

## 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
	Centive, Inc.		02/03/2014
	CORPORATION: DELAWARE		
RECEIVING PARTY DATA			
Name:	Xactly Corporation		
Street Address:	225 W. Santa Clara Street, Suite 1200		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	77048956	INSPIRE PERFORMANCE
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	650-346-5750		
Email:	cynthia@adwerelaw.com		
Correspondent Name:	Cynthia R. Adwere		
Address Line 1:	2625 Middlefield Road, #360		
Address Line 4:	Palo Alto, CALIFORNIA 94306		
ATTORNEY DOCKET NUMBER:	XCO-462		
NAME OF SUBMITTER:	Cynthia R. Adwere		
Signature:	/cynthia adwere/		
Date:	02/04/2014		
Total Attachments: 2 source=Scan0001#page1.tif source=Scan0002#page1.tif			

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## ASSIGNMENT

WHEREAS, Centive, Inc. (Assignor), a Delaware corporation, with its principal place of business at 225 W. Santa Clara Street, Suite 1200, San Jose, California 95113, owns the trademark listed in Schedule A attached hereto; and

WHEREAS, Xactly Corporation (Assignee), a Delaware corporation, with its principal place of business at 225 W. Santa Clara Street, Suite 1200, San Jose, California 95113, has acquired the trademark registration of Assignor listed in Schedule A and the associated trademark and good will therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the trademark listed in Schedule A and the registration therefor, together with the good will associated with the trademark listed in Schedule A.

This Assignment is effective as of February 3, 2014.

Dated: 2/3/14

BY: 

Name: L. Evan Ellis Jr.

Title: Vice President & Secretary  
Centive, Inc., Assignor

Dated: 2/3/14

BY: 

Name: Colleen Pouliot

Title: General Counsel

Xactly Corporation, Assignee

SCHEDULE A

Trademark	Registration No.	Country
INSPIRE PERFORMANCE	Reg. No. 3338095	U.S.A.

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