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03-14-2005

Attorney Docket No. 25715-0

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(Rev. 03-01)
OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



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Tab settings >>>

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Click2Learn, Inc.
110-110th Avenue NE, Suite 700
Bellevue, WA 98004

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Name: SumTotal Systems, Inc.
Internal Address: _____
Street Address: 2444 Charleston Road
City: Mountain View State: California ZIP: 94043

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Filed with State of Delaware on September 17, 2004.

4. Application Number(s) or Registration Number(s).
A. Trademark Application No(s): 78/075,704 and 78/351,840

Additional numbers attached? Yes No

B. Trademark Registration No(s):

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Marc M. Gorelnik, Esq.
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(415) 576-0200

03/11/2005 JJALLAH2 00000005 201430 78075704
01 FC:6521 40.00 BA

6. Total number of applications and registrations involved2

7. Total fee (37 CFR 3.41):\$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Marc M. Gorelnik _____ Signature _____ Date February 9, 2005
Name of Person Signing

Total number of pages including cover sheet, attachments and document: 2



Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

02-14-2005

U.S. Patent & TMO/TM Mail Rcpt Dt. #66

TRADEMARK
REEL: 003132 FRAME: 0963

Delaware

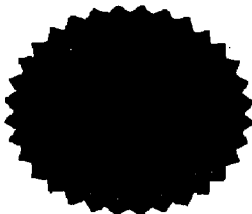
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CLICK2LEARN, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SUMTOTAL SYSTEMS, INC." UNDER THE NAME OF "SUMTOTAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 9:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3360928

DATE: 09-20-04

RECORDED: 02/14/2005

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