

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

| | |
|---|------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNMENT |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Enosys Markets, Inc. | 06/18/2003 |
| RECEIVING PARTY DATA | |
| Name: | BEA Systems, Inc. |
| Street Address: | 2315 N. Fourth Street |
| City: | San Jose |
| State/Country: | CALIFORNIA |
| Postal Code: | 94025 |
| PROPERTY NUMBERS Total: 2 | |
| Property Type | Number |
| Application Number: | 09819180 |
| Application Number: | 09859256 |
| CORRESPONDENCE DATA | |
| Fax Number: | (650)474-8401 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Email: | ptomatters@glenn-law.com |
| Correspondent Name: | GLENN PATENT GROUP |
| Address Line 1: | 3475 Edison Way, Suite L |
| Address Line 4: | Menlo Park, CALIFORNIA 94025 |
| NAME OF SUBMITTER: | Michael A. Glenn |
| Total Attachments: 16 source=Acquisition Documents#page1.tif source=Acquisition Documents#page2.tif source=Acquisition Documents#page3.tif source=Acquisition Documents#page4.tif source=Acquisition Documents#page5.tif source=Acquisition Documents#page6.tif | |

CH \$80.00 09819180

PATENT

REEL: 015750 FRAME: 0608

500022764

source=Acquisition Documents#page7.tif
source=Acquisition Documents#page8.tif
source=Acquisition Documents#page9.tif
source=Acquisition Documents#page10.tif
source=Acquisition Documents#page11.tif
source=Acquisition Documents#page12.tif
source=Acquisition Documents#page13.tif
source=Acquisition Documents#page14.tif
source=Acquisition Documents#page15.tif
source=Acquisition Documents#page16.tif

**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 18 2003



Kevin Shelley
Secretary of State

20597788

AGREEMENT OF MERGER

of
EPOCH ACQUISITION CORP.
and
ENOSYS SOFTWARE, INC.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 18 2003

KEVIN SHELLEY
Secretary of State

This Agreement of Merger (the "Agreement") is made and entered into as of June 18, 2003, pursuant to and in accordance with Section 1101 of the California General Corporation Law (the "CGCL") between Enosys Software, Inc., a California corporation (the "Company"), and Epoch Acquisition Corp., a California corporation ("Merger Sub" and, together with the Company, the "Constituent Corporations"). Merger Sub is a wholly owned subsidiary of BEA Systems, Inc., a Delaware corporation ("Parent").

RECITALS

A. The Company, Parent, Merger Sub and Yannis Papakonstantinou, as Principal Shareholder, have entered into that certain Agreement and Plan of Merger dated as of May 16, 2003, as amended by that certain Amendment No. 1 to the Agreement and Plan of Merger, dated as of June 13, 2003 (the "Merger Agreement"), providing, among other things, for the execution and filing of this Agreement and the merger of Merger Sub with and into the Company (the "Merger").

B. The respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of each such corporation and their respective stockholders and shareholders that Merger Sub be merged with and into the Company and, as a result, have approved this Agreement and the Merger.

C. The Merger Agreement, this Agreement and the Merger have been approved by the shareholders of the Company and the sole shareholder of Merger Sub.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto hereby agree as follows:

ARTICLE I

THE CONSTITUENT CORPORATIONS

1.1 Company. The Company was incorporated under the laws of the State of California on April 20, 1999. The authorized capital stock of the Company consists of Fifty Million (50,000,000) shares of common stock, no par value per share ("Company Common Stock") and Twenty Eight Million Five Hundred Ninety Six Thousand One Hundred Sixty One (28,596,161) shares of Preferred Stock, no par value per share ("Company Preferred Stock") of which Two Million Six Hundred Sixty Nine Thousand Four Hundred Seventy Four (2,669,474) shares are

designated Series A Preferred Stock ("Series A Preferred"), Fourteen Million One Hundred Eighty Seven Thousand Five Hundred Fifty Seven (14,187,557) shares are designated Series B Preferred Stock ("Series B Preferred") and Eleven Million Seven Hundred Thirty Nine Thousand One Hundred Thirty (11,739,130) shares are designated Series B-1 Preferred Stock ("Series B-1 Preferred"). As of the date of this Agreement, there are issued and outstanding Six Million Six Hundred Eighty Six Thousand Eight Hundred Seventy One (6,686,871) shares of Company Common Stock, Two Million Six Hundred Sixty Nine Thousand Four Hundred Seventy Four (2,669,474) shares of Series A Preferred, Thirteen Million Eight Hundred Forty Six Thousand Two Hundred Fifty Three (13,846,253) shares of Series B Preferred and Zero (0) shares of Series B-1 Preferred, all of which are validly issued, fully paid and nonassessable.

