



**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT ("Assignment") is entered into by IBrain Software, Inc., a California corporation, with a place of business located at 930 Hamlin Court, Sunnyvale, California 94089 ("Assignor"), as assignor, in favor of TheBrain Technologies Corporation, a Delaware corporation with offices located at 1601 Colorado Avenue Santa Monica, California 90404 ("Assignee"), as assignee, with reference to the following facts and circumstances:

WHEREAS, Assignor owns a federal registration for the trademark IBRAIN ("the Trademark") on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No. 2237337, registered on April 6, 1999; and

WHEREAS, Assignee desires to acquire all rights, title and interest in and to the Trademark; and

WHEREAS, Assignor desires to sell all rights, title and interest in and to the Trademark; and

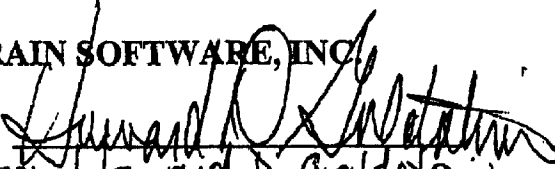
WHEREAS, Assignor, to the best of its knowledge, is not aware of any pending or threatened legal action or any security interests or liens affecting the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest of Assignor in and to the Trademark, including the U.S. Trademark Registration identified above, together with the goodwill of the business associated with the Trademark, and any common law rights to the Trademark.

Assignor expressly agrees to execute any documents necessary to be filed with the United States Patent and Trademark Office to record the assignment of the Trademark to Assignee.

Dated this 18 day of April, 2001.

IBRAIN SOFTWARE, INC.

By:   
Name: Howard D. Goldstein  
Title: Pres & CEO

By:   
Name: CAROL J. TILLIS  
Title: DIR. of Finance