

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CERTIFICATE OF CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SUMTOTAL SYSTEMS, INC.		11/13/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	SUMTOTAL SYSTEMS LLC
Street Address:	2850 NW 43rd Street
Internal Address:	Suite #150
City:	Gainesville
State/Country:	FLORIDA
Postal Code:	32606
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1149783	PHOENIX
Registration Number:	1545236	PREFERENCE
Registration Number:	1581290	TOOLBOOK
Registration Number:	1631388	REGISTRAR
Registration Number:	1779539	ON TRACK FOR TRAINING
Registration Number:	1899608	DATABOND
Registration Number:	2189677	PATHLORE
Registration Number:	2250625	PATHLORE
Registration Number:	2986031	ASPEN
Registration Number:	3023658	FROM THE TOP DESK TO EVERY DESKTOP
Registration Number:	3101043	TOGO
Registration Number:	3110071	SUMTOTAL
Registration Number:	3147773	VISUAL 360

CH \$365.00 1149783

Registration Number:

3296604

RESULTSONDEMAND

CORRESPONDENCE DATA

Fax Number: 2124464900

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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:

38123-87

NAME OF SUBMITTER:

Susan Zablocki

Signature:

/susan zablocki/

Date:

11/26/2012

Total Attachments: 3

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SUMTOTAL SYSTEMS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SUMTOTAL SYSTEMS, INC." TO "SUMTOTAL SYSTEMS LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2012, AT 7:12 O'CLOCK A.M.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9979473

DATE: 11-13-12

TRADEMARK
REEL: 004906 FRAME: 0776

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT
OF
SUMTOTAL SYSTEMS, INC.

1. The jurisdiction where SumTotal Systems, Inc. (the "Corporation") first formed is the State of Delaware.
2. The jurisdiction of the Corporation immediately prior to filing this Certificate of Conversion is the State of Delaware.
3. The date the Corporation first formed is October 17, 2003 under the name of "Hockey Merger Corporation".
4. The name of the Corporation immediately prior to filing this Certificate of Conversion is SumTotal Systems, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is SumTotal Systems LLC.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 13th day of November, 2012.

SUMTOTAL SYSTEMS, INC.

By: /s/ John Borgerding
Name: John Borgerding
Its: President and Chief Executive Officer