

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM317234

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Atlantic Credit & Finance, Inc.		09/15/2014	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	SunTrust Bank		
Street Address:	3333 Peachtree Road		
Internal Address:	10th Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30326		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3795811	ATLANTIC	
Registration Number:	3045247	ATLANTIC CREDIT & FINANCE INCORPORATED	
Registration Number:	3023538	WHEN PERFORMANCE MATTERS	
CORRESPONDENCE DATA			
Fax Number:	4048817777		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	404-881-7000		
Email:	angie.wicker@alston.com		
Correspondent Name:	Ginabeth B. Hutchison		
Address Line 1:	1201 West Peachtree Street		
Address Line 4:	Atlanta, GEORGIA 30309		
NAME OF SUBMITTER:	Ginabeth B. Hutchison		
SIGNATURE:	/Ginabeth B. Hutchison/		
DATE SIGNED:	09/17/2014		
Total Attachments: 4			
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OP \$90.00 3795811

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of September 15, 2014, by and from Atlantic Credit & Finance, Inc. (the “Grantor”), a Virginia corporation, whose principal address is 3353 Orange Avenue, Roanoke, VA 24012, to and in favor of SUNTRUST BANK (the “Grantee”), for itself and as Collateral Agent for the Secured Parties (as defined in the Pledge and Security Agreement referenced below).

WHEREAS, the Grantor and Grantee are parties to that certain Second Amended and Restated Pledge and Security Agreement dated as of November 5, 2012 (as amended from time to time, the “Security Agreement”).

WHEREAS, Grantor has adopted, used and is using the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of Grantor, pursuant to the Security Agreement. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee for the benefit of the Secured Parties a security interest in (1) all of Grantor’s right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

(c) The Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are

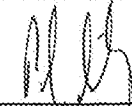
incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

3) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereunder shall be governed by, and construed by and interpreted in accordance with the laws of the State of New York.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

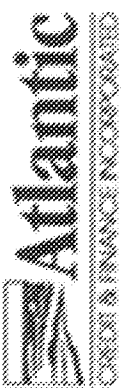
ATLANTIC CREDIT & FINANCE, INC.

By: 
Name: Paul Grinbejj
Title: Treasurer

[Signature Page to Confirmatory Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005364 FRAME: 0186

Exhibit A - SCHEDULE OF TRADEMARKS

Mark	Registration Number	Registration Date	Serial Number	Goods / Services	Owner
ATLANTIC	3,795,811	June 1, 2010	78469542	(Int'l Class: 36) Financial services, namely, debt recovery and collection services, buying and selling of debt portfolios	Atlantic Credit & Finance, Inc. (Virginia Corp.)
ATLANTIC CREDIT & FINANCE INCORPORATED and Design 	3,045,247	January 17, 2006	78469464	(Int'l Class: 36) Financial services, namely, debt recovery and collection services, brokerage in the field of debt portfolios	Atlantic Credit & Finance, Inc. (Virginia Corp.)
WHEN PERFORMANCE MATTERS	3,023,538	December 6, 2005	78496579	(Int'l Class: 36) Financial services in the field of debt recovery and collection services, and the buying and selling of debt portfolios; financial services in the field of debt portfolio valuation and appraisal; financial services in the field of business funding and investment, namely, locating and originating investors, lenders and lessors as business investment and funding sources	Atlantic Credit & Finance, Inc. (Virginia Corp.)

TRADEMARK