

02-22-1999



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MRD
2/16/99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____

Merger

Change of Name

Other Release of Intellectual Property Security Interest

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/ATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/17/1999 SBURNS 00000164 74297951

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 300.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1857 FRAME: 0271

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

ANNE URQUHART

Anne Urquhart

2/12/99

Name of Person Signing

Signature

Date Signed

RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST

This RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST is executed by SILICON VALLEY BANK ("Bank") in favor of MICRO-FRAME TECHNOLOGIES, INC. ("Owner").

RECITALS

The Owner has previously granted to the Bank security interests in the trademarks and other intellectual property owned by the Owner. Those security interests are reflected in various filings with the Patent and Trademark Office including, but not limited to, the following:

1. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,908,228, Serial Number 74-453,595, Filed on October 29, 1993, Published on May 9, 1995 recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
2. Security Interest on Registration of Trademark of Owner for "Consulting Services For Evaluating the Project Management Practices of a Company Within a Predetermined Framework and Developing a Plan to Improve Upon the Performance of Such Project Management Practices", Serial Number 75-121,934, Filed on June 19, 1996, Abandoned on September 24, 1997, recorded in favor of Bank on April 22, 1997, at Reel/Frame 1576/0343.
3. Security Interest on Registration of Trademark of Owner for "Consulting Services For Evaluating the Project Management Practices of a Company Within a Predetermined Framework and Developing a Plan to Improve Upon the Performance of Such Project Management Practices", Serial Number 75-121,932, Filed on June 19, 1996, Published on May 6, 1997, Abandoned on January 30, 1998, recorded in favor of Bank on April 22, 1997, at Reel/Frame 1576/0343.
4. Security Interest on Registration of Trademark of Owner for "Computer Software Used to Forecast, Plan and Manage Business Demands and the Size and Type of Manpower and Materials Available to Meet Such Business Demands, and User Manuals Sold as a Unit", Registration Number 2,042,001, Serial Number 75-090,532, Filed on April 18, 1996, Published on December 10, 1996, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
5. Security Interest on Registration of Trademark of Owner for "Computer Software Used to Prepare Multicpe Project and Non-Project Timesheets in a Time Tracking System, and User Manuals Sold as a Unit", Serial Number 75-090,531, Filed on April 18, 1996, Abandoned on February 3, 1998, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.

6. Security Interest on Registration of Trademark of Owner for "Computer Software Used by Businesses to Select, Plan and Manage Projects Based Upon Existing and Projected Resources, Contracts, and Finances, and User Manuals Sold as a Unit", Registration Number 2,108,409, Serial Number 75-090,530, Filed on April 18, 1996, Published on August 5, 1997, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
7. Security Interest on Registration of Trademark of Owner for "Feature of Computer Software That Allows Data Regarding Different Projects to be Transferred to Form a New Project", Serial Number 75-090,529, Filed on April 18, 1996, Abandoned on July 7, 1997, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
8. Security Interest on Registration of Trademark of Owner for "Feature of Computer Software That Permits Selective Access to Data Stored in Heirarchical Databases So That Such Data Accessed Can Be Displayed by the Use of Graphs ", Serial Number 75-090,528, Filed on April 18, 1996, Abandoned on July 7, 1997, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
9. Security Interest on Registration of Trademark of Owner for "Feature of Computer Software That Enables the Assignment of Tasks to Employees Depending Upon Employee Information That is Stored in and Selectively Accessible From a Database", Serial Number 75-090,527, Filed on April 18, 1996, Abandoned on July 7, 1997, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
10. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,908,227, Serial Number 74-453,594, Filed on October 29, 1993, Published on May 9, 1995, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
11. Security Interest on Registration of Trademark of Owner for "Consulting Services Regarding Management, Planning and Administration of a Business (Int.Cl.41) Training Others to Install and Use Computer Hardware and Software for Business Management, Planning and Administration Applications", Registration Number 1,837,249, Serial Number 74-312,171, Filed on September 9, 1992, Published on February 16, 1993, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
12. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,827,924 , Serial Number 74-312,168, Filed on September 9, 1992, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.
13. Security Interest on Registration of Trademark of Owner for "Computer Software and User Manuals Sold as a Unit for Cost Accounting and Pricing, Acquiring, Managing, and Measuring Performance in Contracts and the Projects of Which Said Contracts are a Part",

0058897.1

Registration Number 1,761,183, Serial Number 74-297,952, Filed on July 23, 1992, Published on January 5, 1993, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.

14. Security Interest on Registration of Trademark of Owner for "Training Others to Install and Use Computer Hardware and Software for Business Management, Planning and Administration", Registration Number 1,761,786, Serial Number 74-297,951, Filed on July 23, 1992, Published on January 5, 1993, recorded in favor of Bank on April 22, 1997 at Reel/Frame 1576/0343.

15. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,908,228, Serial Number 74-453,595, Filed on October 29, 1993, Published on May 9, 1995 recorded in favor of Bank on April 25, 1997 at Reel/Frame 1578/0494.

16. Security Interest on Registration of Trademark of Owner for "Computer Software Used to Forecast, Plan and Manage Business Demands and the Size and Type of Manpower and Materials Available to Meet Such Business Demands, and User Manuals Sold as a Unit", Registration Number 2,042,001, Serial Number 75-090,532, Filed on April 18, 1996, Published on December 10, 1996, recorded in favor of Bank on April 25, 1997 at Reel/Frame 1578/0494.

17. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,908,227, Serial Number 74-453,594, Filed on October 29, 1993, Published on May 9, 1995, recorded in favor of Bank on April 25, 1997 at Reel/Frame 1578/0494.

