

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/17/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
click2learn, Inc.		09/14/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	SumTotal Systems, 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  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 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

CH \$65.00 1581290

Signature:

/Zachary S. Finley/

Date:

10/28/2005

**Total Attachments: 12**

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# Delaware

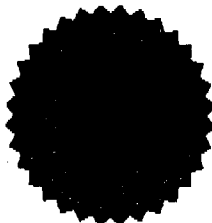
PAGE 1

*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 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

3716692 8100M

AUTHENTICATION: 3360928

040676225

DATE: 09-20-04

TRADEMARK  
REEL: 003183 FRAME: 0893

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:25 PM 09/17/2004  
FILED 09:25 PM 09/17/2004  
SRV 040676225 - 3716692 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**CLICK2LEARN, INC., A DELAWARE CORPORATION,**

**WITH AND INTO**

**SUMTOTAL SYSTEMS, INC.**

**A DELAWARE CORPORATION**

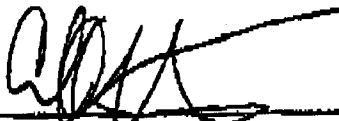
**(Pursuant to Section 253 of the General Corporation Law of Delaware)**

SumTotal Systems, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify as follows:

1. That the Company is organized and existing under the General Corporation Law of the State of Delaware.
2. That the Company owns all the capital stock of Click2Learn, Inc., a Delaware corporation;
3. That the Company determined to merge Click2Learn, Inc. into itself by the resolutions of its board of directors attached hereto as Exhibit A, duly adopted on August 19, 2004.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its duly authorized officer on this 14 day of September, 2004.

**SUMTOTAL SYSTEMS, INC.**

By:   
Erika Rottenberg  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT A**  
**ACTION BY UNANIMOUS WRITTEN CONSENT**  
**OF**  
**THE BOARD OF DIRECTORS OF**  
**SUMTOTAL, INC.**

August 19, 2004

The undersigned, being all the members of the Board of Directors of SumTotal, Inc., a Delaware corporation (the "Company"), hereby adopt the following resolutions pursuant to Section 141(f) of the Delaware General Company Law and the Bylaws of the Company effective as of August 19, 2004:

**Merger of Docent, Inc. With and Into the Company**

**WHEREAS:** The Company lawfully owns 100% of the outstanding stock of Docent, Inc., a Delaware corporation ("Docent").

**WHEREAS:** The Company desires to merge Docent with and into itself, and to be possessed of all the estate, property, rights, privileges and franchises of Docent.

**NOW, THEREFORE, BE IT RESOLVED:** That the Company merge Docent with and into itself and assume all of Docent's liabilities and obligations.

**RESOLVED FURTHER:** That the President, and the Secretary or Assistant Secretary of the Company be and they hereby are directed to make and execute, under the corporate seal of this Company, a certificate of ownership and merger setting forth a copy of the resolution to merge Docent and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Sussex County.

**RESOLVED FURTHER:** That the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

**Merger of Click2learn, Inc. With and Into the Company**

**WHEREAS:** The Company lawfully owns 100% of the outstanding stock of Click2learn, Inc., a Delaware corporation ("Click2learn").

**WHEREAS:** The Company desires to merge Click2learn with and into itself, and to be possessed of all the estate, property, rights, privileges and franchises of Click2learn.

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**NOW, THEREFORE, BE IT RESOLVED:** That the Company merge Click2learn with and into itself and assume all of Click2learn's liabilities and obligations.

**RESOLVED FURTHER:** That the President, and the Secretary or Assistant Secretary of the Company be and they hereby are directed to make and execute, under the corporate seal of this Company, a certificate of ownership and merger setting forth a copy of the resolution to merge Click2learn and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Sussex County.

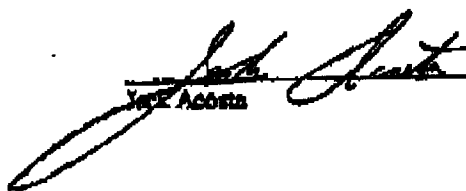
**RESOLVED FURTHER:** That the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

**Omnibus Resolution**

**RESOLVED:** That the proper officers of the Company be, and each of them hereby is, authorized and directed to prepare or cause to be prepared, and to execute and enter into, all agreements and other documents and to take all actions, which may be necessary or advisable to carry out and perform the purposes and accomplish the intent of these resolutions and any and all prior actions taken by the officers of the Company in connection herewith are hereby ratified and approved.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned have executed this written consent of the Board of Directors, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written.

