

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AOL LLC		12/04/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	AOL INC.
Street Address:	22000 AOL Way
City:	Dulles
State/Country:	VIRGINIA
Postal Code:	20166
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 504

Property Type	Number	Word Mark
Registration Number:	1673729	333-FILM
Registration Number:	1674605	888-FILM
Registration Number:	1751603	444-FILM
Registration Number:	1969190	* FILM
Registration Number:	3058355	ENTRYPOINT
Registration Number:	1473650	PEOPLE CONNECTION
Registration Number:	1618148	AMERICA ONLINE
Registration Number:	1643052	777-FILM
Registration Number:	1722601	777-FILM
Registration Number:	1766567	GEOLOCATE
Registration Number:	1774751	222-FILM
Registration Number:	1789216	WINCIM
Registration Number:	1829708	FORUM
Registration Number:	1944167	AOLNET

CH \$12615.00 1673729

Registration Number:	1961535	
Registration Number:	1977731	AOL
Registration Number:	1984337	AOL
Registration Number:	1985454	FLASHSESSION
Registration Number:	1990847	AOLNET
Registration Number:	2096685	THEATER EXPRESS
Registration Number:	2129378	MAPQUEST
Registration Number:	2145962	MAPQUEST
Registration Number:	2167048	BUDDY LIST
Registration Number:	2192185	AOL
Registration Number:	2193568	AMERICA ONLINE
Registration Number:	2194696	SANTA'S HOME PAGE
Registration Number:	2197606	BLACK VOICES
Registration Number:	2250838	MOVIEMAIL
Registration Number:	2264332	BUDDY LIST
Registration Number:	2278597	WOW!
Registration Number:	2280911	
Registration Number:	2280912	
Registration Number:	2291410	CPRO
Registration Number:	2296449	AOL GAMES
Registration Number:	2307655	DIGITAL CITY
Registration Number:	2307656	DIGITAL CITY
Registration Number:	2317490	LOVE@ AOL
Registration Number:	2325291	AOL.COM
Registration Number:	2325292	AOL.COM
Registration Number:	2337719	MOVIEFONE.COM
Registration Number:	2339868	NETGIRL
Registration Number:	2373088	777FILM.COM
Registration Number:	2395779	SHOUTCAST
Registration Number:	2400123	
Registration Number:	2404148	
Registration Number:	2411657	ICQ
Registration Number:	2423367	AIM
Registration Number:	2423368	AIM
Registration Number:	2423781	AOLTV

Registration Number:	2436125	MIRABILIS
Registration Number:	2437498	AOLTV
Registration Number:	2443680	NULLSOFT
Registration Number:	2464280	AOL ANYWHERE
Registration Number:	2469113	
Registration Number:	2480425	AOLTV
Registration Number:	2482643	PORTFOLIO DIRECT
Registration Number:	2485492	PORTFOLIO DIRECT
Registration Number:	2496784	MAPQUEST.COM
Registration Number:	2500767	MAPQUEST
Registration Number:	2516026	BUDDY LIST
Registration Number:	2517810	AOLTV
Registration Number:	2523219	MAPQUEST
Registration Number:	2523220	MAPQUEST.COM
Registration Number:	2523221	MAPQUEST.COM
Registration Number:	2523222	MAPQUEST
Registration Number:	2550204	KID2KID
Registration Number:	2557585	WINAMP
Registration Number:	2609509	MOVIEFONE
Registration Number:	2614876	MOVIEFONE
Registration Number:	2628523	YOU'VE GOT MAIL
Registration Number:	2635214	WHACK-EM-ALL
Registration Number:	2635215	SLIP SHOT
Registration Number:	2635216	COMPUSWAMI
Registration Number:	2635217	WANDERING WIDGETS
Registration Number:	2649435	BLACKVOICES.COM
Registration Number:	2652084	WOW
Registration Number:	2655233	SPINNER
Registration Number:	2656437	MEMORY MATCH
Registration Number:	2661160	
Registration Number:	2665694	AIM EXPRESS
Registration Number:	2667488	OPINION PLACE
Registration Number:	2710722	
Registration Number:	2711581	AOL GAMES
Registration Number:	2713029	BLOCK BREAKER