18. Security Interest on Registration of Trademark of Owner for "Consulting Services Regarding Management, Planning and Administration of a Business (Int.Cl.41) Training Others to Install and Use Computer Hardware and Software for Business Management, Planning and Administration Applications", Registration Number 1,837,249, Serial Number 74-312,171, Filed on September 9, 1992, Published on February 16, 1993, recorded in favor of Bank on April 25, 1997 at Reel/Frame 1578/0494.

19. Security Interest on Registration of Trademark of Owner for "Computer Software for Business Management, Planning and Administration", Registration Number 1,827,924, Serial Number 74-312,168, Filed on September 9, 1992, recorded in favor of Bank on April 25, 1997 at Reel/Frame 1578/0494.

Collectively the above filings and all other filings with the Patent and Trademark Office naming the Owner as Grantor and the Bank as the Secured Party are hereinafter the "Trademark Mortgages".

In addition and conjunction with the Trademark Mortgages, the Bank was granted a

security interest in all of the Owner's Registered Trademarks, Pending Trademark Applications, Registered Service Marks and Pending Service Mark Applications. A list of certain of these is attached as Exhibit "A" and is incorporated by reference. Collectively all of the Owner's Registered Trademarks, Pending Trademark Applications, Registered Service Marks and Pending Service Mark Applications are hereinafter the "Trademarks".

The Bank has also taken a security interest in various other intellectual property of the Owner including, without limitation, all patents, copyrights and mask works. A list of certain of these items is attached as Exhibits "B" , "C" and "D" and is incorporated by reference. Collectively all of the Owner's patents, copyrights and mask works are hereinafter the "Miscellaneous Intellectual Property".

The Owner has now repaid the Bank the obligations secured by the Trademark Mortgages, Trademarks and the Miscellaneous Intellectual Property. The Bank has consequently agreed to release its Trademark Mortgages and its security interest in the Trademarks and the Miscellaneous Intellectual Property.

AGREEMENT

The Bank hereby releases and discharges the Owner from all of its obligations under the Trademark Mortgages. In addition, the Bank releases any and all of its security interest in the Trademarks and Miscellaneous Security Interest. To the extent necessary to complete the release, Bank grants and reconveys to Owner (without warranty) any interest it has been previously granted in the goodwill of the Owner and all ancillary rights previously granted to Bank to perfect its security interest in the Trademark Mortgages, Trademarks and Miscellaneous Security Interest.

BANK:

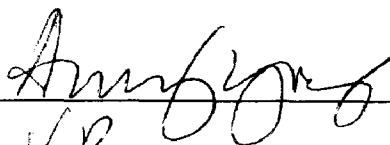

Dated: 12-1-98

SILICON VALLEY BANK

Address of Bank

18872 MacArthur Boulevard, Suite 100
Irvine, CA 92715

Attn: _____

By: 
Its: 

ALL-PURPOSE ACKNOWLEDGMENT

State of California)
County of Santa Clara)

On 12-1-, 1998 before me, Michelle D. Giannini
DATE
personally appeared Amy Young
NAMES(S) OF SIGNER(S)

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL(S)
- CORPORATE OFFICER(S) VP
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- SUBSCRIBING WITNESS
- GUARDIAN/CONSERVATOR
- OTHER: _____

personally known to me **-OR-**
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Michelle D. Giannini
SIGNATURE OF NOTARY



SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT: Mortgage, Assignment and Grant of Security Interest With Respect to Trademarks

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

NUMBER OF PAGES _____ DATE OF DOCUMENT _____

SIGNER(S) OTHER THAN NAMED ABOVE XXX

EXHIBIT A

Trademarks and Service Marks

REGISTERED TRADEMARKS:

<u>Trademark</u>	<u>Serial/App. Number</u>	<u>File Date</u>	<u>Registration Number</u>
Micro-Frame	74-297,951 74-297,952	1/5/93	
Business Engine	74-312,171	9/9/92	1,827,924 TM 1,837,249 SM
ProjectServer	74-453,594	10/19/93	1,908,227
ProjectTeam	74-453,595	10/29/93	1,908,228
ResourceServer	75/090532	4/18/96	2,042,001

PENDING TRADEMARK APPLICATIONS:

<u>Trademark</u>	<u>Serial/App. Number</u>	<u>File Date</u>	<u>Type</u>
Assignment Wizard	75/090527	4/18/96	Intent to Use
Graphic Drill Down	75/090528	4/18/96	Intent to Use
Virtual Project	75/090529	4/18/96	Intent to Use
Portfolio	75/090530	4/18/96	
TimeServer	75/090531	4/18/96	

PENDING SERVICE MARK APPLICATIONS:

<u>Mark</u>	<u>Serial/App. Number</u>	<u>File Date</u>	<u>Type</u>
Project Management Maturity Model		6/11/96	Intent to Use
PM3		6/11/96	Intent to Use

EXHIBIT B

Copyrights

<u>Product</u>	<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
ProjectServer 4.2	Source Code	TX 4-178-643	1/16/96
MPM 3.0	Source Code	TX 4-182-221	1/16/96
Portfolio 1.0a	Source Code	TX 4-182-222	1/16/96
TimeServer 1.0	Source Code	TX 4-214-303	1/16/96
ResourceServer 1.1	Source Code		1/16/96
Project Management Maturity Model	Text	TX u 756-830	9/6/96

EXHIBIT c

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

NONE

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date

NONE

PA:551989.1
September 25, 1996

RECORDED: 04/22/1997

TRADEMARK
REEL: 1576 FRAME: 0352

RECORDED: 02/16/1999

TRADEMARK
REEL: 1857 FRAME: 0282