

09-20-2002



CORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

102228045

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

1. Name of conveying party(ies):
Total Pay Management, Inc.

09-18-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **California**
 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: _____
 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: **July 12, 2002**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,227,292 TOTAL PAY

Additional number(s) attached Yes No

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

BINGHAM MCCUTCHEN LLP
Three Embarcadero Center
 Street Address: **Suite 1800**
San Francisco, CA 94111-4067
 City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved:

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

CHRISTINE L. KOPITZKE *Christine L. Kopitzke* **September 10, 2002**
 Name of Person Signing Signature Date

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

09/20/2002 DBYRNE 00000018 2227292
01 FC:481 40.00 DP

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

OFFICE OF PATENT RECORDS
 7072 SGT 18 AM 8:06
 FINANCE SECTION

JUL. 12. 2002 1:10PM

BINGHAM MCCUTCHEN - SF

NO. 6420 P. 15

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:

Table with 4 columns: Jurisdiction, Trademark, Registration Number, Registration Date. Rows include United States and State of California for TOTAL PAY trademarks.

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.

Signed at Kingsburg, this 12th day of July, 2002

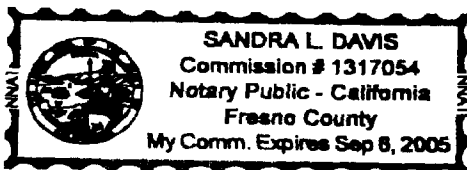
TOTAL PAY MANAGEMENT, INC.

By 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.



Sandra L. Davis
Notary Public

JUL. 12. 2002 1:10PM

BINGHAM MCCUTCHEN - SF

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<u>Jurisdiction</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
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

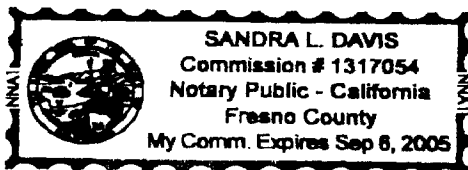
TOTAL PAY MANAGEMENT, INC.

By [Signature]
Chet Reilly
President

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County of FRESNO)

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WITNESS my hand and official seal.



[Signature]
Notary Public