

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
click2learn.com, inc.		05/30/2001	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	click2learn, Inc.		
<b>Street Address:</b>	1808 North Shoreline Blvd.		
<b>City:</b>	Mountain View		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94105-2669		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1581290	TOOLBOOK	
<b>Registration Number:</b>	2263053	IT'S WORKING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(916)329-4900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	415-773-5921		
<b>Email:</b>	lpartmann@orrick.com		
<b>Correspondent Name:</b>	Zachary S. Finley		
<b>Address Line 1:</b>	405 Howard Street		
<b>Address Line 2:</b>	The Orrick Building		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94303		
<b>ATTORNEY DOCKET NUMBER:</b>	14988-3/1640		
<b>NAME OF SUBMITTER:</b>	Zachary S. Finley		
<b>Signature:</b>	/Zachary S. Finley/		

CH \$65.00 1581290

Date:

10/28/2005

Total Attachments: 2

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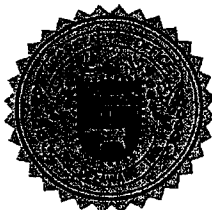
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# Delaware

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 "CLICK2LEARN.COM, INC.", CHANGING ITS NAME FROM "CLICK2LEARN.COM, INC." TO "CLICK2LEARN, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 2001, AT 12 O'CLOCK P.M.



2893326 8100

050846693

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4230840

DATE: 10-17-05

TRADEMARK  
REEL: 003183 FRAME: 0889

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF  
INCORPORATION**

click2learn.com, inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

The following amendment to the corporation's Amended and Restated Certificate of Incorporation was duly proposed by the corporation's Board of Directors and adopted by the corporation's stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

Article I of the Amended and Restated Certificate of Incorporation is amended to read in its entirety as follows:


**ARTICLE I**

The name of the corporation is Click2learn, Inc

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its duly authorized officer this 30th day of May, 2001.

click2learn.com, inc.

By



Steven Esau, Vice President,  
General Counsel, and Secretary