

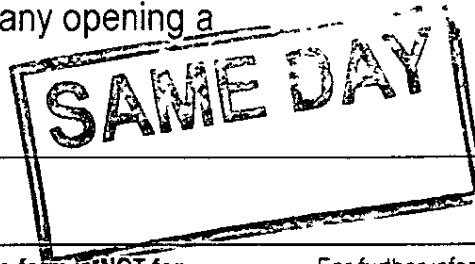
OS IN01

Registration of an overseas company opening a
UK establishment

Laserform

FL32279

34771 | 106



A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
UK establishment

☒ **What this form is NOT for**
You cannot use this form to
the details of an existing com
officer or establishment

For further information, please



A3N3KJJ6

A05

19/12/2014

#261

COMPANIES HOUSE

FRIDAY

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name ① CASHEURONET UK, LLC

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative Name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ②

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions ③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ **Overseas company name
restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1

Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ^①

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

^① The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects share capital constitution, and accounts

UK establishment
registration number

B R [] [] [] [] [] [] [] []

B2

Credit or financial institution

Is the company a credit or financial institution? ^②

☒ Yes

☐ No

^② Please tick one box

B3

Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ^③

LIMITED LIABILITY COMPANY

Country of
incorporation *

USA

Identity of register
in which it is
registered ^④

DELAWARE SECRETARY OF STATE

Registration number in
that register

[] [] [] 4 3 3 9 1 1 8

^③ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

^④ This will be the registry where the company is registered in its parent country

B4

EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5

Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ^⑤

DELAWARE CODE

DELAWARE LIMITED LIABILITY COMPANY ACT

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01

Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From

d	d	m	m
---	---	---	---

To

d	d	m	m
---	---	---	---

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

--	--

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ①

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts☐ Please tick this box if you have enclosed a certified translation of the accounts☐ Please tick this box if no accounts have been disclosed

① Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ^①
- ☐ I enclose a certified translation, if applicable ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to **Section C3**
- No Go to **Part 4 'Officers of the company'**

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
 - Objects of the Company
 - Amount of issued share capital
- Yes Go to **Part 4 'Officers of the company'**
- No If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ^③

Building name/number

Street

Post town

County/Region

Postcode

Country

Objects of the company ^④

Amount of issued share capital ^⑤

Please give the objects of the company and the amount of issued share capital

US\$100

^③ This address will appear on the public record

^④ Please give a brief description of the company's business

^⑤ Please specify the amount of shares issued and the value

OS IN01

Registration of an overseas company opening a UK establishment

Part 4

Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1

Secretary details ①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s) ②

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2

Secretary's service address ③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3

Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority

- ☐ Limited ④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1

Corporate secretary details ①

Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary									
Name of corporate body or firm	CNU ONLINE HOLDINGS, LLC								
Building name/number	200								
Street	WEST JACKSON BLVD								
Post town	CHICAGO								
County/Region	ILLINOIS								
Postcode	<table border="1"><tr><td></td><td></td><td></td><td>6</td><td>0</td><td>6</td><td>0</td><td>6</td></tr></table>				6	0	6	0	6
			6	0	6	0	6		
Country	USA								

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?
→ Yes Complete Section E3 only
→ No Complete Section E4 only

E3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm	LIMITED LIABILITY COMPANY
Governing law	DELAWARE CODE/DELAWARE LIMITED COMPANY ACT
If applicable, where the company/firm is registered ④	DELAWARE, USA
If applicable, the registration number	4339118

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited 1 <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Director

F1	Director details ①	
Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.		
Full forename(s)	NICHOLAS	
Surname	DREW	
Former name(s) ②		
Country/State of residence ③	UNITED KINGDOM	
Nationality	UNITED KINGDOM	
Date of birth	° 2 ° 2 ° 0 ° 8 ° 1 ° 9 ° 7 ° 3	
Business occupation (if any) ④	DIRECTOR	
① Corporate details Please use Sections G1-G5 to enter corporate director details.		
② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.		
③ Country/State of residence This is in respect of your usual residential address as stated in Section F3.		
④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.		

