

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
Docent, 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: 1			
Property Type	Number	Word Mark	
Registration Number:	2845734	DOCENT PEAK PERFORMANCE	
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 \$40.00 2845734

Date:

11/02/2005

Total Attachments: 13

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Delaware

PAGE 1

The First State

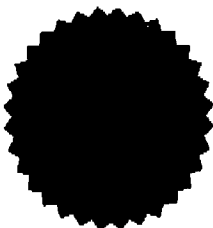
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DOCENT, 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 9:15 O'CLOCK P.M.

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

3716692 8100M

040676226



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3362710

DATE: 09-21-04

TRADEMARK
REEL: 003186 FRAME: 0221

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:15 PM 09/17/2004
FILED 09:15 PM 09/17/2004
SRV 040676226 - 3716692 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DOCENT, 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 Docent, Inc., a Delaware corporation;
3. That the Company determined to merge Docent, 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: 
Erica 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.

Omibus 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 as of the date first set forth above, 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.

Jack Acosta

John Coné

Andrew Eckert

Donald Fowler

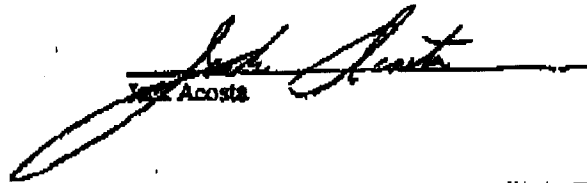
All Kutay

Sally Narodick

Kevin Oakes

Vijay Vashee

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Jack Acosta

John Coné

R. Andrew Eckert

Donald Fowler

Ali Kutay

Sally Narodick

Kevin Oakes

Vijay Varsh

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Jack Acosta

/s/John Coné

John Coné

Andrew Eckert

Donald Fowler

Ali Kutay

Sally Narodick

Kevin Oakes

Vijay Vashee

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Jack Acosta

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Jack Acosta

John Coné

R. Andrew Eckert

Donald Fowler

Donald Fowler

All Kutay

Sally Narodiak

Kevin Oakes

Vijay Vashee

09/24/2004 14:57 1

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Jack Acosta

John Coné

R. Andrew Eckert

Donald Fowler

Al N. Kintz

Al Kintz

Sally Narodick

Kevin Oakes

Vijay Vashee

Aug-30-04 08:17A narodick

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F. 0A

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Jack Acosta

John Coné

R. Andrew Eckert

Donald Fowler

Ali Kutay

Sally Narodick



Kevin Oakes

Vijay Vashee

AUG-27-2004 01:23 PM VIJAY VASHEE

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Donald Fowler

All Kway

Sally Nerdick

Kevin Oakes

Vijay Vashee

Vijay Vashee