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VOCALTEC COMMUNICATIONS LTD

Form 20-F

June 04, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 2-0-27648

VOCALTEC COMMUNICATIONS LTD.  
(Exact name of registrant as specified in its charter and  
translation into English)

STATE OF ISRAEL  
(Jurisdiction of incorporation or organization)

60 MEDINAT HAYEHUDIM STREET  
HERZLIYA 46140  
ISRAEL  
(Address of principal executive offices)

JOSHUA DI-NUR, PHONE: +972-9-9703824, FACSIMILE: +972-9-9558175  
ADDRESS: 60 MEDINAT HAYEHUDIM STREET, HERZLIYA 46140, ISRAEL  
(Name, Telephone, E-Mail and/or Facsimile number and Address  
of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

NONE.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

ORDINARY SHARES, PAR VALUE OF NIS 0.13  
Title of each class

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Securities for which there are a reporting obligation pursuant to Section 15(d) of the Act:

NONE

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2008

7,376,364 ORDINARY SHARES, PAR VALUE NIS 0.13 PER SHARE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past ninety (90) days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerate filer  Accelerate filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act)

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and

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reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes       No

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### PRELIMINARY NOTE

THIS ANNUAL REPORT CONTAINS HISTORICAL INFORMATION AND FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 WITH RESPECT TO THE BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF VOCALTEC. THE WORDS "ANTICIPATE," "BELIEVE," "ESTIMATE," "EXPECT," "INTEND," "MAY," "PLAN," "PROJECT" AND "SHOULD" AND SIMILAR EXPRESSIONS, AS THEY RELATE TO VOCALTEC OR ITS MANAGEMENT, ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS REFLECT THE CURRENT VIEWS AND ASSUMPTIONS OF VOCALTEC WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES. MANY FACTORS COULD CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF VOCALTEC TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS THAT MAY BE EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS, INCLUDING, AMONG OTHERS, CHANGES IN THE TELECOMMUNICATIONS AND VOIP MARKETS AND IN GENERAL ECONOMIC AND BUSINESS CONDITIONS, LOSS OF KEY CUSTOMERS AND UNPREDICTABLE SALES CYCLES, COMPETITIVE PRESSURES, MARKET ACCEPTANCE OF NEW PRODUCTS, INABILITY TO MEET EFFICIENCY AND COST REDUCTION OBJECTIVES, CHANGES IN BUSINESS STRATEGY AND VARIOUS OTHER FACTORS, BOTH REFERENCED AND NOT REFERENCED IN THIS ANNUAL REPORT. THESE RISKS ARE MORE FULLY DESCRIBED UNDER "ITEM 3.D - KEY INFORMATION - RISK FACTORS" OF THIS ANNUAL REPORT. SHOULD ONE OR MORE OF THESE RISKS OR UNCERTAINTIES MATERIALIZE, OR SHOULD UNDERLYING ASSUMPTIONS PROVE INCORRECT, ACTUAL RESULTS MAY VARY MATERIALLY FROM THOSE DESCRIBED HEREIN AS ANTICIPATED, BELIEVED, ESTIMATED, EXPECTED, INTENDED, PLANNED OR PROJECTED. VOCALTEC DOES NOT INTEND OR ASSUME ANY OBLIGATION TO UPDATE THESE FORWARD-LOOKING STATEMENTS.

In this annual report, all references to "VocalTec," "we," "us" or "our" are to VocalTec Communications Ltd., a company organized under the laws of the State of Israel, and its wholly-owned subsidiaries.

VocalTec, Essentra, Internet Phone, the logo Internet I Phone, are registered trademarks of VocalTec Communications Ltd. and its wholly-owned subsidiaries. Other trademarks are the property of their respective holders.

In this annual report, unless otherwise specified or unless the context otherwise requires, all references to "\$" or "dollars" are to U.S. dollars and all references to "NIS" are to New Israeli Shekels. Except as otherwise indicated, financial statements of, and information regarding, VocalTec are presented in U.S. dollars.

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### PART ONE.

#### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

#### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

#### ITEM 3. KEY INFORMATION

##### 3.A. SELECTED FINANCIAL DATA

In November 2005, VocalTec Communications Ltd., or the Company or VocalTec, acquired all of the issued and outstanding ordinary shares of Tdsoft Ltd., a privately-held company organized in Israel ("Tdsoft"), and as consideration issued to the Tdsoft shareholders ordinary shares of VocalTec constituting, immediately following such issuance, 75% of the issued and outstanding share capital of VocalTec (the "business combination"). The business combination was

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accounted under U.S. generally accepted accounting principles ("GAAP") as a reverse acquisition and therefore we are presenting in this report the consolidated financial statements of Tdsoft for the year ended December 31, 2004 and for the eleven months ended November 30, 2005, and the consolidated financial statements of the combined company for the period of December 1 through 31, 2005 and the years ended December 31, 2006, 2007 and 2008.

Our historical consolidated financial statements are prepared in accordance with U.S. GAAP and are presented in U.S. dollars. Historical information as of and for the three years ended December 31, 2008 is derived from our consolidated financial statements, which have been audited by Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global.

The information presented below is qualified by the more detailed historical consolidated financial statements set forth elsewhere in this report, and should be read in conjunction with those consolidated financial statements, the notes thereto and the discussion under "Operating and Financial Review and Prospects" included elsewhere in this report.

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### STATEMENT OF OPERATIONS DATA - YEAR ENDED DECEMBER 31ST (IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE DATA)

	2004	2005	2006
	-----	-----	-----
Sales			
Products	3,719	3,668	4,738
Services	433	925	2,542
	-----	-----	-----
	4,152	4,593	7,280
	-----	-----	-----
Cost of sales			
Products	1,587	1,450	2,171
Services	22	315	563
	-----	-----	-----
	1,609	1,765	2,734
Inventory write off	-	639	-
Amortization of intangibles assets	206	172	392
	-----	-----	-----
	1,815	2,576	3,126
	-----	-----	-----
Gross profit	2,337	2,017	4,154
	-----	-----	-----
Operating expenses:			
Research and development, net	5,474	4,363	4,619
Selling and marketing	1,909	2,763	4,147
General and administrative	805	1,748	2,474
Income from sale of patents, net	-	-	-
Impairment of goodwill and intangible assets	-	-	-
	-----	-----	-----
Total net operating expenses (income)	8,188	8,874	11,240
	-----	-----	-----
Operating income (loss)	(5,851)	(6,857)	(7,086)

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Other income, net	-	24	42
Financial income, net	165	184	32
	-----	-----	-----
Income (loss) before taxes on income	(5,686)	(6,649)	(7,012)
Tax benefit (taxes on income )	-	19	-
	-----	-----	-----
Net Income (loss)	(5,686)	(6,630)	(7,012)
	-----	-----	-----
Accretion of redeemable convertible Preferred shares	(3,256)	(348)	-
Induced conversion of convertible Preferred shares	-	(17,406)	-
	-----	-----	-----
Cumulative dividend on convertible Preferred shares		(2,585)	
	-----	-----	-----
Dividend in respect of reduction in exercise price of certain warrants		-	(37)
	-----	-----	-----
Net income (loss) attributable to common shareholders	(8,942)	(26,969)	(7,049)
	=====	=====	=====
Basic and diluted net income (loss) per Ordinary share	(24.16)	(34.05)	(1.3)
	-----	-----	-----
Weighted average number of Ordinary shares used in computing net loss per share-basic and diluted	370	792	5,436

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BALANCE SHEET DATA - YEAR ENDED DECEMBER 31  
(IN THOUSANDS OF U.S. DOLLARS, EXCEPT SHARE DATA)

	2004	2005	2006
	-----	-----	-----
Cash and cash equivalents and short term deposits	9,260	5,138	8,954
Working capital	9,595	925	8,196
Total assets	13,538	22,442	24,587
Total liabilities	2,878	9,579	6,049
Redeemable convertible Preferred shares	54,557	-	-
Capital stock	116	132	213
Accumulated deficit	(42,568)	(66,854)	(73,903)
Total shareholders' equity (deficiency)	(43,897)	12,863	18,538
Number of Ordinary shares outstanding	370,059	4,661,627	7,376,364

3.B. CAPITALIZATION AND INDEBTEDNESS

Not applicable.

3.C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

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### 3.D. RISK FACTORS

Many factors could have an effect on our financial condition, cash flow and results of operations. We are subject to various risks resulting from changing economic, political, industry, business and financial conditions. The principal risk factors affecting our operations are described below.

VOCALTEC INCURRED SIGNIFICANT HISTORICAL OPERATING LOSSES AND THERE IS NO ASSURANCE THAT THE COMPANY WILL NOT CONTINUE TO INCUR OPERATING LOSSES IN THE FUTURE.

Since its incorporation in 1989, VocalTec (prior to the business combination) had limited sales and has incurred significant operating losses. The company had operating losses of \$7.1 million and \$14.4 million in 2006 and 2007, respectively and a profit of \$ 3.7 million in 2008, and may continue to incur operating losses in the future due to, among other reasons, the fact that the Company operates in new target markets and sells to new customers, has recently started selling not only its products on a stand-alone basis but also in conjunction with third party products as a broader solution, has not yet obtained substantial credibility and market share of its VoIP equipment in some of these markets and had not yet gained experience with such new third party products. To achieve profitability and increased sales levels, the Company must, among other things, establish and increase market demand and acceptance of its products, respond effectively to competitive pressures, offer high quality customer service and support, introduce advanced versions and enhancements of its products as well as new products that meet market needs on a timely basis, and constantly increase operational efficiency.

The Company may incur operating losses again in 2009 and thereafter, if revenues are insufficient to cover sales and marketing, research and development, administrative and other expenses. If revenue levels do not increase sufficiently, operating results will be adversely affected because any reduction in expenses may not sufficiently cover a reduction in revenues. There is no assurance that the Company will achieve or sustain significant sales or profitability in the future.

WE HAVE EXPERIENCED AND MAY CONTINUE TO EXPERIENCE SIGNIFICANT FLUCTUATIONS IN OUR QUARTERLY RESULTS, WHICH MIGHT MAKE IT DIFFICULT FOR INVESTORS TO MAKE RELIABLE PERIOD-TO-PERIOD COMPARISONS AND MAY CONTRIBUTE TO VOLATILITY IN THE MARKET PRICE OF OUR ORDINARY SHARES.

Our operating results have fluctuated and may continue to fluctuate from period to period for a number of reasons. Due to the past volatility of the market for telecommunication equipment, we cannot predict the impact on our revenues or results of operations that any deterioration in such market may have.

There are several market conditions that could continue to cause our customers and potential customers to be conservative in their spending:

- o Networks that are based on old Time Division Multiplexing, or TDM, equipment which has been used by telecommunications carriers for several decades, are still operating and generating revenues.
  
- o Large and mid-size carriers are showing an increased interest in migrating their TDM-based, Public Switch Telephone Networks, or PSTNs, to VoIP softswitch-based networks, in order to enable advanced, IP-based services and save costs, but there is still uncertainty with

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respect to the extent and timing of shifting PSTNs to VoIP softswitch networks.

- o As a result of our long sales cycle (described below under "OUR ESSENTRA PRODUCTS GENERALLY HAVE A LONG SALES CYCLE, WHICH INCREASES OUR COSTS IN OBTAINING ORDERS, REDUCES THE PREDICTABILITY OF OUR EARNINGS AND REQUIRES HIGH WORKING CAPITAL"), we may need extended time to build up an order backlog.
- o Increased competition, from new service providers and companies such as Skype, which offer cheap, or even free, telephony, causing financial pressure on our customers.
- o Macro economic conditions, including worldwide recessions, causing our potential customers to be more conservative with their capital expenditures.
- o Evolving new technologies which may cause our customers to delay their deployment plans and wait for these new technologies to mature.

These and other factors make the forecasting of sales inherently uncertain. Significant annual and quarterly fluctuations in our results of operations may also be caused by, among other factors, the timing and composition of orders from our customers, reduced prices for our products, the economic viability and credit-worthiness of our customers, the collectability of our receivables, the timing of new product announcements and releases of new products by us and by our competitors.

Our future results may also be affected by our ability to continue to develop, introduce and deliver enhanced and new products in a timely manner, to offer new products at competitive prices, to offer existing products at lower prices, to compete with competitors that are larger than us and to anticipate and meet customer demands. There can be no assurance that sales in any particular quarter will not be lower than those of the preceding quarters, including comparable quarters.

As a result, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. The volatility in our operating results may also result in significant volatility in our share price. It is also possible that our quarterly results of operations may be below the expectations of public market analysts and investors. If this happens, the price of our ordinary shares is likely to decrease.

GLOBAL RECESSION AND CONTINUED CREDIT CONSTRAINTS COULD ADVERSELY AFFECT US.

The downturn in the global economy that accelerated during the second half of 2008 and the first quarter of 2009, resulting in a weakness of the global credit markets, failures or material business deterioration of investment banks, commercial banks and other financial institutions and intermediaries worldwide and significant reductions in asset values across businesses, households and individuals, combined with other financial and economic indicators, have resulted in a global recession. We have already been feeling the effect of such recession, primarily in Russia, where certain transactions have been terminated or put on hold due to the inability of prospective customers to finance the purchase of our products and services. If these conditions continue or worsen, they may result in reduced demand or funding for projects incorporating our products and solutions, longer sales cycles for our projects or termination of contracted projects by our and prospective customers, which may adversely affect our results of operations. In addition, risks of widespread insolvency, mass unemployment and the deterioration of various sectors of the economies where we operate have increased due to the global economic downturn. Any further slowdown



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in the development of these economies or any reduction in the investment budgets of local companies which may lead to termination of contracts could have a material adverse effect on our business, financial condition, results of operations or prospects. Among other things, we might face:

- o Potential declines in orders for our customer service and support solutions and in our revenues from such solutions due to reduced or postponed orders or other factors caused by economic challenges faced by our customers and prospective customers;
- o Longer sales processes and a need for increased efforts to secure projects;
- o Potential adverse impact on our customers' and prospective customers' ability to pay, when due, amounts payable to us; and
- o Potential re-evaluation by our customers and prospective customers of approved or contracted projects in order to address budget reductions or other impacts and factors of the current economic conditions by such customers and prospective customers.

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Any of the above could adversely affect our business, financial condition, operating results and cash flow. These economic conditions also impact our ability to forecast orders and revenues and our ability to provide guidance for our performance.

WE DO NOT HAVE LONG TERM CONTRACTS IN PLACE WITH CUSTOMERS.

In certain of the geographical locations in which we are active, we typically sell products pursuant to purchase orders that customers can generally cancel or defer on short notice without incurring a significant penalty. Any significant cancellations or deferrals could adversely affect our business, financial condition and results of operations. In addition, cancellations or deferrals could cause us to hold excess inventory, which could reduce our profit margins and restrict our ability to fund our operations.

THERE IS NO ASSURANCE THAT WE WILL BE SUCCESSFUL IN OBTAINING AND MAINTAINING A SUFFICIENT MARKET SHARE FOR OUR PRODUCTS. IN ADDITION, WE HAVE BEEN ENCOUNTERING VARIOUS CHALLENGES AFFECTING THE SALE OF OUR PRODUCTS.

Since the consummation of the business combination with Tdsoft in November 2005, the Company has been focusing its development efforts on the Essentra line of products. The Essentra product solutions were already deployed by several customers and are carrying live traffic; however, certain elements of the products are still subject to additional development and adaptations and have not yet been used extensively by customers, which prevents us from demonstrating a proven track record and wide deployment references, which are crucial for our growth and expansion to larger carriers. Furthermore, unlike the companies' first generation of products, which were unique and the first of their kind to be introduced to the telecommunications market, the Essentra products compete with existing, comparable products of various companies, some of which have certain advantages over us, including larger financial resources, access to prospective customers and an established market for their products.

Our products must comply with various international and domestic regulations and standards defined by regulatory agencies. If we do not comply with existing or evolving industry standards and other regulatory requirements or if we fail to

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obtain in a timely manner any required domestic or foreign regulatory approvals or certificates, we will not be able to sell our products where these standards or regulations apply, which may harm our business.

Maintaining and increasing our revenues are dependent, among other things, upon the ability of our products to meet market and customer requirements. To this end, we are involved in a continuous process to evaluate changing market demands and customer requirements, and to develop and introduce new products, features and applications to meet such changing demands and requirements. In addition, prospective customers may require product features and capabilities that are not included in our current product offerings. The introduction of new or enhanced products also requires that we carefully manage the transition from our older products as we ensure the continued provision of maintenance and other services for our older products.

A number of risks are inherent in this process, including the fact that we may not successfully anticipate market requirements or complete the development or introduction of these products and that the development of new technologies and products is increasingly complex and uncertain. This can result in delays in the introduction of new technologies and products, and requires close collaboration and continued technological advancement involving multiple software design teams and outside suppliers of key components. The failure of any one of these elements could cause new products to fail to meet specifications, market requirements or customer demands, or to miss delivery schedules. If we fail to develop products and offer services that satisfy customer requirements, or if we fail to effectively manage the transition from our older products to our new or enhanced products, our ability to create or increase demand for our products would be seriously harmed and we may lose current and prospective customers, thereby harming our business.

Deployment, sale and marketing of products in certain countries may subject us to environmental and other regulations including, in some instances, the requirement to provide to customers the ability to return products at the end of their useful life.

Further, our results could be adversely affected by factors such as lack of market acceptance of our products, delays in product development, and delays in customer purchases of products in anticipation of the introduction of new products and the rapidly changing landscape of emerging standards.

