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**Automatic Data Processing, Inc.**  
Corporate Headquarters  
One ADP Boulevard  
Roseland New Jersey 07068-1728



Legal Department  
Writer's Direct Dial Number

(973) 974-4074

September 16, 2002

VIA FAX (202) 942-9651  
AND FEDERAL EXPRESS

RECEIVED  
OFFICE OF THE SECRETARY

SEP 16 2002

Mr. Jonathan G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, D.C. 20549

Dear Mr. Katz:

Pursuant to SEC Order 4-460, enclosed are the statements under oath of the principal executive officer and principal financial officer of Automatic Data Processing, Inc.

Please acknowledge receipt of the enclosed by file stamping the enclosed copy of this letter and returning the same in the enclosed self addressed postage prepaid envelope.

Please contact me at (973) 974-4074 with any questions or concerns you may have.

Very truly yours,

Conrad A. Lee Hing  
Corporate/M&A Counsel

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**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL  
OFFICER REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS**

I, Karen E. Dykstra, state and attest that:

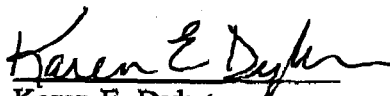
(1) To the best of my knowledge, based upon a review of the covered reports of Automatic Data Processing, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).


(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- 2002 Annual Report on Form 10-K filed with the Commission of Automatic Data Processing, Inc.
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Automatic Data Processing, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
Karen E. Dykstra  
September 16, 2002

Subscribed and sworn to  
before me this 16<sup>th</sup> day of  
September 2002.

  
Notary Public

My Commission Expires: August 29, 2006

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SEP 16 2002

**MARY BERNADETTE WOODS  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES AUG. 29, 2006**