment of all the “Obligations” of the Grantor, as such term is defined in the Second Lien Guarantee and Collateral Agreement made by the Grantor and the other grantors from time to time party thereto in favor of the Grantee, dated as of February 12, 2015 (as the same may be amended, restated, modified and/or supplemented from time to time, the “Guarantee and Collateral Agreement”).

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guarantee and Collateral Agreement. The rights and remedies of the Grantee

with respect to the security interest granted herein are more fully set forth in the Guarantee and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern. This Grant may be executed in counterparts and by the different parties hereto on separate counterparts, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of this Agreement by facsimile or other electronic method of transmission shall be equally effective as delivery of an original executed counterpart.

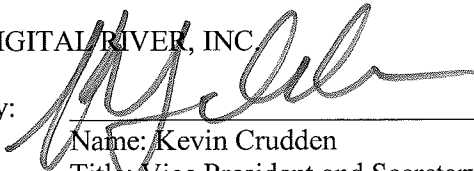
This Grant shall be governed by the laws of the State of New York.

Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Agent pursuant to this Second Lien Grant of Security Interest and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict or inconsistency between the Intercreditor Agreement and this Assumption Agreement, the terms of the Intercreditor Agreement shall govern and control.

This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Agreement by facsimile transmission or by electronic mail in “portable document format” or “tif” format shall be effective as delivery of a manually executed counterpart hereof.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has hereto set its name as of the date first written above.

DIGITAL RIVER, INC
By: 
Name: Kevin Crudden
Title: Vice President and Secretary

IN WITNESS WHEREOF, the undersigned has hereto set its name as of the date first written above.

CORTLAND CAPITAL MARKET SERVICES
LLC

By:



Name: Emily Ergang Pappas

Title: Associate Counsel

[Signature Page – Second Lien Patent Security Agreement]

PATENT
REEL: 034981 FRAME: 0436

SCHEDULE A

Patents:

Patents			
Patent No.	APN	371 Date	Title
5,870,543	08/814,832	3/11/1997	System for Preventing Unauthorized Copying of Active Software
5,883,954	08/475,798	6/7/1995	Self-Launching Encrypted Try Before You Buy Software Distribution System
5,883,955	08/485,637	6/7/1995	On-Line Try Before You Buy Software Distribution System
5,887,060	08/892,305	7/14/1997	Central Database System for Automatic Software Program Sales
5,903,647	08/478,014	6/7/1995	Self-Launching Encrypted Digital Information Distribution System
5,907,617	08/892,306	7/14/1997	Try Before You Buy Software Distribution and Marketing System
6,721,780	09/436,136	11/9/1999	Predictive Pre-Download of Network Objects
6,963,874	10/128,594	4/22/2002	Web-Site Performance Analysis and Method Utilizing Web-Site Traversal Counters and Histograms
6,981,017	09/734,910	12/11/2000	Predictive Pre-Download Using Normalized Network Object Identifiers
7,058,597	09/372,253	8/11/1999	Apparatus and Method for Adaptive Fraud Screening for Electronic Commerce Transactions
7,092,997	09/923,292	8/6/2001	Template Identification with Differential Caching
7,165,051	11/067,396	2/22/2005	Electronic Commerce System and Method for Detecting Fraud
7,185,063	09/888,374	6/22/2001	Content Delivery Network Using Differential Caching
7,188,214	09/923,809	8/7/2001	Efficient Compression Using Differential Caching
7,269,784	09/827,268	4/4/2001	Server-Originated Differential Caching
7,296,051	10/079,932	2/19/2002	Predictive Pre-download of Templates with Delta Encoding
7,487,261	10/082,493	2/22/2002	Delta Caching Service
7,548,947	11/262,225	10/28/2005	Predictive Pre-Download of a Network Object
7,617,124	09/492,844	1/27/2000	Apparatus and Method for Secure Downloading of Files
7,631,035	10/128,596	4/22/2002	Path-Analysis Toolbar
7,647,323	11/221,555	9/8/2005	Web-Site Performance Analysis System and Method of Providing a Web-Site Performance Analysis Service

7,720,922	11/925,417	10/26/2007	Email Content Builder System and Method
7,765,274	11/203,041	8/12/2005	New Template Identification With Differential Caching
7,836,177	12/341,746	12/22/2008	Network Object Predictive Pre-Download Device
7,881,972	11/549,042	10/12/2006	Electronic Commerce System and Method for Detecting Fraud
7,962,594	11/679,158	2/26/2007	Delivering Content on a Network Using Differential Caching System and Method
8,050,980	12/569,148	9/29/2009	Secure Downloading of a File from a Network System and Method
8,145,537	12/390,910	2/23/2009	Integrated Software Network Agent
8,156,041	10/881,981	6/29/2004	Dynamic Indicator for Context Sensitive Real-Time Communications
8,160,909	12/026,541	2/5/2008	Site Optimizer
8,165,919	11/694,884	3/30/2007	Web-Based Product Ordering Method with Shopping Carts Actions Queued
8,165,922	11/686,843	3/15/2007	Physical on Demand Testing with Version Support
8,190,493	11/694,925	3/30/2007	Shopping Cart Services System and Method
8,200,537	11/695,579	4/2/2007	Integrated Retailer Process
8,230,089	12/731,976	3/25/2010	On-Site Dynamic Personalization System and Method
8,271,396	11/549,036	10/12/2006	Electronic Commerce System and Method for Detecting Fraud
8,352,318	12/129,480	5/29/2008	Exclusivity in Internet Marketing Campaigns System and Method
8,374,918	13/398,961	2/17/2012	Integrated Software Network Agent
8,458,043	13/419,950	3/14/2012	Web-Based Product Ordering Method
8,510,454	11/744,085	5/3/2007	Mapped Parameter Sets Using Bulk Loading System and Method
8,516,057	11/565,618	11/30/2006	Subscriber List System and Method
8,566,461	11/148,594	6/8/2005	Managed Access to Media Services
8,566,462	11/432,156	5/10/2006	Methods of Controlling Access to Network Content Referenced within Structured Documents

