

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
Lumenis, Ltd.		02/01/2009	COMPANY: ISRAEL

RECEIVING PARTY DATA

Name:	Bank Hapoalim B.M.
Street Address:	23 Menachem Begin Street,
Internal Address:	Migdal Levinstein
City:	Tel Aviv
State/Country:	ISRAEL
Postal Code:	66883
Entity Type:	COMPANY: ISRAEL

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1169132	SHARPLAN

CORRESPONDENCE DATA

Fax Number: (617)542-2241
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-348-4914
 Email: cpeters@mintz.com
 Correspondent Name: Carol H. Peters
 Address Line 1: Mintz Levin Cohn Ferris Glovsky & Popeo
 Address Line 2: One Financial Center
 Address Line 4: Boston, MASSACHUSETTS 02111

ATTORNEY DOCKET NUMBER:	35678-904
-------------------------	-----------

DOMESTIC REPRESENTATIVE

Name: Carol H. Peters
 Address Line 1: Mintz Levin Cohn Ferris Glovsky and Popeo

TRADEMARK
REEL: 003943 FRAME: 0321

900128096

CH \$40.00 1169132

Address Line 2: One Financial Center
Address Line 4: Boston, MASSACHUSETTS 02111

NAME OF SUBMITTER:	Carol H. Peters
--------------------	-----------------

Signature:	/carol/h/peters/
------------	------------------

Date:	02/27/2009
-------	------------

Total Attachments: 15
source=Lumenis - Schedule B of Security Agreement _Executed#page1.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page2.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page3.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page4.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page5.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page6.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page7.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page8.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page9.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page10.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page11.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page12.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page13.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page14.tif
source=Lumenis - Schedule B of Security Agreement _Executed#page15.tif

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

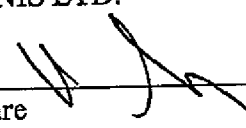
LUMENIS LTD., a company organized under the laws of Israel and having Israel company number 520042557 (hereinafter the "Assignor") and having a principal place of business at Yokneam Industrial Park, P.O. Box 240, Yokneam, Israel 20692, hereby acknowledges that pursuant to the Intellectual Property Security Agreement (hereinafter the "Security Agreement") by and among Assignor and BANK HAPOALIM B.M., a company organized under the laws of Israel (hereinafter the "Assignee") with an office at 23 Menachem Begin Street, Migdal Levinstein, Tel Aviv 66883 Israel, executed on the 26th day of January, 2009, Assignor granted to the Assignee and its successors and assigns a first ranking security interest in all of the Assignor's right, title, and interest to and under the Charged Property, as the Charged Property is defined in the Security Agreement and is identified in Schedule A attached thereto, including: U.S. Patents and Patent Applications of Assignor and all rights corresponding thereto and including divisions, continuations, continuations-in-part, reissues, reexaminations, revivals, amendments, extensions and renewals thereof; and U.S. Trademark and Service Mark Registrations of Assignor, U.S. Trademark and Service Mark Applications of Assignor and renewals thereof, as all of the aforementioned are listed in Schedule A attached hereto and as may be updated from time to time in accordance with the Security Agreement.

ASSIGNOR:

LUMENIS LTD.

Date: FEB. 1, 2009

By: _____

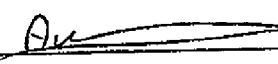
Signature 

Name: DOV OFER

Title: CEO

Date: FEB. 1, 2009

By: _____

Signature 

Name: AVIRAM STEINHART

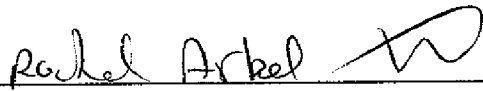
Title: CEO

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

ASSIGNEE:

BANK HAPOALIM B.M..

