

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Scientific Learning Corporation		08/14/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	39200 Six Mile Road, M/C 7578
Internal Address:	National Documentation Services
City:	Livonia
State/Country:	MICHIGAN
Postal Code:	48152
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	4139922	SCILEARN
Registration Number:	4034024	SCIENTIFIC LEARNING
Registration Number:	3758795	BRAINPRO
Registration Number:	3703060	BRAINAPPS
Registration Number:	3702940	BRAINSPARK
Registration Number:	2948614	
Registration Number:	2743335	FAST FORWARD
Registration Number:	2686185	FAST FORWARD
Registration Number:	2555616	SCIENTIFIC LEARNING
Registration Number:	2622147	FAST FORWARD
Registration Number:	2290820	SCIENTIFIC LEARNING
Registration Number:	2291986	SCIENTIFIC LEARNING
Registration Number:	2217757	FAST FORWARD

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Registration Number:	2132706	FAST FORWARD
Registration Number:	2547887	BRAINCONNECTION
Serial Number:	85470454	LEARNINGSARK
Serial Number:	85255631	
Serial Number:	85258620	KINDERSARK
Serial Number:	85258672	SCHOOLSPARK
Serial Number:	85401177	EDDY'S NUMBER PARTY

CORRESPONDENCE DATA

Fax Number: 8586385130
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 858-638-6730
Email: susan.reynholds@dlapiper.com
Correspondent Name: DLA PIPER LLP (US)
Address Line 1: 4365 Executive Drive, Suite 1100
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	329034-139
NAME OF SUBMITTER:	Troy Zander
Signature:	/s/ Troy Zander
Date:	08/16/2012

Total Attachments: 7
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of August 14, 2012 by and between COMERICA BANK ("Bank") and SCIENTIFIC LEARNING CORPORATION, a Delaware corporation ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the "Loans") in the amounts and manner set forth in that certain Amended and Restated Loan and Security Agreement by and between Bank and Grantor dated of February 9, 2012 (as amended from time to time, including by that certain First Amendment to Amended and Restated Loan and Security Agreement dated as of June 11, 2012 and that certain Second Amendment to Amended and Restated Loan and Security Agreement dated as of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Grantor and Bank, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Exhibits A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

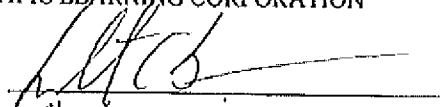
300 Frank H. Ogawa Plaza, Suite 600
Oakland, CA 94612
Attn: Chief Executive Officer

GRANTOR:

SCIENTIFIC LEARNING CORPORATION

By:

Title:


Chairman & CEO

Address of Bank:

39200 Six Mile Road, M/C 7578
Livonia, Michigan 48152
Attn: National Documentation Services

BANK:

COMERICA BANK

By:

Title:

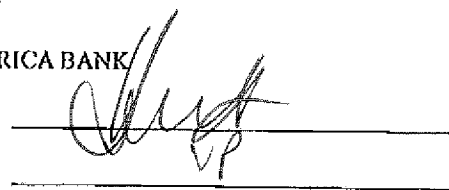


EXHIBIT A

Copyrights

<u>Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
Bear	VA0001363492	3/27/06
Bug	VA0001363494	3/27/06
Chicken	VA0001363491	3/27/06
Cow	VA0001363495	3/27/06
Fast ForWord, version 1.4	TX0004810353	5/15/98
Fast ForWord, version 1.4 / By Scientific Learning Corporation	V3499D443	7/15/03
Fast ForWord, version 1.4 / By Scientific Learning Corporation	V3416D777	6/1/98
Fast ForWord, version 1.4	V3506D849	1/30/04
Pelican	VA0001363493	3/27/06
Soliloquy Learning science and social studies library version 4.0 & 6 other titles	V3563D676	4/2/08

