

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ADP of North America, Inc.		06/16/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ADP, Inc.
Street Address:	One ADP Boulevard
City:	Roseland
State/Country:	NEW JERSEY
Postal Code:	07068
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	1133370	ADP
Registration Number:	2338000	ADP
Registration Number:	3054139	ADP
Registration Number:	3076111	ADP
Registration Number:	3119378	ADP
Serial Number:	77442776	ADP ADDED VALUE SERVICES
Serial Number:	77442781	ADP ADDED VALUE SERVICES
Serial Number:	77442767	ADP ADDED VALUE SERVICES
Serial Number:	78853474	ADP ADVISOR
Serial Number:	77149000	ADP BUSINESS ON DEMAND UNIFYING THE BUSINESS PROCESS
Registration Number:	2367685	ADP CONNECTION
Serial Number:	78921920	ADP CONNECTION

CH \$1065.00 1133370

Serial Number:	77354135	ADPDEALERTALK.COM
Registration Number:	3393265	ADP EMPLOYEE EXCLUSIVES
Serial Number:	77050203	ADP MAJOR ACCOUNTS SERVICES PAYROLL, HR AND TAX COMPLIANCE EXPERTISE FOR YOUR FRANCHISE.
Registration Number:	3336930	ADP NATIONAL EMPLOYMENT REPORT
Serial Number:	78834537	ADP NATIONAL EMPLOYMENT REPORT
Registration Number:	3262193	ADP PAYROLL
Serial Number:	78556125	ADP PAYROLL PLUS
Registration Number:	3226770	ADP RESOURCE
Serial Number:	77215881	ADP SMALL BUSINESS REPORT
Serial Number:	77215878	ADP SMALL BUSINESS REPORT
Serial Number:	78966399	ADP STREAMLINE
Registration Number:	1128022	ADP THE COMPUTING COMPANY
Registration Number:	3228592	ADP TOTAL PAYROLL
Serial Number:	77030320	ADP TOTAL SOURCE BOTTOM LINE. YOUR TEAM JUST GOT BETTER.
Serial Number:	77031277	ADP TOTALSOURCE BOTTOM LINE. YOUR TEAM JUST GOT BETTER.
Registration Number:	3285678	ADP W.E.B.CRM
Registration Number:	3285652	ADP W.E.B.DESKING
Registration Number:	3374210	ADP W.E.B.MARKETING
Serial Number:	78943367	ADP W.E.B.MENU
Registration Number:	3250605	ADP W.E.B.SUITE
Registration Number:	3290380	ADP W.E.B.SUITE
Serial Number:	77321950	ADP W.E.B. SUITE
Registration Number:	3274381	ADP W.E.B.VEHICLE
Serial Number:	78727318	FIRSTCLASS SECURITY ADP WORLDCLASS SERVICE
Serial Number:	78652556	ONEADP SERVICE
Serial Number:	78705301	ONE ADP SERVICE THE GATEWAY TO ADP
Serial Number:	77354117	RUN POWERED BY ADP
Serial Number:	77354128	RUN POWERED BY ADP PAYROLL FOR ACCOUNTANTS
Serial Number:	77049082	
Serial Number:	77049092	

CORRESPONDENCE DATA

Fax Number: (650)213-0260

TRADEMARK
REEL: 003806 FRAME: 0660

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 650-812-1300
Email: patrademarks@manatt.com
Correspondent Name: Susan E. Hollander, Esq.
Address Line 1: 1001 Page Mill Road, Building 2
Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	25908/MERGER
NAME OF SUBMITTER:	Kimberley J. Thompson, Paralegal
Signature:	/Kimberley J. Thompson/
Date:	06/30/2008

Total Attachments: 16

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ADP OF NORTH AMERICA, INC.", A DELAWARE CORPORATION, WITH AND INTO "ADP, INC." UNDER THE NAME OF "ADP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JUNE, A.D. 2008, AT 9:51 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JUNE, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.

0759111 8100M

080690481



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6660940

DATE: 06-16-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 003806 FRAME: 0662

CERTIFICATE OF MERGER
OF
ADP OF NORTH AMERICA, INC.
AND
ADP, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) ADP OF NORTH AMERICA, INC., which is incorporated under the laws of the State of Delaware; and
 - (ii) ADP, INC., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger (Exhibit A) has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation in the merger herein certified is ADP, INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of ADP, INC., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. An executed copy of the Agreement of Merger (Exhibit A) between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: One ADP Blvd., Roseland, NJ 07068.
6. A copy of the aforesaid Agreement of Merger (Exhibit A) will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of each of the aforesaid constituent corporations.

