

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Scientific Learning Corporation		04/07/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Posit Science Corporation		
Street Address:	77 Geary St., Suite 303		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94108		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2547887	BRAINCONNECTION	
CORRESPONDENCE DATA			
Fax Number:	6508570663		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	650-843-5000		
Email:	trademarks@cooley.com, mgutknecht@cooley.com, ahiscott@cooley.com, peckah@cooley.com		
Correspondent Name:	Anne H. Peck		
Address Line 1:	1299 Pennsylvania Avenue, NW, Suite 700		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004-2400		
ATTORNEY DOCKET NUMBER:	303374-202		
NAME OF SUBMITTER:	Ariana G. Hiscott		
Signature:	/Ariana G. Hiscott/		

CH \$40.00 2547887

Date:

03/28/2013

Total Attachments: 11

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EXECUTION COPY

TRANSFER AGREEMENT

THIS TRANSFER AGREEMENT ("Agreement") is entered into as of April 7, 2008 between SCIENTIFIC LEARNING CORPORATION, a Delaware corporation ("SLC"), and POSIT SCIENCE CORPORATION, a California corporation ("Posit Science").

RECITALS

- A. SLC has maintained a website at brainconnection.com.
- B. SLC wishes to transfer to Posit Science and Posit Science wishes to receive from SLC certain domain name registrations and copyright rights to certain material from the brainconnection.com website, on the terms and conditions provided in this Agreement.
- C. Posit Science intends to use the transferred material in connection with a new website to be developed and maintained by Posit.