Registration Number:	2731593	
Registration Number:	2734590	WINAMP
Registration Number:	2756553	HELPING.ORG
Registration Number:	2763974	
Registration Number:	2764476	VIRTUAL KEY
Registration Number:	2764496	YOU'VE GOT AOL
Registration Number:	2775100	
Registration Number:	2779207	
Registration Number:	2785186	DIGITAL CITY AUTOGUIDE
Registration Number:	2788614	AOLBUDDY
Registration Number:	2791565	YOU HAVE MAIL
Registration Number:	2793670	
Registration Number:	2799689	
Registration Number:	2809981	WINAMP
Registration Number:	2821863	
Registration Number:	2822672	MOVIEFONE
Registration Number:	2826768	YOU HAVE MAIL
Registration Number:	2827202	
Registration Number:	2827284	SAFETY CLICKS!
Registration Number:	2827288	
Registration Number:	2828857	@
Registration Number:	2828858	@
Registration Number:	2828861	@
Registration Number:	2828863	@
Registration Number:	2829467	AOLBUDDY
Registration Number:	2829468	AOLBUDDY
Registration Number:	2831443	
Registration Number:	2833789	
Registration Number:	2836025	
Registration Number:	2836716	LOVE.COM
Registration Number:	2836717	LOVE.COM
Registration Number:	2837741	AOL INTERNATIONAL
Registration Number:	2845079	YOU'VE GOT MAIL
Registration Number:	2845083	YOU'VE GOT AOL
Registration Number:	2847603	YOU'VE GOT AOL

Registration Number:	2852637	
Registration Number:	2864301	GRANDSTAND
Registration Number:	2864421	SURVEY SPREE
Registration Number:	2873618	BUDDY TIME
Registration Number:	2878432	
Registration Number:	2889163	AOL@SCHOOL
Registration Number:	2889164	AOL@SCHOOL
Registration Number:	2889385	CS.COM
Registration Number:	2900121	CITIZEN2CITIZEN
Registration Number:	2900122	CITIZEN2CITIZEN
Registration Number:	2921866	YOU'VE GOT MAIL
Registration Number:	2927207	SAFETY CLICKS!
Registration Number:	2927211	SAFETY CLICKS!
Registration Number:	2938589	AIM EXPRESSIONS
Registration Number:	2946294	THEATER EXPRESS CODE
Registration Number:	2947133	
Registration Number:	2950494	INSTANT GREETINGS
Registration Number:	2951909	LOVE@
Registration Number:	2955407	MATCH CHAT
Registration Number:	2958410	WEEKEND MVP
Registration Number:	2960278	CUSTOMER CONNECT
Registration Number:	2967308	PEOPLESUB
Registration Number:	2967756	KOL
Registration Number:	2967757	KOL
Registration Number:	2968510	KOL
Registration Number:	2968511	KOL
Registration Number:	2976988	AIM EXPRESSIONS
Registration Number:	2977367	KOL
Registration Number:	2977485	CS.COM
Registration Number:	2979087	KOL
Registration Number:	2979151	KOL JR
Registration Number:	2979152	KOL JR
Registration Number:	2980979	
Registration Number:	2980980	
Registration Number:	2980981	

