

D5

09-17-2007



103445401

To the Director of the U. S. Patent and T

9.12.07

1. Name of conveying party(ies):

OpTier, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) August 30, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: OpTier Ltd.

Internal Address: _____

Street Address: 14 Abba Hillel Silver Road

City: Ramat Gan

State: _____

Country: Israel Zip: 52506

Association

General Partnership

Limited Partnership

Corporation

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,130,290; 3,152,485; and 3,218,410

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

DBYRNE 00000036 020755 3130290

40.00.00

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

Name: Brian J. Winterfeldt, Esq.

Internal Address: Suite 1000 South

Street Address: 601 13th Street, N.W.

City: Washington

State: D.C. Zip: 20005-3807

Phone Number: 202-661-2200

Fax Number: 202-661-2299

Email Address: winterfeldtb@ballardspahr.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 02-0755

Authorized User Name Brian J. Winterfeldt

9. Signature:

Signature

9/11/07

Date

Stacey J. Johnson

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADEMARKS

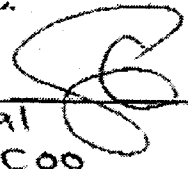
WHEREAS, OpTier, Inc., a corporation of Delaware; having an address of 14 Abba Hillel Silver, 9th Floor, Ramat Gan 52506, Israel, has used and is using in its business the following trademarks set forth in Schedule A attached hereto;

WHEREAS, Optier Ltd., a corporation of Israel, having an address of 14 Abba Hillel Silver Road, Ramat Gan 52506, Israel is desirous of acquiring all right, title and interest in and to the said marks together with the goodwill of the business symbolized by the marks and the registrations thereof as set forth in Schedule A;

WHEREAS, it is desired that the assignment of said registrations be made of record in the United States Patent and Trademark Office, and other appropriate Patent and Trademark Offices.

NOW THEREFORE, for good and valuation consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, said OpTier, Inc. hereby assigns to said Optier Ltd., all rights, title and interest in and to the said marks, together with the goodwill of the business symbolized by the said marks, and the registrations therefor as set forth in Schedule A, and all rights to damages and profits, due or accrued, arising out of past infringements and said trademarks, and the right to sue for and recover the same.

OPTIER, INC.

By: 
Name: Dov Gal
Title: CEO & COO
Date: August 30, 2007

Schedule A

Registrations

Mark	Registration No.	Registration Date
PUTTING FIRST THINGS FIRST	3,130,290	August 15, 2006
OPTIER	3,152,485	October 10, 2006
COREFIRST	3,218,410	March 13, 2007

D:\EAST #9861530 v1