EXHIBIT B

Patents

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Method for adaptive training of short term memory and auditory/visual discrimination within a computer game	6599129	7/29/03
Method and apparatus for automated training of language learning skills	6726486	4/27/04
Remotely administered computer assisted professionally supervised teaching system	09108816	7/1/98
Improved techniques for predicting reading deficit based on acoustical measurements	5868683	2/9/99
Method and apparatus for training of sensory and perceptual systems in LLI subjects	5927988	7/27/99
Feedback modification for reducing stuttering	5940798	8/17/99
Remote computer-assisted professionally supervised teaching system	5957699	9/28/99
Feedback modification for accent reduction	5995932	11/30/99
Method and apparatus for training of sensory and perceptual systems in LLI subjects	6019607	2/1/00
Method and apparatus that exaggerates differences between sounds to train listener to recognize and identify similar sounds	6021389	2/1/00
Universal screen for language learning impaired subjects	6036496	3/14/00
Migration mechanism for user data from one client computer system to another	6052512	4/18/00
Simulated play of interactive multimedia applications for error detection	6067638	5/23/00
Method and apparatus for diagnosing and remediating language-based learning impairments	6109107	8/29/00
Simulated play of interactive multimedia applications for error detection	6113645	9/5/00
Aural training method and apparatus to improve a listener's ability to recognize and identify similar sounds	6119089	9/12/00
Uniform motivation for multiple computer-assisted training systems	6120298	9/19/00
Computer implemented methods for reducing the effects of tinnitus	6155971	12/5/00
Method and apparatus for training of cognitive and memory systems in humans	6159014	12/12/00
Method and apparatus for dynamically tailoring biochemical based therapy programs in human	6168562	1/2/01
Systems and processes for data acquisition of location of a range of response time	6178395	1/23/01
Method and apparatus for training of auditory/visual discrimination using target and distractor phonemes/graphemes	6190173	2/20/01
Method for adaptively training humans to discriminate between frequency sweeps common in spoken language	6210166	4/3/01
System for stimulating brain plasticity	6221908	4/24/01
Voice model adaptation	10938758	9/10/04
Sentence level analysis	10938762	9/10/04
Word categories	10939295	9/10/04
Method and apparatus for automated training of language learning skills	11115870	4/27/05
Method and apparatus for automated training of language learning skills	11116062	4/27/05
Intelligent tutoring feedback	11222493	9/8/05
Method for developing cognitive skills in reading	11342938	1/30/06
Method for improving listening comprehension and working memory skills on a computing device	11349676	2/8/06
Method for improving sentence comprehension, vocabulary skills and reading for meaning using cloze tasks on a computing device	11349699	2/8/06

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Method for improving vocabulary, concept knowledge, and decoding skills using semantic and linguistic sorting on a computing device	11349700	2/8/06
Vocabulary skills, syntax skills, and sentence-level comprehension	11367779	3/3/06
Method for improving listening comprehension, sentence and reading skills, and working memory skills via a computing device	11367978	3/3/06
Method and apparatus for building accuracy and fluency in phonemic analysis, decoding and spelling skills	11423146	6/9/06
Method and apparatus for building vocabulary skills and improving accuracy and fluency in critical thinking and abstract reasoning	11423163	6/9/06
Method and apparatus for building accuracy and fluency in recognizing and construction sentence structures	11423169	6/9/06
Method and apparatus for building skills in constructing and organizing multiple-paragraph stories and expository passages	11423177	6/9/06
Method and apparatus for training of auditory/visual discrimination using target and distractor phonemes/graphemes	6224384	5/1/01
Methods and apparatus for improving biochemical based therapy in humans	6234965	5/22/01
A computerized method and device for remediating exaggerated sensory response in an individual with an impaired sensory modality	6234979	5/22/01
Method and apparatus for cognitive training of humans using adaptive timing of exercises	6261101	7/17/01
Remote computer implemented methods for cognitive testing	6280198	8/28/01
Apparatus for enhancing phoneme differences according to acoustic processing profile for language learning impaired subject	6289310	9/11/01
Method and apparatus for reporting progress of a subject using audio/visual adaptive training stimuli	6290504	9/18/01
Adaptive motivation for computer-assisted training system	6293801	9/25/01
Method for training of auditory/visual discrimination using target and foil phonemes/graphemes within an animated story	6328569	12/11/01
Method for adaptive training of short term memory and auditory/visual discrimination within a computer game	6331115	12/18/01
Method and apparatus for training of auditory/visual discrimination using target and distractor phonemes/graphemes	6334776	1/1/02
Method for adaptively training humans to discriminate between frequency sweeps common in spoken language	6334777	1/1/02
Method and apparatus for diagnosing and remediating language-based learning impairments	6349598	2/26/02
Method for adaptively training humans to discriminate between frequency sweeps common in spoken language	6358056	3/19/02
Method for adaptive training of listening and language comprehension using processed speech within an animated story	6364666	4/2/02
Adaptive motivation for computer-assisted training system	6386881	5/14/02
Method for improving motor control in an individual by sensory training	6409685	6/25/02
Uniform motivation for multiple computer-assisted training systems	6533584	3/18/03
Remote computer-implemented methods for cognitive and perceptual testing	6565359	5/20/03
Adaptive motivation for computer-assisted training system	6585518	7/1/03
Uniform motivation for multiple computer-assisted training systems	6585519	7/1/03
Method and apparatus for training of cognitive and memory systems in humans	6629844	10/7/03
Method and apparatus for improved visual presentation of objects for visual processing	6669479	12/30/03
Method and apparatus for diagnosing and remediating language-based learning impairments	6457362	10/1/02
Method and apparatus for automated training of language learning skills	6986663	1/17/06
Method and apparatus for automated training of language learning skills	7101185	9/5/06

