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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Evolve Software, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 23, 2003

2. Name and address of receiving party(ies)

Name: Primavera Systems, Inc.

Internal Address: Suite 700

Street Address: 3 Bala Plaza West

City: Bala Cynwyd State: PA Zip: 19004

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Pennsylvania Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/702,573 and 76/188,886

B. Trademark Registration No.(s) 2,269,328; 2,265,216; 2,371,553 and 2,365,202

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James R. Meyer, Esquire

Internal Address:

Schnader Harrison Segal & Lewis LLP

Suite 3600

Street Address: 1600 Market Street

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

OFFICE OF PUBLIC RECORDS 2003 MAY -5 AM 7:19 FINANCE SECTION

9. Signature.

40.00 OP 125.00 OP

JAMES R. Meyer

Name of Person Signing

Signature

Date

4/30/03

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002726 FRAME: 0448

ASSIGNMENT OF TRADEMARKS - US

This **ASSIGNMENT OF TRADEMARKS** ("Assignment"), dated as of the 23rd day of April, 2003, is entered into by **Evolve Software, Inc.**, a Delaware corporation having offices at 150 Spear Street, 11th Floor, San Francisco, CA 94105 as assignor ("Assignor"), and **Primavera Systems, Inc.**, a Pennsylvania corporation having offices at 3 Bala Plaza West, Suite 700, Bala Cynwyd, PA 19004, as assignee ("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated March 19, 2003 (the "Asset Purchase Agreement"), which, along with the promises contained herein, constitute mutual consideration for the promises herein;

WHEREAS, Assignor was the owner of the trademarks shown in the attached Schedule A (the "Marks");

WHEREAS, Assignor has assigned to Assignee in the Asset Purchase Agreement the entire right, title and interest in and to the Marks, including all of the goodwill of the business in connection with which the Marks are used and symbolized by the Mark.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor confirms that it assigned, transferred and set over unto Assignee, its successors, and assigns the entire right, title and interest in and to the Marks, the goodwill of the business in connection with which the Marks are used and symbolized by the Marks, and the right to recover for past infringements of the Marks, to have and to hold the same as fully and completely as the same might have been held by the Assignor had this assignment not been made.

Assignor agrees, at Assignee's expense and request, to take all lawful acts which Assignee may deem advisable or necessary in order to render this assignment fully effective and to register and enforce the rights conveyed hereby, including without limitation, execution of lawful documents, and cooperation in production of evidence and giving of testimony in connection with proceedings to enforce the rights conveyed hereby.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on its behalf by its officer(s) thereunto duly authorized, as of the date first above written.

EVOLVE SOFTWARE, INC.

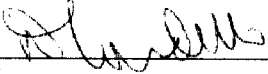
By: 
Name: Linda Zecher
Title: Chief Executive Officer

STATE OF Pennsylvania)

COUNTY OF Philadelphia)

On 04/23/03, before me, Dawn Condello, Notary Public, personally appeared Linda Zacher, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public



SCHEDULE A TO ASSIGNMENT OF TRADEMARKS

Trademark	Country	Reg/App No	Date of Reg/App	Notes
DESIGN (Evolve Logo)	US	2,269,328	August 10, 1999	
EVOLVE	US	2,265,216	July 27, 1999	
SERVICES.COM	US	SN 75/702,573	May 11, 1999	N/ALL 11/14/00 - 4 th Ext Granted
SERVICESTITE	US	SN 76/188,886	December 28, 2000	N/ALL 3/5/2002 - 1 st Ext Granted
SERVICESPHERE	US	2,371,553	July 25, 2000	
SERVICESPHERE & Design	US	2,365,202	July 4, 2000	

MAILING CERTIFICATE

I hereby certify that this paper or fee is being deposited with the United States Postal Service as first class mail with sufficient postage on the date indicated below addressed to

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Date of Deposit: 4/30/03

Name: Kimberly Bittinger
Kimberly Bittinger

James R. Meyer
Direct Dial: 215-751-2622
Direct Fax: 215-972-7677
Internet Address: jmeyer@schnader.com

April 30, 2003

Our Ref.: 0715924-0057 US

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

**Re: Recordation of Name Change from Evolve Software, Inc. to
Primavera Systems, Inc.**

Dear Sir or Madam:

With respect to the above-referenced matters, enclosed are the following:

1. Recordation Form Cover Sheet for various Trademark Applications/
Registrations;
2. Assignment Documents along with Schedule of Trademarks;
3. Check in the amount of \$165.00;
4. Return postcard.

Please record the assignment for the above-referenced matter and kindly
acknowledge receipt of this letter and its enclosures by date-stamping the enclosed
postcard with the official stamp and returning the postcard.

Thank you for your assistance in this matter.

Respectfully submitted,


James R. Meyer
For SCHNADER HARRISON SEGAL & LEWIS LLP

Enclosures