

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4201476

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/20/2016

CONVEYING PARTY DATA

Name	Execution Date
DEVICEAUTHORITY, INC.	04/20/2016

RECEIVING PARTY DATA

Name:	CRYPTOSOFT LIMITED
Street Address:	5TH FLOOR, ONE NEW CHANGE
City:	LONDON
State/Country:	ENGLAND
Postal Code:	EC4M 9AF

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	13791006

CORRESPONDENCE DATA**Fax Number:** (202)842-7899*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:** 2028427800**Email:** llovato@cooley.com**Correspondent Name:** COOLEY LLP**Address Line 1:** 1299 PENNSYLVANIA AVENUE, NW**Address Line 2:** ATTN: PATENT GROUP**Address Line 4:** WASHINGTON, D.C. 20004

ATTORNEY DOCKET NUMBER:	DEVI006/C01US 329107-2015
NAME OF SUBMITTER:	JOSEPH TEJA JR.
SIGNATURE:	/Joseph Teja, Jr./
DATE SIGNED:	12/27/2016

Total Attachments: 16

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DATED April 20, 2016

(1) THE SELLERS

AND

(2) CRYPTOSOFT LIMITED

AGREEMENT FOR THE ACQUISITION OF THE ENTIRE
ISSUED SHARE CAPITAL OF DEVICEAUTHORITY, INC.

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THIS AGREEMENT is made on April 20, 2016

BETWEEN:

- (1) **THE PERSONS** whose names and addresses are listed in **Part 1** of **SCHEDULE 1** (the "**Sellers**"); and
- (2) **CRYPTOSOFT LIMITED** incorporated in England and Wales with registered number 04676191 whose registered office is at 5th Floor, One New Change, London, EC4M 9AF (the "**Buyer**"),

(each "**Seller**" and the "**Buyer**" being a "**Party**" and the "**Sellers**" and the "**Buyer**" together being the "**Parties**").

BACKGROUND:

- (A) The Company (as defined below) is a corporation incorporated in the State of Delaware in the United States of America. Details of the Company are set out in **Part 2** of **SCHEDULE 1**.
- (B) The Sellers are the legal and beneficial owner of the Sale Shares (as defined below), being in aggregate the entire issued and outstanding share capital of the Company.
- (C) The Sellers have agreed to dispose of and the Buyer has agreed to acquire the Sale Shares via the Merger (defined below) subject to the terms of this Agreement and all agreements incorporated herein including, without limitation, the Merger Agreement (defined below).
- (E) The Parties shall enter into on even date of this Agreement, a Shareholders' Agreement governing the relationship between the Parties once Completion under this Agreement has occurred.
- (F) For the avoidance of doubt, this Agreement, the Merger Agreement and the Shareholders' Agreement shall become effective simultaneously.
- (G) The Parties acknowledge that by mutual consent this transaction will be structured as a merger and references to transferring the Sale Shares in exchange for the agreed upon consideration shall be accomplished via the Merger.
- (H) The Parties intend that (i) this Agreement, the Merger Agreement, and the Shareholders' Agreement together constitute a "plan of reorganization" within the meaning of United States Treasury Regulation Sections 1.368-2(g) and 1.368-3, (ii) that such plan qualify as a reorganization within the meaning of Section 368(a) of the Code as a reverse subsidiary merger, and (iii) that the transactions contemplated herein and in the Merger Agreement not be subject to Section 367 of the Code (collectively, the "**Intended Tax Treatment**").