In addition, telecommunications carriers increasingly require that VoIP products be designed to meet local homologation and regulatory requirements, such as lawful interception and other requirements to demonstrate interoperability with existing networks of incumbent telecommunications carriers, each of which may have different specifications. Failure to obtain such homologation certifications or other industry standard certifications for our products may result in decreased revenues and support and repair costs, which may divert the attention of our engineering personnel and may cause significant customer relations problems.

Due to the fact that we have been developing and offering new products, some of which are targeted at new customers in new markets, we have encountered and expect to continue to encounter various challenges. In addition, while seeking midsize carriers, we offer solutions to alternative small carriers as well, raising the need for flexibility and competitiveness within a wide range of solutions. Also, our solutions have to be inter-operable with offerings of various third parties, which results in a more complex and expensive development and upgrading of the products. Furthermore, in recent years we have witnessed an increasing competition in the VoIP market, resulting in declining prices, as VoIP has become more of a mainstream technology. One of the main challenges in penetrating the market with the products offered by VocalTec relates to the ability to provide a broad, and to a certain extent complete, solution, which

includes third party elements.

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Therefore, there is no assurance that we will be successful in obtaining and maintaining a sufficient market share for the existing Essentra products and our future products.

OUR BUSINESS DEPENDS TO A CERTAIN EXTENT ON THE ABILITY OF OUR CHANNELS AND BUSINESS PARTNERS WHO PURCHASE OUR PRODUCTS TO ACHIEVE BROAD MARKET ACCEPTANCE FOR THEIR PRODUCTS. IF THESE CHANNELS AND BUSINESS PARTNERS DO NOT SUCCEED IN SELLING THEIR PRODUCTS, THIS WILL REDUCE DEMAND FOR OUR PRODUCTS AND OUR REVENUES WILL BE ADVERSELY AFFECTED.

In many cases our products are sold through channels, i.e., vendors, systems integrators and business partners, who repackage or resell our products, under varying types of OEM or reseller arrangements, to communications service providers (rather than us selling our products directly to these service providers).

To continue this method of sales, we will have to allocate resources to train vendors, systems integrators and business partners as to the use of our products, resulting in additional costs and additional time until sales by such vendors, systems integrators and business partners are made feasible. Our business depends to a certain extent upon the success of such channels and the broad market acceptance of their products. To the extent that our channels are unsuccessful in selling their products, and as a result, our products, our revenues and operating results will be adversely affected.

Many factors out of our control could interfere with our ability to market, license, implement or support our products with any of our channels, which in turn could harm our business. These factors include, but are not limited to, a change in the business strategy of our channels, the introduction of competitive product offerings by other companies that are sold through one or more of our channels, potential contract defaults by one or more of our channels or changes in ownership or management of one or more of our channels. Some of our competitors may have stronger relationships with our channels than we do, and we have limited control, if any, as to whether those channels implement our products rather than our competitors' products or whether they devote resources to market and support our competitors' products rather than our offerings. Also, the loss of or reduction in sales by these channels could reduce our revenues. If we fail to maintain relationships with these channels, fail to develop new channels, fail to effectively manage, train, or provide incentives to existing channels or if these channels are not successful in their sales efforts, sales of our products may decrease and our operating results would suffer.

OUR ESSENTRA PRODUCTS GENERALLY HAVE A LONG SALES CYCLE, WHICH INCREASES OUR COSTS IN OBTAINING ORDERS, REDUCES THE PREDICTABILITY OF OUR EARNINGS AND REQUIRES SIGNIFICANT WORKING CAPITAL.

Our Essentra products are technologically complex and are typically intended for use in solutions that may be critical to the business of our customers. Prospective customers for such products generally must make a significant commitment of resources to test and evaluate products and to integrate them into their solutions. As a result, the sales process for such products is long and often subject to delays associated with lengthy approval processes that typically accompany the design and testing of our solutions. The sales cycles of our products to new customers currently average 6 to 12 months from the time we make a proposal to a customer until the time the customer begins using the

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relevant product in production mode. This requires us to invest significant resources to make sales, which increases our costs in obtaining orders and reduces the predictability of our sales. In addition, in some cases we need to finance the equipment that we install in our customers' premises during the period of installment, testing and approval of the equipment, which requires us to allocate working capital for the period of such financing. Furthermore, in many cases the sale of our products is conditioned upon a trial period during which the products are installed at the customers' premises, which installation requires an investment by us of capital and manpower, without assurance that the customers will in fact purchase the products.

Long sales cycles also subject us to risks not usually encountered by companies whose products have short sales cycles, complicating our planning processes and reducing the predictability of our earnings. These risks include:

- o a pre-sale process that includes traveling, demonstrations, technical and commercial sessions, and trial procedure intended for defining customers' needs, all of which involve additional costs;
- o the potential cancellation of orders based on our customers' changing budgetary constraints;
- o the shift in orders expected between quarters because of the timing of our customers' procurement decisions; and
- o Changes in organizational structure and decision makers within our customers necessitating that we establish new relationships and effectively restart the sales process.

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BECAUSE MANY OF OUR CURRENT AND PLANNED PRODUCTS ARE HIGHLY COMPLEX, THEY MAY CONTAIN DEFECTS OR ERRORS THAT ARE DETECTED ONLY AFTER DEPLOYMENT IN COMMERCIAL APPLICATIONS. MOREOVER, OUR CUSTOMERS MAY BUNDLE OUR PRODUCTS WITH THE PRODUCTS OF OTHER PROVIDERS THAT CONTAIN DEFECTS THAT ARE WHOLLY UNRELATED TO OUR PRODUCTS. IN EITHER INSTANCE, IF THIS OCCURS, IT COULD HARM OUR REPUTATION AND RESULT IN REDUCED REVENUES OR INCREASED EXPENSES.

Our products are highly complex and may contain undetected defects, errors or failures. These products are deployed in complex and versatile networks, which include complex equipment of other vendors. Although we invest heavily in testing our products, we cannot simulate and test all potential events and cases relating to the operation of our products, and as a result, in some cases our customers may discover errors after the products have been deployed. The occurrence of any defects, errors or failures could result in:

- o product returns, repairs or replacements;
- o cancellation of and reduction in orders;
- o uncollectible accounts receivable and delays in collecting accounts receivable;
- o diversion of our resources;
- o legal actions by our customers or our customers' end users;
- o adverse effect to our reputation;

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- o increased insurance costs; and
- o other losses to us, our customers or the end users of our products.

Any of these occurrences could also result in the loss of or delay in market acceptance of our products and loss of sales, which would harm our business and adversely affect our results of operations. There can be no assurance that, despite testing by us or by our customers, errors will not be found in our products after commencement of commercial deployment. We have from time to time experienced defects in our products and may experience defects in the future. We may in the future incur costs associated with support services. Moreover, as our solutions grow in complexity, this risk may intensify over time and may result in increased expenses.

In addition, our customers may bundle, incorporate or connect our products into or to complex systems that contain errors or defects that may be unrelated to our products. Such occurrences may result in undue delays or cancellations of the implementation of our customers' bundled products and services. In such cases, our reputation could be harmed and our results of operations could be adversely affected, which could result in reduced revenues or increased expenses.

IF OUR RELATIONSHIP WITH ANY OF OUR KEY CUSTOMERS IS TERMINATED, OUR REVENUES WILL DECLINE AND OUR BUSINESS WILL BE ADVERSELY AFFECTED.

During 2008, Mobifon-2000, Deutsche Telekom and ITI accounted for 26%, 15% and 14%, respectively, of our revenues.

If our relationship with any of these customers is terminated, or if either of these key customers reduces purchases of our products or maintenance or replaces existing equipment in its networks with competing products, then our business, financial condition and results of operations would be materially adversely affected. In the past, we were adversely affected by the termination of relationships with key customers, as well as reductions in orders from key customers. The impact of the termination or reduction of our key customer relationships would be intensified if we were unable to establish and increase sales to other customers in order to offset this termination or reduction.

WE DEPEND TO A CERTAIN DEGREE ON THIRD PARTIES FOR THE SUPPLY AND QUALITY OF HARDWARE AND SOFTWARE ELEMENTS REQUIRED FOR THE MARKETING OF OUR PRODUCTS, AND ANY DELAY OR DISRUPTION IN THE SUPPLY OF THESE PRODUCTS WILL ADVERSELY AFFECT OUR RESULTS. IN ADDITION, INACCURATE ESTIMATES OF OUR INVENTORY/PURCHASING REQUIREMENTS COULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS. FURTHERMORE, ERRORS OR DEFECTS IN OTHER VENDORS' PRODUCTS WITH WHICH OUR PRODUCTS ARE INTEGRATED COULD ADVERSELY AFFECT THE MARKET ACCEPTANCE OF OUR OFFERINGS AND EXPOSE US TO PRODUCT LIABILITY CLAIMS FROM OUR CUSTOMERS.

As many times our customers require from us a "complete solution", that comprises, in addition to our Essentra Software, various third party elements, we depend on such third-party partners for the successful marketing of our products (including IBM, Dialogic, AudioCodes and various other suppliers for Operating System software, SIP and SS7 software, as well as additional software and other elements). If we overestimate our purchasing requirements, we could have excess inventory, which would increase our costs and result in write-downs harming our operating results. If we underestimate our requirements, we may not have an adequate supply, which could result in delays in shipments and revenues. We currently do not have long-term supply contracts with our third-party suppliers and they are not required to supply us with products for any specified periods, in any specified quantities or at any set price, except as may be specified in a particular purchase order. Because the key components of our products are complex and often require integration into our solutions, in the event of a disruption or delay in supply or an inability to obtain products, we

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may not be able to develop an alternate source in a timely manner, at favorable prices, or at all.

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Following the sale and installation of our products, we rely on our hardware and software suppliers (to varying extents) for maintenance and support services that we provide to our customers. To that end, our agreements with our suppliers include obligations of our suppliers to provide us with certain levels of service and maintenance, as well as restrictions on the right of the supplier to discontinue the product or the support services we purchase from them.

In addition, manufacturing problems may occur with these third parties. A supplier may supply us with products and components that do not meet our quality, quantity or cost requirement, or may cease to provide support with respect to the hardware and software purchased by the Company; therefore, we face the risk of inadequate supply, price increases, late deliveries, poor quality and failure in the availability and level of support and maintenance, as any supplier may terminate its relationship with us. If we were to lose our relationship with any of such suppliers, the lead time required to qualify new suppliers could be several months. Also, if we lose our relationship with any of such suppliers or these suppliers are otherwise unable to satisfy our volume and delivery schedule requirements, it may be difficult to locate alternative suppliers that are able to develop, manufacture, deliver and provide products, service and maintenance with respect to the specialized components we need for our products in the desired lead times and quality.

Furthermore, if we experience quality problems from any of our component suppliers, it could take us a significant amount of time to identify the problem as associated with a particular component, ascertain whether this is as a result of a design or a manufacturing flaw and either correct the problem, if possible, replace the components or find an alternate source of supply. Any such quality problem or delay could, in addition to causing us lost sales, detrimentally affect our reputation in the market and cause us to incur additional costs as a result of the recall and replacement of affected products.

Also, our dependence on third party suppliers of hardware significantly limits our ability to compete successfully with some of our competitors, which supply themselves the hardware components that are used in their solutions and therefore have the flexibility of making more competitive offers to potential customers.

Finally, because our products are generally used together with other vendors' software and hardware products, our products must integrate successfully with such products. As a result, when our customers encounter problems, it may be difficult to identify the product that caused the problem. System errors, whether caused by our products or those of another vendor, could adversely affect the market acceptance of our products, and any necessary revisions could cause us to incur significant expenses. Regardless of the source of these errors or defects, we will need to divert the attention of engineering personnel from our product development efforts to address errors or defects detected. These errors or defects could cause us to incur service or repair costs, liability claims or lags or delays. Moreover, the occurrence of errors or defects, whether caused by our products or the products of another vendor, may significantly harm our relations with customers, or result in the loss of customers, harm our reputation and impair market acceptance of our products.

Therefore, one of our strategies is to provide our customers with a full solution, by assembling and integrating with our products third parties'

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technologies and products. Such strategy warrants the allocation of technological and human resources, which may disrupt our ongoing business, disproportionately occupy the time and attention of our management and employees, increase our expenses and adversely affect our results of operations. Furthermore, we may not successfully integrate the various components or offer the full solution with such integrated technologies on a timely basis or at competitive prices, and there can be no assurance that we will not suffer from design and quality challenges in connection with the integration of the technologies and products. Furthermore, some of our competitors also offer such a "full solution", and we do not know if we will be able to compete successfully in this market.

THERE IS NO ASSURANCE THAT DEVELOPING NEW TECHNOLOGIES AND PRODUCTS WILL NOT CAUSE DELAYS IN OUR DELIVERY CAPABILITIES.

We continually seek to develop new products and invest in new technologies. A number of risks are inherent to this process. We may not successfully anticipate market requirements or complete the development or introduction of these new technologies and products. The development of new technologies and products is increasingly complex and uncertain. This can result in delays in the introduction of new technologies and products, and requires close collaboration and continued technological advancement involving multiple hardware and software design teams and outside suppliers of key components. The failure of any one of these elements could cause new products to fail to meet specifications, market requirements or customer demands, or to miss delivery schedules. In addition, if we fail to develop products and offer services that satisfy customer requirements, our ability to create or increase demand for our products would be seriously harmed and we may lose current and prospective customers, thereby harming our business.

WE HAVE NO BACK-TO-BACK LIABILITY INSURANCE AGAINST DAMAGES RESULTING FROM THE INTEGRATION OF THIRD PARTY COMPONENTS, WHICH MAY LEAVE US VULNERABLE TO FUTURE CLAIMS WE WILL BE UNABLE TO SATISFY.

The testing, marketing and sale of a full solution, which includes third party products and elements integrated together by us, entails an inherent risk of product liability claims, and we cannot assure you that substantial product liability claims will not be asserted against us. We have no back-to-back product liability insurance from the third parties we purchase products and components from. In the event we are forced to expend significant funds on defending product liability actions, and in the event those funds come from operating income and are not sufficiently covered by such back-to-back liability undertakings from such third parties, it could materially adversely affect our ability to attract new customers and retain existing customers. In addition, claims of this kind could divert management time and attention and could result in significant cost to investigate and defend, regardless of the merits of any of these claims. The filing of any claims of this kind may also damage our reputation and decrease demand for our products.

WE MAY BE UNABLE TO ADEQUATELY PROTECT OUR PROPRIETARY RIGHTS, WHICH MAY LIMIT OUR ABILITY TO COMPETE EFFECTIVELY.

Our success is dependent, to a significant extent, upon our proprietary technology. We currently rely on a combination of trade secret, patent, copyright and trademark law, together with non-disclosure, contractual licensing restrictions, and invention assignment agreements, to establish and protect the proprietary rights and technology used in our products. There can be no

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assurance, however, that such measures will provide commercially significant protection for our proprietary technology, that competitors will not develop products with features based upon, or otherwise similar to, our products or that we will be able to prevent competitors from selling similar products. Specifically, our ability to adequately protect our proprietary rights in Ukraine (where a portion of our research and development operations is outsourced to subcontractors) is unclear due to the political instability in such country and the fact that the protection of intellectual properties in eastern European countries has traditionally been difficult to achieve. The sale of a major part of our patent portfolio during 2008 (See "4.A - History and Development of the Company") has weakened our ability to protect our proprietary technology.

In addition, the software market has traditionally experienced widespread unauthorized reproduction of products in violation of manufacturers' intellectual property rights. Such activity is difficult to detect and legal proceedings to enforce the manufacturers' intellectual property rights are often burdensome and involve a high degree of uncertainty and costs. Unauthorized use and reproduction of the registration codes contained in our various software products has occurred from time to time and may continue to occur in the future. There can be no assurance that our software products will not experience unauthorized use or reproduction on a massive scale, which may result in an adverse affect on our business, financial condition and results of operations.

OUR MANAGEMENT HAS IDENTIFIED MATERIAL WEAKNESSES IN OUR INTERNAL CONTROL OVER FINANCIAL REPORTING. UNTIL WE REMEDY SUCH MATERIAL WEAKNESSES, THERE IS A REASONABLE POSSIBILITY THAT OUR FINANCIAL STATEMENTS MAY BE MISSTATED.

As disclosed in Item 15T of this annual report, our management performed an assessment of our disclosure controls and procedures and our internal controls over financial reporting as of the end of the period covered by this annual report and determined that we had material weaknesses with respect to the financial statement close process.

Although we have taken remedial steps in connection therewith, until we are able to completely remedy such material weaknesses or if we are not successful in remedying such material weaknesses, there is a reasonable possibility that a material misstatement of the Company's annual financial statements will not be prevented or detected on a timely basis, which could require a restatement of the Company's annual financial statements and cause investors to lose confidence in our reported financial information. This could lead to a decrease in the price of our shares.

In addition, if we fail to finalize implementing the improvements of our system of internal controls, we may not be able to accurately report our future financial results and our management may not be able to conclude that we have effective disclosure controls and procedures and effective internal controls over financial reporting as required by the Sarbanes-Oxley Act.

WE MAY NOT BE ABLE TO ENFORCE AGAINST OUR EMPLOYEES AND SUBCONTRACTORS COVENANTS NOT TO COMPETE AND THEREFORE MAY BE UNABLE TO PREVENT OUR COMPETITORS FROM BENEFITING FROM THE EXPERTISE OF SOME OF OUR FORMER EMPLOYEES AND SUBCONTRACTORS.

