



**ASSIGNMENT OF MARK**

This assignment is made between Pandesic LLC, a Delaware limited liability company, with its principal place of business at 404 Potrero Avenue, Sunnyvale, California (hereinafter "Assignor") and BEA Systems, Inc., a Delaware corporation, with its principal place of business at 2315 North First Street, San Jose, California 95131 (hereinafter "Assignee").

WHEREAS, Assignor owns United States trademark and service mark registrations for and an application to register the mark HOW A BUSINESS DOES E BUSINESS (hereinafter "the Mark") in the United States Patent and Trademark Office, Registration Nos. 2,283,984, 2,265,706, 2,322,261, and U.S. Application Serial No. 75/410,607;

WHEREAS, Assignee is desirous of acquiring the Mark;

NOW, THEREFORE, for good and valuable consideration as specified in a separate agreement, dated April 18, 2001, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby confirm that it has assigned and transferred to the Assignee all right, title and interest in and to the Mark in the United States and in all other countries, together with the goodwill of the business connected with the use of and symbolized by the Mark, the business that pertains to the Mark, and the above identified registrations and application for the Mark. This assignment includes the right to sue and recover damages for past and future infringements of Assignor's rights in the Mark and to bring any proceeding in the United States Patent and Trademark Office or any other country's equivalent office for cancellation or opposition in connection with said Mark. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns, as fully and exclusively as if it would have been held and enjoyed by Assignor had this assignment not been made.

Assignor further agrees that it will execute, verify, acknowledge and deliver all such further papers, including any instruments of transfer and recordation of this assignment, and perform such other acts as Assignee lawfully may request from time to time, to perfect and vest title in the Mark in Assignee or Assignee's successors and assigns.

IN TESTIMONY WHEREOF, Assignor represents that the person executing this assignment has the authority to execute it and has executed this document on the date indicated.

Signed at San Francisco, this 22 day of MAY, 2001.

Pandesic LLC

By: Paul Larose

Print Name: Paul Larose

Title: CFO