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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

101908286

To the Honorable Commissioner of Patents and Trademarks, please record the enclosed original documents or copy thereof.

1. Name of conveying party(ies): 12-301 General Electric Capital Corporation
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: USinternetworking, Inc.
Internal
Address:
Street Address: One USi Plaza
City: Annapolis State: Maryland Zip: 21401
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State Delaware
[] 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 [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[X] Other Release of Trademark Security Agreement
Execution Date: October 31, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) Please see attached Schedule A.

B. Trademark Registration No.(s) Please see attached Schedule A.

Additional number(s) attached [X] Yes [] No

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5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Inna Fayenson, Esq
Internal Address:
12/05/2001 TDIAZ1 00000029 76075616
01 FC:401 40.00 DP
02 FC:402 600.00 DP
Kronish Lieb Weiner & Hellman LLP
Street Address: 1114 Avenue of the Americas
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 25
7. Total fee (37 CFR 3.41): \$640
[X] 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.
Inna Fayenson
Name of Person Signing
Signature: Inna Fayenson
Date: 11/29/01

Total number of pages including cover sheet, attachments, and document: 7

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

SCHEDULE A

TRADEMARK	OWNER	SERIAL/ REGISTRATION NO.	FILING/ REGISTRATION DATE
ACTINIUM	USinternetworking, Inc.	76-075,616	06/22/00
USIMIRROR	USinternetworking, Inc.	76-068,317	06/08/00
USILINK	USinternetworking, Inc.	76-067,587	06/09/00
USIACCELERATE	USinternetworking, Inc.	76-065,456	06/06/00
USI GLOBAL SERVICES PLATFORM (computer software and applications)	USinternetworking, Inc.	76-047,845	05/11/00
USI GLOBAL SERVICES PLATFORM (computer services)	USinternetworking, Inc.	76-047,841	05/11/00
USIGSP (computer software and applications)	USinternetworking, Inc.	76-047,840	05/11/00
USIGSP (computer services)	USinternetworking, Inc.	76-047,838	05/11/00
MAKING SOFTWARE SIMPLE	USinternetworking, Inc.	75-909,532	02/03/00
USIOS	USinternetworking, Inc.	75-863,928	12/03/99
DELIVERING SOFTWARE AS A SERVICE	USinternetworking, Inc.	75-851,240	11/16/99
APPHOST	USinternetworking, Inc.	75-720,777	06/03/99
IMAP	USinternetworking, Inc.	75-678,439	04/09/99
INTERNET MANAGED APPLICATION PROVIDER	USinternetworking, Inc.	2,374,055	08/01/00
USI VIEW	USinternetworking, Inc.	75-646,404	02/23/99
PRIORITYPEERING	USinternetworking, Inc.	75-646,403	02/23/99
GLOBAL ENTERPRISE MANAGEMENT CENTER	USinternetworking, Inc.	75-646,318	02/23/99
iTRAC (stylized letters)	USinternetworking, Inc.	75-646,317	02/23/99
GEMC	USinternetworking, Inc.	75-646,316	02/23/99

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<i>TRADEMARK</i>	<i>OWNER</i>	<i>SERIAL/ REGISTRATION NO.</i>	<i>FILING/ REGISTRATION DATE</i>
USI and design	USinternetworking, Inc.	2,288,238	10/19/99
US <i>internetworking</i> , Inc. (stylized letters)	USinternetworking, Inc.	2,288,237	10/19/99
USI	USinternetworking, Inc.	76-091099	07/18/00
USINTERNETWORKING	USinternetworking, Inc.	76-084227	07/06/00
USI	USinternetworking, Inc.	76-083369	07/05/00
USICONNECTS WORK HERE. LIVE HERE. GIVE HERE. (words and design)	USinternetworking, Inc.	76-080620	06/28/00



RELEASE OF TRADEMARK SECURITY AGREEMENT

FOR VALUE RECEIVED, the undersigned, GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as successor by merger to General Electric Capital Corporation, a New York corporation (the "Secured Party"), in its capacity as Agent for the lenders from time to time party to that certain Credit Agreement dated as of January 2, 2001, among USinternetworking, Inc., a Delaware corporation (the "Grantor"), the Secured Party and the other parties signatory thereto, does hereby grant, assign and convey absolutely, and release any security interest or collateral assignment in, unto the Grantor, WITHOUT ANY REPRESENTATION OR WARRANTY OF TITLE AND WITHOUT RECOURSE, all of its right, title and interest, in, to and under (i) the trademarks, tradenames and service marks listed on Exhibit A hereto, (ii) all renewals thereof, (iii) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including without limitation, damages and payments for past or future infringements thereof, (iv) the right to sue for past, present and future infringements thereof, (v) all rights corresponding thereto throughout the world, and (vi) all goodwill of the Assignor's business connected with and symbolized by such trademarks, tradenames and service marks (collectively, the "Trademarks") to the extent any of the foregoing was transferred to the Assignee and filed in the United States Patent and Trademark Office on July 19, 2001 on Reel 002289 Frame 0486.

IN WITNESS WHEREOF, the Secured Party has caused this Release of Trademark Security Agreement to be executed under seal by one of its duly authorized officers on this 31st day of October, 2001.

SECURED PARTY:

GENERAL ELECTRIC CAPITAL CORPORATION

By: K.M. G
Name: Kenneth M. Gacevich
Title: Duly Authorized Signatory

STATE OF Georgia)
) ss.:
COUNTY OF Fulton)

The foregoing Release of Trademark Security Agreement was executed and acknowledged before me this 31st day of October, 2001 by Kenneth M. Gacovich personally known to me to be the Duly of GENERAL ELECTRIC CAPITAL CORPORATION. authorized signatory

Susan Lake

Notary Public

My commission _____

