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03-07-2001



FORM PTO-1594
(Rev 5-93)

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TRADEMARKS ONLY

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): SAND HILL CAPITAL II, LP</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - Other:</p> <p>Additional name(s) of conveying party(ies) attached? [] Yes [X] No</p> <p>3. Nature of Conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [X] Other: Acknowledgement of Termination of Collateral Assignment</p> <p>Execution Date: February 9, 2001</p>	<p>2. Name and address of receiving party(ies): Name: OPTICOM, INC. Address: One Riverside Drive City: Andover State: MA Zip: 01810 Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: DELAWARE Other:</p> <p>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 [X] No</p>
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RECORDED
2001 MAR 11 10:01
ASSIGNMENT

<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No.(s) 75/899,665</p> <p>B. Trademark Registration No.(s) 2,293,384</p> <p>Additional numbers attached? [] Yes [X] No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Evelyn G. Santiago Internal Address: GRAY CARY WARE & FREIDENRICH 400 Hamilton Avenue Palo Alto, California 94301</p>	<p>6 Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41) \$ 65.00 [X] Enclosed [] Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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.

Evelyn G. Santiago
Name of Person Signing

Evelyn G. Santiago
Signature

March 6, 2001
Date

Total number of pages comprising cover sheet: [4]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
Crystal Gateway 4, Room 335
Washington, DC 20231

03/07/2001 GTDN11 00000142 75899665

01 FC:481
02 FC:482

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Gray Cary\PA\10124323.1
1090371-957200

TRADEMARK
REEL: 002245 FRAME: 0332

ACKNOWLEDGMENT OF TERMINATION
OF COLLATERAL ASSIGNMENT

This Acknowledgment of Termination of Collateral Assignment is made with reference to that certain Intellectual Property Security Agreement dated April 26, 2000 (the "Collateral Assignment") by and between **Opticom Inc.**, as assignor, and **Sand Hill Capital II, LP**, as assignee ("Sand Hill"). The Collateral Assignment was recorded in the United States Patent and Trademark Office on May 18, 2000, at Reel 10817, Frame 0556, with respect to the patent items set forth on Exhibit A hereto (the "Patents") and on May 13, 2000, at Reel 2081, Frame 0845, with respect to the trademark items set forth on Exhibit B hereto (the "Trademarks").

Sand Hill hereby acknowledges and agrees that the Collateral Assignment has been terminated and that all of the rights and interests of Sand Hill thereunder have been terminated, including, without limitation, all of the rights and interests of Sand Hill in and to the Patents and Trademarks.

Sand Hill does hereby further authorize and consent that this Acknowledgment of Termination may be recorded and indexed by the Commissioner of the United States Patent and Trademark Office.

Dated: February 9, 2001

Sand Hill Capital II, LP

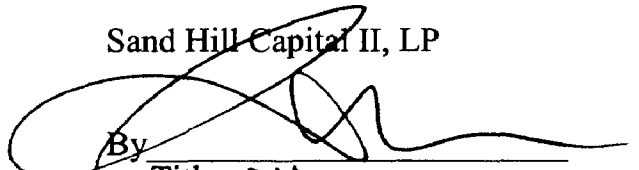

By _____
Title: PM

EXHIBIT A

Pending Patents

<u>Description</u>	<u>Application Number</u>	<u>Application Date</u>
Method and Apparatus for the Collection and Normalization of Data	60/144,441	July 16, 1999
Method and System for Network Device Polling	60/150,280	August 23, 1999

EXHIBIT B

Registered Trademarks

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
OPTICOM	2,293,384	November 16, 1999

Pending Trademarks

<u>Description</u>	<u>Application Number</u>	<u>Application Date</u>
IVIEW	75/899,665	January 20, 2000