IT IS AGREED:

1. **DEFINITIONS AND INTERPRETATION**

1.1 In this Agreement unless the context otherwise requires:

"Accounts"

"Accounts Date" [REDACTED]

"Additional Shares" [REDACTED]

"Affiliate"

[REDACTED]

"Agreed Form"

[REDACTED]

"Articles of Association"

[REDACTED]

"Business Day"

[REDACTED]

"Buyer Accounts"

[REDACTED]

"Buyer Accounts Date"

[REDACTED]

"Buyer Compliance
Warranty"

[REDACTED]

"Buyer Disclosure Letter"

[REDACTED]

"Buyer Employee
Warranties"

[REDACTED]

"Buyer Fundamental
Warranties"

[REDACTED]

"Buyer General
Warranties"

[REDACTED]

"Buyer Intellectual
Property Warranties"

[REDACTED]

"Buyer Reorganisation
Warranties"

[REDACTED]

"Buyer Tax Warranty"

[REDACTED]

"Buyer Warranties"

[REDACTED]

"Buyer Warranty Claim"

"Code"

"Common Stock"

"Company"

DeviceAuthority, Inc., a Delaware corporation, further details of which are set out in **Part 2** of **SCHEDULE 1**;

"Completion"

"Completion Date"

"Compliance Warranties"

"Consideration Class A Ordinary Shares"

"Consideration Class A Preference Shares"

"Consideration Shares"

"Control"

"Cryptosoft Intellectual Property"

"Data Room"

"Disclosed"

"Disclosure Bundle"

"Employee Warranties"

"Encumbrance"

"Fundamental
Warranties"

"General Warranties"

"Group"

"Intellectual Property"

the intellectual property of the Company as set out at
SCHEDULE 5;

"Intellectual Property
Warranties"

"IRS"

"Material Adverse Effect"

"Purchase Price"

"Requisite Sellers"

"Sale Shares"

"Series A Preferred
Shares"

"Seller Disclosure Letter"

"Shareholders'
Agreement"

"Subscription Price"

"Tax"

"Tax Return"

"Tax Warranties"

"Third Party Claim"

"Unvested Options"

"Warranties"

"Warranty Claim"

SCHEDULE 1

Part 1 – THE SELLERS

HOLDER NAME AND ADDRESS	COMMON STOCK	SERIES A PREFERRED STOCK	SERIES A PREFERRED STOCK (ISSUED UPON NOTE CONVERSION)
Alsop Louie Capital 3, L.P. 943 Howard Street, San Francisco, CA 94103		██████████	██████████
D/A Investment Holdings LLC Legacy Town Center I, Suite 380 7160 Dallas Parkway Plano, Texas 75024	██████████		
The Morse Family Trust, dated October 25, 2012 1005 Laguna Creek Lane, Pleasanton, CA 94566			██████████
JR MV Golf Properties, LLC 1 Mauchly Attention: Kai MacDonald Irvine, CA 92618			██████████

Part 2 – THE COMPANY

Name:	DeviceAuthority, Inc.
Date and place of incorporation:	State of Delaware, USA
Previous names and date of change:	None
Registered number:	5434661
Registered office:	850 New Burton Road, Suite 201, Dover, DE 19904
Authorized Share Capital	██
Issued share capital:	██
Directors (names and addresses):	William Crowell c/o DeviceAuthority, Inc. 39300 Civic Center Drive, Suite 180 Fremont, CA 94538 Talbot Harty c/o DeviceAuthority, Inc. 39300 Civic Center Drive, Suite 180 Fremont, CA 94538 Craig Etchegoyen c/o DeviceAuthority, Inc. 39300 Civic Center Drive, Suite 180

	Fremont, CA 94538 Tim Morse c/o DeviceAuthority, Inc. 39300 Civic Center Drive, Suite 180 Fremont, CA 94538
Secretary (name and address):	Talbot Harty c/o DeviceAuthority, Inc. 39300 Civic Center Drive, Suite 180 Fremont, CA 94538

