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U.S. Department of Commerce  
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, please include the attached original documents or copy thereof:

ORIGINAL DATE  
12/13/02

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>ADP TotalSource Group, Inc.</u>  Address: <u>10200 Sunset Drive</u>  <u>Miami, Florida 33173</u>  Individual <input type="checkbox"/> Association <input type="checkbox"/></p> <p><input checked="" type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation, State of <u>Florida</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>ADP, Inc.</u>  Address: <u>One ADP Boulevard</u>  <u>Roseland, New Jersey 07068</u>  Individual(s) citizenship: _____</p> <p><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: December 6, 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 checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s): <u>2,015,058</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>A. Patricia Picou Green, Trademark Paralegal</u>  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 50-0664.</p> <p>8. Deposit Account Number: <u>502519</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.

A. Patricia Picou Green *A. Patricia Picou Green* January 16, 2003  
Name Signature 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

ASSIGNMENT OF SERVICE MARK

WHEREAS, ADP TotalSource Group, Inc., a Florida corporation, with offices at 10200 Sunset Drive, Miami, Florida 33173 ("Assignor") is using and owns all right, title, and interest in and to the following service mark registration in the United States Patent and Trademark Office:

Mark	Registration No.
VINCAM	2,015,058

WHEREAS, ADP, Inc., a Delaware corporation, with offices at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignee"), desires to acquire the mark listed above (the "Mark") and the goodwill of the business symbolized by this 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 for the Mark set forth above and the goodwill of Assignor's 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 6 day of DECEMBER, 2002

ADP TOTALSOURCE GROUP, INC.

By: [Signature]  
Name: William Cato  
Title: Assistant Secretary

State of Florida  
County of Miami Dade

On December 6, 2002 before me, Lina Trennert, personally appeared William Cato personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

[Signature]  
Notary Public

My Commission Expires



Lina Trennert  
Commission # CC 988619  
Expires Jan. 28, 2003  
Bonded \$2000  
Atlantic Bonding Co., Inc.

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