

07-23-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

102165482

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):

CTAC FUNDING CORP.

07/15/02

- Individual(s) Association General Partnership Limited Partnership Corporation-State New York Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 12, 2002

2. Name and address of receiving party(ies)

Name: SBI and Company

Internal Address: 285 East Cottonwood Parkway

Street Address:

City: Salt Lake City State: UT Zip: 84121

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Utah 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)

B. Trademark Registration No.(s)

See attached list

Additional number(s) attached Yes No

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

Name: Barbara E. Bauer, Legal Assistant

Internal Address: Schulte, Roth & Zabel LLP

20th Floor

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41) \$ 215.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte, Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

Barbara E. Bauer

Name of Person Signing

Signature

July 15, 2002

Date

8

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Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 40.00 CH 02 FC:482 175.00 CH

OFFICE OF PATENT RECORDS 2002 JUL 15 AM 9 01 FINANCE SECTION

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies): Continuation

ACCESS CAPITAL, INC.

- Individual(s)
- General Partnership
- Corporation-State New York
- 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: _____

2. Name and address of receiving party(ies)

Name: _____

Internal

Address: _____

Street Address: _____

City: _____ State: _____ Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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) _____

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Barbara E. Bauer, Legal Assistant

Internal Address: Schulte, Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ _____

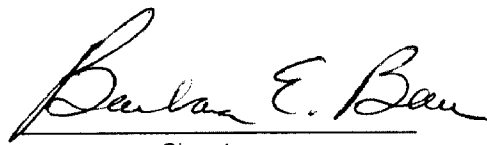
- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Barbara E. Bauer
Name of Person Signing


Signature

June 15, 2002
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A

Schedule A to an Assignment of Security dated as of July 12, 2002, by and between ACCESS CAPITAL, INC. and SBI and COMPANY.

MARK	COUNTRY	SERIAL NO.	FILING DATE	REGISTRATION NO.	REGISTRATION DATE
SCIENT	USA	76/195,755	01/18/01		
SCIENT	USA	76/197,265	01/19/01		
SCIENT	USA	76/196,415	01/19/01		
SCIENT	USA	75/399,854	12/04/97	2,258,052	06/29/99
SCIENT and Design	USA	75/433,135	02/12/98	2,258,116	06/29/99
DESIGN only	USA	75/432,998	02/12/98	2,258,115	06/29/99
NEW BOTTOM LINE	USA	75/464,492	04/08/98	2,284,104	10/05/99
THE EBUSINESS SYSTEMS INNOVATOR	USA	75/717,508	06/01/99	2,456,717	06/05/01

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EXECUTION VERSION

ASSIGNMENT OF SECURITY

WHEREAS, Scient Enterprises, Inc. ("Scient") is obligated to CTAC Funding Corp. ("CTAC") pursuant to (i) a certain Accounts Receivable Purchase Agreement dated as of April 12, 2002 (as amended, modified, restated or supplemented from time to time, the "Purchase Agreement") by and between Scient, Scient, Inc., iXL, Inc., iXL Enterprises, Inc. and CTAC; and (ii) a certain Trademark Collateral Security Agreement dated as of April 12, 2002 made by Scient in favor of CTAC (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Scient assigned unto CTAC and granted to CTAC a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "USPTO") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefore and the goodwill of the business to which each of the Trademarks related;

WHEREAS, in order to record CTAC's security interest with the USPTO, Scient and CTAC entered into a certain Trademark Assignment of Security dated as of April 12, 2002 (the "Assignment of Security"), which was recorded at the USPTO.

WHEREAS, CTAC and Access Capital, Inc. ("Access") have entered into that certain Assignment and Acceptance Agreement dated April 18, 2002 (the "Assignment and Acceptance Agreement") pursuant to which CTAC assigned to Access all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

WHEREAS, CTAC and Access Capital executed an Assignment of Security dated April 18, 2002 (the "Second Assignment of Security") pursuant to which CTAC assigned to Access Capital all its right, title and interest in and to the Assignment of Security; and

WHEREAS, Access, CTAC and SBI and Company ("SBI") have entered into that certain Assignment Agreement dated July 12, 2002 pursuant to which Access and CTAC assigned to SBI all of their respective right, title and interest in, inter alia, the Agreements, the Assignment of Security and the Second Assignment of Security;

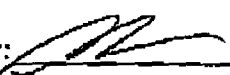
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, CTAC does hereby assign unto SBI all of its right, title and interest in the Assignment of Security, and Access does hereby assign unto SBI all of its right, title and interest in the Second Assignment of Security.

