

# INTERNAL DATA RESOURCES, INC. EMPLOYEE STOCK OWNERSHIP PLAN

This is a brief summary of the basic plan provisions. Please refer to the attached Summary Plan Description or to the Plan Document for specific information. The Plan Document is available from your Human Resources Department.

- **Eligibility**

Internal Data Resources established an Employee Stock Ownership Plan ("ESOP") effective January 1, 2010. You will become a participant in the plan on the date you complete 12 months of employment during which you work at least 1,000 hours.

You are not eligible to participate in the Plan if you are:

- A part-time employee who completes less than 1,000 Hours of Service during the Plan Year;
- An independent contractor;
- A leased employee;
- A non-resident alien receiving no earned income from within the United States; or
- An employee covered by a collective bargaining agreement that does not provide for your participation in the Plan.

However, those employees whose employment is governed by a client services agreement dated December 23, 2008 between Internal Data Resources and ADP TotalSource, Inc. are eligible to participate in the Plan once they have met the eligibility requirements.

- **Investments**

The objective of the ESOP is to give employees an ownership interest in Internal Data Resources, Inc. For that reason, contributions made to the plan are invested in Internal Data Resources, Inc. stock.

- **Contributions**

Each year the Company may make a contribution to the Plan in an amount that the Company at its discretion determines. This discretionary contribution will be used to acquire shares of company stock for your account. Currently, the Plan has a block of shares of stock which was purchased in December, 2010. The contributions made to your account will be used to purchase shares from that block.

- **Vesting**

Commencing with the effective date of the plan (January 1, 2010), for each calendar year in which you work at least 1,000 hours, you will receive one year of vesting service. Based on your years of vesting service, you will receive the following percentages of your account balance upon termination of employment:

|                              |      |
|------------------------------|------|
| Less than 3 years of service | 0%   |
| 3 years or more              | 100% |

If your termination occurs due to death, total disability or attaining age 65, you or your beneficiary will receive 100% of your account balance.

- **Termination Distributions**

Distributions of vested account balances that do not exceed \$5,000 will be paid beginning in the year following termination of employment for any reason. If these vested account balances exceed \$1,000, and the participant does not consent to the distribution, the vested balance will be rolled over to an IRA established in the name of the participant.

Distribution of vested balances in excess of \$5,000 require consent of the participant and will be paid as follows:

Termination due to Death, Disability or Retirement

- Will commence in the year following termination of employment

Termination for any other reason

- Will commence in the 6<sup>th</sup> plan year following the year of termination subject to the following exception:
- Any shares acquired with the proceeds of an ESOP loan will not be distributed until the year after the loan is fully repaid.

- **Forms of Distribution Payments**

Vested account balances of \$1,000 or less will be paid in a single sum.

Vested account balances in excess of \$1,000 will be paid in up to five annual installments. If the vested balance falls to \$1,000 at any time during the installment period, the remaining balance will be paid in a single payment.

Vested Balances exceeding \$985,000 may be paid in six to ten annual installments.

- **Diversification**

When you reach age 55 and complete ten years of participation in the ESOP, you are eligible, during a six year period, to receive a distribution of shares in your account. During the first five years, you may receive up to 25% of shares that have ever been allocated to your account, reduced by any shares that have previously been distributed. In the sixth year, you are entitled to receive up to 50% of those shares (reduced by any shares previously distributed during the diversification period) .