

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date: \_\_\_\_\_
- Merger
- Change of Name
- Other: \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date:

Name: Bell South Intellectual Property Corporation

04/03/01

Formerly: \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other: \_\_\_\_\_
- Citizenship / State of Incorporation / Organization: Delaware

#### Receiving Party

Mark if additional names of conveying parties attached

Name: Talk.Com Inc.

DBA/AKA/TA: \_\_\_\_\_

Composed of: \_\_\_\_\_

Address (line 1): 6805 Route 202

Address (line 2): \_\_\_\_\_

Address (line 3): New Hope

PA

18938

City

State / Country

Zip Code

- Individual  General Partnership  Limited Partnership  If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
- Corporation  Association
- Other: \_\_\_\_\_
- Citizenship / State of Incorporation / Organization: Delaware

**FOR OFFICE USE ONLY**

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC. 20231

**TRADEMARK**

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REEL: 2238 FRAME: 0560

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**TRADEMARK**

**Correspondent Name and Address** (for the first Receiving Party Only)

Name: Elizabeth F. Vary

Address (line 1): ARNOLD & PORTER

Address (line 2): 555 12<sup>th</sup> Street N.W.

Address (line 3): Suite 1126-A

Address (line 4): Washington, DC 20004-1206

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments:

1

**Trademark Application Number(s) or Registration Number(s)** attached

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

**Trademark Application Number(s)**

**Registration Number(s)**

2,073,462

**Number of Properties**

Enter the total number of properties involved:

1

**Fee Amount**

Fee Amount for Properties Listed (37 C.F.R. 3.41)

\$40.00

Method of Payment

Enclosed

Deposit Account

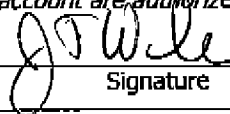
Deposit Account Number: 01-2510

Authorization to charge additional fees:  Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

James T. Walsh, Esq.  
Name of Person Signing

  
Signature

April 24, 2001  
Date Signed

ASSIGNMENT OF U.S. TRADEMARK

This Assignment is made this 3<sup>rd</sup> day of April, 2001, by and between BELLSOUTH INTELLECTUAL PROPERTY CORPORATION, a Delaware corporation having a principal place of business at 824 Market Street, Suite 510, Wilmington, Delaware ("Assignor"), and TALK.COM, INC., a Delaware corporation, having a principal place of business at 12020 Sunrise Valley Drive, Reston VA 20191 ("Assignee").

WHEREAS, Assignor owns, has adopted, used, is currently using in connection with goods and services in the telecommunications industry, through its subsidiaries or licensees, the TALKAMERICA trademark and service mark (the "Mark") and has obtained registration thereof in the United States Patent & Trademark Office as follows:

TALKAMERICA in International Classes 9 and 38  
Regis. No. 2,073,462 Registered: June 24, 1997

WHEREAS, Assignee is desirous of using the Mark and acquiring the rights to the said registration and Assignor has agreed to assign the registration of the Mark, together with the goodwill of the business symbolized by the Mark, to the Assignee;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor by these presence does hereby sell, assign and transfer unto Assignee all right, title and interest in the Mark, together with the goodwill of the business to which the Mark pertains and symbolized by the Mark, and in the above-identified federal registration of said Mark, subject to the terms of the Assignment and License Agreement between the parties dated the date hereof.

BELLSOUTH INTELLECTUAL  
PROPERTY CORPORATION ("Assignor")

By: *Jacqueline A. Gregorski*  
Name: Jacqueline A. Gregorski  
Title: Vice President  
Dated: April 3<sup>rd</sup>, 2001

STATE OF DELAWARE:  
COUNTY OF NEW CASTLE:

On this 3<sup>rd</sup> day of April, 2001, before me personally appeared Jacqueline A. Gregorski, the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of BELLSOUTH INTELLECTUAL PROPERTY CORPORATION as its Vice President.

*Patricia J. Raision*  
Notary Public  
My Commission Expires:

PATRICIA J. RAISON  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires Jan. 28, 2005