

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Trademark Recordation Cover Sheet

TO: The Commissioner of Patents and Trademarks
Washington, D.C. 20231
ATTN: Assignment Branch

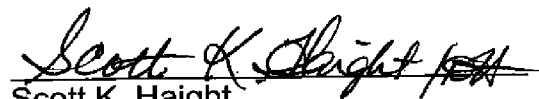
Please find enclosed for recording an Assignment Agreement (the "Assignment") identified as follows:

1. **Conveying Party:** ("Assignor") OMR Systems Corporation, a New Jersey corporation and wholly owned subsidiary of ADP, Inc.
2. **Receiving Party:** ("Assignee") First Tennessee National Corporation, a Tennessee corporation having an address of 165 Madison Ave., Suite 2000 Madison Avenue, Memphis, Tennessee 38103.
3. The Assignment should be recorded against the following trademark registration:

<u>MARK</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
FTN	2,388,036	September 19, 2000

5. Correspondence concerning this request should be sent to: Scott K. Haight, Esq., Butler, Snow, O'Mara, Stevens & Cannada, PLLC, P.O. Box 171443, Memphis, Tennessee 38187.
6. This request concerns one (1) registration is submitted herewith. The Commissioner is hereby authorized to charge the filing fee of \$40.00 and any additional payment, or credit any refund that may be due to Deposit Account No. 50-0858.
7. The Assignee is domiciled in the United States.
8. The enclosed Assignment is dated May 16, 2002.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document.

Respectfully submitted,


 Scott K. Haight
 Attorney for Assignee

Date: July 9, 2002

ASSIGNMENT OF U. S. REGISTERED TRADEMARK

WHEREAS, OMR Systems Corporation, a New Jersey corporation and a wholly-owned subsidiary of ADP, Inc., with its principal place of business at 101 Business Park Drive, Suite 220, Skillman, New Jersey 08558 ("Assignor"), has adopted, used, is using and is the owner of the following trademark registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
FTN	2,388,036	September 19, 2000

WHEREAS, First Tennessee National Corporation, with its principal place of business at 165 Madison Avenue, Memphis, Tennessee 38104 (Assignee"), is desirous of acquiring said trademark in the United States and its related U. S. registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said trademark in the United States and its related U. S. registration, together with the goodwill of its business symbolized by said trademark and the right to recover damages for past acts of infringement of said trademark. Assignor and Assignee hereby consent to and request recordation of this Assignment and further authorize and request that all official documents and communications relating to said Marks issue and deliver to Assignee, its attorneys, agents, successors or assigns.

OPR/ASSIGNMENTS 7/9/02 1:07 PAGE 4/5 RightFAX

07/09/02 10:11 FAX 9016807201

BUTLER, SNOW ATTY'S

002

PAGE 87

06/19/2002 16:12 9253593212

Assignor further agrees that it shall, upon request by Assignee, take such actions and execute such further documents or instruments as may be reasonably necessary or desirable to effectuate or record this Assignment.

Dated: May 16, 2002

OMR SYSTEMS CORPORATION
a New Jersey Corporation and
a wholly-owned subsidiary of ADP, Inc.

By: [Signature]
Name: J. Clarke Gray
Title: Senior Vice President

STATE OF New Jersey
COUNTY OF Monmouth

MR
Systems

On this 16 day of May, 2002, before me a Notary Public, personally appeared J. Clarke Gray known personally to me to be the General Manager of First Tennessee National Corporation and that he/she, as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself/herself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires: PATRICIA SACCO
NOTARY PUBLIC OF NEW JERSEY
ID # 2174350
My Commission Expires Feb. 15, 2006

OPR/ASSIGNMENTS

7/9/02 1:07 PAGE 5/5 RightFAX

07/09/02 10:12 FAX 9016807201

BUTLER, SNOW ATTY'S

003
PAGE 88

06/19/2002 16:12 9253593212

FINAL CERTIFICATION

In accordance with Section 3 of the Agreement between First Tennessee National Corporation ("FTN") and OMR Systems Corporation, a wholly-owned subsidiary of ADP, Inc. (collectively, "ADP"), dated April 22, 2002 ("Agreement"), ADP certifies that, on or before the date below, it has complied with its obligations under Section 2 of the Agreement, namely, that it has ceased using the trademark FTN, or any confusingly similar mark, in the United States or over the Internet, except where such Internet use is provided for in the Agreement.

Dated: 5/29/2002

OMR SYSTEMS CORPORATION
A New Jersey Corporation and
a wholly-owned subsidiary of ADP, Inc.

By: J. Clarke Gray
J. Clarke Gray
Senior Vice President and General Manager

STATE OF NEW JERSEY
COUNTY OF MONMOUTH

On this 29 day of May, 2002, before me a Notary Public, personally appeared J. Clarke Gray known personally to me to be the Senior Vice President and General Manager of OMR Systems Corporation and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Patricia Sacco
Notary Public

My commission expires: _____

PATRICIA SACCO
NOTARY PUBLIC OF NEW JERSEY
ID # 2174350
My Commission Expires Feb. 16, 2005