

FORM PTO-1584 (Modified)  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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TMDS/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

49021/0006

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1 Name of conveying party(ies):  
**BreezeNet Marketing, Inc.**

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

Additional names(s) of conveying party(ies)       Yes  No

2 Name and address of receiving party(ies):

Name: Lowestfare.com Incorporated

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

Street Address: 800 Connecticut Avenue

City: Norwalk                      State: CT      ZIP: 06854

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

If assignee is not domiciled in the United States, a domestic designation is                       Yes       N  
(Designations must be a separate document from  
Additional name(s) & address(es)                       Yes       N

3. Nature of conveyance:

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

Execution Date: December 18, 2003

4 Application number(s) or registration numbers(s):

A. Trademark Application No (s)  
76/487,563

Additional numbers

B Trademark Registration No. (s)  
2,750,062

Yes  No

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

Name: Kelly L. Williams, Esq.

Internal Address: Edwards & Angell, LLP

Street Address: P.O. Box 9169

City: Boston                      State: MA      ZIP: 02209

6 Total number of applications and registrations involved:..... **2**


7 Total fee (37 CFR 3.41):..                      \$ \$65.00

Enclosed  
 Authorized to be charged to deposit account

8 Deposit account number:  
50-0402

DO NOT USE THIS SPACE

9. 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.*

Kelly L. Williams                                            December 19, 2003  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and **7**

700057611

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Recordation Services  
Director of the United States Patent and Trademark Office

TRADEMARK

REEL: 002767 FRAME: 0158

CH \$65.00 600402 76487563

EXECUTION COPY**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT (this "Assignment"), effective the 18<sup>th</sup> day of December 2003, is made and entered into by and between BreezcNet Marketing, Inc., a Georgia corporation, having an office and principal place of business at 2402 Palm Ridge Road, #100, Sanibel, Florida 33957 (hereinafter referred to as "Assignor"), and Lowestfare.com Incorporated, a Delaware corporation, having an office and principal place of business at 800 Connecticut Avenue, Norwalk, Connecticut 06854 (hereinafter "Assignee").

WHEREAS, Assignor, has adopted, used, and is using exclusively in its business and is the owner of the following trademarks, service marks, trade names, and the trademark registration(s) and application(s) therefor, if any, as well as all common law rights therein (collectively referred to as the "Marks"):·

1. BREEZENET.COM (Typed), U.S. Registration No. 2,750,062;
2. BREEZENET.COM and Design;
3. BNM.COM (Typed), U.S. Application Serial No. 76/487,563; and
4. BNM.COM and Design;

WHEREAS, Assignee desires to acquire all right, title, and interest in and to the Marks

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by the Marks in the United States and throughout the world, and all registrations and pending applications therefor, in the United States and all countries throughout the world, (collectively referred to as "All Marks"), together with all causes of action for any and

all previously occurring infringements of the rights being assigned and the right to receive and retain all damages and/or profits for past, present or future infringement or other unauthorized use of the Marks, the intent hereof being to substitute the Assignee in the place of the Assignor.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks.

This Trademark Assignment may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed and delivered as of this 18<sup>th</sup> day of December, 2003.

IN WITNESS WHEREOF, Assignee accepts this Trademark Assignment executed and delivered as of this 18<sup>th</sup> day of December, 2003.

BREEZENET MARKETING, INC.

By:   
W. Scott Lafans  
President

LOWESTFARE.COM INCORPORATED

By: \_\_\_\_\_  
Paul J. Hennessy  
Chief Operating Officer

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed and delivered as of this 18<sup>th</sup> day of December, 2003.

IN WITNESS WHEREOF, Assignee accepts this Trademark Assignment executed and delivered as of this 18<sup>th</sup> day of December, 2003.

BREEZENET MARKETING, INC.

By: \_\_\_\_\_  
W. Scott Lafans  
President

LOWESTFARE.COM INCORPORATED

By: Paul J. Hennessy  
Paul J. Hennessy  
Chief Operating Officer

State of Colorado )  
County of Denver )

ss.:

On the 17<sup>th</sup> day of December, 2003, before me personally appeared

W. Scott Lafans, to me known and known to me to be

President of BREEZENET MARKETING, INC., the assignor above named,

and acknowledged he/she executed the foregoing Assignment on behalf of said assignor and

pursuant to authority duly received, and who, having been duly sworn, stated that any

representations therein contained are true.

[Notarial Seal]

**ANIL DEVAIAH**  
**NOTARY PUBLIC**  
**STATE OF COLORADO**  
My Commission Expires Sept. 30, 2008

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ )

ss.:

On the \_\_\_\_\_ day of December, 2003, before me personally appeared

\_\_\_\_\_, to me known and known to me to be

\_\_\_\_\_ of LOWESTFARE.COM INCORPORATED, the assignee above

named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignor

and pursuant to authority duly received, and who, having been duly sworn, stated that any

representations therein contained are true.

[Notarial Seal]

State of \_\_\_\_\_ )  
                                  ) ss.:  
County of \_\_\_\_\_ )

On the \_\_\_\_\_ day of December, 2003, before me personally appeared \_\_\_\_\_, to me known and known to me to be \_\_\_\_\_ of BREEZENET MARKETING, INC., the assignor above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

[Notarial Seal]

State of Connecticut )  
                                  ) ss.:  
County of Fairfield )

On the 18<sup>th</sup> day of December, 2003, before me personally appeared Paul J. Hennessy, to me known and known to me to be Chief Operating Officer of LOWESTFARE.COM INCORPORATED, the assignee above named, and acknowledged he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.

*Karen E. Contegni*  
Karen E. Contegni  
Notary Public [Notarial Seal]  
State of Connecticut  
My Commission Expires: April 30, 2006