

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Xythos Software, Inc.		04/01/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BLACKBOARD INC.		
Street Address:	650 Massachusetts Avenue, N.W. 6th Floor		
City:	Washington, DC		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20001		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2813420	XYTHOS
CORRESPONDENCE DATA			
Fax Number:	(703)848-2981		
Phone:	703-584-3270		
Email:	rmcdougall@rmsclaw.com, iridchenko@rmsclaw.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Rebecca E. McDougall		
Address Line 1:	7918 Jones Branch Drive, Suite 500		
Address Line 4:	McLean, VIRGINIA 22102		
ATTORNEY DOCKET NUMBER:	214906.01		
NAME OF SUBMITTER:	Rebecca E. McDougall		
Signature:	/Rebecca E. McDougall/		

CH \$40.00 2813420

Date:

02/08/2012

Total Attachments: 5

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Delaware

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The First State

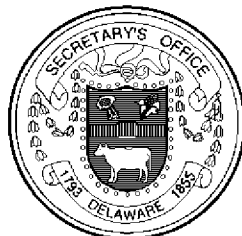
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"XYTHOS SOFTWARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BLACKBOARD INC." UNDER THE NAME OF
"BLACKBOARD INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2010, AT 7:06 O'CLOCK P.M.

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

2846454 8100M

100340572




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7906273

DATE: 04-01-10

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004714 FRAME: 0162

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

CERTIFICATE OF OWNERSHIP
MERGING

Xythos Software, Inc.
a Delaware corporation

INTO

Blackboard Inc.
a Delaware corporation

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Blackboard Inc. (the "Corporation"), a corporation incorporated on the 14th day of January, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify to the following facts relating to the merger of Xythos Software, Inc. ("Subsidiary"), a corporation incorporated on the 15th day of November, 2000, pursuant to the provisions of the DGCL, with and into the Corporation, with the Corporation remaining as the surviving corporation.

FIRST: The Corporation is a business corporation organized under the DGCL.

SECOND: The Corporation is the owner of all of the issued and outstanding shares of the capital stock of Subsidiary.

THIRD: That, pursuant to Section 253 of the DGCL, the Board of Directors of the Corporation on March 25, 2010 unanimously adopted resolutions authorizing the merger of Subsidiary into the Corporation. A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: That this Certificate of Ownership shall be effective on March 31, 2010.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Merger to be duly executed as of this 31st day of March, 2010.

Blackboard Inc.
A Delaware Corporation

By: /s/ Matthew Small
Name: Matthew Small
Title: Secretary and Chief Business Officer

Dated: March 31, 2010

ATTEST:

/s/ Justin Tan
Name: Justin Tan
Title: Assistant Secretary

Exhibit A

Resolutions adopted by the Board of Directors of the Corporation

WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share, of Xythos Software Inc., a Delaware corporation (“Xythos Software” or the “Subsidiary”), and no other shares of stock of any class or series of the Subsidiary are authorized, issued or outstanding; and

WHEREAS, pursuant to Section 253 of the Delaware General Corporation Law (“DGCL”), the Corporation wishes to merge the Subsidiary with and into the Corporation;

NOW, THEREFORE BE IT:

Approval of Mergers

RESOLVED: That the Corporation is the owner of all of the issued and outstanding shares of capital stock of the Subsidiary, and that such Subsidiary be merged with and into the Corporation, and that, at and after the effectiveness of each such merger (the “Effective Time”), all of the estate, property, rights, privileges, powers, and franchises of such Subsidiary shall be vested in and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by such Subsidiary in its name.

RESOLVED: That the proper officers of the Corporation be and they are, and each of them singly is, hereby authorized and directed to execute, deliver and acknowledge a Certificate of Ownership and Merger for the merger, in substantially the form attached hereto as Exhibit A, and to cause the same to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary, appropriate, proper or convenient to effect said mergers.

RESOLVED: That at and after the Effective Time of the mergers, the Corporation shall assume all of the obligations of the Subsidiary, such that all debts, liabilities, and duties of such Subsidiary shall henceforth attach to the Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Corporation

RESOLVED: That the separate existence of the Subsidiary shall cease upon the Effective Time of the merger pursuant to the provisions of the DGCL; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

RESOLVED: That the issued and outstanding shares of capital stock of the Subsidiary shall not be converted in any manner, but each said share which is issued

as of the Effective Time of the merger shall be surrendered and extinguished.

RESOLVED: That the merger shall become effective upon the effective filing of the Certificate of Ownership and Merger pursuant to the requirements of the DGCL.