

03-03-2003

3-303

FORM PTO-1594
(Rev 5-93)



102378731

IEET

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.

1. Name of conveying party(ies): **3.3.03**
 COMERICA BANK-CALIFORNIA,
 As successor in interest to IMPERIAL BANK

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation - State:
 Other: California banking corporation

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

2. Name and address of receiving party(ies):
 Name: N2H2, INC.
 Address: 900 4TH AVENUE, SUITE 3400
 City: SEATTLE State: WA Zip: 98164

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

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Reassignment and Release of Security Interest**

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

Execution Date: February 18, 2003

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

A. Trademark Application No.(s)

75/978,097	75/628,830	75/556,090
75/723,504	75/723,503	76/052,207
75/979,119	75/775,786	76/086,029
76/086,028	76/086,027	76/086,026
76/070,832		

B. Trademark Registration No.(s)

2,150,399	2,150,398	2,224,634
2,224,635	2,128,125	2,053,957
2,165,078	2,188,262	2,207,469

Additional numbers attached? Yes No

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

Name: Erin O'Brien
 Internal Address: **GRAY CARY WARE & FREIDENRICH**
 4365 Executive Drive, Suite 1100
 San Diego, CA 92121-2133

6 Total number of applications and registrations involved: **22**

7. Total fee (37 CFR 3.41) **\$565.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

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.

Erin O'Brien *Erin O'Brien* February 28, 2003
 Name of Person Signing Signature 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
 1213 Jefferson Davis Highway, 3rd Floor
 Arlington, VA 22202

03/03/2003 TDI A Z I 00000085 75978097

01 FC:8521 40.00 OP
02 FC:8522 525.00 OP

PA\10283994.1
1090371-915800

TRADEMARK
REEL: 002682 FRAME: 0011

REASSIGNMENT AND RELEASE OF SECURITY INTEREST

This Reassignment and Release of Security Interest is made as of February 18, 2003 by COMERICA BANK-CALIFORNIA, successor in interest to IMPERIAL BANK ("LENDER") in favor of N2H2, INC., a Washington corporation, with its principal place of business at 900 4th Avenue, Suite 3400, Seattle, WA 98164 ("COMPANY").

Recital

WHEREAS, COMPANY assigned certain interests in the trademarks described on Exhibit A-1 and Exhibit A-2 (collectively, the "Trademarks") to LENDER under an Intellectual Property Security Agreement dated as of April 30, 1999 and recorded with the U.S. Patent and Trademark Office on June 8, 1999 at Reel Number 1912 and Frame Number 0009 with respect to those trademarks on Exhibit A-1 and again on November 3, 2000 at Reel Number 2177 and Frame Number 0847 with respect to those trademarks on Exhibit A-2; and

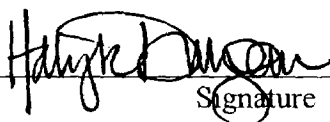
WHEREAS, COMPANY has satisfied all its obligations to LENDER in the Intellectual Property Security Agreement, and LENDER wishes to reassign all interest that LENDER may have in the Trademarks.

Agreement

Now therefore, LENDER agrees that it releases its security interest in the Trademarks and reassigns to COMPANY, without warranty or recourse, all interest of LENDER in the Trademarks.

LENDER:

COMERICA BANK-CALIFORNIA,
Successor in interest to Imperial Bank


Signature

Name: Holly R Dungan

Title: Venture Banking Officer

Address: 9920 S. La Cienega Blvd., Suite 1401
Inglewood, CA 90301

EXHIBIT A-1

Trademarks

<u>Description</u>	Registration/Application <u>Number</u>	Registration/Application <u>Date</u>
Searchopolis	75/978,097	09/21/98
Virtual Locker	75/628,830	01/27/99
Searchopolis	75/556,090	09/21/98
Bess	2,150,399	04/14/98
N2H2	2,150,398	04/14/98

EXHIBIT A-2

Trademarks

<u>Description</u>	<u>Registration/Application Number</u>	<u>Registration/Application Date</u>
Gradechecker	75/723,504	06/08/99
Gradechecker	75/723,503	06/08/99
I (and design)	2,224,634	02/16/99
I (and design)	2,224,635	02/16/99
Intermind	2,128,125	01/13/98
Intermind	2,053,957	04/22/97
Intermind	2,165,078	06/16/98
Intermind Communicator	2,188,262	09/08/98
Intermind Communicator	2,207,469	12/01/98
Searchopolis	76/052,207	05/19/00
Searchopolis	75/979,119	09/21/98
Teachopolis	75/775,786	08/11/99
Bess (and design)	76/086,029	07/10/00
Bess (and design)	76/086,028	07/10/00
N2H2 (and design)	76/086,027	07/10/00
N2H2 (and design)	76/086,026	07/10/00
Delivering the web you want	76/070,832	06/14/00