Registration Number:	2981944	KOL JR
Registration Number:	2993213	QUEST
Registration Number:	3000718	AOL@SCHOOL
Registration Number:	3001381	CITY'S BEST
Registration Number:	3002635	VINTAGE ROCKS
Registration Number:	3020408	RATE-A-BUDDY
Registration Number:	3031948	
Registration Number:	3031949	
Registration Number:	3036224	TOY TIME
Registration Number:	3042640	THE STARTUP
Registration Number:	3046146	AMERICA ONLINE
Registration Number:	3057636	BETTER ANSWERS, FASTER!
Registration Number:	3060650	PINPOINT SHOPPING
Registration Number:	3060662	IM CATCHER
Registration Number:	3066302	MAKE IT YOUR TOWN
Registration Number:	3067371	AOL@SCHOOL
Registration Number:	3067388	YOU'VE GOT POST!, EARTH'S BEST FREEMAIL, WWW.YOUVEGOTPOST.COM
Registration Number:	3068166	SINGINGFISH
Registration Number:	3082770	WAR SHEEP
Registration Number:	3121528	PRIVACY WALL
Registration Number:	3131346	UNLOCKED
Registration Number:	3135333	BABBLE BUNCH
Registration Number:	3181785	BIZFIT
Registration Number:	3184982	OPENRIDE
Registration Number:	3185285	M
Registration Number:	3185286	
Registration Number:	3191170	SMARTBOX
Registration Number:	3200611	TRUVEO
Registration Number:	3220179	MISSION AT DAWN
Registration Number:	3223864	TOPSPEED
Registration Number:	3232300	GAMEDAILY
Registration Number:	3232307	ENGADGET
Registration Number:	3235718	FANHOUSE
Registration Number:	3235750	WHERE LEARNING MEETS FUN

Registration Number:	3237028	ZONA ESTRENO
Registration Number:	3237119	FOR PEOPLE WHO ARE GOING PLACES
Registration Number:	3238777	SEE WHAT'S HERE FOR YOU
Registration Number:	3238778	SEE WHAT'S HERE FOR YOU
Registration Number:	3239821	THE SUITE SOLUTION - RIVER, PANEL, RESULTS.
Registration Number:	3242377	BE A RED STAR
Registration Number:	3244555	AOL
Registration Number:	3244556	AOL
Registration Number:	3244557	AOL
Registration Number:	3246051	JOYSTIQ
Registration Number:	3246059	CINEMATICAL
Registration Number:	3250361	SEE IT. SHOOT IT. SHARE IT.
Registration Number:	3254648	EVERYBODY, EVERYWHERE
Registration Number:	3255688	AOL. STEP BY STEP MATH
Registration Number:	3255695	ICQ DEVIL FACTORY
Registration Number:	3259461	OPENRIDE
Registration Number:	3259915	DOWNLOAD SQUAD
Registration Number:	3259916	CARD SQUAD
Registration Number:	3259920	TV SQUAD
Registration Number:	3260992	WINAMP
Registration Number:	3272280	AOL WRITING WIZARD
Registration Number:	3277494	OPENRIDE
Registration Number:	3288147	AOL LEARNING GAMES
Registration Number:	3290925	AOL FAMILY LIBRARY
Registration Number:	3291345	COLDPRO
Registration Number:	3291419	SHORTCUTS
Registration Number:	3293972	MOVIEFONE MOVIEGOER AWARDS
Registration Number:	3295093	AIM
Registration Number:	3295777	AWAYVIEW
Registration Number:	3300741	ARIEL & KIKI
Registration Number:	3305394	ENGADGET
Registration Number:	3306030	STARLANE
Registration Number:	3306031	STARLANE
Registration Number:	3306203	PROJECT NEXT
Registration Number:	3306917	SUPERBUDDY

