

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SmartForce		07/17/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	SkillSoft Corporation
Street Address:	20 Industrial Park Drive
City:	Nashua
State/Country:	NEW HAMPSHIRE
Postal Code:	03062
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2294998	CBT SYSTEMS

CORRESPONDENCE DATA	
Fax Number:	(650)324-0638
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 324-7000
Email:	SV-Trademark@hewm.com
Correspondent Name:	Heller Ehrman White & McAuliffe LLP
Address Line 1:	275 Middlefield Road
Address Line 2:	Harold J. Milstein
Address Line 4:	Menlo Park, CALIFORNIA 94025-3506

ATTORNEY DOCKET NUMBER:	25973-2000
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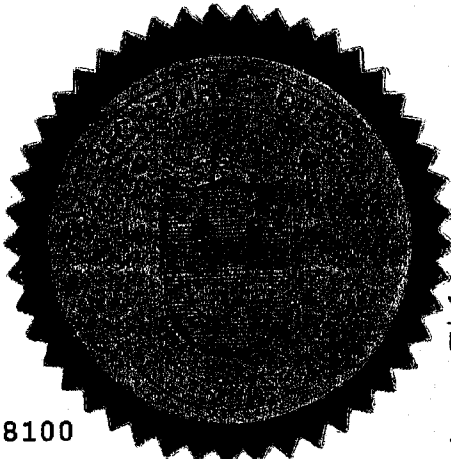
NAME OF SUBMITTER:	Harold J. Milstein
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Total Attachments: 3 source=Cert of Merger pg 1#page1.tif source=Cert of Merger pg 2#page1.tif source=Cert of Merger pg 3#page1.tif
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OP \$40.00 2294998

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "SKILLSOFT CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2003, AT 5:23 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2808198 8100

AUTHENTICATION: 2754355

030737792

DATE: 11-17-03
TRADEMARK

REEL: 002749 FRAME: 0928

CERTIFICATE OF MERGER

OF

SmartForce
(a Delaware corporation)

INTO

SkillSoft Corporation
(a Delaware corporation)

SkillSoft Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
SmartForce	Delaware
SkillSoft Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is SkillSoft Corporation.

FOURTH: That the Certificate of Incorporation, as amended, of SkillSoft Corporation, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 107 Northeastern Blvd., Nashua, New Hampshire 03062.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, SkillSoft Corporation has caused this Certificate to be executed by its President and attested by its Secretary this 17th day of July, 2003.

SKILLSOFT CORPORATION

(a Delaware corporation)

By: Charles E. Moran
Charles E. Moran
President

Dated: 7/17/03

ATTEST:



Thomas J. McDonald
Secretary