

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM540026

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
REMCO AMERICA, INC.		08/05/2019	Corporation: DELAWARE
RENT-A-CENTER EAST, INC.		08/05/2019	Corporation: DELAWARE
RENT-A-CENTER FRANCHISING INTERNATIONAL, INC.		08/05/2019	Corporation: TEXAS
RENT-A-CENTER TEXAS, L.P.		08/05/2019	Limited Partnership: TEXAS
RENT-A-CENTER WEST, INC.		08/05/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT
Street Address:	2200 ROSS AVENUE
Internal Address:	9TH FLOOR
City:	DALLAS
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Registration Number:	4590262	ACCEPTANCE NOW
Registration Number:	4590359	ACCEPTANCE NOW
Registration Number:	4777989	ACCEPTANCE NOW BENEFITS PLUS
Registration Number:	2125173	AMERICA'S HOME OF RENT TO OWN
Serial Number:	86860243	APPROVALINK
Registration Number:	1216129	COLORTYME
Registration Number:	3276638	COLORTYME
Registration Number:	2048813	COLORTYME
Registration Number:	1191104	COLORTYME
Registration Number:	1872515	COLORTYME
Registration Number:	4405390	COLORTYME
Registration Number:	4157885	COLORTYME

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2054385	COLORTYME
Serial Number:	87034930	CREDITFREE
Registration Number:	2850252	GET IT NOW
Registration Number:	2850251	GET IT NOW! FURNITURE APPLIANCES ELECTRO
Registration Number:	3659513	HOME CHOICE
Registration Number:	4833472	LIFE BEGINS AT HOME
Registration Number:	4277107	OPERATION: JUST LIKE HOME
Registration Number:	4048564	RAC
Registration Number:	3161654	RAC
Registration Number:	1667049	RAC
Registration Number:	4048565	RAC
Registration Number:	3054671	RAC BENEFITS PLUS
Registration Number:	3055502	RAC NATIONAL PRODUCT SERVICE
Registration Number:	2876244	RAC RENT-A-CENTER
Registration Number:	4031722	RAC RENT-A-CENTER FURNITURE APPLIANCES E
Registration Number:	4059335	RAC RENT-A-CENTER FURNITURE APPLIANCES E
Registration Number:	3620129	RAC WORRY FREE GUARANTEE
Registration Number:	3620130	RAC WORRY FREE GUARANTEE
Registration Number:	3620131	RAC WORRY FREE GUARANTEE
Registration Number:	3623803	RAC WORRY FREE GUARANTEE
Registration Number:	3623804	RAC WORRY FREE GUARANTEE
Registration Number:	3620128	RAC WORRY FREE GUARANTEE
Registration Number:	4153948	RENT-A-CENTER
Registration Number:	4154195	RENT-A-CENTER
Registration Number:	2870944	RENT-A-CENTER
Registration Number:	1264550	RENT-A-CENTER
Registration Number:	3055184	RENT-A-CENTER
Registration Number:	1763556	RENTERS CHOICE
Registration Number:	2094767	RENTWAY
Registration Number:	2011934	RENT-WAY
Registration Number:	2097244	RENTWAY
Registration Number:	3341976	RIMTYME
Registration Number:	3341977	RIMTYME
Registration Number:	4166707	RIMTYME CUSTOM WHEELS AND TIRES
Registration Number:	4083155	RIMTYME CUSTOM WHEELS AND TIRES
Registration Number:	4767757	RIMTYME CUSTOM WHEELS AND TIRE
Registration Number:	2170721	TRY IT BEFORE YOU BUY IT
Registration Number:	3201581	WE MAKE IT EASY TO MAKE IT YOUR OWN

Property Type	Number	Word Mark
Registration Number:	3891827	WORRY FREE GUARANTEE

CORRESPONDENCE DATA

Fax Number: 2124552502

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.

Phone: (212)455-2121

Email: ksolomon@stblaw.com

Correspondent Name: ELIZABETH GLADSTONE, ESQ.

Address Line 1: SIMPSON THACHER & BARTLETT LLP

Address Line 2: 425 LEXINGTON AVENUE

Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/2041
NAME OF SUBMITTER:	ELIZABETH GLADSTONE
SIGNATURE:	/EG/
DATE SIGNED:	09/09/2019

Total Attachments: 12

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ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT

This ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of August 5, 2019 (as amended, supplemented or otherwise modified from time to time, the “IP Security Agreement”), is made by each of the signatories hereto (collectively, the “Grantors”) in favor of JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the “Administrative Agent”) for the Secured Parties (as defined in the Guarantee and Collateral Agreement referred to below).