SCHEDULE 5

INTELLECTUAL PROPERTY OF THE COMPANY

U.S. PROV.	U.S. NON-PR.	US PATENT	TITLE	SECURITY CATEGORY	REQUIRED ACTION	STATUS	IP Portfolio Status	YEAR FILED	YEAR ISSUED	PUBLISHED
61/866,856	13/919,883*	8,438,394	TRANSACTION VERIFICATION	ONLINE SECURITY	ASSIGN	3. RECEIVED	PUBLISHED	2012	2014	2014
61/694,612	13/923,123*	8,464,059	ADAPTIVE DEVICE IDENTIFICATION	DEVICE AUTHENTICATION	ASSIGN	3. FOA(1)	PUBLISHED	2012	2014	2014
61/682,096	13/922,605*	8,213,907	DEVICE IDENTIFICATION USING SYNTHETIC DEVICE KEYS	DEVICE AUTHENTICATION	ASSIGN	3. OA(1)	ABANDONED	2012	2014	2014
61/787,453	14/264,782	8,087,092	DYNAMIC VOICEPRINT AUTHENTICATION	DEVICE AUTHENTICATION	ASSIGN	1. FILED	ABANDONED	2013		
61/986,613	N/A	8,446,834	VERIFICATION THAT AN AUTHENTICATED USER IS IN PHYSICAL POSSESSION OF A CLIENT DEVICE	DEVICE AUTHENTICATION	ASSIGN	1. FILED	FILED	2013		
61/433,048	13/179,387*	8,316,421	DEVICE-BOUND CERTIFICATE AUTHENTICATION	DEVICE AUTHENTICATION	ASSIGN	4. ISSUED	ISSUED	2011	2013	2013
61/496,508	13/517,594*	8,756,386	HARDWARE IDENTITY IN MULTI-FACTOR AUTHENTICATION AT THE APPLICATION LAYER	DEVICE AUTHENTICATION	ASSIGN	4. ISSUED	ISSUED	2011	2014	2014
61/252,521	12/900,946	8,726,407	AUTHENTICATION OF COMPUTING AND COMMUNICATIONS HARDWARE	DEVICE AUTHENTICATION	ASSIGN	4. ISSUED	ISSUED	2010	2014	2014
61/218,593	12/784,455	8,047,458	NETWORK ACCESS PROTECTION	NETWORK SECURITY	ASSIGN	4. ISSUED	ISSUED	2010	2015	2015
61/216,593	12/784,464	8,316,421	SYSTEM AND METHOD FOR SECURED COMMUNICATIONS	SECURE COMMUNICATIONS	ASSIGN	3. ON APPEAL	PUBLISHED	2010		
61/219,492	12/813,412	8,316,421	SYSTEM AND METHOD FOR SECURED COMMUNICATIONS BY EMBEDDED PLATFORMS	SECURE COMMUNICATIONS	ASSIGN	3. ON APPEAL	ABANDONED	2010		
61/220,112	12/792,359	8,316,421	USE OF A FINGERPRINT WITH AN ON-LINE OR NETWORKED PAYMENT AUTHORIZATION SYSTEM	ONLINE SECURITY	ASSIGN	3. ON APPEAL	PUBLISHED	2010		
60/992,704	12/929,419	8,464,059	SYSTEM AND METHOD FOR DEVICE BOUND PUBLIC KEY INFRASTRUCTURE	DEVICE AUTHENTICATION	ASSIGN	4. ISSUED	ISSUED	2008	2013	2013
61/228,998	12/828,473	8,213,907	SYSTEM AND METHOD FOR SECURED MOBILE COMMUNICATION	SECURE COMMUNICATIONS	LICENSE	4. ISSUED	ISSUED	2010	2012	2012
60/713,936	11/470,235	8,087,092	METHOD AND APPARATUS FOR DETECTION OF TAMPERING ATTACKS	DEVICE AUTHENTICATION	ASSIGN	4. ISSUED	ISSUED	2006	2011	2011
61/443,598	13/279,164*	8,446,834	TRACEBACK PACKET TRANSPORT PROTOCOL	NETWORK SECURITY	ASSIGN	4. ISSUED	ISSUED	2011	2013	2013
61/252,960	12/903,948	8,316,421	SYSTEM AND METHOD FOR DEVICE AUTHENTICATION WITH BUILT-IN TOLERANCE	DEVICE AUTHENTICATION	LICENSE	4. ISSUED	ISSUED	2010	2012	2012
