

10-16-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): AARC, Inc. 135 North Church Street Spartanburg, SC 29306 10-9-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Administrative Agent Internal Address: Street Address: 101 North Tryon Street, 15th Floor City: Charlotte State: NC Zip: 28255 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: September 30, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas 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: 09 7. Total fee (37 CFR 3.41) \$ 240.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316 OFFICE OF PUBLIC RECORDS FINANCE SECTION 2002 OCT -9 AM 9:51

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9. Signature. Steven D. Thomas Name of Person Signing [Signature] Signature October 9, 2002 Date Total number of pages including cover sheet, attachments, and document: 04

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FR:0521 02 FC:0522

40.00 DP 200.00 DP

TRADEMARK REEL: 002599 FRAME: 0071

TRADEMARKS		
Trademark	Registration Number	Registration Date
BECAUSE YOU JUST NEVER KNOW FOR LIFE'S LITTLE EMERGENCIES	2615141	9/3/02
Miscellaneous Design	2198241	10/20/98
ADVANCE AMERICA	2271230	8/17/99
NATIONAL CASH ADVANCE	2098979	9/23/97
NATIONAL CHECK ADVANCE and Design	2031797	1/21/97

TRADEMARK APPLICATIONS		
Trademark	Application Serial Number	Filing Date
ADVANCE AMERICA MONEY.COM and Design	76438863	8/9/02
GET CASH NOW FOR LIFE'S LITTLE EMERGENCIES	76328170	10/22/01
GET THE MONEY YOU NEED FOR LIFE'S LITTLE EMERGENCIES	76328168	10/22/01

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NOTICE
 OF
 GRANT OF SECURITY INTEREST
 IN
 TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS		
Trademark	Registration Number	Registration Date
BECAUSE YOU JUST NEVER KNOW	2615141	9/3/02
FOR LIFE'S LITTLE EMERGENCIES	2615140	9/3/02
Miscellaneous Design	2198241	10/20/98
ADVANCE AMERICA	2271230	8/17/99
NATIONAL CASH ADVANCE	2098979	9/23/97
NATIONAL CHECK ADVANCE and Design	2031797	1/21/97

TRADEMARK APPLICATIONS		
Trademark	Application Serial Number	Filing Date
ADVANCE AMERICA MONEY.COM and Design	76438863	8/9/02
GET CASH NOW FOR LIFE'S LITTLE EMERGENCIES	76328170	10/22/01
GET THE MONEY YOU NEED FOR LIFE'S LITTLE EMERGENCIES	76328168	10/22/01

The undersigned Obligor 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 or trademark application.

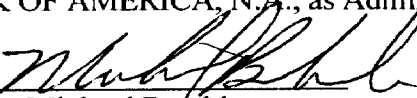
Very truly yours,

AARC, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 

Name: Michael Brashler
Title: Agency Officer

The undersigned Obligor 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 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: