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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab 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 13 Gush-Ezion St. Givat-Shmuel, Israel

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Skyline Software Systems, Inc.

Internal Address:

Street Address: 500 W. Cummings Park, Suite 5950

City: Woburn State: MA Zip: 01801

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

3. Nature of conveyance:

- 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)

76/179753 76/179754

B. Trademark Registration No.(s)

2,346,592 2,346,593

Additional number(s) attached Yes No

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

Name: Thomas F. Dunn, Esq.

Internal Address: Morse, Barnes-Brown & Pendleton, P.C.

Street Address: 1601 Trapelo Road

City: Waltham State: MA Zip: 02451

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41): \$ 240

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

N/A

(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.

THOMAS F. DUNN Name of Person Signing

Signature

November 25, 2003 Date

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

3

12/02/2003 ECOOPER 00000174 76179753

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

01 FC:521 40.00 DP 02 FC:522 200.00 DP

**Item 4 – Registration Numbers (Cont.)**

**Additional Registration Numbers:**

2,346,594

2,441,780

2,727,591

2,505,563

2,587,799

CONFIRMATION OF ASSIGNMENT OF TRADEMARKS

WHEREAS, SKYLINE SOFTWARE SYSTEMS LTD., an Israeli corporation having a place of business at 13 Gush-Ezion St. Givat-Shmuel Israel ("Assignor") is the record owner of the following marks now pending before or registered with the United States Patent and Trademark Office (collectively, the "Skyline Marks"):

<u>Serial No.</u>	<u>Reg. No.</u>	<u>Mark</u>
75550209	2346592	TERRADEVELOPER
75550210	2346593	TERRABUILDER
75550211	2346594	TERRAEXPLORER
75550212	2441780	TERRAGATE
76056603	2727591	TERRAGATE
76056611	2505563	TERRAGATE
76179752	2587799	TERRAPHOTO3D
76179753	N/A	SKYLINE DELIVERING THE DIGITAL EARTH
76179754	N/A	SKYLINE

WHEREAS, SKYLINE SOFTWARE SYSTEMS, INC., a Delaware corporation, having a usual place of business at 500 West Cummings Park, Suite 5950, Woburn, Massachusetts, 01801 ("Assignee"), is desirous of acquiring said Skyline Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby confirms the assignment to Assignee, effective on August 21, 2003, of all right, title and interest it may now have, may ever have had or may ever have, in and to the Skyline Marks, together with the goodwill of the business symbolized thereby.

SKYLINE SOFTWARE SYSTEMS LTD.

DATE: 11/20, 2003

By: [Signature]

Printed Name: Roy Machnes

Title: Acting Chairman