

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328359

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dollar Financial Group, Inc.		06/13/2014	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas, as Collateral Agent		
Street Address:	60 WALL STREET		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Banking Corporation: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85656572	S&R SINCE 1770	
Serial Number:	85545768	SUTTONS & ROBERTSONS	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
<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:	212-906-1200		
Email:	angela.amaru@lw.com		
Correspondent Name:	Latham & Watkins LLP c/o Angela M. Amaru		
Address Line 1:	885 Third Avenue		
Address Line 2:	Suite 1000		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	038507-0380		
NAME OF SUBMITTER:	Angela M. Amaru		
SIGNATURE:	/s/ Angela M. Amaru		
DATE SIGNED:	01/08/2015		
Total Attachments: 10			
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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT (this "Agreement"), June 13, 2014, made by Dollar Financial Group, Inc., a New York corporation, (the "Grantor"), in favor of Deutsche Bank Trust Company Americas, as collateral agent (together with its successors, in such capacity, the "Collateral Agent") for the holders of the Notes and for the other Secured Parties (as defined in the Collateral Agreement referred to below), is made in connection with (1) the Indenture, dated as of the date hereof (as amended, restated, amended and restated, supplemented, restructured or otherwise modified from time to time, the "Indenture"), among DFC Finance Corp., a Delaware corporation (including any successor, the "Issuer"), the Guarantors party thereto from time to time, and the Collateral Agent and (2) the Collateral Agreement, dated as of the date hereof, made by the Grantor and the other grantors party thereto in favor of the Collateral Agent (as amended, restated, amended and restated, supplemented, restructured or otherwise modified from time to time, the "Collateral Agreement"). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture and the Indenture and the Collateral Agreement, as applicable.

WITNESSETH:

WHEREAS, Grantor is required to execute and deliver this Agreement pursuant to the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

SECTION 1. Grant of Security Interest in Trademark Collateral. Grantor grants to the Collateral Agent, for the ratable benefit of the Noteholder Secured Parties, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations to the Noteholder Secured Parties under the Indenture and the Collateral Agreement, a security interest in all of the following property, in each case, wherever located, and now owned or at any time hereafter acquired by the Grantor or in which the Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"): a security interest in all trademarks, trade names, service marks, logos, and other indicia of origin, and all goodwill associated therewith, whether registered or unregistered, all registrations and applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency in any State thereof or any other country or group of countries, including those registrations and applications listed on Schedule A to this Agreement (the "Trademarks"), and, with respect to any and all of the foregoing, (i) all extensions and renewals thereof, (ii) all of the goodwill of the business connected with the use of and symbolized by any of the foregoing, (iii) all rights to sue or otherwise recover for any past, present and future infringement, dilution, or other violation thereof, and (iv) all Proceeds of the foregoing, including license fees, royalties, income,

payments, claims, damages, proceeds of suit and other payments now or hereafter due and/or payable with respect thereto.

Notwithstanding anything to the contrary contained above, the security interest created by this Agreement shall not extend to any “intent-to-use” application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a “Statement of Use” pursuant to Section 1(d) of the Lanham Act or an “Amendment to Allege Use” pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

SECTION 2. Indenture and Collateral Agreement. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Indenture and the Collateral Agreement the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

SECTION 3. GOVERNING LAW. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

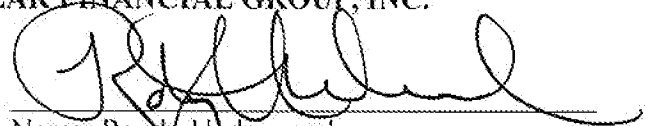
SECTION 4. Counterparts. This Agreement may be executed by one or more of the Parties to this Agreement on any number of separate counterparts (including by facsimile or other electronic image means), and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Agreement by facsimile or other electronic transmission (e.g. “pdf” or “tif” format) shall be effective as delivery of a manually executed counterpart hereof.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

DOLLAR FINANCIAL GROUP, INC.

By:



Name: Randy Underwood

Title: Executive Vice President and Chief
Financial Officer

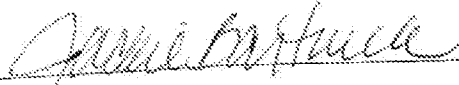
{Signature Page to HY Trademark Security Agreement}


**TRADEMARK
REEL: 005436 FRAME: 0619**

ACCEPTED AND AGREED:

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Collateral Agent

By: Deutsche Bank National Trust Company

By: 
Name: Jacqueline Bartnick
Title: Director

By: 
Name: RODNEY GAUGHAN
Title: VICE PRESIDENT

[Signature Page to HY Trademark Security Agreement]

