

11-24-1999



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COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

the attached original documents or copy thereof,
and address of receiving party(ies):

1. Name of conveying party(ies):

Imperial Bank

Name: MetaWorks, Inc.

Internal Address: _____

Street Address: 470 Atlantic Avenue

- Individuals
- General Partnership
- Corporate-State
- Other Bank
- Association
- Limited Partnership

City: Boston State MA ZIP 02210

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Termination of Security Interests
- Merger
- Change of Name

Execution Date: October 27, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from assignment) Additional name(s) & address(es) attached? yes no

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

A. Trademark Application No(s)

- 1.) 75-533,181 (8/10/98)
- 2.) 75-516,706 (7/10/98)

B. Trademark Registration No.(s)

- 1.) 1,982,336 (6/25/99)
- 2.) 2,228,072 (3/2/99)

Additional numbers attached? Yes No

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

Name: Jonathan R. Harris, Esq.

Internal Address: Edwards & Angell, LLP

Street Address: 101 Federal Street

City: Boston State MA ZIP 02110

6. Total number of applications and registrations involved 4

7. Total fee (37 CFR 3.41)..... \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: _____

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

11/23/1999 DEBITES 00000110 75533181

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Judy Radoccia
Name of Person Signing

Signature

November 17, 1999
Date

Total number of pages including cover sheet, attachments, and document 3

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

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TRADEMARK
REEL: 001991 FRAME: 0372

TERMINATION OF SECURITY INTERESTS

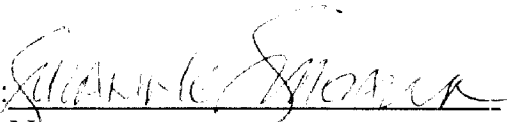
Reference is made to that certain instrument evidencing security interests in certain trademarks (the "Security Filing") granted by MetaWorks, Inc. (the "Borrower") to Imperial Bank, recorded with the United States Patent and Trademark Office on May 6, 1999, Reel 1894, Frame 0527. The Security Filing relates to the following trademarks (collectively, the "Subject Trademarks") of the Borrower:

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
METAWORKS	1,982,336	June 25, 1999
METAHUB	2,228,072	March 2, 1999
<u>Applications</u>	<u>Serial No.</u>	<u>Filing Date</u>
METAMAP	75-533,181	August 10, 1998
METAMAP	75-516,706	July 10, 1998

As to each of the Subject Trademarks, the Bank hereby terminates, and acknowledges the termination of, the security interest evidenced by the Security Filing and releases all right, title and interest (if any) of the Bank in and to the Subject Trademarks.

Executed, as an instrument under seal, as of the 27th day of October, 1999.

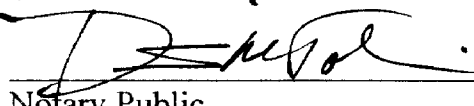
IMPERIAL BANK

By: 
 Name: SUZANNE SMETANA
 Title: ASSISTANT VICE PRESIDENT

STATE OF Massachusetts)
 COUNTY OF Suffolk) ss.

Then personally appeared before me the above-named SUZANNE SMETANA, a SMETANA of Imperial Bank; and he/she acknowledged the foregoing instrument to be the free act and deed of said Bank.

WITNESS my hand and seal this 27th day of October, 1999.


 Notary Public
 My commission expires:

Dennis M. Tobin
 NOTARY PUBLIC
 My commission expires June 16, 2006