

04-28-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102432601

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): 4-23-03  
 BancBoston Investments Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other Termination/Release of Interest

Execution Date: 04/01/03

2. Name and address of receiving party(ies)  
 Name: ChipWrights Design, Inc.  
 Internal  
 Address: \_\_\_\_\_  
 Street Address: 2150 Washington Street  
 City: Newton State: MA Zip: 02462

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 registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) 76/112662 and 76/232652

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: S. Ryan Black  
 Internal Address: c/o Palmer & Dodge, LLP  
 \_\_\_\_\_  
 Street Address: 111 Huntington Avenue  
 \_\_\_\_\_  
 City: Boston State: MA Zip: 02199

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: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.  
S. Ryan Black      S.R. Black      4/22/03  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 8

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

04/25/2003 EDOOPER 00000319 76112662

01 FC:0521  
02 FC:0522

40.00 OP  
25.00 OP

TRADEMARK REEL: 002718 FRAME: 0921

## TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made this 1st day of April, 2003 (the "Release Date") by the Note holders named on the signature page attached hereto (each a "Secured Party" and collectively, the "Secured Parties") and ChipWrights Design, Inc., a Delaware corporation (the "Debtor").

WHEREAS, the Secured Parties and the Debtor are each parties to certain Secured Convertible Term Notes dated September 13, 2002, October 24, 2002 and/or February 4, 2003 (each a "Note" and collectively, the "Notes");

WHEREAS, to secure payment and performance in full of the Obligations, Debtor entered into an Amended and Restated Intellectual Property Security Agreement, dated as of February 4, 2003 (the "IP Security Agreement"), pursuant to which Debtor granted to the Secured Parties security interests and liens in and to all of the Debtor's right, title and interest in the Company's intellectual property, including without limitation those Trademarks listed Exhibit A attached hereto and made a part hereof, (the "Trademarks");

WHEREAS, Secured Party has had filed with the United States Patent and Trademark Office ("USPTO") a notice of security interest in the Trademarks; and

WHEREAS, the Debtor has paid all outstanding amounts currently owing under the Notes and the IP Security Agreement and other financing documents executed in connection therewith and have requested that the Secured Parties release its security interest in the Trademarks.

NOW THEREFORE, in consideration thereof and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Parties agree as follows:

1. Release of Security Interest. Effective as of the Release Date, each Secured Party hereby irrevocably and forever terminates, releases and discharges any and all security interests in the Trademarks granted by Debtors under the IP Security Agreement.
2. Recordation of Release. Each Secured Party understands and agrees that this Release may be recorded by or for the Debtor with the USPTO.
3. Further Actions. Each Secured Party further agrees to execute any other documents and take any further action reasonably necessary in any state, country or jurisdiction that Debtors may reasonably require to effect the intent and purpose of this Release, provided that all such documents are to be prepared by counsel to Debtor and the cost and expense of such documents and actions shall be borne solely by Debtor.
4. Capitalized Terms. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Notes.

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[Termination and Release of Security Interest in Trademarks]

**TRADEMARK  
REEL: 002718 FRAME: 0922**

IN WITNESS WHEREOF, each of the Secured Parties have caused this Release to be executed as an instrument under seal by its duly authorized officer as of the Release Date.

**SECURED PARTIES:**

**BANCOSTON INVESTMENTS INC.**

By:  \_\_\_\_\_

Name:

Title:

Address:

175 Federal Street

MABOS 75-10-01

Boston, MA 02110

Fax: (617) 434-1165

Attn: William Parent

**NEW ENGLAND PARTNERS CAPITAL,  
L.P.**

By: NEP Capital, LLC  
its General Partner

By: \_\_\_\_\_

Name:

Title:

Address:

One Boston Place

Suite 2100

Boston, MA 02108

Fax: (617) 723-5983

Attn: John F. Rousseau

IN WITNESS WHEREOF, each of the Secured Parties have caused this Release to be executed as an instrument under seal by its duly authorized officer as of the Release Date.

