

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):**  
Julie Worthington

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

Citizenship (see guidelines) U.S.

Execution Date(s) March 7, 2005

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
Additional names, addresses, or citizenship attached?  No

Name: America Online, Inc.

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

Street Address: 22000 AOL Way

City: Dulles

State: Virginia

Country: U.S. Zip: 20166

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship Delaware  
 Other \_\_\_\_\_ 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)

**3. Nature of conveyance:**

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

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

A. Trademark Application No.(s)  
78/533080

B. Trademark Registration No.(s)  
\_\_\_\_\_

Additional sheet(s) attached?  Yes  No

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

**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 Avenue, NW

City: Washington

State: D.C. Zip: 20036-5339

Phone Number: (202) 857 8977

Fax Number: (202) 857 6395

Email Address: bush.douglas@arentfox.com

**6. Total number of applications and registrations involved:** 1

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

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 Douglas R. Bush

**9. Signature:**  03/15/2005  
Signature Date

Douglas R. BUSH  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 012300 78533080

ASSIGNMENT

WHEREAS, Julie Worthington ("Assignor"), an individual with an address of PMB 423 Ste 101, 835 W. Warner Road, Gilbert, Arizona 85233, has adopted and used in her business the mark TOTALTALK (the "Mark") and filed Application Serial No. 78/533,080 in the U.S. Patent and Trademark Office on December 15, 2004 for the mark;

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 Mark, and the application thereof, together with the goodwill of the business associated with the Mark, as the successor in interest to that portion of Assignor's ongoing and existing business to which the Mark pertains;

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 Mark and the application thereof, together with the goodwill of the business symbolized by the Mark.

By 

Printed Name: Julie Worthington

Date 3/7/05