

FORM PTO-1594
(Rev. 6-93)
OMB No 0651-0011 (exp. 4/94)
M&G 938: 111US01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
New Ceridian Corporation

Individuals
 General Partnership
 Corporation-State of Delaware
 Other: _____

Association
 Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Ceridian Corporation
3311 East Old Shakopee Road
Minneapolis, Minnesota 55425-1640

Individual(s) citizenship
 General Partnership
 Corporation-State of Delaware
 Other: _____

Association
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other: _____

Merger
 Change of Name

Execution Date: March 30, 2001

Individual(s) citizenship
 General Partnership
 Corporation-State of Delaware
 Other: _____

Association
 Limited Partnership

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s) B. Trademark Reg. No.(s)/Mark(s)

see attached see attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. Beard
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 32

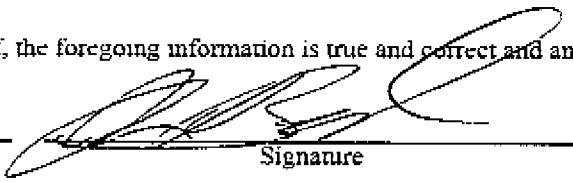
7. Total fee (37 CFR 3.41): \$815.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

John L. Beard
Name of Person Signing

 Signature

4/23/01 Date

Total number of pages including cover sheet, attachments, and document: 5

Do not detach this portion

All documents to be recorded with required cover sheet information to

Commissioner for Patents and Trademarks
By Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

Mark	Appl. No.	Appl. Date	Reg. No.	Reg. Date
CERIDIAN	74/275891	15-May-92	1,868,786	20-Dec-94
CERIDIAN ONLINE	76/094808	21-Jul-00		
CERIDIAN POWER RESOURCE	75/841307	05-Nov-99		
CERIDIAN RESOURCE HIRE	75/777935	17-Aug-99		
CERIDIAN RESOURCE SCREEN	75/841715	05-Nov-99		
CERIDIAN SOURCE TAX	75/841853	05-Nov-99		
CERIDIAN SOURCE TAX NAVIGATOR	75/841716	05-Nov-99		
EAR	74/133377	25-Jan-91	1,674,472	04-Feb-92
EAR	73/179016	20-Jul-78	1,128,442	25-Dec-79
ELDER CONNECTIONS	73/713670	26-Feb-88	1,506,928	04-Oct-88
EMPLOYEE ADVISORY RESOURCE	73/178939	20-Jul-78	1,140,557	14-Oct-80
EXIT INTERVIEW	75/660543	15-Mar-99		
INTEGRATING SERVICE WITH TECH	75/337492	07-Aug-97	2,184,046	25-Aug-98
LIFE WORKS	74/459640	18-Nov-93	1,900,828	20-Jun-95
LIFEWORCS ONESOURCE	76/038863	02-May-00		
LMPLUS	74/154735	08-Apr-91	1,674,119	04-Feb-92
ORCHESTRATOR	73/669053	29-Jun-87	1,488,246	17-May-88
PAYAMERICA	73/839907	14-Nov-89	1,605,895	10-Jul-90
POWER OF CONNECTIONS	75/938907	08-Mar-00		
POWER PAY	74/299896	29-Jul-92	1,897,986	06-Jun-95
POWERPAY	75/938952	08-Mar-00		
REPertoire	74/083863	01-Aug-90	1,841,670	28-Jun-94
SIGNATURE	74/085601	06-Aug-90	1,676,974	25-Feb-92
SOURCE TAX	75/938953	08-Mar-00		
SOURCE TAX ONLINE	75/938155	08-Mar-00		
SOURCELINK	75/855617	22-Nov-99		
STS (Stylized)	74/670936	08-May-95	1,972,796	07-May-96
STS (Stylized)	73/315743	22-Jun-81	1,198,240	15-Jun-82
TAXSEND	74/013820	26-Dec-89	1,613,667	18-Sep-90
TAXTEL	74/014712	26-Dec-89	1,652,553	30-Jul-91
TIMEANYWARE	75/711412	21-May-99		
WORKING TOGETHER	75/660540	15-Mar-99		

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CERIDIAN CORPORATION II", A DELAWARE CORPORATION,

WITH AND INTO "NEW CERIDIAN CORPORATION" UNDER THE NAME OF "CERIDIAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1054972

DATE: 03-30-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 03/30/2001
010156561 - 3271631

**CERTIFICATE OF OWNERSHIP
AND MERGER OF**

CERIDIAN CORPORATION II
(a Delaware corporation)

INTO

NEW CERIDIAN CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law, New Ceridian Corporation, a Delaware corporation ("New Ceridian"), the holder of 100% of the outstanding common stock, par value \$.01 per share, of Ceridian Corporation II, a Delaware corporation ("Ceridian II"), and Ceridian II hereby adopt this Certificate of Ownership and Merger for the purpose of merging Ceridian II with and into New Ceridian (the "Merger") and do hereby certify that:

FIRST: New Ceridian is the owner of all of the outstanding shares of common stock of Ceridian II, which has only one class of capital stock outstanding.

SECOND: A copy of the resolutions of New Ceridian's Board of Directors authorizing the Merger, adopted as of February 14, 2001, is attached as Attachment A and incorporated by reference into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by New Ceridian in accordance with the laws of the State of Delaware.

THIRD: A copy of the resolutions of the Board of Directors of Ceridian II authorizing the merger, adopted February 14, 2001, is attached as Attachment B and incorporated into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by Ceridian II in accordance with the laws of the State of Delaware.

FOURTH: New Ceridian Corporation, a Delaware corporation, will be the surviving corporation.

FIFTH: The Merger will become effective at 7:05 a.m., CST, on March 30, 2001.

SIXTH: As of the effective time of the Merger, Article I of the Amended and Restated Certificate of Incorporation of New Ceridian is hereby amended to change New Ceridian's corporate name to "Ceridian Corporation."

IN WITNESS WHEREOF, the undersigned signatures shall constitute the affirmation or acknowledgment of the signatory, under penalties of perjury, that the instrument is the signatory's act and deed and that the facts stated herein are true.


Dated: March 30, 2001

NEW CERIDIAN CORPORATION,
a Delaware corporation

By: 
Gary M. Nelson
Its: Vice President, General Counsel and Secretary

Dated: March 30, 2001

CERIDIAN CORPORATION II,
a Delaware corporation

By: 
William E. McDonald
Its: Vice President and Secretary

TC3: 097834 v05 03/21/2001