Date: February 1, 2009

By: 
Signature

Name: Rachel Arbel, Gil Barzilai

Title: _____

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

SCHEDULE A

Intellectual Property Assets

Patents and Patent Applications:

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,037,421		MID-INFRARED LASER ARTHROSCOPIC PROCEDURE	12 Dec 1990	06 Aug 1991
US	5,147,354		MID-INFRARED LASER ARTHROSCOPIC PROCEDURE	25 Jul 1991	15 Sep 1992
US	5,257,989		CONTACT LASER DELIVERY SYSTEM	13 Jan 1992	02 Nov 1993
US	5,296,961		DICHROIC OPTICAL FILTER	23 Apr 1991	22 Mar 1994
US	5,341,238		DICHROIC OPTICAL FILTER	09 Sep 1993	23 Aug 1994
US	5,136,676		COUPLER FOR A LASER DELIVERY SYSTEM	29 Jul 1991	04 Aug 1992
US	5,254,114		MEDICAL LASER DELIVERY SYSTEM WITH INTERNALLY REFLECTING PROBE	14 Aug 1991	19 Oct 1993
US	5,280,536		METHOD AND APPARATUS FOR SUPPLYING PULSED POWER TO AN OPHTHALMIC LASER SYSTEM	11 Oct 1991	18 Jan 1994
US	5,327,442		SOLID STATE LASER WITH DUAL COOLING LOOPS	14 Sep 1992	05 Jul 1994
US	5,304,174		MICROMANIPULATOR APPARATUS FOR SURGICAL LASER	02 Aug 1993	19 Apr 1994

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,336,216		APPARATUS FOR DELIVERING A DEFOCUSED LASER BEAM HAVING A SHARP-EDGED CROSS-SECTION	27 Jul 1993	09 Aug 1994
US	5,405,368		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	20 Oct 1992	11 Apr 1995
US	5,626,631		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	3 Feb 1995	06 May 1997
US	5,720,772		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	27 Jul 1995	24 Feb 1998
US	5,755,751		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	07 Jun 1995	26 May 1998
US	5,620,478		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	07 Jun 1995	15 Apr 1997
US	6,174,325		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	17 Dec 1997	16 Jan 2001
US	5,828,803		METHOD AND APPARATUS FOR THERAPEUTIC ELECTROMAGNETIC TREATMENT	06 Mar 1995	27 Oct 1998

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,707,403		METHOD FOR THE LASER TREATMENT OF SUBSURFACE BLOOD VESSELS	23 Apr 1996	13 Jan 1998
US	5,527,350		PULSED INFRARED LASER TREATMENT OF PSORIASIS	24 Feb 1993	18 Jun 1996
US	5,375,132		SOLID STATE LASER WITH INTERLEAVED OUTPUT	05 May 1993	20 Dec 1994
US	5,999,555		SOLID STATE LASER WITH INTERLEAVED OUTPUT	26 Jun 1998	07 Dec 1999
US	6,115,396		SOLID STATE LASER WITH INTERLEAVED OUTPUT	24 Aug 1999	05 Sep 2000
US	5,558,667		METHOD AND APPARATUS FOR TREATING VASCULAR LESIONS	06 Jan 1995	24 Sep 1996
US	5,754,573		METHOD AND APPARATUS FOR TREATING VASCULAR LESIONS	09 Jul 1996	19 May 1998
US	5,911,718		METHOD AND APPARATUS FOR TREATING VASCULAR LESIONS	08 May 1998	15 Jun 1999
US	5,743,902		HAND-HELD LASER SCANNER	23 Jan 1995	28 Apr 1998
US	5,957,915		HAND-HELD LASER SCANNER	22 Jul 1997	28 Sep 1999
US	6,328,733		HAND-HELD LASER SCANNER	15 Jul 1999	11 Dec 2001
US	5,640,412		PRISM FOLDED LASER CAVITY WITH CONTROLLED INTRACTIVITY BEAM POLARIZATION	09 Jul 1996	17 Jun 1997