F2	Director's service address ⑤	
Building name/number	23	
Street	AUSTIN FRIARS	
Post town	LONDON	
County/Region	GREATER LONDON	
Postcode	E C 2 N 2 Q P	
Country	UNITED KINGDOM	
⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.		

OS IN01

Registration of an overseas company opening a UK establishment

F4**Director's authority**

	Please enter the extent of your authority as director. Please tick one box		1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below 2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	<input checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	LIMITED SIGNING AUTHORITY OF \$50,000		
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1

Corporate director details ①

Use this section to list all the corporate directors of the company
Please complete G1-G5. Please use a continuation page if necessary

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

G2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete Section G3 only

→ No Complete Section G4 only

G3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ③

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance
www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

G4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④

If applicable, the
registration number

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly 2		
If applicable, name(s) of person(s) with whom you are acting jointly			

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1

Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment
registration number

B	R								
---	---	--	--	--	--	--	--	--	--

H2

Documents previously delivered - accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment
registration number

B	R								
---	---	--	--	--	--	--	--	--	--

Sections H3 and H4 must be completed in all cases

H3

Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ①

- ☒ In respect of this establishment Please go to **Section H4**
- ☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

① Please tick the appropriate box

UK establishment
registration number

B	R								
---	---	--	--	--	--	--	--	--	--

OS IN01

Registration of an overseas company opening a UK establishment

H4

Particulars of UK establishment ①

	Please enter the name and address of the UK establishment															
Name of establishment	CASHEURONET UK, LLC															
Building name/number	23															
Street	AUSTIN FRIARS															
Post town	LONDON															
County/Region	GREATER LONDON															
Postcode	E	C	2	N		2	Q	P								
Country	UNITED KINGDOM															
	Please give the date the establishment was opened and the business of the establishment															
Date establishment opened	d	1	d	8	m	1	m	1	y	2	y	0	y	1	y	4
Business carried on at the UK establishment	CONSUMER CREDIT															

① Address

This is the address that will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

Part 6

Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1

Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**.

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

NICHOLAS

Surname

DREW

J2

Permanent representative's service address ¹

Building name/number

23

Street

AUSTIN FRIARS

Post town

LONDON

County/Region

GREATER LONDON

Postcode

E C 2 N 2 Q P

Country

UNITED KINGDOM

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3

Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☒ Limited ²
☐ Unlimited

Description of limited authority, if applicable

LIMITED SIGNING AUTHORITY OF \$50,000

Are you authorised to act alone or jointly? Please tick one box

☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8** 'Signature'

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Surname

K2

Service address of person authorised to accept service ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Ref SXC 6213413

Company name Baker & McKenzie LLP

Address 100 New Bridge St

Post town London

County/Region

Postcode E C 4 V 6 J A

Country

DX 233 Chancery Lane

Telephone + 44 20 7919 1000



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have completed details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

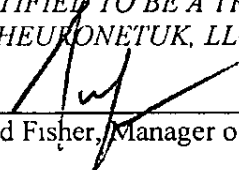
CASHEURONET UK, LLC

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT

DATED AS OF DECEMBER [15], 2014

THE COMPANY INTERESTS REPRESENTED BY THIS LIMITED LIABILITY COMPANY AGREEMENT HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED OR UNDER ANY OTHER APPLICABLE SECURITIES LAWS. SUCH INTERESTS MAY NOT BE SOLD, ASSIGNED, PLEDGED OR OTHERWISE DISPOSED OF AT ANY TIME WITHOUT EFFECTIVE REGISTRATION UNDER SUCH ACT AND LAWS OR EXEMPTION THEREFROM, AND COMPLIANCE WITH THE OTHER SUBSTANTIAL RESTRICTIONS ON TRANSFERABILITY SET FORTH HEREIN.

