

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FRAMEWORK TECHNOLOGIES CORPORATION		12/08/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CENTRIC SOFTWARE, INC.		
Street Address:	50 Las Colinas Lane		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95119-1212		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2298757	ACTIVEPROJECT	
Registration Number:	2813916	ACTIVEPROCESS	
Registration Number:	2820352	ACTIVEPORTFOLIO	
Registration Number:	2837077	ACTIVEPRODUCT	
CORRESPONDENCE DATA			
Fax Number:	(650)493-6811		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(650)493-9300		
Email:	trademarks@wsgr.com		
Correspondent Name:	Linda G. Alvarez		
Address Line 1:	WILSON SONISNI GOODRICH & ROSATI		
Address Line 2:	650 Page Mill Road		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
NAME OF SUBMITTER:	Linda G. Alvarez		

CH \$115.00 2298757

Signature:

/Linda G. Alvarez/

Date:

03/07/2005

Total Attachments: 6

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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the "Agreement") is made and effective as of December 8, 2004, by and between Framework Technologies Corporation, a Delaware corporation ("Assignor"), and Centric Software, Inc., a California corporation ("Assignee").

WHEREAS, Assignor has adopted, is using, or intends to use the following trademarks, and is the owner of the following trademarks registered in the United States Patent and Trademark Office (the "Registered Trademarks"):

Mark	Jurisdiction	Registration Number	Registration Date	Status
ACTIVEPORTFOLIO	US	2,820,352	March 2, 2004	Registered
ACTIVEPROCESS	US	2,813,916	March 2, 2004	Registered
ACTIVEPRODUCT	US	2,837,077	April 27, 2004	Registered
ACTIVEPROJECT	US	2,298,757	December 7, 1999	Registered

WHEREAS, Assignor has adopted, is using, or intends to use all of the unregistered marks listed on Exhibit E to that certain Asset Purchase Agreement between Assignor and Assignee dated as of December 1, 2004 (the "Asset Purchase Agreement"), which are not the subject of an application or applications for United States trademark registration filed by Assignor in the United States Patent and Trademark Office (the "Marks");

WHEREAS, Assignee desires to acquire the Registered Trademarks and the Marks pursuant to that certain Asset Purchase Agreement between Assignor and Assignee dated as of December 1, 2004 (the "Asset Purchase Agreement").


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, effective as of the date of this Agreement, all its right, title and interest in and to said Registered Trademarks and Marks, the goodwill of the business symbolized by the Registered Trademarks and Marks, that portion of the business of Assignor to which the trademarks pertain pursuant to the Asset Purchase Agreement, and Registered Trademarks and Marks thereof.

[Remainder of Page Left Blank Intentionally]

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Agreement to be duly executed and delivered as of the date first written above.

ASSIGNOR:

FRAMEWORK TECHNOLOGIES CORPORATION

By: 
Donald Tomkinson
President and Chief Executive Officer

ASSIGNEE:

CENTRIC SOFTWARE, INC.

By: _____
Chris Groves
President and Chief Executive Officer

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Agreement to be duly executed and delivered as of the date first written above.

ASSIGNOR:

FRAMEWORK TECHNOLOGIES CORPORATION

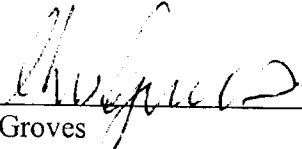
By: _____

Donald Tomkinson
President and Chief Executive Officer

ASSIGNEE:

CENTRIC SOFTWARE, INC.

By: _____

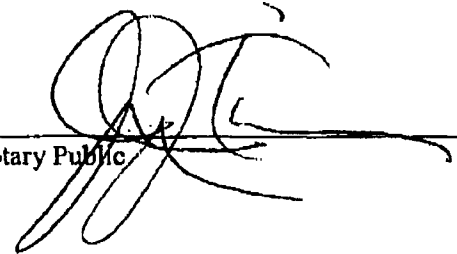

Chris Groves
President and Chief Executive Officer

CERTIFICATION

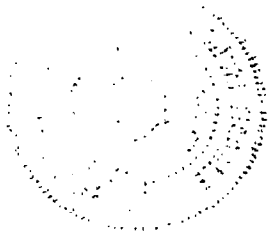
State of Massachusetts)
) ss.
County of MIDDLESEX)

On this 6th day of DECEMBER 2004, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Donald Tomkinson, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.



Notary Public



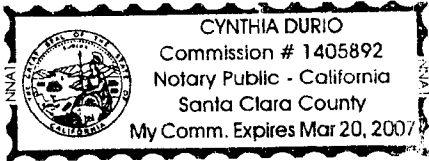
JANE JABLONSKI-SDALE
Notary Public
Commonwealth of Massachusetts
My Commission Expires
August 18, 2006

CERTIFICATION

State of California)
) ss.
County of Santa Clara)

On this 6th day of December 2004, before me the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Chris Groves, who is personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on such instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.



Cynthia Durio

Notary Public

EXHIBIT E

Transferred Trademarks

Registered

**FRAMEWORK TECHNOLOGIES CORPORATION
TRADEMARK PORTFOLIO
NOVEMBER 2004**

Mark	Jurisdiction	Registration No.	Registration Date	Status
ACTIVEPORTFOLIO	US	2,820,352	March 2, 2004	Registered
ACTIVEPROCESS	US	2,813,916	March 2, 2004	Registered
ACTIVEPRODUCT	US	2,837,077	April 27, 2004	Registered
ACTIVEPROJECT	US	2,298,757	December 7, 1999	Registered

Unregistered

ActiveAEC
ActiveCharter
ActiveResource
Cross-Project Analytics
Portfolio Planning
RealTime Review
Advanced3D