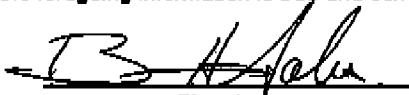


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<b>1. Name of conveying party(ies):</b> <u>The Money Store, Inc.</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New Jersey</u> <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> Name: <u>The Money Store, LLC</u> Internal Address: _____ Address: _____  Street Address: <u>2333 Morris Avenue</u>  City: <u>Union</u> State: <u>NJ</u> Zip: <u>07083</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New Jersey</u> <input type="checkbox"/> Other _____  <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
<b>3. Nature of conveyance:</b> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>December 31, 2002</u>	<b>4. Application number(s) or registration number(s):</b>  A. Trademark Application No.(s) <u>75/508,034</u> <u>75/507,936</u>  B. Trademark Registration No.(s) <u>2,174,284</u>  Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> <u>Lerner, David, Littenberg,</u> Name: <u>Krumholz &amp; Mentlik</u>  Internal Address: _____  _____  Street Address: <u>600 South Avenue West</u>  _____  City: <u>Westfield</u> State: <u>NJ</u> Zip: <u>07090</u>	<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">15</span>  <b>7. Total fee (37 CFR 3.41).....\$</b> <u>390</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b>  <u>12-1095</u>  <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
<b>DO NOT USE THIS SPACE</b>		
<b>9. Statement and signature.</b> <i>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.</i>  <u>BRUCE H. SALES</u> Name of Person Signing <u></u> Signature <u>6.2.04</u> Date  <small>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">7</span></small>		

CH \$390.00 121095 75508034

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

Form PTO-1594

RECORDATION FORM COVER SHEET (continued)

Page 2 of 2

**Additional Applications and/or Registration Numbers (4. Continued)****Additional Registration Nos.****(4B continued)**

2,007,927

2,142,907

1,374,198

2,414,698

2,488,552

2,087,373

2,368,650

2,175,061

2,233,741

1,338,365

2,200,866

2,117,652

**STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG**

**AFFIDAVIT OF MERGER AND NAME CHANGE**

I, Ross E. Jeffries, Jr., being the duly appointed Secretary of The Money Store, LLC, do hereby certify as follows:

1. Effective December 31, 2002, The Money Store, Inc. merged into TMS Acquisition, LLC, as evidenced by a copy of the Certificate of Merger filed with the New Jersey State Treasurer, attached hereto as Exhibit A; and

2. Also effective December 31, 2002, TMS Acquisition, LLC amended its Certificate of Formation to change the name of the limited liability company to "The Money Store, LLC", as evidenced by a copy of the Certificate of Amendment to Certificate of Formation filed with the New Jersey State Treasurer, attached hereto as Exhibit B.

**THE MONEY STORE, LLC**

BY: 

Ross E. Jeffries, Secretary

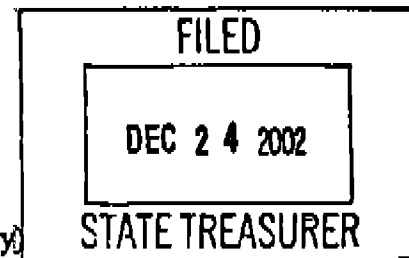
State of North Carolina  
County of Mecklenburg

SWORN to before me this  
31<sup>st</sup> day of December 2003.

  
Notary Public of North Carolina  
My Commission Expires: March 4, 2006

EXHIBIT A

**CERTIFICATE OF MERGER**  
**OF**  
**TMS ACQUISITION, LLC**  
(Surviving Limited Liability Company)

**AND**

**THE MONEY STORE INC.**  
(Merged Corporation)

(Pursuant to N.J.S. 14A:10-4.1 and 42:2B-20)

DATED: December 20, 2002

The undersigned business entities, having adopted a plan of merger pursuant to N.J.S. 14A:10-1 and 42:2B-20 and pursuant to which The Money Store Inc., a New Jersey corporation, shall be merged with and into TMS Acquisition, LLC, a New Jersey limited liability company (the "*Merger*"), hereby certify as follows:

1. The name of the surviving limited liability company is TMS Acquisition, LLC, a New Jersey limited liability company (the "*Surviving Company*"). The name of the merged corporation is The Money Store Inc., a New Jersey corporation (the "*Merged Corporation*").

