

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                   |   |                            |                       |
|-----------------------------------|---|----------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT                              |                            |                       |
| <b>NATURE OF CONVEYANCE:</b>      | SECURITY INTEREST                           |                            |                       |
| <b>CONVEYING PARTY DATA</b>       |   |                            |                       |
| <b>Name</b>                       | <b>Formerly</b>                             | <b>Execution Date</b>      | <b>Entity Type</b>    |
| Jackson Hewitt Inc.               |   | 08/16/2011                 | CORPORATION: VIRGINIA |
| Tax Services of America, Inc.     |   | 08/16/2011                 | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>       |   |                            |                       |
| <b>Name:</b>                      | Citibank, N.A., as Collateral Agent         |                            |                       |
| <b>Street Address:</b>            | 388 Greenwich Street                        |                            |                       |
| <b>Internal Address:</b>          | 14th Floor                                  |                            |                       |
| <b>City:</b>                      | New York                                    |                            |                       |
| <b>State/Country:</b>             | NEW YORK                                    |                            |                       |
| <b>Postal Code:</b>               | 10013                                       |                            |                       |
| <b>Entity Type:</b>               | National Banking Association: UNITED STATES |                            |                       |
| <b>PROPERTY NUMBERS Total: 19</b> |   |                            |                       |
| <b>Property Type</b>              | <b>Number</b>                               | <b>Word Mark</b>           |                       |
| 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: | 1596740 | SUPERFAST REFUND                      |
| Registration Number: | 1887410 | AX YOUR TAX                           |
| Registration Number: | 1875522 |                                       |
| Registration Number: | 1927058 | HOLLAND INCOME TAX                    |

**CORRESPONDENCE DATA**

Fax Number: (212)822-5137  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2125305000  
Email: wmcnamara@milbank.com  
Correspondent Name: William J. McNamara  
Address Line 1: Milbank, Tweed, Hadley & McCloy LLP  
Address Line 2: 1 Chase Manhattan Plaza  
Address Line 4: New York, NEW YORK 10005

|                         |                       |
|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 40790.00000           |
| NAME OF SUBMITTER:      | William J. McNamara   |
| Signature:              | /William J. McNamara/ |
| Date:                   | 09/07/2011            |

**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. (the “Pledgors”) are 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 the owners of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the “Patents”); and

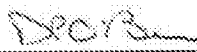
**WHEREAS**, the Pledgors have entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the “Security Agreement”), dated as of August 16, 2011, in which the Pledgors have agreed with Citibank, N.A., as Collateral Agent (the “Collateral Agent”), with offices at 388 Greenwich Street, 14th Floor, New York, NY 10013, 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), the Pledgors do 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.

This Grant of Second Lien Security Interest in Patents and Trademarks is 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, the terms of the Intercreditor Agreement shall govern.

JACKSON HEWITT INC.

By:   
Name: Daniel P. O'Brien  
Title: Executive Vice President, Chief Financial Officer  
and Treasurer

TAX SERVICES OF AMERICA, INC.

By:   
Name: Daniel P. O'Brien  
Title: Executive Vice President, Chief Financial Officer  
and Treasurer

Schedule A

**TRADEMARKS AND TRADEMARK APPLICATIONS**

| <b>Owner</b>        | <b>Mark</b>                             | <b>Application or Registration No.</b> | <b>Country</b> | <b>Issue or Filing Date</b> |
|---------------------|---|--|----------------|-----------------------------|
| Jackson Hewitt Inc. | Jackson Hewitt Tax Service              | 1501580                                | USA            | August 23, 1988             |
| Jackson Hewitt Inc. | Jackson Hewitt                          | 2138700                                | USA            | February 24, 1998           |
| Jackson Hewitt Inc. | Deductions@Work                         | 2930971                                | USA            | March 8, 2005               |
| Jackson Hewitt Inc. | Flex Pay                                | 3543642                                | USA            | December 9, 2008            |
| Jackson Hewitt Inc. | Get More In Return                      | 2602863                                | USA            | July 30, 2002               |
| Jackson Hewitt Inc. | Gold Guarantee                          | 2710122                                | USA            | April 22, 2003              |
| Jackson Hewitt Inc. | ipower                                  | 2979534                                | USA            | July 26, 2005               |
| Jackson Hewitt Inc. | ProFiler                                | 2485397                                | USA            | September 4, 2001           |
| Jackson Hewitt Inc. | Refer A Friend                          | 2205113                                | USA            | November 24, 1998           |
| Jackson Hewitt Inc. | A Partner and a Path                    | 3724802                                | USA            | December 15, 2009           |
| Jackson Hewitt Inc. | Jackson Hewitt Tax Service (and Design) | 2683355                                | USA            | February 24, 2003           |
| Jackson Hewitt Inc. | Jackson Hewitt Tax Service (and Design) | 3280357                                | USA            | August 14, 2007             |
| Jackson Hewitt Inc. | ipower (and Design)                     | 3415828                                | USA            | April 22, 2008              |
| Jackson Hewitt Inc. | Get Every Dollar You Deserve            | 3935309                                | USA            | March 22, 2011              |
| Jackson Hewitt Inc. | Obtenga Cada Dolar Que Le Corresponda   | 3938732                                | USA            | March 29, 2011              |
| Jackson Hewitt Inc. | SUPERFAST                               | 1596740                                | USA            | May 15, 1990                |

| <b>Owner</b>                  | <b>Mark</b>                           | <b>Application or Registration No.</b> | <b>Country</b> | <b>Issue or Filing Date</b> |
|-------------------------------|---------------------------------------|--|----------------|-----------------------------|
|                               | REFUND (and Design)                   |  |                |                             |
| Tax Services of America, Inc. | Ax Your Tax                           | 1887410                                | USA            | April 4, 1995               |
| Tax Services of America, Inc. | Miscellaneous Design (to Ax Your Tax) | 1875522                                | USA            | January 24, 1995            |
| Tax Services of America, Inc. | Holland Income Tax                    | 1927058                                | USA            | October 17, 1995            |

**PATENTS AND PATENT APPLICATIONS**

| <b>Owner</b>        | <b>Application or Registration No.</b> | <b>Country</b> | <b>Inventor</b>     | <b>Issue or Filing Date</b> |
|---------------------|--|----------------|---------------------|-----------------------------|
| Jackson Hewitt Inc. | (10/926,642)                           | USA            | Jackson Hewitt Inc. | (August 26, 2004)           |