

05-24-2002

FORM PTO-1594
(Rev. 03/01)

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

OMB No. 0651-0027 (exp. 5/31/2002)

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ORIGINAL ONLY

Tab settings

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

1. Name of conveying party(ies):

IXL, INC.
79 Fifth Avenue
New York, NY 10003

5.24.02

- Individual(s)
- General Partnership
- Corporation-State: DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 12, 2002

2. Name and address of receiving party(ies):

Name: CTAC Funding Corp.

Internal Address:

Street Address: 405 Park Avenue

City: New York State: NY ZIP: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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 No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Schedule A attached to Trademark Assignment of Security

B. Trademark Registration No.(s)

See Schedule A attached to Trademark Assignment of Security

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved: 6

RETURN TO:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

7. Total Fee (37 CFR 3.41) \$ 165.00

- 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.

Loukia Harris

Name of Person Signing

Loukia Harris

Signature

May 21, 2002

Date

Total number of pages including coversheet, attachments and document: 4

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

05/20/2002 6TOM11

00000054 75470361

01 FC:481
02 FC:482

40.00 OP
125.00 OP

13695/16
05/21/2002 1216109.01

TRADEMARK
REEL: 002512 FRAME: 0449

SCHEDULE A

Mark	Country	Serial No.	Filing Date	Registration No.	Registration Date
BOXTOP ENTERTAINMENT	USA	75/470,361	04/20/98	2,238,958	04/13/99
OUTBOX	USA	75/375,121	10/17/97	2,182,545	08/18/98
GREEN ROOM PRODUCTIONS	USA	75/007,485	10/18/95	2,159,275	05/19/98
MADELEINE'S MIND	USA	75/341,388	08/14/97	2,190,874	09/22/98
NETRESPONSE	USA	75/402,524	12/09/97	2,218,798	01/19/99
PITCHMAN	USA	74/691,507	06/21/95	2,066,218	06/03/97

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, iXL, Inc., a corporation formed under the laws of Delaware, located at 79 Fifth Avenue, New York, New York 10003 ("IXL"), 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, IXL is obligated to CTAC Funding Corp. ("CTAC") pursuant to (i) a certain Accounts Receivable Purchase Agreement, dated as of the date hereof, among CTAC, IXL and the other parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by IXL in favor of CTAC (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, IXL is granting to CTAC 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, IXL does hereby assign unto CTAC and grant to CTAC 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.

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

Dated: New York, New York
April 12, 2002

Witness:

Janae Sanders

IXL, INC.

By: *[Signature]*
Name: *Christopher Fournier*
Title: *Pres. and CEO*

Witness:

Melissa Flushtman

CTAC FUNDING CORP.

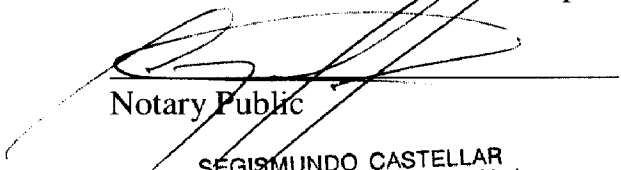
By: *[Signature]*
Name: *Melissa Flushtman*
Title: *President*

STATE OF New York)

: ss.:

COUNTY OF New York)

On this 16 day of ~~April~~^{May}, 2002, before me personally came Christopher Forman, to me known, who, being by me duly sworn, did depose and say that s/he is the Pres & CEO of iXL, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.



Notary Public

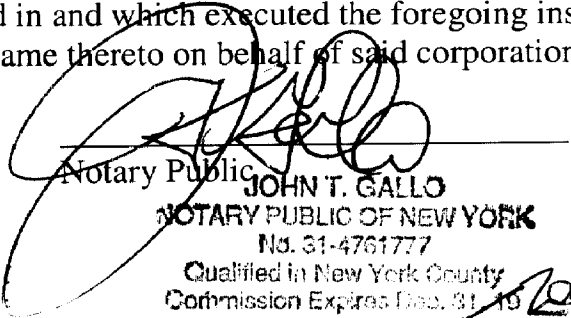
SEGISMUNDO CASTELLAR
Notary Public, State of New York
No. 01CA5032224
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Aug. 22, 2002

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 7 day of ~~April~~^{May}, 2002, before me personally came Miles M. Stuchin, to me known, who, being by me duly sworn, did depose and say that he is the President of CTAC Funding Corp., the corporation described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said corporation.



Notary Public

JOHN T. GALLO
NOTARY PUBLIC OF NEW YORK
No. 31-4761777
Qualified in New York County
Commission Expires Dec. 31, 2002