2. The Surviving Company and the Merged Corporation have executed an agreement and plan of merger (the "*Plan*"), pursuant to which the Merger will be effectuated, which Plan is annexed hereto as Exhibit A. The Plan is on file at the principal office of the Surviving Company, which is 1620 East Roseville Parkway, Roseville, California 95661. A copy of the Plan shall be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company or any shareholder of the Merged Corporation.

3. The dates of approval of the Plan by the shareholders of the Merged Corporation and the sole member of the Surviving Company are as follows:

Surviving Company: September 30, 2002

Merged Corporation: September 30, 2002

4. The number of shares of the Merged Corporation entitled to vote on the Plan was 100 shares of Common Stock and 575 shares of Cumulative Preferred Stock, Class A, voting as a separate class. The number of membership interests of the Surviving Company entitled to vote on the Plan was 100 Common Units. Neither business entity has any other class or series of stock or interests entitled to vote on the Plan.

5. (a) Approval of the Plan by the shareholders of the Merged Corporation was given without a meeting by written consent pursuant to N.J.S. 14A:5-6. The number of shares represented by the consent was 100 shares of Common Stock and 575 shares of Cumulative Preferred Stock, Class A. No shares of the Merged Corporation were voted against the Plan.

(b) Approval of the Plan by the sole member of the Surviving Company was given without a meeting by written consent. The number of interests represented by the consent was 100 Common Units. No interests in the Surviving Company were voted against the Plan.

6. The Merger shall become effective at 12:01 p.m. on December 31, 2002.

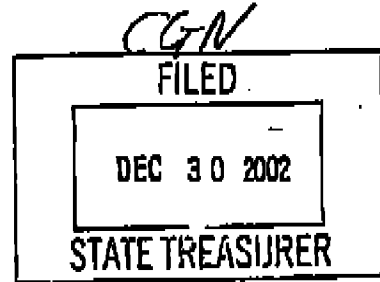
*[Remainder of this page left intentionally blank.]*

EXHIBIT B

JAN. 2, 2003 4:22PM DIV OF REVENUE NJ  
TOTAL P.92

NO. 283 P. 2/2 DEC 29 2002

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
TMS ACQUISITION, LLC  
(Pursuant to N.J.S.A. 42:2B-13)**



The undersigned limited liability company hereby certifies as follows:

1. The name of the limited liability company (hereinafter called the "Company") is TMS Acquisition, LLC.

2. Paragraph 1 of the Certificate of Formation of the Company shall be and hereby is amended to read as follows:

"1. The name of the limited liability company (hereinafter called the "Company") is "The Money Store, LLC."

3. The amendment herein shall become effective at 1:00 PM, E.S.T. on December 31, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as an authorized person on the 20<sup>th</sup> day of December, 2002.

By:   
James F. Burr, Authorized Person


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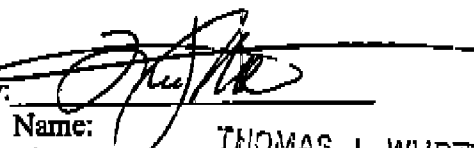
S 1194319  
D 2291491

IN WITNESS WHEREOF, each of the undersigned business entities has caused this certificate of merger to be executed on its behalf by its duly authorized officer as of the date first written above.

**THE MONEY STORE INC.**

By:   
Name: THOMAS J. WURTZ  
Title: SENIOR VICE PRESIDENT/TREASURER

**TMS ACQUISITION, LLC**

By:   
Name: THOMAS J. WURTZ  
Title: SENIOR VICE PRESIDENT/TREASURER  
Authorized Person