8,732,841	11/107,107	4/14/2005	Software License Server with Geographic Location Validation
8,769,479	11/669,935	1/31/2007	Physical on Demand
8,856,094	12/116,125	5/6/2008	Remote Segmentation System and Method
8,874,487	11/106,770	4/14/2005	Software Wrapper Having Use Limitation within a Geographic Boundary ¹
6,164,528	08/775,400	12/31/1996	Check Writing Point of Sale System
6,547,129	10/096,019	3/11/2002	Check Writing Point of Sale System
RE40,220	10/889,639	7/12/2004	Check Writing Point of Sale System

Patent Applications:

Patent Applications			
APN	371 Date	B & A Docket Number	Title
14596029		1142186US2	Extensibility Framework System and Method
14588026		1142.185US1	Session Management in Multi-Tenant, Multi-Data Center Environment System and Method
14530416		1142.184US1	Private Store Providing Special Pricing and Other Restrictions Based Upon Specific Groups and Products
14528796		1142.183USC1	Fast Provisioning of Platform-as-a-service system and method

¹ Scheduled to be issued on 10/28/2014.

14503132		1142.176US4	Fast Provisioning Service for Cloud Computing
14503114		1142.176US3	Fast Platform Provisioning Service for Cloud Computing
14503098		1142.176US2	Fast Provisioning Virtualization Network System and Method
62057118		1142.192USP1	Dispatch Gateway for Ecommerce Platform System and Method
62057114		1142.191USP1	Mobile Commerce Payment System and Method
61926760	1/13/2014	1142.186USP1	Extensibility Framework
61922280	12/31/2013	1142.185USP1	Session Management in Multi-Data Center, Multi-Tenant Environment
61898089	10/31/2013	1142.184USP1	Hosted Software Application Providing Pricing and Other Restrictions Based Upon Specific Groups and Products (Private Stores)
61897684	10/30/2013	1142.183USP1	Fast Provisioning of Platform as a Service
14319980	6/30/2014	1142.002US2	Physical On Demand
14314976	6/25/2014	1142.181US1	Channel Partners System and Method
14301067	6/10/2014	1142.029US2	Scaled Subscriber Profile Groups for Emarketers
14215957	3/17/2014	1142.174US1	Functional Software Testing Framework for Determinative Testing
14213208	3/14/2014	1142.178US1	Technology Asset Tracking System and Method
14160512	1/21/2014	1142.173US1	Cross Channel Conversion Tracking System and Method
14060445	10/22/2013	1142.032US2	Managed Access to Media Services
13965907	8/13/2013	1142.003US2	Mapped Parameter Sets Using Bulk Loading System and Method
13948073	7/22/2013	1142.177US1	Ecommerce High Volume Order Management System and Method
13919695	6/17/2013	1142.176US1	Fast Provisioning Service for Cloud Computing
13888215	5/6/2013	1142.038US2	Ecommerce Purchase Eligibility Determination System and Method

13870956	4/25/2013	1142.100US1	Content Entitlement Console System and Method
13666316	11/1/2012	1142.046US1	Chargeback Automation System and Method
13494507	6/12/2012	1142.027US2	Half-Graphical User Interface Order Processing Method and Web Service
13458367	4/27/2012	1142.015US6	Scheduling of a File Download and Search for Updates
13446628	4/13/2012	1142.044US1	Ecommerce Failover System and Method
13358440	1/25/2012	1142.175US1	Email Strategy Templates System and Method
13304191	11/23/2011	1142.042US1	In Application Commerce System and Method with Fraud Detection
12872832	8/31/2010	1142.041US1	Affiliate Network Hybrid Tracking System and Method
12626542	11/25/2009	1142.038US1	Ecommerce Purchase Eligibility Determination System and Method
12364322	2/2/2009	1142.037US1	Centralized Media Production System and Method
12195990	8/21/2008	1142.027US1	Half-Graphical User Interface Order Processing System and Method
12172028	7/11/2008	1142.029US1	Scaled Subscriber Profile Groups for Emarketers
11925596	10/26/2007	1142.026US1	Centralized Payment Gateway System and Method
11923281	10/24/2007	1142.030US1	Localized Time Zone Delivery System and Method
11694878	3/30/2007	1142.010US1	Physical On Demand Product Creation System and Method
11686858	3/15/2007	1142.022US1	Page Builder System and Method
11565613	11/30/2006	1142.018US1	SubAccounts System and Method
11565604	11/30/2006	1142.016US1	Dynamic Content System and Method
11354350	2/14/2006	1142.021US1	Affiliate Network Cross Publication System and Method
11107484	4/14/2005	1142.007US1	Electronic storefront that limits download of software wrappers based on geographic location
10403596	3/31/2003	1142.015US7	Screen displays for showing the status of a file download
10403359	3/31/2003	1142-015DIV1	Apparatus and method for using application signatures for the identification of files

10351875	1/27/2003	1142.014US1	Integration Toolbar
10128598	4/22/2002	1142.013US1	Interactive Path Analysis
10128597	4/22/2002	1142.012US1	Dynamic Path Analysis
10128595	4/22/2002	1142.011US1	Web Page Performance Toolbar

*All patents are assigned to, or owned by, Digital River, Inc.