

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AirIQ Inc.		06/30/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Fund 321 Limited Partnership
Doing Business As:	DBA Wellington Financial Fund II
Street Address:	161 Bay Street
Internal Address:	Suite 2520
City:	Toronto
State/Country:	CANADA
Postal Code:	M5J 2S1
Entity Type:	LIMITED PARTNERSHIP: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78663338	MYIQ

CORRESPONDENCE DATA

Fax Number: (202)662-6291
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202 662 5188
 Email: trademarks@cov.com
 Correspondent Name: Bingham B. Leverich, Esq.
 Address Line 1: 1201 Pennsylvania Avenue, N.W.
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	030104.00101
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DOMESTIC REPRESENTATIVE

Name: Bingham B. LEverich

CH \$40.00 78663338

Address Line 1: 1201 Pennsylvania Avenue, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Cheryl L. Fountain/Paralegal Specialist
Signature:	/cherylfountain/
Date:	06/30/2006

Total Attachments: 3
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**CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

RECITALS:

- (a) AirIQ Inc. (the “**Debtor**”), a corporation existing under the laws of Canada with an address at 1099 Kingston Road, Suite 233, Pickering, Ontario L1V 1B5, is the owner of the trademarks and patents set forth in Schedule “A” hereto, the registrations and applications for such trademarks and patents identified therein and the underlying goodwill associated with such trademarks and patents (collectively, the “**Intellectual Property**”); and
- (b) Fund 321 Limited Partnership, carrying on business as Wellington Financial Fund II (the “**Lender**”), with an address at 161 Bay Street, Suite 2520, Toronto, Ontario M5J 2S1, has entered into an agreement with the Debtor, as reflected by a security agreement dated as of June 20, 2006 (the “**Security Agreement**”) by which the Debtor granted to the Lender a security interest in certain property, including the Intellectual Property, in connection with a secured debenture in the principal amount of \$3,000,000 dated as of June 20, 2006 issued by the Debtor in favour of the Lender (as amended, restated, supplemented or otherwise modified from time to time, the “**Secured Debenture**”).

Now therefore, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the grant to the Lender of a security interest in and to the Intellectual Property.

DATED as of June 30, 2006.

[Remainder of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Confirmation as of the date first above written.

AIRIQ INC.

By:



Name: Mark W. Kohler

Title: CFO, Secretary and Treasurer

SCHEDULE A
INTELLECTUAL PROPERTY

<u>Service Mark</u>	<u>Serial Number</u>
MYIQ	78663338

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