

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Asymetrix Learning Systems, Inc.		11/23/1999	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	click2learn.com, inc.		
Street Address:	1808 North Shoreline Blvd.		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94303		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1581290	TOOLBOOK	
Registration Number:	2263053	IT'S WORKING	
CORRESPONDENCE DATA			
Fax Number:	(916)329-4900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-773-5921		
Email:	lpartmann@orrick.com		
Correspondent Name:	Zachary S. Finley		
Address Line 1:	405 Howard Street		
Address Line 2:	The Orrick Building		
Address Line 4:	San Francisco, CALIFORNIA 94105-2669		
ATTORNEY DOCKET NUMBER:	14988-3/1640		
NAME OF SUBMITTER:	Zachary S. Finley		
Signature:	/Zachary S. Finley/		

CH \$65.00 1581290

Date:

10/28/2005

Total Attachments: 2

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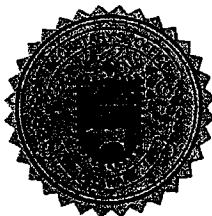
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Delaware

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 AMENDMENT OF "ASYMETRIX LEARNING SYSTEMS, INC.", CHANGING ITS NAME FROM "ASYMETRIX LEARNING SYSTEMS, INC." TO "CLICK2LEARN.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1999, AT 12:01 O'CLOCK P.M.



2893326 8100

050846689

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4230837

DATE: 10-17-05

TRADEMARK
REEL: 003183 FRAME: 0868

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ASYMETRIX LEARNING SYSTEMS, INC.

Asymetrix Learning Systems, Inc., a Delaware corporation, does hereby certify that the following amendment to the corporation's Amended and Restated Certificate of Incorporation has been duly adopted by the corporation's Board of Directors and a majority of the stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law:

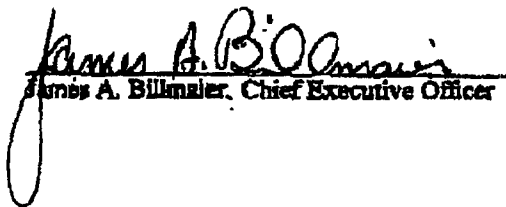
Article I of the Amended and Restated Certificate of Incorporation, relating to the name of Asymetrix Learning Systems, Inc., is amended to read in its entirety as follows:

"The name of the Corporation is click2learn.com, inc."

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 23rd day of November, 1999 and the foregoing facts stated herein are true and correct.

ASYMETRIX LEARNING SYSTEMS, INC.

By:


James A. Billmeyer, Chief Executive Officer