

**AUTOMATIC DATA PROCESSING
PROTOTYPE 401(k) AND PROFIT SHARING PLAN**

AMENDMENT

**ARTICLE I
PREAMBLE**

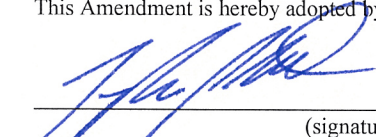
- 1.1 **Effective date of Amendment.** This Amendment to the Automatic Data Processing Prototype 401(k) and Profit Sharing Plan is effective for Plan Years beginning on or after January 1, 2010.
- 1.2 **Construction.** Except as otherwise provided in this Amendment, any reference to "Section" in this Amendment refers only to sections within this Amendment, and is not a reference to the Plan. The Article and Section numbering in this Amendment is solely for purposes of this Amendment, and does not relate to any Plan article, section or other numbering designations.
- 1.3 **Effect of restatement of Plan.** If the Company restates the Plan, then this Amendment shall survive and remain in effect after such restatement unless and until the provisions in this Amendment are restated.
- 1.4 **Adoption by Prototype Sponsor.** In accordance with a request by the Internal Revenue Service and pursuant to the provisions of the Plan and Section 5.01 of Revenue Procedure 2005-16, the Prototype Sponsor hereby adopts this Amendment on behalf of the Company and all Participating Affiliates.

**ARTICLE II
AMENDMENT OF SECTION E.3 OF APPENDIX E**

- 2.1 Section E.3 of Appendix E of the Plan is hereby amended effective for Plan Years beginning on or after January 1, 2010, by (a) replacing the phrase "intends to" in the first sentence thereof with the word "will"; (b) removing the phrase "it is intended that" from the second sentence thereof; and (c) removing the third sentence thereof (the sentence beginning with the phrase "If the Employer fails..."). As amended, Section E.3 shall read as follows:

"At least 30 days, but not more than 90 days, before the beginning of the Plan Year (or within such other period as permitted under published Internal Revenue Service guidelines), the Employer will provide each Eligible Employee a comprehensive notice of the Employee's rights and obligations under the Plan, written in a manner calculated to be understood by the average Eligible Employee. If an Employee becomes eligible after the 90th day before the beginning of the Plan Year and does not receive the notice for that reason, the notice will be provided no more than 90 days before the Employee becomes eligible but not later than the date the Employee becomes eligible. In addition to any other election periods provided under the Plan, each Eligible Employee may make or modify a deferral election during the 30-day period immediately following receipt of the notice described above."

This Amendment is hereby adopted by the Prototype Sponsor.



(signature and date) *Gen, SVIP 11.19.09*

Sponsor Name: _____ ADP, Inc.