WHEREAS, Rent-A-Center, Inc., a Delaware corporation (the “Borrower”) has entered into the ABL Credit Agreement, dated as of August 5, 2019 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Borrower, the several banks and other financial institutions or entities from time to time parties thereto (the “Lenders”), certain other parties and the Administrative Agent;

WHEREAS, in connection with the Credit Agreement the Grantors have entered into the ABL Guarantee and Collateral Agreement, dated as of August 5, 2019 in favor of the Administrative Agent for the benefit of the Secured Parties (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”); and

WHEREAS, under the terms of the Guarantee and Collateral Agreement, the Grantors have granted a security interest in certain property, including, without limitation, certain Intellectual Property of the Grantors to the Administrative Agent for the ratable benefit of the Secured Parties.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this IP Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement or the Guarantee and Collateral Agreement, as applicable.

SECTION 2. Grant of Security. Each Grantor hereby pledges and grants to the Administrative Agent for the ratable benefit of the Secured Parties a continuing security interest in and to all of such Grantor’s right, title and interest in the Copyrights, Patents and Trademarks (other than “intent-to-use” trademarks and services marks to the extent constituting Excluded Assets) listed on Schedule A (including, for the avoidance of doubt, all of such Grantor’s right to (i) sue for past, present, and future infringement of any of the foregoing, and (ii) any income, royalties, damages, and payments now or hereafter due or payable under any of the foregoing), as applicable, as collateral security for the payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor’s Obligations.

SECTION 3. Recordation. This IP Security Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Copyright Office and/or the United States Patent and Trademark Office, as applicable. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents, and/or the Commissioner for Trademarks, as applicable record this IP Security Agreement

SECTION 4. Termination and Release. Upon the release or termination of the Administrative Agent’s security interest in any Collateral listed on Schedule A as set forth under the Credit Agreement or Guarantee and Collateral Agreement (“Released Collateral”), the security interest granted under this IP Agreement with respect to such Released Collateral shall automatically and immediately

terminate and be released, and the Administrative Agent shall, upon request by any Grantor or any of their respective affiliates or successors-in-interest at such Grantor's expense, promptly execute, acknowledge, and deliver a written instrument to be recorded with the United States Patent and Trademark Office or the United States Copyright Office, as applicable, fully releasing its security interest with respect to such Released Collateral.

SECTION 5. Execution in Counterparts. This IP Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this IP Security Agreement by telecopy or electronic transmission shall be effective as delivery of a manually executed counterpart of this IP Security Agreement.

SECTION 6. Governing Law. This IP Security Agreement shall be construed in accordance with and governed by the law of the State of New York.

SECTION 7. Conflict Provision. This IP Security Agreement has been entered into in conjunction with the provisions of the Guarantee and Collateral Agreement and the Credit Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are more fully set forth in the Guarantee and Collateral Agreement and the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this IP Security Agreement are in conflict with the Guarantee and Collateral Agreement or the Credit Agreement, the provisions of the Guarantee and Collateral Agreement or the Credit Agreement, as applicable, shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this IP Security Agreement to be duly executed and delivered as of the date first above written.

GRANTORS:

REMCO AMERICA, INC., as a Grantor

By: Maureen B. Short
Name: Maureen B. Short
Title: Treasurer

RENT-A-CENTER EAST, INC., as a Grantor

By: Maureen B. Short
Name: Maureen B. Short
Title: Treasurer

RENT-A-CENTER FRANCHISING
INTERNATIONAL, INC., as a Grantor

By: Maureen B. Short
Name: Maureen B. Short
Title: Treasurer

RENT-A-CENTER TEXAS, L.P., as a Grantor

By: Maureen B. Short
Name: Maureen B. Short
Title: Executive Vice President – Chief
Financial Officer

RENT-A-CENTER WEST, INC., as a Grantor

By: Maureen B. Short
Name: Maureen B. Short
Title: Treasurer

[Signature Page to ABL Intellectual Property Security Agreement]


JPMORGAN CHASE BANK, N.A.,
as Administrative Agent






By: Jerome Prince
Name: Jerome Prince
Title: Authorized Signer


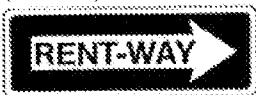
[Signature Page to ABL Intellectual Property Security Agreement]



