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TRADEMARK ONLY

IEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Ibrain Software, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: TheBrain Technologies Corporation
Internal Address: _____
Address: _____
Street Address: 1601 Colorado Avenue
City: Santa Monica State: CA Zip: 90404
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State: Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Corrected Assignment
Execution Date: April 18, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,237,337
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John A. Alunit
Internal Address: _____
05/09/2001 GTDN11 00000331 023964 2237337
01 FC:481 40.00 CH
Street Address: Oppenheimer Wolff & Donnelly
1400 Page Mill Road
City: Palo Alto State: CA Zip: 94304

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
023964
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
John A. Alunit
Name of Person Signing

Signature
4/26/2001
Date
Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002291 FRAME: 0933

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: [Signature]
Name: Howard D. Goldstein
Title: Pres & CEO

By: [Signature]
Name: CAROL J. TILLS
Title: DIR. of Finance

SV: 202467 v01 04/03/2001