

FROM

(WED) 9.29'04 15:38/ST. 15:35/NO. 4861552317 P. 3

RECORDATION FORM COVER SHEET

Docket No.:

(Rev. 6-83)  
OMB No. 0651-0011 (exp. 4/94)  
Copyright 1994-97 LegalStar  
TMOS/REVOS

TRADEMARKS ONLY

016207-133

Tab settings

To the Honorable Commissioner of Patents and Trademarks: 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: ACE Cash 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 \_\_\_\_\_  
 Other Texas \_\_\_\_\_

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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Correct coversheet error previously recorded

Execution Date: \_\_\_\_\_

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

A. Trademark Application No.(s)  
76/491,255

Additional numbers                       Yes  No

B. Trademark Registration No.(s)

Additional numbers                       Yes  No

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

Name: Robert E. Holthus

Internal Address: Gardere Wynne Sewell LLP

Street Address: 1000 Louisiana, Suite 3400

City: Houston                      State: TX    ZIP: 77002

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 540.00

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.*

Robert E. Holthus                      Robert Holthus                      September 29, 2004  
Name of Person Signing                      Signature                      Date

700148881

TRADE MARK REEL: 002951 FRAME: 0106

CH \$40.00 070163 76491265

FORM PTO-1091 (Modified) (Rev. 10/02)  
 OMB No. 0651-0027 (exp. 6/30/2005)  
 Copyright 1994-97 LegalStar  
 TMO/REV03

**RECORDATION FORM COVER SHEET  
 TRADEMARKS ONLY**

Docket No.:  
016207-133

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: ACE Cash 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 Texas  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  No  
 (Designations must be a separate document from Additional name(s) & address(es)  Yes  No

**3. Nature of conveyance:**

Assignment                               Merger  
 Security Agreement                   Change of Name  
 Other Statement of Release

Execution Date: May 16, 2004

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

A. Trademark Application No.(s)  
76/490,562  
76/491,225

B. Trademark Registration No.(s)  
1,831,546      1,846,958      2,318,222  
2,155,964      1,831,538  
1,806,389      2,108,173

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:** 9

**7. Total fee (37 CFR 3.41):** \$ 3360.00

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

Carol M. Nielsen  
 Signature

June 29, 2004  
 Date

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

CH \$240.00 070153 76490562

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

This instrument is prepared as of May <sup>2<sup>nd</sup></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).

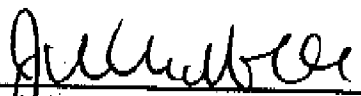
4. Secured Party hereby releases all of its right, title and interest in and to, the trademark collateral and all good will associated therewith, as further described on Schedule 1, which is attached hereto and made a part hereof.

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

[Remainder of Page Intentionally Left Blank]

**SECURED PARTY:**

**AMERICAN CAPITAL FINANCIAL SERVICES, INC.**

By: 

**Name: Jeffrey N. MacDowell**

**Title: Vice President**

**SCHEDULE 1**  
**[see attached]**

**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

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