TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reynolds and Reynolds Holdings, Inc		04/21/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG New York Branch, as collateral agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: GERMANY

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	3672835	553
Registration Number:	3273726	ANALYTICSINSITE
Registration Number:	2340485	BENCHMARK PRICING
Registration Number:	3124231	CERTIFIED INTERFACE
Registration Number:	3124230	
Registration Number:	2814811	DIVERSIFORM
Registration Number:	1250934	EARLY BIRD NITE OWL
Registration Number:	1513376	ERA
Registration Number:	2093925	ERA
Registration Number:	2202688	ERALINK
Registration Number:	1745746	COLORFILE FILING SYSTEM REYNOLDS + REYNOLDS
Registration Number:	1914277	JOY OF NEW
Registration Number:	3005865	KNOW WHAT YOUR FLEET IS THINKING
Registration Number:	1993644	LAW

OP $1065.00 3672835

Registration Number:	1933244	LAW
Registration Number:	2997228	MORE LEADS. MORE CONTROL. MORE RESULTS.
Registration Number:	2816967	PERFORMANCE MARK
Registration Number:	2814812	PHONETRAX CSI
Registration Number:	1900126	PLANNED TRADING CYCLE
Registration Number:	3662201	PROMOTAG
Registration Number:	2890060	PROVEN FOR PROFITABILITY
Registration Number:	2814813	REMINDERTRAX CSI
Registration Number:	1740245	RENEW EVERY TWO
Registration Number:	1944437	RESALE CLUB
Registration Number:	2843980	REYDIANCE
Registration Number:	2880388	REYLINE
Registration Number:	2972986	REYLINE
Registration Number:	1300362	REYNOLDS & REYNOLDS
Registration Number:	2647249	REYSOURCE
Registration Number:	2621414	REYSOURCE.COM
Registration Number:	2221898	
Registration Number:	2829180	RR
Registration Number:	2562153	RU REYNOLDS UNIVERSITY
Registration Number:	2814810	SCANTRAX CSI
Registration Number:	3650437	SEAL4
Registration Number:	2151150	SOLD PACK
Registration Number:	2997229	SPIDERMAZE
Registration Number:	3044437	STATMAKERX
Registration Number:	2152747	TRADE PACK
Registration Number:	2751921	WEBMAKERX
Serial Number:	77846526	CARLOCATE.COM
Serial Number:	77632153	CLEARVIEW

CORRESPONDENCE DATA

Fax Number: (212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2128198200

Email: fcutajar@whitecase.com

Correspondent Name: White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 2: Patents & Trademarks

Address Line 4:	New York, NEW YORK 10036
ATTORNEY DOCKET NUMBER:	1411779-0027
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	04/26/2010

Total Attachments: 6
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GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, Reynolds And Reynolds Holdings, Inc., a Delaware corporation (**"Grantor"**), owns or uses in its business, and may in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, Dealer Computer Services, Inc., a Delaware corporation (**"Company"**), and Universal Computer Systems Holding, Inc., a Delaware corporation ("**Holdings**"), have entered into a Senior Secured Credit Agreement dated as of April 21, 2010 (said Senior Secured Credit Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, being the **"Credit Agreement"**) with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the **"Lenders"**), and Deutsche Bank AG New York Branch, as Collateral Agent (in such capacity, **"Secured Party"**) and Administrative Agent for the Lenders pursuant to which Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Company; and

WHEREAS, Company may from time to time enter, or have entered, into one or more swap agreements (collectively, the **"Lender Swap Agreements"**) with one or more Persons that are Lenders or Affiliates of Lenders at the time such Lender Swap Agreements are entered into (in such capacity, collectively, **"Swap Counterparties"**); and

WHEREAS, Grantor has executed and delivered that certain Subsidiary Guaranty dated as of April 21, 2010 (said Subsidiary Guaranty, as it may heretofore have been and as it may hereafter be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, being the **"Guaranty"**) in favor of Secured Party for the benefit of Lenders and any Swap Counterparties, pursuant to which Grantor has guarantied the prompt payment and performance when due of all obligations of Company under the Credit Agreement and the other Loan Documents and all obligations of Company under the Lender Swap Agreements, including, without limitation, the obligation of Company to make payments thereunder in the event of early termination thereof; and

