

**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, Inc.		08/18/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Automatic Data Processing, 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: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78714975	ADP W.E.B.VEHICLE	
Serial Number:	78682947	ADP W.E.B.SUITE	
Serial Number:	78682915	ADP W.E.B.SUITE	
Serial Number:	78714947	ADP W.E.B.DESKING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(650)213-0260		
	<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>	Susan E. Hollander, Esq.		
<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>	25908.030.777,778,766,765		
<b>NAME OF SUBMITTER:</b>	Kimberley J. Thompson, Paralegal		

**CH \$115.00 78714975**

Signature:

/Kimberley J. Thompson/

Date:

08/23/2006

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**  
to  
**AUTOMATIC DATA PROCESSING, INC.**

This Trademark Assignment is made on this 18 day of August, 2006 ("Effective Date"), by ADP, Inc. a Delaware corporation located at 1950 Hassell Road, Hoffman Estates, Illinois 60195 ("Assignor") to Automatic Data Processing, Inc., a Delaware corporation located at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignee").

WHEREAS, Assignor has adopted the ADP W.E.B.VEHICLE, ADP W.E.B.DESKING, and ADP W.E.B.SUITE trademarks ("Trademarks") and has filed a corresponding application for obtaining federal registration of these trademarks in the United States Patent and Trademark Office ("Applications"):

ADP W.E.B.VEHICLE	Class 9: Software for automobile and truck dealerships for comprehensive inventory management.	78714975	September 16, 2005	January 31, 2005
ADP W.E.B.SUITE	Class 9: Computer software for use in managing customer data, inventory, sales, repair orders, and service requests in the auto and truck dealership field.	78682947	August 1, 2005	January 31, 2003
ADP W.E.B.SUITE	Class 42: Providing temporary use of non-downloadable online computer software for managing customer data, inventory, sales, repair orders and service requests in the auto and truck dealership field and installation and maintenance of computer software and related hardware.	78682915	August 1, 2005	January 1, 2003

<b>ADP W.E.B.DESKING</b>	Class 42: Providing temporary use of non-downloadable computer software for accessing a database of automotive industry market information to allow vehicle dealers to generate various payment plan options to assist customers in choosing between vehicle purchase and lease plans.	78714947	September 16, 2005	November 30, 2003
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AND WHEREAS Assignor has supported the Applications by filing Amendments to Allege Use with the United States Patent and Trademark Office;

AND WHEREAS Assignor desires to assign the Trademarks and the Applications to Assignee;

NOW, THEREFORE, Assignor makes the following assignment:

**Assignment.** Assignor hereby assigns, transfers, and conveys, as of the Effective Date, all of Assignor's right, title and interest in and to the Trademarks, in and to the Applications, and in and to all the business goodwill inherent in the Trademarks and in the Applications to Assignee.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed and delivered as of the Effective Date, and Assignee has acknowledged the execution and delivery.

ASSIGNOR: ADP, Inc.

By:

  
Robert J. Singer, Assistant Secretary

Date: August 18, 2006