We currently have non-competition clauses in the employment agreements of nearly all of our employees, including all of our key employees. The provisions of such clauses prohibit our employees, if they cease working for us, from directly competing with us or working for our competitors. Israeli case law requires employers seeking to enforce non-compete undertakings against former employees to demonstrate that the competitive activities of the former employees will cause harm to one of a limited number of material interests of the employer recognized by the courts (for example, the confidentiality of certain commercial



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information or a company's trade secrets). In the event that any of our employees chooses to work for one of our competitors, we may be unable to prevent our competitors from benefiting from the expertise our former employees obtained from us, if we cannot demonstrate to the court that we would be harmed.

Additionally, our ability to enforce non-compete covenants against our sub-contractors in Ukraine, where we conduct a portion of our research and development operations, is unclear.

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LITIGATION AND OTHER DISPUTES REGARDING OUR INTELLECTUAL PROPERTY OR THE INTELLECTUAL PROPERTY OF OUR SUPPLIERS COULD PROVE COSTLY AND THEREBY ADVERSELY IMPACT OUR FINANCIAL POSITION AND COULD ALSO RESULT IN AN INJUNCTION OR JUDGMENT AGAINST US, WHICH COULD ADVERSELY AFFECT OUR BUSINESS.

Third parties have asserted patent infringement and other claims against us from time to time. A number of these claims were directed at certain basic and fundamental components of our products. There can be no assurance that third parties will not assert such claims against us in the future or that such present and future claims will not be successful. In addition, third parties may in the future assert patent infringement and other claims against us in connection with components used in our products that are manufactured by our suppliers. Patents relating to basic technologies in the communications and multimedia areas have been recently allowed and patents may be filed in the future which relate to basic technologies incorporated in our products. Also, from time to time there have been claims challenging the ownership of open source software against companies that incorporate open source software into their products. We use certain open source software in our products and may use more open source software in the future. As a result, we could be subject to suits by parties claiming ownership of what we believe to be open source software. We would incur substantial costs and would experience diversion of management resources with respect to the defense of any claims relating to proprietary rights, and this could have a material adverse effect on our business, financial condition and results of operations. Furthermore, parties making such claims could secure a judgment awarding substantial damages, as well as injunctive or other equitable relief which could effectively block our ability to make, use, sell, distribute or otherwise license our products in the United States or any other jurisdiction. Such a judgment could have a material adverse effect on our business, financial condition and results of operations. Litigation, which is generally costly and time-consuming, may be necessary to determine the scope and validity of others' proprietary rights or to enforce any patents issued to us, in judicial or administrative proceedings. In the event a claim relating to proprietary technology or information is asserted against us, we may seek licenses for such intellectual property. There can be no assurance, however, that licenses could be obtained on commercially reasonable terms, if at all, or that the terms of any offered licenses will be acceptable to us. The failure to obtain the necessary licenses or other rights could preclude the sale, manufacture or distribution of our products and, therefore, could have a material adverse effect on our business, financial condition or results of operations. The cost of responding to any such claim may be material, whether or not the assertion of such claim is valid.

ANY FUTURE MERGERS WITH OR ACQUISITIONS OF COMPANIES OR TECHNOLOGIES AND THE RESULTING INTEGRATION PROCESS MAY DISTRACT THE ATTENTION OF OUR MANAGEMENT AND DISRUPT OUR BUSINESS.

In recent years, the telecommunications market has experienced consolidation. One of our business strategies is to pursue strategic partnerships, alliances,

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mergers and/or acquisitions of complementary businesses, products and technologies. Pursuit of such strategies requires significant investments in management time and attention, and we have limited experience in the consummation of strategic partnerships, alliances, mergers and acquisitions and in the post-transaction integration.

Mergers with or acquisitions of companies involve a number of risks including the difficulty of assimilating the operations and personnel of the merged or acquired companies and of maintaining uniform standards, controls and policies. There can be no assurance that technology or rights acquired by us will be incorporated successfully into products we introduce or market, that such products will achieve market acceptance or that we will not encounter other problems in connection with such acquisitions.

Such acquisitions may expose us to additional risks, including the following:

- we may find that the acquired company, asset or technology does not further our business strategy, that we overpaid for the company, asset or technology or that the economic conditions underlying our acquisition decision have changed;
- we may have difficulty retaining the key personnel of the acquired company;
- our ongoing business and management's attention may be disrupted or diverted by transition or integration issues and the complexity of managing geographically or culturally diverse enterprises; and
- we may experience significant problems or liabilities associated with product quality, technology and legal contingencies relating to the acquired business or technology, such as intellectual property or employment matters.

In addition, if we proceed with one or more significant acquisitions or investments in which the consideration includes cash, we are likely to be required to use a substantial portion of our available cash. To the extent we issue securities as consideration in such acquisitions, existing shareholders might be diluted and earnings per share might decrease. In addition, acquisitions and investments may result in the incurrence of debt, large one-time write-offs, such as acquired in-process research and development costs, and restructuring charges.

WE MAY BE ADVERSELY AFFECTED IF THE EXCHANGE RATE FLUCTUATIONS DECREASE OUR EARNINGS AND IF WE ARE NOT ABLE TO HEDGE OUR CURRENCY EXCHANGE RISKS EFFECTIVELY.

A significant portion of our sales are made outside of Israel in United States Dollars (USD) and we incur a significant portion of our expenses in New Israeli Shekels (NIS). The cost of our operations in Israel, as expressed in USD, is influenced by the extent to which any increase in the rate of inflation is not offset by the devaluation of the NIS in relation to the USD. Inflation in Israel may have the effect of increasing the USD cost of our operations in Israel. If the USD declines in value in relation to the NIS, it will become more expensive for us to fund our operations in Israel. During 2005, the exchange rate of the U.S. dollar to the NIS increased; this trend reversed in 2006, and continued to further decrease in 2007 and in the first half of 2008, reversing again towards the end of 2008.

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In addition, as of now, most of our global sales have been in U.S. dollars and have not been adversely affected by foreign currency fluctuations. If global business conditions require us to sell our solutions in other local currencies, our sales may be adversely affected by devaluation of local currencies against the U.S. dollar. If, on the other hand, such local currencies' value increases against the U.S. dollar, our sales (in U.S. dollar terms) will be positively affected.

WE ARE SUBJECT TO STRONG COMPETITION. ACCEPTANCE OF OUR COMPETITORS' PRODUCTS AND TECHNOLOGIES COULD RESULT IN REDUCED REVENUES OR GROSS MARGINS.

The competition in the VoIP equipment for the communications market is very strong. Our competitors include several VoIP equipment vendors. Many of our competitors are larger than we are, and can offer more comprehensive solutions either on their own or by partnering with others. In addition, many of our competitors have greater name recognition, larger installed customer bases, broader product offerings, and significantly greater financial, technical and marketing resources than we do. Finally, some of these competitors are not dependent, as we are, on third parties for the supply and quality of components required for the operation of their products. Such competition may result in a reduction in prices. Even if we reduce the prices of our products, there can be no assurance that we will be able to compete successfully and effectively for deals against our competitors' product offerings. Furthermore, if we reduce our prices below current levels due to competition, we may incur operating losses again.

In the future, additional competitors may include companies that currently provide computer software products and services, such as telephone, media and cable television. The ability of some of our competitors to bundle other enhanced services and other products with VoIP products could give these competitors an advantage over us.

WE ARE DEPENDENT UPON THE CONTINUED EMPLOYMENT OF KEY PERSONNEL.

Our future success depends to a significant extent upon the continued active participation of our directors, senior executive officers, management members and other key employees. The loss of the services of any such person may adversely affect the development and sales of our products and the management of our company and could have a material adverse effect on our business and results of operations. These persons are not bound by employment agreements for any specific term. Our success is also dependent upon our continuing ability to attract and retain highly qualified personnel and key engineers and sales and marketing personnel to perform research and development, commercialize products, and perform the sales and marketing functions required to bring these products to the market. There can be no assurance that we will continue to attract and retain such personnel. Even if we are successful in hiring additional qualified sales and engineering personnel, we will incur additional costs and our operating results, including our gross margin, may be adversely affected.

OUR INTERNATIONAL OPERATIONS EXPOSE US TO VARIOUS RISKS INHERENT IN CONDUCTING BUSINESS IN INTERNATIONAL MARKETS.

The majority of our sales is in international markets. In addition, a small, but growing portion of our research and development operations is outsourced to subcontractors in Ukraine. There are certain risks inherent in conducting business in international markets, including unexpected changes in regulatory requirements, export restrictions, homologation certifications, tariffs and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, credit-worthiness of potential customers, the impact of recessions on economies worldwide, reduced protection for intellectual property, preference for locally produced products, and potentially adverse tax

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consequences resulting from changes in tax laws and political instability, all of which can adversely impact the success of our international operations. There can be no assurance that one or more of such factors will not have a material adverse effect on our international operations and, consequently, on our business, financial condition and results of operations.

A significant part of our sales is targeted towards developing countries in Africa. Some of these countries are prone to suffer from political instability and general instability conditions, affecting our ability to do business in an efficient manner or collect amounts owed to us. Such instability may have a significant impact on our performance. In addition, a part of our sales is targeted in the Former Soviet Union. Such sales do not involve the issuance of a letter of credit, and consequently, if a contract is not completed, our margins from such contracts may be lower.

WE ARE SUBJECT TO ECONOMIC POLICY RISKS AND UNCERTAINTIES IN THE COUNTRIES IN WHICH WE OPERATE OR PROPOSE TO OPERATE. ANY DETERIORATION OR DISRUPTION OF THE ECONOMIC ENVIRONMENT AND BUSINESS CLIMATE IN THOSE COUNTRIES MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS OR PROSPECTS.

In recent years, many of the countries in which we operate, or propose to operate, have implemented measures aimed at improving the business environment and providing a stable platform for economic development. For example, several Eastern European countries, such as Ukraine and Kazakhstan, have implemented free-market economic reforms. Others, such as South Africa, have attempted to reinforce political stability and improve economic performance after recent periods of political instability. Our business strategy was developed partly on the assumption that this modernization, restructuring and upgrading of the business climate in the developing countries will continue, and will support the creation of an additional client base in such countries. This trend will not necessarily continue, particularly in light of the recent economic downturn.

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CERTAIN PROVISIONS OF OUR ARTICLES OF ASSOCIATION AND ISRAELI LAW COULD DELAY, HINDER OR PREVENT A CHANGE IN OUR CONTROL.

Our Articles of Association contain provisions which could make it more difficult for a third party to acquire control of us, even if that change would be beneficial to our shareholders. Specifically, our Articles of Association provide that our board of directors is divided into three classes, each serving a three-year term. In addition, certain provisions of the Israeli Companies Law of 1999, or the Companies Law, could also delay or otherwise make more difficult a change in our control. The provisions of the Companies Law relating to mergers and acquisitions are discussed in greater detail in "ITEM 10 - Additional Information".

IT MAY BE DIFFICULT TO PURSUE AN ACTION IN THE U.S. OR TO ENFORCE A U.S. JUDGMENT, INCLUDING ACTIONS OR JUDGMENTS BASED UPON THE CIVIL LIABILITY PROVISIONS OF THE U.S. FEDERAL SECURITIES LAWS, AGAINST US AND OUR EXECUTIVE OFFICERS AND DIRECTORS, OR TO ASSERT U.S. SECURITIES LAWS CLAIMS IN ISRAEL.

Most of our directors and officers are not residents of the United States and most of their assets and our assets are located outside the United States. Without consent to service of process, additional procedures may be necessary to serve individuals who are not U.S. residents. Therefore, it may be difficult to serve process on those directors and officers who are not U.S. residents, in order to commence any lawsuit against them before a U.S. court, including an

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action based on the civil liability provisions of U.S. federal securities laws.

An investor also may find it difficult to enforce a U.S. court judgment in an Israeli court, including a judgment based on federal securities laws. In accordance with the Israeli Law on Enforcement of Foreign Judgments, 5718-1958, and subject to certain time limitations, an Israeli court may declare a foreign civil judgment enforceable only if it finds that:

- o the judgment was rendered by a court which was, according to the laws of the state of the court, competent to render the judgment;
- o the judgment may no longer be appealed;
- o the obligation imposed by the judgment is enforceable according to the rules relating to the enforceability of judgments in Israel and the substance of the judgment is not contrary to public policy; and
- o the judgment is executory in the state in which it was given.

Even if these conditions are satisfied, an Israeli court will not enforce a foreign judgment if it was given in a state whose laws do not provide for the enforcement of judgments of Israeli courts (subject to exceptional cases) or if its enforcement is likely to prejudice the sovereignty or security of the State of Israel. An Israeli court will also not declare a foreign judgment enforceable if:

- o the judgment was obtained by fraud;
- o there is a finding of lack of due process;
- o the judgment was rendered by a court not competent to render it according to the laws of private international law in Israel;
- o the judgment is in conflict with another judgment that was given in the same matter between the same parties and that is still valid; or
- o at the time the action was instituted in the foreign court, a suit in the same matter and between the same parties was pending before a court or tribunal in Israel.

An investor may also find it difficult to bring an original action in an Israeli court to enforce liabilities based upon the U.S. federal securities laws against us, or against our directors and officers. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws and rule that Israel is not the most appropriate forum in which to bring such a claim. In addition, even if an Israeli court agrees to hear such a claim, it may determine that Israeli law, and not U.S. law, is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process.

WE ARE A FOREIGN PRIVATE ISSUER AND YOU WILL RECEIVE LESS INFORMATION ABOUT US THAN YOU WOULD FROM A DOMESTIC U.S. CORPORATION.

As a "foreign private issuer", we are exempt from certain rules under the Exchange Act that impose certain disclosure and procedural requirements in connection with proxy solicitations under Section 14 of the Exchange Act. In addition, our directors, executive officers and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the Exchange Act and the rules thereunder with respect to their purchases and sales of our shares. In addition, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange

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Act. As a result, you may not be able to obtain some information relating to us as you would for a domestic U.S. corporation.

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THERE IS A SIGNIFICANT POSSIBILITY THAT FOR THE TAX YEAR ENDED DECEMBER 31, 2008 WE WILL BE CHARACTERIZED AS A PASSIVE FOREIGN INVESTMENT COMPANY. THIS MAY HAVE AN ADVERSE TAX IMPACT TO UNITED STATES HOLDERS

As more fully described in "Item 10.E - Additional Information - Taxation and Government Programs", we could be characterized, for United States federal income tax purposes, as a passive foreign investment company ("PFIC"). Such characterization could result in adverse United States tax consequences to U.S. Holders (as defined in "Item 10.E- Additional Information - Taxation and Government Programs"). Our status as a PFIC could cause, among other things, any gain recognized on the sale or disposition of our ordinary shares to be treated as ordinary income for U.S. Holders and potential adverse tax treatment of certain distributions. The determination of whether our ordinary shares constitute shares of a PFIC is made annually and is based upon the composition of our income and assets, including the income and assets of certain entities in which we hold at least a 25% interest. If either 75% of our gross income or 50% of our gross assets are considered to be "passive", this may result in us being a PFIC. The value of our gross assets will generally be determined by the average value of our ordinary shares plus our liabilities. If the standard valuation method of using the average trading value of our ordinary shares were to be used, this would result in us being a PFIC for the tax year ended December 31, 2008. Therefore, there is a significant possibility that we were a PFIC in 2008 and we may continue to be a PFIC in 2009 if the average trading value of our shares does not significantly change or the percentage of our passive assets is significantly reduced. In view of this significant possibility, U.S. Holders are urged to consult their tax advisors for guidance and should also consider making certain tax election with respect to our ordinary shares that may help to minimize adverse U.S. federal income tax consequences. For a further discussion of the consequences of our possible PFIC status, please refer to "Item 10.E - Additional Information - Taxation and Government Programs".

CERTAIN BENEFITS AVAILABLE TO US FROM ISRAELI GOVERNMENT PROGRAMS MAY BE DISCONTINUED OR REDUCED AT ANY TIME, WHICH WOULD LIKELY INCREASE OUR NET RESEARCH AND DEVELOPMENT EXPENSES.

We benefit from participation by the Office of the Chief Scientist of the State of Israel (the "Chief Scientist" or "OCS") in certain of our research and development projects. To be eligible for these participations, we must continue to meet certain conditions. There can be no assurance that such participations will be continued at their current levels or otherwise. The termination or reduction of the participation of the Chief Scientist in research and development projects is likely to increase our net research and development expenses or limit or terminate certain research and development projects. In addition, our royalty payment obligation towards the OCS will continue even if we receive no additional, or reduced, grants from the Chief Scientist.

THE GRANTS WE HAVE RECEIVED FROM THE ISRAELI GOVERNMENT FOR CERTAIN RESEARCH AND DEVELOPMENT EXPENDITURES RESTRICT OUR ABILITY TO MANUFACTURE PRODUCTS AND TRANSFER TECHNOLOGIES OUTSIDE OF ISRAEL AND REQUIRE US TO SATISFY SPECIFIED CONDITIONS. IF WE FAIL TO SATISFY THESE CONDITIONS, WE MAY BE REQUIRED TO REFUND GRANTS PREVIOUSLY RECEIVED TOGETHER WITH INTEREST AND PENALTIES.

Our research and development efforts have been financed, in part, through grants that we have received from the Chief Scientist. We, therefore, must comply with

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the requirements of the Israeli Law for the Encouragement of Industrial Research and Development, 1984 and related regulations, or the Research Law.

