

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Peer 1 Networks Inc.		09/02/2005	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Fortress Credit Corp.		
Street Address:	1251 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	76976140	PEER 1	
Serial Number:	76165367	PEER 1	
Serial Number:	76165366	PEER1.NET	
CORRESPONDENCE DATA			
Fax Number:	(214)981-3400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin Brown & Wood LLP		
Address Line 2:	717 N. Harwood St., Suite 3400		
Address Line 4:	Dallas, TEXAS 75201		
NAME OF SUBMITTER:	Dusan Clark		
Signature:	/Dusan Clark/		

CH \$90.00 76976140

Date:

09/07/2005

Total Attachments: 3

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of September 2, 2005 by and from Peer 1 Networks Inc. (the "Grantor"), a Canada corporation, whose principal address is 2100-555 West Hastings Street, Vancouver, British Columbia V6B 5N5, Canada, to and in favor of Fortress Credit Corp. (the "Grantee"), a Delaware corporation, whose principal address is 1251 Avenue of the Americas, New York, New York 10020, for itself and as Agent for the Lenders (as defined in the Security Agreement referenced below).

WHEREAS, Grantor and Grantee have entered into a *Loan and Security Agreement* dated September 2, 2005 (as amended from time to time, the "Security Agreement").

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registrations with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations of Grantor, pursuant to the Security Agreement. Upon the payment in full of all Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

Mark	Reg. No.	Reg. Date.	App. No.	File Date
PEER 1			76-976,140	11/14/00
PEER 1			76-165,367	11/14/00
PEER1.NET	2,865,922	7/27/04	76-165,366	11/14/00

Exhibit A