61/435,048	13/793,006	8,756,386	DEVICE-BOUND CERTIFICATE AUTHENTICATION (cont.)	DEVICE AUTHENTICATION	ASSIGN	1. FILED	FILED	2011	2014	2014
61/443,598	13/871,784	8,756,386	TRACEBACK PACKET TRANSPORT PROTOCOL (cont.)	NETWORK SECURITY	ASSIGN	4. ISSUED	ISSUED	2011	2013	2013
61/219,605	12/813,424	8,316,421	IDENTIFICATION OF EMBEDDED SYSTEM DEVICES	INFRASTRUCTURE	ASSIGN	4. ISSUED	ISSUED	2010	2015	2015
	14/701,893		Identification Of Embedded System Devices	INFRASTRUCTURE	ASSIGN	1. FILED	FILED	2010		
U.S. TRADEMARKS										
85020441	THE DEVICE IS THE KEY	4,485,759			ASSIGN	4. REGISTERED		2012	2014	2014
86069386	METAUTHORITY and design	(abandoned)			ASSIGN	3. OA(1)		2013		
86068660	METAUTHORITY	(abandoned)			ASSIGN	3. OA(1)		2013		
86070485	DEVICELINK	(abandoned)			ASSIGN	3. OA(1)		2013		
86180994	D-FACTOR	allowed			ASSIGN	3. NOA		2014		
8635371	Circle design	pending			ASSIGN	1. FILED		2014		
* AU INNOVATION PATENTS										
2012101560	TRANSACTION VERIFICATION				ASSIGN	4. ISSUED		2012	2012	2012
2012101558	ADAPTIVE DEVICE IDENTIFICATION				ASSIGN	4. ISSUED		2012	2012	2012
2012101559	DEVICE IDENTIFICATION USING SYNTHETIC DEVICE KEYS				ASSIGN	4. ISSUED		2012	2012	2012
2011100168	DEVICE-BOUND CERTIFICATE AUTHENTICATION				ASSIGN	4. ISSUED		2011	2011	2011
2011101295	HARDWARE IDENTITY IN MULTI-FACTOR AUTHENTICATION AT THE APPLICATION LAYER				ASSIGN	4. ISSUED		2011	2011	2011
2011100349	TRACEBACK PACKET TRANSPORT PROTOCOL				ASSIGN	4. ISSUED		2011	2011	2011
FOREIGN PATENTS										
DOCKET NO.	APPL NO.	PATENT NO.								
DV-EP-EN-002	EP08859003.9		SYSTEM AND METHOD FOR DEVICE BOUND PUBLIC KEY INFRASTRUCTURE			2. PUBLISHED		2008	2010	2010
DV-EP-SC-010	EP10164812.9		SYSTEM AND METHOD FOR SECURED COMMUNICATIONS			2. PUBLISHED		2010	2010	2010
DV-EP-DA-012	EP10164813.7		NETWORK ACCESS PROTECTION			2. PUBLISHED		2010	2012	2012
DV-EP-DA-015	EP10165959.7		IDENTIFICATION OF EMBEDDED SYSTEM DEVICES			3. ORAL PRCD		2010	2010	2010
DV-EP-C-033	EP10165950.6	2268071	SYSTEM AND METHOD FOR SECURED COMMUNICATIONS BY EMBEDDED PLATFORMS			4. ISSUED		2010	2010	2010
DV-DE-C-033	EP10165950.6	2268071	SYSTEM AND METHOD FOR SECURED COMMUNICATIONS BY EMBEDDED PLATFORMS			4. ISSUED		2010	2010	2010
DV-JUK-C-033	EP10165950.6	2268071	SYSTEM AND METHOD FOR SECURED COMMUNICATIONS BY EMBEDDED PLATFORMS			4. ISSUED		2010	2010	2010
DV-EP-WA-041	EP10165177.6		USE OF A FINGERPRINT WITH AN ON-LINE OR NETWORKED PAYMENT AUTHORIZATION SYSTEM			2. FILED		2010	2011	2011
DV-EP-DA-045	EP10187590		AUTHENTICATION OF COMPUTING AND COMMUNICATIONS HARDWARE			3. PUBLISHED		2010	2011	2011

