

**CERTIFICATION FOR TRANSFER OF RECORD OWNERSHIP OF
SHARES OF SELECTICA, INC. COMMON STOCK ISSUED
IN EXCHANGE FOR PREVIOUSLY OUTSTANDING RIGHTS**

On January 2, 2009, each right previously outstanding under Amended and Restated Rights Agreement (the "Rights Agreement") of Selectica, Inc. (the "Company") was exchanged (the "Exchange") at the close of business on that date for one share of Selectica's Common Stock (the "Common Stock"). The Exchange does not apply to rights formerly held by any Acquiring Person (defined below) at the time of the Exchange.

On January 2, 2009, a committee of the Company's Board of Directors determined that Trilogy, Inc, Versata Enterprises, Inc. and their Affiliates and Associates, as such terms are defined in the Rights Agreement (collectively, the "Trilogy Group"), became "Acquiring Persons" as of December 19, 2008. As a result, rights held by members of the Trilogy Group became void on that date and members of the Trilogy Group are not eligible to participate in the Exchange. No other person or group has been determined to be an Acquiring Person. In order to receive shares of Common Stock in the Exchange, an eligible stockholder is required to certify that it is not an Acquiring Person.

Prior to February 4, 2009 eligible stockholder certifications were to be provided to the Company's Exchange Agent, Wells Fargo Shareholder Services, for processing. On February 4, 2009, Wells Fargo transferred all shares that were not credited to the accounts of certifying stockholders to Wilmington Trust Company. The Company has appointed Wilmington Trust Company to serve as Trustee under a Trust Agreement dated January 26, 2008, to hold these shares on behalf of eligible stockholders who did not received shares of Common Stock in the Exchange pursuant to the initial distribution by Wells Fargo (each, a "Beneficiary" and collectively, the "Beneficiaries"), pending receipt of the required certification. For the avoidance of doubt, members of the Trilogy Group are not Beneficiaries under the Trust Agreement.

To receive shares of Common Stock from the Trustee, an eligible stockholder must certify that it is not an Acquiring Person by completing this certification form in the space provided below.

The Rights Agreement defines an "Affiliate" and "Associate" as having the respective meanings ascribed to them in Rule 12b-2 of the General Rules and Regulations of the Securities Exchange Act of 1934, as in effect on January 2, 2009, and to the extent not included within such definitions, any other person whose shares of Common Stock would be deemed constructively owned by such first person, owned by a single "entity" as defined in Section 1.382-3(a)(1) of applicable income tax regulations under the Internal Revenue Code of 1986, as amended (the "Code"), or otherwise aggregated with shares of Common Stock owned by such first person pursuant to the provisions of the Code, or any successor provision or replacement provisions; provided, however, that a person shall not be deemed to be the Affiliate or Associate of another person solely because either or both persons are or were directors of the Company.

To receive a distribution of shares to which your clients may be entitled, please certify the representation set forth below and return to:

**Wilmington Trust Company
 Selectica 2009 Rights Exchange Trust
 Attn: Jeanne Oller, Drop Code 1605
 1100 North Market Street
 Wilmington, DE 19890**

The undersigned hereby represents, warrants and certifies to Wilmington Trust Company, as Trustee, that he/she/it (a) was the holder of record of the number of shares specified below as of the Close of Business (as defined in the Rights Agreement) on January 2, 2009 and is entitled to distribution of such number of shares pursuant to the Exchange, (b) is NOT, and does NOT hold shares on behalf of any beneficial owner that is, and was NOT, and does NOT hold shares on behalf of any beneficial owner that was, immediately prior to the declaration of the Exchange, an Acquiring Person (c) is a Beneficiary under the Trust Agreement and understands and acknowledges that upon distribution of the shares specified below he/she/it shall cease to be a Beneficiary under the Trust Agreement.

Name, address, telephone, and email of Beneficiary	Number of Selectica, Inc., (Nasdaq: SLTC) shares held by Beneficiary.
[Name] [Address] [Telephone] [Email] [Address for delivery of Shares if different from above] [Tax ID Number/SSN] Form of Shares: (choose one) [Physical Certificate] or [Book Entry (Statement)]	

 Signature

 Printed Name

Date: _____