

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	04/24/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Success Acquisition Corporation		04/24/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Successfactors, Inc.
Street Address:	999 Baker Way, Suite 500
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94404
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1900210	EMPLOYEE APPRAISER
Registration Number:	2340181	EMPLOYEE BUILDER SERIES
Registration Number:	2263354	MANAGER'S RESOURCE CENTER
Serial Number:	78946750	
Serial Number:	78660874	SUCCESSFACTORS
Serial Number:	78706535	SUCCESSFACTORS

CORRESPONDENCE DATA

Fax Number: (415)836-2501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415 836-2557
 Email: karl.hamel@dlapiper.com
 Correspondent Name: Heather A. Dunn
 Address Line 1: 153 Townsend Street, Suite 800
 Address Line 4: San Francisco, CALIFORNIA 94107

TRADEMARK

900076607

REEL: 003540 FRAME: 0367

OP \$165.00 1900210

ATTORNEY DOCKET NUMBER:	359473-100
NAME OF SUBMITTER:	Heather A. Dunn
Signature:	/Heather A. Dunn/
Date:	05/10/2007
Total Attachments: 2 source=SUCCESSFACTORSCertofAmendofNameChg#page1.tif source=SUCCESSFACTORSCertofAmendofNameChg#page2.tif	

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 "SUCCESS ACQUISITION CORPORATION", CHANGING ITS NAME FROM "SUCCESS ACQUISITION CORPORATION" TO "SUCCESSFACTORS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2007, AT 5:06 O'CLOCK P.M.

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070490579



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5632502

DATE: 04-27-07

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CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SUCCESS ACQUISITION CORPORATION

Success Acquisition Corporation, a Delaware corporation (the "*Corporation*"), does hereby certify that the following amendment to the Corporation's Sixth Amended and Restated Certificate of Incorporation, as previously amended, has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

Article ONE of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"ONE. The name of the corporation is SuccessFactors, Inc "

Subsection 3(e)(iv)(A)(4)(ii) of Article FOUR of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"(ii) to employees, consultants, or directors pursuant to stock option, stock purchase, stock bonus, or similar plans approved by the board of directors, including without limitation upon the exercise of Options outstanding as of the Original Issue Date, not to exceed 16,389,628 shares in the aggregate, including any options outstanding as of the date hereof;"

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 24th day of April 2007, and the foregoing facts stated herein are true and correct

Success Acquisition Corporation

By: /s/ Lars Dalgaard
Lars Dalgaard,
President and Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:06 PM 04/24/2007
FILED 05:06 PM 04/24/2007
SRV 070473212 - 3395828 FILE

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RECORDED: 05/10/2007

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