

BILL OF SALE

HSBC CARD SERVICES (III) INC. (f/k/a HOUSEHOLD CARD SERVICES INC.) ("Seller"), for value received and pursuant to the terms and conditions of the Receivables Purchase Agreement ("Agreement") dated May 11, 2009 between Seller, Household Bank (Nevada), N.A. and Household Bank (SB), N.A., and ATLANTIC CREDIT & FINANCE SPECIAL FINANCE UNIT III, LLC, ("Purchaser"), does hereby sell, assign and convey to Purchaser, its successor and assigns, all right, title and interest of Seller in and to those certain Purchased Receivables (as defined in the Agreement) listed on the attached Exhibit A (Sale File), without recourse and without representation of, or warranty of, collectibility, or otherwise, except to the extent provided for within the Agreement.

EXECUTED this 29th day of September, 2010

HSBC CARD SERVICES (III) INC.

By: 

Name: Paul Stanborough

Title: Vice President

HSBC BANK NEVADA N.A.

By: 

Name: Paul Stanborough

Title: Senior Vice President

AFFIDAVIT OF BULK SALE OF ACCOUNTS

STATE OF DELAWARE

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COUNTY OF NEW CASTLE

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On 8/17/2011, Michael Poczynek stated:

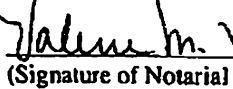
1. My name is Michael Poczynek. I am Assistant Vice President and Assistant Secretary, Administrative Services Division of HSBC Bank Nevada, N.A. (HOBN) and Vice President and Assistant Secretary, Administrative Services Division of HSBC Card Services (III) Inc. (HCS), HSBC Receivables Acquisition Company I, HSBC Receivables Acquisition Corporation (USA) III, HSBC Receivables Acquisition Corporation (USA) IV (collectively identified in this Affidavit as "HSBC"). As part of my regular job duties, I have access to and routinely review the account records of HSBC. I am authorized to make this Affidavit on behalf of HSBC. The facts stated in this Affidavit are within my personal knowledge and are true and correct.

2. On or about 09/22/2010, HSBC sold a pool of accounts (identified in this Affidavit as the "Sold Accounts") by a Purchase and Sale Agreement and a Bill of Sale to Atlantic Credit & Finance Special Finance Unit III, LLC (identified in this Affidavit as the "Debt Buyer"). As part of the sale of the Sold Accounts, records relating to individual Sold Accounts were transferred to the Debt Buyer. Because of the Sale of the Sold Accounts, HSBC acknowledges that Debt Buyer became the owner of the Sold Accounts on the date of sale.



Michael Poczynek

Signed and sworn to (or Affirmed) before me on 8/17/11, by Michael Poczynek.


(Signature of Notarial Officer)



CERTIFICATE OF CONFORMITY

I, **Kevin T. Peck**, an attorney-at-law admitted to practice in the State of Delaware, certify that the foregoing document was notarized by **Valerie McCoy**, a notary public in the State of Delaware, in conformity with the laws of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto set my signature, on
8/17/11.

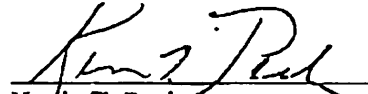

Kevin T. Peck

EXHIBIT C

ASSIGNMENT AND BILL OF SALE

Atlantic Credit & Finance Special Finance Unit III, LLC ("Seller"), Midland Funding LLC ("Buyer") have entered into an Account Purchase Agreement dated April 22, 2011 ("Agreement"), for the sale by Seller to Buyer of the Purchased Accounts described in the Account Schedule delivered by Seller to Buyer on the Closing Date for this Bill of Sale pursuant to the provisions of the Agreement. To the extent not otherwise defined herein, all capitalized terms appearing in this Bill of Sale shall have the meanings defined for such terms in the Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby sells, assigns, transfers, conveys and delivers to Buyer all rights, title and interests in and to each and every one of the Purchased Accounts described in the related Purchased Accounts File identified by the name Lot 420.xlxs, dated April 15, 2011.

To the best of Seller's knowledge and belief, all of the information contained in the Accounts Schedule and Seller's Accounts Information, is and shall be true, complete, accurate and not misleading in any material respect. Further, all of the information contained in Seller's Accounts Information (a) constitutes Seller's own business records regarding the Purchased Accounts; and (b) accurately reflects in all material respects the information about the Purchased Accounts in Seller's possession. All of Seller's Accounts Information has been kept in the regular course of Seller's business, and was made or compiled at or near the time of the event and recorded by (or from information transmitted by) a person (i) with knowledge of the data entered into and maintained in Seller's business records, or (ii) who caused the data to be entered into and maintained in Seller's business records. It is the regular practice of Seller's business to maintain and compile such data.

THIS BILL OF SALE IS EXECUTED WITHOUT RECOURSE OR WARRANTIES EXCEPT AS STATED AND PROVIDED FOR IN THE AGREEMENT.

