OBJECT MANAGEMENT GROUP

Memorandum of Understanding

June 24, 2005

Jeanne Baker
Chair
BPMI.org
1155 S. Havana Street, #11-311
Aurora, CO 80012
USA

Dear Jeanne:

Our discussions have made it clear that there are powerful synergies that can result from the combination of the efforts of BPMI.org and OMG. This letter spells out the terms of an arrangement to merge the work and missions of our two organizations.

1. Purpose

BPMI and OMG wish to continue the work and mission of BPMI within the OMG process, as part of the work of an OMG Domain Task Force formed by combining BPMI and OMG's Business Enterprise Integration Domain Task Force (BEIDTF). The work and mission of each of BPMI and the BEIDTF are set out in Appendix A attached to this letter and will both be used to provide guidance for the continuing work of the Task Force.

The intellectual property of BPMI – including BPMN, BPML, the BPMI name and the www.bpmi.org domain name – will be transferred to OMG, who will use it to actively promote and continue BPMI's important work. OMG will promote the BPMI "brand" and maintain www.bpmi.org as a portal to all aspects of its Business Process Management ("BPM") activities. The Task Force will benefit from the support of OMG's staff, which includes business developers to help recruit members interested in BPM, marketing staffers to help promote BPM education events, and logistics resources to help support BPM-related activities.

BPMI members and OMG staff will work diligently to present and build support for these plans, with the intention of bringing them to a vote of the Task Force in September 2005.

2. Task Force Proposal

All of the plans proposed in this "Task Force Proposal" section are subject to approval by the Task Force and Domain Technology Committee under the existing OMG process.

a. BPMI and OMG will consolidate their resources within the existing OMG structure by combining BPMI and the BEIDTF as an OMG Task Force.

b. The Task Force will be called the OMG _____Task Force (_____).

c. The missions of the Task Force will include all aspects of Business Process Management within the current missions of BPMI and the BEIDTF, including:

- Refinement and promotion of the Business Process Modeling Notation (BPMN)
- Delivery of the Business Process Definition Metamodel (BPDM).
- Business language, vocabulary, and rules,
- Business modeling,
- BIM (Business Information Management),
- EAI (Enterprise Application Integration),
- B2B (Business to Business collaboration),
- Web Services Information and Processes,
- Security Policy and Management, and
- Refinement, promotion and education of the principles, approaches and tenets of Business Process Management within the broader business community.

d. The process to formally adopt BPMN as an OMG standard will begin immediately after the formation of the Task Force and will proceed via the normal RFP (Request for Proposal) or RFC (Request for Comment) process as outlined in OMG's Policies and Procedures – see http://www.omg.org/cgi-bin/doc?pp.

e. The Task Force can hold meetings at all five Technical Meetings held by OMG each year, in order to meet together and focus BPM and other Task Force objectives.

f. The BPMI leadership, Jeanne Baker and Derek Miers, and the BEIDTF leadership, Fred Cummins and Stan Hendryx, will assume leadership roles in the Task Force and the BPMI Steering Committee.

3. BPMI Steering Committee

A new BPMI Steering Committee will be formed, consisting of the current members of the BPMI Board of Directors who are or become OMG members, as well as the current co-chairs of the BEIDTF, Fred Cummins and Stan Hendryx. The Steering Committee will be responsible for:

- Advising the OMG Board of Directors on OMG's activities to promote BPM throughout the industry,
- Creating an Integrated BPM Education Plan,
- Providing advice and expertise with respect to BPM-related initiatives,
- Acting as a key source of BPM thought leadership throughout the industry,
- Providing subject matter experts to speak at OMG and other BPM-related events, and
- Advising and supporting OMG with respect to BPM-related events around the globe.

The structure, mission and membership of the BPMI Steering Committee will be revisited in early 2006, in order to optimize its effectiveness and efficiency, and members of the Steering Committee will be subject to annual election or re-election in Q1 2006 and each year thereafter.

4. OMG Membership and Dues

a. All current BPMI members in good standing will be eligible to become members of OMG and join the Task Force. BPMI members who are not currently OMG members will need to join OMG in order to continue participating in BPMI's work. Of course, as OMG members, they will also be eligible to participate in all other areas of OMG's work as well.

b. As a special incentive for BPMI members to join OMG, OMG will credit up to $5,000 toward OMG dues during the first year for BPMI Class A members in good standing as of June 24 that are not already OMG members.

c. Annual OMG dues are determined by company size and degree of OMG privileges (including voting rights and eligibility to hold offices). Dues range from $2,500 (Influencing Member) for a company earning less than $10 million in annual revenue to $70,000 (Contributing Member) for a company earning more than $500 million. See http://www.omg.org/memberservices/index.htm for general membership information. The membership rights at various levels are set out at http://www.omg.org/memberservices/membershipmatrix.htm. The pricing tiers for organization dues are outlined at http://www.omg.org/memberservices/feestructure.htm.