AGREEMENT

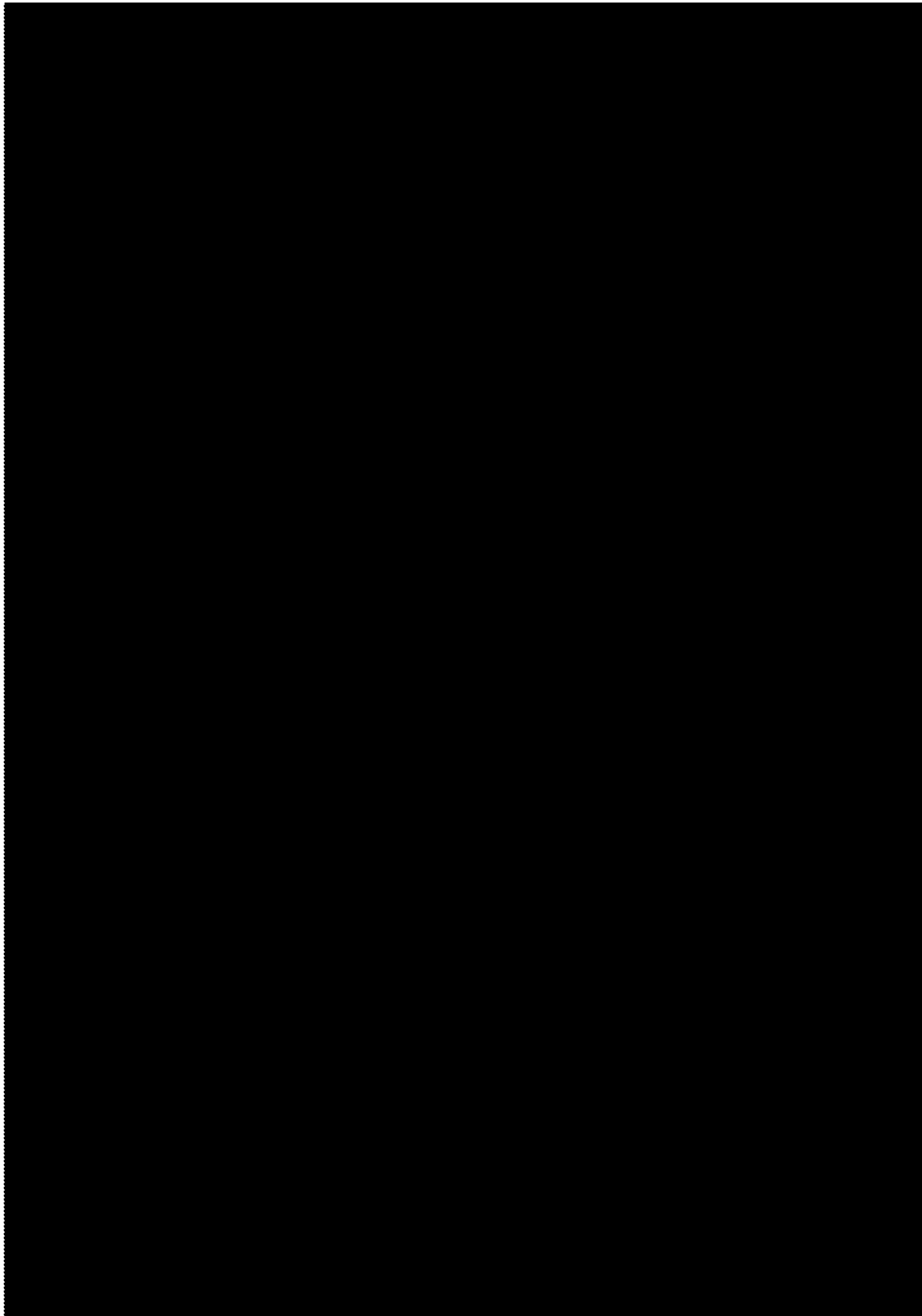
1. Transfer of Assets

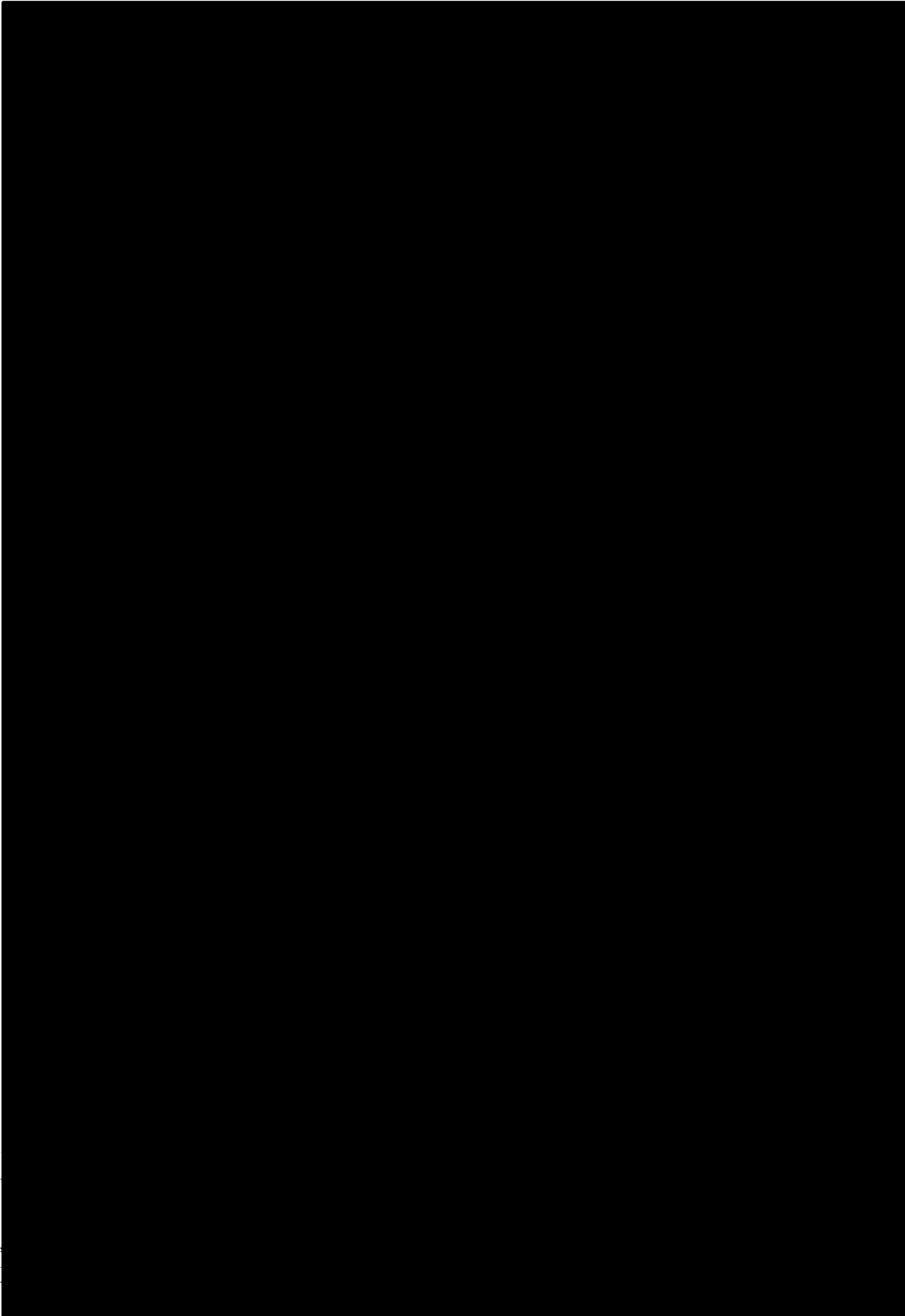
1.1 SLC hereby transfers, conveys and assigns to Posit Science all right, title and interest of SLC in and to items (a) through (c) (the "***Transferred Assets***"):

