

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECOND LIEN SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jackson Hewitt Inc.		10/15/2012	CORPORATION: VIRGINIA
TAX SERVICES OF AMERICA, INC.		10/15/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	WhiteHorse Finance, LLC
Street Address:	1450 Brickell Avenue, 31st Floor
City:	Miami
State/Country:	FLORIDA
Postal Code:	33131
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1501580	JACKSON HEWITT TAX SERVICE
Registration Number:	2138700	JACKSON HEWITT
Registration Number:	2930971	DEDUCTIONS@WORK
Registration Number:	3543642	FLEX PAY
Registration Number:	2602863	GET MORE IN RETURN
Registration Number:	2710122	GOLD GUARANTEE
Registration Number:	2979534	IPOWER
Registration Number:	2485397	PROFILER
Registration Number:	2205113	REFER A FRIEND
Registration Number:	3724802	A PARTNER AND A PATH
Registration Number:	2683355	JACKSON HEWITT TAX SERVICE
Registration Number:	3280357	JACKSON HEWITT TAX SERVICE
Registration Number:	3415828	IPOWER

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Registration Number:	3935309	GET EVERY DOLLAR YOU DESERVE
Registration Number:	3938732	OBTENGA CADA DOLAR QUE LE CORRESPONDA
Registration Number:	1887410	AX YOUR TAX
Registration Number:	1875522	
Registration Number:	1927058	HOLLAND INCOME TAX
Serial Number:	85651166	JACKSON HEWITT. ASÍ SE HACE.
Serial Number:	85651182	JACKSON HEWITT'S HOW YOU DO IT

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: mkurzer@milbank.com

Correspondent Name: Michael Kurzer

Address Line 1: One Chase Manhattan Plaza

Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	40790.00100
NAME OF SUBMITTER:	Michael Daniel Kurzer
Signature:	/Michael Daniel Kurzer/
Date:	10/17/2012

Total Attachments: 4

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**GRANT OF SECOND LIEN SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, JACKSON HEWITT INC. and TAX SERVICES OF AMERICA, INC. (collectively the “Pledgors,” and each a “Pledgor”) are, respectively, the owners of the trademark applications and registrations listed on Schedule A attached hereto (all such trademarks, registrations and applications, collectively, the “Trademarks”), and are, respectively, the owners of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the “Patents”); and

WHEREAS, each Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the “Security Agreement”), dated as of October 15, 2012, in which each Pledgor has agreed with WhiteHorse Finance, LLC, as Collateral Agent (the “Collateral Agent”), with offices at 1450 Brickell Avenue 31st Floor, Miami, FL 33131, to execute this Grant of Second Lien Security Interest in Patents and Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), each Pledgor does hereby grant, pledge, assign and deliver to the Collateral Agent, for the ratable benefit of the Secured Parties (as defined in the Security Agreement), a Lien (as defined in the Security Agreement) upon and security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with any and all proceeds thereof (as defined in the Security Agreement) and the goodwill of the businesses associated therewith or symbolized by the Trademarks. Notwithstanding the foregoing, in no event shall the Lien and security interest granted herein attach to any applications for Trademarks filed in the United States Patent and Trademark Office (the “PTO”) pursuant to 15 U.S.C. § 1051 Section 1(b) unless and until evidence of use of the mark in interstate commerce is submitted to the PTO pursuant to 15 U.S.C. § 1051 Section 1(c) or Section 1(d). This Grant of Second Lien Security Interest in Patents and Trademarks has been given in conjunction with the security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Grant of Second Lien Security Interest in Patents and Trademarks are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

The provisions of Section 8.8 of the Security Agreement regarding governing law, submission to jurisdiction, waiver of venue and service of process and Section 8.9 of the Security Agreement regarding waiver of jury trial are incorporated herein by reference as though specifically set forth herein.

The priority of any security interests granted to the Collateral Agent, and the exercise of any rights or remedies of the Collateral Agent, are subject to the terms and conditions set forth in the Intercreditor Agreement (as defined in the Security Agreement) in all respects, and in the event of any conflict between this Grant of Second Lien Security Interest in Patents and Trademarks and the Intercreditor Agreement with respect to the priority of any security interests and the exercise of rights and remedies, the terms of the Intercreditor Agreement shall govern.

JACKSON HEWITT INC.

By: DPOR

Title: Executive Vice President,
Chief Financial Officer and Treasurer

[Signature Page – Second Lien Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 004883 FRAME: 0205

TAX SERVICES OF AMERICA, INC.

By: DPO/B

Title: Executive Vice President,
Chief Financial Officer and Treasurer

[Signature Page – Second Lien Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 004883 FRAME: 0206

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

Jurisdiction	Trademark	Reg No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	Jackson Hewitt Tax Service	1501580	August 23, 1988	Jackson Hewitt Inc.	Registered
United States	Jackson Hewitt	2138700	February 24, 1998	Jackson Hewitt Inc.	Registered
United States	Deductions@Work	2930971	March 8, 2005	Jackson Hewitt Inc.	Registered
United States	Flex Pay	3543642	December 9, 2008	Jackson Hewitt Inc.	Registered
United States	Get More In Return	2602863	July 30, 2002	Jackson Hewitt Inc.	Registered
United States	Gold Guarantee	2710122	April 22, 2003	Jackson Hewitt Inc.	Registered
United States	ipower	2979534	July 26, 2005	Jackson Hewitt Inc.	Registered
United States	ProFiler	2485397	September 4, 2001	Jackson Hewitt Inc.	Registered
United States	Refer A Friend	2205113	November 24, 1998	Jackson Hewitt Inc.	Registered
United States	A Partner and a Path	3724802	December 15, 2009	Jackson Hewitt Inc.	Registered
United States	Jackson Hewitt Tax Service (and Design)	2683355	February 4, 2003	Jackson Hewitt Inc.	Registered
United States	Jackson Hewitt Tax Service (and Design)	3280357	August 14, 2007	Jackson Hewitt Inc.	Registered
United States	ipower (and Design)	3415828	April 22, 2008	Jackson Hewitt Inc.	Registered
United States	Get Every Dollar You Deserve	3935309	March 22, 2011	Jackson Hewitt Inc.	Registered
United States	Obtenga Cada Dolar Que Le Corresponda	3938732	March 29, 2011	Jackson Hewitt Inc.	Registered
United States	Ax Your Tax	1887410	April 4, 1995	Tax Services of America, Inc.	Registered
United States	Miscellaneous Design (to Ax Your Tax)	1875522	January 24, 1995	Tax Services of America, Inc.	Registered
United States	Holland Income Tax	1927058	October 17, 1995	Tax Services of America, Inc.	Registered
United States	Jackson Hewitt. Así Se Hace.	(85651166)	June 13, 2012	Jackson Hewitt Inc.	Pending
United States	Jackson Hewitt's How You Do It	(85651182)	June 13, 2012	Jackson Hewitt Inc.	Pending
Canada	Jackson Hewitt Tax Service	TMA485983	November 20, 1997	Jackson Hewitt Inc.	Registered
Hawaii	Jackson Hewitt	4059225	December 21, 2007	Tax Services of America, Inc.	Registered
Hawaii	Taxbusters	258089	January 23, 2002	Tax Services of America, Inc.	Registered

PATENTS AND PATENT APPLICATIONS

None.