TRADEMARK

REEL: 004116 FRAME: 0678

Registration Number:	3310190	AOL INSTANT MESSENGER
Registration Number:	3310191	AOL INSTANT MESSENGER
Registration Number:	3310193	INSTANT MESSENGER
Registration Number:	3310194	INSTANT MESSENGER
Registration Number:	3311230	AOL POINTE
Registration Number:	3311231	AOL POINTE
Registration Number:	3311234	QUIZ TIME LOUNGE
Registration Number:	3311235	QUIZ TIME LOUNGE
Registration Number:	3315008	BLOGGINGSTOCKS
Registration Number:	3315009	BLOGGINGSTOCKS
Registration Number:	3318053	APOCALYPSE NUTS
Registration Number:	3322024	BLOGGINGSTOCKS
Registration Number:	3322026	LINK2PC
Registration Number:	3322382	GAMEDAILY
Registration Number:	3322383	GAMEDAILY
Registration Number:	3322465	ADJAB
Registration Number:	3322474	STYLELIST
Registration Number:	3328385	ADJAB
Registration Number:	3329403	HI Q
Registration Number:	3329411	HI-Q
Registration Number:	3329447	ADVANTAGE
Registration Number:	3329458	ADVANTAGE ENTERPRISE
Registration Number:	3329459	ADVANTAGE API
Registration Number:	3329460	SITE ADVANTAGE
Registration Number:	3329513	GAMES.COM
Registration Number:	3329515	GAMES.COM
Registration Number:	3338784	VPLEX
Registration Number:	3338785	SCOOPLEX
Registration Number:	3342807	BLACK VOICES BYTE
Registration Number:	3343021	CENTRIFUGE
Registration Number:	3343557	USERPLANE
Registration Number:	3343558	:) USERPLANE
Registration Number:	3343665	S
Registration Number:	3346872	STYLELIST
Registration Number:	3346873	STYLELIST

Registration Number:	3346874	STYLELIST
Registration Number:	3346887	EVERYBODY, EVERYWHERE
Registration Number:	3348510	FULLVIEW
Registration Number:	3349180	BLUESTRING
Registration Number:	3355357	USERPLANE
Registration Number:	3355359	:) USERPLANE
Registration Number:	3358454	ENGADGET
Registration Number:	3358489	GAMEDAILY THE DEFINITIVE VOICE OF GAMING
Registration Number:	3358490	GAMEDAILY THE DEFINITIVE VOICE OF GAMING
Registration Number:	3358491	GAMEDAILY THE DEFINITIVE VOICE OF GAMING
Registration Number:	3358496	EVERYBODY, EVERYWHERE
Registration Number:	3358497	EVERYBODY, EVERYWHERE
Registration Number:	3358565	WALLMATIONS
Registration Number:	3358666	CENTRIFUGE
Registration Number:	3358667	VPLEX
Registration Number:	3358668	AMPLEX
Registration Number:	3358669	SCOOPLEX
Registration Number:	3358670	SHREDITORIUM
Registration Number:	3359734	FACT TOADS
Registration Number:	3361842	S
Registration Number:	3367745	WHIMSICALS
Registration Number:	3369778	
Registration Number:	3373955	AIM
Registration Number:	3387855	AMPLEX
Registration Number:	3388759	ADVANTAGE ENTERPRISE
Registration Number:	3394201	SHREDITORIUM
Registration Number:	3398566	GREENHOUSE
Registration Number:	3398578	BE A RED STAR
Registration Number:	3399057	BLUESTRING
Registration Number:	3401910	GREENHOUSE
Registration Number:	3403129	AIM
Registration Number:	3408150	:) USERPLANE
Registration Number:	3414099	USERPLANE
Registration Number:	3414873	SKWOD
Registration Number:	3415107	BLUESTRING

