

11-26-1999

SHEET

NOV

NOV 11/15/99



101207944

TO: The Commissioner of Patents

Record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission Document ID#  (Non-Recordation)
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other  Notice of Grant of Security Interest in Trademarks

Effective Date  
Month Day Year  
10/26/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  AARC, INC.

10/26/99

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization  Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name  Bank of America, N.A., as Administrative Agent

DBA/AKA/TA

Composed of

Address (line 1)  Independence Center, Fifteenth Floor

Address (line 2)  101 North Tryon Street, Agency Services NC1-001-15-04

Address (line 3)  Charlotte  NC  28255  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other  National Banking Association
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

11/24/1999 BANGUYEN 00000128 2098221

01 FC:481  
02 FC:482  
DUR1245704 1

40.00 DP  
25.00 DP

TRADEMARK  
REEL: 001991 FRAME: 0984

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,098,979"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,031,797"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account   
Deposit Account (any deficiency)

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink

Name of Person Signing

Signature

Date Signed

*11/02/99*

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of October 16, 1999 (the "Security Agreement") by and among the obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative 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 Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A

TRADEMARK APPLICATIONS

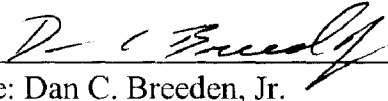
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark
---------------------------------------	--	-------------------

See attached Schedule A

The Obligors and the Administrative 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., a Delaware corporation

By:   
Name: Dan C. Breeden, Jr.  
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

The Obligors and the Administrative 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., a Delaware corporation

By: \_\_\_\_\_  
Name: William M. Webster IV  
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Scott K. Mitchell  
Name: Scott K. Mitchell  
Title: Senior Vice President

Schedule A

AARC, Inc.

U.S. Trademarks

Mark	Registration No.	Registration Date
NATIONAL CASH ADVANCE	2,098,979	9/23/97
NATIONAL CHECK ADVANCE and Design	2,031,797	1/21/97

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK  
DIRECT DIAL 919-286-8048  
DIRECT FAX 919-416-8348  
E-MAIL markwebbink@mvalaw.com

2200 WEST MAIN STREET SUITE 800  
DURHAM, NORTH CAROLINA 27705-4658  
TELEPHONE 919-286-8000  
FACSIMILE 919-286-8199  
<http://www.mvalaw.com>  
POST OFFICE BOX 3843  
DURHAM, NORTH CAROLINA 27702-3843

CHARLOTTE, NC  
RALEIGH, NC  
CHARLESTON, SC

November 12, 1999

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Via Certified Mail**  
**Z 246 553 668**

**Re: Recordation of Notice of Grant of Security Interest in Trademarks.**

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed October 26, 1999, between AARC, INC. and Bank of America, N.A., as Administrative Agent;
3. Check No. 29055 in the amount of Sixty-Five Dollars (\$65.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

#### 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 Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Drew Crutcher  
(Typed or printed name of person signing the certificate)

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

11/12/99  
(Date of Signature)

RECORDED: 11/15/1999

TRADEMARK  
REEL: 001991 FRAME: 0990