Under the Research Law, the discretionary approval of an OCS committee is required for any transfer of technology or manufacturing of products developed with OCS funding. OCS approval is not required for the export of any products resulting from the research or development. There is no assurance that we would receive the required approvals for any proposed transfer. Such approvals, if granted, may be subject to the following additional restrictions:

- o we could be required to pay the OCS a portion of the consideration we receive upon any transfer of such technology to an entity that is not Israeli. Among the factors that may be taken into account by the OCS in calculating the payment amount are the scope of the support received, the royalties that were paid by us, the amount of time that elapsed between the date on which the know-how was transferred and the date on which the grants were received, as well as the sale price; and
- o the transfer of manufacturing rights could be conditioned upon an increase in the royalty rate and payment of increased aggregate royalties and payment of interest on the grant amount.

These restrictions may impair our ability to sell our company, technology assets or to outsource manufacturing outside of Israel. The restrictions will continue to apply even after we have repaid the full amount of royalties payable for the grants.

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POLITICAL, ECONOMIC AND MILITARY CONDITIONS IN DOMESTIC OR FOREIGN LOCATIONS, INCLUDING ISRAEL, COULD NEGATIVELY IMPACT OUR BUSINESS.

Our corporate headquarters are located in the State of Israel. Although virtually all of our sales currently are made to customers outside Israel, we are nonetheless directly influenced by the political, economic, military and other conditions in and around Israel and in other countries in which our business is located or in which our products are sold. In addition, any major hostilities involving Israel or the interruption or curtailment of trade between Israel and its present trading partners could have a material adverse effect on our business, financial conditions or results of operations.

Accordingly, political, economic and military conditions in Israel may directly affect our business. Since the establishment of the State of Israel in 1948, a number of armed conflicts have occurred between Israel and its Arab neighbors. During the summer of 2006, Israel was engaged in an armed conflict with Hezbollah, a Lebanese Islamist Shiite militia group and political party. This conflict involved missile strikes against civilian targets in northern Israel, and negatively affected business conditions in Israel. In the winter of 2008, Israel was engaged in an armed conflict against the Hamas organization in the Gaza strip, which was intended to eliminate or significantly reduce missile attacks on Israeli towns in close and mid proximity to the Gaza strip, which have been occurring continuously since 2001. Although Israel has entered into various agreements with Egypt, Jordan and the Palestinian Authority, there has been an increase in unrest and terrorist activity, which began in September 2000 and has continued with varying levels of severity into 2009. The election in 2006 of representatives of the Hamas movement to a majority of seats in the Palestinian Legislative Council and the tension between the different Palestinian factions may create additional unrest and uncertainty. Furthermore, several countries, principally in the Middle East, still restrict doing business

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with Israel and Israeli companies, and additional countries may impose restrictions on doing business with Israel and Israeli companies if hostilities in Israel increase. Any hostilities involving Israel or the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel, could adversely affect our operations and product development, cause our revenues to decrease and adversely affect the share price of publicly traded companies having operations in Israel, such as us.

MEMBERS OF OUR MANAGEMENT AND CERTAIN OF OUR EMPLOYEES MAY BE OBLIGATED TO PERFORM MILITARY RESERVE DUTY.

Generally, all non-exempt male adult citizens and permanent residents of Israel under the age of 40 (or older, for citizens with certain occupations) are obligated to perform annual military reserve duty, usually up to a period of one month. Additionally, all such persons are subject to being called to active duty at any time under emergency circumstances. In the event of severe unrest or other conflict, individuals could be required to serve in the military for extended periods of time. In response to increases in terrorist activity, including armed conflicts, there have been periods of significant call-ups of military reservists in recent years. Although we have operated effectively under these circumstances since we began operations, no assessment can be made as to the full impact of these requirements on our workforce or business if conditions should change, and we cannot predict the effect on us of any expansion of these obligations.

WE MAY NOT BE DEEMED IN COMPLIANCE WITH NASDAQ LISTING REQUIREMENTS IN ORDER TO MAINTAIN THE LISTING OF OUR SHARES ON THE NASDAQ CAPITAL MARKET

A company must continue to comply with several requirements in order to remain listed on Nasdaq. One of the requirements is that a company maintain a \$1.00 minimum bid price (the "Minimum Bid Price Requirement").

Under the Nasdaq Marketplace Rules, a failure to meet the continued listing requirement for minimum bid price on the Nasdaq Capital Market shall be determined to exist only if the deficiency continues for a period of 30 consecutive business days. On March 20, 2009, Nasdaq suspended the Minimum Bid Price Requirement until July 19, 2009.

On February 5, 2008, the Nasdaq Capital Market sent us a Staff Deficiency Letter, indicating that we have failed to comply with the Minimum Bid Price Requirement for continued listing set forth in Nasdaq's old Marketplace Rule 4320(e)(2)(E)(ii) (which has recently been changed to Nasdaq Marketplace Rule 5550(a)(2)). The letter provided that we have until August 4, 2008 to regain compliance, i.e., that the bid price of our shares close at \$1.00 per share or more for a minimum of 10 consecutive business days during the period ending on August 4, 2008. We did not succeed in complying with such requirement by August 4, 2008.

According to a letter received from the Nasdaq Capital Market on August 7, 2008, we were not eligible for an additional 180-calendar day compliance period (since we did not meet the Nasdaq Capital Market initial listing criteria set forth in old Marketplace Rule 4310(c)) (which has recently been moved to various rules upon Nasdaq's revision of its Marketplace Rules). We requested a hearing on the determination to suspend trading in our shares before a Nasdaq Listing Qualifications Panel. Such hearing was scheduled for October 2, 2008 and at such time we requested to postpone it until after the Extraordinary General Meeting of our shareholders was to be held (October 16, 2008) in which our shareholders were going to be asked to authorize a reverse split of our shares which would have resulted in our share price reaching the minimum bid price requirement for continued listing.



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We anticipated that as a result, the scheduled hearing would be rendered unnecessary. Our request for such postponement was not granted, and further to the hearing which was held on October 2, 2008, we proceeded with the Extraordinary General Meeting of our shareholders which was eventually held on October 16, 2008. At the Extraordinary General Meeting, our shareholders authorized our management to affect a reverse stock split to such extent that will be determined by our management to be necessary to enable us to comply with the foregoing listing requirement of the Nasdaq Capital Market, however, before the final ratio of the reverse stock split was determined by our management based on the closing price of the Company's shares on the Nasdaq Capital Market on the day of the Extraordinary General Meeting, we were informed by Nasdaq that Nasdaq has extended its suspension of the rules requiring a minimum \$1.00 closing bid price and a minimum market value of publicly held shares.

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As indicated above, enforcement of these rules is scheduled to resume on July 19, 2009. There is no assurance that we will timely, or at all, comply with the foregoing Nasdaq listing requirements. If we fail to be in compliance with such Nasdaq listing requirements, our shares will be de-listed from the Nasdaq Capital Market, resulting in the loss of liquidity to our shareholders and potentially an adverse effect to the price of our shares.

### ITEM 4. INFORMATION ON THE COMPANY

#### 4.A. HISTORY AND DEVELOPMENT OF THE COMPANY.

Our corporate name is VocalTec Communications Ltd. for both legal and commercial purposes. VocalTec was organized under the laws of the State of Israel in 1989 and is subject to the Companies Law. In November 2005, we consummated the business combination with Tdsoft and the shareholders of Tdsoft, pursuant to which the Company acquired all of the issued and outstanding share capital of Tdsoft and as consideration issued to the Tdsoft shareholders ordinary shares that constituted, immediately following such issuance, 75% of the issued and outstanding share capital of the Company. Following consummation of the transaction, Tdsoft became a wholly owned subsidiary of the Company. Tdsoft was organized under the laws of the State of Israel in April 1994. Our principal executive offices are located at 60 Medinat HaYehudim Street, Herzliya Pituach, 46140, Israel, and the telephone number at that location is +972-9-970-3888. Our website is <http://www.vocaltec.com>.

We are a provider of carrier-class voice-over-IP solutions for communication service providers. We provide trunking, peering and residential/enterprise VoIP application solutions that enable flexible deployment of next-generation networks (NGNs). We develop, market and support advanced telecom solutions that enable the deployment and smooth migration of telephony networks from legacy networks to next generation, packet-based networks and the implementation of Greenfield next generation telecom networks. Designed for carriers, our standards-based solutions handle call control, media relay, signaling and security within state-of-the-art NGN networks. Our SIP-based solutions support a variety of other protocols, including Megaco/H.248, MGCP, H.323, SIGTRAN M3UA/IUA and SS7 and incorporate key elements of the IMS/TISIPAN (IP Multimedia Subsystem) architecture.

Our Essentra product line was designed to replace legacy products and simplify the deployment of NGN networks and the migration of networks to new, SIP-based networks. During 2005 and 2006, there were initial deployments and field trials of the Essentra products, including Essentra CX, EX, BAX and OSS, to new and existing customers. Tdsoft's sales of products in 2005 included the TdGATE and

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TdMAX access gateways as well as other legacy products that were a range of broadband and narrowband access gateways. Tdsoft products were discontinued in 2007 as described further below.

Following completion of the business combination with Tdsoft in November 2005, the combined company focused on completing the integration of the companies' operations, including product development, marketing, sales, customer support, finance and administration. After careful analysis of the companies' core strengths, management decided to focus on providing VoIP solutions for carriers, by leveraging the VocalTec brand and the combined capabilities of both VocalTec and Tdsoft under the Essentra brand and product line. In addition, management identified carriers in several geographic areas, including Russia, the Commonwealth of Independent States ("CIS"), Africa, Latin America and South East Asia, as the Company's targeted growth markets. As part of the post business combination integration process, management allocated substantial resources to complete the integration, enhance our brand and market recognition, further develop our Essentra products, increase our market share in the target segments and improve our operational efficiencies. During this same period the company strove to develop an integrated gateway combining the functionality of several Essentra elements into one integrated platform. This product was discontinued before product launch as detailed further below.

During 2006, the Company completed two financing rounds, raising an aggregate net amount of \$11.6 million.

Towards the end of 2007, we discontinued the development of a hardware-based media platform, which we had intended to complement our solution. The underlying reason was our decision to focus our development on software solutions and rely on off-the-shelf third-party media platforms, or computing platforms as needed. This decision further decreased our dependency on suppliers of hardware components and served to improve our cost structure.

In May 2008, the Company signed a Patent Purchase Agreement (PPA) for the sale of selected patents to Karo Millennium J.P. L.L.C. Pursuant to the agreement, the Company sold 11 patents and certain patent-related rights, out of the company's portfolio of 22 patents. With the consummation of the transaction and the payment of all transaction-related expenses, including payment to the Office of the Chief Scientist (OCS), the Company retained net profit amounting to approximately \$8.8 million. In December 2008, the Company signed an additional PPA for the sale of certain patents to Masinolli Fund L.L.C. Pursuant to the agreement, the Company sold 4 patents and certain patent-related rights, out of the company's remaining portfolio of 11 patents. With the consummation of the transaction and the payment of all transaction-related expenses, the Company retained net profit amounting to approximately \$6.1 million. The Company was granted a geographically unlimited, non-exclusive license to use the sold patents and other patent-related rights in connection with the development and marketing of its products.

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In 2008, the Company's sales increased by approximately 6%, with gross margins, excluding amortization of intangible assets increasing to 57%, while also decreasing level of operating expenses along the year.

**CAPITAL EXPENDITURES:** The Company's capital expenditures for fiscal year 2008 were \$0.3 million compared to \$0.2 million in 2007. These expenditures were primarily for hardware and software.

**CAPITAL EXPENDITURES CURRENTLY IN PROGRESS:** During the first quarter of 2009 and

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through the date of this annual report on Form 20-F, the Company had capital expenditures in an aggregate amount of approximately \$20,000, primarily for hardware and software. The capital expenditures currently in progress are being financed by the Company through the use of internal sources. Currently, the Company has no capital divestitures in progress.

### 4.B. BUSINESS OVERVIEW

Over a decade after first being introduced by VocalTec, Voice over IP (VoIP) technology has become part of the telecom mainstream. The demand for legacy, TDM based equipment is declining and all aspects of telephony, including networking, transport, control and services, are being gradually migrated to IP and to Voice over IP (VoIP). While most incumbent carriers are planning their migration strategy from the existing circuit switched network (which is the technology used during the last three decades), to VoIP next generation networks, new (Greenfield) carriers, without legacy networks and migration considerations, are deploying new networks based solely on VoIP.

As the "first name in VoIP", we gained our experience in deploying carrier-based VoIP solutions based on H.323 and SIP protocols; this for the past 13 years. For additional information, see "4.A - History and Development of the Company."

Following consummation of the business combination with Tdsoft in November 2005, we continue to develop and sell products and provide support and maintenance services to carriers and service providers that are deploying and/or migrating their network to NGNs, or building new VoIP networks. Our solutions provide carriers with call control, interfaces to legacy telephone systems, and interconnect solutions (peering) with other VoIP NGNs and residential/enterprise telephony services. Our solutions enable carriers and service providers to reduce both capital and operating expenses and provide a platform for them to increase their revenues through the delivery of IP-based residential and enterprise voice services, national and international long distance and peering services, Voice over Broadband, Voice over WiMAX and Hosted Enterprise (IP Centrex) solutions, thereby helping them to retain and expand their customer base.

### REQUIREMENTS FOR THE NEW VOICE INFRASTRUCTURE SOLUTIONS

For voice traffic to run over packet networks, voice infrastructure solutions must satisfy a number of requirements that differ among carriers, including:

- o Carrier class equipment that complies with telecommunications carriers' quality standards;
- o Assured voice quality at a similar level to traditional TDM based voice;
- o Scalable solutions that support incremental growth from entry level deployments to massive global networks;
- o Interoperability with PSTNs, supporting the full range of traditional telephone signaling variants;
- o Mediation and peering capabilities between the various networks, to allow for seamless delivery of voice/multimedia services;
- o Simple and rapid installation, deployment and support.

### THE VOCALTEC SOLUTION

We develop, market and sell a variety of carrier-grade VoIP solutions for telecommunications service providers.

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We believe that our particular advantages are:

- o A wide product offering and solutions that enable fast deployment of VoIP networks;
- o Mediation between the core VoIP network and various other networks, supporting a variety of connections including:
  - o Peering with other VoIP networks;
  - o Connecting to Legacy Public Switched Telephony Networks (PSTNs);
  - o Connecting with a variety of Access equipment.
- o Strong telecom signaling and signaling conversion technology and know-how;

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- o A modular flexible approach to building a variety of network solutions to fixed line operators and lately also to wireless carriers;
- o Significant SIP, H.248, MGCP, SS7 and H.323 experience, resulting from deployments in a large number of carrier networks worldwide;
- o Flexible deployment options enabling cost-effective entry points as well as the ability to efficiently grow the network;
- o Multi-tiered service provisioning and management for hosted services, enabling carriers to offer services to non-facility based carriers;
- o Simple installation processes and ease of use and operation;
- o A large eco-system of fully interoperable solution partners complementing our own products and enabling the provision of a wide VoIP offering and applications;
- o More than twelve years of experience in developing and deploying VoIP products and networks.

### THE ESSENTRA PRODUCT SUITE

Designed for easy integration in multi-vendor environments, VocalTec's best-of-breed solutions handle call control, media processing, signaling and security within state-of-the-art next generation networks. VocalTec's SIP-based solutions support a variety of protocols, including SIP, Megaco/H.248, MGCP, H.323, SIGTRAN M3UA/IUA and SS7, incorporating key elements of the IMS/TISIPAN (IP Multimedia Subsystem) architecture.

The Essentra product suite is a modular set of open and highly focused VoIP products for next generation network operators. Essentra products can be deployed individually or in any combination of groupings in order to provide tailored and cost-effective solutions for each carrier's specific service application needs. It enables carriers to seamlessly integrate state-of-the-art network components from VocalTec and third party vendors to create best-of-breed network solutions, and allows service providers to offer VoIP interconnection services, as well as services to residential and SOHO/SME customers over any broadband access infrastructure.

Essentra is a scalable, carrier-grade SIP-based solution for carriers looking to

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deploy a reliable next generation network (NGN) solution. Leveraging our extensive global experience in implementing large packet tandem networks, Essentra offers high quality voice services, carrier grade reliability and maximum service flexibility. Essentra enables quick and simple deployment of VoIP networks as well as the smooth migration of legacy networks to NGN, while maintaining seamless connectivity to PSTN/SS7 and VoIP networks.

### VOCALTEC PRODUCT OFFERINGS

The Essentra product family includes three major elements required when implementing a VoIP network: (i) trunking; (ii) peering, and (iii) applications.

**ESSENTRA CX MEDIA GATEWAY CONTROLLER:** Essentra CX enables providers of National and International Long Distance services as well as VoIP providers to build and/or migrate their infrastructure to packet-based VoIP networks, with seamless connectivity to PSTN/SS7 services. This is a scalable, carrier-grade SIP-based media gateway controller.

**ESSENTRA EX PEERING MANAGER:** Essentra EX facilitates peering between SIP and/or H.323 networks. It addresses carriers' requirements in the areas of protocol interworking, security and intelligent voice routing.

**ESSENTRA BAX APPLICATION SERVER:** Essentra BAX enables the delivery of residential and hosted enterprise VoIP services over a wide variety of broadband access infrastructures. With a cost effective entry point and the capability of scaling up to large numbers of subscribers over time, it allows service providers to take advantage of evolving IP opportunities.

**ESSENTRA OSS OPERATION SUPPORT SERVER:** a centralized, web-based management system, enabling remote management, service configuration, monitoring and provisioning of Essentra Elements.

