

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
M-Factor, Inc.		12/05/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	DemandTec, Inc.		
Street Address:	One Franklin Parkway Bldg. 910		
City:	San Mateo		
State/Country:	CALIFORNIA		
Postal Code:	94403		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	3197509	PROLAP	
Registration Number:	3188133	M FACTOR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(650)815-2601		
Phone:	650-815-2600		
Email:	svtmdocketing@sheppardmullin.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Harold Milstein		
Address Line 1:	379 Lytton Avenue		
Address Line 4:	Palo Alto, CALIFORNIA 94301		
ATTORNEY DOCKET NUMBER:	19XB-142607/M-FACTOR		
NAME OF SUBMITTER:	Harold Milstein		
Signature:	/HaroldMilstein/		

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**TRADEMARK**  
 REEL: 004672 FRAME: 0546

Date:

12/05/2011

Total Attachments: 2

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**TRADEMARK ASSIGNMENT**

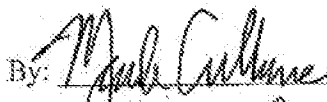
WHEREAS, M-Factor, Inc., a Delaware corporation, whose mailing address is One Franklin Parkway, Building 910, San Mateo, California 94403, USA (the "Assignor"), has adopted, is using and is the owner of the registered marks listed in the attached Schedule 1 (the "Marks").

WHEREAS, DemandTec, Inc., a Delaware corporation, located at One Franklin Parkway, Building 910, San Mateo, California 94403 (the "Assignee"), is desirous of acquiring all right, title, and interest in and to the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee all right, title and interest in and to said Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof.

Date: 12/05/2011

M-FACTOR, INC.,  
a Delaware corporation

By:   
Name: Mark Cullhane  
Title: EVP & CFO

SCHEDULE 1

List of Registered Marks

Trademark	U.S. Registration No.
PROLAP	3,197,509
MFACTOR	3,188,133