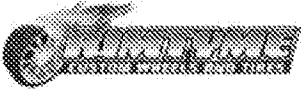
TRADEMARK
REEL: 006740 FRAME: 0042

SCHEDULE A
TRADEMARKS

Mark	Application No./ Registration No.	Application Date/ Registration Date	Status	Owner
ACCEPTANCE NOW	86/074,127 4,590,262	9/25/2013 8/19/2014	Registered	Rent-A-Center West, Inc.
ACCEPTANCE NOW & Design (Horizontal) <i>AcceptanceNOW</i>	86/113,407 4,590,359	11/8/2013 8/19/2014	Registered	Rent-A-Center West, Inc.
ACCEPTANCE NOW BENEFITS PLUS	86/108,137 4,777,989	11/1/2013 7/21/2015	Registered	Rent-A-Center West, Inc.
AMERICA'S HOME OF RENT TO OWN	75/161,025 2,125,173	8/28/1996 12/30/1997	Registered	Rent-A-Center West, Inc.
Approvalink	86/860,243	12/29/2015	Pending	Rent-A-Center West, Inc.
COLORTYME	73/290,829 1,216,129	12/22/1980 11/9/1982	Registered	Rent-A-Center Franchising International, Inc.
ColorTyme	78/571,456 3,276,638	2/21/2005 8/7/2007	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME	75/029,755 2,048,813	12/8/1995 4/1/1997	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME	73/290,809 1,191,104	12/22/1980 3/2/1982	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME	74/470,558 1,872,515	12/17/1993 1/10/1995	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME	85/444,121 4,405,390	10/11/2011 9/24/2013	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME	85/466,382 4,157,885	11/7/2011 6/12/2012	Registered	Rent-A-Center Franchising International, Inc.
COLORTYME & Design 	75/029,756 2,054,385	12/8/1995 4/22/1997	Registered	Rent-A-Center Franchising International, Inc.
CREDITFREE	87/034,930	05/12/2016	Pending	Rent-A-Center West, Inc.

Mark	Application No./ Registration No.	Application Date/ Registration Date	Status	Owner
GET IT NOW	76/461,852 2,850,252	10/28/2002 6/8/2004	Registered	Rent-A-Center West, Inc.
GET IT NOW! & Design 	76/461,851 2,850,251	10/28/2002 6/8/2004	Registered	Rent-A-Center West, Inc.
HOME CHOICE	78/981,029 3,659,513	4/6/2006 7/21/2009	Registered	Rent-A-Center West, Inc.
LIFE BEGINS AT HOME	86/424,119 4,833,472	10/15/2014 10/13/2015	Registered	Rent-A-Center West, Inc.
OPERATION: JUST LIKE HOME	85/525,159 4,277,107	1/25/2012 1/15/2013	Registered	Rent-A-Center Texas, L.P.
RAC	85/267,791 4,048,564	3/15/2011 11/1/2011	Registered	Rent-A-Center West, Inc.
RAC	78/559,090 3,161,654	2/2/2005 10/24/2006	Registered	Rent-A-Center West, Inc.
RAC & Design 	74/038,721 1,667,049	3/15/1990 12/3/1991	Registered	Rent-A-Center West, Inc.
RAC & Design 	85/267,817 4,048,565	3/15/2011 11/1/2011	Registered	Rent-A-Center West, Inc.
RAC BENEFITS PLUS	78/558,985 3,054,671	2/2/2005 1/31/2006	Registered	Rent-A-Center West, Inc.
RAC NATIONAL PRODUCT SERVICE	78/624,453 3,055,502	5/6/2005 1/31/2006	Registered	Rent-A-Center West, Inc.
RAC RENT-A-CENTER & Design 	76/477,879 2,876,244	12/24/2002 8/24/2004	Registered	Rent-A-Center West, Inc.
RAC RENT-A-CENTER FURNITURE APPLIANCES ELECTRONICS COMPUTERS & Design (Button Logo) 	85/272,496 4,031,722	3/21/2011 9/27/2011	Registered	Rent-A-Center West, Inc.

