

03-11-1999

FORM PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Tab settings

11-16-98

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TopoMetrix Corporation
5403 Betsey Ross Drive
Santa Clara, California 95054-1162

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State California, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release of Security Interest: 1710/0796

Execution Date: October 5, 1998

2. Name and address of receiving party(ies):

Name: Arizona Growth Partners
Internal Address: Suite 100
Street Address: 6155 N. Scottsdale Road
City: Scottsdale State: AZ ZIP: 85250

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

11/19/1998 SBURNS 00000142 080219 1713244

01 FC:481 40.00 CH
02 FC:482 25.00 CH

B. Trademark Registration No.(s)

1,713,244
1,933,575

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael J. Bevilacqua
Name of Person Signing

Signature

November 12, 1998
Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1818 FRAME: 0093

TERMINATION AND RELEASE OF SECURITY INTEREST

(recorded at Reel 1710 and Frame 0796)

between

TopoMetrix Corporation

and

SBC Warburg, Inc. (Assignee of SBC Capital Market, Inc.)

Arizona Growth Partners

Columbine Venture Fund II, L.P.

Paragon Venture Partners

The Shoebox Trust of Genesis Funds, Ltd. (successor to UNCO Ventures Ltd.)

Vanguard Associates III, L.P.

Environmental Venture Fund, L.P. (c/o First Analysis Corporation)

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN PATENTS, PATENT APPLICATIONS AND CONTINUATIONS**

This Termination and Release of Security Interest (this "Release") is made as of October 5, 1998, 1998 by and between Topometrix Corporation, a California corporation (the "Company"), on the one hand, and the parties listed on Exhibit A hereto ("1996 Secured Parties") and the parties listed on Exhibit B hereto ("1998 Secured Parties"), on the other hand. The 1996 Secured Parties and the 1998 Secured Parties are sometimes hereinafter referred to, collectively, as the "Secured Parties."

WHEREAS, Company and 1996 Secured Parties entered into that certain Contingent Subordinated Collateral Assignment, Patent Mortgage and Security Agreement, dated as of May 1, 1996 (the "1996 Agreement"), pursuant to which the 1996 Secured Parties received a security interest in and to certain Collateral owned by the Company (the Collateral, as defined in the 1996 Agreement, is hereinafter referred to as the "1996 Collateral"), including the patents and trademarks further described in Exhibit A hereto, and such 1996 Agreement was recorded with the United States Patent and Trademark Office (the "PTO") in Reel 7969, Frame 0240;

WHEREAS, Company and 1998 Secured Parties entered into that certain Contingent Subordinated Collateral Assignment, Patent Mortgage and Security Agreement, dated as of March 9, 1998 (the "1998 Agreement"), pursuant to which the 1998 Secured Parties received a security interest in and to certain Collateral owned by the Company (the Collateral, as defined in the 1998 Agreement, is hereinafter referred to as the "1998 Collateral"), including the patents and trademarks further described in Exhibit B hereto, and such 1998 Agreement was recorded with the PTO in Reel 9267, Frame 0165;

WHEREAS, the 1996 Agreement and the 1998 Agreement are hereinafter referred to, collectively, as the "Agreements" and the 1996 Collateral and the 1998 Collateral are hereinafter referred to, collectively, as the "Collateral."

WHEREAS, the Company intends to sell substantially all of its assets (the "Asset Sale") to Park Scientific Instruments Corporation, a California corporation (the "Purchaser"); and,

WHEREAS, in connection with the Asset Sale, the Secured Parties have agreed to release their security interest in the Collateral;

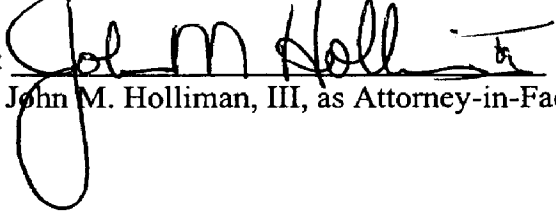
NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Parties hereby release, terminate and discharge all right, title and interest the Secured Parties may have in, to or under the Collateral (including but not limited to the security interests granted to the Secured Parties under the Agreements), and any such right, title and interest of the Secured Parties shall hereby cease and become void, and the Agreements shall hereby terminate.