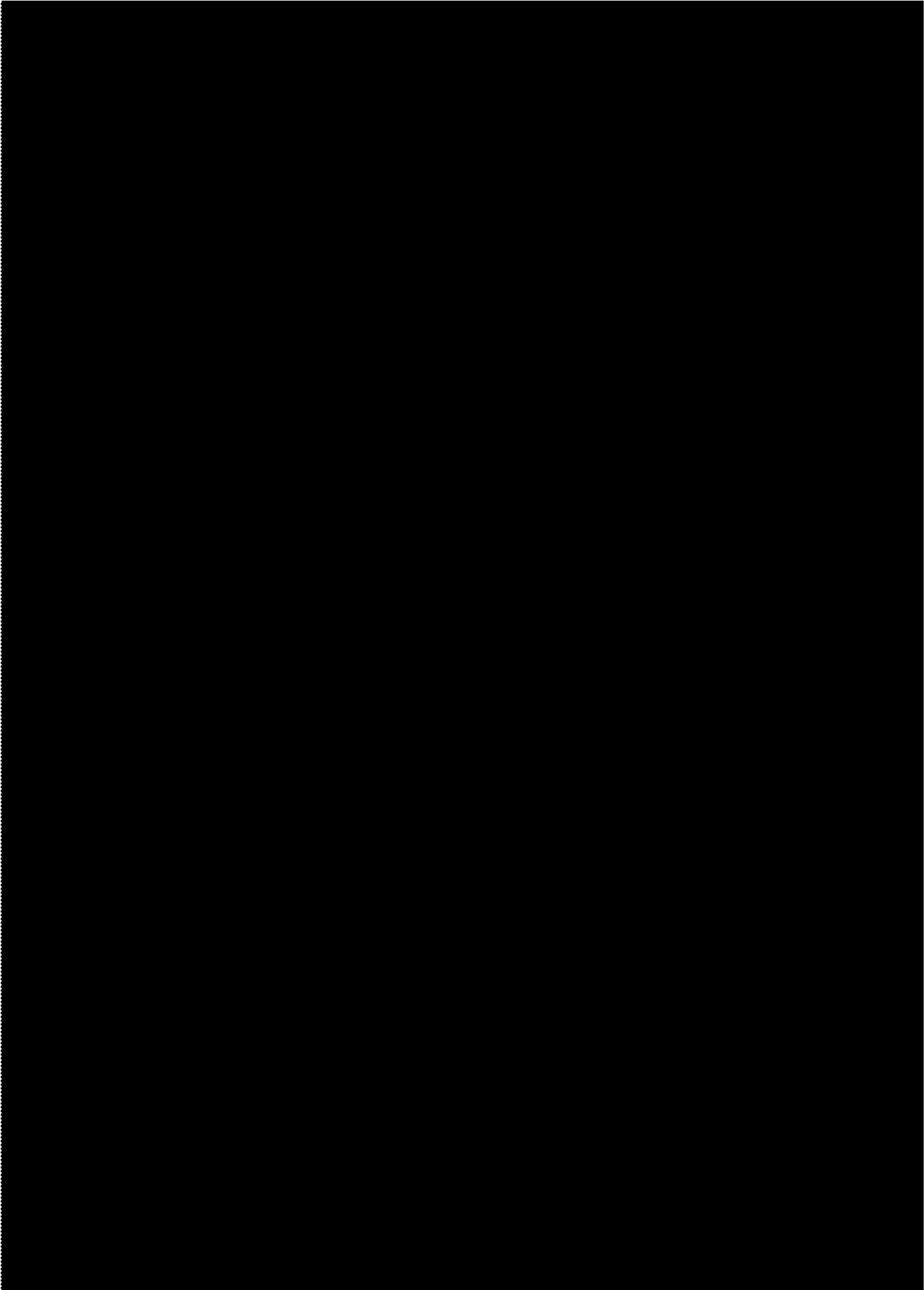
- (a) the content currently posted on SLC's brainconnection.com website, together with any and all rights to such content granted to SLC under any contracts with third parties, excluding the content listed in Exhibit A as "excluded," and any related contract rights thereto;
- (b) the trademarks and domain name registrations listed on Exhibit B; and

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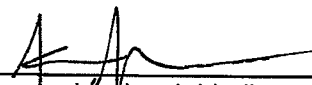


complete and exclusive statement thereof. This Agreement supersedes all prior or contemporaneous, agreements, understandings and communications between the parties, whether written or oral, with respect to the subject matter hereof.

