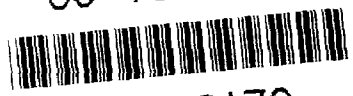


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

Tab settings

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

1. Name of conveying party(ies):
 ADP, Inc. 6.13.02

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

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

2. Name and address of receiving party(ies)
 Name: Automatic Data Processing, Inc.
 Internal
 Address: _____

Street Address: One ADP Boulevard
 City: Roseland State: NJ Zip: 07068

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 9, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,938,158

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,938,158

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Christine L. Kopitzke, Esq.
 Internal Address: _____

McCutchen, Doyle, Brown & Enersen, LLP
 Street Address: Three Embarcadero Center
Suite 1800

San Francisco CA Zip: 94111
 City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 1

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

Enclosed Submitted with No. 101991513
 Authorized to be charged to deposit account

8. Deposit account number:
50-1193

(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.

Tina Salem [Signature] 05/01/02
 Name of Person Signing Signature Date

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

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

TRADEMARK ASSIGNMENT

WHEREAS, ADP, Inc., a Delaware corporation, with offices at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignor") is using and owns all right, title, and interest in and to the trademark LOANKEY, Registration No. 1,938,158 in the United States Patent and Trademark Office, dated November 28, 1995 ("the Mark"); and

WHEREAS, Automatic Data Processing, Inc., a Delaware corporation, with offices at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignee"), desires to acquire the Mark and the goodwill of the business symbolized by the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Mark, including all common law rights, in the United States and in all other countries and jurisdictions of the world, together with the registration of the Mark set forth above and the goodwill of the business symbolized by the Mark. Upon Assignee's request, Assignor agrees that it will, without demanding further consideration therefor and at Assignee's cost, perform all reasonable, lawful, and just acts that may be necessary for carrying out this Assignment in full.

Signed this 9th day of November, 2001

ADP, INC.

By: Raymond J. Suberlak
Name: Raymond J. Suberlak
Title: Assistant General Counsel

State of California

County of Santa Clara

On 9th of November, 2001, before me, Sharon L. Hemmer, personally appeared Raymond J. Suberlak, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sharon L. Hemmer

Notary Public
12-23-01
My Commission Expires