NOTES:

1. A REQUIRED ACTION OF "ASSIGN" means that the patent or application was assigned to or is owned by DeviceAuthority. Additionally, a restricted license will be granted to Uniloc solely for the purpose of pursuing patent infringement litigation.
2. A REQUIRED ACTION OF "LICENSE" means that an unrestricted license was provided to DeviceAuthority. Uniloc retains the ownership rights to the patent or application.
3. U.S. Nonprovisional Applications with an asterisk claim priority to an Australian Innovation Patent bearing the same title.

SPA

This Agreement has been executed and delivered as a deed on the date written at the beginning of it.

SIGNED as a Deed
(but not delivered until dated) by

Jan B. Dasso 4/18/16
Attorney-in-Fact for
CRYPTOSOFT LIMITED in the presence of:

Signature of Witness:

Mari S. Cloper

Name of Witness:

MARI S. Cloper

Address:

650 Kite Hill Rd
Orinda, CA 94563

Occupation:

self-employed

SIGNED as a Deed)
(but not delivered until dated) by for and on behalf)
of **ALSOP LOUIE CAPITAL 3, L.P.** by)
Alsop Louie Partners 3, L.L.C., its General)
Partner)

By Bill Crowell

Name: Bill Crowell
Title: Partner

in the presence of:

Signature of Witness: Kimberly Radford

Name of Witness: KIMBERLY RADFORD

Address: 220 SANDSPPOINT RD
LONGBOAT KEY FL 34228

Occupation: GUEST SERVICES
MANAGER

SIGNED as a Deed)
(but not delivered until dated) by)
a _____ for and on behalf of)
JR MV GOLF PROPERTIES, LLC in the)
presence of.)

Signature of Witness:

Name of Witness:

Address:

Occupation:

70637017.2AM71
120650140 v12

43

PATENT
REEL: 040774 FRAME: 0033

This Agreement has been executed and delivered as a deed on the date written at the beginning of it.

SIGNED as a Deed
(but not delivered until dated) by)
)
a director for and on behalf of)
CRYPTOSOFT LIMITED in the presence of:)

Signature of Witness:

Name of Witness:

Address:

Occupation:

SIGNED as a Deed
(but not delivered until dated) by Craig
Etcheberry)
a manager for and on behalf of)
D/A INVESTMENT HOLDINGS LLC in the)
presence of:



Ben Garner

Signature of Witness:

Ben Garner

Name of Witness:

Ben Garner

Address:

P.O. Box 2681
Kailua-Kona, HI 96745

Occupation:

Real Estate Salesperson / Realtor

SIGNED as a Deed
(but not delivered until dated) by Tim Morse

)
)
)


a TRUSTEE for and on behalf of
THE MORSE FAMILY TRUST in the presence of:



Signature of Witness:



Name of Witness:

Julie S Morse

Address:

1005 Laguna Creek Lane
Pleasanton CA 94566

Occupation:

homemaker

SIGNED as a Deed)
(but not delivered until dated) by for and on behalf)
of ALSOP LOUIE CAPITAL 3, L.P. by)
Alsop Louie Partners 3, L.L.C., its General)
Partner)

By _____

Name: Bill Crowell
Title: Partner

in the presence of:

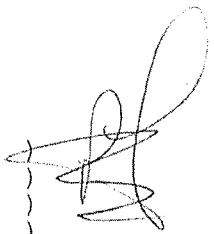
Signature of Witness:

Name of Witness:

Address:

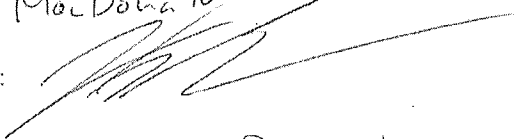
Occupation:

SIGNED as a Deed Robert Friedman)
(but not delivered until dated) by)
a Manager for and on behalf of)
JR MV GOLF PROPERTIES, LLC in the)
presence of:)



Kai MacDonald

Signature of Witness:



Name of Witness:

Kai MacDonald

Address: 12882 Loretta Dr.
Santa Ana CA 92705

Occupation: Attorney