

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Antares Capital Corporation		10/10/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Universal Tax Systems, Inc.
Street Address:	6 Mathis Drive, NW
City:	Rome
State/Country:	GEORGIA
Postal Code:	30165
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2033226	TAXWISE
Registration Number:	3126205	TAXWISE
Registration Number:	2130257	UNIVERSAL TAX SYSTEMS, INC.
Registration Number:	2134117	
Registration Number:	2806660	AUDIT ANALYST
Registration Number:	2085239	FORMSCOMPLETE
Registration Number:	2558585	INTERVIEWPLUS
Registration Number:	2580103	AUDIT SHIELD
Registration Number:	2769789	RACING REFUND
Registration Number:	2874276	TAXWISE UNIVERSITY
Registration Number:	2979058	CASHWISE

CORRESPONDENCE DATA

Fax Number: (312)840-7884

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

TRADEMARK

REEL: 003411 FRAME: 0027

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CH \$290.00 2033226

Phone: (312) 840-7860
Email: mmurphy@jenner.com
Correspondent Name: Mariann R. Murphy
Address Line 1: 330 N. Wabash Avenue
Address Line 2: Jenner & Block LLP
Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER:	46016-10052
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NAME OF SUBMITTER:	Mariann R. Murphy
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Signature:	/Mariann R. Murphy/
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Date:	10/18/2006
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Total Attachments: 6
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “***Release Agreement***”), dated as of October 10, 2006 (the “***Effective Date***”), is made by ANTARES CAPITAL CORPORATION (the “***Secured Party***”).

WITNESSETH:

WHEREAS, Universal Tax Systems, Inc., a Virginia corporation (“***Assignor***”), granted the Secured Party a security interest (the “***Security Interest***”) in certain U.S. trademarks, trade names, registered trademarks, trademark applications, service marks, registered service marks and service mark applications, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, including, without limitation, the trade names registered trademarks, trademark applications, registered service marks and service mark applications set forth on **Schedule A** attached hereto and (A) all renewals thereof, (B) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements or dilutions thereof, (C) the right to sue for past, present and future infringements and dilutions thereof, (D) the goodwill of such Assignor’s business symbolized by the foregoing and connected therewith, and (E) all of Assignor’s rights corresponding thereto throughout the world (collectively, the “***Trademarks***”), in connection with that certain Trademark Security Agreement, dated as of July 21, 2004, by and between the Assignor and the Secured Party (the “***Security Agreement***”);

WHEREAS, the Security Interest was recorded in the Trademark Division of the United States Patent and Trademark Office;

WHEREAS, pursuant to and as a condition to the closing of the transactions contemplated by the Stock Purchase Agreement, dated as of September 1, 2006 (the “***Purchase Agreement***”), by and among TaxWise Corporation (“***TaxWise***”), Primus Capital Fund V Limited Partnership, Primus Executive Fund V Limited Partnership, the other stockholders of TaxWise, the optionholders of TaxWise and CCH Incorporated, Assignor requests that the Secured Party terminate and release the entirety of its Security Interest in the Trademarks; and

WHEREAS, pursuant to the Payoff Letter dated October 10, 2006 by and between Assignor and the Secured Party, the Secured Party grants such request.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Release Agreement, the parties hereto agree as follows:

1. Release. The Secured Party hereby terminates and releases the Security Interest in the Trademarks and hereby transfers and assigns to Assignor any and all of its right, title and interest in and to the Trademarks.

2. Further Assurance. At the request and expense of Assignor, the Secured Party hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned has executed this Release Agreement by its duly authorized officer as of the date first above written.

