

Corporate Communications

ADP's Acquisition of PFW Systems Corporation

Information and Frequently Asked Questions (FAQs)

ADP and PFW entered into a Strategic Alliance to serve the heavy, agricultural and light industrial equipment marketplace in 2006. By leveraging the organizational and financial strength of ADP, Inc., PFW Systems Corporation has now taken the next step to meet the demanding requirements of a fast-changing, competitive and global market.

Together PFW and ADP offer considerable experience in serving Dealers in the heavy, agricultural, and light industrial equipment marketplaces, as well as those involved in automotive, heavy truck, motorcycle, marine and recreational vehicle distribution. By combining our organizations we now offer the largest and most comprehensive selection of products and services for equipment Dealers worldwide.

When did the acquisition take place?

The acquisition of PFW Systems Corporation by ADP Canada Co. was completed on June 23, 2009.

Who is ADP?

Automatic Data Processing, Inc. (NASDAQ: ADP), with nearly \$9 billion in revenues and 590,000 clients, is one of the world's largest providers of business outsourcing solutions. Leveraging nearly 60 years of experience, ADP offers the widest range of HR, payroll, tax and benefits administration solutions from a single source. ADP's easy-to-use solutions for employers provide superior value to organizations of all types and sizes. ADP Dealer Services, a division of ADP, is a leading provider of integrated computing solutions to over 27,000 auto, truck, motorcycle, marine, and recreational vehicle Dealers throughout the world.

ADP Dealer Services helps deliver technology solutions with an unwavering focus on strategy, delivering easy-to-use solutions that help Dealers profitably sell more vehicles, parts, and service. ADP has a long history of serving the Dealer industry and understands what Dealers and manufacturers need to be successful.

Why did ADP acquire PFW?

Over three years ago, ADP and PFW entered into a Heavy Equipment Alliance that helped PFW deliver our industry-leading PFW IntelliDealer Dealer Management System to customers via an ASP (Application Service Provider) / SaaS (Software as a Service) delivery model. As our diverse customer base continues to grow and its needs continue to change, combining our organizations gives us access to the added resources and extended capabilities of a truly global company, so that we can meet those needs with cost-effective, leading-edge solutions.

Why did ADP acquire PFW? *(continued)*

By acquiring PFW, ADP has made a significant investment in PFW's software and solutions, our customers and in the market we serve. This investment is a direct result of ADP's continuing business strategy of expansion into markets adjacent to the segments Dealer Services currently serves — automotive, heavy truck, motorcycle, marine and recreational vehicles. The addition of PFW to the ADP Dealer Services brand is a natural one, and integrates two healthy, profitable companies that can now offer the broadest platform of highly complementary products and services to PFW's equipment distributors.

Who is PFW's key senior management team?

ADP realizes that PFW's strength lies in our people, our knowledge, our comprehensive products and the relationships we have built over the years with our customers. Even though PFW will now be known as an ADP company, the people you've grown to rely on will still be there for you.

The following key individuals are members of the PFW and ADP management team responsible for PFW's direction:

PFW Systems Corporation

Robert Morton – VP Operations, PFW

Frank DeDecker – Director of Development, PFW

Ross Atkinson – Director of System Architecture and Product Design, PFW

Dave Fulton – Director of Implementation, PFW

John Andersen – Director of Sales and Business Development, PFW

ADP Dealer Services

Steve Anenen – President, ADP Dealer Services

Paul Andraschko – Sr. Vice President, Allied Services

Linda Judd – VP and General Manager, Speciality DMS

What benefits can PFW customers expect from the combination of PFW and ADP?

As a PFW customer, you can expect to enjoy many benefits from our new relationship with ADP. ADP's size, financial stability, depth of experience, and breadth of business solutions, matched with PFW's reputation as a leading partner to equipment Dealers, means that our combined company is now the largest, most inclusive Dealership Management System provider in the world. Together we now offer PFW IntelliDealer to the global market, and offer our customers the opportunity to leverage the largest, most diverse portfolio of products and services available to help you grow your business today.

PFW and ADP: It's all about leverage!

- **Leveraging the Global Footprint**

With a global footprint of nearly 27,000 clients in over 90 countries throughout North America, Europe, the Middle East, Africa, Asia Pacific, Australia, and Central and South America, ADP Dealer Services is a true global provider to dealerships of all sizes as well as manufacturers and large, multi-national user groups. ADP and PFW are now uniquely positioned to be the only DMS provider to the equipment industry that can offer its solutions on a global scale.

