FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

11-26-1999

101207944

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

NOV

MWD 11/15/99

SHEET

TO: The Commissioner of Pate ...ecord the attached original document(s) or copy(ies).

Submission Type

☒ New

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☐ Security ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
10/26/99

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest in Trademarks

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Execution Date
Month Day Year

Name AARC, INC. 10/26/99

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party ☐ **Mark if additional names of receiving parties attached**

Name Bank of America, N.A., as Administrative Agent

DBA/AKA/TA

Composed of

Address (line 1) Independence Center, Fifteenth Floor

Address (line 2) 101 North Tryon Street, Agency Services NC1-001-15-04

Address (line 3) Charlotte (City) NC (State/Country) 28255 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐

☐ Corporation ☐ Association

☒ Other National Banking Association

☐ Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

11/24/1999 DNGUYEN 00000128 2098928

01 FC:481 40.00 DP
02 FC:482 25.00 DP

DUR1\245704 1

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Mark H. Webbink

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, NC 27705-4658

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 8

Trademark Application Number(s) or Registration Number(s) ☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
			2,098,979		
			2,031,797		

Number of Properties Enter the total number of properties involved. # 2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 65.00

Method of Payment: Enclosed ☒ Deposit Account ☒
Deposit Account (any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365
Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink		11/12/99
Name of Person Signing	Signature	Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of October 26, 1999 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
	See attached Schedule A	

TRADEMARK APPLICATIONS

Trademark Applications No. Applications	Description of Trademark Applied For	Date of Trademark
	See attached Schedule A	

CHAR1\503189_1

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

AARC, INC., a Delaware corporation

By:_____
Name: Dan C. Breeden, Jr.
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:_____
Name:
Title:

CHAR1\503189_1

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

AARC, INC., a Delaware corporation

By:_____
Name: William M. Webster IV
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Scott K Mitchell
Name: Scott K. Mitchell
Title: Senior Vice President

CHAR1\503189_1

Schedule A

AARC, Inc.

U.S. Trademarks

Mark	Registration No.	Registration Date
NATIONAL CASH ADVANCE	2,098,979	9/23/97
NATIONAL CHECK ADVANCE and Design	2,031,797	1/21/97

CHAR1\503189_1

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK
DIRECT DIAL 919-286-8048
DIRECT FAX 919-416-8348
E-MAIL markwebbink@mvalaw.com

2200 WEST MAIN STREET SUITE 800
DURHAM, NORTH CAROLINA 27705-4658
TELEPHONE 919-286-8000
FACSIMILE 919-286-8199
http://www.mvalaw.com

POST OFFICE BOX 3843
DURHAM, NORTH CAROLINA 27702-3843

CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

November 12, 1999

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Via Certified Mail
Z 246 553 668

Re: Recordation of Notice of Grant of Security Interest in Trademarks.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed October 26, 1999, between AARC, INC. and Bank of America, N.A. , as Administrative Agent;
3. Check No. 29055 in the amount of Sixty-Five Dollars ($65.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Bryan Crutcher
(Typed or printed name of person signing the certificate)

(Signature of the person signing the certificate)

11/12/99
(Date of Signature)