Mark	Application No./ Registration No.	Application Date/ Registration Date	Status	Owner
RAC RENT-A-CENTER FURNITURE APPLIANCES ELECTRONICS COMPUTERS & Design (Button Logo) 	85/272,525 4,059,335	3/21/2011 11/22/2011	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,249 3,620,129	9/24/2007 5/12/2009	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,277 3,620,130	9/24/2007 5/12/2009	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,308 3,620,131	9/24/2007 5/12/2009	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,323 3,623,803	9/24/2007 5/19/2009	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,341 3,623,804	9/24/2007 5/19/2009	Registered	Rent-A-Center West, Inc.
RAC WORRY FREE GUARANTEE	77/287,216 3,620,128	9/24/2007 5/12/2009	Registered	Rent-A-Center West, Inc.
RENT-A-CENTER	85/444,100 4,153,948	10/11/2011 6/5/2012	Registered	Rent-A-Center West, Inc.
RENT-A-CENTER	85/466,404 4,154,195	11/7/2011 6/5/2012	Registered	Rent-A-Center West, Inc.
RENT-A-CENTER	76/477,880 2,870,944	12/24/2002 8/10/2004	Registered	Rent-A-Center West, Inc.
RENT-A-CENTER	73/382,791 1,264,550	8/30/1982 1/17/1984	Registered	Rent-A-Center West, Inc.
RENT-A-CENTER	78/567,643 3,055,184	2/15/2005 1/31/2006	Registered	Rent-A-Center West, Inc.
RENTERS CHOICE	74/165,881 1,763,556	5/13/1991 4/6/1993	Registered	Rent-A-Center West, Inc.
RENTWAY	75/139,190 2,094,767	7/24/1996 9/9/1997	Registered	Rent-A-Center East, Inc.
RENT-WAY & Design (Arrow) 	75/015,035 2,011,934	11/6/1995 10/29/1996	Registered	Rent-A-Center East, Inc.

Mark	Application No./ Registration No.	Application Date/ Registration Date	Status	Owner
RENTWAY (Stylized) & Design 	75/139,176 2,097,244	7/24/1996 9/16/1997	Registered	Rent-A-Center East, Inc.
RIMTYME	78/893,263 3,341,976	5/25/2006 11/20/2007	Registered	Rent-A-Center Franchising International, Inc.
RIMTYME	78/893,269 3,341,977	5/25/2006 11/20/2007	Registered	Rent-A-Center Franchising International, Inc.
RIMTYME CUSTOM WHEELS AND TIRES & Design 	85/323,128 4,166,707	5/17/2011 7/3/2012	Registered	Rent-A-Center Franchising International, Inc.
RIMTYME CUSTOM WHEELS AND TIRES & Design 	85/323,026 4,083,155	5/17/2011 1/10/2012	Registered	Rent-A-Center Franchising International, Inc.
RIMTYME CUSTOM WHEELS AND TIRES & Design	86/419,024 4,767,757	10/09/2014 4/21/2015	Registered	Rent-A-Center Franchising International, Inc.
TRY IT BEFORE YOU BUY IT	75/137,859 2,170,721	7/17/1996 7/7/1998	Registered	Rent-A-Center West, Inc.
WE MAKE IT EASY TO MAKE IT YOUR OWN	78/835,816 3,201,581	3/13/2006 1/23/2007	Registered	Rent-A-Center West, Inc.
WORRY FREE GUARANTEE	77/736,343 3,891,827	5/13/2009 12/21/2010	Registered	Rent-A-Center West, Inc.