Registration Number:	3420743	CELEBRITY SCOPE OPERAS
Registration Number:	3426594	WIMZI
Registration Number:	3426595	AIM WIMZI
Registration Number:	3435404	UNITEDFORPINK
Registration Number:	3438350	BOXELY
Registration Number:	3448318	1 THE ONES
Registration Number:	3449095	TRUVEO
Registration Number:	3449352	POPEATER
Registration Number:	3451882	DIVESTER
Registration Number:	3452991	FINAIM
Registration Number:	3458527	KUNG FU ACADEMY
Registration Number:	3472074	SWITCHED
Registration Number:	3476550	HOOWAT
Registration Number:	3480490	SWITCHED
Registration Number:	3485027	NAVQUEST
Registration Number:	3489809	CIRCAVIE
Registration Number:	3493589	CIRCAVIE
Registration Number:	3501490	AMERICA TAKES IT OFF
Registration Number:	3501733	THAT'S FIT
Registration Number:	3501734	THAT'S FIT
Registration Number:	3502815	PROPELLER
Registration Number:	3504523	AMERICA TAKES IT OFF
Registration Number:	3506252	PROPELLER
Registration Number:	3511073	SURF LIGHT
Registration Number:	3511596	URLESQUE
Registration Number:	3512192	ZOOPALOOA
Registration Number:	3512362	LUXIST
Registration Number:	3515308	FOR ALL MANKIND
Registration Number:	3522516	AIM
Registration Number:	3530968	KOL SUPER GLIDERS
Registration Number:	3534490	PRINCESS NATASHA
Registration Number:	3545510	COMICS ALLIANCE
Registration Number:	3549291	SKINNY BY SATURDAY
Registration Number:	3551667	TU VOTO ES TU FUTURO
Registration Number:	3562144	M

Registration Number:	3562145	M
Registration Number:	3564041	BERED
Registration Number:	3564042	BERED
Registration Number:	3564043	ADLYTICS
Registration Number:	3564585	SHORTCUTS.COM
Registration Number:	3564628	WALLETOPOP
Registration Number:	3564629	WALLETOPOP
Registration Number:	3565499	LICENSED TO SHOP
Registration Number:	3583377	WE OBSESSIVELY COVER THE AUTO INDUSTRY
Registration Number:	3585491	SWITCHED
Registration Number:	3587945	BUDDYBULLETIN
Registration Number:	3597389	B
Registration Number:	3607192	PIXNAY
Registration Number:	3616030	HOT SEAT
Registration Number:	3616031	HOT SEAT
Registration Number:	3617572	AIM
Registration Number:	3624290	PIXCETERA
Registration Number:	3652254	PRIVACY GOURMET
Registration Number:	3654688	HOLIDASH
Registration Number:	3664341	PLATFORM-A
Registration Number:	3664684	PLATFORM A
Registration Number:	3670477	DEJANDO HUELLAS
Registration Number:	3672810	PARENTDISH
Registration Number:	3673004	SLASHFOOD
Registration Number:	3690948	AOL MUSIC NOW
Registration Number:	3690949	AOL MUSIC NOW
Registration Number:	3692378	WHERE IT'S AT
Registration Number:	3692556	THE CAPITOLIST
Registration Number:	3692557	THE GRAM
Registration Number:	3692568	
Registration Number:	3692576	GADLING
Registration Number:	3695399	PAWNATION
Registration Number:	3697467	ASYLUM
Registration Number:	3698892	TU VOZ
Registration Number:	3698893	TU VOZ

Registration Number:	3700030	SAFETYCLICKS
Registration Number:	3700031	SAFETYCLICKS
Registration Number:	3700181	STREETLEVEL
Registration Number:	3703167	BIDPLACE
Registration Number:	3707300	THE GREAT AMERICAN QUEST
Registration Number:	3709917	BRIGHT AND SPACIOUS
Registration Number:	3719122	M
Registration Number:	3722268	POPEATER
Serial Number:	76700489	SEED
Serial Number:	76700490	SEED
Serial Number:	77010298	AOL MUSIC NOW
Serial Number:	77010306	AOL MUSIC NOW
Serial Number:	77010315	AOL MUSIC NOW
Serial Number:	77013673	AOL MUSIC NOW
Serial Number:	77013678	AOL MUSIC NOW
Serial Number:	77013913	AOL MUSIC NOW
Serial Number:	77037620	WOBLE
Serial Number:	77199233	I AM MY HAIR
Serial Number:	77271355	STRING IT
Serial Number:	77271359	STRING IT
Serial Number:	77280144	MYQUEST
Serial Number:	77285566	QUEST ACROSS AMERICA
Serial Number:	77291582	M
Serial Number:	77298711	MOTHER IS
Serial Number:	77298717	MOTHER IS
Serial Number:	77298719	MOTHER IS
Serial Number:	77308800	PLATFORM-A
Serial Number:	77321564	RIVER SAMPLE
Serial Number:	77364029	SELECT SHOP SAVE
Serial Number:	77405136	CITYVINE
Serial Number:	77405195	CITYVINE
Serial Number:	77429572	PIXCETERA
Serial Number:	77429796	AIM IT!
Serial Number:	77429803	AIM IT!
Serial Number:	77488448	SCORE MY DECOR