WHEREAS, pursuant to the terms of a Security Agreement dated as of April 21, 2010 (said Security Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, amended and restated, supplemented or otherwise modified from time to time, being the **"Security Agreement"**; capitalized terms not otherwise defined herein have the meanings given to them in the Security Agreement), among Grantor, Secured Party and the other grantors named therein, Grantor has created in favor of Secured Party a security interest in, and Secured Party has become a secured creditor with respect to, the Trademark Collateral (as defined below);

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement, to evidence further the security interest granted by Grantor to Secured Party pursuant to the Security Agreement, Grantor hereby grants to Secured Party for the benefit of the

Beneficiaries a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing, whether now owned or hereafter acquired and wherever the same may be located (the **"Trademark Collateral"**):

(i) all rights, title and interest (including rights acquired pursuant to a license or otherwise but only to the extent permitted by agreements governing such license or other use) in and to all trademarks, service marks, designs, logos, indicia, tradenames, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers, owned by such Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks identified in the applications and registrations set forth on Schedule A annexed hereto) (collectively, the **"Trademarks"**), all registrations and applications for Trademark registration that have been or may hereafter be issued or applied for by Grantor thereon in the United States and any state thereof and in foreign countries (including, without limitation, the registrations and applications set forth on Schedule A annexed hereto), all common law and other rights in and to the Trademarks in the United States and any state thereof and in foreign countries, and all goodwill of such Grantor's business symbolized by the Trademarks and associated therewith; and

(ii) all proceeds thereof (such as by way of example and not by way of limitation, license royalties and proceeds of infringement suits).

Notwithstanding the foregoing, the Trademark Collateral shall not include any trademark or service mark applications filed in the U.S. Patent and Trademark Office (**"USPTO"**) on the basis of Grantor's intent to use such trademark or service mark, unless and until evidence of use of the mark acceptable to the USPTO has been filed with the USPTO pursuant to Section 1(c) or 1(d) of the Lanham Act (15 U.S.C., et. seq.), to the extent that granting a security interest in such application prior to such filing would adversely affect the validity or enforceability of such trademark application.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

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IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the date first written above.

REYNOLDS AND REYNOLDS HOLDINGS, INC.

By: Ken Burney
Name: Kenneth E. Burney
Title: Vice President, Chief Financial Officer and Secretary

Signature page to DIIC Grant of Security Interest in IP

NEWYORK 7612362 (2K)

SCHEDULE A

UNITED STATES TRADEMARK REGISTRATIONS & APPLICATIONS

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	553	3672835	8/25/2009	Reynolds and Reynolds Holdings, Inc	Registered
United States	ANALYTICSINSITE	3273726	8/7/2007	Reynolds and Reynolds Holdings, Inc	Registered
United States	BENCHMARK PRICING	2340485	4/11/2000	Reynolds And Reynolds Holdings, Inc.	Registered
United States	CARLOCATE.COM & Design	(77846526)	(10/12/2009)	Reynolds and Reynolds Holdings, Inc	Pending
United States	CERTIFIED INTERFACE	3124231	08/01/2006	Reynolds and Reynolds Holdings, Inc	Registered
United States	CLEARVIEW	(77632153)	(12/12/2008)	Reynolds and Reynolds Holdings, Inc	Pending
United States	DESIGN (two arrows)	3124230	8/1/2006	Reynolds and Reynolds Holdings, Inc	Registered
United States	DIVERSIFORM	2814811	2/17/2004	Diversiform, Inc.[1]	Registered
United States	EARLY BIRD NITE OWL & Design	1250934	9/13/1983	Reynolds and Reynolds Holdings, Inc	Registered
United States	ERA	1513376	11/22/1988	Reynolds and Reynolds Holdings, Inc	Registered
United States	ERA	2093925	9/9/1997	Reynolds and Reynolds Holdings, Inc	Registered
United States	ERALINK	2202688	11/10/1998	Reynolds and Reynolds Holdings, Inc	Registered
United States	COLORFILE FILING SYSTEM REYNOLDS + REYNOLDS & Design	1745746	01/12/1993	Reynolds and Reynolds Holdings, Inc	Registered
United States	JOY OF NEW	1914277	8/22/1995	Reynolds and Reynolds Holdings, Inc	Registered
United States	KNOW WHAT YOUR FLEET IS THINKING	3005865	10/11/2005	Reynolds and Reynolds Holdings, Inc	Registered
United States	LAW	1993644	8/13/1996	Reynolds and Reynolds Holdings, Inc	Registered
United States	LAW & Design	1933244	11/7/1995	Reynolds and Reynolds Holdings, Inc	Registered