1.2 Merger Sub. Merger Sub was incorporated under the laws of California on April 11, 2003. The authorized capital stock of Merger Sub consists of One Thousand (1,000) shares of common stock, no par value per share ("Merger Sub Common Stock"). As of the date of this Agreement, One Thousand (1,000) shares of Merger Sub Common Stock are outstanding, all of which are validly issued, fully paid and nonassessable and are held by Parent.

ARTICLE II

THE MERGER

2.1 The Merger. At the Effective Time (as defined in Section 2.2) and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the CGCL, Merger Sub shall be merged with and into the Company, the separate corporate existence of Merger Sub shall cease and the Company shall continue as the surviving corporation. The Company, as the surviving corporation after the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

2.2 Effective Time; Closing. This Agreement shall be effective upon the filing of this Agreement and the officers' certificates of each Constituent Corporation with the Secretary of State of the State of California pursuant to Section 1103 of the CGCL (the time of such filing, the "Effective Time").

2.3 Effect of the Merger. The effect of the Merger shall be as provided in this Agreement and Section 1107 of the CGCL. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and duties of the Surviving Corporation.

2.4 Articles of Incorporation. At the Effective Time, the articles of incorporation of the Company shall be the articles of incorporation of the Surviving Corporation.

2.5 Officers and Directors. The directors of Merger Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation, and the officers of Merger Sub immediately prior to the Effective Time shall be the initial and only

officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

2.6 Effect on Capital Stock. Subject to the terms and conditions of this Agreement, by virtue of the Merger and without any action on the part of Parent, Merger Sub, the Company or the holders of any of the following securities, the following shall occur:

(i) Series A Preferred. Each share of Series A Preferred issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and automatically converted into the right to receive cash in the amount of \$0.24129715729 per share (rounded to the nearest cent), of which \$0.03719648444 per share (rounded to the nearest cent) shall be held in an escrow for the purpose of providing a fund that can be drawn upon to indemnify the Parent for breaches of representations and warranties made by the Company in connection with the Merger (the "Escrow Fund").

(ii) Series B Preferred. Each share of Series B Preferred issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and automatically converted into the right to receive cash in the amount of \$0.24129715729 per share (rounded to the nearest cent), of which \$0.03719648444 per share (rounded to the nearest cent) shall be held in the Escrow Fund.

(iii) Series B-1 Preferred. Each share of Series B-1 Preferred issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and automatically converted into the right to receive cash in the amount of \$0.24129715729 per share (rounded to the nearest cent), of which \$0.03719648444 per share (rounded to the nearest cent) shall be held in the Escrow Fund.

(iv) Company Common Stock. Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time will be cancelled and extinguished and automatically converted into the right to receive cash in the amount of \$0.01465678283 per share (rounded to the nearest cent), of which \$0.00225937512 per share (rounded to the nearest cent) shall be held in the Escrow Fund.

(v) Merger Sub Common Stock. Each share of Merger Sub Common Stock that is issued and outstanding immediately prior to the Effective Time shall be converted into and continue as one share of the common stock of the Surviving Corporation. Each stock certificate of Merger Sub evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

ARTICLE III

MISCELLANEOUS

3.1 Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either the Company, Parent or Merger Sub, the officers and directors of the

Company, Parent and Merger Sub are fully authorized in the name of their respective corporations or otherwise to take, and will take, all such lawful and necessary action.

3.2 Multiple Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be an original, but all of which when taken together shall constitute one and the same agreement.

3.3 Choice of Law. This Agreement shall be construed in accordance with, and governed in all respects by, the internal laws of the State of California without giving effect to principles of conflicts of laws.

24


2

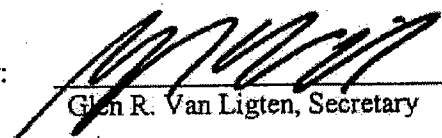
25

Pa-774725

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized respective officers as of the date first written above.

ENOSYS SOFTWARE, INC.

By: 
David Banks, President and
Chief Executive Officer

By: 
Glen R. Van Ligten, Secretary

EPOCH ACQUISITION CORP.

By: _____
Robert Donohue, President

By: _____
Cori Allen, Secretary

BEA SYSTEMS, INC.

By: _____
Dave Logan, Executive Vice President,
Corporate Development

By: _____
Robert Donohue, Secretary

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized respective officers as of the date first written above.

ENOSYS SOFTWARE, INC.

By: _____
David Banks, President and
Chief Executive Officer

By: _____
Glen R. Van Ligten, Secretary

EPOCH ACQUISITION CORP.

By: _____
Robert Donohue, President

By: _____
Cori Allen, Secretary

BEA SYSTEMS, INC.

