

102320422

To the Honorable Commissioner of Patents and Trademarks Original documents or copy thereof.

1. Name of conveying party(ies): Arthur Andersen LLP
[] Individual(s) [] Association
[] General partnership [] Limited Partnership
[] Corporate-State
[X] Other Illinois General Partnership
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Vertex Tax Technologies Enterprises, LLC
Internal Address:
Street Address: 1041 Old Cassatt Road
City: Berwyn State: Pennsylvania Zip: 19312
[] Individual(s) citizenship
[] Association
[] General partnership
[] Limited Partnership
[] Corporate-State
[X] Other Delaware Limited Liability Company
If assignee is not domiciled in the United States, a domestic representative designation is attached [] Yes [] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: October 14, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/311,407
B. Trademark Registration No.(s) 1,430,016 and 2,608,816
Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jay K. Meadway, Esquire
Internal Address: Ballard Spahr Andrews & Ingersoll, LLP
Street Address: 1735 Market Street, 51st Floor
City: Philadelphia State: PA Zip: 19103-7599
MUELLER 00000115 020755 76311407
40.00 CH
50.00 CH

6. Total number of applications and registrations involved: 23
7. Total Fee (37 CFR 3.41) \$ 90.00
[] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 02-0755
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Jay K. Meadway Signature Date 11/27/02
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: []

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, DC 20231

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made this 14th day of October, 2002 by Arthur Andersen LLP, an Illinois general partnership that has elected to avail itself of the limited liability partnership provisions of the Illinois Uniform Partnership Act ("Assignor").

WHEREAS, Assignor entered into that certain Purchase and Sale Agreement dated as of June 5, 2002 with Vertex Tax Technologies Enterprises, LLC, a Delaware limited liability company ("Assignee"), pursuant to which, *inter alia*, Assignee purchased all of Assignor's business relating to the Trademark services and Assignor's right, title and interest in and to the trademark registrations and applications listed on Schedule A attached hereto and the goodwill associated therewith (collectively, "Trademarks"); and

WHEREAS, Assignee desires to confirm and memorialize the purchase of such right, title and interest in, to and under said Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business associated with said Trademarks and all common law rights in and to registrations thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements), the same to be held and enjoyed by Assignee, for its own use and on behalf of its successors, legal representatives and assigns, at least as fully and entirely as the same would have been held and enjoyed by Assignor, had this sale and assignment not been made.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee, as assignee of the U.S. trademark registrations and applications for registration listed on Schedule A, for the sole use and enjoyment of Assignee, its successors, legal representatives and assigns.

ARTHUR ANDERSEN LLP

By: Allan H. Cohen

Name: Allan H. Cohen

Title: Authorized Signatory

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESS TO THE COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VA 22202-3613 ON THE DATE INDICATED BELOW

BY: Caren Bugoon

DATE: November 27, 2002

SCHEDULE A

TRADEMARKS

A·Plus·Tax, United States trademark Registration No. 1,430,016 (registered Feb. 24, 1987) (for use with Fixed Assets Manager)

WorldPro, United States trademark Registration No. 2,608,816

VantageTax, trademark application in the United States: Appl. Serial No. 76/311,407 (filed Sep. 10, 2001)

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICES AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DRIVE, ARLINGTON, VIRGINIA 22202-3513,

BY: Caren Bugoon
DATE: November 27, 2002

BOX RESPONSES – NO FEE

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re: : Trademark Applications & Registrations :
 : of Vertex Tax Technologies :
 : Enterprises, LLC :
 : :
Serial No. : 76/121,798 and others :
 : :
Filed : August 31, 2000 :
 : :
Mark : WORLDPRO & others :

REVOCATION AND APPOINTMENT OF ATTORNEY

The undersigned, being the owner of the above-identified trademark application and the applications and registrations identified in the Schedule A, hereby revokes all former Powers of Attorney with respect to these applications and registrations. A copy of this Revocation and Appointment of Attorney can be filed in the file of each of these applications and registrations.

Please recognize Roberta Jacobs-Meadway, a member of the bar of Pennsylvania; Jay K. Meadway, a member of the bar of Pennsylvania; Jamie B. Bischoff, a member of the bar of Pennsylvania; and Richard E. Peirce, a member of the bar of Pennsylvania, with offices at 1735 Market Street, 51st Floor, Philadelphia, PA 19103-7599 (Telephone 215-665-8500), as our attorneys, with full power of substitution and revocation, to transact all business in connection therewith.

Vertex Tax Technologies Enterprises, LLC

Date: 10-16-02

By: William F. Byer
Name: William F. Byer
Title Vice President, Business Systems + Finance

**VERTEX TAX TECHNOLOGIES ENTERPRISES, LLC
SCHEDULE A TO REVOCATION
AND APPOINTMENT OF ATTORNEY**

MARK	SERIAL/ REGISTRATION NO.	FILING/ REGISTRATION DATE
WORLDPRO	76/121,798	8/31/2000
VANTAGETAX	76/311,407	9/10/2001
A.PLUS.TAX (Stylized)	1,430,016	2/24/1987