

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314123

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY 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: 3			
Property Type	Number	Word Mark	
Registration Number:	4504357	TALENT EXPANSION	
Registration Number:	4500734	SUMTOTAL	
Registration Number:	4493943	ELIXHR	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</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:	38123-87		
NAME OF SUBMITTER:	Susan Zablocki		
SIGNATURE:	/susan zablocki/		
DATE SIGNED:	08/14/2014		
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: 005344 FRAME: 0552

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