

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|----------------------|
| CompuCredit Corporation | | 09/08/2005 | CORPORATION: GEORGIA |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | CompuCredit Intellectual Property Holdings Corp. III |
| Street Address: | 101 Convention Center Dr. |
| Internal Address: | Suite 850-26A |
| City: | Las Vegas |
| State/Country: | NEVADA |
| Postal Code: | 89109 |
| Entity Type: | CORPORATION: NEVADA |

PROPERTY NUMBERS Total: 27

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Serial Number: | 78315315 | AMITY |
| Serial Number: | 76323862 | ASPIRE |
| Serial Number: | 75182932 | ASPIRE |
| Serial Number: | 78144637 | ASPIRE |
| Registration Number: | 2506815 | ASPIRE A MAS |
| Registration Number: | 2703867 | ASPIRE AHORA |
| Registration Number: | 2305816 | ASPIRE DIAMOND |
| Registration Number: | 2308964 | ASPIRE RAPID MILES |
| Registration Number: | 2308969 | ASPIRE RAPID MILES |
| Serial Number: | 76241903 | ASPIRE2IT |
| Registration Number: | 2764575 | ASPIRECARD |
| Registration Number: | 2265272 | COMPUCREDIT |
| Registration Number: | 2538805 | COMPUCREDIT TRANSFORMING INFORMATION INTO VALUE |

OP \$690.00 78315315

| | | |
|----------------------|----------|-------------------------------------|
| Serial Number: | 76323870 | CREDITTRACK |
| Serial Number: | 76323863 | CREDITTRACKER |
| Registration Number: | 2626181 | EMERGE |
| Registration Number: | 2640560 | EMERGE |
| Registration Number: | 2308916 | FOR EVERYTHING YOU ASPIRE TO BE |
| Registration Number: | 2406196 | GET ON. GET YOURS. |
| Serial Number: | 78295450 | IMAGINE |
| Registration Number: | 2830427 | INCHARGE |
| Registration Number: | 2604495 | IT'S YOUR CREDIT TAKE CHARGE OF IT |
| Registration Number: | 2928351 | MAJESTIC |
| Registration Number: | 2953742 | MAJESTIC |
| Registration Number: | 2545055 | ONESCREEN |
| Registration Number: | 2433439 | PARA TODO LO QUE ASPIRA A SER |
| Registration Number: | 2471967 | TRANSFORMING INFORMATION INTO VALUE |

CORRESPONDENCE DATA

Fax Number: (404)962-6771
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4048853539
Email: trademarks@troutmansanders.com
Correspondent Name: Segeda T. Ranjeet
Address Line 1: 600 Peachtree Street NE
Address Line 2: Troutman Sanders LLP - Suite 5200
Address Line 4: Atlanta, GEORGIA 30308-2216

| | |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Segeda T. Ranjeet |
| Signature: | /STR/ |
| Date: | 09/20/2005 |

Total Attachments: 3
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Assignment") is made and entered into as of the 8th day of September, 2005 by and between CompuCredit Corporation, a Georgia corporation ("Assignor") and, CompuCredit Intellectual Property Holdings Corp. III, a Nevada Corporation ("Assignee") (collectively, the "Parties").

RECITALS

WHEREAS, Assignor has adopted and used or intends to use and is the owner of the marks (the "Marks") set forth on Schedule A attached hereto and incorporated herein by this reference; and

Assignee desires to obtain from Assignor and Assignor desires to assign and transfer to Assignee all right, title, and interest in and to the Marks and the underlying business pertaining to the Marks, together with the goodwill of the underlying business symbolized by the Marks and the right to recover damages and profits and other remedies for past infringement of the Marks.

NOW, THEREFORE, for and in consideration of the mutual promises, covenants, representations and warranties hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, Assignor and Assignee agree as follows:

TERMS AND CONDITIONS

1. Assignment. Assignor hereby grants, conveys, and assigns to Assignee all right, title, and interest in and to the Marks in the United States and throughout the world and the to the underlying business pertaining to the Marks, together with the goodwill of the business symbolized by the Marks and the right to recover damages and profits and other remedies for past infringement of the Marks.

2. Further Documentation and Actions. Assignor hereby agrees to execute and deliver to Assignee any further documents and instruments, and to do any and all further acts, deemed necessary by Assignee to vest in Assignee all right, title, and interest in and to the Marks, and to enable such right, title, and interest to be recorded in the United States Patent and Trademark Office and any other appropriate governmental authority or agency of the United States and throughout the world.

"ASSIGNOR"

COMPUCREDIT CORPORATION

By: Rosalind T. Drakeford

Name: Rosalind T. Drakeford

Title: Assistant Secretary

SCHEDULE A

| | <u>App. / Reg No.</u> | <u>Mark</u> |
|-----|------------------------------|---|
| 1. | 78/315,315 | AMITY |
| 2. | 76/323,862 | ASPIRE |
| 3. | 75/182,932 | ASPIRE |
| 4. | 78/144,637 | ASPIRE |
| 5. | 2,506,815 | ASPIRE A MAS |
| 6. | 2,703,867 | ASPIRE AHORA |
| 7. | 2,305,816 | ASPIRE DIAMOND |
| 8. | 2,308,964 | ASPIRE RAPID MILES |
| 9. | 2,308,969 | ASPIRE RAPID MILES & DESIGN |
| 10. | 76/241,903 | ASPIRE2IT |
| 11. | 2,764,575 | ASPIRECARD |
| 12. | 2,265,272 | COMPUCREDIT |
| 13. | 2,538,805 | COMPUCREDIT TRANSFORMING INFORMATION INTO VALUE & DESIGN |
| 14. | 76/323,870 | CREDITTRACK |
| 15. | 76/323,863 | CREDITTRACKER |
| 16. | 2,626,181 | EMERGE |
| 17. | 2,640,560 | EMERGE |
| 18. | 2,308,916 | FOR EVERYTHING YOU ASPIRE TO BE |
| 19. | 2,406,196 | GET ON. GET YOURS. |
| 20. | 78/295,450 | IMAGINE |
| 21. | 2,830,427 | INCHARGE |

| <u>App. / Reg No.</u> | <u>Mark</u> |
|-----------------------|--|
| 22. 2,604,495 | IT'S YOUR CREDIT TAKE CHARGE OF IT |
| 23. 2,928,351 | MAJESTIC |
| 24. 2,953,742 | MAJESTIC & Design |
| 25. 2,545,055 | ONESCREEN |
| 26. 2,433,439 | PARA TODO LO QUE ASPIRA A SER |
| 27. 2,471,967 | TRANSFORMING INFORMATION INTO VALUE |