**SECURED PARTIES:**

**BANCOSTON INVESTMENTS INC.**

By: \_\_\_\_\_

Name:

Title:

Address:

175 Federal Street

MABOS 75-10-01

Boston, MA 02110

Fax: (617) 434-1165

Attn: William Parent

**NEW ENGLAND PARTNERS CAPITAL,  
L.P.**

By: NEP Capital, LLC  
its General Partner

By: \_\_\_\_\_

Name:

Title:

Address:

One Boston Place

Suite 2100

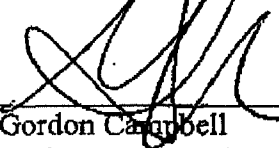
Boston, MA 02108

Fax: (617) 723-5983

Attn: John F. Rousseau

**TECHFARM VENTURES (Q), L.P.**

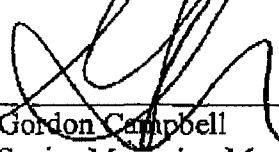
By: TECHFARM VENTURES  
MANAGEMENT L.L.C  
its General Partner

By:   
Gordon Campbell  
Senior Managing Member

Address:  
200 West Evelyn Ave., Suite 100  
Mountain View, CA 94041  
Fax: (650) 934-0910  
Attn: Laura Onopchenko

**TECHFARM VENTURES, L.P.**

By: TECHFARM VENTURES  
MANAGEMENT L.L.C  
its General Partner

By:   
Gordon Campbell  
Senior Managing Member

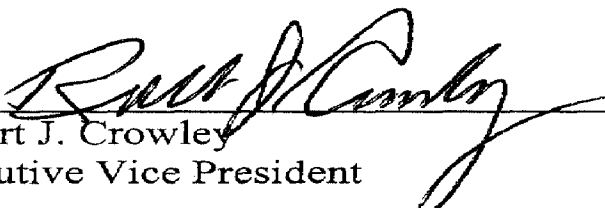
Address:  
200 West Evelyn Ave., Suite 100  
Mountain View, CA 94041  
Fax: (650) 934-0910  
Attn: Laura Onopchenko

**MASSACHUSETTS TECHNOLOGY  
DEVELOPMENT CORP. (MTDC)**

By:   
Robert J. Crowley  
Executive Vice President

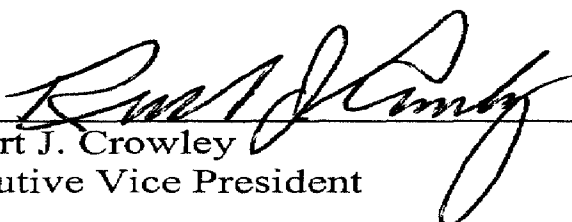
Address:  
148 State Street  
Boston, MA 02109  
Fax: (617) 723-5983  
Attn: Robert J. Crowley

**BANCOSTON INVESTMENTS INC.  
(MTDC AS ATTORNEY IN FACT)**

By:   
Robert J. Crowley  
Executive Vice President

Address:  
148 State Street  
Boston, MA 02109  
Fax: (617) 723-5983  
Attn: Robert J. Crowley

**ESSEX REGIONAL RETIREMENT BOARD  
(MTDC AS ATTORNEY IN FACT)**

By:   
Robert J. Crowley  
Executive Vice President

Address:  
148 State Street  
Boston, MA 02109  
Fax: (617) 723-5983  
Attn: Robert J. Crowley

**EXHIBIT A**

**REGISTERED TRADEMARKS**

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Application for trademark registration with the U.S. Patent and Trademark Office for the mark "CHIPWRIGHTS"	76/112662	8/18/2000
Application for trademark registration with the U.S. Patent and Trademark Office for the mark "CHIPWRIGHTS (and Design)"	76/232652	3/29/2001
Japan Trademark Application Registration for the mark "CHIPWRIGHTS"	2001-013182	2/16/2001

[Termination and Release of Security Interest in Trademarks]

**Recordation Form Cover Sheet for Trademarks Only continued:**

1. Names and addresses of additional conveying parties:

Name: Techfarm Ventures, L.P.  
Street Address: 200 West Evelyn Ave., Suite 100  
City, State, Zip: Mountain View, CA 94041  
Type of Organization: Limited Partnership

Name: New England Partners Capital, L.P.  
Street Address: One Boston Place, Suite 2100  
City, State, Zip: Boston, MA 02108  
Type of Organization: Limited Partnership

Name: Massachusetts Technology Development Corp. (MTDC)  
Street Address: 148 State Street  
City, State, Zip: Boston, MA 02109  
Type of Organization: Corporation - State

Name: Essex Regional Retirement Board  
Street Address: c/o MTDC 148 State Street  
City, State, Zip: Boston, MA 02109  
Type of Organization: Governmental Entity

Name: Techfarm Ventures (Q), L.P.  
Street Address: 200 West Evelyn Ave., Suite 100  
City, State, Zip: Mountain View, CA 94041  
Type of Organization: Limited Partnership