

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Paul Bohan		06/09/2004	INDIVIDUAL: UNITED STATES
Carl Meiswinkel		06/09/2004	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA	
Name:	Brain LLC
Street Address:	703 Market Street
Internal Address:	Suite 800
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2385540	BRAIN
Registration Number:	2622732	BRAIN

CORRESPONDENCE DATA	
Fax Number:	(213)243-2539
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	213-489-3939
Email:	matuck@jonesday.com
Correspondent Name:	Mary A. Tuck
Address Line 1:	555 West Fifth Street
Address Line 2:	Suite 4600
Address Line 4:	Los Angeles, CALIFORNIA 90013

ATTORNEY DOCKET NUMBER:	494419-100003
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NAME OF SUBMITTER:	Mary A. Tuck
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CH \$65.00 2385540

Total Attachments: 4

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ASSIGNMENT OF TRADEMARK AND SERVICE MARK

AGREEMENT made this 9th day of June 2004, by and between Paul Bohan and Carl Meiswinkel (collectively the "Assignor") on the one hand, and BRAIN, LLC (the "Assignee"), a California Limited Liability Company, having a principal place of business at 703 Market Street, Suite 800, San Francisco, California 94103, on the other hand.

WHEREAS, The Bohan Group, LLC filed (a) U.S. Federal Trademark Application Serial No. 75/818,492 for the trademark BRAIN which subsequently issued as U.S. Federal Trademark Registration No. 2,385,540 and (b) U.S. Federal Service Mark Application Serial No. 75/819,063 which subsequently issued as U.S. Federal Registration No. 2,622,732 (collectively the "BRAIN Marks");

WHEREAS, The Bohan Group, LLC on the one hand, and Paul Bohan and Carl Meiswinkel on the other hand, previously agreed that The Bohan Group, LLC assigned all right, title and interest to the BRAIN Marks, together with the goodwill of the business associated with the BRAIN Marks, to its members Paul Bohan and Carl Meiswinkel, on September 30, 2000;

WHEREAS, The Bohan Group, LLC on the one hand, and Paul Bohan and Carl Meiswinkel on the other hand, are executing or have executed a written assignment confirming the assignment of all right, title and interest in the BRAIN Marks from The Bohan Group LLC, to Paul Bohan and Carl Meiswinkel;

WHEREAS, Assignor and Assignee previously agreed that Assignor assigned all right, title and interest in the BRAIN Marks, together with the goodwill of the business

associated with the BRAIN Marks, to Assignee on December 13, 2000 ("Effective Date"); and

WHEREAS, Assignor and Assignee now desire to confirm in writing the prior assignment between Assignor and Assignee of all right, title and interest in the BRAIN Marks;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged by Assignor, it is confirmed and agreed as follows:

Assignor hereby grants, transfers, assigns and conveys to Assignee and its successors and assigns as of the Effective Date, the entire right, title, and interest of Assignor in and to the BRAIN Marks, together with the goodwill of the business

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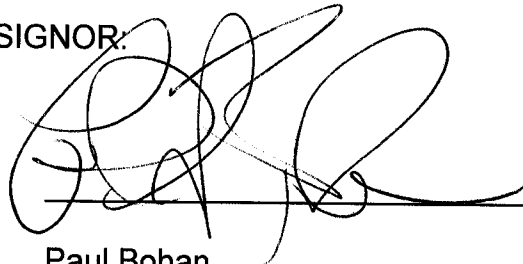
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associated with the BRAIN Marks, and all claims, if any, which may have arisen thereunder prior to the date of this Agreement or prior to the Effective Date, including the right to recover and have damages and profits for any past infringement.


ASSIGNOR:

By: 
Carl Meiswinkel

ASSIGNOR:

By: 
Paul Bohan

ASSIGNEE:

By: 
Carl Meiswinkel
BRAIN, LLC

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of ORANGE } ss.

On 6-9-04 before me, DWAYNE R. HERBERICH
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared CARL MEISWINKEL AND PAUL BOSTAN
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
[Signature]
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