- **Leveraging Financial Stability**

As a Fortune 300 company and one of only four publically traded Moody's and S&P AAA-rated companies in the US (along with Microsoft, Johnson & Johnson, and Exxon), ADP is a financially stable company. While PFW has always been a profitable company, we are now part of a much larger organization that has been able to weather various economic downturns and grow over the past 30+ years. ADP's investment in PFW also helps to ensure the continued development of PFW IntelliDealer, as well as the development of new products and services in the future.

- **Leveraging Industry Expertise**

Like PFW, ADP's roots in Dealer Services run deep, and even though their experience has been in a related vertical market, there is much we can learn and share. During our integration phase with ADP, PFW has already been exposed to new implementation methods and strategies which will help us bring our products to market faster; new methods for enhancing our customer support system and training programs; and a number of complementary market-ready products and services that ADP has already developed. Additionally, since ADP has existing relationships with many of our industry's OEMs, we also expect to benefit from their knowledge as we work towards creating even closer integration between PFW IntelliDealer and OEM-supplied programs.

- **Leveraging Product and Service**

PFW and ADP are now positioned as the only single-source provider in the equipment industry that can bring Dealers an unsurpassed Dealership Management System plus a wide breadth of layered applications to help Dealers grow their business. From payroll to IP telephony, to websites, financing solutions and CRM, to hardware and networking support, and to training and support solutions, ADP's commitment to providing business solutions from a "single source" allows Dealers to rapidly adapt to the ever-changing business environment and to lower operating costs by significantly simplifying IT infrastructure. Over the next few months, you will be hearing more about these solutions as we introduce them to you, and we're excited to be able to add even more value to the investment you've already made with PFW.

- **Leveraging Corporate Culture**

Both PFW and ADP are proud of our involvement in and passion for our respective industries, and we're committed to delivering innovation and customer-driven software to help our Dealers conduct business more profitably. At the center of this commitment is a core value system that is based on integrity and trust, and it is this system that drives not only our relationships with our customers and partners, but also creates a culture of respect and support within our workplace. Sharing a similar corporate culture and value system is essential for the successful combination of our two companies, and allows for a faster, smoother integration process.

What are the immediate changes am I going to experience as a PFW customer?

As PFW and ADP work to integrate our businesses, we remain committed to making the process as seamless as possible so as not to disrupt our regular operations, or the operations of our customers. In the next few months, however, as we address issues related to combining our Finance, Sales, Marketing and IT departments, you will see some changes. These will include an update to our logo and marketing materials to incorporate ADP branding, and may also include a change from our regular e-mail addresses (email@pfw.com) to e-mail addresses with the ADP domain name (email@adp.com). Additionally, since ADP's finance and billing systems are all centralized, you will start receiving your invoices from ADP directly rather than from PFW. (We expect that this latter change will not occur until December of 2009 or January of 2010.)

Over the longer term, PFW also expects that our current product mix will change as we introduce our customers to the extensive portfolio of software and services that ADP already offers to its Dealer Services customers. We are looking forward to presenting Dealers with these new offerings and we're excited about the opportunities these products and services will create as Dealers grow their businesses to meet emerging challenges in the marketplace.

Will ADP's acquisition of PFW impact PFW IntelliDealer development plans and timelines?

As ADP and PFW work together to deliver the value of our combined organizations, we continue to be focused on protecting and extending the investments of our customers. Together, PFW and ADP will continue to invest in and develop PFW IntelliDealer and all of PFW's product offerings. PFW's development projects will continue as planned, with an accelerating pace of development occurring as we learn and take advantage of the new resources ADP offers.

Will the same people who support PFW products today continue to deliver support?

Over time, we expect that additional policies and methods will be developed to permit PFW to take advantage of ADP's own customer support networks, allowing us to further enhance the high level of service and product support our customers come to expect from us.

ADP's acquisition of PFW will not impact PFW's current customer support system, and PFW's normal hours of operation and contact information (e-mail addresses, fax and phone numbers) all remain the same. Other support services, such as conversion, price tapes, installation and training services, and after-hours and emergency support also will continue without disruption.

Will PFW have regular communications with PFW customers?

As the integration process continues, PFW will communicate detailed information as it becomes available. We will post updates on our website, www.pfw.com, or provide direct communication through e-mail or telephone.

If you have questions about this FAQ document, would like more information about ADP, or just want to talk, we'd like to hear from you.

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