

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

FEB 23 2001

03-08-2001



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2-23-01

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

03/07/2001 GTOM11 00000181 75714509

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 225.00 OP

265E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002248 FRAME: 0641

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75714509"/>	<input type="text" value="75714512"/>	<input type="text" value="75714516"/>	<input type="text" value="2368223"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75714510"/>	<input type="text" value="75714513"/>	<input type="text" value="75870763"/>	<input type="text" value="2368224"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75714511"/>	<input type="text" value="75714514"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number:

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

see attached see attached Date Signed

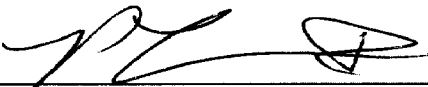
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Name of Person Signing Signature

**SIGNATURE PAGE TO TRADEMARK RECORDATION COVER SHEET  
DERIVION CORPORATION, AS CONVEYING PARTY, AND CAPITAL Z  
FINANCIAL SERVICES FUND II, L.P., AS COLLATERAL AGENT, AS  
RECEIVING PARTY**

CAPITAL Z FINANCIAL SERVICES  
FUND II, L.P., as Collateral Agent

By: Capital Z Partners, L.P., its sole general partner

By: Capital Z Partners, Ltd., its sole general  
partner

By:   
Name: Philip Larson  
Title: Partner

## TRADEMARK SECURITY AGREEMENT

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Derivion Corporation, a Georgia corporation (the "Grantor"), hereby assigns and grants to Capital Z Financial Services Fund II, L.P. (the "Grantee"), as Collateral Agent, for the purchasers party to that certain Convertible Note Purchase Agreement, dated as of February 2, 2001 by and among Grantor, the purchasers from time to time party thereto and Grantee (as amended, restated, modified or supplemented from time to time, the "Note Purchase Agreement"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Note Purchase Agreement) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Note Purchase Agreement) of the Grantor. Upon the repayment in full of all non-contingent Obligations (as such term is defined in the Note Purchase Agreement) of the Grantor, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Note Purchase Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Note Purchase Agreement, all

terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Note Purchase Agreement, the provisions of the Note Purchase Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

2nd day of February, 2001.

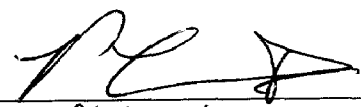
DERIVION CORPORATION,  
Grantor

By:   
Name: GREGORY J. RABLE  
Title: CEO

CAPITAL Z FINANCIAL SERVICES  
FUND II, L.P., as Collateral Agent, Grantee

By: Capital Z Partners, L.P., its sole general partner

By: Capital Z Partners, Ltd., its sole general partner

By:   
Name: Philip Larson  
Title: Partner

## SCHEDULE A

Service Mark, Registration No. 2,368,223 for the mark "DERIVION", registered July 18, 2000.

Service Mark, Registration No. 2,368,224 for the mark "DERIVION", registered July 18, 2000.

Trademark/Service Mark Application, Serial No. 75/714,509 for the mark "Internet Billing that Pays".

Trademark/Service Mark Application, Serial No. 75/714,510 for the mark "Internet Billing that Pays".

Trademark/Service Mark Application, Serial No. 75/714,511 for the mark "inetBiller".

Trademark/Service Mark Application, Serial No. 75/714,512 for the mark "inetBiller".

Trademark/Service Mark Application, Serial No. 75/714,513 for the mark "i" (stylized and design).

Trademark/Service Mark Application, Serial No. 75/714,514 for the mark "i" (stylized and design).

Trademark/Service Mark Application, Serial No. 75/714,516 for the mark "Plug.n.Profit".

Trademark/Service Mark Application, Serial No. 75/870,763 for the mark "Billbox".