

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Ultimate Software Group of Canada, Inc., as successor by amalgamation to Employtouch Inc.	FORMERLY EmployTouch, Inc.	01/28/2014	CORPORATION: ONTARIO
RECEIVING PARTY DATA			
Name:	The Ultimate Software Group, Inc.		
Street Address:	2000 Ultimate Way		
Internal Address:	Attn: Robert Manne		
City:	Weston		
State/Country:	FLORIDA		
Postal Code:	33326-6350		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4384698	TOUCH BASE	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(954) 453-8000		
Email:	mfeluren@gjb-law.com		
Correspondent Name:	Mark Feluren		
Address Line 1:	200 East Broward Boulevard, Suite 1110		
Address Line 4:	Fort Lauderdale, FLORIDA 33301		
ATTORNEY DOCKET NUMBER:	ULTIMATE SOFTWARE/TRADEMA		
NAME OF SUBMITTER:	Mark Feluren		

OP \$40.00 4384698

Signature:	/Mark Feluren/
Date:	01/31/2014
Total Attachments: 2 source=Touchbase Assignment of Trademark#page1.tif source=Touchbase Assignment of Trademark#page2.tif	

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

THIS ASSIGNMENT OF TRADEMARKS/SERVICE MARKS ("Assignment") is made by THE ULTIMATE SOFTWARE GROUP OF CANADA, INC., an Ontario corporation, as successor by amalgamation to Employtouch Inc., an Ontario corporation (the "Assignor"), in favor of THE ULTIMATE SOFTWARE GROUP, INC., a Delaware corporation ("Assignee").

WHEREAS, Assignor represents and warrants that it owns the United States trademarks/service marks on the attached Exhibit 1 (the "Marks") without encumbrances.

WHEREAS, Assignee desires to acquire the Marks.

NOW THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns unto Assignee any and all right, title, interest in and to the Marks, including all colorable imitations and designs, together with the goodwill of the business connected with the use of and symbolized by said Marks and all registrations and applications for registrations of the Marks, for Assignee's own use and for the use of its successors and/or assigns free and clear of all liens and encumbrances.

Assignor hereby acknowledges and agrees that, at Assignee's request and without further consideration, the Assignor shall execute, acknowledge and deliver, at Assignee's sole cost and expense, any further documents and instruments and perform any further acts that Assignee reasonably requests to vest in Assignee all of Assignor's title and interest in and to the Marks.

IN WITNESS WHEREOF, the undersigned Assignor has caused this Assignment of Trademarks/Service Marks to be executed on this 28 day of January 2014.

ASSIGNOR:

ASSIGNEE:

THE ULTIMATE SOFTWARE GROUP OF CANADA, INC., an Ontario, corporation, as successor by amalgamation to Employtouch Inc., an Ontario corporation

THE ULTIMATE SOFTWARE GROUP, INC., a Delaware corporation

By: Robert Mann

By: [Signature]

Print Name: ROBERT MANN

Print Name: MITCHELL DAMERMAN

Title: VICE PRESIDENT

Title: SR CFO

EXHIBIT 1

touchbase, registration no. 4384698, United States Patent & Trademark Office

TOUCH BASE for the same goods and services listed in registration no. 4384698, United States Patent & Trademark Office

TOUCHBASE for the same goods and services listed in registration no. 4384698, United States Patent & Trademark Office