

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM500681

<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>
SHERMAN, CLAY & CO.		11/29/2018	Corporation: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF AMERICA, N.A., AS AGENT		
<b>Street Address:</b>	333 S. HOPE STREET		
<b>Internal Address:</b>	19TH FLOOR		
<b>City:</b>	LOS ANGELES		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90071		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3626392	ALLEGRO ACCEPTANCE	
<b>Registration Number:</b>	4725047	ALLEGRO CREDIT	
<b>Registration Number:</b>	3873458	ALLWELL	
<b>Registration Number:</b>	4941523	SHERMAN CLAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7037125050		
<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>	703-712-5390		
<b>Email:</b>	MGuidry@mcguirewoods.com		
<b>Correspondent Name:</b>	MCGUIREWOODS LLP		
<b>Address Line 1:</b>	1750 TYSONS BLVD		
<b>Address Line 2:</b>	SUITE 1800		
<b>Address Line 4:</b>	TYSONS, VIRGINIA 22102-4215		
<b>ATTORNEY DOCKET NUMBER:</b>	2068279-5080		
<b>NAME OF SUBMITTER:</b>	Melissa Guidry		
<b>SIGNATURE:</b>	/Melissa Guidry/		
<b>DATE SIGNED:</b>	12/04/2018		

OP \$115.00 3626392

**Total Attachments: 4**

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

November 29, 2018

SHERMAN, CLAY & CO., an Indiana corporation ("Debtor"), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, ("Bank of America") in its capacity as administrative agent for the Lenders under the Loan Agreement as defined below (in such capacity, the "Agent"), whose address is 333 S. Hope Street, 19<sup>th</sup> Floor, Los Angeles, CA 90071, a security interest in and to all of Debtor's right, title and interest in and to: the trademarks and trademark registrations and applications therefor owned by Debtor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of Debtor's business, as set forth in the Loan Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interests are contained in that certain Loan and Security Agreement, dated as of November 29, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among the Debtor, the Lenders party thereto (as defined in the Loan Agreement) and Bank of America, as the Agent, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Loan Agreement or otherwise.

The undersigned Debtor and the Agent hereby acknowledge and agree that the security interest in the foregoing Trademarks may only be terminated in accordance with the terms of the Loan Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

SHERMAN, CLAY & CO.,  
an Indiana corporation

By: 

Name: Fred Concklin

Title: President/Chief Executive Officer

AGENT:

BANK OF AMERICA, N.A.

By: 

Name: Ron Bornstein

Title: Senior Vice President

**EXHIBIT A**  
**TRADEMARKS**

Mark	Serial No.	Reg. No.	Reg. Date
ALLEGRO ACCEPTANCE	77587265	3,626,392	5-26-2009
ALLEGRO CREDIT	86192095	4,725,047	4-21-2015
ALLWELL	85005221	3,873,458	11-9-2010
SHERMAN CLAY	86827837	4,941,523	4-19-2016

Exhibit A