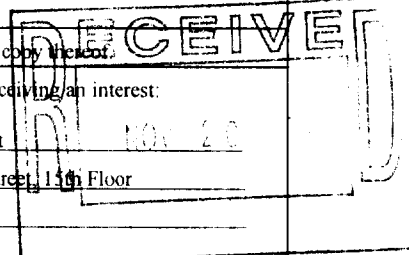


12-09-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100917054



MRD
11-20-98

To the Honorable Commissioner of

1. Name of Party(ies) conveying an interest:

Advance America, Cash Advance Centers, Inc.
961 East Main Street
Spartanburg, South Carolina 29302

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street, 15th Floor
Internal Address: Agency Services
City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: October 6, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): 75/344,960
75/356,993 75/556,625 75/556,626

Additional numbers attached? Yes No

B. Trademark Registration No.(s): N/A

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.4): \$ 115.00
 Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark H. Webbink, Esq.
Name of Person Signing

[Signature]
Signature

11/23/98
Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

11/23/98
(Date of Signature)

12/08/1998 00000098 75344960

01 FC:481
02 FC:482

40.00 OP
75.00 OP

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October __, 1998 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

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

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A

The Obligors and the Agent, on behalf of the Lenders, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

Very truly yours,

AARC, INC.

By: *D. C. Breedon, Jr.*

Name: DAN C. BREEDON, JR.

Title: PRESIDENT

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: *Scott K. Mitchell*

Name:

Title: *Senior Vice President*

Schedule A

AARC, Inc.

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
ADVANCE AMERICA	75/344,960	8/21/97
Design mark	75/356,993	9/15/97
EVERY DAY IS PAYDAY AT ADVANCE AMERICA	75/556,625	9/22/98
EVERY DAY IS PAYDAY	75/556,626	9/22/98

State Registered Marks

State	Mark	Filing Date
Kansas	ADVANCE AMERICA	8/31/98
Kansas	ADVANCE AMERICA, CASH ADVANCE CENTERS & Design	8/31/98
South Carolina	ADVANCE AMERICA, CASH ADVANCE CENTERS & Design	8/7/98