Using Essentra products, a variety of NGN network solutions may be offered, to OEMs, resellers, existing carriers and emerging operators.

The following are some examples of such solutions:

### VOICE OVER BROADBAND / CLASS 5 REPLACEMENT

Essentra(TM) BAX application server can be quickly and easily deployed and integrated in the service provider's network. End users connect to the service through SIP-based Integrated Access Devices (IAD), SIP Phones, soft-phones, SIP-enabled PDAs as well as Megaco endpoints such as Multi Service Access Nodes providing legacy subscriber services. The VoIP telephone service includes traditional subscriber calling features (e.g., call waiting, call forward), new IP-enabled features (e.g., conferencing, "do not disturb") as well as web-based self-provisioning tools. Essentra BAX functions as a comprehensive Class 5 softswitch for both residential and enterprise users.

### SOHO, SME AND CORPORATE HOSTED SERVICES

Essentra BAX application server supports a powerful IP Centrex service, which allows the service provider to offer its enterprise customers a wide array of enterprise telephony features from a single central location. In this manner, multiple enterprise customers, whether small or large and whether local or global in nature with distributed locations, can enjoy the benefits of VoIP telephony. One numbering plan across the entire corporation and short dialing

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within all corporate offices create the look and feel of one single office PBX. The rich feature set and supported executive desk telephone stations offer a solution that can compete with advanced PBX services.

### VOIP BASED WHOLESALE CARRIERS AND INTERNATIONAL LONG DISTANCE CARRIERS

The Essentra suite may be used to build/migrate a wholesale carrier network to an NGN based solution. Using the Essentra EX Peering Manager and the Essentra CX Media Gateway Controller, plus additional optional Essentra elements, a carrier grade VoIP network may be built providing the needs of such carriers. Essentra EX allows for un-matched connectivity to other peer IP networks, providing the required protocol mediation, security and routing schemes to allow for the appropriate network termination at any given time. Essentra CX enables such carriers to carry traffic to the PSTN using the SS7 PSTN protocol, which is commonly used for Network to Network connectivity.

### NATIONAL LONG DISTANCE

Building a National Class 4 packet-based network entails the replacement of existing tandem switches. Replacing the core TDM network results in traffic and bandwidth optimization as well as reduced OpEx.

With Essentra, service providers can easily build their next-generation network or migrate their existing tandem network to a packet-based infrastructure. Essentra CX is the core of VocalTec's solution for national Class 4 networks. Essentra CX is a feature-rich Media Gateway Controller offering seamless connectivity to PSTN services.

Essentra CX can be deployed in various configurations suited for both centralized and distributed networks. Offered in conjunction with a wide range of Media Gateway density options, the solution allows service providers to optimize their deployment and their upfront CapEx investment.

The solution's flexibility and proven interoperability makes it ideal for service providers building a packet-based core network

Other Essentra elements, such as the Essentra EX, enable Peering and session control towards peer VoIP network, as well as the definition of dynamic routing plans for optimized revenue management, thereby effectively completing this solution.

### VOICE OVER WIMAX

As the adoption of VoIP technology and services continues to grow, we now see a large number of service providers looking to deliver VoIP services over wireless infrastructures, WiMAX primary among them. WiMAX technology is quickly gaining ground with service providers looking to take advantage of evolving IP opportunities.

The ability to efficiently provide widespread broadband internet together with quality VoIP services is paramount to the successful implementation of these network solutions.

VocalTec, a pioneer in VoIP technologies, brings to market a robust and comprehensive Voice over WiMAX offering designed to assist this new generation of service providers meet their business objectives.

A clear advantage of the VocalTec solution is that it offers the service provider a complete end-to-end VoIP solution containing all elements required for the successful implementation of a Voice over WiMAX service. VocalTec's packaged solution enables WiMAX providers to deploy a voice solution in record time while benefiting from a cost-effective offering conducive to significant

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cost savings and quick ROI.

The solution includes all main components of the Essentra solution suite; Essentra BAX being the Class 5 feature server and the Essentra CX and Essentra EX, each enabling connectivity to other networks; the PSTN and other VoIP networks respectively.

Specifically designed with WiMAX deployments in mind, the solution is both compact and cost-effective, allowing service providers to launch a service while controlling their capital expenditures. The solution is easily scalable in accordance with the service provider's business objectives and capabilities

### LEGACY PRODUCTS

In the past, VocalTec and Tdsoft developed and marketed products that used TDM, ATM and H.323 technologies. These products were sold in the past to a number of carriers, who are still requiring support and maintenance services for these products.

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The Company's primary legacy products include:

- o ATM Gateways, including primarily the TdGATE(tm) 3X00. The TdGATE 3X00 is a Voice over Broadband Gateway that allows service providers to provide ISDN and telephony services over Broadband access infrastructure based on ATM AAL2 standards.
- o H323 Products, including VoIP Gateways, Gatekeepers and network management solutions. VoIP Gateways include the VocalTec GW2000 and GW480 carrier grade Gateways, providing TDM to VoIP interconnection. The VocalTec VA Gatekeeper used to manage a network of Gateways and enable routing management of such networks and the VNM network management software, used to manage the network and provide element management and OSS functions to such networks.

### THIRD PARTY ELEMENTS INCLUDED IN OUR SOLUTIONS

In many cases, our customers expect us to provide a wide solution that is comprised of third party software and hardware elements. We are dependent on the following suppliers of hardware and software elements that are integrated into or complement our solutions: AudioCodes Ltd. for the supply of media gateways; Dialogic for the supply of SS7 signaling software and boards, IBM for X series servers and BladeCenter technology, and various other suppliers for Operating System Software, SIP software, SS7 Software and other software and hardware components. If our relationship with any of these suppliers is terminated, then we will need to invest time and resources to integrate our products with the hardware and software components of alternative suppliers. See "Item 3.D - Key Information - Risk Factors - We depend to a certain degree on third parties for the supply and quality of hardware and software elements required for the marketing of our products, and any delay or disruption in the supply of these products will adversely affect our results. In addition, inaccurate estimates of our inventory/purchasing requirements could adversely affect our results of operations. Furthermore, errors or defects in other vendors' products with which our products are integrated could adversely affect the market acceptance of our offerings and expose us to product liability claims from our customers".

Notwithstanding the foregoing, our dependency on the foregoing suppliers is less than the dependency we had on suppliers of hardware components for our

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hardware-based products, since our Essentra products are based on Linux and general-purpose IBM servers.

In addition, our dependency on Dialogic for signaling software has been reduced due to the support of the standard protocol SIGTRAN that is used in both our Essentra CX and on Dialogic components (SIGTRAN is a standards-based protocol, which is also available from other signaling gateway vendors). In developing our past H.323 products, we were required to support a proprietary protocol provided by Dialogic, which was significantly harder to replace.

In addition to the above third party VoIP products, we also offer a wider portfolio of third-party products through which we can offer a complete turn-key solution to our customers, beyond our current eco-system of VoIP solutions.

### MARKETING, SALES AND DISTRIBUTION

We market and distribute our products both directly and via multiple distribution channels, and our main target customers include fixed-line national and international long distance carriers, competitive local exchange carriers (CLEC), VoBB providers, incumbent local exchange carriers (ILEC), alternative VoIP telephony carriers (such as Vonage) and Internet Telephony Service Providers (ITSPs). Lately, we also added the Mobile operators to our target customers by offering a new set of Essentra based network solutions. We target both carriers with an existing infrastructure as well as those Greenfield carriers building new VoIP networks.

As of the business combination with Tdsoft, we have increased our sales and marketing efforts, in order to enhance and leverage the VocalTec brand, and in order to penetrate specific geographic areas in which we believe our products can be successfully sold. Such areas include primarily Russia, CIS, Africa, Latin America and South East Asia. As part of these efforts, we reached agreements with a large number of local agents and distributors/Systems Integrators that assist us in the marketing of our products. These efforts resulted in new customer acquisitions and serve as a platform for further sales into each such target market.

In addition, we are continuously making efforts to establish relationships with channel partners, including resellers and other vendors, in order to leverage their market presence and increase our market reach and sales. Audiocodes is an example of one such reseller partner with which we saw sales increasing during 2008.

The sales cycles for our solutions are typically long as is common to the telecommunications market and the nature of our products and solutions. Once purchased by our end user customers, our solutions require installation in the network. After installation, the system usually enters into a service period of twelve to eighteen months. We offer two primary maintenance and service agreements, which are renewed on an annual basis. The standard service is a 9X5 support service (i.e. during regular business hours), including fixing of errors and faulty hardware replacement. The premium service includes a 24X7 support service and versions updates.

### INDUSTRY STANDARDS

We recognize that standards are important for interoperability and for providing the means for market growth. Over the years, we have taken an active role in international standards bodies and we continuously strive to keep abreast of



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evolving standards and specifications.

We actively support important communications standards in our products, including IETF SIP, ITU-T H.323, SS7, ISDN, MEGACO, MGCP, SIGTRAN, Radius and others, and work closely with our carrier customers and equipment manufacturers in ensuring standards are correctly and uniformly implemented. The Essentra product suite was designed to meet the IMS specifications, which are being adopted by both wireless and fixed line operators. Our prime focus is on the TISPAN IMS family of standards, as most of our customers are fixed line carriers.

### COMPETITION

Our market is highly competitive and rapidly evolving, and is characterized by evolving standards, new alliances and consolidation. Since the Essentra solution combines trunking, peering, and application elements, our competitive landscape includes providers of softswitches ("trunking"), application servers ("application") and session border controllers ("peering"). Our principal competitors include Huawei, Veraz Networks, Cirpack (now part of Thomson Technology), Cisco Systems and Sonus Networks Inc. as Softswitch vendors; Broadsoft and NetCentrex (part of Converse Technologies) as application server vendors; and AcmePacket and Genband as session border controller vendors.

Many of our competitors are difficult to compete with, as they are larger than we are, have stronger brand recognition, have greater long-term resources and can sustain larger price reductions for their products.

We believe that in such a rapidly changing market, key competitive factors include time to market, technology and experience, reputation, a broad base of users, strategic alliances, key reference customers, interoperability, product performance, product features and ease of use, price, customer support, distribution channels and the ability to respond quickly to emerging opportunities.

### EFFECTS OF GOVERNMENTAL REGULATIONS

See "Item 10.E - Additional Information - Taxation and Government Programs".

### 4.C. ORGANIZATIONAL STRUCTURE

We are organized under the laws of the State of Israel. Our principal operational direct and indirect wholly-owned subsidiaries and their countries of incorporation are:

- o Tdsoft Ltd. (Israel)
- o Tdsoft Communications Inc. (United States)
- o Tdsoft BV (Netherlands)
- o VocalTec Communications, Inc. (United States)
- o VocalTec Communications Deutschland GmbH (Germany)
- o VocalTec Communications Hong-Kong Limited (Hong-Kong)
- o VocalTec Communications Singapore PTE Ltd. (Singapore)

As of December 31, 2008, the only significant subsidiary is Tdsoft Ltd.

### 4.D. PROPERTY, PLANTS AND EQUIPMENT

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Our headquarters are located in Herzliya Pituach, Israel, and occupy 21,500 square feet pursuant to a lease expiring during April 2010. We currently pay a total yearly rental amount of approximately \$468,000. These facilities are used for management, administration, operations, marketing, sales, research and development, and testing. During the second half of 2008, we concentrated all of our operations, management and employees in one floor at the leased premises, and are currently seeking to sub-lease the remaining floor in the premises. We maintain car leases, and our total liability for early termination of the leases is approximately \$57,000.

### ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

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### ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

THE FOLLOWING DISCUSSION OF OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH OUR CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES INCLUDED ELSEWHERE IN THIS ANNUAL REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. OUR ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THOSE PROJECTED IN THE FORWARD-LOOKING STATEMENTS. FACTORS THAT MIGHT CAUSE FUTURE RESULTS TO DIFFER SIGNIFICANTLY FROM THOSE PROJECTED IN THE FORWARD-LOOKING STATEMENTS INCLUDE, BUT ARE NOT LIMITED TO, THOSE DISCUSSED BELOW AND ELSEWHERE IN THIS ANNUAL REPORT, PARTICULARLY THOSE DESCRIBED ABOVE UNDER "ITEM 3.D - KEY INFORMATION - RISK FACTORS".

You should read the following discussion and analysis in conjunction with our audited consolidated financial statements for the year ended December 31, 2008 and notes thereto. This "Operating and Financial Review and Prospects" section contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements.

#### OVERVIEW

We are a provider of carrier-class multimedia and voice-over-IP (VoIP) solutions for communication service providers. We provide trunking, peering and residential/enterprise VoIP application solutions that enable flexible deployment of next-generation networks (NGNs). Partnering with prominent system integrators, resellers and equipment manufacturers, we serve an installed base of leading service providers. Designed for easy integration in multi-vendor environments, our solutions handle call control, media processing, signaling and security within state-of-the-art NGN networks. Our SIP-based solutions support a variety of protocols, including Megaco/H.248, MGCP, H.323, Sigtran, ISUP, and incorporate various elements of the IMS/TISpan (IP Multimedia Subsystem) architecture.

We believe that continued investment in research and development is essential to remain competitive in the marketplace and is directly related to the timely development of new and enhanced products. Specifically, in order to bring our future products to maturity and thereafter increase sales, we are allocating significant resources to research and development activities, including outsourcing certain research and development assignments. We expect to participate only in Chief Scientist royalty bearing programs but we cannot make any assurances that we will be awarded any future grants.

Growth in the VoIP market is being driven largely by new entrants and service

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providers looking to reduce operational costs and easily add new, advanced services to their offering. While there are favorable industry trends that we believe create an opportunity for us, the ultimate demand for our products will depend upon the magnitude and timing of capital spending on VoIP infrastructure by telecommunications service providers and our ability to penetrate the market with new products and gain market share.

We plan to increase our market share in the growing VoIP market. In 2006, we started selling our products in new regions, including Russia, Africa and Vietnam. In late 2006, we started selling our products also to resellers / systems integrators, resulting in an increase in the number of transactions. In 2007, while continuing to sell our solutions to the markets discussed above, we also began selling our solutions to Latin America both directly and through Resellers / systems integrators. In 2008, while continuing to sell our solutions in Europe and North America, we focused our marketing efforts in the Former Soviet Union, Latin America and Africa.

Our consolidated financial statements are prepared in accordance with U.S. GAAP, and are the basis for the discussion and analysis of our results of operations, liquidity and capital resources. Our functional and reporting currency is the U.S. Dollar, which is the currency of the primary economic environment in which our consolidated operations are conducted. Transactions and balances originally denominated in dollars are presented at their original amounts. Transactions and balances in currencies other than dollars (including NIS) are re-measured in dollars in accordance with the principles set forth in FASB Statement No. 52 - "Foreign Currency Translation". Our reported amounts of assets, liabilities, revenues and expenses and the related disclosure of contingent assets and liabilities are based on certain estimates and judgments made in the preparation of our financial statements, which estimates and judgments are revised periodically as required. Our estimates and assumptions are based on factors such as analysis of prior years' experience, trends within the Company and the telecommunications industry, and general economic conditions. However, actual results may differ from our estimates and assumptions as a result of varying market and economic conditions, and may result in lower revenues and bigger operating losses.

### REVENUES

In 2008, we had sales of \$6.1 million, compared to \$5.8 million in 2007. Through 2008, we generated our revenues from sales of our products (primarily the Essentra family products) and related services. Sales of products accounted for 65% of our revenues in 2008 compared to 52% in 2007. The increase in percentage is related both to increase in product revenues and decrease in service revenues, mainly due to cancellation of a yearly support contract from one of our major customers.

In late 2006, we began marketing and selling our products also through resellers/systems integrators and partners. We sell our products to such resellers/systems integrators/partners for a consideration that is generally lower than the prices to end customers. As a result of the sale to resellers/system integrators, we gain access to a broader range of customers, resulting in a larger amount of transactions.

Sales to our customers are generally made under short-term non-cancelable purchase orders. Although our customers may provide us with forecasts, our ability to predict revenues in any future period is limited and subject to change based on demand for our customers' equipment.

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We market and sell our products worldwide. The percentages of our revenues by geographic area for the periods indicated were as follows:

	YEAR ENDED DECEMBER 31,		
	2006	2007	2008
	----- %	----- %	----- %
Russia	6	28	51
Germany	13	23	16
Italy	23	15	11
Iceland	4	3	1
Europe - other	14	11	1
Americas (principally United States)	11	6	6
Asia	12	2	3
Israel	7	3	6
Africa and Middle East	10	9	5
	-----	-----	-----
	100%	100%	100%
	-----	-----	-----

We attribute revenues to the geographic area where the customer, or its business unit that makes the purchase, is based.

### CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and the results of operations is based on our consolidated financial statements that have been prepared in accordance with US GAAP. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, inventories and accounting for stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

We have identified below our critical accounting policies. These policies are both the most important to the portrayal of our financial condition and results of operations and require our management's most difficult, subjective and complex judgments and estimates. Actual results may differ from these estimates under different assumptions or conditions.

### IMPAIRMENT OF LONG-LIVED ASSETS

The Company's long-lived assets are reviewed for impairment in accordance with SFAS No.144, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The loss is allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets, except that the loss allocated to an individual long-lived asset of the group shall not reduce the carrying amount of that asset below its fair value whenever that fair value is determinable. We determine fair value using widely accepted valuation techniques, including discounted cash flow. These types of analyses require us to make assumptions and estimates regarding industry economic factors

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and the profitability of future business strategies.