5. IPR and the BPMI Brand

In order to allow OMG to continue BPMI's important work, BPMI hereby assigns to OMG all rights, title and interests it has with respect to the trademarks, copyrights and domain names listed in Appendix B. BPMI will cooperate with OMG's request to the relevant domain name registrar(s) to transfer the listed domain names to OMG.

OMG will arrange to have at least one annual BPM-related event branded as the "BPM Think Tank".

6. Agreement Becomes Effective

This agreement will become effective upon signature by OMG and BPMI.

If this letter agreement accurately states the terms that we have agreed upon, please sign one copy and fax it to me at 781-444-0320.

Best regards,

Richard Soley
CEO and Chairman
Object Management Group, Inc.

AGREED:
Business Process Management Initiative

By: _____
Its: President

BPMI Work and Mission

BPMI has been committed since its inception in August 2000 to promoting royalty-free business process standards that can span multiple applications and business partners who are seeking to protect and extend their business processes as valuable corporate assets. BPMI describes as "the process revolution" the modern phenomenon of global cross-industry organizational focus on business processes as mission critical intellectual property.

In BPMI's study of and participation in the process revolution, the Initiative has never before encountered the heightened level of excitement and attention that it has observed in 2005. New publications, global conferences and analyst events centered on BPM have sprung up this year at an unprecedented pace. An IT industry now experiencing early real return on investment from Web Services is eager to embrace the first OASIS-approved submission of the Business Process Execution Language. A unique kind of corporate discipline, sometimes called process engineering, has emerged to link the expression of business requirements with the execution of automated workflow. This discipline requires previously unimagined technology and practice to articulate process in a form business can understand and to implement those processes in a way that is adaptive and aligned with the dynamic needs of the business. In short, the world is witnessing a new consolidation of requirements within the fields of process modeling, management, monitoring and maintenance that motivates a much closer cooperation among the standards bodies who create and maintain specifications for the various facets of these activities.

BEIDTF Work and Mission

The mission of OMG's Business Enterprise Integration Domain Task Force is to develop specifications that will promote inter- and intra-enterprise business integration and collaboration. This will be achieved by developing shared models that support business modeling and the integration and collaboration of systems, processes, and information across the enterprise, including business partners and customers.

Main areas of enterprise integration are:

- Business language, vocabulary, and rules,
- Business modeling,
- BPM (Business Process Management),
- BIM (Business Information Management),
- EAI (Enterprise Application Integration),
- B2B (Business to Business collaboration),
- Web Services Information and Processes, and
- Security Policy and Management.

Examples of shared models within these areas include:

- Workflow management,
- Knowledge management,
- Business semantics for business rules,
- Business rule management,
- Production rule representation,
- Software portfolio management,

- Electronic business documents,
- Negotiation facility,
- Business metadata management.

To achieve its mission, the task force will prepare requests for proposals, evaluate responses and recommend proposals for adoption as OMG specifications. It will facilitate and promote:

- Use of MDA (Model Driven Architecture) to specify specialized meta models, computation independent models and platform independent models;

- Collaboration with other OMG subgroups to identify opportunities for shared models.

- Collaboration with other industry groups to identify opportunities for shared models.

- Simplicity in specifying, using and deploying shared models for business owners, planners, managers, analysts and application developers;

- Interoperability between independently developed components that support enterprise integration.

Appendix B

1. **Trademarks to Be Transferred**

- "Business Process Management Initiative" and "BPMI"
- "Business Process Management Notation" and "BPMN"
- "Business Process eXtension Layers" and "BPXL"
- "Business Process Query Language" and "BPQL"
- "Business Process Modeling Language" and "BPML"
- "Business Process Semantic Model" and "BPSM"

2. **Copyrights to Be Transferred**

- BPML 1.0 - Business Process Modeling Language - Last Call Draft of November 13, 2002
- BPMN 1.0 - Business Process Modeling Notation - Version 1.0 - May 3, 2004
- Copyrights and rights to use all other documents on www.bpmi.org and www.bpmn.org

3. **Domain Names to be Transferred**

- www.bpmi.org
- www.bpmn.org