6.10 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but both of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute and deliver this Technology Transfer Agreement as of the Effective Date.

SCIENTIFIC LEARNING CORPORATION

By: 
Name: Jessica J. Lindl
Title: Vice President Marketing

POSIT SCIENCE CORPORATION


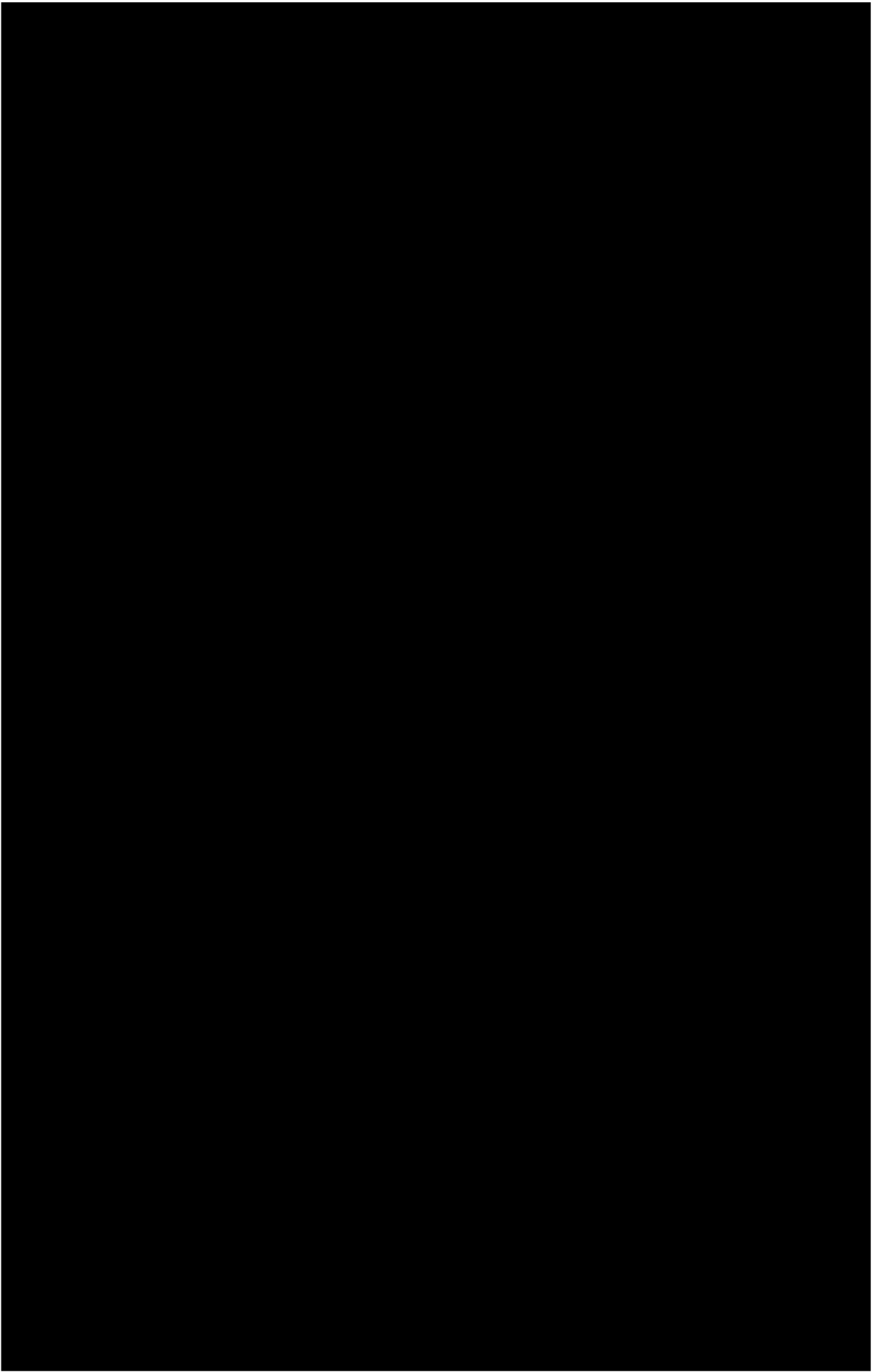