7. The effective date of the merger shall be June 29, 2008.

Executed on this ²⁹ day of June, 2008

ADP, INC.

By: 
James B. Benson, President

EXHIBIT A

**STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER**

Now on this ¹⁷/₁₆ day of June, 2008, ADP, INC. and ADP OF NORTH AMERICA, INC. both Delaware corporations, pursuant to Section 251 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger.

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said ADP, INC. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on August 13, 1970; and

WHEREAS, said ADP OF NORTH AMERICA, INC. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on January 28, 1988;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The ADP OF NORTH AMERICA, INC. hereby is merged into ADP, INC. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of ADP, INC., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

THIRD: Pursuant to the merger all of the Trademarks listed on Exhibits A through G hereto are hereby transferred from ADP OF NORTH AMERICA, INC. to ADP, INC. on the effective date of the merger by operation of law (June 29, 2008).

FOURTH: This merger shall become effective on June 29, 2008.

IN WITNESS WHEREOF, the parties in this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused these presents to be executed by an authorized officer of each party hereto.

ADP, INC.

By: 

James B. Benson, President

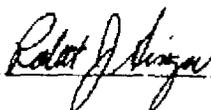
ADP OF NORTH AMERICA, INC.

By: 

Thomas A. d'Ambrosio, Vice President

I, Robert J. Singer, Secretary of ADP OF NORTH AMERICA, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of ADP OF NORTH AMERICA, INC., submitted to the stockholders of said ADP OF NORTH AMERICA, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 10 shares of stock of said corporation were on said date issued and outstanding and that the holders of 10 shares voted by ballot in favor of said Agreement of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said ADP OF NORTH AMERICA, INC., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said ADP OF NORTH AMERICA, INC. on this ^{4th}
day of June, 2008

By: 
Robert J. Singer, Secretary

I, Robert J. Singer, Assistant Secretary of ADP, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of ADP, INC., submitted to the stockholders of said ADP, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 1000 shares of stock of said corporation were on said date issued and outstanding and that the holders of 1000 shares voted by ballot in favor of said Agreement of Merger and the holders of 0 shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said ADP, INC., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said ADP, INC. on this 4th day of June, 2008

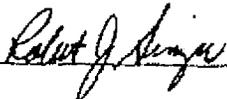
By: 
Robert J. Singer, Asst. Secretary

Exhibit A

(U.S. Marks)

ADP (Stylized)

Registration

1,133,370
2,338,000

ADP (Letters)

Registration

3,054,139
3,076,111
3,119,378

Other ADP Marks

<u>Mark</u>	<u>Registration</u>	<u>Application</u>
ADP ADDED VALUE SERVICES	N/A	77/442776
ADP ADDED VALUE SERVICES	N/A	77/442781
ADP ADDED VALUE SERVICES	N/A	77/442767
ADP ADVISOR	N/A	78/853474
ADP BUSINESS ON DEMAND UNIFYING THE BUSINESS PROCESS	N/A	77/149000
ADP CONNECTION	2,367,685	N/A
ADP CONNECTION	N/A	78/921920
ADPDEALERTALK.COM	N/A	77/354135
ADP EMPLOYEE EXCLUSIVES	3,393,265	N/A
ADP MAJOR ACCOUNT SERVICES PAYROLL, HR AND TAX COMPLIANCE EXPERTISE FOR YOUR FRANCHISE	N/A	77/050203
ADP NATIONAL EMPLOYMENT REPORT	3,336,930	N/A
ADP NATIONAL EMPLOYMENT REPORT	N/A	78/834537