By: _____
Dave Logan, Executive Vice President,
Corporate Development

By: _____
Robert Donohue, Secretary

ENOSYS SOFTWARE, INC.

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

The undersigned, David Banks and Glen R. Van Ligten, hereby certifies that:


1. They are the President and Secretary, respectively, of Enosys Software, Inc., a California corporation (the "Company").
2. The Agreement of Merger to which this Certificate is attached (the "Merger Agreement"), providing for the merger (the "Merger") of Epoch Acquisition Corp., a California corporation with and into the Company, was duly approved by the board of directors and shareholders of the Company.
3. The authorized capital stock of the Company consists of Fifty Million (50,000,000) shares of common stock, no par value per share ("Company Common Stock") and Twenty Eight Million Five Hundred Ninety Six Thousand One Hundred Sixty One (28,596,161) shares of Preferred Stock, no par value per share ("Company Preferred Stock") of which Two Million Six Hundred Sixty Nine Thousand Four Hundred Seventy Four (2,669,474) shares are designated Series A Preferred Stock ("Series A Preferred"), Fourteen Million One Hundred Eighty Seven Thousand Five Hundred Fifty Seven (14,187,557) shares are designated Series B Preferred Stock ("Series B Preferred") and Eleven Million Seven Hundred Thirty Nine Thousand One Hundred Thirty (11,739,130) shares are designated Series B-1 Preferred Stock ("Series B-1 Preferred"). As of the date of this Agreement, there are issued and outstanding Six Million Six Hundred Eighty Six Thousand Eight Hundred Seventy One (6,686,871) shares of Company Common Stock, Two Million Six Hundred Sixty Nine Thousand Four Hundred Seventy Four (2,669,474) shares of Series A Preferred, Thirteen Million Eight Hundred Forty Six Thousand Two Hundred Fifty Three (13,846,253) shares of Series B Preferred and Zero (0) shares of Series B-1 Preferred, all of which are validly issued, fully paid and nonassessable. The total number of shares entitled to vote on the Merger as of the record date was: Six Million Six Hundred Eighty Six Thousand Eight Hundred Seventy One (6,686,871) shares of Company Common Stock, Two Million Six Hundred Sixty Nine Thousand Four Hundred Seventy Four (2,669,474) shares of Series A Preferred, Thirteen Million Eight Hundred Forty Six Thousand Two Hundred Fifty Three (13,846,253) shares of Series B Preferred and Zero (0) shares of Series B-1 Preferred. The votes of holders of a majority of the shares of Company Common Stock and the votes of holders of a majority of the shares of Series A Preferred, Series B Preferred and Series B-1 Preferred, voting together and each voting separately as a class, were required to approve the Merger and the principal terms of the Merger Agreement.
4. The Merger and the principal terms of the Merger Agreement were approved by the shareholders of the Company by a vote of (a) the number of shares of Company Common Stock, Series A Preferred, Series B Preferred and Series B-1 Preferred which equaled or exceeded the vote required for each class to approve the Merger Agreement and (b) the number of shares of Series A Preferred, Series B Preferred and Series B-1 Preferred which equaled or exceeded the vote, together as a class, to approve the Merger.

2

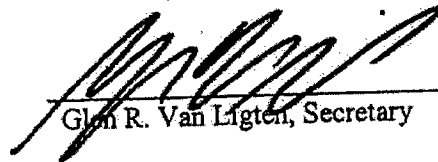
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 18, 2003

By:


David Banks, President

By:


Glen R. Van Ligten, Secretary

EPOCH ACQUISITION CORP.

26

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

27

The undersigned, Robert Donohue and Cori Allen, hereby certify that:

1. They are the President and Secretary, respectively of Epoch Acquisition Corp., a Delaware corporation ("Merger Sub").
2. The Agreement of Merger to which this Certificate is attached (the "Merger Agreement"), providing for the merger (the "Merger") of Merger Sub, with and into Enosys Software, Inc., a California corporation, was duly approved by the board of directors and by the sole shareholder of Merger Sub.
3. The authorized capital stock of Merger Sub consists of One Thousand (1,000) shares of common stock, no par value per share ("Merger Sub Common Stock"). The total number of shares of Merger Sub Common Stock entitled to vote on the Merger Agreement was One Thousand (1,000) shares. A vote of more than 50% of the outstanding shares of Merger Sub Common Stock was required to approve the Merger and the principal terms of the Merger Agreement.
4. The Merger and the principal terms of the Merger Agreement were approved by the consent of Merger Sub's sole shareholder holding 100% of Merger Sub's issued and outstanding shares, which vote exceeded the vote required.
5. No vote of the stockholders of BEA Systems, Inc., a Delaware corporation, was required to approve the Merger Agreement and the Merger.