  
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Jack Acosta

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John Cond

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R. Andrew Hobart

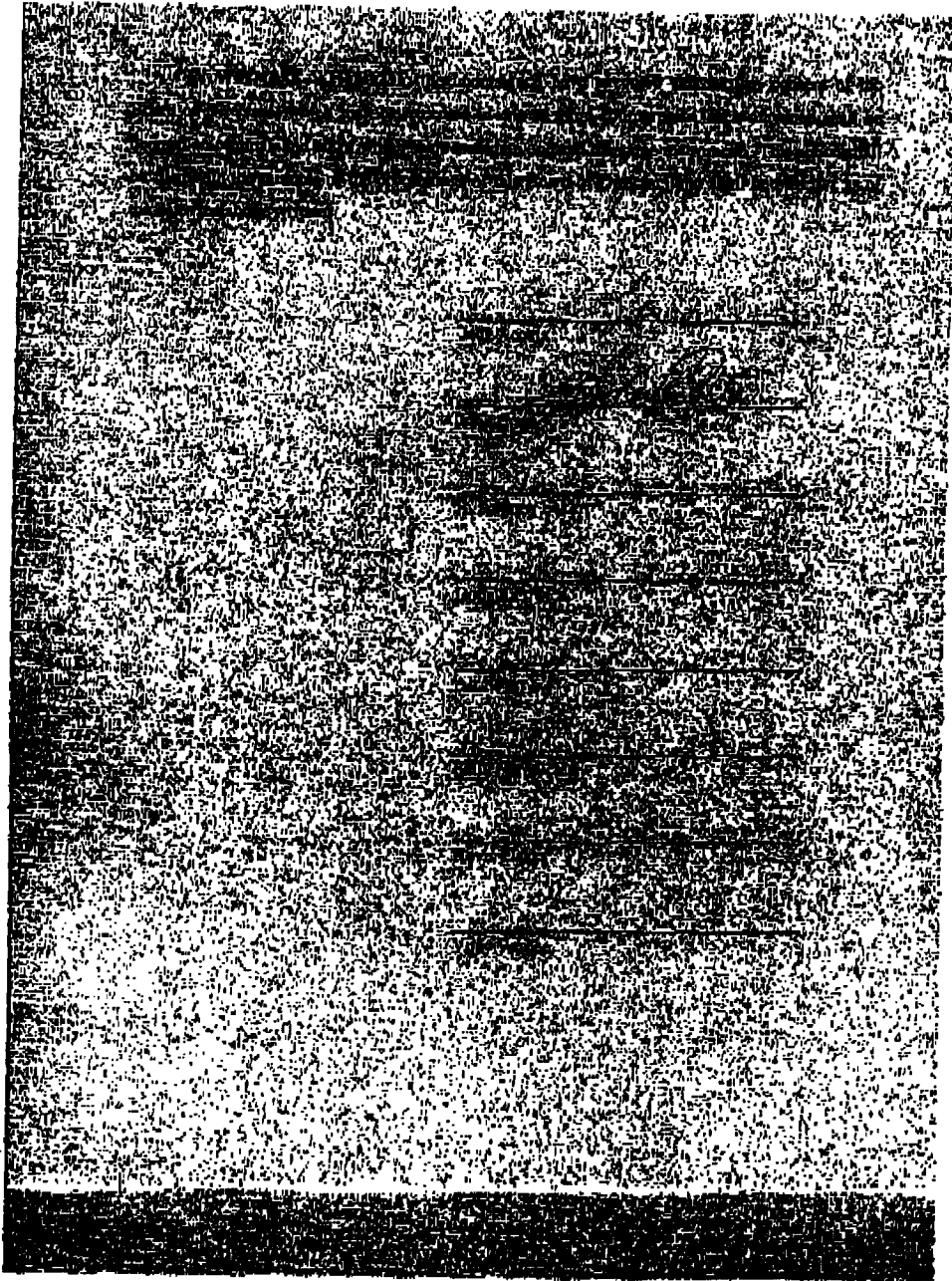
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Sally Narodick

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Kevin Oakes

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Vijay Vashee





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Vijay Vashee

09/21/2004 14:07

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Z06 bxb juyz r.v.s

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Vijay Vashee

AUG-27-2004 03:25 PM VIJAY VAHNEE

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