Serial Number:	77488455	SEIZE THE WEB
Serial Number:	77488462	SEIZE THE WEB
Serial Number:	77488465	SEIZE THE WEB
Serial Number:	77517742	CHAT-ZOO
Serial Number:	77530716	TUNOME
Serial Number:	77553364	LOCALQUEST
Serial Number:	77553369	LOCALQUEST
Serial Number:	77556507	CENTRAL GROUND
Serial Number:	77570398	AOL MAIL ULTRA
Serial Number:	77575970	FANBRAND
Serial Number:	77579067	YOUR NEW BEST FRIEND
Serial Number:	77588044	PLAYSAVVY
Serial Number:	77610713	OVER/UNDER
Serial Number:	77612199	TU VIDA Y MÁS
Serial Number:	77639698	CHISMERATI
Serial Number:	77646533	MEDIAGLOW
Serial Number:	77646540	MEDIAGLOW
Serial Number:	77646545	MEDIAGLOW
Serial Number:	77646550	MEDIAGLOW
Serial Number:	77646554	MEDIAGLOW
Serial Number:	77646558	MEDIAGLOW
Serial Number:	77646582	MEDIAGLOW
Serial Number:	77646585	MEDIAGLOW
Serial Number:	77646733	MEDIAGLOW STUDIOS
Serial Number:	77646868	WHATEVER YOUR QUEST
Serial Number:	77646872	WHATEVER YOUR QUEST
Serial Number:	77648629	JTOMYX
Serial Number:	77656581	TECNOPADRES
Serial Number:	77656585	TECNOPADRES
Serial Number:	77656780	VEONOVELAS
Serial Number:	77667157	NOISECREEP
Serial Number:	77669130	SOAP SQUAD
Serial Number:	77669135	DAYTIME SQUAD
Serial Number:	77676395	SHELTERPOP
Serial Number:	77676414	KITCHENDAILY

Serial Number:	77690668	CELESTRELLAS
Serial Number:	77690950	NEWSRUNNER
Serial Number:	77694941	BV NEWSWIRE
Serial Number:	77695561	REALITY TV SQUAD
Serial Number:	77695645	REALITY SQUAD
Serial Number:	77703187	SCI FI SQUAD
Serial Number:	77703189	HORROR SQUAD
Serial Number:	77722301	WOMAN UP
Serial Number:	77722317	DAILY FLOTUS
Serial Number:	77738485	BVONSTYLE
Serial Number:	77738490	BVONBOOKS
Serial Number:	77738493	BVONMONEY
Serial Number:	77738498	BVONSPORTS
Serial Number:	77738503	BVHAIRTALK
Serial Number:	77738505	BVWELLNESS
Serial Number:	77738506	BVONLOVE
Serial Number:	77740475	LET'S GO BUSINESS
Serial Number:	77740481	LET'S GO BUSINESS
Serial Number:	77742961	ORGLER
Serial Number:	77743376	DYNAPUB
Serial Number:	77756126	JUST SO YOU KNOW
Serial Number:	77756162	JSYK
Serial Number:	77760686	SPINNER
Serial Number:	77773312	YOUR NEWS. YOUR VIEWS. YOUR VOICES.
Serial Number:	77773317	YOUR NEWS. YOUR VIEWS. YOUR VOICES.
Serial Number:	77773321	YOUR NEWS. YOUR VIEWS. YOUR VOICES.
Serial Number:	77776889	TRIPVINE
Serial Number:	77776893	TRIPVINE
Serial Number:	77776897	TRIPVINE
Serial Number:	77787746	EMURSE
Serial Number:	77788769	ESTILO DIARIO
Serial Number:	77788772	ESTILO DIARIO
Serial Number:	77788777	ESTILO DIARIO
Serial Number:	77788779	ESTILO DIARIO
Serial Number:	77795687	MAX MANEUVER

