

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM450553

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in U.S. Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USA Technologies, Inc.		11/09/2017	Corporation: PENNSYLVANIA
Cantaloupe Systems, Inc.	FORMERLY (successor in interest to and formerly known as USAT, Inc.)	11/09/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	10 South Dearborn, Floor L2, Suite IL1-0480
Internal Address:	Middle Market Servicing
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603-2300
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	4903734	USA TECHNOLOGIES
Registration Number:	2845393	USALIVE
Registration Number:	3641380	INTELLIGENT VENDING
Registration Number:	3130828	VM2IQ
Registration Number:	3130829	CM2IQ
Registration Number:	3424496	ENERGYMISER
Registration Number:	3352247	
Registration Number:	4139315	CREATING VALUE THROUGH INNOVATION
Registration Number:	3462181	EPORT CONNECT
Registration Number:	4354183	ESUDS
Registration Number:	3764912	EPORT EDGE
Registration Number:	4542131	EPORT MOBILE
Registration Number:	4713726	EPORT MOBILE
Registration Number:	4513884	EPORT GO
Registration Number:	4903756	USA TECHNOLOGIES
Registration Number:	4716736	VENDSCREEN

OP \$940.00 4903734

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4827283	VENDSCREEN
Registration Number:	2920610	SNACKMISER
Registration Number:	2628447	VENDINGMISER
Registration Number:	2520390	PC EXPRESS
Registration Number:	2234770	BUSINESS EXPRESS
Registration Number:	2598187	TRANSACT
Registration Number:	2700645	EPORT
Registration Number:	2724498	EPORT
Registration Number:	3256437	BECAUSE MACHINES CAN'T CRY FOR HELP
Registration Number:	2593017	BUZZBOX
Registration Number:	3260944	
Registration Number:	3192164	CANTALOUPE SYSTEMS
Registration Number:	1368742	COMPUVEND
Registration Number:	4597685	OPENVDI
Registration Number:	2053727	ROUTEMASTER
Registration Number:	3954711	SEED
Registration Number:	3198306	SEED
Registration Number:	4597636	SEED OFFICE
Registration Number:	4148607	SEED CASHLESS
Registration Number:	2958533	VENDPRO
Registration Number:	2856013	WAREHOUSE MASTER

CORRESPONDENCE DATA

Fax Number: 6175236850

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: 617-523-2700

Email: susan.dinicola@hklaw.com,khyshboo.patel@hklaw.com

Correspondent Name: Holland & Knight LLP

Address Line 1: 10 St. James Avenue

Address Line 4: Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER:	Susan C. DiNicola
SIGNATURE:	/Susan C. DiNicola/
DATE SIGNED:	11/10/2017

Total Attachments: 6

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NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Pledge and Security Agreement dated as of November 9, 2017 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among USA Technologies, Inc., a Pennsylvania corporation (the "Borrower"), each of the Borrower's subsidiaries and affiliates from time to time party thereto, the financial institution from time to time party thereto, and JPMORGAN CHASE BANK, N.A., as administrative agent (the "Administrative Agent"), the undersigned has granted to the Administrative Agent a continuing security interest in and to, and lien upon, all right, title, and interest in the trademarks and trademark applications set forth on Schedule 1 hereto.

The undersigned hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications may only be terminated in accordance with the terms of the Security Agreement.

[Signatures on following page.]

Very truly yours,

USA TECHNOLOGIES, INC., a
Pennsylvania corporation

By: 

Name: Stephen P. Herbert
Title: Chief Executive Officer

CANTALOUPE SYSTEMS, INC. (successor
in interest to and formerly known as USAT,
Inc.), a Delaware corporation

By: 

Name: Stephen P. Herbert
Title: Chief Executive Officer

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A., as
Administrative Agent


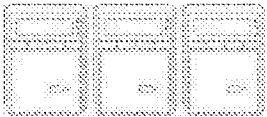


By: _____

Name: Justin Kelley

Title: Executive Director

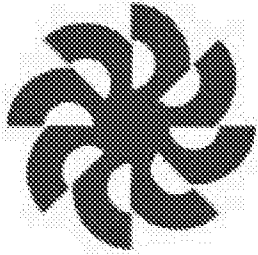
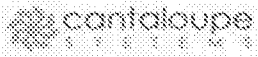
Schedule 1

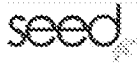

USA TECHNOLOGIES, INC.

<u>Mark</u>	<u>Image</u>	<u>Registration Number</u>	<u>Registration Date</u>
USA TECHNOLOGIES		4,903,734	2/23/2016
MORE & Design		N/A (Pending as of 6/19/2017)	N/A (Pending as of 6/19/2017)
USALIVE		2,845,393	5/25/2004
INTELLIGENT VENDING		3,641,380	6/16/2009
VM2IQ		3,130,828	8/15/2006
CM2IQ		3,130,829	8/15/2006
ENERGYMISER		3,424,496	5/6/2008
BLUE LIGHT SEQUENCE		3,352,247	12/11/2007
BLUE LIGHT SEQUENCE		N/A (Published as of 6/19/2017)	N/A (Published as of 6/19/2017)
CREATING VALUE THROUGH INNOVATION		4,139,315	5/8/2012
EPORT CONNECT		3,462,181	7/8/2008
ESUDS		4,354,183	6/18/2013
EPORT EDGE		3,764,912	3/23/2010
EPORT MOBILE		4,542,131	6/3/2014
EPORT MOBILE & Design		4,713,726	3/31/2015
EPORT GO		4,513,884	4/15/2014
USA TECHNOLOGIES & DESIGN		4,903,756	2/23/2016

			
VENDSCREEN		4,716,736	4/7/2015
VENDSCREEN		4,827,283	10/6/2015
SNACKMISER		2,920,610	1/25/2005
VENDINGMISER		2,628,447	10/1/2002
PC EXPRESS		2,520,390	12/18/2001
BUSINESS EXPRESS		2,234,770	3/23/1999
TRANSACT		2,598,187	7/23/2002
EPORT		2,700,645	3/25/2003
EPORT		N/A (Allowed as of 6/19/2017)	N/A (Allowed as of 6/19/2017)
EPORT		2,724,498	6/10/2003

CANTALOUPE SYSTEMS, INC. (successor in interest to USAT, Inc.)

<u>Mark</u>	<u>Image</u>	<u>Registration Number</u>	<u>Registration Date</u>
BECAUSE MACHINES CAN'T CRY FOR HELP		3256437	
BUZZBOX		2593017	7/9/2002
CANTALOUPE CIRCLE LOGO (design)		3260944	7/10/2007
CANTALOUPE SYSTEMS (design)		3192164	1/2/2007

COMPUVEND		1368742	11/5/1985
OPENVDI		4597685	9/2/2014
ROUTEMASTER		2053727	4/22/1997
SEED		3954711	5/3/2011
SEED (design)		3198306	1/16/2007
SEED OFFICE		4597636	9/2/2014
SEEDCASHLESS (and design/logo)		4148607	5/29/2012
VENDPRO		2958533	5/13/2005
WAREHOUSE MASTER		2856013	6/22/2004