

10-17-2002



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

102252156 TRADEMARKS OFFICE

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.

10-10-02

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

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

2. Name and address of receiving party(ies)

Name: SBI AND COMPANY

Internal Address:

Address:

Street Address: 285 East Cottonwood Parkway

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 002547/0175 from Assignment to Assignment of a

Execution Date: Security Agreement. Executed July 12, 2002

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

40.00 CH 400.00 CH 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

10/16/2002 TDIAZ1 00000339 500675 75470372 01 FC:8521 02 FC:8522

DO NOT USE THIS SPACE

9. Signature.

Barbara Bauer-Padron Name of Person Signing

Barbara Bauer-Padron Signature

October 10, 2002 Date

Total number of pages including cover sheet, attachments, and document: 23

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

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 of Item 1)

ACCESS CAPITAL, INC.

- Individual(s)
- General Partnership
- Corporation-State
- Other New York
- 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: \_\_\_\_\_

Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
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(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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Name of Person Signing

*Barbara Bauer-Padron*  
Signature

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Washington, D.C. 20231

**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                 | USA     | 75/470,372 | 04/20/98    | 2,299,512        | 12/14/99          |
| BOXTOP INTERACTIVE     | USA     | 75/475,000 | 04/27/98    | 2,297,612        | 12/07/99          |
| COPE                   | USA     | 76/059,391 | 05/30/00    | 2,533,725        | 01/29/02          |
| IDOL CHATTER           | USA     | 76/375,395 | 10/17/97    | 2,268,310        | 08/10/99          |
| ILEARN (stylized)      | USA     | 75/445,211 | 03/05/98    |                  |                   |
| WWW.IXL.COM (stylized) | USA     | 75/463,739 | 04/07/98    | 2,389,070        | 09/26/00          |
| IXL (stylized)         | USA     | 75/463,895 | 04/07/98    | 2,489,757        | 09/18/01          |
| IXL (stylized)         | USA     | 75/460,104 | 04/01/98    | 2,450,410        | 05/15/01          |
| IXL (stylized)         | USA     | 75/463,893 | 04/07/98    | 2,476,945        | 08/14/01          |
| IXL                    | USA     | 75/463,742 | 04/07/98    | 2,405,053        | 11/21/00          |
| IXL                    | USA     | 75/880,623 | 12/27/00    | 2,450,786        | 05/15/01          |
| IXL                    | USA     | 75/904,837 | 01/28/00    |                  |                   |
| IXL                    | USA     | 75/923,112 | 02/18/00    |                  |                   |
| IXL MEDIA (stylized)   | USA     | 75/534,926 | 08/12/98    | 2,399,020        | 10/31/00          |

9258692.4

|                           |     |            |          |           |          |
|---------------------------|-----|------------|----------|-----------|----------|
| IXL TELECOM<br>(stylized) | USA | 75/534,855 | 08/12/98 | 2,399,018 | 10/31/00 |
| IXL TRAVEL<br>(stylized)  | USA | 75/534,538 | 08/12/98 | 2,399,016 | 10/31/00 |
| IXL VENTURES              | USA | 75/893,767 | 01/10/00 | 2,463,566 | 06/26/01 |

9258692.4

07-23-2002



102165483

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

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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:

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

Barbara E. Bauer

Signature

July 15, 2002

Date

9

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

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OFFICE OF PATENT RECORDS 2002 JUL 15 AM 8:59 FINANCE SECTION

07/23/2002 LABELLER 00000083 500675 75470372

01 FC:481 40.00 CH 02 FC:482 406.00 CH

TRADEMARK REEL: 002599 FRAME: 0689

## EXECUTION VERSION

**ASSIGNMENT OF SECURITY**

**WHEREAS**, iXL Enterprises, 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 12<sup>th</sup> 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



RECORDATION FORM COVER SHEET  
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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) \_\_\_\_\_

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: .....

**17**

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

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8. Deposit account number:

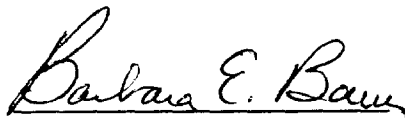
500675 - Schulte, Roth & Zabel

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9. Signature.

Barbara E. Bauer

Name of Person Signing



Signature

July 15, 2002

Date

**9**

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RECORDATION FORM COVER SHEET  
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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

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- Security Agreement
- Other \_\_\_\_\_
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- Change of Name

Execution Date: \_\_\_\_\_

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City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
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Barbara E. Bauer  
Name of Person Signing

  
Signature

June 15, 2002  
Date

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*Barbara E. Bauer*

Signature

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Limited Partnership \_\_\_\_\_

Corporation-State \_\_\_\_\_

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Washington, D.C. 20231

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                 | USA     | 75/470,372 | 04/20/98    | 2,299,512        | 12/14/99          |
| BOXTOP INTERACTIVE     | USA     | 75/475,000 | 04/27/98    | 2,297,612        | 12/07/99          |
| COPE                   | USA     | 76/059,391 | 05/30/00    | 2,533,725        | 01/29/02          |
| IDOL CHATTER           | USA     | 76/375,395 | 10/17/97    | 2,268,310        | 08/10/99          |
| ILEARN (stylized)      | USA     | 75/445,211 | 03/05/98    |                  |                   |
| WWW.IXL.COM (stylized) | USA     | 75/463,739 | 04/07/98    | 2,389,070        | 09/26/00          |
| ixL (stylized)         | USA     | 75/463,895 | 04/07/98    | 2,489,757        | 09/18/01          |
| IXL (stylized)         | USA     | 75/460,104 | 04/01/98    | 2,450,410        | 05/15/01          |
| ixL (stylized)         | USA     | 75/463,893 | 04/07/98    | 2,476,945        | 08/14/01          |
| ixL                    | USA     | 75/463,742 | 04/07/98    | 2,405,053        | 11/21/00          |
| ixL                    | USA     | 75/880,623 | 12/27/00    | 2,450,786        | 05/15/01          |
| IXL                    | USA     | 75/904,837 | 01/28/00    |                  |                   |
| IXL                    | USA     | 75/923,112 | 02/18/00    |                  |                   |
| IXL MEDIA (stylized)   | USA     | 75/534,926 | 08/12/98    | 2,399,020        | 10/31/00          |

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|                           |     |            |          |           |          |
|---------------------------|-----|------------|----------|-----------|----------|
| IXL TELECOM<br>(stylized) | USA | 75/534,855 | 08/12/98 | 2,399,018 | 10/31/00 |
| IXL TRAVEL<br>(stylized)  | USA | 75/534,538 | 08/12/98 | 2,399,016 | 10/31/00 |
| IXL VENTURES              | USA | 75/893,767 | 01/10/00 | 2,463,566 | 06/26/01 |

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