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EET U.S. DEPARTMENT OF COMMERCE
Y U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Paycom Resources, INC

- Individual(s)
- General Partnership
- Corporation-State NEBRASKA
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other SALE OF ASSETS
- Merger
- Change of Name

Execution Date: MARCH 1, 1999

2. Name and address of receiving party(ies)

Name: PayFlex Systems USA, INC

Internal

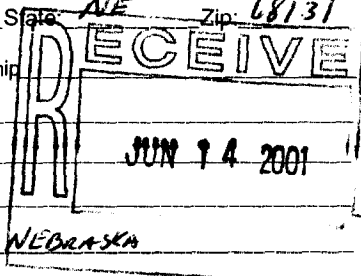
Address: PO

Street Address: 100 BLACKSTONE CENTRE

City: OMAHA State: NE Zip: 68131

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEBRASKA
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No NA
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,179,402

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: MARK DENNIS HUSON

Internal Address: PayFlex Systems USA, INC
100 BLACKSTONE CENTRE

Street Address: 100 BLACKSTONE CENTRE

City: OMAHA State: NE Zip: 68131

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

MARK DENNIS HUSON
Name of Person Signing

Signature

6/6/01
Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK
REEL: 002315 FRAME: 0805

Notice of Transfer of Trademark

Pursuant to the terms of the Asset Purchase Agreement, dated March 1, 1999, Payroll Resources, Inc. transfers all its right, title and interest in the name Payroll Resources and Payroll Resources, Inc. and any variation thereof, to PayFlex Systems USA, Inc. This transfer includes Trademark number 1,879,402 as registered with the United States Patent and Trademark Office.

Dated this 1st day of March, 1999



Robert Baker, Sole Shareholder