

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
Lowestfare.com Incorporated		12/20/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Lowestfare.com LLC		
Street Address:	800 CONNECTICUT AVE.		
City:	NORWALK		
State/Country:	CONNECTICUT		
Postal Code:	06854		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	77301097	LOWESTFARE.COM	
Registration Number:	2794403	BNM.COM	
Registration Number:	2750062	BREEZENET	
Registration Number:	2685522	LOWESTFARE.COM VACATIONS	
Registration Number:	2499345	LOWESTFARE.COM	
CORRESPONDENCE DATA			
Fax Number:	(802)862-7512		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	802-744-2779		
Email:	tmip@drm.com		
Correspondent Name:	JAMIE J. FITZGERALD		
Address Line 1:	199 MAIN ST.		
Address Line 2:	DRM, P.O. BOX 190		
Address Line 4:	BURLINGTON, VERMONT 06854		
ATTORNEY DOCKET NUMBER:	11155-LOWESTFARE.COM GEN.		

CH \$140.00 77301097

NAME OF SUBMITTER:	Jamie J. Fitzgerald
Signature:	/jamie j. fitzgerald/
Date:	01/03/2008
Total Attachments: 4 source=Lowestfare.com_Inc._to_LLC_TIF_print_1#page1.tif source=Lowestfare.com_Inc._to_LLC_TIF_print_1#page2.tif source=Lowestfare.com_Inc._to_LLC_TIF_print_1#page3.tif source=Lowestfare.com_Inc._to_LLC_TIF_print_1#page4.tif	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "LOWESTFARE.COM INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LOWESTFARE.COM INCORPORATED" TO "LOWESTFARE.COM LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 6:29 O'CLOCK P.M.

3538659 8100V

071355947

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6264815

DATE: 12-26-07

TRADEMARK
REEL: 003688 FRAME: 0277

Delaware

PAGE 2

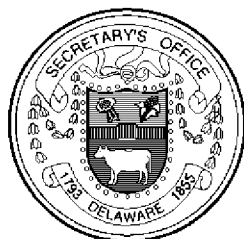
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "LOWESTFARE.COM LLC" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 6:29 O'CLOCK P.M.

3538659 8100V

071355947

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6264815

DATE: 12-26-07

TRADEMARK
REEL: 003688 FRAME: 0278

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is:

Delaware

2. The jurisdiction immediately prior to filing this Certificate is:

Delaware

3. The date the Corporation first formed is:

June 19, 2002

4. The name of the Corporation immediately prior to filing this Certificate is:

Lowestfare.com Incorporated


5. The name of the Limited Liability Company as set forth in the Certificate of Formation is:

Lowestfare.com LLC

6. The effective date of the conversion to a limited liability company is:

December 31, 2007

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 20th day of
December, A.D. 2007.

By: 
Brian MacDonald
Authorized Person

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION**

THIS CERTIFICATE OF FORMATION of Lowestfare.com LLC (the "Company") is being executed and filed by the undersigned initial organizer of the Company for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §§18-101 et seq.) and all amendments thereto (the "Act"). In furtherance of the foregoing and in accordance with §18-201 of the Act, the initial organizer of the Company does hereby certify that:

First: The name of the Limited Liability Company is:

Lowestfare.com LLC

Second: The address of its registered office in the State of Delaware is:

**2711 Centreville Road, Suite 400
Wilmington, Delaware 19805**

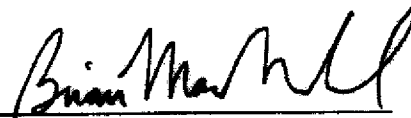
Third: The name of its registered agent at such address is:

Corporation Service Company

Fourth: The effective date of this certificate of formation is:

December 31, 2007

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 20th day of December, A.D. 2007.

By: 
Brian MacDonald
Authorized Person