[Signatures Follow on a Separate Page]

25

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.


Date: June 18, 2003

By:



Robert Donohue, President

By:



Cori Allen, Secretary



pa-774725

PATENT

REEL - 015750 FRAME - 0620

**COMPLIANCE CERTIFICATE
OF
BEA SYSTEMS, INC.
a Delaware corporation**

June 18, 2003

The undersigned, William M. Klein, in his capacity as Executive Vice President and Chief Financial Officer of BEA Systems, Inc., a Delaware corporation ("Acquiror"), hereby certifies on behalf of Acquiror pursuant to Section 8.3(a)(i) of the Agreement and Plan of Merger dated as of May 16, 2003, as amended by that certain Amendment No. 1 to the Agreement and Plan of Merger dated as of June 13, 2003 (the "Agreement") by and among Acquiror, Epoch Acquisition Corp., a California corporation and a wholly-owned subsidiary of Acquiror, Enosys Software, Inc., a California corporation, and Yannis Papakonstantinou, that:

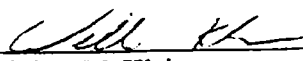
1. Immediately prior to the Closing, the undersigned is the duly elected, qualified, acting and incumbent Executive Vice President and Chief Financial Officer of Acquiror, and as such is familiar with the matters set forth herein.
2. Each of the representations and warranties made by Acquiror in the Agreement and in the other Transactional Agreements is accurate in all respects as if made as of the date of the Closing (provided that such representations and warranties which are by their express provisions made as of a specific date need to be accurate only as of such specific date), except to the extent that any failures of such representations and warranties to be accurate, in the aggregate, would not have, or reasonably be expected to have, a material adverse effect on Acquiror (disregarding for these purposes any materiality or material adverse effect qualifications therein contained).
3. Each of the covenants and obligations that Acquiror is required to have complied with or performed pursuant to the Agreement or any of the other Transactional Agreements at or prior to the Closing has been duly complied with and performed in all material respects.
4. Each of the conditions set forth in Section 8.3 of the Agreement has been satisfied in all respects.

Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

[Signature Follows on Separate Page]

WITNESS WHEREOF, the undersigned has executed this Certificate as of the date
above.

BEA SYSTEMS, INC.



William M. Klein
Executive Vice President and
Chief Financial Officer

pa-796366

**ACTION BY WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER
OF
EPOCH ACQUISITION CORP.**

May 15, 2003

The undersigned, constituting the sole shareholder of all of the outstanding shares of Common Stock of Epoch Acquisition Corp., a California corporation (the "Corporation"), in accordance with Section 603 of the California Corporations Code and the Bylaws of the Corporation, without the formality of convening a meeting, does hereby consent to and adopt the following resolutions:

MERGER WITH ENOSYS SOFTWARE, INC.

WHEREAS, the sole shareholder has been presented with a form of Agreement and Plan of Merger (the "Merger Agreement") by and among the Corporation, BEA Systems, Inc., a Delaware corporation ("BEA") and Enosys Software, Inc., a California corporation ("Enosys"), which provides for, among other things:

- (i) the merger of the Corporation with and into Enosys and the survival of Enosys (the "Merger"), and
- (ii) the automatic conversion of each outstanding share of capital stock of Enosys into the right to receive the consideration set forth in Section 3.1 of the Merger Agreement.

RESOLVED, that the form of Merger Agreement presented to the undersigned shareholder and the transactions contemplated thereunder are hereby adopted and approved in all respects;

RESOLVED FURTHER, that the Merger of the Corporation with and into Enosys is hereby approved;

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed, for and on behalf of the Corporation and as its act and deed, to execute the Merger Agreement and such other agreements as the officers deem appropriate, with such changes therein as shall be approved by any of the officers of the Corporation who execute the same,

such execution to be conclusive evidence of such approval, and to take any other actions as necessary to effectuate the actions related thereto as contemplated therein;

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to execute and file an Agreement of Merger merging the Corporation with and into Enosys, with the California Secretary of State, and to make such other filings as may be necessary to effect the merger; and

RESOLVED FURTHER, that any and all actions heretofore taken by the officers and directors of the Corporation as to the above-referenced matter are hereby ratified, approved and confirmed as the act and deed of the Corporation.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

Executed as of the date first written above.

THE SOLE SHAREHOLDER OF
EPOCH ACQUISITION CORP.

BEA Systems, Inc.

By: Mark Dentinger

Name: Mark Dentinger

Title: Senior Vice President and Corporate
Controller

DA-774502

PATENT

RECORDED: 03/09/2005

REEL: 015750 FRAME: 0625