

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM356955

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Vesta Corporation		09/30/2015	CORPORATION: OREGON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OCM FIE, LLC		
<b>Street Address:</b>	1301 Avenue of the Americas		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 12</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2197906	1 800 PRE-PAID	
<b>Registration Number:</b>	2889413	FLEXPOINTS	
<b>Registration Number:</b>	1811235	PROFILE	
<b>Registration Number:</b>	3765584	SINGLEFUND	
<b>Registration Number:</b>	2172372	THE SMARTER WAY TO CALL	
<b>Registration Number:</b>	2679672	VESTA	
<b>Registration Number:</b>	4818905	VSAFE	
<b>Serial Number:</b>	86571849	POCKET ATM	
<b>Serial Number:</b>	86603559	VUNIFIED	
<b>Serial Number:</b>	86603555	VADVANCED	
<b>Serial Number:</b>	86603551	VGUARANTEED	
<b>Serial Number:</b>	86575213	BREAKTHRU CREDIT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128622200		
<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>			
<b>Phone:</b>	3128622000		
<b>Email:</b>	rob.soneson@kirkland.com		
<b>Correspondent Name:</b>	Rob Soneson		
<b>Address Line 1:</b>	300 N LaSalle		

TRADEMARK

<b>Address Line 2:</b>	Kirkland & Ellis LLP
<b>Address Line 4:</b>	Chicago, ILLINOIS 60654

<b>ATTORNEY DOCKET NUMBER:</b>	38725-474-RFS
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<b>NAME OF SUBMITTER:</b>	Rob Soneson
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<b>SIGNATURE:</b>	/rsoneson/
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<b>DATE SIGNED:</b>	09/30/2015
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**Total Attachments: 4**

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This Notice of Grant of Security Interest in Trademarks is subordinated to the prior Payment-in-Full of all Senior Indebtedness, as such terms are defined in the Intercreditor and Subordination Agreement dated as of September 30, 2015, between and among Bank of America, N.A., OCM FIE, LLC, Vesta Corporation and the other parties thereto, as the same may be amended, modified, restated or supplemented from time to time (the “Intercreditor Agreement”), to the extent, and in the manner provided in the Intercreditor Agreement.

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Security and Pledge Agreement dated as of September 30, 2015 (as the same may be amended, modified, extended or restated from time to time, the “Agreement”) by and among the Obligors party thereto (each an “Obligor” and collectively, the “Obligors”) and OCM FIE, LLC, as Administrative Agent (the “Administrative Agent”) for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

VESTA CORPORATION,  
an Oregon corporation

By: D. M. Fieldhouse

Name: Douglas M. Fieldhouse

Title: Chief Executive Officer

SIGNATURE PAGE TO NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005634 FRAME: 0639**

Acknowledged and Accepted:

OCM FIE, LLC as Administrative Agent

By: Cass Trank

Name: Cass Trank

Title: Authorized Signatory

By: David Quirk

Name: David Quirk

Title: Authorized Signatory

SIGNATURE PAGE TO NOTICE OF GRANT OF  
SECURITY INTEREST IN TRADEMARKS

**Schedule 1****TRADEMARKS**

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
Registration 2197906	1 800 PRE-PAID	10/20/1998
Registration 2889413	FLEXPOINTS	09/28/2004
Registration 1811235	PROFILE	12/14/1993
Registration 3765584	SINGLEFUND	03/23/2010
Registration 2172372	THE SMARTER WAY TO CALL	07/14/1998
Registration 2679672	VESTA	01/28/2003
Registration 4818905	VSAFE	06/22/2015

**TRADEMARK APPLICATIONS**

<u>Trademark No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
Serial No. 86571849	POCKET ATM	03/20/2015
Serial No. 86603559	VUNIFIED	04/20/2015
Serial No. 86603555	VADVANCED	04/20/2015
Serial No. 86603551	VGUARANTEED	04/20/2015
Serial No. 86575213	BREAKTHRU CREDIT	03/24/2015