The Secured Parties hereby agree to execute such instruments, to take such other actions and to give such further assurances as the Company reasonably shall request to terminate any security interest in the Collateral pursuant to the Agreements and otherwise to effectuate the release of the Collateral from the lien of such security interests.

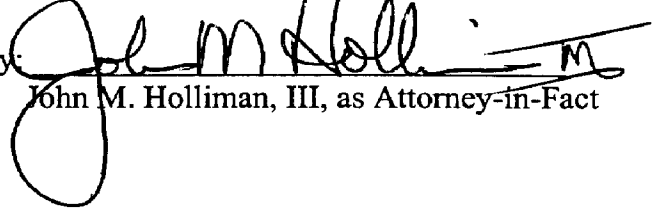
The Secured Parties acknowledge and agree that the Purchaser and its successors and assigns may rely upon this Release and Secured Parties further consent to the issuance to Purchaser by the Commissioner of Patents and Trademarks of any Patent currently in application, and the recordation of a copy hereof in the PTO and elsewhere as may be necessary or desirable to give full effect hereto.

IN WITNESS WHEREOF, the Secured Parties has caused this Release to be executed by its duly authorized officer, agent or attorney-in-fact as of the date written above.

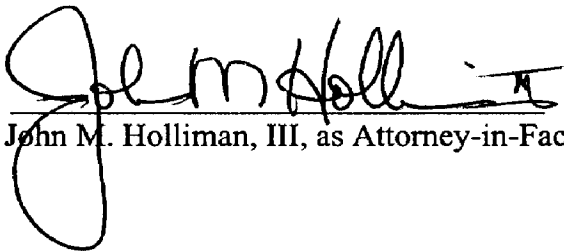
ARIZONA GROWTH PARTNERS

By: 
John M. Holliman, III, as Attorney-in-Fact

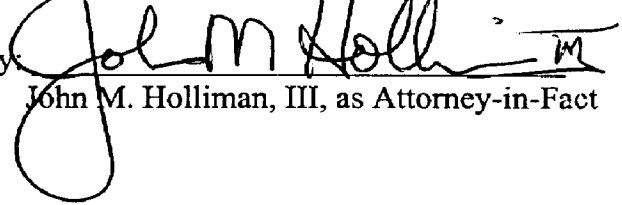
COLUMBINE VENTURE FUND II, L.P., by
Columbine Venture Management II, its General
Partner

By: 
John M. Holliman, III, as Attorney-in-Fact

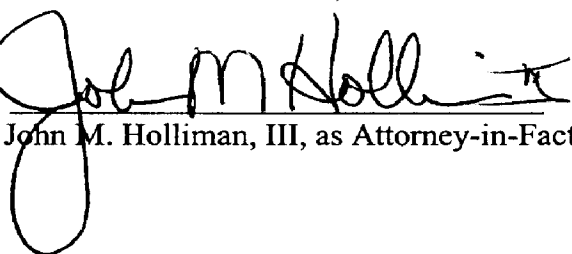
PARAGON VENTURE PARTNERS, by Paragon
Venture Management Company II, L.P., its General
Partner

By: 
John M. Holliman, III, as Attorney-in-Fact

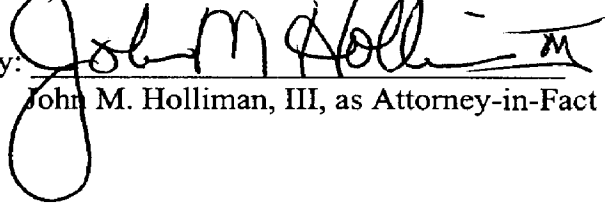
ENVIRONMENTAL VENTURE FUND, L.P., by
Environmental Venture Management, L.P., its
General Partner, by First Analysis Corporation, its
General Partner

By: 
John M. Holliman, III, as Attorney-in-Fact

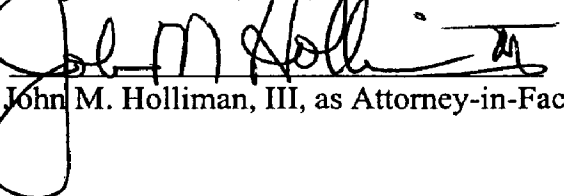
SBC WARBURG INC. (AS ASSIGNEE OF SBC
CAPITAL MARKETS INC.)

