

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Cobalt Group, Inc.		03/09/2007	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	ADP, Inc.		
Street Address:	One ADP Boulevard		
City:	Roseland		
State/Country:	NEW JERSEY		
Postal Code:	07068		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1781897	PARTSVOICE	
CORRESPONDENCE DATA			
Fax Number:	(650)213-0260		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	patrademarks@manatt.com		
Correspondent Name:	Susan E. Hollander, Esq.		
Address Line 1:	1001 Page Mill Road, Building 2		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
ATTORNEY DOCKET NUMBER:	25908.030 PARTSVOICE		
NAME OF SUBMITTER:	Kimberley J. Thompson, Paralegal		
Signature:	/Kimberley J. Thompson/		
Date:	03/27/2007		

Total Attachments: 3

900072779

**TRADEMARK
 REEL: 003508 FRAME: 0857**

CH \$40.00 1781897

source=PARTSVOICE assign#page1.tif
source=PARTSVOICE assign#page2.tif
source=PARTSVOICE assign#page3.tif

TRADEMARKS ASSIGNMENT

WHEREAS, The Cobalt Group, Inc., a Washington corporation, having a principal place of business at 2200 First Avenue South, Suite 400, Seattle, Washington ("Assignor"), owns all right, title, and interest in and to the trademarks and the trademark registrations listed on Exhibit A (the "Marks"); and

WHEREAS, ADP, Inc., a Delaware corporation, with offices at One ADP Boulevard, Roseland New Jersey ("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 9th day of March, 2007

The Cobalt Group, Inc.

By: 

James Beach

Its: Executive Vice President and
Chief Financial Officer

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 9 day of March 2007, before me, a Notary Public in and for the above-mentioned jurisdiction, personally appeared James Beach, to me known and known to be the Executive Vice President and Chief Financial Officer of The Cobalt Group, Inc. and who acknowledged to me that he or she executed the foregoing Trademarks Assignment pursuant to authority duly received.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Signature: 

Name: (Print) Christopher M. Piper

NOTARY PUBLIC in and for the State of
Washington, residing at County King
My appointment expires: June 1, 2008



Exhibit A

Registered Marks:

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>
PartsVoice	74272860	1781897

Unregistered Marks:

1. CASH Discovery Program
2. Critical Parts Program