

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Asset Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Payroll Online Corporation		03/09/2005	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	KeyBank National Association		
Street Address:	127 Public Square		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2048448	PAYROLL ONLINE	
Registration Number:	2445308	EMPLOYER SERVICES NETWORK	
Registration Number:	2465023	ESN EMPLOYER SERVICES NETWORK	
CORRESPONDENCE DATA			
Fax Number:	(216)566-5800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	marla.samko@thompsonhine.com		
Correspondent Name:	Marla K. Samko		
Address Line 1:	127 Public Square		
Address Line 2:	3900 Key Center		
Address Line 4:	Cleveland, OHIO 44114-1291		
NAME OF SUBMITTER:	Marla K. Samko		
Signature:	/Marla K. Samko/		
Date:	03/10/2005		

OP \$90.00 2048448

Total Attachments: 2

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TRADEMARK ASSIGNMENT

KEYBANK NATIONAL ASSOCIATION, a national banking association (“Assignee”), and PAYROLL ONLINE CORPORATION, a Washington corporation (“Assignor”), have entered into an Asset Purchase Agreement, dated February 10, 2005, pursuant to which Assignee is acquiring assets of Assignor, including the following federally registered and common law trademarks (collectively the “Marks”):

Federally Registered Trademarks:

<u>U.S. Reg. No.</u>	<u>Trademark</u>
2,048,448	PAYROLL ONLINE
2,445,308	EMPLOYER SERVICES NETWORK
2,465,023	ESN EMPLOYER SERVICES NETWORK

Common Law Trademarks:

TELEPAY
FAXPAY
E-PAY INTERNET SERVICE
ESN EXTRANET

In exchange for the consideration set forth in the Asset Purchase Agreement, Assignor hereby assigns to Assignee, and Assignee hereby accepts, all right, title, and interest in and to the Marks, including the associated Federal Registrations, as well as all common law rights associated with the Marks, together with the goodwill of the business associated with the use of and symbolized by the Marks.

PAYROLL ONLINE CORPORATION
(Assignor)

KEYBANK NATIONAL ASSOCIATION
(Assignee)

By: _____
Date

Typed Name: Robert McCambridge
Title: Chief Executive Officer

By:  3-9-05
Date

Typed Name: Matthew M. Nickels
Title: Authorized Official

TRADEMARK ASSIGNMENT

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PAYROLL ONLINE CORPORATION
(Assignor)

KEYBANK NATIONAL ASSOCIATION
(Assignee)

By: RM:COJ 3-9-05
Date

By: _____
Date

Typed Name : Robert McCambridge
Title: Chief Executive Officer

Typed Name: _____
Title: _____