By: 
John M. Holliman, III, as Attorney-in-Fact

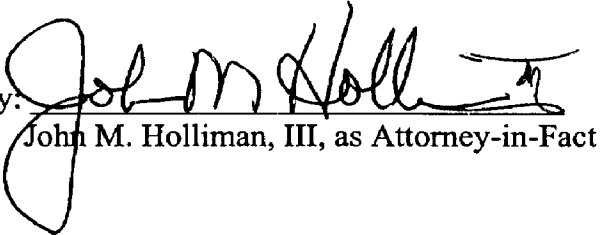
THE SHOEBOX TRUST OF GENESIS FUND,
LTD. (AS SUCCESSOR TO UNCO VENTURES
LTD.)

By: 
John M. Holliman, III, as Attorney-in-Fact

VANGUARD ASSOCIATES III, L.P., by
Gill-Meyers Partners, L.P., its General Partner

By: 
John M. Holliman, III, as Attorney-in-Fact

AT&T VENTURE COMPANY, L.P.

By: 
John M. Holliman, III, as Attorney-in-Fact

CRITERION VENTURE PARTNERS III,
LIMITED, a Texas limited partnership, by CVP III
General Partner, a Texas general partnership, its
General Partner, by Criterion Investments, Inc., a
Texas corporation, its Corporate Partner

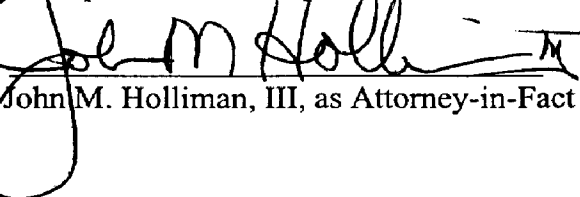
By: 
John M. Holliman, III, as Attorney-in-Fact

Exhibit A
1996 Secured Parties/1996 Collateral

1996 Secured Parties (Name and Address)

AT&T Venture Company, L.P.
11 Eagle Rock Avenue, Suite 130
East Hanover, NJ 07936

SBC Capital Markets Inc.
141 West Jackson Boulevard
8th Floor
Chicago, IL 60604

Arizona Growth Partners
6155 North Scottsdale Road
Suite 100
Scottsdale, AZ 85250

UNCO Ventures Ltd.
520 Post Oak Blvd., Suite 130
Houston, TX 77027-9405

Columbine Venture Fund II, L.P.
6155 North Scottsdale Road
Suite 100
Scottsdale, AZ 85250

Vanguard Associates III, L.P.
525 University Avenue
Palo Alto, Ca 94301

Criterion Venture Partners III, Limited
The Centennial Funds
Five Post Oak Park, Suite 2650
Houston, TX 77027

Environmental Venture Fund, L.P.
c/o First Analysis Corporation
Sears Tower
233 So. Wacker Drive, 96th Floor
Chicago, IL 60606

Paragon Venture Partners
3000 Sand Hill Road
Building 2, Suite 275
Menlo Park, CA 94025

1996 Collateral

United States Patents:

<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventors</u>	<u>Title of Invention</u>
5,009,111	04/23/91	West/Hovsepian/Thomas	Different Force Balance Apparatus
4,968,914	11/06/90	West/Young	High Resolution Electromechanical Translation Device
4,952,857	08/28/90	West/Charette/Young	Scanning Micromechanical Probe Control System

United States Patents (cont.):

5,260,622	11/09/93	West	High Resolution Electromechanical Translation Device
5,257,024	10/26/93	West	Search Position Encoder
4,956,817	09/11/90	West/Jahanmir	High Density Data Storage and Retrieval System
5,291,775	03/08/94	Gamble/West	Scanning Force Microscope with Integrated Optics and Cantilever Mount
5,319,960	06/14/94	Gamble/West	Scanning Force Microscope
5,406,832	04/18/95	West/Gamble/Schumann	Scanning Force Microscope Using Synchronous Sampling Detection of an Oscillating Cantilever (Tapping Mode)
5,441,343	08/15/95	Pylkki/Schuman/West	Thermal Sensing Scanning Probe Microscope and Method for Measurement of Thermal Parameters of a Specimen
5,455,420	10/03/95	Ho/West	Scanning Probe Microscope Apparatus for Use in a Scanning Electron Microscope
5,469,734	11/28/95	Schuman	Scanning Apparatus Linearization and Calibration
5,481,908	01/09/96	Gamble	Resonance Contact Scanning Force Microscope

