

07-23-2002



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

102165481

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

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.

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

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 12, 2002

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

See attached list

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: 6

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

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 Barbara E. Bauer July 15, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

OFFICE OF PATENT & TRADEMARK RECORDS
2002 JUL 15 AM 9:00
FINANCE SECTION

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

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01 FC:481 40.00 CH
02 FC:482 125.00 CH

TRADEMARK
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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) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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 *Barbara E. Bauer* June 15, 2002
Name of Person Signing Signature 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

EXECUTION VERSION

SCHEDULE A

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

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

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EXECUTION VERSION

ASSIGNMENT OF SECURITY

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

WHEREAS, pursuant to the Agreements, iXL 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, iXL 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

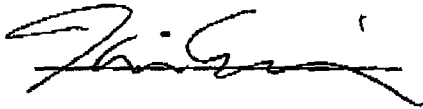
WHEREAS, Access, CTAC and SBI and Company ("SBI") have entered into that certain Assignment Agreement dated July 12, 2002 pursuant to which Access and CTAC assigned to SBI all of their respective right, title and interest in, inter alia, the Agreements, the Assignment of Security and the Second Assignment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

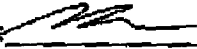
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, CTAC and Access Capital do hereby assign unto SBI all of their respective right, title and interest in the Agreements, the Assignment of Security, and the Second Assignment of Security.

Dated as of: July 12 2002

WITNESS:

ACCESS CAPITAL, INC.

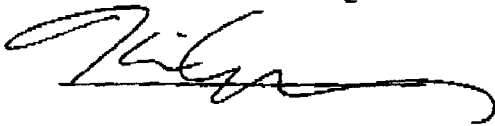



By: 
Name: _____
Title: _____

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