

Office of the Secretary
February 20, 1998

Kevin J. Arquit, Esquire
Nancy A. Brown, Esquire
Rogers & Wells
200 Park Avenue
New York, N.Y. 10166
Re: Automatic Data Processing ("ADP")
Docket No. D-9282

Dear Mr. Arquit and Ms. Brown:

This letter responds to the Application Pursuant to Section 2.41(f) for Prior Approval of Divestiture ("Application") that you filed on November 21, 1997, seeking prior approval by the Federal Trade Commission to divest to Cooperative Computing, Inc. ("CCI") the AutoInfo Assets required to be divested in the above-referenced matter.

The Commission has determined to approve the divestiture to CCI of the AutoInfo Assets pursuant to the Asset Purchase Agreement and all ancillary agreements submitted to supplement and complete the Application. In according its approval, the Commission has relied upon the information submitted and representations made by ADP and CCI in connection with the Application and ancillary agreements, and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Azcuenaga not participating..

Donald S. Clark
Secretary