

05-10-2001



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FORM PTO-1594 (Rev. 8-93) OMB No. 0651-0011 (exp. 4/94)

R SHEET LY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: April 18, 2001

2. Name and address of receiving party(ies)

Name: TheBrain Technologies Corporation

Internal Address:

Street Address: 1601 Colorado Avenue

City: Santa Monica State: CA ZIP: 90404

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,237,337

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John A. Alunit

Internal Address:

Street Address: 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

400

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

04-24-2001

023964

U.S. Patent & TMO/TM Mail Rept Dt. #34

(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

4/18/2001

Date

Total number of pages including cover sheet, attachments, and document:

1

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

TRADEMARK REEL: 002292 FRAME: 0565

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

SV: 202467 v01 04/03/2001

RECORDED: 04/24/2001

TRADEMARK
REEL: 002292 FRAME: 0566