

07-08-1998



100757309

RECORDATION FORM FOR TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office

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

<p>1. Name and address of conveying party(ies):</p> <p>Name: BANKAMERICA Corporation Address: 555 California Street San Francisco, California 94104</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>MRD 6-26-98</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Automatic Data Processing, Inc. Address: One ADP Boulevard Roseland, New Jersey 07068</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Nature of Conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
	<input checked="" type="checkbox"/> Other: <u>Correction of Recordation of Assignment</u> <u>Document originally recorded on 10/06/1997, Reel/Frame 1640/0287, Box 4B, Corrected "Reg. No. 1,722,878"</u>

Execution Date: August 19, 1992

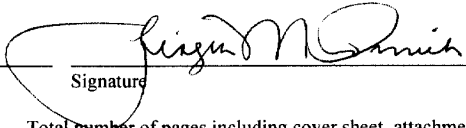
<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s):</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s):</p> <p>Reg. No. 1,722,878 SIMPLY PERSONNEL</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Ginger L. McCormick</u> <u>McCutchen, Doyle, Brown & Enersen LLP</u> Address: <u>Three Embarcadero Center, 24th Floor</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): <u>\$40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 13-0257.</p> <p>8. Deposit Account Number: <u>13-0257</u></p>
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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.

Ginger L. McCormick  25 June 1998
Name Signature Date

Total number of pages including cover sheet, attachments and document: 10

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

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TRADEMARKS ONLY

U.S. Department of Commerce

Patent and Trademark Office

MAR 10-6-97

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

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>BANKAMERICA Corporation</u></p> <p>Address: <u>555 California Street</u> <u>San Francisco, California 94104</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Automatic Data Processing, Inc.</u></p> <p>Address: <u>One ADP Boulevard</u> <u>Roseland, New Jersey 07068</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: August 19, 1992

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s): _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s): SEE ATTACHED</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Suzanne A. Williams</u></p> <p>Address: <u>McCutchen, Doyle, Brown & Enersen</u> <u>Three Embarcadero Center</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 C.F.R. § 3.41)(\$40.00 per assignment): <u>\$215.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 13-0257.</p> <p>8. Deposit Account Number: <u>13-0257</u></p>
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DO NOT USE THIS SPACE

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.

Suzanne A. Williams _____ [Signature] _____ 10/1/97 _____
Name Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to: JSHABAZZ 00000016 1190219

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

10/09/1997
01 FC:481
02 FC:482

40.00 CP
175.00 CP

TRADEMARK

REEL: 1743 FRAME: 0362

10/01/97 01:18 PM

AC972690.074/16900-900

REGISTERED SERVICE MARKS AND TRADEMARKS
U.S. PATENT AND TRADEMARK OFFICE

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
MANAGISTICS	96,621	October 22, 1971
PAYROLL PLUS	1,190,219	February 16, 1982
CALL PAY	1,190,935	February 23, 1982
PAYNET	1,218,605	November 30, 1982
PERSONNEL PLUS	1,573,779	December 26, 1989
PAYNET PLUS	1,582,902	February 13, 1990
< SIMPLY PERSONNEL	1,772,878 1,722,878	October 6, 1992 >
QED	22,228	February 27, 1985

**ASSIGNMENT OF SERVICE MARKS AND TRADEMARKS,
AND REGISTRATIONS AND APPLICATIONS THEREFOR**

WHEREAS, BANKAMERICA CORPORATION, a Delaware Corporation headquartered at Bank of America Center, 555 California Street, San Francisco, California 94104 (hereinafter called "Assignor") is the owner of the service marks and trademarks, and of the Registrations and applications therefor issued by, or pending before, the United States Patent and Trademark Office, and by the California Secretary of State, as identified below; and

WHEREAS, ADP, Inc., a Delaware Corporation headquartered at 1 ADP Boulevard, Roseland, New Jersey 07068 (hereinafter called "Assignee") wishes to acquire all right, title and interest in and to said service marks and trademarks, and in and to said Registrations and applications therefor, and in and to all common law rights Assignor may have in any of said service marks and trademarks, whether registered or unregistered, together with the good will of the business symbolized by said marks and associated therewith;

NOW, THEREFORE, for good and valuable consideration received and to be received by Assignor from Assignee, receipt of which is hereby acknowledged:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee; all right, title and interest (1) in and to the below identified service marks and trademarks, and (2) in and to the below identified Registrations for said marks issued

by the United States Patent and Trademark Office and by the California Secretary of State's Office, and (3) in and to all common law rights Assignor may have in all said marks below identified, whether registered or unregistered; together with the good will of the business symbolized by each and all of said marks and associated therewith, as follows:

REGISTERED SERVICE MARKS AND TRADEMARKS
U. S. PATENT AND TRADEMARK OFFICE

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
MANAGISTICS	996,621	October 22, 1971
THRIFTY-PAY	1,037,642	April 6, 1976
A/R PLUS	1,050,238	October 12, 1976
PAYROLL PLUS	1,190,219	February 16, 1982
CALL PAY	1,190,935	February 23, 1982
PAYNET	1,218,605	November 30, 1982
"M Design Logo"	1,247,866	August 9, 1983
TIMEMASTER	1,277,346	May 8, 1984
PERSONNEL PLUS	1,573,779	December 26, 1989
PAYNET PLUS	1,582,902	February 13, 1990
TPF	1,651,659	July 23, 1991
WHERE QUALITY PAYS	1,634,979	February 12, 1991

REGISTERED SERVICE MARKS AND TRADEMARKS
CALIFORNIA SECRETARY OF STATE'S OFFICE

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
CALL PAY	11,101	February 4, 1981
QED	22,228	February 27, 1985
PERSONNEL PLUS	35,144	August 31, 1989
PAYNET PLUS	35,375	October 10, 1989
WHERE QUALITY PAYS	36,208	February 1, 1990
TAX, PAY AND FILE	37,852	December 12, 1990
TPF	39,364	October 4, 1991

UN-REGISTERED SERVICE MARKS AND TRADEMARKS
APPLICATIONS PENDING - U. S. PATENT AND TRADEMARK OFFICE

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
SIMPLY PERSONNEL	135,762	February 4, 1991

UN-REGISTERED SERVICE MARKS AND TRADEMARKS

Mark

PAYDAY

PAYDAY I

PAYDAY II

PAYROLL REPORTER

PAYROLL/PERSONNEL ADVISOR

PAYNET PLUS CHECKWRITER

PAY-LINK

BANKAMERICA CORPORATION

By Brian A. Benner
(Name)

Its Senior Vice President
(Title)

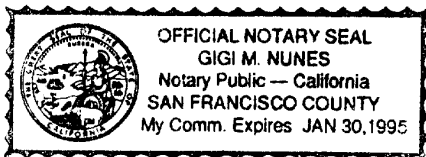
San Francisco, California

August 19, 1992

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 19th day of August 1992, before me,
Gigi M. Nunes, a Notary Public in and for the State
of California, duly commissioned and sworn, personally appeared
Barbara A. Brenner, known to me to be the Senior Vice
President of BANKAMERICA CORPORATION, identified in
the Assignment to which this Certificate is attached, and also
known to me to be the person who executed said Assignment on
behalf of BANKAMERICA CORPORATION, and who acknowledged to me
that BANKAMERICA CORPORATION executed said Assignment through
him/her.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official Seal in the City and County of San
Francisco, State of California, on the day and year set out
above.



(SEAL)

Gigi M. Nunes
Notary Public