ANTARES CAPITAL CORPORATION
as Secured Party

By: 

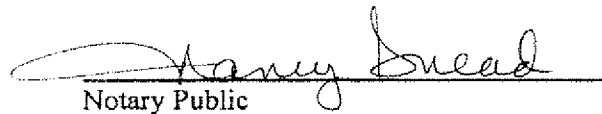
Name:

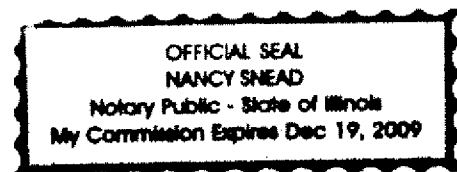
Title:

Michael P. King
Director

STATE OF Illinois
COUNTY OF Cook) ss:

On this _____ day of _____, 2006, before me personally appeared Michael P. King to me known who, being by me duly sworn, did depose and say that he/she is Director of Antares Capital Corporation, the institution described herein and which executed the foregoing instrument, and that he/she signed his name thereto pursuant to the authority granted by Antares Capital Corporation.


Notary Public



IP Release (Trademarks)

TRADEMARK
REEL: 003411 FRAME: 0031

Accepted:

UNIVERSAL TAX SYSTEMS
as Assignor

By: William P. Anderson
Name: William P. Anderson
Title: Chief Executive Officer and
President

IP Release (Trademarks)

TRADEMARK
REEL: 003411 FRAME: 0032

SCHEDULE A
TO TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS

REGISTERED TRADEMARKS, TRADE NAMES AND SERVICE MARKS:

<u>Trademark</u>	<u>Country</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
TAXWISE (Stylized)	United States	01/28/1997	2033226
TAXWISE (non-Stylized)	United States	08/08/2006	3126205
Universal Tax Systems, Inc.	United States	01/20/1998	2130257
Universal Tax Systems, Inc./dba TaxWise	United States	--	Filed in Floyd County, Georgia
Owl Design	United States	02/03/1998	2134117
AUDIT ANALYST	United States	01/20/2004	2806660
FormsCOMPLETE	United States	08/05/1997	2085239
INTERVIEWPLUS	United States	04/09/2002	2558585
AUDIT SHIELD	United States	06/11/2002	2580103
RACING REFUND	United States	09/30/2003	2769789
TAXWISE UNIVERSITY	United States	08/17/2004	2874276
CASHWISE	United States	07/26/2005	2979058

TRADEMARK LICENSES:

<u>LICENSED RIGHTS</u>	<u>NAME OF AGREEMENT</u>	<u>PARTIES</u>	<u>DATE OF AGREEMENT</u>
Copyright, Patent and/or Trademark rights	InterviewPlus Dealer Agreement	Express Tax Service, Inc. & Debtor	01/09/04
Copyright, Patent and/or Trademark rights	InterviewPlus Dealer Agreement	Fax Tax, Inc. & Debtor	12/14/00
Copyright, Patent and/or Trademark rights	Service Bureau Agreement	America's Tax Professionals & Debtor	07/21/03
Copyright, Patent and/or Trademark rights	Service Bureau Agreement	Express Tax Service, Inc. & Debtor	01/09/04
Copyright, Patent and/or Trademark rights	Service Bureau Agreement	Meghna Agency Services & Debtor	10/23/03
Copyright, Patent and/or Trademark rights	Service Bureau Agreement	Tax Company USA & Debtor	10/26/03
Copyright, Patent and/or Trademark rights	Service Bureau Agreement	Tax Net (f/k/a Unique Key Punch) & Debtor	04/10/04
Copyright, Patent and/or Trademark rights	Trademark License Agreement	SecureTax.com, Inc. & Debtor	03/01/99
Copyright, Patent and/or Trademark rights	License and Royalty Agreement	Fax Tax, Inc. & Debtor	09/09/03
Copyright, Patent and/or Trademark rights	Software Supply Agreement	Internal Revenue Service (IRS) & Debtor	05/01/04
Copyright, Patent and/or Trademark rights	Software Agreement	Action Tax & Bookkeeping & Debtor	11/17/03
Copyright, Patent and/or Trademark rights	Software Agreement	Liberty Tax Service & Debtor	07/01/04
Copyright, Patent and/or Trademark rights	Software Agreement	M&M Income Tax & Debtor	09/26/02