

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
click2learn.com, inc.		06/11/2001	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	click2learn, Inc.		
Street Address:	1808 North Shoreline Blvd.		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94303		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2150143	TOOLBOOK II PUBLISHER	
Registration Number:	1401060	ASYMETRIX	
Registration Number:	1413773	ASYMETRIX	
Registration Number:	1411784	SOFTWARE REDEFINED	
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		

CH \$115.00 2150143

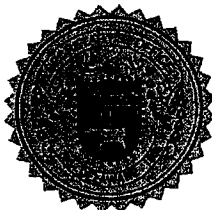
Signature:	/Zachary S. Finley/
Date:	11/17/2005
Total Attachments: 2 source=click_in#page1.tif source=click_in#page2.tif	

Delaware

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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: 003196 FRAME: 0571

**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
Steven Esau, Vice President,
General Counsel, and Secretary