Intangible assets are comprised of acquired technology, customer contracts, customer relations, trade name and patents. All intangible assets are amortized using the straight-line method over their estimated useful life.

### GOODWILL

Goodwill is measured as the excess of the cost of an acquired company over the sum of the amounts assigned to tangible and identifiable intangible assets acquired less liabilities assumed. Goodwill is not amortized, but rather reviewed for impairment at least annually in accordance with the provisions of SFAS No. 142. The goodwill impairment test under SFAS No. 142 involves a two-step approach. Under the first step, the Company determines the fair value of each reporting unit to which goodwill has been assigned. The Company determined that it has only one reporting unit. The Company then compares the fair value of each reporting unit to its carrying value, including goodwill. The Company estimates the fair value of each reporting unit by estimating the present value of the reporting unit's future cash flows. If the fair value exceeds the carrying value, no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is considered potentially impaired and the second step is completed in order to measure the impairment loss. Under the second step, goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. The Company has elected to perform its analysis of goodwill during the fourth quarter of each year. We determine fair value using widely accepted valuation techniques, including discounted cash flow. These types of analyses require us to make assumptions and estimates regarding industry economic factors and the profitability of future business strategies.

### REVENUE RECOGNITION

The Company generates revenues from licensing the rights to use its software products, from the sale of its systems and from providing maintenance, engineering and support services. The Company's products are sold both to end users and to resellers, who are considered end-users for the purpose of revenue recognition.

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Revenue from software products is recognized when all criteria outlined in the American Institute of Certified Public Accountants Statement of Position ("SOP") 97-2, "Software Revenue Recognition", as amended by SOP 98-9, "Modification of SOP 97-2, Software Revenue Recognition, with Respect to Certain Transactions", are met: persuasive evidence of an arrangement exists, the product has been delivered, no significant obligation to the customer remains, the sales price is fixed or determinable and collectibility is reasonably assured. The Company does not grant a right of return to its customers.

Where software arrangements involve multiple elements, revenue should be allocated to each undelivered element based on vendor specific objective evidence ("VSOE") of the fair value of the undelivered element. The VSOE used by the Company until the end of 2006 to allocate the arrangement fees to support services and maintenance was based on the price charged when these elements were sold separately (upon renewal). Revenues for the delivered product until the end of 2006 were recorded based on the "residual method" presented by SOP 98-9, "Modification of SOP 97-2, Software Revenue Recognition With Respect to Certain Transactions", whereby the remainder of the arrangement fee, after allocating revenue to undelivered elements which are not considered essential to the

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software's functionality as described above is allocated to the delivered product. Under the residual method revenue is recognized for the delivered elements when (1) there is VSOE of fair value on all the undelivered elements and (2) all revenue recognition criteria of SOP 97-2 are satisfied. Under the residual method any discount in the arrangement is allocated to the delivered element. As a result , revenues allocated to the support services and maintenance were recognized ratably over the service period.

Effective January 1, 2007, due to a limited number of separate support services and maintenance contracts consummated during 2007 since the Company began providing its services through distributors and integrators, VSOE is no longer attainable to support allocation of services and maintenance revenues. Accordingly, recognition of revenues from bundled software arrangements in 2008 and 2007 are recognized ratably over the period of the last delivered element in the arrangement, which is typically the customer support and maintenance service period, assuming all other revenue recognition criteria are met.

When an arrangement provides for acceptance of the product by the customer, revenue is not recognized until such acceptance is received.

In certain cases, when the company sells its products through resellers in new and emerging market channels for which no comparable history has been established, the Company recognizes revenues only when all obligations to the end user have been completed, provided all other revenue recognition criteria have been met.

Arrangements including training and installation services are recognized only after the services are performed.

Revenue from software maintenance and technical support contracts is recognized on a straight line basis over the term of the maintenance and support arrangement.

In 2006 deferred revenue includes unearned amounts received under the maintenance and support contracts and amounts received from customers but not recognized as revenues. From 2007, deferred revenue includes amounts received under bundled software arrangements and amounts received from customers, but not recognized as revenue.

Revenue from sale of systems is recognized upon delivery to the end-user or the reseller. Provisions for warranty are made at the time of the sale. Such revenues are recognized in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB No. 104").

### INCOME TAXES

The Company and its subsidiaries account for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". This Statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company and its subsidiaries provide a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value. As of December 31, 2008, a full valuation allowance was provided by the Company.

Effective January 1, 2007, we adopted Financial Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109"("FIN 48"). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates

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that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement.

We must assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a valuation allowance against the deferred tax assets that we estimate will not ultimately be recoverable. We believe that full valuation allowance should be provided against our deferred tax assets recorded on our consolidated balance sheets. Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. We will adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made.

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### SHARE-BASED COMPENSATION

Effective January 1, 2006, we adopted SFAS No. 123(R), "Share-Based Payment" ("SFAS 123(R)"), for all share option grants subsequent to that date. SFAS 123(R) requires us to determine the fair value of share options as of the date of the grant, which is then amortized as share-based compensation expense in the income statement over the vesting period of the option grant. We determined the fair value of all our option grants subsequent to January 1, 2006 based on the grant-date fair value estimated in accordance with SFAS 123(R), using the Black-Scholes valuation model, which requires us to make assumptions regarding items that are inherently uncertain such as the estimated term of the option, share price volatility, expected forfeiture rates and our expected dividend yield.

The computation of expected volatility is based on realized historical volatility of our stock prices. The computation of the forfeiture rate is based on the employees' prior vesting termination behavior. We used the "simplified" method to establish the expected term of the awards as allowed under SAB 107. This approach means that the expected term would be the mid-point between the vesting date and the end of the contractual term. The interest rate for periods within the contractual life of the award is based on the U.S. Treasury yield curve in effect at the time of grant.

While management believes that these assumptions are appropriate, the use of different assumptions could have a material impact on the fair value of the option grant and the related recognition of share-based compensation expense in the consolidated income statement.

The Company adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of January 1, 2006, the first day of the Company's fiscal year 2006. Under that transition method, compensation cost recognized in the year ended December 31, 2008, includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). As required by the modified prospective method results for prior periods have not been restated. The Company recognized

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compensation expenses for the value of these awards, which has graded vesting, based on the accelerated attribution method over the requisite service period of each of the award, net of estimated forfeitures. Estimated forfeitures were based on actual historical pre-vesting forfeitures.

### 5A. OPERATING RESULTS

YEAR ENDED DECEMBER 31, 2008 COMPARED TO YEAR ENDED DECEMBER 31, 2007

#### SALES

In 2008, we had sales of \$6.1 million, compared to \$5.8 million in 2007, an increase of \$0.3 million, or 6%. Through 2008, we generated our revenues from sales of our products (primarily the Essentra family of products) and from the sale of maintenance, support and other services. Sales of products accounted for 65% of our revenues in 2008, whereas sales of services accounted for 35% of our revenues in 2008. Prior to January 1, 2007, revenues from the sale of products were recognized upon delivery, assuming all other revenue recognition criteria are met while the amounts allocated to the support services and maintenance were recognized ratably over the service period. Effective January 1, 2007 and during 2008, due to a limited number of separate support services and maintenance contracts consummated during such years, and since the Company began providing its services through distributors and integrators (resulting in inconsistencies of the portion of the contracts that is attributed to services), the Company is unable to establish VSOE with respect to the support services and maintenance provided by the Company subsequent to January 1, 2007. Accordingly, revenues from bundled software arrangements in 2007 and 2008 are recognized ratably over the last deliverable element in the arrangement, which is typically the support and maintenance service period, assuming all other revenue recognition criteria are met. The increase in our revenues from the sale of products resulted from the deferral of approximately \$2.7 million of revenues from 2007 to 2008, due to the Company's inability for the first time to establish VSOE during 2007. For additional information on our revenue recognition policies, see Note 2(k) to the financial statements attached to this annual report. The decrease in revenues from the sale of services in 2008 compared to 2007 resulted mainly from cancellation of a yearly support contract from one of our major customers.

In 2008, we continued selling our products also to resellers/systems integrators and partners. We sell our products to such resellers/systems integrators/partners for a consideration that is lower than the prices to end customers. As a result of the sale to resellers/systems integrators, we gain access to a broader range of customers, resulting in a larger amount of transactions. We expect to continue selling our products through such channels.

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In 2008, we continued selling our Essentra family of products as part of solutions consisting also of certain hardware that we purchase from third parties, resulting in an increase in sales (some of which were deferred from 2007, as described above).

To date, we have derived a substantial portion of our revenues from a relatively small number of customers (including resellers/systems integrators and partners). Each of the following customers accounted for more than 10% of our revenues for the periods indicated:

YEAR ENDED DECEMBER 31,		
-----	-----	-----
2006	2007	2008



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	-----	-----	-----
Lucent	13%	*	*
Deutsche telecom	18%	22%	15%
Mobifon 2000	*	12%	26%
Integrated Networks	*	10%	*
ITI	*	*	14%

\* less than 10%

Total sales to the foregoing major customers accounted for 31%, 44% and 55% of our total revenues for the years ended December 31, 2006, 2007 and 2008, respectively.

In 2008, while continuing to sell our solutions in Europe and North America, the Company focused its marketing efforts in the Former Soviet Union, Latin America and Africa.

### COST OF SALES

Cost of sales in 2008 was \$2.9 million, or 48% of sales (including an amortization of acquired intangibles in the amount of \$0.3 million), compared with \$3.4 million, or 59% of sales (including an amortization of acquired intangibles in the amount of \$0.4 million and inventory write-off in the amount of \$0.5 million), in 2007. The effect of the amortization of acquired intangibles as a percentage from sales was 5% in 2008 compared with 15% effect of the amortization of acquired intangibles and inventory write off in 2007. Cost of products was \$2.0 million in 2008 and 2007. Cost of services was \$0.6 million in 2008 compared with \$0.5 million in 2007.

The decrease in the cost of sales in 2008 compared to 2007 resulted from the inventory write-off in 2007, which also explains the decrease in the cost of sales as a percentage of sales in 2008 compared to 2007.

Cost of our sales consists primarily of the cost of hardware components, salaries and other related expenses of our employees who are engaged in the production and support of our products and royalties paid by us to licensors of software and to the Chief Scientist.

In 2008, gross margins were 52%, including amortization of acquired intangibles, which affected the gross margins by 5%. In 2007, gross margins were 41%, including amortization of acquired intangibles and an inventory write-off, which affected the gross margins by 15%.

### OPERATING EXPENSES

#### RESEARCH AND DEVELOPMENT, NET

Research and development costs, net were \$4.2 million in 2008, compared with \$4.6 million in 2007, representing 68% and 79% of sales in 2008 and 2007, respectively. Research and development costs, net consist principally of salaries and benefits for software and hardware engineers and sub-contractors, related facilities' costs and activities and expenses associated with computer, software and other equipment used in software and hardware development and testing. Research and development costs, net in 2008 and 2007 included stock-based compensation amounts of \$357,000 and \$353,000, respectively, due to recognition of expense for share based payments accounted for under FASB 123(R) in 2006. None of our software or hardware development costs have been capitalized during any of the reported periods, as the amount of software and hardware development costs eligible for capitalization at this stage has historically been insignificant. The decrease in research and development costs in absolute numbers in 2008 compared to 2007 resulted mainly from a material

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decrease in the number of R&D employees in 2008 compared to 2007, offset by a decrease in Chief Scientist grants.

We believe that continued investment in research and development is essential to remain competitive in the marketplace and is directly related to the timely development of new and enhanced products. Specifically, in order to bring our future products to maturity and thereafter increase sales, we are allocating significant resources to research and development activities, including outsourcing certain research and development assignments.

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Our research and development efforts in 2008 have been financed primarily from internal resources. In previous years, we participated, and we may participate in the future, only in Chief Scientist of Israel royalty-bearing programs. Pursuant to the terms of the Chief Scientist royalty-bearing program, we are required to pay royalties of between 3.5% and 4.5% of sales of products and related services developed in any project partially funded by the Chief Scientist, up to an amount of 100% of the grant obtained. For grants received under programs approved subsequent to January 1, 1999, royalties are payable up to 100% of the grant obtained plus interest at the annual rate of Libor applicable to U.S. dollar deposits. There is no assurance that we will be awarded any such future grants.

Our research and development expenses in 2008 and 2007 were net of participation from the Chief Scientist. In 2008 and 2007, participation received or accrued from the Chief Scientist was \$0.1 million and \$0.8 million, respectively. In 2008, we paid or accrued royalties to the Chief Scientist in an aggregate amount of approximately \$208,000 compared with \$175,000 in 2007. As of December 31, 2008, our contingent liability to the Chief Scientist amounted to approximately \$22 million. During July 2008, the Company consummated the sale of 11 of its patents for an aggregate selling price of \$12.5 million. On July 13, 2008, the OCS approved the consummation of the foregoing sale, subject to the payment to the OCS of approximately \$2.08 million, leading to net proceeds of \$10.4 million. During December 2008, the Company consummated the sale of 4 of its patents for an aggregate selling price of \$7.0 million. The OCS approved the consummation of the foregoing sale, with no royalty payment obligation (please see Item 10.C. "Material Contracts Not In The Ordinary Course Of Business").

### SELLING AND MARKETING

In 2008, selling and marketing expenses were \$3.6 million, or 58% of sales, compared with \$4.7 million or 82% of sales in 2007. Selling and marketing expenses include salaries and benefits, sales commissions, travel expenses and related costs for our sales and marketing personnel. Selling and marketing expenses in 2008 and 2007 included stock-based compensation amounting to \$263,000 and \$224,000, respectively, due to recognition of expense for share based payments accounted for under FASB 123(R) in 2006. Selling and marketing expenses also include the costs of programs aimed at increasing revenue, such as advertising, trade shows and other market development programs. The decrease in selling and marketing expenses in absolute numbers in 2008 compared to 2007 resulted primarily from decrease in travel, marketing and subsidiaries-related expenses.

### GENERAL AND ADMINISTRATIVE

In 2008, general and administrative expenses were \$2.7 million, or 44% of sales, compared with \$2.0 million, or 35% of sales, in 2007. General and administrative expenses consist principally of salaries and benefits, outside legal, accounting

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and consultant fees, travel expenses and related costs for management, directors' fees, directors and officers insurance, finance, logistics, human resources, communication, legal, information systems and administrative personnel. General and administrative expenses in 2008 and 2007 included stock-based compensation amounting to \$532,000 and \$552,000, respectively, due to recognition of expense for share based payments accounted for under FASB 123(R) in 2006. General and administrative expenses also include expenses associated with computing equipment and software used in the administration operations. The increase in general and administrative expenses in absolute numbers resulted primarily from the increase in professional services and salary expenses.

**IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS** In 2008, we recorded approximately \$4.0 million in expenses relating to impairment of goodwill and intangible assets, compared to approximately \$5.4 million in 2007. Under Statement of Financial Accounting Standard No. 142 "Goodwill and other Intangible Assets" ("SFAS 142"), goodwill is tested for impairment at least annually (or more frequently if impairment indicators arise). Under Statement of Financial Accounting Standard No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"), amortizable long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company decided to perform an impairment test mainly due to the fact that in addition to its losses, as of December 31, 2008 and 2007, the Company's market capitalization was lower than the Company's shareholders' equity as of such date.

### INCOME FROM SALE OF PATENTS, NET

During 2008, we recorded an aggregate income of \$14.9 million, resulting from the sale of 15 of our patents and certain patent-related rights (please see Item 10.C. "Material Contracts Not In The Ordinary Course Of Business"). Income from sales of patents is included in operating expenses due to the fact that the patents are a direct result of the Company's current operations.

### FINANCE INCOME, NET

Finance income, net in 2008 consisted principally of interest income received in connection with our bank deposits, less bank charges and currency differences between the NIS and US dollar. In 2008, finance income, net was \$90,000, or approximately 1.5% of sales, compared to \$230,000, or 4% of sales, in 2007. The decrease from 2007 to 2008 is mainly due to decrease in interest income from bank deposits attributed to material decrease in interest rates during these years.

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### TAXES ON INCOME, TAX REFUNDS AND TAX BENEFITS

In 2008, VocalTec and Tdsoft had two and four, respectively, Approved Enterprise programs under the Law for the Encouragement of Capital Investments, 1959. Such programs are eligible for certain tax benefits for the first several years in which they generate taxable income. Income derived from an Approved Enterprise is subject to a zero tax rate for two years and up to an additional eight years of a reduced corporate tax rate of 25% until the earlier of (i) seven to ten consecutive years, commencing in the year in which the specific Approved Enterprise first generates taxable income (which income is not offset by deductions attributable to the other sources), (ii) twelve years from commencement of production or (iii) fourteen years from the date of approval of the Approved Enterprise status. Some of our production and development

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facilities have been granted Approved Enterprise status. To date, neither of our Approved Enterprise programs has generated any taxable income.

As of December 31, 2008, we had net operating loss carryforwards in Israel of approximately \$194 million (\$141 million allocated to VocalTec and \$53 million allocated to Tdsoft). This net-operating loss may be carried forward and offset against future taxable income under applicable tax laws. Management currently believes that since the Company has a history of losses, it is more likely than not that the operating losses will not be utilized. As a result, the Company provides full valuation allowance to completely reduce the deferred tax assets. As of December 31, 2008, valuation allowance amounted to approximately \$48 million comprised mostly from carry forward loss.

