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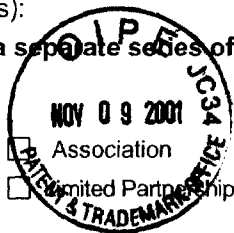
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
**Image Investor Portfolio, a separate series of
Memphis Angels, LLC**

- Individuals
- General Partnership
- Corporation-State-
- Other **DE LLC**



11-9-01

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Release**
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: **Internet Pictures Corporation**

Internal
Address: _____

Street Address: **1009 Commerce Park Dr.**

City: **Oak Ridge** State: **TN** Zip: **37830**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State **DE**

Other _____

If assignee is not domiciles 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 registration number(s):

A. Trademark Application No.(s)

75/282,974	75/672,753	75/677,680
75/677,681	75/678,028	75/678,756
75/687,451	75/735,652	75/788,396
75/798,162	75/799,476	75/861,052
75/861,054	75/861,055	75/883,033
75/894,611	75/932,892	76/110,826
76/110,827	76/130,248	

B. Trademark Registration No.(s)

1,525,374	1,850,581	2,099,224
2,261,417	2,206,071	2,211,743
2,272,703	2,224,658	2,465,034
2,462,085		

Additional numbers attached? Yes No

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

Name: **Barbara P. Smiley**

Internal Address: _____

Cooley Godward LLP

Street Address: **11951 Freedom Drive**

City: **Reston** State: **VA** Zip: **20190**

6. Total number of applications and patents involved: **30**

7. Total fee (37 CFR 3.41).....\$ **765.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

30-3118

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

11/14/2001 3:27 PM 00000071-75282974
 01 FC:481 40.00 CP
 02 FC:482 765.00 CP

DO NOT USE THIS SPACE

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.

Barbara P. Smiley
Name of Person Signing

Barbara Smiley
Signature

11/5/2001
Date

Total number of pages including cover sheet, attachments, and documents: 3

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant/Applicant: Internet Pictures Corporation
Trademarks: See Attached Exhibit A

RELEASE OF TRADEMARK SECURITY INTEREST

WHEREAS, INTERNET PICTURES CORPORATION, a Delaware corporation, having its principal offices at 1009 Commerce Park Dr., Oak Ridge, TN 37830, has adopted, used or had an intent-to-use the Trademarks listed in the attached **Exhibit A**, now registered or in the process of registration in the United States Patent and Trademark Office; and

WHEREAS, Internet Pictures Corporation entered into that **INTELLECTUAL PROPERTY SECURITY AGREEMENT** dated May 14, 2001 (the "**Security Agreement**"), with **IMAGE INVESTOR PORTFOLIO, A SEPARATE SERIES OF MEMPHIS ANGELS LLC**, a Delaware limited liability company (hereinafter "**Lender**"); a true and correct copy of which was recorded by the United States Patent and Trademark Office on May 23, 2001, at Reel 002304, Frame 0441;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender hereby:

1. releases and reassigns to Internet Pictures Corporation any and all liens, security interests, right, title and interest of Lender pursuant to the Security Agreement in the Trademarks which are described more fully on **Exhibit A**, without recourse or representation or warranty, express or implied; and

2. authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the release hereby given.

IN WITNESS WHEREOF, Lender has caused this Release to be signed by its duly authorized representative as of this 26th day of September, 2001.

IMAGE INVESTOR PORTFOLIO,
a separate series of

MEMPHIS ANGELS, LLC,
a Delaware limited liability company

By: **PARADIGM CAPITAL EQUITY
PARTNERS, LLC,**
its Manager

By: **PARADIGM HOLDINGS,**
its Managing Member

By: Frank A. McGrew II
Name: Frank A. McGrew, II
Title: Managing Partner

EXHIBIT A

U.S. TRADEMARKS

APPLICATION NUMBER	MARK	REGISTRATION NUMBER	MARK
75/282,974	INTERACTV	1,525,374	REALIZING THE IMAGINABLE
75/672,753	PICTUREBAY	1,850,581	OMNIVIEW
75/677,680	V360	2,099,224	THE VIRTUAL EYE
75/677,681	VIDEO 360	2,261,417	IPIX
75/678,028	BAMBOO.COM	2,206,071	NETCARD
75/678,756	BAMBOO	2,211,743	HOTSHOTS
75/687,451	BAMBOO.COM & DESIGN	2,272,703	SPIN
75/735,652	VIP TV	2,224,658	VIDEOBRUSH
75/788,396	RIMFIRE	2,465,034	RIMFIRE
75/798,162	IPIX: THE EYES OF THE INTERNET	2,462,085	IPIX AND DESIGN
75/799,476	STEP INSIDE THE PICTURE		
75/861,052	IPIX: WE GIVE YOU A BETTER VIEW		
75/861,054	IPIX: SEE ACROSS THE INTERNET		
75/861,055	IPIX: THE INTERNET WITH A VIEW		
75/883,033	MYPHOTOBUBBLE		
75,894,611	IPIX: BETTER VISUAL CONTENT FOR THE INTERNET		
75/932892	STORE.E.CARD & DESIGN		
76/110,826	PIXCAST		
76/110,827	BE DYNAMIC		
76/130,248	MOVIES		

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RECORDED: 11/09/2001

TRADEMARK
REEL: 002395 FRAME: 0728