

LOGO CHANGEABLE TO PMS - 100% K 7.06 C 92.16 M 96.08 Y

AMERICAN BANK NOTE COMPANY
55TH and SANSON STREET
PHILADELPHIA, PA 19139
(215) 764-8600

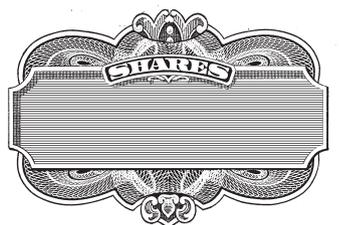
SALES: M. SANDHU: 415-543-8885

/HOME 12 / LIVE JOBS / C / CAPTIVA SOFTWARE CORP. H74162

PRODUCTION COORDINATOR: BELINDA BECK: 215-764-8619
PROOF OF AUGUST 15, 2002
Captiva Software Corporation
H 74162 face

OPERATOR: 1/4/W

Rev. 1



SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 14073T 10 9

CAPTIVA

SOFTWARE CORPORATION

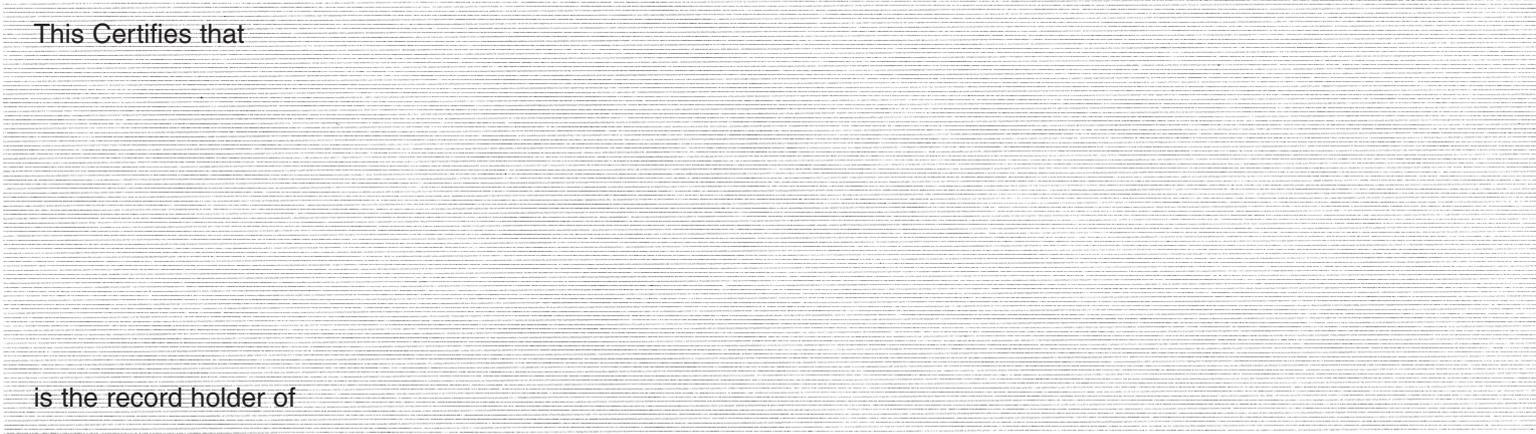
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE



CAP

THIS CERTIFICATE IS TRANSFERABLE
IN CANTON, MA, JERSEY CITY, NJ
AND NEW YORK CITY, NY

This Certifies that



is the record holder of

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, \$.01 PAR VALUE, OF
CAPTIVA SOFTWARE CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

Rick E. Russo

CHIEF FINANCIAL OFFICER



[Signature]

PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:
EQUISERVE TRUST COMPANY, N.A.
TRANSFER AGENT
AND REGISTRAR
BY *[Signature]*
AUTHORIZED SIGNATURE

The Corporation shall furnish without charge to each stockholder who so requests a statement of the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock of the Corporation or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Such requests shall be made to the Corporation's Secretary at the principal office of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common
 TEN ENT – as tenants by the entireties
 JT TEN – as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—.....Custodian.....
 (Cust) (Minor)
 under Uniform Gifts to Minors Act.....
 (State)
 UNIF TRF MIN ACT—.....Custodian (until age.....)
 (Cust)
under Uniform Transfers to Minors Act.....
 (Minor)
 (State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ Shares of the common stock represented by the within certificate, and do hereby irrevocably constitute and appoint _____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X _____

X _____
NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

Signature(s) Guaranteed

By _____
 THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

AMERICAN BANK NOTE COMPANY 55TH and SANSOM STREET PHILADELPHIA, PA 19139 (215) 764-8600 <hr/> SALES: M. SANDHU: 415-543-8585
/ HOME 12 / LIVE JOBS / C / CAPTIVA SOFTWARE CORP. H74162

PRODUCTION COORDINATOR: BELINDA BECK: 215-764-8619 PROOF OF AUGUST 9, 2002 Captiva Software Corporation H 74162 bk <hr/> OPERATOR: _____ lr
NEW