*CERTIFIED TO BE A TRUE AND CURRENT COPY OF THE CURRENT CONSTITUTION OF
CASHEURONETUK, LLC*



David Fisher, Manager of Sole Member

15 December 2014

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
CashEuroNet UK, LLC

A Delaware limited liability company

This Amended and Restated Limited Liability Company Agreement (this "Agreement") of CashEuroNet UK, LLC (f/k/a the "Company") is entered into as of December [15], 2014 by and between the Company and CNU Online Holdings, LLC, as the sole member (f/k/a Cash America Net Holdings, LLC, the "Member")

WHEREAS, the Company was formed as a limited liability company pursuant to the Delaware Limited Liability Company Act by filing a Certificate of Formation with the Secretary of State of the State of Delaware on April [20], 2007 and the execution by the Member of the Limited Liability Company Agreement of the Company (the "Original Agreement"), and

WHEREAS, the Company and the Member now desire to amend and restate the Original Agreement in its entirety as provided herein

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows

1 Formation The Company has been organized as a Delaware limited liability company by the filing of a certificate of formation (the "Certificate") in accordance with the Delaware Limited Liability Company Act, 6 Del C Section 18-101, *et seq* (as amended from time to time, the "Act")

2 Name The name of the Company is CashEuroNet UK, LLC, or such other name or names as the Manager may from time to time designate

3 Purposes The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Act

4 Powers In furtherance of its purposes, but subject to all of the provisions of this Agreement, the Company shall have and may exercise all the powers now or hereafter conferred by Delaware law on limited liability companies formed under the Act and all powers necessary, convenient or incidental to accomplish its purposes as set forth in Section 3

5 Principal Business Office The principal business office of the Company shall be located at [23 Austin Friars, London, EC2N 2QP, United Kingdom], or at such other location as may hereafter be determined by the Manager

6 Registered Office The address of the registered office of the Company in the State of Delaware is Capitol Services, Inc , 615 South DuPont Highway, Kent County, Dover,

Delaware 19901 or such other office (which need not be a place of business of the Company) as the Manager may designate from time to time in the manner provided by law. The Company will maintain an office and principal place of business at such place or places inside or outside the State of Delaware as the Manager may designate from time to time in accordance with Section 5 and all business and activities of the Company shall be deemed to have occurred at its principal office.

7 Registered Agent The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is Capitol Services, Inc., 615 South DuPont Highway, Kent County, Dover, Delaware 19901, or such other person or persons as the Manager may designate from time to time in the manner provided by law.

8 Member The name and the initial mailing address of the Member are as follows:

<u>Name</u>	<u>Address</u>
CNU Online Holdings, LLC	200 W. Jackson Boulevard, Suite 2400, Chicago, IL 60606

9 Limited Liability Except as provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Member shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member of the Company.

10 Capital Contributions The Member was deemed admitted as a member of the Company upon its execution and delivery of the Original Agreement. The Member contributed cash in the amount set forth on Schedule I hereto to the Company on April [23], 2007 and is not obligated to contribute any additional property to the Company.

11 Additional Contributions The Member is not required to make any additional capital contribution to the Company. However, the Member may voluntarily make additional capital contributions to the Company at any time. To the extent that the Member makes an additional capital contribution to the Company, the Manager shall revise Schedule I hereto.

12 Allocation of Profits and Losses For so long as the Member is the sole member of the Company, the Company's profits and losses shall be allocated solely to the Member.

13 Distributions Distributions shall be made to the Member at the times and in the aggregate amounts determined by the Member. Notwithstanding any provision to the contrary contained in this Agreement, the Company shall not make a distribution to the Member on account of its interest in the Company if such distribution would violate the Act or other applicable law.

