

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ACCERIS MANAGEMENT AND ACQUISITION LLC		12/08/2005	LIMITED LIABILITY COMPANY: MINNESOTA

RECEIVING PARTY DATA

Name:	MARQUETTE BUSINESS CREDIT, INC.
Street Address:	1660 S. HWY 100
Internal Address:	SUITE 146
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55416-1524
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2319322	ABSOLUTE CENTS
Registration Number:	2319323	BENEFACTOR
Registration Number:	2505656	CALL 4 CENTS
Registration Number:	2486387	CALL FOR LESS
Registration Number:	2429223	CONTRIBUTOR PLAN
Registration Number:	2417446	ELITE BUSINESS
Registration Number:	2551771	LUCKY PENNY PLAN
Registration Number:	2173945	PENNY PLAN
Registration Number:	2013863	WORLDXCHANGE
Registration Number:	2463925	WXC
Registration Number:	2406275	XCHANGER
Registration Number:	2857543	CRAZY CALL
Registration Number:	2972872	ACCERIS

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Registration Number:	2849552	ACCERIS
Registration Number:	2995724	ACCERIS
Registration Number:	2993056	ACCERIS
Serial Number:	76623548	XPECTATIONS
Serial Number:	78181887	ACCERIS
Serial Number:	78181904	ACCERIS
Serial Number:	78181916	ACCERIS
Serial Number:	76625902	ACCERIS COMMUNICATIONS SOLUTIONS
Serial Number:	76625904	ACCERIS COMMUNICATIONS TECHNOLOGIES
Serial Number:	76618683	MY ACCERIS ONE

CORRESPONDENCE DATA

Fax Number: (612)977-8650
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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ATTORNEY DOCKET NUMBER:	35659.9
NAME OF SUBMITTER:	Todd D. Lee
Signature:	/Todd D. Lee, Esq./
Date:	01/04/2006

Total Attachments: 2
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Trademark Security Agreement dated as of December 8, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") from ACCERIS MANAGEMENT AND ACQUISITION LLC, a Minnesota limited liability company (the "Debtor"), in favor of MARQUETTE BUSINESS CREDIT, INC., a Minnesota corporation (the "Lender"), the Debtor has granted a continuing security interest in and continuing lien upon, the Trademarks and Trademark Applications shown below to the Lender:

TRADEMARKS

<u>Registration Number</u>	<u>Description of Item</u>	<u>Date Registered</u>
2,319,322	ABSOLUTE CENTS	February 15, 2000
2,319,323	BENEFACTOR	February 15, 2000
2,505,656	CALL 4 CENTS	November 6, 2001
2,486,387	CALL FOR LESS	September 4, 2001
2,429,223	CONTRIBUTOR PLAN	February 20, 2001
2,417,446	ELITE BUSINESS	January 2, 2001
2,551,771	LUCKY PENNY PLAN	March 26, 2002
2,173,945	PENNY PLAN	July 14, 1998
2,013,863	WORLDXCHANGE	November 5, 1996
2,463,925	WXC	June 26, 2001
2,406,275	XCHANGER	November 21, 2000
2,857,543	CRAZY CALL	June 29, 2004
2,972,872	ACCERIS	July 19, 2005
2,849,552	ACCERIS	June 1, 2004
2,995,724	ACCERIS	September 13, 2005

<u>Registration Number</u>	<u>Description of Item</u>	<u>Date Registered</u>
2,993,056	ACCERIS	September 6, 2005


TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Description of Item</u>	<u>Filing Date</u>
76/623,548	XPECTATIONS	December 7, 2004
78/181,887	ACCERIS	November 5, 2002
78/181,904	ACCERIS	November 5, 2002
78/181,916	ACCERIS	November 5, 2002
76/625,902	ACCERIS COMMUNICATIONS SOLUTIONS	December 29, 2004
76/625,904	ACCERIS COMMUNICATIONS TECHNOLOGIES	December 29, 2004
76/618,683	MY ACCERIS ONE	November 1, 2004

The Debtor and the Lender hereby acknowledge and agree that the security interest in the foregoing Trademarks and Trademark Applications (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any Trademark or Trademark Application.

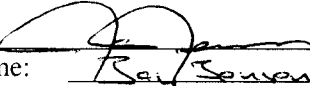
Very truly yours,

ACCERIS MANAGEMENT AND ACQUISITION,
LLC, a Minnesota limited liability company

By: 
Name: Elam Baer
Title: Chairman

Acknowledged and accepted:

MARQUETTE BUSINESS CREDIT, INC.,
a Minnesota corporation

By: 
Name: Kai Jensen
Title: Regional Vice President