Schedule A to
US Trademark Security Agreement

United States Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
AMERICAN CHECK CASHER & Design (color)	Dollar Financial Group, Inc.	Registered	4,359,883	7/2/2013
AMERICAN CHECK CASHER & Design (black and white)	Dollar Financial Group, Inc.	Registered	4,359,882	7/2/2013
CASH 'TIL PAYDAY	Dollar Financial Group, Inc.	Registered	2,606,704	8/13/2002
CASH 'TIL PAYDAY	Dollar Financial Group, Inc.	Registered	1,987,764	7/16/1996
CUSTOMCASH	Dollar Financial Group, Inc.	Registered	3,135,519	8/29/2006
DFC GLOBAL CORP & Design	Dollar Financial Group, Inc.	Registered	4,149,392	5/29/2012
DOLLAR FINANCIAL GROUP WORLD WIDE WEBSITE (Advertising)	Dollar Financial Group, Inc.	Registered	TX5-134-391	12/7/1999
MILES	Dollar Financial Group, Inc.	Registered	2,611,963	8/27/2002
MILES & Design	Dollar Financial Group, Inc.	Registered	2,611,964	8/27/2002
MILES & Design (black and white)	Dollar Financial Group, Inc.	Registered	4,478,866	2/4/2014
MILES & Design (color)	Dollar Financial Group, Inc.	Registered	4,478,917	2/4/2014
MILES OPENING DOORS & Design	Dollar Financial Group, Inc.	Registered	4,489,439	2/25/2014
MILES SIMPLY SMARTER LOANS & Design	Dollar Financial Group, Inc.	Allowed	App No 85/791,726	Filing Date 11/30/2012

[Signature Page to US Trademark Security Agreement]

**TRADEMARK
REEL: 005436 FRAME: 0621**

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
MILES YOUR LOAN YOUR FUTURE & Design	Dollar Financial Group, Inc.	Allowed	App No 85/791,744	Filing Date 11/30/2012
MISCELLANEOUS DOLLAR SIGN Design	Dollar Financial Group, Inc.	Registered	4,153,287	6/5/2012
MOMENTUM	Dollar Financial Group, Inc.	Registered	2,482,709	8/28/2001
MOMENTUM (Stylized)	Dollar Financial Group, Inc.	Registered	3,224,770	4/3/2007
MOMENTUM (Stylized)	Dollar Financial Group, Inc.	Pending	App No 86/096,576	Filing Date 10/21/2013
MONEY CORNER	Dollar Financial Group, Inc.	Registered	3,365,388	1/8/2008
MONEY MART	Dollar Financial Group, Inc.	Registered	2,244,158	5/11/1999
MONEY MART	Dollar Financial Group, Inc.	Registered	3,206,120	2/6/2007
MONEY MART	Dollar Financial Group, Inc.	Pending	App No 85/883,687	Filing Date 3/22/2013
MONEY MART & Design	Dollar Financial Group, Inc.	Pending	App No 85/889,458	Filing Date 3/28/2013
S & R SINCE 1770 & Design	Dollar Financial Group, Inc.	Allowed	App No 85/656,572	Filing Date 6/20/2012
SUTTONS & ROBERTSONS PAWNBROKERS OF DISTINCTION LONDON 1770	Dollar Financial Group, Inc.	Allowed	App No 85/656,561	Filing Date 6/20/2012
SUTTONS & ROBERTSONS	Dollar Financial Group, Inc.	Pending	App No 85/545,768	Filing Date 2/17/2012
THE CHECK CASHING STORE & Design (black and white)	Dollar Financial Group, Inc.	Registered	1,979,012	6/4/1996
THE CHECK CASHING STORE & Design (black and white)	Dollar Financial Group, Inc.	Registered	2,824,988	3/23/2004
THE CHECK CASHING STORE & Design (color)	Dollar Financial Group, Inc.	Registered	2,899,391	11/2/2004

Canada Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
ADVANCE CANADA	National Money Mart Company	Registered	TMA604,010	3/3/2004
AVANCE DE PAIE EXPRESS	National Money Mart Company	Registered	TMA522,048	1/24/2000
CHECK MART	National Money Mart Company	Registered	TMA355,565	5/12/1989
CHEQUE IN CASH OUT	National Money Mart Company	Registered	TMA360, 701	10/20/1989
DFC GLOBAL CORP & Design	Dollar Financial Group, Inc.	Registered	TMA867,838	12/20/2013
EASY TAX	National Money Mart Company	Registered	TMA450,744	11/25/1995
FAST CASH ADVANCE	National Money Mart Company	Registered	TMA508,461	2/24/1999
iLOANS	National Money Mart Company	Registered	TMA642,625	6/21/2005
INSTA CHEQUES	National Money Mart Company	Registered	TMA353,705	3/23/1989
INSTA CHEQUES & Design	National Money Mart Company	Registered	TMA374,629	10/19/1990
INSTA-IMPOTS	Dollar Financial Group, Inc.	Pending	App No 1,649,734	Filing Date 10/29/2013
LOAN MART & Design	National Money Mart Company	Registered	TMA522,305	1/26/2000
MISC. DOLLAR SYMBOL	Dollar Financial Group, Inc.	Pending	App No 1,544,460	9/21/2011
MONEY MART	National Money Mart Company	Registered	TMA297,783	12/7/1984
MONEY MART & Design	National Money Mart Company	Registered	TMA366,104	1/8/1988
NEIGHBOURHOOD CASH SERVICES	Dollar Financial Group, Inc.	Allowed	App No 1,589,283	Filing Date 8/8/2012
NEIGHBOURHOOD CASH SERVICES & Design	Dollar Financial Group, Inc.	Allowed	App No 1,589,284	Filing Date 8/8/2012