<u>Description</u>	<u>Patent/App. No.</u>	<u>File Date</u>
Method and apparatus for automated training of language learning skills	7150630	12/19/06
Microphone setup and testing in voice recognition software	7243068	7/10/07
Assessing fluency based on elapsed time	7433819	10/7/08
Word competition models in voice recognition	7624013	11/24/09
Method and apparatus for building skills in accurate text comprehension and use of comprehension strategies	7664717	2/16/10
Method and apparatus for developing cognitive skills	7933852	4/26/11
Method for developing cognitive skills using spelling and word building on a computing device	8083523	12/27/11
Intelligent tutoring feedback	8109765	2/7/12
Method for improving spelling and sensitivity to letter sound correspondences using spelling patterns and word families on a computing device	8137106	3/20/12
Remediation of depression through computer-implemented interactive behavioral training	6165126	12/26/00
Methods and apparatus for assessing and improving processing of temporal information in human	6422869	7/23/02
Prophylactic reduction and remediation of schizophrenic impairments through interactive behavioral training	6231344	5/15/01
Apparatus and methods for treating motor control and somatosensory perception deficits	6267733	7/31/01
Computer-implemented methods and apparatus for alleviating abnormal behaviors	7024398	4/4/06
Method for developing cognitive skills in reading	10957886	10/4/04

EXHIBIT C

Trademarks

<u>Description</u>	<u>Serial/Registration No.</u>	<u>File Date</u>
SCILEARN	4,139,922	5/8/12
SCIENTIFIC LEARNING	4,034,024	10/4/11
BRAINPRO	3,758,795	3/9/10
BRAINAPPS	3,703,060	10/27/09
BRAINS PARK	3,702,940	10/27/09
Design	2,948,614	5/10/05
FAST FORWARD	2,743,335	7/29/03
FAST FORWARD	2,686,185	2/11/03
SCIENTIFIC LEARNING	2,555,616	4/2/02
FAST FORWARD	2,622,147	9/17/02
SCIENTIFIC LEARNING	2,290,820	11/9/99
SCIENTIFIC LEARNING	2,291,986	11/16/99
FAST FORWARD	2,217,757	1/12/99
FAST FORWARD	2,132,706	1/27/98
BRAIN CONNECTION	2,547,887	3/12/02
LEARNING SPARK	85/470,454	11/11/11
BAR & ARROW LOGO	85/255,631	3/2/11
KINDERS PARK	85/258,620	3/4/11
SCHOOLSPARK	85/258,672	3/4/11
EDDY'S NUMBER PARTY	85/401,177	8/18/11