

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/13/2006		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
PATHLORE CUPERTINO, INC.		06/13/2006	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	SUMTOTAL SYSTEMS, INC.		
Street Address:	1808 NORTH SHORELINE BOULEVARD		
City:	MOUNTAIN VIEW		
State/Country:	CALIFORNIA		
Postal Code:	99043		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1631388	REGISTRAR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)446-4900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	38123-73		
NAME OF SUBMITTER:	Susan Zablocki		
Signature:	/susan zablocki/		

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**TRADEMARK**  
 REEL: 004456 FRAME: 0301

Date:

01/19/2011

Total Attachments: 2

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**PATHLORE CUPERTINO, INC.**

**INTO**

**SUMTOTAL SYSTEMS, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, SumTotal Systems, Inc. (the "Company"), a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Company was incorporated on October 17, 2003 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Company owns all of the outstanding shares of the capital stock of Pathlore Cupertino, Inc., a corporation incorporated on February 17, 1984 pursuant to the General Corporation Law of the State of California.

**THIRD:** That the Company, by the following resolutions of its Board of Directors, duly adopted on June 9, 2006, determined to merge Pathlore Cupertino, Inc. with and into the Company:

**RESOLVED:** That the Board of Directors of the Company hereby approves the merger (the "California Merger") of Pathlore Cupertino, Inc., its wholly-owned subsidiary, with and into the Company with the Company being the surviving corporation in the merger; and

**RESOLVED FURTHER:** That the California Merger shall be effective upon the filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware.

**RESOLVED FURTHER:** That these resolutions, together with the California Merger, shall constitute a plan of liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended; and

**RESOLVED FURTHER:** That the officers of the Company, and each of them with full authority to act without the others, are hereby authorized and directed on behalf of the Company and in its name to take such other and further action as any of them deem necessary or appropriate to accomplish the California Merger, including filing a copy of the certificate of ownership and merger that is certified by the Secretary of State of the State of Delaware with the Secretary of State of the State of California, and as such actions are taken, they are hereby ratified and confirmed.

IN WITNESS WHEREOF, SumTotal Systems, Inc. has caused this certificate to be signed by Neil J. Laird, its Chief Financial Officer, this 13<sup>th</sup> day of June, 2006. The undersigned hereby acknowledges that it is the act and deed of such person and that the facts stated herein are true.

SUMTOTAL SYSTEMS, INC.

By: Neil J. Laird

Name: Neil J. Laird

Title: Chief Financial Officer

Approved  
SumTotal  
Legal 