

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)

102102307

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

5.24.02

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

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

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement             Change of Name  
 Other

Execution Date: April 12, 2002

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: 17

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

7. Total Fee (37 CFR 3.41) ..... \$ 440<sup>00</sup>  
 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                      Loukia Harris                      May 21, 2002  
 Name of Person Signing                      Signature                      Date

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

05/28/2002 6T0N11 00000055 75470372 Mail documents to be recorded with required coversheet information to:  
 Commissioner of Patents & Trademarks, Box Assignments  
 Washington, DC 20231

01 FC:481 40.00 DP  
 02 FC:482 400.00 DP

13695/16  
 05/21/2002 1216109.01

**TRADEMARK**  
**REEL: 002512 FRAME: 0568**

20-42-5

SCHEDULE A

Mark	Serial No.	Filing Date	Registration No.	Registration Date
BOXTOP	75/470,372	04/20/98	2,299,512	12/14/99
BOXTOP INTERACTIVE	75/475,000	04/27/98	2,297,612	12/07/99
COPE	76/059,391	05/30/00	2,533,725	01/29/02
IDOL CHATTER	75/375,395	10/17/97	2,268,310	08/10/99
ILEARN (stylized)	75/445,211	03/05/98		
WWW.IXL.COM (stylized)	75/463,739	04/07/98	2,389,070	09/26/00
iXL (stylized)	75/463,895	04/07/98	2,489,757	09/18/01
IXL (stylized)	75/460,104	04/01/98	2,450,410	05/15/01
iXL (stylized)	75/463,893	04/07/98	2,476,945	08/14/01
iXL	75/463,742	04/07/98	2,405,053	11/21/00
iXL	75/880,623	12/27/00	2,450,786	05/15/01
IXL	75/904,837	01/28/00		
IXL	75/923,112	02/18/00		
IXL MEDIA (stylized)	75/534,926	08/12/98	2,399,020	10/31/00
IXL TELECOM (stylized)	75/534,855	08/12/98	2,399,018	10/31/00
IXL TRAVEL (stylized)	75/534,538	08/12/98	2,399,016	10/31/00
IXL VENTURES	75/893,767	01/10/00	2,463,566	06/26/01

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, iXL Enterprises, Inc., a corporation formed under the laws of Delaware, located at 79 Fifth Avenue, New York, New York 10003 ("IXLE"), 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, IXLE is obligated to CTAC Funding Corp. ("CTAC") pursuant to (i) a certain Accounts Receivable Purchase Agreement, dated as of the date hereof, among CTAC, IXLE and the other parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by IXLE 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, IXLE 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, IXLE 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.

IXLE 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:

*Trinae Sanders*

IXL ENTERPRISES, INC.

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

Witness:

*Wynona Sherman*

CTAC FUNDING CORP.

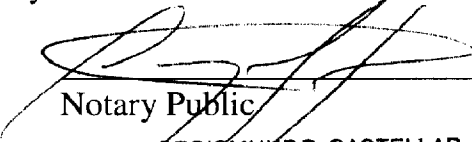
By: *[Signature]*  
Name: *Blair St. John*  
Title: *President*

STATE OF New York )

: ss.:

COUNTY OF New York )

On this 16 day of ~~April~~ <sup>May</sup>, 2002, before me personally came Christopher Formel, to me known, who, being by me duly sworn, did depose and say that s/he is the Pres & CEO of iXL Enterprises, 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

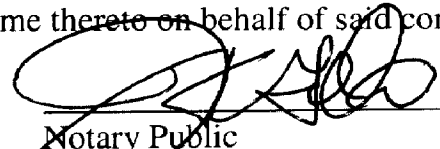
SEGISMUNDO CASTELLAR  
Notary Public, State of New York  
No. 01CA5032224  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Aug. 22, 2002

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this 7 day of ~~April~~ <sup>May</sup>, 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, 19 2002