14 Management

(a) The Member hereby appoints Nicholas Drew, a natural person, as the manager of the Company (the "Manager") which, for purposes of the Act, will be the sole "manager" (as

defined in the Act) of the Company but will be subject to the related rights, obligations, limitations and duties set forth in this Agreement. Furthermore, the Member may appoint a replacement Manager at any time and in its sole discretion, provided, that any such replacement shall be made in accordance with the terms of this Agreement and the Act.

(b) Except for situations in which the approval of the Member is required by the express terms of this Agreement or any other agreement to which the Company may be bound and subject to the provisions of this Section 14 (including Section 14(e)), (i) the Manager shall conduct, direct and exercise full control over all activities of the Company, (ii) all management powers over the business and affairs of the Company shall be exclusively vested in the Manager and (iii) the Manager shall have the sole power to bind or take any action on behalf of the Company or to exercise any rights and powers (including the rights and powers to take certain actions, give or withhold certain consents or approvals or make certain determinations, opinions, judgments or other decisions) granted to the Company under this Agreement or any other agreement, instrument or other document to which the Company is a party.

(c) Unless otherwise determined by the Manager to be necessary for the proper and effective functioning of the Company, the Company shall have no board of directors or similar governing body.

(d) The Manager may, from time to time, delegate to one or more persons (including any Member or member, officer or other authorized person of the Manager) such authority and duties as the Manager may deem advisable, provided that no person shall be delegated the power to take any action that would violate the express terms of this Agreement. Any delegation pursuant to this Section 14(d) may be revoked at any time by the Manager. The Manager may not create or establish committees.

(e) Notwithstanding the foregoing, the Manager may not take any of the following actions on behalf of the Company without the prior written consent of the Member:

(i) [acquire by purchase, lease, contribution of property or otherwise, own, hold, operate, maintain, finance, refinance, improve, lease, sell, convey, mortgage, transfer, demolish or dispose of any real or personal property for or on behalf of the Company or with respect to any assets of the Company if the fair market value of such real or personal property is greater than \$50,000,

(ii) lend money for any proper purpose, invest or reinvest the Company's funds or take and hold real and personal property for the payment of funds so loaned or invested,

(iii) negotiate, enter into, renegotiate, extend, renew, terminate, modify, amend, waive, execute, acknowledge or take any other action with respect to any lease, contract or security agreement in respect of any assets of the Company if the payment obligations of the Company or the counterparty under any such lease, contract or security are in excess of \$50,000, or

(iv) borrow money and issue evidences of indebtedness or guaranty indebtedness (whether of the Company or any of its Subsidiaries), or secure the same by a mortgage, pledge or other lien on the assets of the Company]

15 Other Business Opportunities The Member and any person or entity affiliated with the Member may engage in or possess an interest in other business opportunities or ventures (unconnected with the Company) of every kind and description, independently or with others, including, without limitation, businesses that may compete with the Company. Neither the Member or any person or entity affiliated with the Member shall be required to present any such business opportunity or venture to the Company, even if the opportunity is of the character that, if presented to the Company, could be taken by it. Neither the Company nor any person or entity affiliated with the Company (including the Manager) shall have any rights in or to such business opportunities or ventures or the income or profits derived therefrom by virtue of this Agreement, notwithstanding any duty otherwise existing at law or in equity. The provisions of this Section shall apply to the Member solely in its capacity as member of the Company and shall not be deemed to modify any contract or arrangement, including, without limitation, any noncompete provisions, otherwise agreed to by the Company and the Member.

16 Exculpation and Indemnification

(a) Neither the Member nor the Manager shall be liable to the Company or any other person or entity who is a party to or is otherwise bound by this Agreement for any loss, damage or claim incurred by reason of any act or omission performed or omitted by the Member or the Manager in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on the Member or the Manager, as applicable, by this Agreement, except that the Member and the Manager shall be liable for any such loss, damage or claim incurred by reason of the gross negligence or willful misconduct of the Member or the Manager, as applicable.

