

08-29-2003



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Form PTO-1594 (Rev. 10/02) QMB No. 0651-0027 (exp. 6/30/2005) Fab settings

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): Skyline Software Systems Ltd. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State (Israel) [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: Skyline Acquisition Corp. Internal Address: Street Address: 14155 Newbrook Drive City: Chantilly State: VA Zip: 20151 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Delaware [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance: [X] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: August 21, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) see Exhibit A attached B. Trademark Registration No.(s) Additional number(s) attached [X] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan Neuberger Weller Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. Street Address: 12010 Sunset Hills Road, Suite 900 City: Reston State: VA Zip: 20190

6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41): \$ 240.00 [X] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 50-0311 (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. Susan Neuberger Weller Name of Person Signing Signature August 26, 2003 Date Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK REEL: 002813 FRAME: 0169

**EXHIBIT A**

<b>MARK</b>	<b>COUNTRY</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REG. DATE</b>
TERRAPHOTO3D	U.S.	2,587,799	July 2, 2002
TERRAGATE	U.S.	2,505,563	November 6, 2001
TERRA GATE	U.S.	2,441,780	April 10, 2001
TERRADEVELOPER	U.S.	2,346,592	May 2, 2000
TERRABUILDER	U.S.	2,346,593	May 2, 2000
TERRAEXPLORER	U.S.	2,346,594	May 2, 2000
SKYLINE DELIVERING THE DIGITAL EARTH (& Design)	U.S.	76/179,753	December 8, 2000
SKYLINE (& Design)	U.S.	76/179,754	December 8, 2000
TERRAGATE	U.S.	2,727,591	June 17, 2003

**TRADEMARK ASSIGNMENT**

WHEREAS, **Skyline Software Systems Ltd.**, an Israeli corporation, with a business address at 40 Einstein St., Ramat-Aviv Tower, Tel Aviv ISRAEL, 69101 ("Assignor"), has adopted and used in commerce the trademarks listed in Exhibit A, which is attached hereto and incorporated herein by reference ("Marks"); and

WHEREAS, **Skyline Acquisition Corp.**, a Delaware corporation, with a business address at 14155 Newbrook Drive, Chantilly, Virginia 20151 ("Assignee") desires to acquire the Marks, applications, registrations, and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration the sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title, and interest in the Marks and the applications and registrations therefor, together with the goodwill of the business symbolized by the Marks, as well as the right to sue for and collect damages for past infringements.

**Skyline Software Systems Ltd.**

By:   
Name: Roy Machnes  
Title: Chairman

Dated: August 21, 2003

**EXHIBIT A**

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**RECORDED: 08/26/2003**

**TRADEMARK  
REEL: 002813 FRAME: 0172**