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,683,380		METHOD AND APPARATUS FOR DEPILATION USING PULSED ELECTROMAGNETIC RADIATION	29 Mar 1995	04 Nov 1997
US	5,885,273		METHOD AND APPARATUS FOR DEPILATION USING PULSED ELECTROMAGNETIC RADIATION	09 Feb 1996	23 Mar 1999
US	6,280,438		METHOD AND APPARATUS FOR DEPILATION USING PULSED ELECTROMAGNETIC RADIATION	18 Aug 1997	28 Aug 2001
US	6,514,243		METHOD AND APPARATUS FOR DEPILATION USING PULSED ELECTROMAGNETIC RADIATION	17 Feb 2000	04 Feb 2003
US	7,108,689		METHOD AND APPARATUS FOR DEPILATION USING PULSED ELECTROMAGNETIC RADIATION	19 Sep 2002	19 Sep 2006
US	5,634,737		COUPLER FOR ATTACHING AN ARTICULATED ARM TO A LASER	03 Apr 1995	03 Jun 1997
US	5,644,585		HIGH REPETITION RATE ERBIUM:YAG LASER FOR TISSUE ABLATION	22 Jul 1996	01 Jul 1997
US	6,096,031		HIGH REPETITION RATE ERBIUM:YAG LASER FOR TISSUE ABLATION	10 Apr 1997	01 Aug 2000

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,772,657		SIDE FIRING FIBER OPTIC LASER PROBE	08 Jan 1997	30 Jun 1998
US	5,964,749		METHOD AND APPARATUS FOR SKIN REJUVINATION AND WRINKLE SMOOTHING	15 Sep 1995	12 Oct 1999
US	6,387,089		METHOD AND APPARATUS FOR SKIN REJUVINATION AND WRINKLE SMOOTHING	10 May 1999	14 May 2002
US	5,836,999		METHOD AND APPARATUS FOR TREATING PSORIASIS USING PULSED ELECTROMAGNETIC RADIATION	28 Sep 1995	17 Nov 1998
US	5,658,323		METHOD AND APPARATUS FOR DERMATOLOGY TREATMENT	23 Oct 1995	19 Aug 1997
US	5,879,376		METHOD AND APPARATUS FOR DERMATOLOGY TREATMENT	20 May 1996	09 Mar 1999
US	6,027,495		METHOD AND APPARATUS FOR DERMATOLOGY TREATMENT	20 Mar 1997	22 Feb 2000
US	5,860,968		LASER SCANNING METHOD AND APPARATUS	03 Nov 1995	19 Jan 1999
US	5,833,612		METHOD AND APPARATUS FOR DIAGNOSIS SKIN LESIONS	09 Feb 1996	10 Nov 1998
US	6,026,112		DELIVERY SYSTEM FOR HIGH POWER MULTI-WAVELENGTH LASER SYSTEMS	28 Oct 1997	15 Feb 2000

CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,853,407		METHOD AND APPARATUS FOR HAIR REMOVAL	18 Apr 1997	29 Dec 1998
US		08/858420	METHOD AND APPARATUS FOR HAIR REMOVAL	19 May 1997	
US	5,743,901		HIGH FLUENCE DIODE LASER DEVICE AND METHOD FOR THE FABRICATION AND USE THEREOF	15 May 1996	28 Apr 1998
US	5,851,181		APPARATUS FOR SIMULTANEOUSLY VIEWING AND SPECTRALLY ANALYZING A PORTION OF SKIN	30 Aug 1996	22 Dec 1998
US	5,938,657		APPARATUS FOR DELIVERING ENERGY WITHIN CONTINUOUS OUTLINE	05 Feb 1997	17 Aug 1999
US	6,024,751		METHOD AND APPARATUS FOR TRANSURETHRAL RESECTION OF THE PROSTATE	11 Apr 1997	15 Feb 2000
US	6,156,049		METHOD AND APPARATUS FOR TRANSURETHRAL RESECTION OF THE PROSTATE	10 Feb 1999	05 Dec 2000
US	6,193,711		RAPID PULSED ER: YAG LASER	12 Dec 1997	27 Feb 2001
US	6,120,498		ASPIRATING HANDPIECES FOR LASER SURGICAL OPERATIONS	05 Mar 1998	19 Sep 2000

