

06/29/2004

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FORM PTO-1594 (Modified) (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Copyright 1994-97 LegalStar TMO5/REV03

RECORDING COVER SHEET

Docket No.:

016207-133

TRADEMARKS ONLY

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Capital Financial Services, Inc. 2 Bethesda Metro Center, 14th Floor Bethesda, Maryland 20814

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Check Express, Inc.

Internal Address:

Street Address: 1231 Greenway Drive, Suite 800

City: Irving State: TX ZIP: 75038

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida Other

If assignee is not domiciled in the United States, a domestic designation is (Designations must be a separate document from Additional name(s) & address(es))

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Statement of Release

Execution Date: May 26, 2004

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/491,366 76/490,563

B. Trademark Registration No.(s)

1,370,520 2,183,193 1,476,206 1,489,647

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Carol M. Nielsen

Internal Address:

Street Address: Gardere Wynne Sewell LLP

1000 Louisiana, Suite 3400

City: Houston State: TX ZIP: 77002

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41): \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

07-0153

DO NOT USE THIS SPACE

9. 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.

Carol M. Nielsen

Name of Person Signing

Signature

Date June 29, 2004

Total number of pages including cover sheet, attachments, and

7

Mail documents to be recorded with required cover sheet information to: Mail Stop Recordation Services Director of the United States Patent and Trademark Office P.O. Box 1450, Alexandria, VA 22313-1450

RECORDATION FORM COVER SHEET

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1. Name of conveying party(ies): American Capital Financial Services, Inc. 2 Bethesda Metro Center, 14th Floor Bethesda, Maryland 20814

2. Name and address of receiving party(ies): Name: Check Express, Inc. Internal Address: Street Address: 1231 Greenway Drive, Suite 800 City: Irving State: TX ZIP: 75038

3. Nature of conveyance: [X] Other Statement of Release Execution Date: May 26, 2004

4. Application number(s) or registration numbers(s): A. Trademark Application No.(s) 76/491,366 76/490,563 B. Trademark Registration No.(s) 1,370,520 2,183,193 1,476,206 1,489,647

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6. Total number of applications and registrations involved: 6 7. Total fee (37 CFR 3.41): \$ 240.00 [X] Authorized to be charged to deposit account 8. Deposit account number: 07-0153

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9. 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. Carol M. Nielsen Name of Person Signing Signature Date June 29, 2004

Mail documents to be recorded with required cover sheet information to: Mail Stop Recordation Services Director of the United States Patent and Trademark Office P.O. Box 1450, Alexandria, VA 22313-1450

**STATEMENT OF RELEASE**  
**OF TRADEMARK COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT**

This instrument is prepared as of May 2<sup>nd</sup>, 2004 and is intended to comply with the formal requisites as set forth in the Uniform Commercial Code and the United States Patent and Trademark Office.

1. The name and address of the debtors (collectively, "Debtor") are:

ACE Cash Express, Inc.  
Check Express, Inc.  
Check-X-Change Corporation  
1231 Greenway Drive, Suite 800  
Irving, Texas 75038

2. The name and address of the secured party ("Secured Party") is:

American Capital Financial Services, Inc.  
2 Bethesda Metro Center, 14<sup>th</sup> Floor  
Bethesda, Maryland 20814

3. This statement refers to that certain Trademark Collateral Assignment and Security Agreement, dated as of March 31, 2003, executed by Debtors in favor of Secured Party, for the benefit of certain Purchasers (as defined therein).

4. Secured Party hereby releases all of its right, title and interest in and to, the trademark collateral and all good will associated therewith, as further described on Schedule 1, which is attached hereto and made a part hereof.

5. Presented for filing to the U. S. Commissioner of Patents and Trademarks.

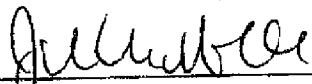
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GWSR

SECURED PARTY:

AMERICAN CAPITAL FINANCIAL SERVICES, INC.

