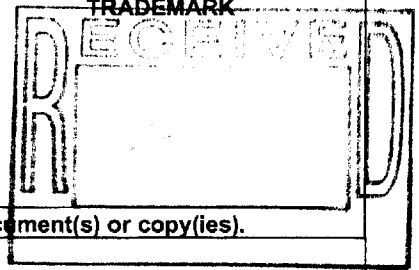


09-08-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 9-3-99

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year _____

Change of Name

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name TRASE MILLER SOLUTIONS, INC. Execution Date
Month Day Year 06 01 99

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party Mark if additional names of receiving parties attached

Name GVGITMS ACQUISITION SUB, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1420 NEW YORK AVENUE N.W.

Address (line 2) SUITE 550

Address (line 3) WASHINGTON D.C. 20005
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

09/07/1999 DNGUYEN 00000328 75376325

FOR OFFICE USE ONLY

65E

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/376325"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/376326"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

JAMES J. LEGNER

Name of Person Signing

James J. Legner
Signature

8/30/99

Date Signed

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS is made as of June 1, 1999, by Trase Miller Solutions, Inc., a Delaware corporation ("Seller"), in favor of GVG/TMS ACQUISITION SUB, INC., a Delaware corporation ("Buyer"). Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Purchase Agreement.

WHEREAS, Seller and Buyer entered into that certain Asset Purchase Agreement ("Purchase Agreement"), dated as of June 1, 1999, pursuant to which Seller has agreed to sell and Buyer has agreed to acquire all of the assets held by Seller and used in the Business; including the trademarks listed on Exhibit 1 hereto ("Trademarks").

WHEREAS, Buyer is a successor to the business of Seller, or portion thereof, to which the Trademark pertain, and such business is ongoing and existing.

NOW, THEREFORE, in consideration of the payment by Buyer of the Purchase Price and in further consideration of the mutual covenants and agreements contained in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, Seller hereby sells, assigns, transfers and conveys to Buyer and its successors and assigns, free and clear of Encumbrances, all of Seller's right, title and interest in and to the Trademarks, together with the goodwill associated therewith, and the applications and registrations therefor, listed on Exhibit 1 hereto.

Seller hereby covenants and agrees to execute such further documents and instruments and to take such additional actions as may reasonably be requested by Buyer to vest in Buyer title to any and all the assets being transferred hereby and otherwise to effectuate the intent of this Assignment of Trademarks.

This Assignment of Trademarks is in all respects subject to the provisions of the Purchase Agreement and is not intended in any way to supersede, limit or qualify any provision of the Purchase Agreement.

IN WITNESS WHEREOF, Seller has caused this Assignment of Trademarks to be executed and delivered effective as of the date first written above.

TRASE MILLER SOLUTIONS, INC.

By: 
Name: James F. Miller
Title: Chairman

5-28-99

Trase Miller Solutions, Inc.

Exhibit M
Intellectual Property

Computer Software owned by the Company:

- Trips 2000
- CRS Broker
- Tour Broker
- internet booking engine

Computer Software licensed from third parties:

- See list attached hereto.

Registered Trademark:

- Trase Miller Solutions (Reg. No. 2,014,457)

Pending Trademark Applications:

- CRS Broker (Serial No. 75/376325)
- Tour Broker (Serial No. 75/376326)

internet domain name:

- www.trase.com

Note: The following registered trademarks, which are owned by affiliates of the Company are NOT included in the assets being sold:

- Trase Miller
- Trase Miller (lcgo)
- Trase Miller Teleservices.

In addition, the unregistered trademark, Trase Miller Technologies which is owned by the Company's affiliate, Trase Miller Technologies, Inc. is NOT included in the assets being sold.