Serial Number:	77805699	VIVAGE!
Serial Number:	77831293	AISLEDASH
Serial Number:	77832000	DIY LIFE
Serial Number:	77832002	YOU'VE GOT FLOWERS
Serial Number:	77832005	GREEN DAILY
Serial Number:	77832544	SAFETYCLICKS
Serial Number:	77832547	SAFETYCLICKS
Serial Number:	77834034	STREAMPAD
Serial Number:	77853729	FLEAFlickER
Serial Number:	77859611	
Serial Number:	77859618	SLASHCONTROL
Serial Number:	77859627	DAILYFINANCE
Serial Number:	77859629	DAILYFINANCE
Serial Number:	77859635	DAILYFINANCE
Serial Number:	77878379	RAPCETERA.COM
Serial Number:	78345031	RED
Serial Number:	78345037	RED
Serial Number:	78707028	AIM
Serial Number:	78707049	QUEST
Serial Number:	78707051	QUEST
Serial Number:	78707055	QUEST
Serial Number:	78707059	QUEST
Serial Number:	78707065	QUEST
Serial Number:	78824884	
Serial Number:	78826007	
Serial Number:	78828190	
Serial Number:	78828253	
Serial Number:	78828262	
Serial Number:	78828265	
Serial Number:	78828936	
Serial Number:	78829028	
Serial Number:	78841611	SLAMMO AND SLOSHIE
Serial Number:	78907635	R RED
Serial Number:	78907636	R RED
Serial Number:	78908219	

Serial Number:

78908345

CORRESPONDENCE DATA

Fax Number: (202)857-6395

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-857-8977

Email: bush.douglas@arentfox.com

Correspondent Name: Douglas R. Bush

Address Line 1: Arent Fox LLP 1050 Connecticut Avenue NW

Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:

019428.14312

NAME OF SUBMITTER:

Douglas R. Bush

Signature:

/Douglas R. Bush/

Date:

12/18/2009

Total Attachments: 4

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ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement"), dated as of December 4, 2009 (the "Asset Distribution Date"), by and among TIME WARNER INC., a Delaware corporation ("TWX"), AOL INC., a Delaware corporation ("AOL") and AOL LLC, a Delaware limited liability company ("AOL LLC").

RECITALS

WHEREAS, TWX and AOL are parties to a Separation and Distribution Agreement dated as of November 16, 2009 (the "Separation and Distribution Agreement");

WHEREAS, pursuant to the Separation and Distribution Agreement, TWX and AOL agreed to cause the Internal Transactions, including the Asset Distribution, to be completed;

WHEREAS, in order to complete the Asset Distribution, the parties desire to enter into this Agreement; and

WHEREAS, terms used but not defined herein have the meanings assigned thereto in the Separation and Distribution Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged by this Agreement, the parties agree as follows:

1. Assignment. Subject to the terms of the Separation and Distribution Agreement, effective as of 12:01 a.m. eastern standard time on the Asset Distribution Date, AOL LLC hereby transfers, assigns, conveys and delivers to AOL, and AOL hereby accepts from AOL LLC, all of AOL LLC's right, title and interest in the AOL Assets (excluding the AOL Online Shares).