By:   
Name: Jeffrey N. MacDowell  
Title: Vice President

Trademark Release

011107.0133:283685

TRADEMARK  
REEL: 002893 FRAME: 0600

**SCHEDULE 1**

[see attached]

011107.0133:283685

**SCHEDULE 1**

Owner	Trademark Name	Jurisdiction	Application Status	Registration Number/ Application No.
Ace Cash Express, Inc.	A C E AMERICA'S CASH EXPRESS	Mexico	Registered	667241
Ace Cash Express, Inc.	A A C E AMERICA'S CASH EXPRESS and design	United States of America	Registered	1,831,546
Ace Cash Express, Inc.	A A-C-E AMERICA'S CASH EXPRESS and design	Canada	Registered	TMA445484
Ace Cash Express, Inc.	ACE	United States of America	Registered	2,155,964
Ace Cash Express, Inc.	A A C E and design	United States of America	Registered	1,806,389
Ace Cash Express, Inc.	ACE AMERICA'S CASH EXPRESS and design	Texas	Registered	052565
Ace Cash Express, Inc.	ACE AMERICA'S CASH EXPRESS and design	Texas	Registered	052564
Ace Cash Express, Inc.	ACE CANADA'S CASH EXPRESS and design	Canada	Pending	Serial No. 1132776
Ace Cash Express, Inc.	AFTER ALL... IT'S YOUR MONEY!	United States of America	Pending	Serial No. 76/490562
Ace Cash Express, Inc.	CASH IN ON OUR CONVENIENCE	United States of America	Registered	1,846,958
Ace Cash Express, Inc.	CASH IN ON OUR CONVENIENCE	United States of America	Registered	1,831,538
Ace Cash Express, Inc.	CASH IN ON OUR CONVENIENCE	United States of America	Registered	2,108,173
Ace Cash Express, Inc.	CASH IS OUR MIDDLE NAME	United States of America	Registered	2,318,222
Ace Cash Express, Inc.	IT'S YOUR MONEY. WHY WAIT?	United States of America	Pending	Serial No. 76/491255
Check Express, Inc.	CHECK EXPRESS	United States of America	Registered	1,370,520
Check Express, Inc.	CHECK EXPRESS	Canada	Registered	TMA496291

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Check Express, Inc.	CHECK EXPRESS	Mexico	Registered	482464
Check Express, Inc.	CHECK EXPRESS	Mexico	Registered	486677
Check Express, Inc.	CHECK EXPRESS	United States of America	Pending	Serial No. 76/491366
Check Express, Inc.	CHECK EXPRESS	United States of America	Pending	Serial No. 76/490563
Check Express, Inc.	CHECK EXPRESS and design	United States of America	Registered	1,476,206
Check Express, Inc.	CHECK EXPRESS MONEY CENTERS and design	Canada	Registered	TMA503892
Check Express, Inc.	CHECK EXPRESS MONEY CENTERS and design	Mexico	Registered	503683
Check Express, Inc.	CHECK EXPRESS MONEY CENTERS and design	Mexico	Registered	514567
Check Express, Inc.	EXPRESS and check design	United States of America	Registered	1,489,647
Check Express, Inc.	EXPRESS and check design	United States of America	Registered	2,183,193
Check Express, Inc.	EXPRESS and check design	Canada	Registered	TMA532292
Check Express, Inc.	EXPRESS and check design	Mexico	Pending	Serial No. 233980
Check Express, Inc.	EXPRESS and check design	Mexico	Registered	514566
Check X Change Corporation	CHECK-X-CHANGE	United States of America	Registered	1,793,853
Check X Change Corporation	CHECK-X-CHANGE and design	Oregon	Registered	0015726
Check X Change Corporation	X-CHANGE-CHECK-X-CHANGE and design	United States of America	Registered	1,374,191

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TRADEMARK  
REEL: 002893 FRAME: 0603

**CERTIFICATE OF TRANSMISSION BY FACSIMILE**

I certify that this correspondence is being facsimile transmitted under 37 C.F.R. 1.8 to the United States Patent and Trademark Office, Fax No. 703-306-5995 on the date indicated below:

Kathryn D. Woodley  
Signature

Kathryn D. Woodley  
Name of Person Signing

Date of Signature: June 29, 2004

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