IN WITNESS WHEREOF, Seller and Buyer have signed, and Seller has delivered this Bill of Sale to Buyer, effective as of April 22, 2011.

Atlantic Credit & Finance Special Finance
Unit III, LLC

By: Atlantic Credit & Finance, Inc.,
its Sole Member

By: _____

Chris Hanson, CFO

Midland Funding LLC

By: _____

J. Brandon Black, President

Approved by Legal

**AFFIDAVIT OF SALE
OF ACCOUNT
BY DEBT SELLER**

State of Virginia, City of Roanoke.

Kevin Hudson being duly sworn, deposes and says:

I am over 18 and not a party to this action. I am the Vice President of Business Development of Atlantic Credit & Finance, Inc., sole member of Atlantic Credit & Finance Special Finance Unit III, LLC. In that capacity, I am a custodian of certain books and records of Atlantic Credit & Finance Special Finance Unit III, LLC, and certain of its subsidiaries and affiliates (altogether, "Debt Seller"), and am aware of the process of the sale and assignment of electronically stored business records.

Atlantic Credit & Finance Special Finance Unit III, LLC, owns certain accounts, and maintains and records information in the records as they relate to such accounts. I am authorized to make the statements and representations set forth in this affidavit on behalf of Atlantic Credit & Finance Special Finance Unit III, LLC. The statements set forth herein are true and correct to the best of my knowledge, information, and belief, based on either personal knowledge or review of the business records of the Debt Seller.

As a custodian of records for Atlantic Credit & Finance Special Finance Unit III, LLC, my duties include having knowledge of, and access to, business records relating to the Accounts (as defined below). These records are kept by Atlantic Credit & Finance Special Finance Unit III, LLC, in the regular course of business, and it was in the regular course of business of Atlantic Credit & Finance Special Finance Unit III, LLC, for an employee or representative with personal knowledge of the act, event, condition, or opinion recorded to make memorandum or records or to transmit information thereof to be included in such memorandum or records; and that the records were made at or near the time of the act and/or event recorded or reasonably soon thereafter.

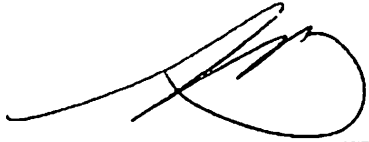
On 4/22/2011 Atlantic Credit & Finance Special Finance Unit III, LLC sold a pool of charged-off accounts (the Accounts) by a Purchase and Sale Agreement and a Bill of Sale to Midland Funding, LLC. Atlantic Credit & Finance Special Finance Unit III, LLC had previously bought the Accounts from HSBC Card Services (III) Inc. (f/k/a Household Card Services Inc.) on 9/22/2010.

Pursuant to the sale, Seller sold, transferred, assigned, conveyed, granted, bargained, set over and delivered to Buyer and its successors and assigns, good and marketable title to the Accounts and any unpaid balance free and clear of any encumbrance, equity, lien, pledge, charge, claim or security interest. I am not aware of any errors in the Accounts.

In connection with the sale of the Accounts, electronic and other records were transferred to or otherwise made available to the Buyer (the "Transferred Records"). The Transferred Records are kept by Atlantic Credit & Finance Special Finance Unit III, LLC in the regular course of business, and it was in the regular course of business of Atlantic Credit & Finance Special Finance Unit III, LLC for an employee or representative with personal knowledge of the act, event, condition, or opinion recorded to make memorandum or records or to transmit information thereof to be included in such memorandum or records; and that the records were made at or near the time of the act and/or event recorded or reasonably soon thereafter. To the extent that the Transferred Records include records that were prepared by a third party, they are records that were incorporated into the records of Atlantic Credit & Finance Special Finance Unit III, LLC, as a business record and the accuracy of such records are relied upon by Atlantic Credit & Finance Special Finance Unit III, LLC in the regular course of business.


The above statements are true to the best of my knowledge.

Signed this 20th day of June, 2011.



Kevin Hudson

Sworn before me this 20th day of June, 2011.

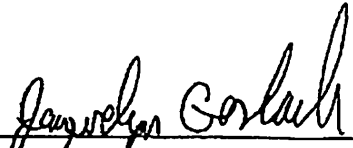

Stacy Davis
Notary Public



CERTIFICATE OF CONFORMITY

I, Jaquelyn Gerlach, an attorney-at-law of the State of Virginia who resides in the State of Virginia and is fully acquainted with the laws of the State of Virginia pertaining to the acknowledgement or proof of deeds of real property to be recorded therein, do hereby certify that I am duly qualified to make this Certificate of Conformity pursuant to Section 299-a of the Real Property Law of the State of New York and hereby certify that the acknowledgement or proof upon the foregoing document was taken by Stacy Davis, a notary public in the State of Virginia, in the manner prescribed by the laws of the State of Virginia and conforms to the laws thereof in all respects.

IN WITNESS WHEREOF, I have hereunto set my signature, this 20th day of June, 2011.



Attorney at Law, State of Virginia