<u>Mark</u>	<u>Registration</u>	<u>Application</u>
ADP PAYROLL	3,262,193	N/A
ADP PAYROLL PLUS	N/A	78/556125
ADP RESOURCE	3,226,770	N/A
ADP SMALL BUSINESS REPORT	N/A	77/215881
ADP SMALL BUSINESS REPORT	N/A	77/215878
ADP (Stylized) STREAMLINE	N/A	78/966399
ADP THE COMPUTING COMPANY & Design	1,128,022	N/A
ADP TOTAL PAYROLL	3,228,592	N/A
ADP TOTALSOURCE BOTTOM LINE YOUR TEAM JUST GOT BETTER	N/A	77/030320
ADP TOTALSOURCE BOTTOM LINE YOUR TEAM JUST GOT BETTER	N/A	77/031277
ADP W.E.B.CRM	3,285,678	N/A
ADP W.E.B.DESKING	3,285,652	N/A
ADP W.E.B.MARKETING	3,374,210	N/A
ADP W.E.B.MENU	N/A	78/943367
ADP W.E.B.SUTLE	3,250,605	N/A
ADP W.E.B.SUITE	3,290,380	N/A
ADP W.E.B.SUITE & Design	N/A	77/321950
ADP W.E.B.VEHICLE	3,274,381	N/A
FIRST CLASS SECURITY ADP WORLD CLASS SERVICE & Design	N/A	78/727318
ONEADP SERVICE	N/A	78/652556
ONEADP SERVICE THE GATEWAY TO ADP	N/A	78/705301
RUN POWERED BY ADP	N/A	77/354117
RUN POWERED BY ADP PAYROLL FOR ACCOUNTANTS	N/A	77/354128
TRIANGLE DESIGN	N/A	77/049082
TRIANGLE DESIGN	N/A	77/049092

Exhibit B

(Canada)

<u>Mark</u>	<u>Registration No.</u>	<u>Application No.</u>
ADP	684063	N/A
ADP (Stylized)	262384	N/A
ADP (old design)	180628	N/A
ADP ADVISOR	682755	N/A
ADP CLEARING & OUTSOURCING SERVICES	N/A	1271714
ADP GLOBAL PROXY SERVICES & Design	562909	N/A
ADP NATIONAL EMPLOYMENT REPORT	N/A	1374228
ADP PAYROLL PLUS	N/A	1260856
ADP SMALL BUSINESS REPORT	N/A	1374155
ADP (Stylized) STREAMLINE	N/A	1336946
ADP THE COMPUTING COMPANY & Design	255545	N/A
ADP TOTAL PAYROLL	N/A	1260857
ADP W.E.B.CRM	683879	N/A
ADP W.E.B.DESKING	683942	N/A
ADP W.E.B.MARKETING	N/A	1301318
ADP W.E.B.MENU	N/A	1311692
ADP W.E.B.SUITE	N/A	1266863
ADP W.E.B.VEHICLE	683943	N/A
TRIANGLE DESIGN	N/A	1348025

Exhibit C

ADP (Stylized)
(Foreign)

<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
Argentina	1759062	N/A
Argentina	1759063	N/A
Argentina	1759064	N/A
Argentina	2132980	N/A
Argentina	2022672	N/A
Australia	830616	N/A
Australia	324703	N/A
Bolivia	80331	N/A
Bolivia	89079	N/A
Bolivia	89839	N/A
Canada	262384	N/A
Chile	542130	N/A
Chile	542100	N/A
Chile	544944	N/A
Colombia	241379	N/A
Colombia	214395	N/A
Costa Rica	115441	N/A
Costa Rica	115440	N/A
Costa Rica	115442	N/A
Czech Republic	220472	N/A
Ecuador	315001	N/A
Ecuador	311501	N/A
Ecuador	1004501	N/A
European Community *	887232	N/A
Guatemala	95131	N/A
Guatemala	95911	N/A
Guatemala	97218	N/A
Hungary	161630	N/A
India	1251797	N/A
India	1251798	N/A
India	779224	N/A
India	779542	N/A
Indonesia	440423	N/A
Indonesia	440424	N/A
Indonesia	443926	N/A
Israel	47000	N/A
Japan	3357851	N/A
Japan	4561217	N/A
S. Korea	0610111	N/A
S. Korea	0010511	N/A
Madrid Protocol **	873114	N/A
Bulgaria	873114	
Romania	873114	
Turkey	873114	
Ukraine	873114	

APP (Sized) continued

Country	Registration No.	Application No.
Malaysia	98:08019	N/A
Malaysia	98:08021	N/A
Malaysia	98:08020	N/A
Mexico	314382	N/A
Mexico	568145	N/A
Mexico	516248	N/A
Mexico	598430	N/A
Mexico	598668	N/A
Mexico	598667	N/A
Monaco	9819511	N/A
New Zealand	126087	N/A
New Zealand	184752	N/A
Panama	95474	N/A
Panama	95473	N/A
Panama	95472	N/A
Poland	135845	N/A
Russian Federation	181679	N/A
Singapore	797:14290Z	N/A
Singapore	797:14289F	N/A
Singapore	198/10894B	N/A
Slovakia	192564	N/A
South Africa	9810092	N/A
South Africa	9810091	N/A
South Africa	98/10090	N/A
Suriname	15874	N/A
Thailand	K0196598	N/A
Thailand	B013116	N/A
Thailand	B019167	N/A
Thailand	B019166	N/A
Trinidad & Tobago	28437	N/A
Tunisia	980912	N/A
Venezuela	P228848	N/A
Venezuela	N/A	06-10085