COPYRIGHTS

Title	Registration No.	Registration Date	Owner
Rent-A-Center	VA518452	July 31, 1992	Rent-A-Center West, Inc.
RACA PC Store Systems	TXU547160	November 2, 1992	Rent-A-Center West, Inc.
PC to AS400 High Performance Data File Transfer System	TX3237702	January 15, 1992	Rent-A-Center West, Inc.
RACA PC Store System	TXU500938	December 30, 1991	Rent-A-Center West, Inc.
File Application Special Transfer	TX3189508	November 8, 1991	Rent-A-Center West, Inc.
RAC Revision 3.53	TXU471002	August 28, 1990	Rent-A-Center West, Inc.
RACA PC Store System V353.BAS	TXU415494	May 5, 1990	Rent-A-Center West, Inc.
Store Operations Training: Level 1	TXU448124	November 29, 1990	Rent-A-Center West, Inc.
Standards of Operations	TXU445751	November 5, 1990	Rent-A-Center West, Inc.
Standards of Operations: Evaluator Manual	TXU445750	November 5, 1990	Rent-A-Center West, Inc.
Identity Standards and Usage Guidelines	TXU432800	August 15, 1990	Rent-A-Center West, Inc.
RAC Systems Computer Operations Manual	TXU429014	July 26, 1990	Rent-A-Center West, Inc.
Rental Agreement	TX2809479	May 4, 1990	Rent-A-Center West, Inc.
RACS Rev. 3.3	TXU376529	March 28, 1989	Rent-A-Center West, Inc.
Advanced Sales Techniques	TXU375775	May 26, 1989	Rent-A-Center West, Inc.
Rent-A-Center Selection Interviewing Workshop	TXU374311	May 26, 1989	Rent-A-Center West, Inc.
Selection and training manual	TXU374310	May 26, 1989	Rent-A-Center West, Inc.
Zone Certification Manager's Manual	TXU374309	May 26, 1989	Rent-A-Center West, Inc.
General information manual	TXU374308	May 26, 1989	Rent-A-Center West, Inc.
Sales and service manual	TXU374307	May 26, 1989	Rent-A-Center West, Inc.
Rent-A-Center Collections Manual	TXU374218	May 26, 1989	Rent-A-Center West, Inc.

Title	Registration No.	Registration Date	Owner
Account Manager I Certification Packet	TXU369577	May 26, 1989	Rent-A-Center West, Inc.
Implementation Kit for Human Resources Planning at Rent-A-Center Inc.	TXU369447	May 26, 1989	Rent-A-Center West, Inc.
Assistant Manager Certification Packet	TXU369446	May 26, 1989	Rent-A-Center West, Inc.
Collections Skills Workbook: Store Operations Training	TXU301483	May 7, 1987	Rent-A-Center West, Inc.
RACS Rev. 2.30	TXU290611	July 31, 1987	Rent-A-Center West, Inc.
RACS Rev. 3.0	TXU290610	July 31, 1987	Rent-A-Center West, Inc.
Store Operations Training: Sales and Service Workbook	TXU281464	May 7, 1987	Rent-A-Center West, Inc.
Macntlin	TXU207428	August 16, 1985	Rent-A-Center West, Inc.
Our 10 Commitments to You	TX1663355	October 11, 1985	Rent-A-Center West, Inc.
Rent-A-Center - A Special Place	PAU1230331	May 26, 1989	Rent-A-Center West, Inc.
Collection Practices - One to Six Day Accounts	PAU1230330	May 26, 1989	Rent-A-Center West, Inc.
The Basics of Successful Renting and the Sales Track	PAU1230329	May 26, 1989	Rent-A-Center West, Inc.
Collection Practices - Seven to Twenty-Nine Day Accounts	PAU1230328	May 26, 1989	Rent-A-Center West, Inc.
THORN Services International - Field Management System V.015	TXU676521	February 27, 1995	Rent-A-Center West, Inc.
THORN Services International - Warranty Claims V.012	TXU676519	February 27, 1995	Rent-A-Center West, Inc.
THORN Services International - Central Parts Procurement System V 3.0	TXU676518	February 27, 1995	Rent-A-Center West, Inc.
Credit Analysis Package	TXU830675	December 23, 1997	Rent-A-Center West, Inc.
RAC Rent-A-Center : Apr./May 04	TX6002233	July 28, 2004	Rent-A-Center West, Inc.
RAC : Rent-A-Center, June-July 11	TX6069856	August 24, 2004	Rent-A-Center West, Inc.
RAC: Rent-A-Center, July 11-Aug 28	TX6069857	August 24, 2004	Rent-A-Center West, Inc.
RAC : Rent-A-Center, May	TX6069858	August 24, 2004	Rent-A-Center West, Inc.
Consumer Lease Agreement	TXU1777399	September 29, 2011	Rent-A-Center West, Inc.

Title	Registration No.	Registration Date	Owner
Carpe Diem 2 / with an introd. by George Fink; compiled by Heidi Beale; edited by Heidi Beale, Matt Campbell, George Fink... [et al.]; cover design by Heidi Beale, Connie Connor and George Fink; cover art by Connie Conner and Kelley Walker	TX3572214	March 2, 1993	Remco America, Inc.

PATENTS

Title	Application No.	Filing Date	Owner
Lease Purchase System & Method	14/696,217	April 24, 2015	Rent-A-Center West, Inc.