

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PLATO Learning, Inc.		11/14/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Edmentum Holdings, Inc.		
Street Address:	8200 Tower, 5600 W 83rd Street #300		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3790276	ACADEMIC SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	6127661600		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6127667320		
Email:	tmmpis@faegrebd.com		
Correspondent Name:	Faegre Baker Daniels LLP		
Address Line 1:	90 S. Seventh Street		
Address Line 2:	2200 Wells Fargo Center		
Address Line 4:	Minneapolis, MINNESOTA 55402-3901		
ATTORNEY DOCKET NUMBER:	480610.377545		
NAME OF SUBMITTER:	Dianna L. Gould, Paralegal		
Signature:	/dlg/		

OP \$40.00 3790276

Date:

01/14/2013

Total Attachments: 2

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source=filed Certificate of Amendment (DE) - Plato Learning Inc _Edmentum Holdings Inc _(24414819_1)#page2.tif

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 AMENDMENT OF "PLATO LEARNING, INC.", CHANGING ITS NAME FROM "PLATO LEARNING, INC." TO "EDMENTUM HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2012, AT 5:27 O'CLOCK P.M.

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

2200914 8100

121229536

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9988068

DATE: 11-15-12

TRADEMARK
REEL: 004942 FRAME: 0099

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Plato Learning, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " ONE " so that, as amended, said Article shall be and read as follows:

The name of the company is Edmentum Holdings, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 14th day of November, 2012.

By: /s/ Robert J. Rueckl
 Authorized Officer
Title: Chief Financial Officer

Name: Robert J. Rueckl
 Print or Type