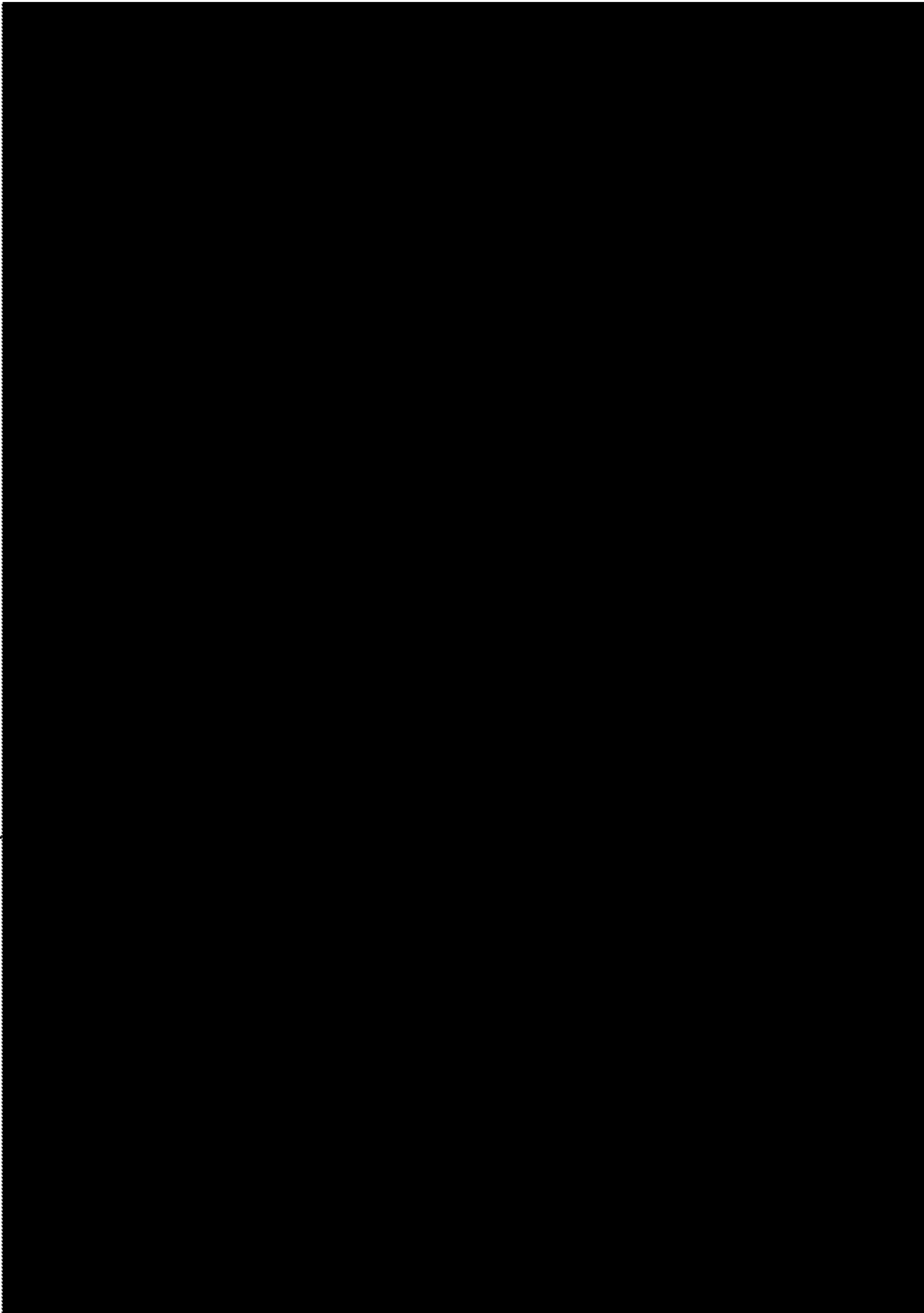
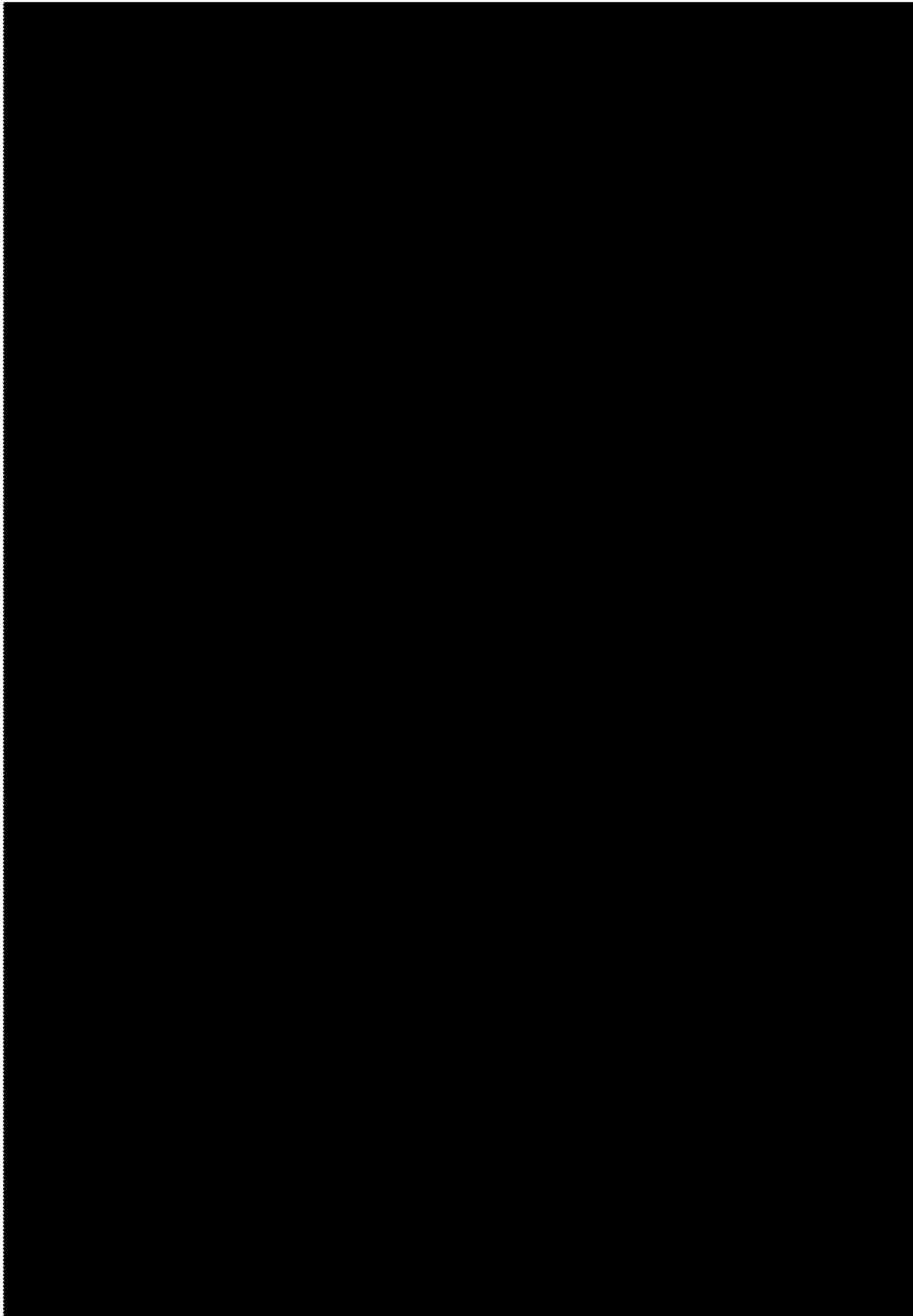
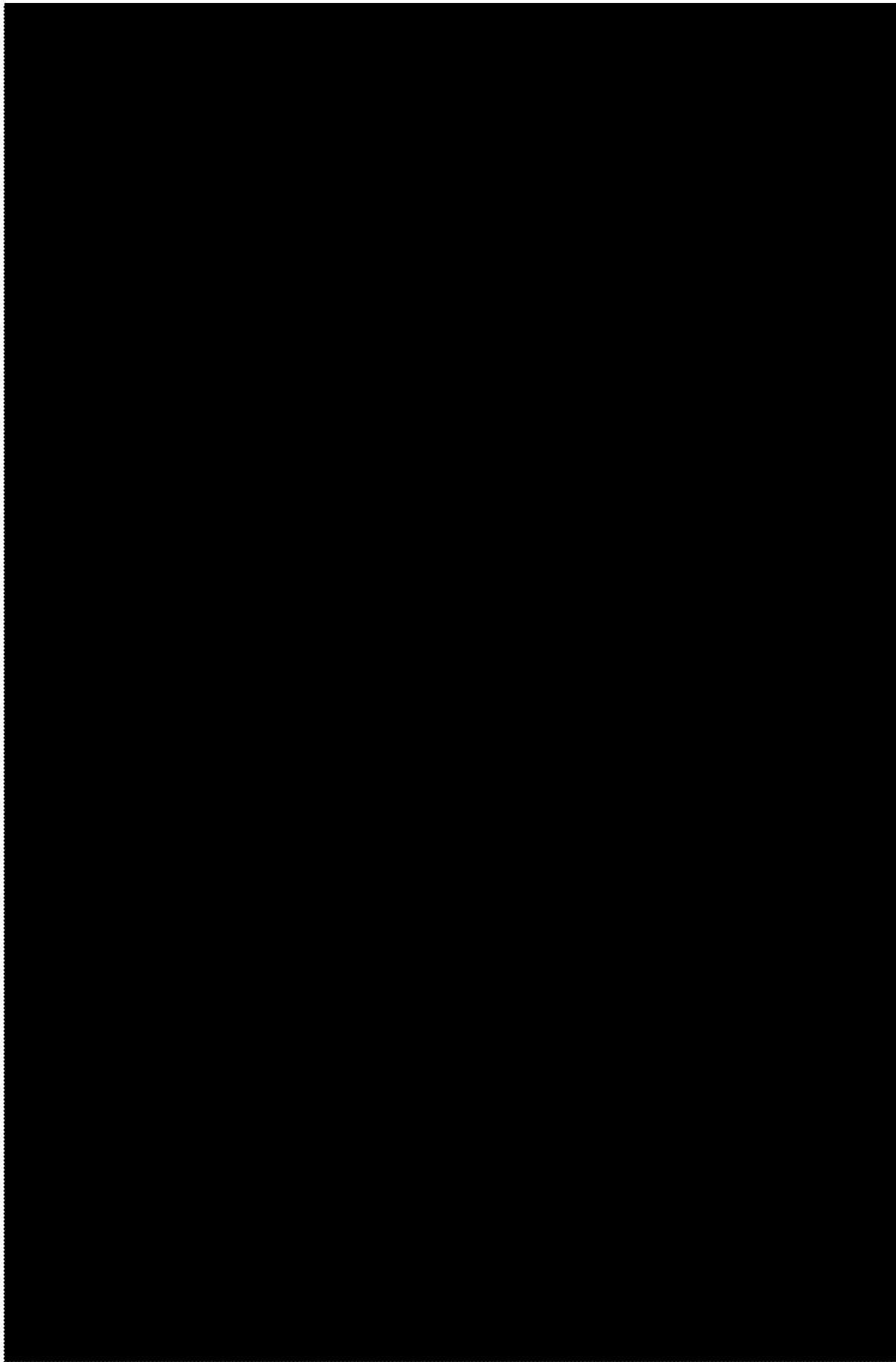
By: 
Name: ERIC MANN
Title: VP, MARKETING