2. Assumption. Subject to the terms of the Separation and Distribution Agreement, effective as of 12:01 a.m. eastern standard time on the Asset Distribution Date, AOL hereby assumes and agrees faithfully to pay, perform, discharge and fulfill when due, all of the AOL LLC Liabilities.

3. Release. Except as provided in the Separation and Distribution Agreement or any Ancillary Agreement, effective as of the Distribution, AOL does hereby, for itself and each other member of the AOL Group, remise, release and forever discharge TWX, AOL LLC and the other members of the TWX Group, from any and all AOL LLC Liabilities.

4. Further Assurances. Each party hereto agrees to take such further actions as may be reasonably necessary to effect the transactions contemplated by this Agreement, including any actions after the Asset Distribution Date required in accordance with the terms of the Separation and Distribution Agreement.

5. Separation and Distribution Agreement and Ancillary Agreements. The parties agree that, in the event of a conflict between the terms of this Agreement and the Separation and Distribution Agreement or any Ancillary Agreement, the terms of the Separation and Distribution Agreement or the relevant Ancillary Agreement, as applicable, shall govern.

6. Employee Matters Assignment and Assumption Agreement. The parties agree that the Employee Matters Assignment and Assumption Agreement shall exclusively govern the assignment and assumption of all AOL LLC employment-related assets and liabilities.

7. Governing Law; Jurisdiction. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof. Each party irrevocably consents to the exclusive jurisdiction, forum and venue of the Commercial Division of the Supreme Court of the State of New York, New York County and the United States District Court for the Southern District of New York over any and all claims, disputes, controversies or disagreements between the parties or any of their respective subsidiaries, affiliates, successors and assigns under or related to this Agreement or any of the transactions contemplated hereby.

8. Binding Effect. This Agreement shall be binding upon each of the parties and their respective successors and assigns.

9. Counterparts. This Agreement may be executed in one or more counterparts, all of which counterparts shall be considered one and the same agreement, and shall become effective when one or more counterparts have been signed by each party hereto and delivered to the other parties.

10. Severability. If any provision of this Agreement or the application thereof to any Person or circumstance is determined by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions hereof, or the application of such provision to Persons or circumstances or in jurisdictions other than those as to which it has been held invalid or unenforceable, shall remain in full force and effect and shall in no way be affected, impaired or invalidated thereby, so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon any such determination, the parties shall negotiate in good faith in an effort to agree upon a suitable and equitable provision to effect the original intent of the parties.

11. Headings. The section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

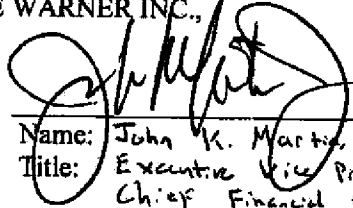
12. Amendments. No provisions of this Agreement shall be deemed waived, amended, supplemented or modified by any party hereto, unless such waiver, amendment, supplement or modification is in writing and signed by the authorized representative of each party. Any waiver of any term or condition shall not be construed as a waiver of any subsequent breach or a subsequent waiver of the same term or

condition, or a waiver of any other term or condition of this Agreement. The failure of any party to assert any of its rights hereunder shall not constitute a waiver of any such rights.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

TIME WARNER INC.,

by



Name: John K. Martin, Jr.
Title: Executive Vice President and
Chief Financial Officer

AOL INC.,

by

Name:
Title:

AOL LLC,

by

Name:
Title:

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condition, or a waiver of any other term or condition of this Agreement. The failure of any party to assert any of its rights hereunder shall not constitute a waiver of any such rights.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.


TIME WARNER INC.,

by

Name:
Title:

AOL INC.,


by



Name: Ira H. Parker
Title: Executive Vice President, Corporate
Secretary and General Counsel

AOL LLC,

by



Name: Ira H. Parker
Title: Executive Vice President, Corporate
Secretary and General Counsel

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