Dated as of: July 12, 2002

WITNESS:

ACCESS CAPITAL, INC.




By: 


Name:
Title:

Address: 405 Park Avenue
New York, NY 10022

WITNESS:

CTAC FUNDING CORP.



By: 

Name:
Title:

Address: 405 Park Avenue
New York, NY 10022

WITNESS:

SBI and Company

By: _____

Name:
Title:

Address: 285 East Cottonwood Pkwy
Salt Lake City, UT 84121

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 12th day of July, 2002, before me personally came miles M. Stuchin to me known, who, being by me duly sworn, did depose and say that he/she is the President of Access Capital, Inc. the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Donna J. Reichert
Notary Public

DONNA J. REICHERT
Notary Public, State of New York
No. 4679534
Qualified in Nassau County
Term Expires March 30, 2006

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this ___ day of _____, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the _____ of CTAC Funding Corp., the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Notary Public

STATE OF UTAH)

: ss.:

COUNTY OF SALT LAKE)

On this ___ day of _____, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the _____ of SBI and Company the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Notary Public

EXECUTION VERSION

ASSIGNMENT OF SECURITY

WHEREAS, Scient Enterprises, Inc. ("Scient") is obligated to CTAC Funding Corp. ("CTAC") pursuant to (i) a certain Accounts Receivable Purchase Agreement dated as of April 12, 2002 (as amended, modified, restated or supplemented from time to time, the "Purchase Agreement") by and between Scient, Scient, Inc., iXL, Inc., iXL Enterprises, Inc. and CTAC; and (ii) a certain Trademark Collateral Security Agreement dated as of April 12, 2002 made by Scient in favor of CTAC (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Scient assigned unto CTAC and granted to CTAC a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "USPTO") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefore and the goodwill of the business to which each of the Trademarks related;

WHEREAS, in order to record CTAC's security interest with the USPTO, Scient and CTAC entered into a certain Trademark Assignment of Security dated as of April 12, 2002 (the "Assignment of Security"), which was recorded at the USPTO.

WHEREAS, CTAC and Access Capital, Inc. ("Access") have entered into that certain Assignment and Acceptance Agreement dated April 18, 2002 (the "Assignment and Acceptance Agreement") pursuant to which CTAC assigned to Access all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

WHEREAS, CTAC and Access Capital executed an Assignment of Security dated April 18, 2002 (the "Second Assignment of Security") pursuant to which CTAC assigned to Access Capital all its right, title and interest in and to the Assignment of Security; and

WHEREAS, Access, CTAC and SBI and Company ("SBI") have entered into that certain Assignment Agreement dated July 12, 2002 pursuant to which Access and CTAC assigned to SBI all of their respective right, title and interest in, inter alia, the Agreements, the Assignment of Security and the Second Assignment of Security;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, CTAC does hereby assign unto SBI all of its right, title and interest in the Assignment of Security, and Access does hereby assign unto SBI all of its right, title and interest in the Second Assignment of Security.

Dated as of: July 12, 2002

WITNESS:

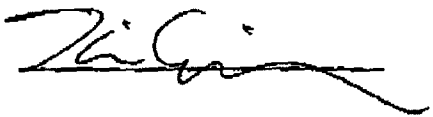
ACCESS CAPITAL, INC.

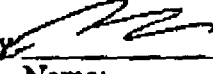


By: 
Name: _____
Title: _____
Address: 405 Park Avenue
New York, NY 10022

WITNESS:

CTAC FUNDING CORP.



By: 
Name: _____
Title: _____
Address: 405 Park Avenue
New York, NY 10022

WITNESS:

SBI and Company

By: _____
Name: _____
Title: _____
Address: 285 East Cottonwood Pkwy
Salt Lake City, UT 84121

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 12th day of July, 2002, before me personally came Miles M. Stuchin to me known, who, being by me duly sworn, did depose and say that he/she is the President of Access Capital, Inc. the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Donna J. Reichert
Notary Public

DONNA J. REICHERT
Notary Public, State of New York
No. 4679534
Qualified in Nassau County
Term Expires March 30, 199 2006

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this ___ day of _____, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the _____ of CTAC Funding Corp., the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Notary Public

STATE OF UTAH)

: ss.:

COUNTY OF SALT LAKE)

On this ___ day of _____, 2002, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is the _____ of SBI and Company the company described in and which executed the foregoing instrument; and that he/she was authorized to sign his/her name thereto on behalf of said company.

Notary Public

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