EXHIBIT A

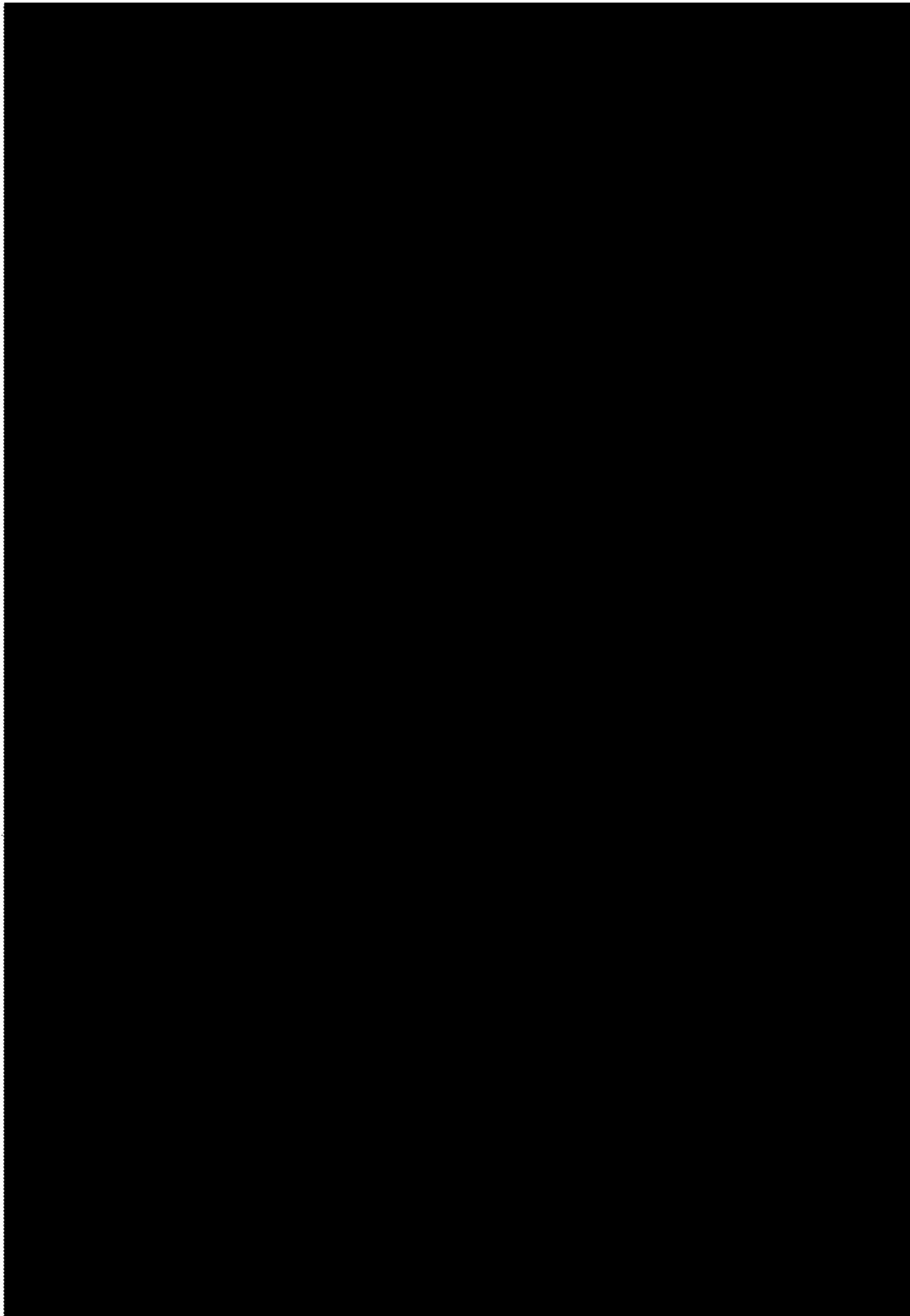








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EXHIBIT B

TRANSFERRED ASSETS

1. DOMAIN NAME REGISTRATIONS

Brainconnection.com
Brain-connection.com
Brainconnections.com
Mybrainconnection.com
Thebrainconnection.net
Thebrainconnection.org

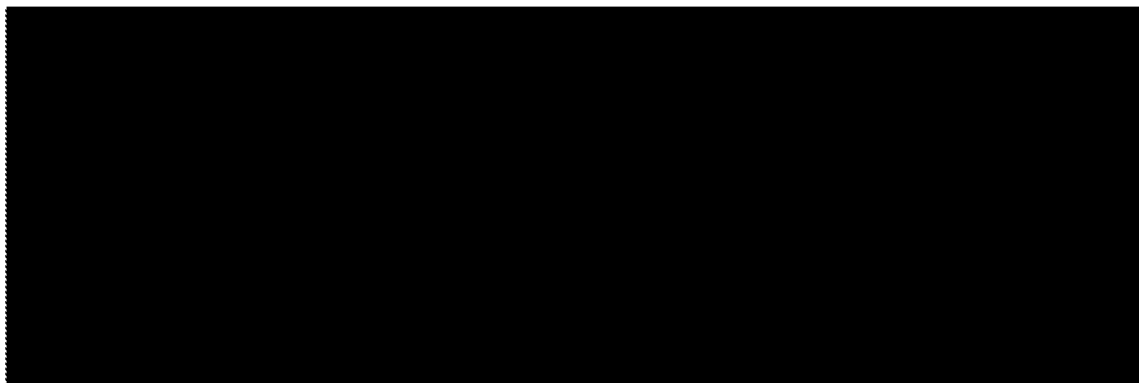
2. TRADEMARKS

Registered Marks

Brainconnection.com - Australia - Reg. No. 813099
Brainconnection.com - Canada - Reg. No. TMA556,152
Brainconnection.com - EU - Reg. No. 1370105
Brainconnection.com - UK - Reg. No. 2213326
Brainconnection - US - Reg. No. 2547887

Unregistered Marks

Any unregistered trademark rights that SLC may have in "brainconnection" and "brainconnection.com"



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