We also had an aggregate net-operating loss carryforwards in the U.S. of approximately \$9 million, which may not be carried forward and offset against future taxable income due to change of control in the Company following the merger between Vocaltec and Tdsoft in November 2005 (for additional information, see item 10E - "taxation and government programs"). Tax benefits, which apply to us under Israeli law, do not apply to any income generated by any of our other subsidiaries.

### NET INCOME (LOSS)

Net income in 2008, including net income of \$14.9 million from the sales of our patents, was \$3.7 million. Without the proceeds from the sales of our patents, we had a net loss of \$11.2 million in 2008, compared with a net loss of \$14.2 million in 2007.

Our financial statements are reported in dollars and the vast majority of our sales are made in U.S. dollars. Most of our expenses are in New Israeli Shekels (NIS) and dollars. The cost of our operations in Israel, as expressed in dollars, is influenced by the extent to which any increase/decrease in the rate of inflation in Israel is not offset by the appreciation/depreciation of the NIS in relation to the dollar. In 2008, the rate of inflation in Israel was 3.8% and the rate of appreciation of the NIS in relation to the dollar was 1.1%.

### YEAR ENDED DECEMBER 31, 2007 COMPARED TO YEAR ENDED DECEMBER 31, 2006

#### SALES

In 2007, we had sales of \$5.8 million, compared to \$7.3 million in 2006, a decrease of \$1.5 million, or 21%. Through 2007, we generated our revenues from sales of our products (primarily the Essentra family of products) and from the sale of maintenance, support and other services. Sales of products accounted for 52% of our revenues in 2007, whereas sales of services accounted for 48% of our revenues in 2007. Prior to January 1, 2007, revenues from the sale of software were recognized upon delivery, assuming all other revenue recognition criteria were met while the amounts allocated to the support services and maintenance were recognized ratably over the service period. Effective January 1, 2007, due to a limited number of separate support services and maintenance contracts consummated during 2007 and since the Company began providing its services through distributors and integrators, VSOE was no longer attainable to the support services and maintenance subsequent to that date. Accordingly, revenues from bundled software arrangements in 2007 were recognized ratably over the period of the last delivered element in the arrangement, which was typically the customer support and maintenance service period, assuming all other revenue recognition criteria were met. The decrease in our revenues from the sale of products resulted from the manner in which the Company accounted for such sales, resulting in the deferral of approximately \$2.7 million of revenues from 2007 to 2008. Revenues from the sale of services did not change significantly in 2007, compared to 2006.

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In late 2006, we began selling our products also to resellers / systems integrators and partners. We sold our products to such resellers/systems integrators/partners for a consideration that was more competitive than the prices to end customers. As a result of the sale to resellers/systems integrators, we gained access to a broader range of customers, resulting in a larger amount of transactions. Due to the manner in which we recognized our revenues, such greater number of transactions did not result in an increase in our revenues in 2007, compared to 2006.

In late 2006 we started selling our Essentra family of products as part of solutions consisting also of certain hardware that we purchase from third parties, resulting in an increase in sales.

Up to and including 2007, we have derived a substantial portion of our revenues from a relatively small number of customers (including resellers / systems integrators and partners). Each of the following customers accounted for more than 10% of our revenues for the periods indicated:

	YEAR ENDED DECEMBER 31,		
	2005	2006	2007
Lucent	18%	13%	*
OG Vodafone	16%	*	*
Deutsche telecom	*	18%	22%
Mobifon 2000	*	*	12%
Integrated Networks	*	*	10%

\* less than 10%

Total sales to the foregoing major customers accounted for 34%, 31% and 44% of our total revenues for the years ended December 31, 2005, 2006 and 2007, respectively.

### COST OF SALES

Cost of sales in 2007 was \$3.4 million, or 59% of sales (including an amortization of acquired intangibles in the amount of \$0.4 million and an inventory write-off in the amount of \$0.5 million), compared with \$3.1 million, or 43% of sales (including an amortization of acquired intangibles in the amount of \$0.4 million), in 2006. Cost of products was \$2.0 million in 2007 compared with \$2.2 million in 2006. Cost of services was \$0.5 million in 2007 compared with \$0.6 million in 2006.

The increase in the cost of sales in 2007 compared to 2006, resulted from the inventory write-off, and the increase in the cost of sales as a percentage of sales in 2007 compared to 2006 resulted primarily from the sale of solutions that include, in addition to our Essentra family of products, third party products (which carry a lower gross margin).

Cost of our sales consisted primarily of the cost of hardware components, salaries and other related expenses of our employees who were engaged in the production and support of our products and royalties paid by us to licensors of

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software and to the Chief Scientist.

In 2007, gross margins were 41%, including amortization of acquired intangibles and an inventory write-off, or 56%, excluding amortization of acquired intangibles and an inventory write-off. In 2006, gross margins were 57%, including amortization of acquired intangibles, or 62%, excluding amortization of acquired intangibles.

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### OPERATING EXPENSES

#### RESEARCH AND DEVELOPMENT, NET

Research and development costs, net were \$4.6 million in 2006 and 2007, representing 63% and 79% of sales in 2006 and 2007, respectively. Research and development costs, net consisted principally of salaries and benefits for software and hardware engineers and sub-contractors, related facilities costs and activities and expenses associated with computer, software and other equipment used in software and hardware development and testing. Research and development costs, net in 2007 and 2006 included stock-based compensation amounts of \$353,000 and \$248,000, respectively, due to the implementation of FASB 123(R) in 2006. None of our software or hardware development costs have been capitalized during any of the reported periods, as the amount of software and hardware development costs eligible for capitalization at such stage has historically been insignificant.

Our research and development efforts in 2007 have been financed from internal resources and through programs sponsored by the Chief Scientist. Pursuant to the terms of the Chief Scientist royalty-bearing program, we were required to pay royalties of between 3% and 4.5% of sales of products and related services developed in any project partially funded by the Chief Scientist, up to an amount of 100% of the grant obtained. For grants received under programs approved subsequent to January 1, 1999, royalties are payable up to 100% of the grant obtained plus interest at the annual rate of Libor applicable to U.S. dollar deposits.

Our research and development expenses in 2007 and 2006 were net of participation from the Chief Scientist. In each of 2006 and 2007, participation received or accrued from the Chief Scientist was \$0.8 million. In 2007, we paid or accrued royalties to the Chief Scientist in an aggregate amount of approximately \$175,000 compared with \$201,000 in 2006. Our contingent liability to the Chief Scientist amounts to approximately \$21 millions.

#### SELLING AND MARKETING

In 2007, selling and marketing expenses were \$4.7 million, or 82% of sales, compared with \$4.1 million or 57% of sales in 2006. Selling and marketing expenses included salaries and benefits, sales commissions, travel expenses and related costs for our sales, marketing, and distribution personnel, reserves for potential damages to, loss of, or obsolescence of trial systems. Selling and marketing expenses in 2006 and 2007 included stock-based compensation amounting to \$138,000 and \$224,000, respectively, due to the implementation of FASB 123(R) in 2006. Selling and marketing expenses also included the costs of programs aimed at increasing revenue, such as advertising, trade shows and other market development programs. The increase in selling and marketing expenses in absolute numbers in 2007 compared to 2006 resulted primarily from selling and marketing activities in Russia.

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### GENERAL AND ADMINISTRATIVE

General and administrative expenses consisted principally of salaries and benefits, outside legal, accounting and consultant fees, travel expenses and related costs for management, directors' fees, directors and officers insurance, finance, logistics, human resources, communication, legal, information systems and administrative personnel. General and administrative expenses in 2006 and 2007 included stock-based compensation amounting to \$554,000 and \$552,000, respectively, due to the implementation of FASB 123(R) in 2006. General and administrative expenses also included expenses associated with computing equipment and software used in the administration operations. General and administrative expenses were \$2.0 million, or 35% of sales, in 2007, compared with \$2.5 million, or 34% of sales, in 2006. The decrease in general and administrative expenses in absolute numbers resulted primarily from the fact that in 2006 the Company paid its former Chief Executive Officer certain severance payments.

### IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

In 2007, we recorded approximately \$5.4 million of expenses relating to impairment of goodwill. Under Statement of Financial Accounting Standard No. 142 "Goodwill and other Intangible Assets" ("SFAS 142") goodwill is no longer amortized but instead is tested for impairment at least annually (or more frequently if impairment indicators arise).

The Company decided to perform an impairment test mainly due to the fact that in addition to its losses, as of December 31, 2007, the Company's market capitalization was lower than the Company's shareholders' equity as of such date. That indication did not exist in 2006. We had no material other income (expenses) in 2007 and 2006.

### FINANCE INCOME, NET

Finance income, net in 2007 consisted principally of interest income received in connection with our bank deposits, bank charges and currency differences between the NIS and US dollar. In 2007, finance income, net was \$230,000, or 4% of sales, compared to \$32,000, or less than 1% of sales, in 2006.

### TAXES ON INCOME, TAX REFUNDS AND TAX BENEFITS

In 2007, VocalTec and Tdsoft had two and four, respectively, Approved Enterprise programs under the Law for the Encouragement of Capital Investments, 1959. Such programs are eligible for certain tax benefits for the first several years in which they generate taxable income. Income derived from an Approved Enterprise is subject to a zero tax rate for two years and up to an additional eight years of a reduced corporate tax rate of 25% until the earlier of (i) seven to ten consecutive years, commencing in the year in which the specific Approved Enterprise first generates taxable income (which income is not offset by deductions attributable to the other sources), (ii) twelve years from commencement of production or (iii) fourteen years from the date of approval of the Approved Enterprise status. Some of our production and development facilities have been granted Approved Enterprise status. To date, neither of our Approved Enterprise programs has generated any taxable income.

As of December 31, 2007, we had net operating loss carryforwards in Israel of approximately \$187 million (\$140 million allocated to VocalTec and \$47 million allocated to Tdsoft). This net-operating loss may be carried forward and offset against future taxable income under applicable tax laws. We also had an aggregate net-operating loss carryforwards in the U.S. of approximately \$9 million, which may not be carried forward and offset against future taxable income due to change of control in the Company regarding the merger between Vocaltec and Tdsoft in November 2005. Tax benefits, which apply to us under

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Israeli law, do not apply to any income generated by any of our other subsidiaries.

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### NET INCOME (LOSS)

Net loss in 2007 was \$14.2 million, representing 246% of sales, compared with a net loss of \$7.0 million, representing 96% of sales, in 2006.

Our financial statements are reported in dollars and the vast majority of our sales are made in U.S. dollars. Most of our expenses are in New Israeli Shekels (NIS) and dollars. The cost of our operations in Israel, as expressed in dollars, is influenced by the extent to which any increase/decrease in the rate of inflation in Israel is not offset by the appreciation/depreciation of the NIS in relation to the dollar. In 2007, the rate of inflation in Israel was 3.4% and the rate of appreciation of the NIS in relation to the dollar was 8.9%.

### 5B. LIQUIDITY AND CAPITAL RESOURCES

During the past three years, we covered our cash flow requirements with cash proceeds from the issuance of shares and warrants to investors, sales of patents, operating revenues and grants from the Chief Scientist.

As of December 31, 2008, we had approximately \$15.0 million in cash and cash equivalents and bank deposits, comprised of \$5.1 million in cash and cash equivalents and \$9.9 million in bank deposits. As of December 31, 2007, we had approximately \$4.5 million in cash and cash equivalents.

As of December 31, 2008, we had working capital of approximately \$10.1 million, compared with \$0.7 million as of December 31, 2007. The net increase in working capital during 2008 resulted primarily from the increase in cash and cash equivalents and short term bank deposits during 2008, resulting primarily from the sales of the patents.

Net cash used in operating activities was \$4.6 million, \$3.9 million and \$7.4 million for the years ended December 31, 2008, 2007 and 2006, respectively. Net cash provided by (used in) investing activities was \$5.2 million, \$2.5 million and \$(2.5) million for the years ended December 31, 2008, 2007 and 2006, respectively.

The Company had no net cash generated by financing activities in 2008 and 2007.

We anticipate that operating expenses may exceed revenues, net of cost of sales in 2009 and possibly beyond if we do not sufficiently increase sales and reduce our costs. We believe that our current cash and cash equivalents balances, together with future estimated cash flows from operations and grants from the Chief Scientist, if received, are sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months.

Capital expenditures in 2008 were approximately \$269,000, compared with \$178,000 in 2007 and \$335,000 in 2006.

We maintained annual car leases in the amount of approximately \$464,000 in 2008, and our total liability for early termination of the leases is in the amount of up to approximately \$57,000.

### INVENTORY AND RECEIVABLES



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Inventories as of December 31, 2008 were \$38,000, compared to \$261,000 as of December 31, 2007.

Trade receivables are from sales of our products, primarily to telecommunications systems integrators, resellers and service providers. Trade receivables are presented at gross value less reserve for doubtful accounts of \$0 and \$160,000 as of December 31, 2008 and 2007, respectively. Trade receivables, net, as of December 31, 2008 were \$0.2 million, compared to trade receivable, net of \$0.6 million as of December 31, 2007. The decrease in trade receivable, net, resulted mainly from the manner in which the Company accounted for such trade receivable, and from improved collection as well. For additional information on our revenue recognition policies, see Note 2(k) to the financial statements attached to this annual report.

Prepaid expenses and other receivables were \$0.5 million as of December 31, 2008, compared with \$1.5 million as of December 31, 2007. The decrease in 2008 was mainly due to a decrease in finished goods included in other receivables, which finished goods were delivered to customers' sites but not recognized as cost of sales, due to the fact that revenue recognition criteria for the related sales were not met.

### IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2007, the FASB issued SFAS 141(R), Business Combinations ("SFAS No. 141(R)"). This Statement replaces SFAS 141, Business Combinations ("SFAS No. 141"), and requires an acquirer to recognize the assets acquired, the liabilities assumed, including those arising from contractual contingencies, any contingent consideration, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the statement. SFAS 141(R) also requires the acquirer in a business combination achieved in stages (sometimes referred to as a step acquisition) to recognize the identifiable assets and liabilities, as well as the noncontrolling interest in the acquiree, at the full amounts of their fair values (or other amounts determined in accordance with SFAS 141(R)). In addition, SFAS 141(R)'s requirement to measure the noncontrolling interest in the acquiree at fair value will result in recognizing the goodwill attributable to the noncontrolling interest in addition to that attributable to the acquirer.

SFAS 141(R) amends SFAS No. 109, Accounting for Income Taxes ("SFAS No. 109"), to require the acquirer to recognize changes in the amount of its deferred tax benefits that are recognizable because of the consummation of a business combination either in income from continuing operations in the period of the combination or directly in contributed capital, depending on the circumstances.

It also amends SFAS 142, Goodwill and Other Intangible Assets ("SFAS No. 142"), to, among other things, provide guidance on the impairment testing of acquired research and development intangible assets and assets that the acquirer intends not to use. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company does not expect that the adoption of SFAS 141R will have any impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS 160 ("SFAS No. 160"), Noncontrolling Interests in Consolidated Financial Statements. SFAS 160 amends Accounting Research Bulletin 51, Consolidated Financial Statements, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for

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the deconsolidation of a subsidiary. It also clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 also changes the way the consolidated income statement is presented by requiring consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statement of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated and requires expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent owners and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for fiscal periods, and interim periods within those fiscal years, beginning on or after December 15, 2008. The Company does not expect the adoption of SFAS No. 160 will have significant impact on its consolidated financial statement.

In February 2008, the FASB issued FASB Staff Position No. FAS 157-1, "Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13" and FASB Staff Position No. FAS 157-2, "Effective Date of FASB Statement No. 157". Collectively, the Staff Positions defer the effective date of Statement 157 to fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value on a recurring basis at least annually, and amend the scope of Statement 157. As described in Note 4, the Company adopted Statement 157 and the related FASB staff positions except for those items specifically deferred under FSP No. FAS 157-2.

In March 2008, the FASB issued Statement 161 "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161") an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why and entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under

Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early application is encouraged. The Company does not expect the adoption of SFAS 161 to have a material impact on its financial position, results of operations or cash flows.

In June 2008, the FASB issued EITF No. 07-5 "Determining whether an Instrument (or Embedded Feature) is indexed to an Entity's Own Stock" ("EITF 07-5"). EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. The Company believes adopting this statement will have no impact on the consolidated financial statements.

### 5C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

#### INTELLECTUAL PROPERTY

We believe that the improvement of existing products, our technologies and the development of new products are important in establishing and maintaining a competitive advantage. We believe that the value of our products is dependent, to a certain extent, upon the maintenance of patent, the license rights to use certain patents, trade secret or copyright protection of our proprietary software and technologies. We rely on a combination of trade secrets, copyright, trademark and patent law, together with non-disclosure and invention assignment agreements, to establish and protect the technology used in our products.

We have filed numerous patent applications in the United States and other countries with respect to certain technologies employed in our products. Some of those applications have already registered and we have the rights to use these registered patents, either under a non-exclusive license, or by owning these patents. In addition, we have filed trademark applications in the United States and other countries with respect to trademarks associated with us, and our products. Some of those applications have already been registered and we own those registered trademarks.

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During 2008, the Company entered into a patent purchase agreement, pursuant to which the Company agreed to sell 15 patents and certain patent-related rights, out of the Company's portfolio of 22 patents, the Company was granted with a geographically unlimited, non-exclusive license to use the sold patents and other patent-related rights in connection with the development and marketing of its products. Generally, we enter into non-disclosure and invention assignment agreements with our employees, and into non-disclosure agreements with our consultants, subcontractors and distributors and channel partners. However, there can be no assurance that such measures will protect our proprietary technology, that competitors will not develop products with features based upon, or otherwise similar to, our products or that we will be able to enjoin competitors from selling similar products.

