

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ADP Financial Information Services, Inc.		09/01/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ADP, Inc.		
<b>Street Address:</b>	One ADP Boulevard		
<b>City:</b>	Roseland		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07068		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2838470	FOCUS ON YOUR FUTURE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(650)213-0277		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(650)812-1300		
<b>Email:</b>	patrademarks@manatt.com		
<b>Correspondent Name:</b>	Manatt, Phelps & Phillips, LLP		
<b>Address Line 1:</b>	1001 Page Mill Road, Building 2		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94304		
<b>ATTORNEY DOCKET NUMBER:</b>	25908.030		
<b>NAME OF SUBMITTER:</b>	Charlotte C. Carberry, Paralegal		
<b>Total Attachments: 2</b>			
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## TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is made on this 1st day of September, 2004 ("Effective Date"), by and between ADP Financial Information Services, Inc., a Delaware corporation with a principal place of business located at 2 Journal Square, Plaza, Jersey City, NJ 07306 ("Assignor"); and ADP, Inc., a Delaware corporation with a principal place of business located at One ADP Boulevard, Roseland, NJ 07068 ("Assignee").

WHEREAS, Assignor owns and is using the following trademark ("Trademark"), and is the owner of their corresponding United States trademark registration ("the Registration"):

Trademark	U.S. Reg. No.	Reg. Date
FOCUS ON YOUR FUTURE	2,838,470	May 4, 2004

AND WHEREAS Assignor desires to assign the Trademark and the Registration to Assignee, and Assignee desires to accept the assignment of the Trademark and Registration;

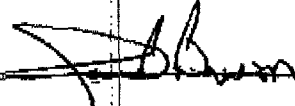
NOW, THEREFORE, Assignor and Assignee agree to the following terms and conditions.

1. **Assignment.** Assignor hereby assigns to Assignee, effective as of the date of this Assignment, all its right, title and interest in and to the Trademark and in and to the Registration, and all the business goodwill inherent in the Trademark and in the Registration.
2. **Warranties.** Assignor warrants and represents that it has complete ownership rights in the Trademark and in the Registration and full authority to make this Assignment.
3. **Counterparts.** This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall be taken together and deemed to be one instrument.
4. **Entire Assignment.** This Assignment sets forth the entire understanding and agreement of the parties and supersedes any and all oral or written agreements or understandings between the parties as to the subject matter of this Assignment. This Assignment may be changed only by a writing signed by both parties. Neither party is relying upon any warranties, representations, assurances, or inducements not expressly set forth herein.

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Assignment to be duly executed and delivered as of the date first written above.

ASSIGNOR:

ADP FINANCIAL INFORMATION SERVICES, INC.

By: 

Name: James B. Benson

Title: President and Secretary

Date: September 1, 2004

ASSIGNEE:

ADP, INC.

By: 

Name: James B. Benson

Title: President and Secretary

Date: September 1, 2004

TRADEMARK