

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Blackvoices.com, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) October 4 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No
America Online, Inc.

Name: _____

Internal Address: 22000 AOL Way

Street Address: _____

City: Dulles

State: VA

Country: US Zip: 20166

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other
- Citizenship _____
- Citizenship _____
- Citizenship Delaware
- Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2193785; 2197606; 2198676; 2267217; 2649435

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

BLACK VOICES

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Douglas R. Bush

Internal Address: Arent Fox PLLC

Street Address: 1050 Connecticut Ave. NW

City: Washington

State: DC Zip: 20036

Phone Number: (202) 857-6417

Fax Number: (202) 857-6395

Email Address: Bush.douglas@arentfox.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$140

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

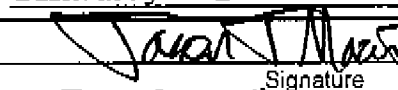
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 01-2300

Authorized User Name Kwan Koehler

9. Signature:



Signature

10/5/04
Date

Jason J. Mazur
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

CH \$140.00 012300 2193785

ASSIGNMENT

WHEREAS, Blackvoices.com, Inc., ("Assignor"), a Delaware corporation, having an address of 435 N. Michigan Avenue, Chicago, Illinois 60611, has adopted and used in its business the marks listed on Exhibit A ("the Marks") for which registrations have been obtained from the United States Patent and Trademark Office;

WHEREAS, America Online, Inc. ("Assignee"), a Delaware corporation having an address of 22000 AOL Way, Dulles, Virginia 20166, is desirous of acquiring all right, title and interest in and to the Marks, and the registrations thereof, together with the goodwill of the business associated with the Marks, as the successor in interest to that portion of Assignor's ongoing and existing business to which the Marks pertain;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks, and the registrations thereof, together with the goodwill of the business symbolized by the Marks.

BLACKVOICES.COM, INC.

By 

Printed

Name Mark W. HianikTitle Assistant SecretaryDate Oct. 4, 2004

TECH/265024.1

EXHIBIT A**REGISTRATIONS**

| <i>Mark</i> | <i>Registration No.</i> | <i>Registration Date</i> | <i>Class</i> |
|-----------------|-------------------------|--------------------------|--------------|
| BLACK VOICES | 2193785 | October 6, 1998 | 25 |
| BLACK VOICES | 2197606 | October 20, 1998 | 42 |
| BLACK VOICES | 2198676 | October 20, 1998 | 16 |
| BLACK VOICES | 2267217 | August 3, 1999 | 9 |
| BLACKVOICES.COM | 2649435 | November 12, 2002 | 42 |

TECH/265029.1