Exhibit D

ADP (letters)
(Foreign)

<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
European Community	4214169	N/A
Hong Kong	N/A	300441684
India	N/A	1365556
India	N/A	1365557
India	633886	N/A
Indonesia	IDM000112482	N/A
Indonesia	N/A	J00.2005-008732 (Class 35)
Indonesia	N/A	J00.2005-008733 (Class 36)
Madrid (2) (Class 36)	N/A	A001787 (Class 9), A001788 (Class 35), A001789
Australia	873284 (Cl. 35)	N/A
	859988 (Cl. 9)	N/A
	N/A	866021 (Cl. 36)
Japan	N/A	873284 (Cl. 35)
	866021 (Cl. 36)	N/A
S. Korea	859988 (Cl. 9)	N/A
	873284 (Cl. 35)	N/A
	866021 (Cl. 36)	N/A
Singapore	859988 (Cl. 9)	N/A
	873284 (Cl. 35)	N/A
	866021 (Cl. 36)	N/A
Malaysia	N/A	05009805
Malaysia	N/A	05009806
Malaysia	N/A	05109807
Mexico (Class 9)	884382	N/A
New Zealand	731358	N/A
Philippines	N/A	4-2005-005665
Taiwan	1222145	N/A

ADP (letters only - Chinese Characters)

<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
AN DA PU HAN		
China (Class 9)	N/A	5829648
China (Class 35)	N/A	5829647
China (Class 36)	N/A	5829646
AN DE PU HAN		
China (Class 9)	N/A	5829645
China (Class 35)	N/A	5829644
China (Class 36)	N/A	5829643

Exhibit E

ADP (Stylized) STREAMLINE
(Foreign)

<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
Argentina	N/A	2731371
Bolivia	111455	N/A
Brazil	N/A	829033351
Chile	803719	N/A
Costa Rica	172531	N/A
Ecuador	276607	N/A
Guatemala	N/A	200701801
Honduras	N/A	20077476
Madrid	916744	
Kenya		A0007349
Morocco		A0007349
Russia		A0007349
Israel	N/A	198079
Mexico	N/A	839682
Panama	N/A	159341
S. Africa	N/A	200704064
Tunisia	N/A	EE070538
Uruguay	N/A	378437
Venezuela	N/A	365707

ADP STREAMLINE

European Community	5253471	N/A
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Exhibit F

**ADP THE COMPUTING COMPANY
(Foreign)**

<u>Country</u>	<u>Registration No.</u>	<u>Application No.</u>
Benelux	345712	N/A
Japan	2714210	N/A
Norway	121114	N/A

ADP THE COMPUTING COMPANY & Design

France	1421064	N/A
Germany	1039714	N/A
Israel	44176	N/A
Italy	782142	N/A
Switzerland	P294879	N/A

Exhibit G

(Miscellaneous Foreign)

<u>Mark</u>	<u>Registration No.</u>	<u>Application No.</u>
<u>Australia</u>		
ADP PAYROLL PLUS	1060086	N/A
ADP TOTAL PAYROLL	1060084	N/A
<u>European Community</u>		
ADPDEALERTALK.COM	N/A	# not assigned
ADP (Stylized) PROXYDISCLOSURE	4901393	N/A
ADP NATIONAL EMPLOYMENT REPORT	N/A	6495592
ADP SMALL BUSINESS REPORT	N/A	6495469
ADP TOTAL PAYROLL	N/A	4439071
FIRST CLASS SECURITY ADP	4993045	N/A
WORLD CLASS SERVICE & Design		
<u>Malaysia</u>		
ADP (Stylized) GLOBALVIEW	N/A	06020388
<u>Puerto Rico</u>		
ADP W.E.B.CRM	N/A	69577
ADP W.E.B.DESKING	N/A	69576
ADP W.E.B.MARKETING	N/A	71654
ADP W.E.B.MENU	N/A	72092
ADP W.E.B.SUITE	N/A	69260
ADP W.E.B.SUITE	N/A	70759
ADP W.E.B.VEHICLE	N/A	69825
<u>Switzerland</u>		
ADP (Stylized) GLOBALVIEW	554679	N/A
<u>Thailand</u>		
ADP (Stylized) GLOBALVIEW	N/A	646068