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	6,130,900		PULSED INTRACAVITY FREQUENCY- CONVERTED SOLID STATE LASER WITH LONG-PULSE SIMULATION	05 Mar 1999	10 Oct 2000
US	6,758,845		AUTOMATIC FIRING APPARATUS AND METHODS FOR LASER SKIN TREATMENT OVER LARGE AREAS	08 Oct 1999	06 Jul 2004
US	6,451,010		ZOOM HANDPIECE FOR LASER SURGERY	14 Apr 2000	17 Sep 2002
US	6,532,244		METHOD AND APPARATUS FOR PROVIDING A UNIFORM BEAM FROM A LASER-LIGHT SOURCE	13 Jul 2000	11 Mar 2003
US	6,887,233		SCANNING LASER HANDPIECE WITH SHAPED OUTPUT BEAM	22 Mar 2001	03 May 2005
US	7,438,713		SCANNING LASER HANDPIECE WITH SHAPED OUTPUT BEAM	29 Jul 2004	21 Oct 2008
US		12/255435	SCANNING LASER HANDPIECE WITH SHAPED OUTPUT BEAM	21 Oct 2008	
US	6,951,558		SCANNING LASER HANDPIECE WITH SHAPED OUTPUT BEAM	30 Jan 2003	04 Oct 2005

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US		10/829204	METHOD OF ABLATING BIOLOGICAL MATERIAL WITH ELECTROMAGNETIC RADIATION DELIVERED BY AN OPTICAL FIBER	22 Apr 2004	
US	5,171,242		COMBINATION LENS SYSTEM FOR RETINAL PHOTOCOAGULATOR LASER SYSTEM	26 oct 1990	15 Dec 1992
US	7,250,047		SYSTEM AND METHOD FOR TREATING TISSUE	30 Jan 2004	31 Jul 2007
US		10/531691	SYSTEM, METHOD AND APPARATUS TO PROVIDE LASER BEAMS OF TWO OR MORE WAVELENGTHS	16 Oct 2003	
US		10/916637	METHOD AND SYSTEM FOR CONTROLLING NON- COHERENT PULSED LIGHT	12 Aug 2004	
US		11/399623	DEVICE, SYSTEM AND METHOD FOR DUAL- PATH OPHTHALMIC DEVICE	07 Apr 2006	
US		12/083589	DEVICE, SYSTEM AND METHOD FOR DUAL- PATH OPHTHALMIC DEVICE	14 Apr 2008	
US		11/730017	SYSTEM AND METHOD FOR MICROABLATION OF TISSUE	29 Mar 2007	

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US		60/791194	SYSTEM AND METHOD FOR MICROABLATION OF TISSUE	12 Apr 2006	
US		60/850628	SYSTEM AND METHOD FOR MICROABLATION OF TISSUE	11 Oct 2006	
US		29/264446	SKIN TREATMENT HANDPIECE	10 Aug 2006	
US		29/266002	HANDPIECE TIP FOR TISSUE TREATMENT DEVICE	13 Sep 2006	
US		29/267974	DISPOSABLE TIP	26 Oct 2006	
US		11/589799	DISPOSABLE TIP FOR LASER HANDPIECE	31 Oct 2006	
US		11/594193	DEVICE AND SYSTEM FOR AN OPTICAL ELEMENT HOLDER	08 Nov 2006	
US		12/131614	LASER FREQUENCY MULTIPLIER WITH TEMPERATURE CONTROL	02 Jun 2008	
US		12/131585	LASER SYSTEM CALIBRATION	02 Jun 2008	
US		12/131553	ENERGY MEASUREMENT SYSTEM AND METHOD	02 Jun 2008	
US	5,321,715		LASER PULSE FORMAT FOR PENETRATING AN ABSORBING FLUID	04 May 1993	14 Jun 1994
US	5,815,627		CO-AXIAL HOLLOW CORE WAVEGUIDE	08 Aug 1996	29 Sep 1998
US	6,170,947		LIGHT PROTECTION SYSTEM	27 Feb 1998	09 Jan 2001
US	5,772,658		SIDE-EMITTING OPTICAL FIBERS FOR LASERS	19 Dec 1995	30 Jun 1998

CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,582,752		METHOD AND APPARATUS FOR APPLYING LASER BEAMS TO A WORKING SURFACE, PARTICULARLY FOR ABLATING TISSUE	19 Dec 1994	10 Dec 1996
US	5,814,042		METHOD AND APPARATUS FOR APPLYING LASER BEAMS TO A WORKING SURFACE, PARTICULARLY FOR ABLATING TISSUE	24 Nov 1997	29 Sep 1998
US	5,798,498		METHOD AND APPARATUS FOR APPLYING LASER BEAMS TO A WORKING SURFACE, PARTICULARLY FOR ABLATING TISSUE	19 Sep 1996	25 Aug 1998
US	5,177,760		GAS LASER WITH INTERNAL GAS RESERVOIR HAVING LONG REGENERATION PATH	30 Aug 1991	05 Jan 1993
US	5,638,483		SIDE-EMITTING OPTICAL FIBERS FOR LASERS WITH ORIENTATION MARKINGS	09 May 1996	10 Jun 1997
US	5,783,798		LASER BEAM DELIVERY METHOD AND SYSTEM	19 Dec 1995	21 Jul 1998
US	5,172,264		METHOD AND APPARATUS FOR COMBINING CONTINUOUS WAVE LASER WITH TEA PULSED LASER	21 Feb 1991	15 Dec 1992

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	5,411,502		SYSTEM FOR CAUSING ABLATION OF IRRADIATED MATERIAL OF LIVING TISSUE WHILE NOT CAUSING DAMAGE BELOW A PREDETERMINED DEPTH	30 Dec 1993	02 May 1995
US	5,618,285		SYSTEM FOR CAUSING ABLATION OF IRRADIATED MATERIAL OF LIVING TISSUE WHILE NOT CAUSING DAMAGE BELOW A PREDETERMINED DEPTH	02 Feb 1995	08 Apr 1997
US	5,688,262		LASER MICROSCOPE ADAPTOR APPARATUS WITH AUTO-FOCUS	05 Jan 1995	18 Nov 1997
US		61/063340	DEVICE AND METHOD FOR LASERS IN SURGICAL APPLICATIONS	01 Feb 2008	
US		61/044385	METHOD AND APPARATUS FOR FLEXIBLE LASER ASSISTED LAPAROSCOPIC SURGERY	11 Apr 2008	
US		61/044371	METHOD AND APPARATUS FOR LASER ASSISTED ENDOSCOPIC MANAGEMENT	11 Apr 2008	
US		61/053884	DEVICE AND METHOD FOR ENDOSCOPIC INTERVENTIONS	16 May 2008	

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

COUNTRY	PATENT NO.	APPLICATION NO.	TITLE	FILING DATE	GRANT DATE
US	6,171,302		APPARATUS AND METHOD INCLUDING A HANDPIECE FOR SYNCHRONIZING THE PULSING OF A LIGHT SOURCE	18 Mar 1998	09 Jan 2001
US		29/321929	DISPOSABLE HEAD INTERFACING ELEMENT FOR USE WITH TREATMENT DEVICES	25 Jul 2008	
US	5,280,378		CYCLICALLY SCANNED MEDICAL LASER	19 Oct 1990	18 Jan 1994
US		61/100480	WAVEGUIDE WITH EMBEDDED AIMING MECHANISM	26 Sep 2008	

**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

Trademark Registrations and Applications:

US REGISTRATION NO.	MARK	US FILING DATE	US REGISTRATION DATE
2891411	LUMENIS	16-Oct-2003	05-Oct-2004
2810427	LUMENIS	22-Feb-2001	03-Feb-2004
2891411	LUMENIS	16-Oct-2003	05-Oct-2004
2810427	LUMENIS	22-Feb-2001	03-Feb-2004
1169132	SHARPLAN	4-Aug-1980	15-Sept-2001
2639704	LIGHSHEER	30-Jul-2001	22-Oct-2002
1726659	ULTRAPULSE	22-Oct-1990	20-10-1992

4465708v.1