

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT						
NATURE OF CONVEYANCE:	ASSIGNMENT						
CONVEYING PARTY DATA							
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:70%;">Name</th> <th>Execution Date</th> </tr> </thead> <tbody> <tr> <td>ZOHAR LEVKOVITZ</td> <td>01/17/2006</td> </tr> <tr> <td>GIL SHULMAN</td> <td>01/17/2006</td> </tr> </tbody> </table>		Name	Execution Date	ZOHAR LEVKOVITZ	01/17/2006	GIL SHULMAN	01/17/2006
Name	Execution Date						
ZOHAR LEVKOVITZ	01/17/2006						
GIL SHULMAN	01/17/2006						
RECEIVING PARTY DATA							
Name:	UPSTEED, INC.						
Street Address:	1209 ORANGE STREET						
Internal Address:	CORPORATION TRUST CENTER						
City:	WILMINGTON, COUNTY OF NEW CASTLE						
State/Country:	DELAWARE						
Postal Code:	19801-1120						
PROPERTY NUMBERS Total: 1							
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Property Type</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Application Number:</td> <td>11332387</td> </tr> </tbody> </table>		Property Type	Number	Application Number:	11332387		
Property Type	Number						
Application Number:	11332387						
CORRESPONDENCE DATA							
Fax Number:	(646)878-0801						
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>							
Phone:	646-878-0800						
Email:	pusdkt@pczlaw.com						
Correspondent Name:	Pearl Cohen Zedek Latzer, LLP						
Address Line 1:	1500 Broadway						
Address Line 2:	12th Floor						
Address Line 4:	New York, NEW YORK 10036						
ATTORNEY DOCKET NUMBER:	P-8411-US						
NAME OF SUBMITTER:	Yael RAPOPORT						

CH \$40.00 11332387

Total Attachments: 2
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ASSIGNMENT

In consideration of One Dollar (\$1.00), and other good and valuable considerations, the Receipt of which is hereby acknowledged, I the undersigned, LEVKOVITZ, Zohar residing at 9 Koresh St., Tel-Aviv 65229, Israel; SHULMAN, Gil residing at 36 Frug St., Tel Aviv 63417, Israel;

Hereby sell, assign and transfer to UPSTEED, INC., a Delaware corporation located at Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware, USA its successors, assigns and legal representatives (hereinafter, the "Assignee"), the entire right, title and interest for all countries, in and to any and all inventions which are disclosed and claimed, and as possessed by the undersigned, any and all inventions which are disclosed but not claimed in the application for United States Patent U.S. Serial No. (11/332,387) filed (January 17, 2006) and being entitled:

DEVICE, SYSTEM AND METHOD OF**WIRELESS DELIVERY OF TARGETED ADVERTISEMENTS**

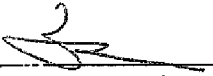
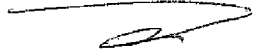
and in and to said application and all divisional, continuing, substitute, renewal, reissue, and all other applications for U.S. Letters Patent or other related property rights in any and all foreign countries which have been or shall be filed on any of said inventions disclosed in said application; and in and to all original and reissued patents or related foreign documents which have been or shall be issued on said inventions. I hereby authorize and request the attorney of record of the firm Pearl Cohen Zedek Latzer, LLP, 10 Rockefeller Plaza, Suite 1001, New York, New York 10020, to insert in the parentheses above, the filing date and US Serial No. of said application when known;

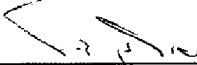
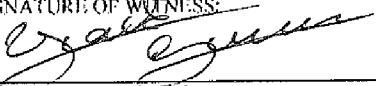
Authorize and request the Commissioner of Patents of the United States to issue to said Assignee, the corporation above named, its successors, assigns and legal representatives, in accordance with this assignment, any and all United States Letters Patent on said inventions or any of them disclosed in said application;

Agree that said Assignee may apply for and receive foreign Letters Patent or rights of any other kind for said inventions, or any of them; and may claim, in applications for said foreign Letters Patent or other rights, the priority of the aforesaid United States patent application under the provisions of the International Convention of 1883 and later modifications thereof, under the Patent Cooperation Treaty, under the European Patent Convention or under any other available international agreement; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns and legal representatives, to carry out in good faith the intent and purpose of this assignment, the under-signed or the undersigned's executors or administrators will, for the United

States and all foreign countries, execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications or other documents on any and all said inventions; execute all rightful oaths, assignments, powers of attorney and other papers; communicate to said Assignee, its successors, assigns and representatives, all facts known and documents available to the undersigned relating to said inventions and the history thereof; testify in all legal proceedings; and generally do everything possible which said Assignee, its successors, assigns or representatives shall consider desirable for aiding in securing, maintaining and enforcing proper patent protection for said inventions and for vesting title to said inventions and all applications for patents or related foreign rights and all patents on said inventions, in said Assignee, its successors, assigns and legal representatives; and

COVENANT with said Assignee, its successors, assigns and legal representatives that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

FULL NAME OF INVENTOR: LEV KOVITZ, Zohar	FULL NAME OF WITNESS: <i>Haim Meshiah</i>
SIGNATURE OF INVENTOR: 	SIGNATURE OF WITNESS: 
DATE: <u>17 / 1 / 06</u> (day / month / year)	ADDRESS OF WITNESS: <i>13 Mishmar Yaguel St. Tel Aviv ISRAEL</i>

FULL NAME OF INVENTOR: SHULMAN, Gil	FULL NAME OF WITNESS: <i>YOAD Gonen</i>
SIGNATURE OF INVENTOR: 	SIGNATURE OF WITNESS: 
DATE: <u>17 / 1 / 2006</u> (day / month / year)	ADDRESS OF WITNESS: <i>MORITZ DANIEL 24/2 TEL AVIV 69345 ISRAEL</i>