

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<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.		12/04/2007	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: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2970336	MY TOTALSOURCE	
<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		
<b>NAME OF SUBMITTER:</b>	Kimberley J. Thompson, Paralegal		
<b>Signature:</b>	/Kimberley J. Thompson/		
<b>Date:</b>	12/04/2007		

CH \$40.00 2970336

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**

This Trademark Assignment is made on this 4<sup>th</sup> day of December, 2007 ("Effective Date"), by and between ADP, Inc. a Delaware corporation located at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignor") and Automatic Data Processing, Inc., a Delaware corporation located at One ADP Boulevard, Roseland, New Jersey 07068 ("Assignee").

WHEREAS, Assignor has adopted the MY TOTALSOURCE trademark ("Trademark") and has obtained a corresponding federal registration of this trademark in the United States Patent and Trademark Office ("Registration"):

Trademark:	Services:	U.S. Reg. No.:	Reg. Date:	Date of First Use in Commerce:
MY TOTALSOURCE	Class 42: Providing temporary use of on-line non-downloadable software that enables employers to organize information in hiring new employees, managing health benefit selections, terminating employees, and in providing other human resource related services.	2970336	July 19, 2005	March 14, 2004


AND WHEREAS Assignor desires to assign the Trademark and the Registration to Assignee, and Assignee desires to acquire the Trademark and the Registration;

NOW, THEREFORE, in exchange for consideration acknowledged and agreed by both Assignor and Assignee, 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 Trademark, in and to the Registration, and in and to all the business goodwill inherent in the Trademark and in the Registration 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:   
 (signature)  
James B. Benson  
 (name)  
President & Secretary  
 (title)  
 Date: December 4, 2007

ASSIGNEE: Automatic Data Processing, Inc.

By:   
 (signature)  
James B. Benson  
 (name)  
Vice President, Secretary & General Counsel  
 (title)  
 Date: December 4, 2007