

RECORDATION FORM COVER SHEET
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: <u>Total Pay Management, Inc.</u> Address: <u>1600 Draper Street</u> <u>Kingsburg, CA 93631-0067</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>California</u> 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> Address: <u>One ADP Boulevard</u> <u>Roseland, New Jersey 07068-1728</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> 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: _____

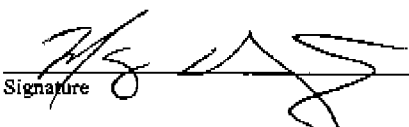
Execution Date: July 12, 2002

<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><u>2,227,292</u></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>Mary Dougherty, Trademark Administrator</u></p> <p>Address: <u>Bingham McCutchen, LLP</u> <u>Three Embarcadero Center, Suite 1800</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 501193.</p> <p>8. Deposit Account Number: <u>50-1193</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.

Mary Dougherty
Name  Signature 11-11-02 Date

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

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

Exhibit A
Trademark Assignment

WHEREAS, Total Pay Management, Inc., a California corporation having a principal place of business at 1600 Draper Street, Kingsburg, California 93631-0067, is the owner of the following trademark registrations:

Jurisdiction	Trademark	Registration Number	Registration Date
United States	TOTAL PAY	2,227,292	March 2, 1999
State of California	TOTAL PAY	47,920	May 19, 1997

WHEREAS, Automatic Data Processing, Inc., a Delaware corporation having a principal place of business at One ADP Boulevard, Roseland, New Jersey 07068-1728, is desirous of acquiring any and all rights that Total Pay Management, Inc. may have in said trademarks and registrations;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Total Pay Management, Inc. does hereby assign to Automatic Data Processing, Inc. all right, title, and interest, including common law rights, in the United States of America, including without limitation the State of California, and all other countries of the world, in and to the trademarks listed above, together with the goodwill of the business symbolized by said trademarks and the registrations listed above. Total Pay Management, Inc. represents and warrants that it owns the trademarks herein assigned, free and clear of any lien or encumbrance, and that there is no present license or grant of such trademarks to any third party.

Signed at Kingsburg this 12th day of July, 2002

TOTAL PAY MANAGEMENT, INC.
By [Signature]
Chet Reilly
President

State of CALIF) ss.
County of FRESNO)

On this 12th day of July, 2002, before me, SANDRA L. DAVIS, a Notary Public, personally appeared CHET REILLY, 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.
[Signature]
Notary Public