(b) To the fullest extent permitted by applicable law, the Member and the Manager shall be entitled to indemnification from the Company for any loss, damage or claim incurred by the Member or the Manager by reason of any act or omission performed or omitted by the Member or the Manager in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on the Member or the Manager by this Agreement, except that the Member and the Manager shall not be entitled to be indemnified in respect of any loss, damage or claim incurred by the Member or the Manager, as applicable, by reason of the gross negligence or willful misconduct of the Member or Manager with respect to such acts or omissions.

17 Assignments The Member may at any time assign in whole or in part its limited liability company interest in the Company. If the Member transfers all of its interest in the Company pursuant to this Section, the transferee shall be admitted to the Company upon its execution of an instrument signifying its agreement to be bound by the terms and conditions of this Agreement and the Company shall be continued and such transfer shall not result in a dissolution of the Company if such instrument is executed within 180 days after such transfer. Such admission shall be deemed effective immediately prior to the transfer, and, immediately following such admission, the transferor Member shall cease to be a member of the Company.

18 Resignation The Member may at any time resign from the Company. If the Member resigns pursuant to this Section, an additional member shall be admitted to the Company upon its execution of an instrument signifying its agreement to be bound by the terms and conditions of this Agreement and the Company shall be continued and such resignation shall not result in a dissolution of the Company if such instrument is executed within 180 days after such resignation. Such admission shall be deemed effective immediately prior to the resignation, and, immediately following such admission, the resigning Member shall cease to be a member of the Company.

19 Admission of Additional Members One or more additional members of the Company may be admitted to the Company with the written consent of the Member and upon such terms (including with respect to participation in the management, profits, losses and distributions of the Company) as may be determined by the Member and the additional persons or entities to be admitted.

20 Dissolution

(a) The Company shall dissolve and its affairs shall be wound up upon the first to occur of (i) the written consent of the Member, (ii) any time there are no members of the Company, unless the Company is continued in accordance with the Act or Sections 17 or 18 of this Agreement, or (iii) the entry of a decree of judicial dissolution under Section 18-802 of the Act.

(b) In the event of dissolution and subject to the limitations set forth in Section 14(e), the Manager shall be the liquidator of the Company and shall cause the Company to conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets or proceeds from the sale of the assets of the Company shall be applied in the manner, and in the order of priority, set forth in Section 18-804 of the Act.

21 Benefits of Agreement, No Third-Party Rights The provisions of this Agreement are intended solely to benefit the Member and, to the fullest extent permitted by applicable law, shall not be construed as conferring any benefit upon any creditor of the Company (and no such creditor shall be a third-party beneficiary of this Agreement), and the Member shall have no duty or obligation to any creditor of the Company to make any contributions or payments to the Company.

22 Severability of Provisions Each provision of this Agreement shall be considered severable and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Agreement which are valid, enforceable and legal.

23 Entire Agreement This Agreement constitutes the entire agreement of the Member with respect to the subject matter hereof.

24 Governing Law This Agreement shall be governed by, and construed under, the laws of the State of Delaware (without regard to conflict of laws principles that would apply any other law), all rights and remedies being governed by said laws

25 Amendments This Agreement may not be modified, altered, supplemented or amended pursuant to a written agreement executed and delivered by the Member

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the 15th day of December 2014

COMPANY

CashEuroNet UK, LLC

By CNU Online Holdings, I.L.C, as sole member

By 

Name *DAVID FISHER*

Title *MANAGER OF SOLE MEMBER*

MEMBER

CNU Online Holdings, LLC

By 

Name *DAVID FISHER*

Title *MANAGER OF SOLE MEMBER*

SCHEDULE I

<u>Name</u>	<u>Capital Contribution</u>
CNU Online Holdings, LLC	\$100



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032279

UK Establishment No. BR017352

The Registrar of Companies hereby certifies that

CASHEURONET UK, LLC

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **24th December 2014.**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**