

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Amendment to Trademark Security Agreement |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|-----------------------|
| SumTotal Systems, Inc. | | 11/13/2006 | CORPORATION: DELAWARE |
| DKSystems, Inc. | | 11/13/2006 | CORPORATION: ILLINOIS |

RECEIVING PARTY DATA

| | |
|-----------------|---------------------------------------|
| Name: | Wells Fargo Foothill, Inc. |
| Street Address: | 2450 Colorado Avenue, Suite 3000 West |
| City: | Santa Monica |
| State/Country: | CALIFORNIA |
| Postal Code: | 90404 |
| Entity Type: | CORPORATION: CALIFORNIA |

PROPERTY NUMBERS Total: 7

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------------|
| Registration Number: | 2638597 | MINDSOLVE |
| Registration Number: | 2620292 | |
| Registration Number: | 3147773 | VISUAL 360 |
| Registration Number: | 2308211 | VISUAL 360 |
| Registration Number: | 3101043 | TOGO |
| Registration Number: | 3023658 | FROM THE TOP DESK TO EVERY DESKTOP |
| Registration Number: | 1899608 | DATABOND |

CORRESPONDENCE DATA

Fax Number: (415)268-7522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: dpung@mofo.com
 Correspondent Name: Jennifer Lee Taylor
 Address Line 1: Morrison & Foerster LLP, 425 Market St
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

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| ATTORNEY DOCKET NUMBER: | 51270.100 |
| NAME OF SUBMITTER: | Jennifer Lee Taylor |
| Signature: | /Jennifer Lee Taylor/ |
| Date: | 11/13/2006 |
| Total Attachments: 5 source=51270-100 - Trademark Security Agreement#page1.tif source=51270-100 - Trademark Security Agreement#page2.tif source=51270-100 - Trademark Security Agreement#page3.tif source=51270-100 - Trademark Security Agreement#page4.tif source=51270-100 - Trademark Security Agreement#page5.tif | |

AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This Amendment to Trademark Security Agreement (this "Amendment"), dated as of November 13, 2006, among grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and WELLS FARGO FOOTHILL, INC., in its capacity as Agent for the Lender Group and the Bank Product Providers (together with its successors and assigns in such capacity, "Agent").

RECITALS

WHEREAS, Grantors and Agent entered into a certain Security Agreement, dated as of October 4, 2005 (the "Security Agreement");

WHEREAS, in connection with the Security Agreement Grantors and the Agent entered into a certain Trademark Security Agreement dated as of October 4, 2005 (the "Agreement");

WHEREAS, pursuant to the Agreement, Grantors granted to Agent, for itself and for the ratable benefit of Lender Group and the Bank Product Providers, a security interest in certain "Collateral," including certain trademarks; and

WHEREAS, Grantors and Agent wish to amend the Agreement to include certain additional trademarks.

NOW, THEREFORE, Grantors and Agent agree as follows:

1. Capitalized terms used but not defined in this Amendment (including in the Recitals) shall have the meanings set forth in the Agreement.

2. The Agreement is amended by supplementing the list of trademarks and trademark registrations appended to the Agreement by adding the additional trademarks and trademark registrations set forth in Schedule A hereto.

3. Agent may record this Amendment with the United States Patent and Trademark Office, at the expense of the Grantors.

4. Except as herein expressly amended and supplemented, all of the terms and provisions of the Agreement shall continue in full force and effect and the same are hereby ratified and confirmed.

5. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, EXCEPT AS REQUIRED BY MANDATORY PROVISIONS OF LAW AND TO THE EXTENT THE VALIDITY OR PERFECTION OF THE SECURITY INTERESTS HEREUNDER, OR THE REMEDIES HEREUNDER, IN RESPECT OF ANY COLLATERAL ARE GOVERNED BY THE LAW OF A JURISDICTION OTHER THAN NEW YORK.

[Signature Pages Following]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, as of the date first above written.

GRANTORS:

SUMTOTAL SYSTEMS, INC.,
a Delaware corporation

By: 
Name: _____
Title:

DKSYSTEMS, INC.,
an Illinois corporation

By: _____
Name: _____
Title:

[Signature page to Amendment to Trademark Security Agreement]

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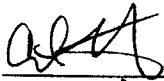
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, as of the date first above written.

GRANTORS:

SUMTOTAL SYSTEMS, INC.,
a Delaware corporation

By: _____
Name:
Title:


DKSYSTEMS INCORPORATED,
an Illinois corporation

By:  _____
Name: Erik R. Anderson
Title: Secretary

[Signature page to Amendment to Trademark Security Agreement]

AGENT:

WELLS FARGO FOOTHILL, INC.,
a California corporation,
as Agent and as a Lender

By: 
Name: Thomas Forbath
Title: Vice President

[Signature page to Amendment to Trademark Security Agreement]

SCHEDULE A
to the Amendment to Trademark Security Agreement

REGISTERED TRADEMARKS

| <u>Trademark</u> | <u>Registration Date</u> | <u>Registration No.</u> |
|------------------------------------|--------------------------|-------------------------|
| MindSolve | 10/22/2002 | 2638597 |
| MindSolve Logo | 9/17/2002 | 2620292 |
| Visual 360 | 9/26/2006 | 3147773 |
| Visual 360 Logo | 1/18/2000 | 2308211 |
| ToGo | 6/6/2006 | 3101043 |
| From the top desk to every desktop | 12/6/2005 | 3023658 |
| Databond | 6/13/1995 | 1899608 |

PENDING TRADEMARK APPLICATIONS

| <u>Trademark</u> | <u>Filing Date</u> | <u>Serial No.</u> |
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