United States Patent Applications:

<u>App. Serial No.</u>	<u>Filing Date</u>	<u>Inventors</u>	<u>Title of Invention</u>
08/360,588	12/21/94	Gamble/West/Schumann	Synchronous Sampling Scanning Force Microscope
08/478,479	06/07/95	Ho/West	Scanning Probe Microscope Adaptable for Use with a Scanning Electron
08/450,979	05/25/95	Pylkki/Schuman/West	Thermal Sensing Scanning Probe Microscope and Method for Measurement of Thermal Parameters of a Specimen
08/500,544	07/11/95	Gamble	Resonance Contact Scanning Force Microscope

United States Patent Applications (cont.):

07/847,160	02/07/96	Gamble/West	Scanning Force Microscope
08/560,827	11/20/95	Schuman	Scanning Apparatus Linearization and Calibration System

United States Trademarks:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TOPOMETRIX	1,713,244	09/08/92
NANOVISION	1,933,575	11/07/95

Exhibit B
1998 Secured Parties/1998 Collateral

1998 Secured Parties (Name and Address)

SBC Warburg, Inc.
as Assignee of SBC Capital Markets Inc.
141 West Jackson Boulevard
8th Floor
Chicago, IL 60604

The Shoebox Trust of Genesis Fund, Ltd,
as successor to UNCO Ventures Ltd.
2425 West Loop South, Suite 200
Houston, Texas 77027

Arizona Growth Partners
6155 North Scottsdale Road
Suite 100
Scottsdale, AZ 85250

Paragon Venture Partners
3000 Sand Hill Road
Building 1, Suite 275
Menlo Park, CA 94025

Columbine Venture Fund II, L.P.
6155 North Scottsdale Road
Suite 100
Scottsdale, AZ 85250

Environmental Venture Fund, L.P.
c/o First Analysis Corporation
Sears Tower
233 So. Wacker Drive, 96th Floor
Chicago, IL 60606

Vanguard Associates III, L.P.
525 University Avenue
Palo Alto, Ca 94301

1998 Collateral

United States Patents:

<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventors</u>	<u>Title of Invention</u>
5,009,111	04/23/91	West/Hovsepian/Thomas	Different Force Balance Apparatus
4,968,914	11/06/90	West/Young	High Resolution Electromechanical Translation Device
4,952,857	08/28/90	West/Charette/Young	Scanning Micromechanical Probe Control System
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5,257,024	10/26/93	West	Search Position Encoder
4,956,817	09/11/90	West/Jahanmir	High Density Data Storage and Retrieval System

Exhibit B (cont.)

United States Patents (cont.):

5,291,775	03/08/94	Gamble/West	Scanning Force Microscope with Integrated Optics and Cantilever Mount
5,319,960	06/14/94	Gamble/West	Scanning Force Microscope
5,406,832	04/18/95	West/Gamble/Schuman	Scanning Force Microscope Using Synchronous Sampling Detection of an Oscillating Cantilever (Tapping Mode)
5,441,343	08/15/95	Pylkki/Schuman/West	Thermal Sensing Scanning Probe Microscope and Method for Measurement of Thermal Parameters of a Specimen
5,455,420	10/03/95	Ho/West	Scanning Probe Microscope Apparatus for Use in a Scanning Electron Microscope
5,469,734	11/28/95	Schuman	Scanning Apparatus Linearization and Calibration
5,481,908	01/09/96	Gamble	Resonance Contact Scanning Force Microscope
5,507,179	4/16/96	Gamble, West, Schuman	Synchronous Sampling Scanning Force Microscope
5,510,615	4/23/96	Ho, West	Scanning Probe Microscope Apparatus for Use in a Scanning Electron Microscope
5,681,987	10/28/97	Gamble	Resonance Contact Scanning Force Microscope
5,625,142	4/29/97	Gamble	Resonance Contact Scanning Force Microscope (For examining surface contours of a specimen)

United States Patent Applications:

<u>App. Serial No.</u>	<u>Filing Date</u>	<u>Inventors</u>	<u>Title of Invention</u>
08/605,275	02/07/96	Gamble/West	Scanning Force Microscope
008/648,274	5/15/96	West	Scanning Probe Sensor

Exhibit B (cont.)

United States Trademarks:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TOPOMETRIX	1,713,244	09/08/92
NANOVISION	1,933,575	11/07/95