

Forward Flow Receivable Sale Agreement dated December 16, 2016

BILL OF SALE

Closing Date: May 18, 2017

Capital One, National Association ("Seller"), in consideration of a Purchase Price of [REDACTED] and other valuable consideration, the receipt of which is hereby acknowledged, hereby sells, assigns and transfers all right, title and interest in the Accounts identified in the Sale File entitled "20170515.PSC5QV.SLDFLE1.TXT" (which may be in electronic form) to Sherman Originator III LLC ("Buyer"), without recourse or representation except as expressly provided herein or on the terms, and subject to the conditions, set forth in the Agreement (as defined below).

This Bill of Sale is delivered pursuant to that certain Forward Flow Receivable Sale Agreement, dated as of December 16, 2016, by and between Seller and Buyer (the "Agreement"). All capitalized terms used, but not defined, in this Bill of Sale shall have the meanings assigned to such terms in the Agreement.

The Cutoff Date for the Sale File was May 15, 2017. The aggregate Unpaid Balance of the Accounts as of the Cutoff Date was [REDACTED]

CAPITAL ONE, NATIONAL ASSOCIATION

By:  _____

Name: John H. Maurer

Title: Vice President, Loss Mitigation

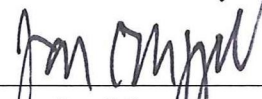
Transfer and Assignment

Sherman Originator III LLC ("SOLLC III"), without recourse, to the extent permitted by applicable law, hereby transfers, sells, assigns, conveys, grants and delivers to Sherman Originator LLC ("SOLLC") all of its right, title and interest in and to the receivables and other assets (the "Assets") identified on Exhibit A, in the Receivable File dated May 15, 2017 delivered by Capital One Bank (USA), National Association and Capital One Bank, National Association on May 18, 2017 for purchase by SOLLC III on May 18, 2017. The transfer of the Assets included electronically stored business records.

SOLLC, subsequent to the above mentioned transfer, hereby transfers, sells, assigns, conveys, grants and delivers to LVNV Funding LLC ("LVNV"), the above mentioned Assets. The transfer of the Assets included electronically stored business records.

Dated: **May 18, 2017**

Sherman Originator III LLC
a Delaware Limited Liability Company

By: 
Name: Jon Mazzoli
Title: Director

Dated: **May 18, 2017**

Sherman Originator LLC
a Delaware Limited Liability Company

By: 
Name: Kevin Branigan
Title: Authorized Representative

Dated: **May 18, 2017**

LVNV Funding LLC
a Delaware Limited Liability Company

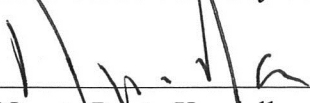
By: 
Name: Rusty Kendall
Title: Authorized Representative

Exhibit A

Receivables File

05.18.17 20170515.PSC5QV.SLDFLE1

Transfer Group	Portfolio	Transfer Batch
457363	31475	N/A