

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Electronic Data Systems Corporation		03/15/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ADP, Inc.
Street Address:	1950 Hassell Road
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60195
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2479066	DMS@NET
Registration Number:	2594379	DEALERPATH
Registration Number:	2278615	IAN
Serial Number:	78335925	DEALERSPHERE

CORRESPONDENCE DATA	
Fax Number:	(650)213-0277
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	25908.030
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NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal
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CH \$115.00 2479066

Total Attachments: 3

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**TRADEMARK ASSIGNMENT**

This Assignment, effective as of March 1<sup>st</sup>, 2004, is from Electronic Data Systems Corporation (hereinafter, "Assignor"), a Delaware corporation with an address at 5400 Legacy Drive, Plano, Texas 75024, to ADP, Inc. (hereinafter, "Assignee"), a Delaware corporation with an address at 1950 Hassell Road, Hoffman Estates, Illinois 60195

**WITNESSETH**

WHEREAS, Assignor claims it has adopted, used and is using certain registered and/or pending Trademarks identified on Schedule A attached hereto and incorporated herein ("the Trademarks"); and

WHEREAS, Assignor and Assignee are among the parties to a certain Asset Purchase Agreement, dated as of March 1, 2004 (the "Agreement"), which provides for, among other things, the assignment to Assignee by Assignor of all of Assignor's right, title and interest in, to and under the registered Trademarks listed on Schedule A.

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks pursuant to the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors, assigns and legal representatives, all right, title and interest in and to the Trademarks listed on Schedule A, together with the goodwill of the business symbolized by the Trademarks, the above-identified applications for registration corresponding to the Trademarks, and all claims for damages by reason of past infringement of the Trademarks, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

This Assignment shall be governed by and construed in accordance with the laws of the State of Texas without giving effect to any of the conflict of law rules thereof.

This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

**ASSIGNOR**

**ELECTRONIC DATA SYSTEMS CORPORATION**

By: Steven L. Page  
Steven L. Page, Assistant Secretary

**ASSIGNEE**

**ADP, INC.**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**TRADEMARK ASSIGNMENT**

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**WITNESSETH**

WHEREAS, Assignor claims it has adopted, used and is using certain registered and/or pending Trademarks identified on Schedule A attached hereto and incorporated herein ("the Trademarks"); and

WHEREAS, Assignor and Assignee are among the parties to a certain Asset Purchase Agreement, dated as of March 1, 2004 (the "Agreement"), which provides for, among other things, the assignment to Assignee by Assignor of all of Assignor's right, title and interest in, to and under the registered Trademarks listed on Schedule A.

WHEREAS, Assignee desires to acquire a full right, title and interest in and to the Trademarks pursuant to the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors, assigns and legal representatives, all right, title and interest in and to the Trademarks listed on Schedule A, together with the goodwill of the business symbolized by the Trademarks, the above-identified applications for registration corresponding to the Trademarks, and all claims for damages by reason of past infringement of the Trademarks, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

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**ASSIGNOR**

**ELECTRONIC DATA SYSTEMS CORPORATION**

By: Steven L. Page, Assistant Secretary

**ASSIGNEE**

**ADP, INC.**

By: James B. Benca

Printed Name: James B. Benca

Title: President

**SCHEDULE A**

**U.S. TRADEMARKS**

MARK	REG No. S/N	REG DATE FILING DATE	GOODS/SERVICES
DMS@NET	2,479,068	08/21/01	Computer and users manuals sold as a unit therewith for use in the automotive industry, namely, software that supports dealerships business operations in the areas of sales, service, inventory management and accounting (amended).
DEALERPATH	2,594,379	07/16/02	Computer and users manuals sold as a unit therewith for use in the automotive industry, namely, software that supports dealerships business operations in the areas of sales, service, inventory management and accounting (amended).
IAN	2,278,615	09/21/99	Designing and creating home pages and sites for global computer networks for automotive retailers, dealers and manufacturers.
DEALERSPHERE	78/335,925	12/03/03	Class 35-Business management consulting services for information technology services for others. Class 42-Computer services, namely, computer hardware and software integration, computer systems and network management for others, database development services, computer programming services for others.

TRADEMARK