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02-25-2000

RECORDATION FORM C
TRADEMARKS



DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record this

101276378

Page of.

1. Name of conveying party(ies):
DIRECT TRAVEL, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies)
 Name: VTS TRAVEL ENTERPRISES, INC.
 Address: 860 Wyckoff Avenue
 City: Mahwah State: N.J. Zip: 07430

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 04, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,272,153
1,907,181

Additional numbers attached? Yes No

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

Name: Frederick C. Carver, Esq.
BAKER BOTTS L.L.P.
 Address: 30 Rockefeller Plaza - 44 Fl.
 City: New York State: NY Zip: 10112

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:
02-4377
 (Attach duplicate copy of this page if paying by deposit account)

02/24/2000 BNGUYEN 00000109 1072153

DO NOT USE THIS SPACE

01 FC:441 40.00 OP
02 FC:442 25.00 OP

9. Statement and signature

To the best of my knowledge and belief, the foregoing instrumentation is true and correct and any attached copy is a true copy of the original document.

Frederick C. Carver
 Name of Person Signing

Frederick C. Carver January 21, 2000
 Signature Date

Total number of pages including cover sheet, attachments and document: 3

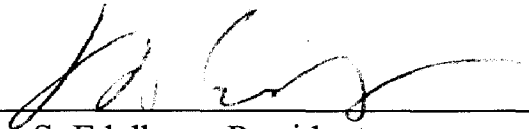
A S S I G N M E N T

WHEREAS, DIRECT TRAVEL, INC., a New York corporation, herein DIRECT TRAVEL, having a place of business at 1180 Avenue of the Americas, New York, New York, owns the entire right, title and interest in and to the trademarks DIRECT TRAVEL and DIRECT LINK and U.S. Registration No. 1,272,153, granted March 27, 1984, for DIRECT TRAVEL and U.S. Registration No. 1,907,181, granted July 25, 1995, for DIRECT LINK; and

WHEREAS, VTS TRAVEL ENTERPRISES, INC., a New York corporation, herein VTS TRAVEL, having a place of business at 860 Wyckoff Avenue, Mahwah, New Jersey 07430, has acquired all of the assets of DIRECT TRAVEL, including the said trademarks and registrations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, DIRECT TRAVEL does hereby assign unto VTS TRAVEL its entire right, title and interest in and to the said trademarks DIRECT TRAVEL and DIRECT LINK, and in and to said Registration Nos. 1,272,153 and 1,907,181, together with the goodwill of the business associated with the trademarks.

DIRECT TRAVEL, INC.

By: 
Herbert S. Edelberg, President

Dated: 11/4/99