

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Internet Capital Group, Inc.		04/30/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	ICG Holdings, Inc.
<b>Street Address:</b>	100 Lake Drive, Suite 4
<b>Internal Address:</b>	Pencader Corporate Center
<b>City:</b>	Newark
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19702
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2474848	MESSAGEQUEST
Registration Number:	2427811	FTF/MQ
Registration Number:	2570545	MESSAGEQUEST
Registration Number:	2437894	CMT/MQ
Registration Number:	2713724	EXPERT/MQ
Registration Number:	2636019	COMMERCEQUEST
Registration Number:	2454627	ENTERPRISE ADAPTER
Registration Number:	2472847	E-ADAPTER
Serial Number:	75863696	ENABLENET
Serial Number:	75869302	XMSERIES

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001  
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

**CH \$265.00 2474848**

Phone: 202-739-5652  
Email: chowell@morganlewis.com  
Correspondent Name: Catherine R. Howell, Paralegal  
Address Line 1: 1111 Pennsylvania Ave., N.W.  
Address Line 2: Morgan, Lewis & Bockius LLP  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	052197/0009
NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/
Date:	10/20/2005

Total Attachments: 2  
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## ASSIGNMENT AND ACCEPTANCE

This ASSIGNMENT AND ACCEPTANCE is made as April 30, 2004, between Internet Capital Group, Inc., a Delaware corporation ("ICG") with principal offices at 690 Lee Road, Suite 310, Wayne, Pennsylvania 19087, and ICG Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of ICG, with principal offices at Pencader Corporate Center, 100 Lake Drive, Suite 4, Newark, Delaware 19702 ("ICG Holdings").

WHEREAS, on April 30, 2004, ICG entered into a Securities Purchase Agreement with F. Scott Blackburn and certain other persons (collectively, the "Holders"), whereby ICG purchased from the Holders an aggregate amount of secured convertible promissory notes of CommerceQuest, Inc., a Florida corporation, due May 10, 2004 (the "CQ Notes"); and

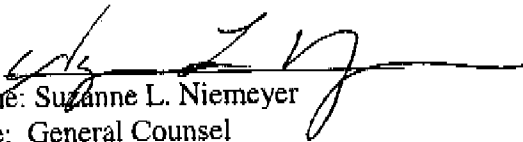
WHEREAS, ICG now wishes to give, assign, transfer, and set over all of its right, title and interest in and to the CQ Notes to ICG Holdings.

NOW, THEREFORE, the parties hereto intending to be legally bound agrees as follows:

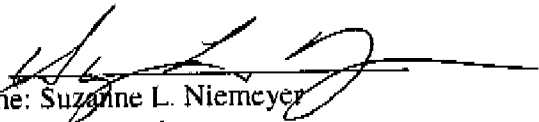
1. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ICG hereby assigns to ICG Holdings all of the ICG's right, title and interest in and to the CQ Notes.
2. ICG Holdings hereby accepts such right title and interest in and to said CQ Notes.

IN WITNESS WHEREOF, the undersigned have executed this Assignment and Acceptance as of the 30<sup>th</sup> day of April, 2004.

INTERNET CAPITAL GROUP, INC.,  
as Assignor

By:   
Name: Suzanne L. Niemeyer  
Title: General Counsel

ICG HOLDINGS, INC.,  
as Assignee

By:   
Name: Suzanne L. Niemeyer  
Title: Vice President

**SCHEDULE A****Trademark Registrations**

<i>Mark</i>	<i>Registration Number</i>	<i>Registration Date</i>
MESSAGEQUEST	2474848	8/7/2001
FTF/MQ	2427811	2/13/2001
MESSAGEQUEST and design	2570545	5/21/2002
CMT/MQ	2437894	3/27/2001
EXPERT/MQ	2713724	5/6/2003
COMMERCEQUEST	2636019	10/15/2002
ENTERPRISE ADAPTER	2454627	5-29-2001
E-ADAPTER	2472847	7-31-2001

**Trademark Applications**

<i>Mark</i>	<i>Serial Number</i>	<i>Application Date</i>
ENABLE-NET	75/863696	12/3/1999
XMSERIES	75/869302	12-13-1999