

BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of November 24, 2009, between Citibank (South Dakota), N.A., a national banking association organized under the laws of the United States, located at 701 East 60th Street North, Sioux Falls, SD 57117 (the "Bank") and Asset Acceptance, LLC ("Buyer"), organized under the laws of the State of Delaware, with its headquarters/principal place of business at 28405 Van Dyke Ave, Warren, MI 48093.

For value received and subject to the terms and conditions of the Purchase and Sale Agreement dated November 24, 2009, between Buyer and the Bank (the "Agreement"), the Bank does hereby transfer, sell, assign, convey, grant, bargain, set over and deliver to Buyer, and to Buyer's successors and assigns, the Accounts described in Section 1.2 of the Agreement.

This Bill of Sale, Assignment and Assumption Agreement is executed without recourse and without representations or warranties including, without limitation, warranties as to collectibility.

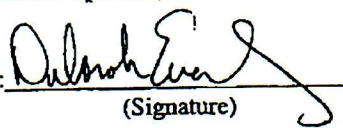
Citibank (South Dakota), N.A.

By: 
(Signature)

Name: Douglas C. Morrison

Title: Vice President & CFO

Asset Acceptance, LLC

By: 
(Signature)

Name: Deborah Early

Title: SVP & Chief Acquisition Officer