

04-02-2001



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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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

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)

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

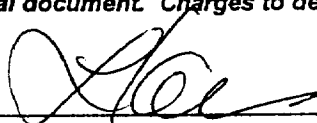
No

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.

CONNEXIONS.NET, INC.

By: LAURIE KOLBEINS



Feb 21, 2001

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT FOR SECURITY IN
U.S. TRADEMARKS AND SERVICE MARKS**

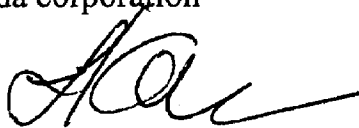
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **CONNEXIONS.NET, INC.**, a Florida corporation, 3600 eCommerce Place, Orlando, Florida 32808 ("Assignor") hereby assigns and grants to **SOUTHTRUST BANK** ("Assignee") with principal offices in Birmingham, Alabama, a security interest in all of Assignor's right, title and interest in and to the trademark registered with the United States Patent and Trademark Office as more particularly described on the attached Schedule A (the "Trademark"), together with the goodwill of the business symbolized by the Trademark and all claims for damages for past infringement of the Trademark.

THIS ASSIGNMENT is made to secure the satisfactory performance of all of the Obligations, as such term is defined in the Loan and Security Agreement dated as of November 16, 1999, as amended by the First Amendment to Loan and Security Agreement dated as of October 11, 2000, as further amended by the Second Amendment to Loan and Security Agreement of even date herewith between Assignor as a borrower and Assignee as lender. If Assignor shall satisfy all of the Obligations, then Assignee shall, upon such satisfaction, execute, acknowledge and deliver to Assignor an instrument in writing releasing the security interest in the Trademarks acquired under this collateral assignment.

Dated: February 21, 2001.

CONNEXIONS.NET, INC.
a Florida corporation


By: _____


Name: LAURIE KOLBEINS
Title: CFO

ACCEPTED AND AGREED:

SOUTHTRUST BANK

By: _____


Name: D. Gerald Watson
Title: Group V.P.

**TRADEMARK
REEL: 002261 FRAME: 0909**

STATE OF Georgia)
) SS:
COUNTY OF Clayton)

Laurie G. Kolbe On this 21st day of February, 2001, before me personally appeared D. Gerald Watson to me known who, being by me duly sworn, did depose and say that he/she is the CFO of Connexions.Net, Inc. described herein and which executed the foregoing instrument and that he/she signed his/her name thereto pursuant to the authority granted by Connexions.net, Inc.. He/She is personally known to me or produced a Florida driver's license as identification and did not take an oath.

Notary: Howard E. Turnipseed
Print Name: Howard E. Turnipseed
Notary Public, State of: Georgia
My commission expires: Notary Public, Clayton County, Ge.
My Commission Expires March 8, 2003

STATE OF Georgia)
) SS:
COUNTY OF Clayton)

On this 21 day of February, 2001, before me personally appeared D. Gerald Watson to me known who, being by me duly sworn, did depose and say that he/she is the Group V.P. of SouthTrust Bank described herein and which executed the foregoing instrument and that he/she signed his/her name thereto pursuant to the authority granted by SouthTrust Bank. He/She is personally known to me or produced a Florida driver's license as identification and did not take an oath.

Notary: Howard E. Turnipseed
Print Name: Howard E. Turnipseed
Notary Public, State of: Georgia
My commission expires: Notary Public, Clayton County, Georgia
My Commission Expires March 8, 2003

SCHEDULE A

TRADEMARK ASSIGNMENT SCHEDULE

Service Mark "Connexions"

Ser. No. 75-356,999, Filed 9-15-1997

Ronald McMorro, Examining Attorney

Reg. No. 2,195,792, Registered October 12, 1998

996-04202^L Assignment Trademarks - Connexions.Net, Inc.