

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																				
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY																																				
CONVEYING PARTY DATA																																					
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CORRESPONDENCE DATA																																					

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TRADEMARK
REEL: 003533 FRAME: 0702

Fax Number: (706)290-7218

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

Phone: 706-290-7103

Email: legal@taxwise.com

Correspondent Name: Kenneth Barfield

Address Line 1: 6 Mathis Drive, NW

Address Line 2: Legal Department

Address Line 4: Rome, GEORGIA 30165

NAME OF SUBMITTER:	Sarah J. La Voi
Signature:	/Sarah J. La Voi/
Date:	05/02/2007

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]

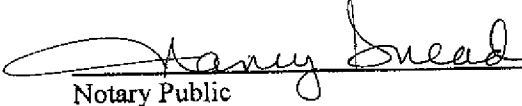
IN WITNESS WHEREOF, the undersigned has executed this Release Agreement by its duly authorized officer as of the date first above written.

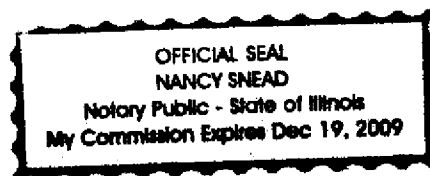
ANTARES CAPITAL CORPORATION
as Secured Party

By: 
Name:
Title: **Michael P. King**
Director

STATE OF Illinois
COUNTY OF Cook) ss:

On this 10th day of October, 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: 003533 FRAME: 0706

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: 003533 FRAME: 0707

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 Keypunch) & 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