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
PAYDAYLOAN.CA & Design (black and white)	Dollar Financial Group, Inc.	Pending	App No 1,554,955	Filing Date 12/5/2011
PAYDAYLOAN.CA & Design (color)	Dollar Financial Group, Inc.	Pending	App No 1,554,961	Filing Date 12/5/2011
PIG AND DESIGN	Dollar Financial Group, Inc.	Registered	TMA826,816	6/20/2012
QUIKFUNDS	Dollar Financial Group, Inc.	Pending	1,659,544	1/14/2014
QUIKFUNDS & Design (black & white)	Dollar Financial Group, Inc.	Pending	1,659,545	1/14/2014
QUIKFUNDS & Design (color)	Dollar Financial Group, Inc.	Pending	1,659,546	1/14/2014
REAL PEOPLE. FAST CASH.	National Money Mart Company	Registered	TMA471,755	2/26/1997
S&R SINCE 1770 & Design	Dollar Financial Group, Inc.	Pending	App No 1,585,431	7/10/2012
SUTTONS & ROBERTSONS	Dollar Financial Group, Inc.	Pending	App No 1,631,834	Filing Date 6/19/2013
SUTTONS & ROBERTSONS PAWNBROKERS OF DISTINCTION LONDON 1770	Dollar Financial Group, Inc.	Pending	App No 1,585,432	Filing Date 7/10/2012
WHO USES MONEY MART? IT COULD BE YOU	National Money Mart Company	Registered	TMA682,658	2/28/2007
ZAP-IT	National Money Mart Company	Registered	TMA574,032	1/20/2003

Australia Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
CASH 'TIL PAYDAY	Dollar Financial Group, Inc.	Registered	909278	12/12/2006
MONEY MART	National Money Mart Company	Registered	813344	12/1/2000

Mexico Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
DINERADOR	Dollar Financial Group, Inc.	Pending	App No 1454898	Filing Date 2/6/2014
DINERADOR	Dollar Financial Group, Inc.	Pending	App No 1454897	Filing Date 2/6/2014
DINERADOR	Dollar Financial Group, Inc.	Pending	App No 1454896	Filing Date 2/6/2014
DINERADOR.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466739	Filing Date 3/13/2014
DINERADOR.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466738	Filing Date 3/13/2014
DINERADOR.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466737	Filing Date 3/13/2014
PRESTALINK	Dollar Financial Group, Inc.	Pending	App No 1454895	Filing Date 2/6/2014
PRESTALINK	Dollar Financial Group, Inc.	Pending	App No 1454894	Filing Date 2/6/2014
PRESTALINK	Dollar Financial Group, Inc.	Pending	App No 1454893	Filing Date 2/6/2014
PRESTALOGIC	Dollar Financial Group, Inc.	Pending	App No 1454892	Filing Date 2/6/2014
PRESTALOGIC	Dollar Financial Group, Inc.	Pending	App No 1454891	Filing Date 2/6/2014
PRESTALOGIC	Dollar Financial Group, Inc.	Pending	App No 1454890	Filing Date 2/6/2014
PRESTALOGIC.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466742	Filing Date 3/13/2014
PRESTALOGIC.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466741	Filing Date 3/13/2014
PRESTALOGIC.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466740	Filing Date 3/13/2014
PRESTALOGICO	Dollar Financial Group, Inc.	Pending	App No 1454889	Filing Date 2/6/2014
PRESTALOGICO	Dollar Financial Group, Inc.	Pending	App No 1454888	Filing Date 2/6/2014
PRESTALOGICO	Dollar Financial Group, Inc.	Pending	App No 1454887	Filing Date 2/6/2014

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
PRESTALOGICO.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466745	Filing Date 3/13/2014
PRESTALOGICO.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466744	Filing Date 3/13/2014
PRESTALOGICO.MX (Design)	Dollar Financial Group, Inc.	Pending	App No 1466743	Filing Date 3/13/2014
PRESTAMATIC	Dollar Financial Group, Inc.	Pending	App No 1454901	Filing Date 2/6/2014
PRESTAMATIC	Dollar Financial Group, Inc.	Pending	App No 1454900	Filing Date 2/6/2014
PRESTAMATIC	Dollar Financial Group, Inc.	Pending	App No 1454899	Filing Date 2/6/2014

South Africa Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
OK MONEY & Design	Dollar Financial Group, Inc.	Pending	App No 2013-10144	Filing Date 4/18/2013
OK MONEY & Design	Dollar Financial Group, Inc.	Pending	App No 2013-10145	Filing Date 4/18/2013
OK MONEY	Dollar Financial Group, Inc.	Pending	App No 2013-10142	Filing Date 4/18/2013
OK MONEY	Dollar Financial Group, Inc.	Pending	App No 2013-10143	Filing Date 4/18/2013

Czech Republic Registered Trademarks/Service Marks:

Trademark / Service Mark	Current Owner of Record	Status	Reg. No.	Reg. Date
OK MONEY	Dollar Financial Group, Inc.	Registered	333218	8/21/2013