

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM409222

<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>
Midland Credit Management, Inc.		12/16/2016	Corporation: KANSAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Suntrust Bank		
<b>Street Address:</b>	3333 Peachtree Road, 7th Floor		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30326		
<b>Entity Type:</b>	Banking Corporation: GEORGIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4632548	MCM	
<b>Registration Number:</b>	4641360	MCM MIDLAND CREDIT MANAGEMENT, INC.	
<b>Registration Number:</b>	4641359	MIDLAND FUNDING	
<b>Registration Number:</b>	4640714	MIDLAND FUNDING	
<b>Registration Number:</b>	4640712	MIDLAND CREDIT MANAGEMENT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2026638000		
<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>	2026638000		
<b>Email:</b>	dctm@pillsburylaw.com		
<b>Correspondent Name:</b>	Patrick J. Jennings		
<b>Address Line 1:</b>	1200 Seventeenth Street, NW		
<b>Address Line 4:</b>	Washington, D.C. 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	025388-0000029		
<b>NAME OF SUBMITTER:</b>	Patrick J. Jennings		
<b>SIGNATURE:</b>	/Pat Jennings/		
<b>DATE SIGNED:</b>	12/16/2016		

CH \$140.00 4632548

**Total Attachments: 4**

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**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 December 16, 2016, by and from Midland Credit Management, Inc. (the “Grantor”), a Kansas corporation, whose principal address is 3111 Camino Del Rio North, Suite 103, San Diego, CA 92108, 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

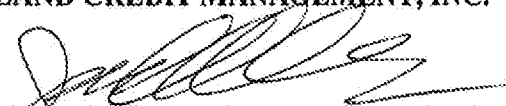
incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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.

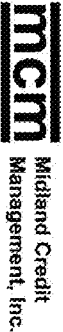

**MIDLAND CREDIT MANAGEMENT, INC.**

By:   
Name: Jonathan Clark  
Title: Executive Vice President, CFO and Treasurer

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

**TRADEMARK**  
**REEL: 005938 FRAME: 0423**

**Exhibit A - SCHEDULE OF TRADEMARKS**

<b>Trademark</b>	<b>Country/ Jurisdiction</b>	<b>Registration No./ Serial No.</b>	<b>Filing Date</b>	<b>Registration Date</b>	<b>Owner</b>
MCM	United States	4,632,548 86/311,682	June 17, 2014	November 4, 2014	Midland Credit Management, Inc.
MCM MIDLAND CREDIT MANAGEMENT, INC. 	United States	4,641,360 86/309,173	June 13, 2014	November 18, 2014	Midland Credit Management, Inc.
MIDLAND CREDIT MANAGEMENT	United States	4,640,712 86/244,766	April 7, 2014	November 18, 2014	Midland Credit Management, Inc.
MIDLAND FUNDING 	United States	4,641,359 86/309,167	June 13, 2014	November 18, 2014	Midland Credit Management, Inc.
MIDLAND FUNDING	United States	4,640,714 86/244,790	April 7, 2014	November 18, 2014	Midland Credit Management, Inc.

*[Exhibit A to Confirmatory Grant of Security Interest in United States Trademarks]*