

10-11-2002



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

102247076

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

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. 10-8-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other 002549/0920 from Assignment to Assignment of a

Execution Date: Security Agreement. Executed April 18, 2002

2. Name and address of receiving party(ies)

Name: Access Capital, Inc.

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 ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

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

Name: Barbara Bauer-Padron

Internal Address: Legal Assistant

Schulte Roth & Zabel LLC

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

10/10/2002 DBYRME 00000162 500675 2299512

Barbara Bauer-Padron

Name of Person Signing

Signature of Barbara Bauer-Padron

Signature

October 7, 2002

Date

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

18

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

TRADEMARK REEL: 002597 FRAME: 0067

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
I LEARN (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

07-25-2002



102167283

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

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

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: Access Capital, Inc.

Internal Address: 405 Park Avenue

Street Address:

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 18, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule

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: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- 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 16, 2002 Date

Total number of pages including cover sheet, attachments, and document: 6

07/24/2002 TBIAZI 0000050 500675 75470372 01 FC:481 40.00 CH

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

OFFICE OF RECORDS FINANCE SECTION 2002 JUL 17 AM 9:39

TRADEMARK REEL: 002597 FRAME: 0069

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

ASSIGNMENT OF SECURITY

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

WHEREAS, pursuant to the Agreements, iXLE and CTAC entered into as certain Trademark Assignment of Security dated as of April 12, 2002 (the "Assignment of Security") pursuant to which iXLE 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 "P&T Office") 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 relate;

WHEREAS, the Assignment of Security was filed with the P&T Office at Reel _____, Frame _____;

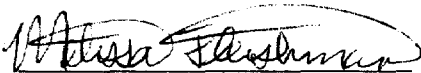
WHEREAS, CTAC and Access Capital, Inc. ("Access") have entered into an Agreement pursuant to which CTAC assigned to Access all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;


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

Dated as of: April 18, 2002

WITNESS:

CTAC FUNDING CORP.



By: 
Name: Miles Stuchin
Title: President

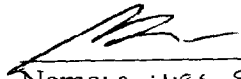
Address: 405 Park Avenue
New York, New York 10022

WITNESS:

Melissa Heston

ACCESS CAPITAL, INC.

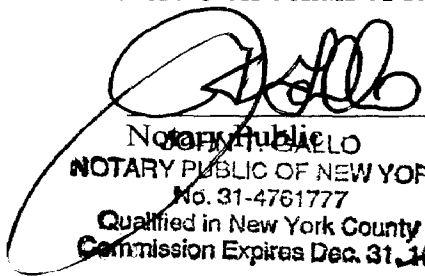
By:


Name: miles Stuchin
Title: President

Address: 405 Park Avenue
New York, New York 10022

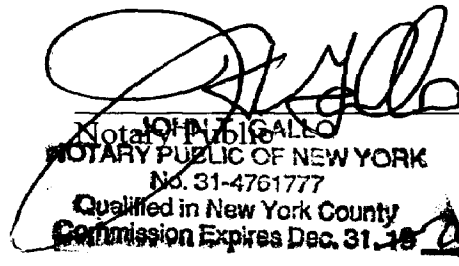
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 13 day of June, 2002, before me personally came News Service
to me known, who, being by me duly sworn, did depose and say that he is the President
of CTAC Funding Corp. the company described in and which executed the foregoing instrument;
and that he was authorized to sign his name thereto on behalf of said company.


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

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 13 day of June, 2002, before me personally came News Service
to me known, who, being by me duly sworn, did depose and say that he is the President
of Access Capital, Inc., the company described in and which executed the foregoing instrument;
and that he was authorized to sign his name thereto on behalf of said company.


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

ASSIGNMENT OF SECURITY

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

WHEREAS, pursuant to the Agreements, iXLE and CTAC entered into as certain Trademark Assignment of Security dated as of April 12, 2002 (the "Assignment of Security") pursuant to which iXLE 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 "P&T Office") 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 relate;

WHEREAS, the Assignment of Security was filed with the P&T Office at Reel _____, Frame _____;


WHEREAS, CTAC and Access Capital, Inc. ("Access") have entered into an 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;

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

Dated as of: April 18, 2002

WITNESS:

CTAC FUNDING CORP.



By: 

Name: Myles Stuchin

Title: President


Address: 405 Park Avenue
New York, New York 10022

WITNESS:

ACCESS CAPITAL, INC.

Melissa Stevenson

By:



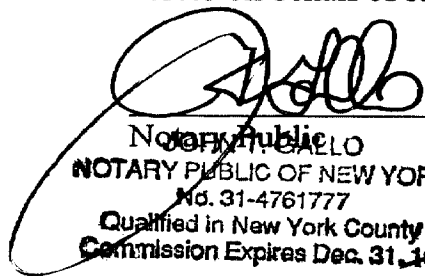
Name: miles Stuchin

Title: President

Address: 405 Park Avenue
New York, New York 10022

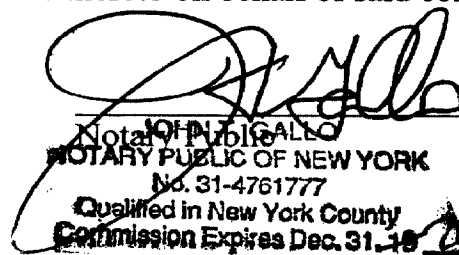
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 13 day of June, 2002, before me personally came Neil Stuard,
to me known, who, being by me duly sworn, did depose and say that he is the President
of CTAC Funding Corp. the company described in and which executed the foregoing instrument;
and that he was authorized to sign his name thereto on behalf of said company.


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

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 13 day of June, 2002, before me personally came Neil Stuard,
to me known, who, being by me duly sworn, did depose and say that he is the President
of Access Capital, Inc., the company described in and which executed the foregoing instrument;
and that he was authorized to sign his name thereto on behalf of said company.


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

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

04/16/2002 Error! Unknown document property name. Error! Unknown document property name.

RECORDED: 10/08/2002

TRADEMARK

REEL: 002597 FRAME: 0077