

10-11-2002

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



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

102247073

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 Correct conveyance previously recorded at Reel 002549/0893 from Assignment to Assignment of a Security Agreement. Executed April 18, 2002

2. Name and address of receiving party(ies)

Name: Access Capital, Inc.
Internal Address: _____
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

OFFICE OF PATENT AND TRADEMARK RECORDS
FINANCE SECTION
9/22/02 11:34 AM

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,066,218 2,238,958
2,182,545 2,159,275 2,190,874 2,218,798

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: 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.

10/2002 DBYRNE 00000164 500675 2066218
FC:481 Barbara Bauer-Padron *Signature* October 7, 2002
FC:482 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 14

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: 0083

07-25-2002



102167285

Form PTO-1594 (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. 7.17.02
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
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(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: 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

OFFICE OF THE COMMISSIONER OF PATENT AND TRADEMARKS
FINANCE SECTION
2002 JUN 17 AM 9:40

DO NOT USE THIS SPACE

9. Signature:
Barbara E. Bauer
Name of Person Signing
Signature
Date: July 16, 2002
Total number of pages including cover sheet, attachments, and document: 6

07/24/2002 TDIRZ1 00000048 75470361
01 FC:481 40.00 CH
02 FC:482 125.00 CH

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: 0084

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

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 and CTAC entered into as certain Trademark Assignment of Security dated as of April 12, 2002 (the "Assignment of Security") pursuant to which 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 "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.

Miles Stuchin

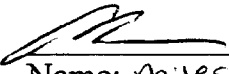
By: [Signature]
Name: Miles Stuchin
Title: Resident

Address: 405 Park Avenue
New York, New York 10022

WITNESS:

ACCESS CAPITAL, INC.

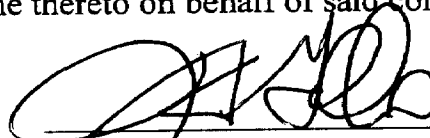


By: 
Name: Miles Stuchin
Title: President

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 Milos Stucin,
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
JOHN T. GALLO
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)

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Dated as of: April 18, 2002

WITNESS:

CTAC FUNDING CORP.

Miles Stuchin


By: [Signature]
Name: Miles Stuchin
Title: Resident

Address: 405 Park Avenue
New York, New York 10022

WITNESS:

ACCESS CAPITAL, INC.

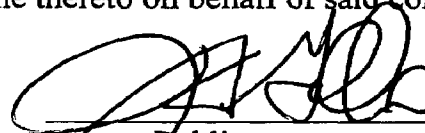


By: 
Name: miles Stuchin
Title: President

Address: 405 Park Avenue
New York, New York 10022


STATE OF NEW YORK)
 : ss.:
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and that he was authorized to sign his name thereto on behalf of said company.


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PITCHMAN	USA	74/691,507	06/21/95	2,066,218	06/03/97

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