

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies): SquareTwo Financial Corporation 4340 S. Monaco Denver, Colorado 80237</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No</p> <p>Name: <u>GMAC Commerical Fiance LLC, as Agent</u> Internal Address: _____ Street Address: <u>1290 Avenue of the Americas</u> City: <u>New York</u> State: <u>New York</u> Country: <u>USA</u> Zip: <u>10104</u></p> <p> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other, LLC Citizenship <u>Delaware</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance)/Execution Date(s) : Execution Date(s) <u>April 7, 2010</u></p> <p> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p>	
<p>4. Application number(s) or registration number(s) and Identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) _____ See attached Schedule A</p> <p style="text-align: right;">Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>Collect America</u></p>	
<p>5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>CT Lien Solutions</u> Internal Address: _____ Street Address: <u>187 Wolf Rd</u> City: <u>Albany</u> State: <u>NY</u> Zip: <u>12205</u> Phone Number: <u>800-342-3676</u> Fax Number: <u>800-962-7049</u> Email Address: _____</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>90-</u></p> <p> <input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p>
<p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers <u>5683</u> Expiration Date <u>10/12</u></p> <p>b. Deposit Account Number _____ Authorized User Name _____</p>	
<p>9. Signature: <u>Emily Fishman</u> <u>4/27/10</u> _____ Signature Date</p> <p style="text-align: center;">Emily M. Fishman Name of Person Signing</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 7</p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CIP \$90.00 2055196

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 7, 2010, by and between Grantor and GMAC Commercial Finance LLC, as Agent.

REGISTRATION NO. OR APPLICATION NO.	MARK
2055196	Collect America (Typed Drawing)
2077288	Collect America (Eagle Design Plus Words, Letters and/or Numbers)
2030606	Collect America (Typed Drawing)

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, SquareTwo Financial Corporation a corporation formed under the laws of Delaware, located at 4340 S. Monaco, Denver, CO 80237 ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to GMAC COMMERCIAL FINANCE LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Loan Agreement, dated the date hereof, among Agent, Lenders, Grantor and the other credit parties named therein and (ii) a certain Security Agreement, dated the date hereof, among Grantor, certain other credit parties named therein and Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[Signature Page Follows This Page]

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: April 7, 2010

SQUARETWO FINANCIAL CORPORATION

By: 

Name: Paul A. Larkins

Title: President and Chief Executive Officer

GMAC COMMERCIAL FINANCE LLC, as Agent

By: _____

Name:

Title:



My Commission Expires 12/19/2012

STATE OF Colorado)
: ss.:
COUNTY OF Denver)

On this 7 day of April, 2010, before me personally came Paul Larkin, to me known, who, being by me duly sworn, did depose and say that he is the President CEO of SQUARETWO FINANCIAL CORPORATION, the corporation/limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the directors/members of said corporation/limited liability company.

Kelly Ackerman
Notary Public

STATE OF _____)
: ss.:
COUNTY OF _____)

On this ___ day of April 2010, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is _____ of GMAC COMMERCIAL FINANCE LLC, the financial institution described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said financial institution .

Notary Public

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: April 6, 2010

SQUARETWO FINANCIAL CORPORATION

By: _____
Name:
Title:

GMAC COMMERCIAL FINANCE LLC, as Agent

By: Thomas Maiale
Name: THOMAS MAIALE
Title: DIRECTOR

STATE OF _____)

: ss.:

COUNTY OF _____)

On this ___ day of April, 2010, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ of SQUARETWO FINANCIAL CORPORATION, the corporation/limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the directors/members of said corporation/limited liability company.

Notary Public

STATE OF New York)

: ss.:

COUNTY OF New York)

On this 5 day of April 2010, before me personally came Tyus Harris to me known, who, being by me duly sworn, did depose and say that he is Director of GMAC COMMERCIAL FINANCE LLC, the financial institution described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said financial institution.

Eugenia H. Hunt
Notary Public

Eugenia H. Hunt
Notary Public, State of New York
No. 01HU4880570
Qualified in Queens County
Commission Expires 12/15/2010