

10-02-2002



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

102245586 TRADEMARKS ONLY

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

Tab settings

10-2-02

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

1. Name of conveying party(ies): Interliant, Inc., Debtor-In-Possession Two Manhattanville Road Purchase, NY 10577 10-2-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State DE [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Access Capital, Inc. Internal Address: Street Address: 405 Park Avenue City: New York State: NY Zip: 10022 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State NY [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [x] Security Agreement [] Change of Name [] Other Execution Date: September 23, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Schedule A to Trademark Assignment of Security B. Trademark Registration No.(s) See Schedule A to Trademark Assignment of Security Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Federal Research Corporation Internal Address: Street Address: 1030 15th Street NW, Suite 920 City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41): \$ 140.00 [] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Loukia Harris Name of Person Signing

[Signature] Signature

9/30/02 Date

Total number of pages including cover sheet, attachments, and document: 4

10/03/2002 6TON11 00000027 2472621

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

01 FC:481 40.00 OP 02 FC:482 100.00 OP

TRADEMARK REEL: 002592 FRAME: 0370

SCHEDULE A

Trademarks

<u>MARK</u>	<u>REGISTRATION/ APPLICATION NO.</u>	<u>REGISTRATION/ FILING DATE</u>
INTERLIANT LOGO	2,472,621	07/31/01
INTERLIANT	2,223,084	02/09/99
SALESPACE	2,348,011	05/09/00
BUILDING GLOBAL COMMUNITIES	2,242,766	05/04/99
WE SELL SANITY	2,568,114	05/07/02

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, INTERLIANT, INC., Debtor-in-Possession, a corporation formed under the laws of Delaware, located at Two Manhattanville Road, Purchase, New York 10577 ("Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to ACCESS CAPITAL, INC. ("Access Capital") pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof, between Access Capital and Company and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Company in favor of Access Capital (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

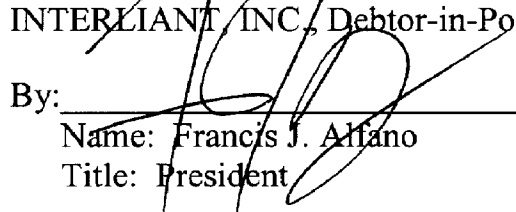
WHEREAS, pursuant to the Agreements, Company is granting to Access Capital a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Access Capital and grant to Access Capital a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

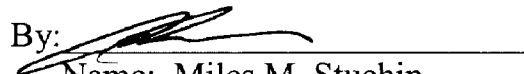
Company expressly acknowledges and affirms that the rights and remedies of Access Capital with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
September 23, 2002

Witness:


INTERLIANT, INC., Debtor-in-Possession
By: 
Name: Francis J. Alfano
Title: President

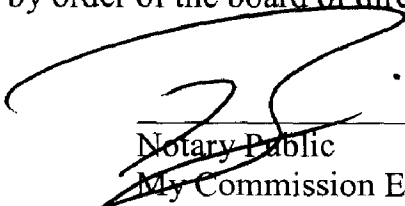
Witness:


ACCESS CAPITAL, INC.
By: 
Name: Miles M. Stuchin
Title: President

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

ss:

On the 23rd day of September, 2002, before me personally came Francis J. Alfano to me known, who being by me duly sworn, did depose and say he is the President of Interliant, Inc., Debtor-in-Possession, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation

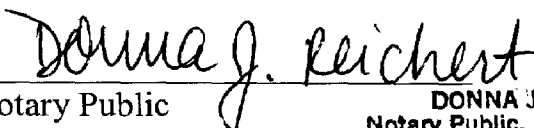


Notary Public
My Commission Expires:

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

BRUCE S. KLEIN
Notary Public, State of New York
No. 02KL4904137
Qualified in Westchester County
Commission Expires August 10, 2005

On the 26th day of September, 2002, before me personally came Miles M. Stuchin to me known, who being by me duly sworn, did depose and say he is the President of Access Capital Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto.



Notary Public
My Commission Expires: DONNA J. REICHERT
Notary Public, State of New York
No. 4679534
Qualified in Nassau County
Term Expires March 30, ~~199~~ 2006