

05-09-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Traver Technologies, Ltd. [] Individual(s) [] Association [] General Partnership [X] Limited Partnership [] Corporation-State [] Other 4-30-01 Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: ADP, Inc. Internal Address: Street Address: 1950 Hassell Road Hoffman Estates, Illinois City: State: Zip: 60195 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware Corporation [] 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) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 11-30-00

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,167,265; 2,160,137; 2,144,340; 2,144,338; 2,135,543; 2,412,251 (formerly 75/806,499) Additional number(s) attached [] Yes [X] No

6. Total number of applications and registrations involved: 6

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christine L. Kopitzke, Esq. McCutchen, Doyle, Brown Internal Address: & Enersen, LLP Street Address: Three Embarcadero Center San Francisco, CA 94111-4067 City: State: Zip:

7. Total fee (37 CFR 3.41).....\$ 165.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: 165E 50-0664 (Attach duplicate copy of this page if paying by deposit account)

9. 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. Tina Salem Name of Person Signing Signature Date 4-26-2001

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARKS ASSIGNMENT

WHEREAS, Traver Technologies, Ltd., a Texas limited partnership, located at 2550 Gray Falls Drive, Suite 400, Houston, Texas 77077 ("Assignor"), owns all right, title, and interest in and to the trademarks and the trademark registrations (with the U.S. Patent and Trademark Office) listed on Exhibit A; and

WHEREAS, ADP, Inc., a Delaware corporation, with offices at 1950 Hassell Road, Hoffman Estates, Illinois 60195 ("Assignee"), desires to acquire the Marks and the goodwill of the business symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks. Upon Assignee's request, Assignor agrees that it will, without demanding further consideration therefor and at Assignee's cost, perform all reasonable, lawful, and just acts that may be necessary for carrying out this Assignment in full.

Signed this 30th day of November, 2000

TRAVER TECHNOLOGIES, LTD.

By: Traver Management, Inc., its general partner

By:  _____

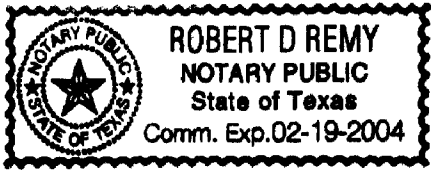
Name: John M. Traver

Title: President

STATE OF: TEXAS

COUNTY OF: HARRIS

On this 30th day of November, 2000, before me, a Notary Public in and for the above-mentioned jurisdiction, personally appeared John M. Traver, to me known and known to be the President of Traver Management, Inc. and who acknowledged to me that he or she executed the foregoing Trademarks Assignment pursuant to authority duly received.



Robert D. Remy

Notary Public

My Commission Expires: _____

Exhibit A

<u>Mark</u>	<u>Registration Number</u>
Traver Technologies	2,167,265
BDC Sales Advisor	2,160,137
BDM	2,144,340
BDC	2,144,338
BDS	2,135,543
Traver BD System	Not registered (but application (# 75/806,499)) has been filed.