

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.		01/08/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ADP of North America, Inc.
Street Address:	2603 Camino Ramon
Internal Address:	Suite 200
City:	San Ramon
State/Country:	CALIFORNIA
Postal Code:	94583
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78651982	ADP RESOURCE
Serial Number:	78652556	ONEADP SERVICE
Serial Number:	78705301	ONE ADP SERVICE THE GATEWAY TO ADP
Serial Number:	78714947	ADP W.E.B.DESKING
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:	78943367	ADP W.E.B.MENU

CORRESPONDENCE DATA

Fax Number: (650)213-0260
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6508121300
 Email: patrademarks@manatt.com
 Correspondent Name: Manatt, Phelps & Phillips, LLP

CH \$215.00 78651982

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Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	25908030ADPROCES TO ADPNA
NAME OF SUBMITTER:	Christine Brown, Paralegal
Signature:	/Christine Brown/
Date:	01/11/2007

Total Attachments: 3
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TRADEMARK ASSIGNMENT
from
AUTOMATIC DATA PROCESSING, INC.
to
ADP OF NORTH AMERICA, INC.

This Trademark Assignment is made on this 2 day of January, 2007 ("Effective Date"), by Automatic Data Processing, Inc., a Delaware corporation located at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignor") to ADP of North America, Inc., a Delaware corporation located at 2603 Camino Ramon, Suite 200, San Ramon, California 94583 ("Assignee").

WHEREAS, Assignor has adopted the following trademarks ("Trademarks") and has filed corresponding applications for obtaining federal registration of the Trademarks in the United States Patent and Trademark Office ("Applications"):

Trademark:	Services:	U.S. App. Serial No.:	Filing Date:
ADP RESOURCE	Class 42: Providing temporary use of non-downloadable computer software for employee and personnel related services, namely, payroll administration, payroll tax calculation, tax regulation compliance, payroll tax preparation, electronic payroll tax filing and reporting, employee benefits administration, employee risk and safety training, employee counseling and support programs, employee pension and retirement funds administration, employee flexible spending accounts administration, workers compensation, employee recruiting, and pre-employment background screening.	78651982	June 16, 2005 Date of first use in commerce: July 1, 2005
ONEADP SERVICE	Class 42: Providing temporary use of online non-downloadable computer software for preparation and administration of business payroll and for human resources management	78652556	June 16, 2005
 (ONEADP (stylized) SERVICE THE GATEWAY TO ADP & Design)	Class 42: Providing temporary use of online non-downloadable computer software for preparation and administration of business payroll and for human resources management.	78705301	September 1, 2005

Trademark:	Services:	U.S. App. Serial No.:	Filing Date:
ADP W.E.B. DESKING	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 Date of first use in commerce: November 30, 2003
ADP W.E.B. VEHICLE	Class 9: Software for automobile and truck dealerships for comprehensive inventory management.	78714975	September 16, 2005 Date of first use in commerce: 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
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; installation of computer software.	78682915	August 1, 2005 Date of first use in commerce: January 31, 2003
ADP W.E.B.MENU	Class 42: Providing temporary use of online non-downloadable software in the field of automotive vehicle sales for use by automobile and truck dealerships in managing and selling insurance and financial data to consumers.	78943367	August 2, 2006

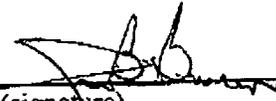
AND WHEREAS Assignor desires to assign the Trademarks and the Applications to Assignee because Assignee is a successor to that portion of Assignor's business to which the Trademark pertains, and that business is ongoing and existing;

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, who is a successor to that portion of Assignor's business to which the Trademarks pertain, and that business is ongoing and existing.

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: **Automatic Data Processing, Inc.**

By: 
(signature)

James B. Benson
(name)

Vice President, Secretary, General Counsel
(title)

Date: January 8, 2007