

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Automatic Data Processing, Inc.		11/20/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	ADP, Inc.
Street Address:	One ADP Boulevard
City:	Roseland
State/Country:	NEW JERSEY
Postal Code:	07068
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1420433	HBA HEALTH BENEFITS AMERICA
Registration Number:	2023580	HEALTH BENEFITS AMERICA

CORRESPONDENCE DATA	
Fax Number:	(415)393-2286
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415.393.2000
Email:	barbara.friedman@bingham.com
Correspondent Name:	Bingham McCutchen LLP
Address Line 1:	Three Embarcadero Center
Address Line 2:	Suite 1800
Address Line 4:	San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	16900-900
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NAME OF SUBMITTER:	Barbara Friedman
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Total Attachments: 2
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### ASSIGNMENT OF TRADEMARK

WHEREAS, Automatic Data Processing, Inc. a Delaware corporation with a business address at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignor") has used the trademarks registered in the United States Patent and Trademark Office as set forth below ("Said Marks"):

<u>Mark</u>	<u>Registration Number</u>
HBA HEALTH BENEFITS AMERICA & Design	Registration No. 1,420,433
HEALTH BENEFITS AMERICA	Registration No. 2,023,580

WHEREAS, ADP, Inc., a Delaware corporation with a business address at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the Said Marks and the registrations therefore, together with the goodwill of the business in connection with which the Said Marks are used and which is symbolized by the Said Marks, along with the right to recover for damages and profits for past infringements thereof;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged Assignor does hereby assign unto Assignee all right, title, and interest in and to the Said Marks and the registrations therefore for the United States and throughout the world together with the goodwill of the business in connection with which the Said Marks are used and which is symbolized by the Said Marks, along with the right to recover for damages and profits for past infringements thereof;

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Said Marks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the assignee, to the extent such evidence is in the possession or control of Assignor

IN WITNESS WHEREOF, this Trademark Assignment has been executed and delivered as of the date first written above.

November 20, 2003

AUTOMATIC DATA PROCESSING, INC.



Name: James B. Benson  
Title: Vice President