

04-12-2001



101661837

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		Conveyance Type	
<input checked="" type="checkbox"/> New	3-20-01	<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)	Document ID # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error	Reel # _____ Frame # _____	<input type="checkbox"/> Merger	Effective Date Month Day Year 03 29 2000
<input type="checkbox"/> Corrective Document	Reel # _____ Frame # _____	<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	_____

Conveying Party Mark if additional names of conveying parties attached

Name innoVentry Corp. Execution Date
Month Day Year
03 29 2000

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 Mr. Payroll Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1600 West 7th Street

Address (line 2) _____

Address (line 3) Ft. Worth Texas 76102-2599
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

04/11/2001 LNUELLER 00000208 233189 75544433
01 FC:481 40.00 CH
02 FC:482 75.00 CH

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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 (214) 979-3027

Name

Robert J. Ward, Esq.

Address (line 1)

Worsham Forsythe Wooldridge LLP

Address (line 2)

Energy Plaza, 30th Floor

Address (line 3)

1601 Bryan Street

Address (line 4)

Dallas, TX 75201-3402

Pages

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

2

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)

75544433

1874190

75544479

1920169

Number of Properties

Enter the total number of properties involved.

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115.00

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:

23-3189

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.

Robert J. Ward

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, innoVentry Corp., a Delaware corporation, with an address of 534 4th Street, San Francisco, CA 94107-1621, has adopted, used and is using the following: (1) the mark MR. PAYROLL which is registered in the United States Patent and Trademark Office and was assigned Registration No. 1,874,190, dated January 17, 1995; (2) the mark MR. PAYROLL and Design which is registered in the United States Patent and Trademark Office and was assigned Registration No. 1,920,169, dated September 19, 1995; (3) the mark MR. PAYROLL, a pending service mark application in the United States Patent and Trademark Office, which was filed on August 28, 1998 and assigned Serial No. 75/544,433; and (4) the mark MR. PAYROLL CCM, a pending service mark application in the United States Patent and Trademark Office, which was filed on August 28, 1998 and assigned Serial No. 75/544,479;

WHEREAS, Mr. Payroll Corporation, a Delaware corporation, with an address of 1600 West 7th Street, Fort Worth, Texas 76102-2599, is desirous of acquiring said marks and the registrations and applications thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said innoVentry Corp. does hereby assign unto the said Mr. Payroll Corporation all rights, including but not limited to, common law rights, title and interest in and to the services for the

above-referenced marks, together with the good will of the business symbolized by the marks, and the above-identified registrations and applications thereof.

Executed this 29 day of MARCH, 2000.

INNOVENTRY CORP.

By: [Signature]

Typed Name: NATAN GOORE

Title: Senior Vice President

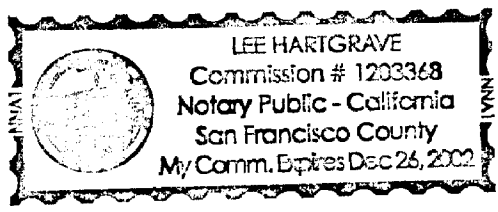
State of California §
County of SAN FRANCISCO §

On this 29 day of MARCH, 2000, before me appeared _____
NATAN GOORE, the person who signed this instrument, who acknowledged that he/she signed it as a free act, on behalf of the identified corporation with the authority to do so.

(seal)

[Signature]
Notary of the State of California

My commission expires: 12/26/02



TRADEMARK ASSIGNMENT