

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AFWD Holding Company, LLC		03/18/2008	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Smarter Travel Media LLC		
<b>Street Address:</b>	465 Medford Street		
<b>Internal Address:</b>	Suite 400		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02129		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3206028	AIRFAREWATCHDOG .COM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(617)261-3175		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(617) 261-3100		
<b>Email:</b>	tmboston@klgates.com		
<b>Correspondent Name:</b>	Deborah J. Peckham		
<b>Address Line 1:</b>	One Lincoln Street		
<b>Address Line 2:</b>	State Street Financial Center		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02111		
<b>ATTORNEY DOCKET NUMBER:</b>	ASK-602		
<b>NAME OF SUBMITTER:</b>	Deborah Peckham		
<b>Signature:</b>	/Deborah Peckham/		

OP \$40.00 3206028

**TRADEMARK**

Date:

03/25/2008

**Total Attachments: 3**

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## Schedule 2

### ASSIGNMENT OF TRADEMARKS

WHEREAS, AFWD Holding Company, LLC, a limited liability company organized and existing under the laws of the state of New York with a principal place of business located at 70 Battery Place, Suite 504, New York, NY (hereinafter referred to as "Assignor") is the owner of the entire right, title and interest in and to the trademarks identified on Schedule A attached hereto together with the goodwill related thereto (hereinafter collectively referred to as the "Marks"); and

WHEREAS, Smarter Travel Media LLC, a limited liability company organized and existing under the laws of the state of Nevada, (hereinafter referred to as "Assignee") is desirous of acquiring the entire right, title and interest in and to the Marks and the business and goodwill of the business in connection with which the aforesaid Marks have been used; and

WHEREAS, Assignor and Assignee previously have entered into a certain Asset Purchase Agreement dated March 18, 2008 pursuant to the terms of which Assignor agreed to assign and did assign all right, title and interest of Assignor in the Marks to Assignee; and

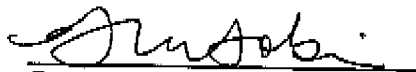
WHEREAS, Assignor has agreed to execute such additional instruments as may be necessary or desirable to confirm such assignment to Assignee;

NOW THEREFORE, in consideration of the foregoing, as well as for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, its successors, legal representatives and assigns, the entire right, title, and interest of Assignor in and to said Marks, together with the business and goodwill of the business in connection with which the aforesaid Marks have been used, and all claims, if any, which may have arisen thereunder prior to the date of this instrument.

[Signature page follows]

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed, by its duly authorized corporate officer all effective this 18 day of March, 2008

AFWD HOLDING COMPANY, LLC



George Hobica  
Member

STATE OF NEW YORK

COUNTY OF NEW YORK

} ss:

On this the 18<sup>th</sup> day of March, 2008 before me personally appeared George Hobica, to me known, who, being by me duly sworn, did depose and say that, he is an officer of the company named above, that he has the authority to execute this document on behalf of Airfarewatchdog.com, LLC, and the execution of this document is of his own free will and a voluntary act.

Sworn to before me


this 18<sup>th</sup> day of March, 2008



Notary Public

EVGUENI IAKOUNINE  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 011A6076368  
QUALIFIED IN KINGS COUNTY  
COMMISSION EXPIRES 6-24 2010

SCHEDULE A To Trademark Assignment

MARK	Registration No.	Registration Date
AIRFAREWATCHDOG.COM and design 	U.S. No. : 3206028	Feb. 6, 2007
AIRFAREWATCHDOG (word mark)	Common law	
AIRFAREWATCHDOG.COM	Common law	