[1] Grantor shall filed documents with the appropriate authority to reflect the merger of Diversiform, Inc. into Reynolds and Reynolds Holdings, Inc.

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	MORE LEADS. MORE CONTROL. MORE RESULTS.	2997228	9/20/2005	Reynolds and Reynolds Holdings, Inc	Registered
United States	PERFORMANCE MARK	2816967	2/24/2004	Reynolds and Reynolds Holdings, Inc	Registered
United States	PHONETRAX CSI	2814812	2/17/2004	Diversiform, Inc.[2]	Registered
United States	PLANNED TRADING CYCLE	1900126	6/13/1995	Reynolds and Reynolds Holdings, Inc	Registered
United States	PROMOTAG	3662201	7/28/2009	Reynolds and Reynolds Holdings, Inc	Registered
United States	PROVEN FOR PROFITABILITY	2890060	9/28/2004	Reynolds and Reynolds Holdings, Inc	Registered
United States	REMINDERTRAX CSI	2814813	2/17/2004	Diversiform, Inc.[3]	Registered
United States	RENEW EVERY TWO	1740245	12/15/1992	Reynolds and Reynolds Holdings, Inc	Registered
United States	RESALE CLUB	1944437	12/26/1995	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYDIANCE	2843980	5/18/2004	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYLINE	2880388	8/31/2004	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYLINE & Design	2972986	7/19/2005	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYNOLDS & REYNOLDS	1300362	10/16/1984	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYSOURCE	2647249	11/5/2002	Reynolds and Reynolds Holdings, Inc	Registered
United States	REYSOURCE.COM & Design	2621414	9/17/2002	Reynolds and Reynolds Holdings, Inc	Registered
United States	Design	2221898	2/2/1999	Reynolds and Reynolds Holdings, Inc	Registered
United States	RR & Design	2829180	4/6/2004	Reynolds and Reynolds Holdings, Inc	Registered
United States	RU REYNOLDS UNIVERSITY & Design	2562153	4/16/2002	Reynolds and Reynolds Holdings, Inc	Registered
United States	SCANTRAX CSI	2814810	2/17/2004	Diversiform, Inc.[4]	Registered

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[2] Grantor shall file documents with the appropriate authority to reflect the merger of Diversiform, Inc. into Reynolds and Reynolds Holdings, Inc.

[3] Grantor shall file documents with the appropriate authority to reflect the merger of Diversiform, Inc. into Reynolds and Reynolds Holdings, Inc.

[4] Grantor shall file documents with the appropriate authority to reflect the merger of Diversiform, Inc. into Reynolds and Reynolds Holdings, Inc.

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	SEAL4	3650437	7/7/2009	Reynolds and Reynolds Holdings, Inc	Registered
United States	SOLD PACK	2151150	4/14/1998	Reynolds and Reynolds Holdings, Inc	Registered
United States	SPIDERMAZE	2997229	9/20/2005	Reynolds and Reynolds Holdings, Inc	Registered
United States	STATMAKERX	3044437	1/17/2006	Reynolds and Reynolds Holdings, Inc	Registered
United States	TRADE PACK	2152747	4/21/1998	Reynolds and Reynolds Holdings, Inc	Registered
United States	WEBMAKERX	2751921	8/19/2003	Reynolds and Reynolds Holdings, Inc	Registered