

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
KeyBank National Association		02/15/2007	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	KeyCorp		
Street Address:	127 Public Square		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44114		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2048448	PAYROLL ONLINE	
Registration Number:	2445308	EMPLOYER SERVICES NETWORK	
Registration Number:	2465023	ESN EMPLOYER SERVICES NETWORK	
CORRESPONDENCE DATA			
Fax Number:	(216)566-5800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	216-566-5605		
Email:	tom.zych@thompsonhine.com		
Correspondent Name:	Thomas F. Zych, Esq.		
Address Line 1:	127 Public Square		
Address Line 2:	3900 Key Center		
Address Line 4:	Cleveland, OHIO 44114-1291		
ATTORNEY DOCKET NUMBER:	050001/00568		
NAME OF SUBMITTER:	Thomas F. Zych		

OP \$90.00 2048448

Signature:

/Thomas F. Zych/

Date:

03/21/2007

Total Attachments: 3

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SERVICE MARK ASSIGNMENT

WHEREAS, KeyBank National Association, a national banking association (hereinafter "Assignor"), is the owner of the service mark registrations (the "Registrations") listed on the attached Appendix A; and

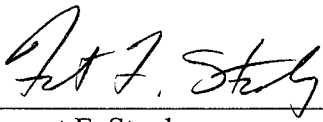
WHEREAS, KeyCorp, an Ohio corporation (hereinafter "Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Registrations, together with the goodwill in connection with which said Registrations are used and which is symbolized by same, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said Registrations for the United States, together with the goodwill in connection with which same are used and which is symbolized thereby, and all other rights which Assignor has enjoyed thereunder throughout all countries of the world, including any and all rights of recovery based on past infringement of said Registrations, the same to be held and enjoyed by the Assignee, its successors and assigns to the full end of the terms for which the aforesaid Registrations are valid and any renewals of the terms thereof.

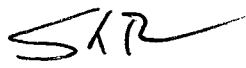
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized officers this 15th day of February 2007.

KeyBank National Association

By: 
Name: Forrest F. Stanley
Title: Senior Vice President and
Deputy General Counsel

KeyCorp

By: 
Name: Steven N. Bulloch
Title: Assistant Secretary

APPENDIX A

KEYBANK N. A. ASSIGNS THE FOLLOWING TO
KEYCORP:

UNITED STATES SERVICE MARK REGISTRATIONS

<u>SERVICE MARK</u>	<u>REGISTRATION NUMBER</u>
PAYROLL ONLINE	U.S. REG. NO. 2,048,448
EMPLOYER SERVICES NETWORK	U.S. REG. NO. 2,445,308
ESN EMPLOYER SERVICES NETWORK AND DESIGN	U.S. REG. NO. 2,465,023