Although we do not believe that our products infringe on any valid claim of a patent owned by any third party, third parties have asserted infringement and other claims against us from time to time. These claims have been directed at certain basic and fundamental components of our products. Those of which were not abandoned were resolved by successfully implementing a licensing agreement. There can be no assurance that third parties will not assert such claims against us in the future or that such claims will not be successful.

We could incur substantial costs and diversion of management resources with respect to the defense of any claims relating to proprietary rights that could have a material adverse effect on our business, financial condition or results of operations. If any such claims or actions are asserted or prosecuted against us, we may seek to obtain a license under a third party's intellectual property rights. There can be no assurance, however, that under such circumstances a license would be available on reasonable terms or at all. In the event a party that is successful in asserting a claim against us does not grant a license, such party could secure a judgment resulting in the award of damages, as well as injunctive or other equitable relief which could effectively block us from manufacturing, using, selling, or otherwise distributing its products.

VocalTec, Essentra, Internet Phone, TdSOFT, TdGATE and TdVIEW are trademarks or registered trademarks of VocalTec and its fully-owned subsidiaries. All other trademarks or registered trademarks used in this Annual Report are the property of their respective owners.

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### RESEARCH AND DEVELOPMENT

We believe that our ability to enhance our current products, develop and introduce new products on a timely basis, maintain technological competitiveness and meet customer requirements is essential to our future success. Accordingly, we devote and intend to continue to devote a significant portion of our personnel and financial resources to research and development. We also intend to continue seeking and maintaining close relationships with our customers in order to remain responsive to their needs. We have an educated and experienced research and development team that specializes in telecommunications and networking, computer and networking software, communications protocols and VoIP application software development. We seek to employ highly qualified technical personnel in order to maintain and expand our technological expertise.

The Company may engage in the future in joint research and development projects with third parties. The ownership of any intellectual or other proprietary property developed in such projects shall be negotiated between the Company and the relevant third party.

See "Item 5A - Operating and Financial Review and Prospects - Operating Results - Research and development costs, net".

### 5D. TREND INFORMATION

We believe that our business is subject to the following trends:

#### TRENDS IN THE COMMUNICATIONS INDUSTRY

**REGULATION AND COMPETITION:** Service providers worldwide are facing an increasing array of challenges given the ongoing regulatory changes and technological advances in the communications industry. Global deregulation is promoting competition to incumbent service providers from both new entrants and operators in adjacent industries, such as wireless, satellite, Internet and cable television service providers. At the same time, end user demands are rapidly evolving. While in the past, communications traffic consisted primarily of traditional voice communications and basic data traffic, such as email and facsimiles, in recent years, with the wide acceptance of the Internet and broadband infrastructure, end users are increasingly seeking fast, personalized, content-rich, easy-to-use communications and are relying on these applications in both their professional and personal lives. Accordingly, this trend is increasing demand for high-speed access services, including IP-based voice, video, data and wireless services.

The combination of competitive pressures and end user demands is placing pressure on service providers to add new services to their existing offerings quickly, with the flexibility to continue to add functionality and to scale as needed. Many new and incumbent service providers presently offer a bundle of voice, video and data services to end users, often referred to as "triple-play, or "multi-play". For example, these services may include both traditional and enhanced voice services, broadcast television and on-demand video, and high-speed Internet access delivered over a converged broadband connection to the home or office. Operators also are increasingly adding wireless to the triple-play bundle, referred to as "quad-play", which has contributed to consolidation in the service provider market. The bundling of services enables service providers to generate new sources of revenue and enhance customer relationships.

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The initial capital costs and ongoing operating expense associated with the deployment of new services are considerable. Many service providers have significant investments in their existing network infrastructures, which may consist of disparate media, such as copper, coax and fiber, as well as numerous protocol families based on Internet Protocol, or IP, Asynchronous Transfer Mode, or ATM, and Time Division Multiplexing, or TDM. Service providers generally seek to maximize their return on investment by leveraging existing infrastructure to offer new services. This has increased the demand both for upgrades to existing equipment and for cost-effective new equipment that supports disparate media and numerous protocol families.

**INVESTMENT MADE IP INFRASTRUCTURES:** As voice, video and data traffic travels over communications network infrastructure, it typically passes through the core and access networks before arriving at the customer premise, or destination. The growing demand for Internet bandwidth over the last decade prompted service providers to make significant capacity investments in the core network, which is the part of the network that is responsible for transporting large volumes of traffic between and within cities. Service providers have also made significant investments in upgrading the core network to a mostly IP-based infrastructure to more efficiently manage the increased data traffic. This is an ongoing transformation that is expected to continue in the coming years.

The access network is located between the core network and the customer premise and is integral to the aggregation and distribution of network services and to the creation of new services. Service providers have begun looking at ways to efficiently enable the deployment of new services with ever-increasing bandwidth requirements, such as video or bundled services. To complement the investments made in the core network and to combine voice, video and data over a common network, service providers are increasingly seeking to upgrade access infrastructures based on IP technologies. Increasingly, the use of IP as a transport technology to combine voice, video and data over a common network is emerging as the principal network architecture for service providers. The demand for broadband connectivity to the Internet led incumbent local exchange carriers to offer broadband over copper to the residential market. This was offered using ADSL technology. The fast deployment of ADSL opened up an opportunity for alternative carriers to offer voice over this broadband connection, bypassing the need for any permission from the provider of the ADSL service. In addition, new wireless technologies today provide an alternative low cost method of offering broadband access services. The initial adoption of wireless broadband technologies, such as WiMAX is a good example of this. WiMAX technology is said to facilitate the deployment of a broadband access infrastructure by omitting the need to drive cables underground; this is conducive to both a quicker and more cost-effective deployment. Alternative and Greenfield carriers are looking to WiMAX technology for the delivery of both a data and video/voice service.

The availability of broadband services is a very significant factor in the ability to offer Essentra BAX as a service delivery platform for providing Class 5 Voice over Broadband (VoBB) services. Various market research firms estimate that in 2010 approximately 15% of all wire-line telephone lines will implement Voice over Broadband (VoBB) technology.

**CONVERGENCE OF VOICE AND DATA:** The maturing of VoIP technology and the advantages of an IP network is leading to the convergence of data and voice networks and the offering of a mix of data and voice services over a single packet-based IP network. This trend is expected to change telephony network deployment and operation by removing all territorial/localized networks and the localization aspect of the telephone number and possibly even replacing traditional telephone numbers with an alternative personal ID. Converged networks will reduce the cost of deployment of telephony switching equipment. Converged networks will also reduce the cost of operation as the same packet-based network will serve voice and data. Softswitch technology is at the heart of this evolution. The softswitch will not only replace the legacy TDM

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switch, but it will no longer be an integral part of each and every neighborhood. Fewer high capacity softswitches will serve larger populations. The physical location of the softswitch will not be related to the subscribers that it will serve. Massive efforts and large projects are planned by most telephony service providers, which are expected to result in around 200 million telephony lines connected to softswitches by 2010 (according to a 2007 report by Infonetics Research). Essentra product family aims at this market, which is expected to grow (according to the same report) by an annual average of 30-40% in the coming years.

**WIRELINE AND MOBILE CONVERGENCE AND IMS:** A new network architecture known as IMS (Internet Multimedia Subsystem) has been designed by the 3GPP (3rd Generation Partnership Project) to deliver IP-based service to end-users. This will be the network architecture for the mobile third generation migration to packetized voice. The unique abilities of IMS to offer fast implementations of new services and the comfortable handling of access networks led the industry to consider the adoption of IMS also for the wireline business, especially for VoIP technology. In a few years, we expect to start experiencing IMS offering Fixed-Mobile Convergence (FMC), where the same handset will be used in both fixed and mobile networks and offer identical services to the consumer. This will be the final step in convergence of all multimedia fixed and mobile networks, offering a single service platform to all terminals, whether a computer, a PDA, a wireline phone or a mobile phone. Essentra architecture has followed the guidelines of IMS/TISPAN, and more adjustments will be needed as implementation of IMS continues.

**INCREASING NEED FOR VOIP INTERCONNECTION:** With the dramatic rise in Broadband infrastructures throughout the world, service provider and end-user demand for VoIP is growing rapidly. Established global telecommunications service providers such as British Telecom, AT&T and KDDI have joined new entrants such as Skype and Vonage, as well as cable operators such as Comcast and Cablevision in offering IP telephony services. Currently, there are hundreds of VoIP providers operating throughout the world. Some offer stand-alone telephony service, while others bundle VoIP with Internet access and video service for a full triple play suite. With this tremendous growth come a variety of challenges for carriers and service providers as they either build out their networks or migrate from legacy TDM technology to an IP-based infrastructure.

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Traditional fixed-line service providers are not the only ones migrating to IP; several leading mobile operators have announced plans to convert to an IP-based infrastructure in the coming years. The growing implementation of IP communications, coupled with the emerging fixed-mobile convergence over IP, is driving the need for more sophisticated infrastructure solutions that can facilitate smooth deployments and transitions.

Unlike traditional telephony service, there is no single global standard for VoIP. As such, VoIP implementations are based on a variety of different standards, making VoIP networks essentially a growing number of islands. In order to ensure a successful VoIP roll out and generate steady revenues for providers, these islands need to be connected to one another in a manner that is secure, reliable and seamless. While traditional architecture was once an effective way in which to connect multiple islands, it is becoming increasingly necessary for carriers to rely on IP-based solutions for VoIP interconnection. The ability for VoIP networks to interconnect directly one to the other is of paramount importance in the further adoption of VoIP technology. VoIP interconnect traffic is expected to grow significantly in coming years.

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**HOSTED SERVICES FOR ENTERPRISES:** Carriers have usually not succeeded to offer more than basic services to enterprises. The basic services included E1/T1 trunking with PRI, or Primary Rate Interface (an ISDN link between customer premises, usually a PBX, and the Class 5 switch) and DID, or Direct Inward Dialing (which allows one to call a person's office telephone extension from an outside telephone service). Centrex services have been offered by carriers, mainly in the US, since the early 1980's, but never became a significant business. Softswitch technology combined with application servers offering a rich PBX-type set of features and the trends of outsourcing such services, lead to the re-evaluation of the potential of the new IP-based Centrex services. The availability of web based self-care services encourages carriers to offer IP-Centrex as a competing service to IP-PBX solutions. IP technology adds the ability to combine IP-Centrex with VPN to effectively interconnect multiple corporate offices from one central location. Considering this, Essentra offers rich Centrex features combined with VPN capability and corporate level provisioning tools. The expected size of the IP-Centrex market is currently unclear, but the feature set is becoming a must in most softswitch deployments.

**CONSOLIDATION:** In recent years, we have witnessed a consolidation in our industry. Large service providers are acquiring other service providers, and large equipment vendors are acquiring smaller vendors, in order to leverage the benefits of synergies and size and to provide their customers with a more complete solution. We expect this trend to continue in the future.

**OTHER TRENDS:** In addition to the foregoing, we have identified the following trends:

(i) VoIP networks have emerged in many business segments, in both the carrier and the enterprise markets. Due to reasons such as security, protocol variance and other reasons, these networks are still not linked to each other using native IP. This has created an opportunity, which the Company is planning to leverage using the Essentra EX Peering Manager and derivatives of that product, to provide products that meet the need of VoIP interconnect. This transition is due in part to the fact that being connected using IP is more cost-effective than being connected through the PSTN; Essentra EX facilitates routing between disparate networks and enables optimizing use of network resources and costs;

(ii) Adoption of a standard IMS (IP Multimedia Subsystem) architecture by carriers and vendors, including mobile and fixed carriers and networks, resulting in a new definition of telecom infrastructure, focusing on IP multimedia service implementation. The Company is continuously looking at the evolution of IMS and is investigating the further alignment of its solutions with the functional description described in the standard;

(iii) Convergence between fixed and mobile networks, both on the infrastructure and the service and business aspects, with respect to which the Company offers a solution providing some of the elements in an FMC-type (fixed mobile conveyance) implementation. This trend is characterized by the unification of infrastructures (including unification at the infrastructure and service layers). The Company recently began looking at how it can address the needs specific to mobile operators.

(iv) One of the major trends apparent in the IT industry today is the move towards services in the cloud and to new service models, such as SaaS (Software As A Service). Cloud computing is a style of computing in which dynamically scalable and often virtualized resources are provided as a service over the Internet. With the ever growing bandwidth available in the market, hosting applications in the network becomes virtually like placing them next door, within the company premises. The financial crisis gives another reason for CAPEX/OPEX reduction and cloud computing supports that, by allowing for more efficient use of elastic computing resources. The Company is actively looking at

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these trends, both as a technology driver to gain scaling out and modular growth of its solutions and for the possible adaptation of new business models.

5E. OFF-BALANCE SHEET ARRANGEMENTS There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on the company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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### 5F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

CONTRACTUAL OBLIGATIONS -----	PAYMENT DUE BY PERIOD (IN THOUSANDS)		
	TOTAL -----	LESS THAN 1 YEAR -----	1-3 YEARS -----
CONTRACTUAL OBLIGATIONS			
Uncertain tax positions (1)	1,329		-
Operating Lease Obligations	585	468	117
Other Long Term Liabilities Reflected on the Registrant's Balance Sheet under U.S. GAAP (2)	1,626	756	-

(1) Uncertain income tax position under FASB Interpretation No.48, "Accounting for Uncertainty in Income Taxes," ("FIN 48") are due upon settlement and we are unable to reasonably estimate the ultimate amount or timing of settlement. See Note 16(i) in our Consolidated Financial Statements for further information regarding the Company's liability under FIN 48.

(2) As of December 31, 2008 we had 1,107 in severance pay funds to cover such liabilities.

### ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

#### 6.A. DIRECTORS AND SENIOR MANAGEMENT

The following sets forth certain information regarding our directors and executive officers:

NAME -----	POSITION -----
Ido Gur	President and Chief Executive Officer
Ilan Rosen (1)	Chairman of the Board of Directors
Robert Wadsworth	Director
Tsipi Kagan (1)(2)	External Director
Yoseph Dauber (1)(2)	External Director
Eran Dariel (2)	Director
Joshua Di-nur	Chief Financial Officer

(1) Member of the Compensation Committee

(2) Member of the Audit Committee



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Set forth below is a biographical summary of the business experience of each of the directors and executive officers named above:

IDO GUR was appointed as the Company's President and Chief Executive Officer on September 1, 2008. Mr. Gur has plenty of experience in the management of global technology companies. Prior to joining ECI, Mr. Gur spent 3 years at ECI Telecom as Executive Vice President Global Sales & Marketing. Prior to that, Mr. Gur was EVP Sales & Marketing at Corrigent Networks. Before joining Corrigent Networks, Mr. Gur spent 7 years in ECI Telecom in various positions in Marketing & Sales. In the early stages of his career, Mr. Gur worked 5 years as R&D Team Leader in an Israeli startup company named Holo-Or. Mr. Gur has a Masters degree in physics from Tel Aviv University, Israel.

ILAN ROSEN was appointed as Chairman of the Board of Directors in November 2005 (following and pursuant to the business combination). He has been a member of the board of directors of Tdsoft since 1997, and has served as Chairman of Tdsoft's board of directors since 1997. Mr. Rosen has served as a special advisor to HarbourVest Partners LLC since March 2003 and is an observer on the board of directors of Telrad Networks Ltd. and PacketLight Networks Ltd. Between 1989 and 1993, Mr. Rosen served on various boards of directors as a Business Manager at Polar Investments Ltd., an investment company of Bank Hapoalim Ltd. From 1993 to 1996, he served as President of Adsha Development & Investments Ltd., an Israeli investment company that was listed on the Tel Aviv Stock Exchange, and in that capacity served on various boards of directors. From November 1996 through January 2004, Mr. Rosen served as Vice President of Teledata Networks (formerly ADC Telecommunications, Israel and prior thereto Teledata Communications Ltd.) and in that capacity, in addition to serving as a board member of Tdsoft, Mr. Rosen served on the board of directors of each of G-Connect Ltd., VManage Ltd., Mind CTI Ltd. and various other companies. In early 2000, ADC Telecommunications Inc. launched a project in the name of ADC Ventures, and Mr. Rosen served as the Managing Director of this project in Israel. Mr. Rosen received a B.Sc. (cum laude) in mechanical engineering from Tel Aviv University in 1979, and an M.B.A. from Tel Aviv University in 1986.

ROBERT M. WADSWORTH was appointed as a director in November 2005 (following and pursuant to the business combination). He is Managing Director of HarbourVest Partners, LLC. Mr. Wadsworth oversees many of HarbourVest's investment activities in both the industrial and information technology sectors. He is currently a director of Network Engines, Inc. and Trintech Group PLC, which are both public companies. He is also a director of Akibia, AWS Convergence (Weatherbug), Kinaxis, Loxam and several other U.S. and non-U.S. private companies. His prior experience includes management consulting with Booz, Allen & Hamilton, where he specialized in the areas of operations strategy and manufacturing productivity. Mr. Wadsworth received a B.S. (magna cum laude) in Systems Engineering and Computer Science from the University of Virginia in 1982 and an MBA (with distinction) from Harvard Business School in 1986.

YOSEPH DAUBER has served as a director of NICE Systems Ltd. since April 2002. Mr. Dauber also serves on the board of directors of Delek Group. Mr. Dauber is currently the Chairman of Kcps Manof Fund. Until January 2009, Mr. Dauber served as a director of Clal Insurance Holdings and until November 2008 he served as a director of Bank Hapoalim. Mr. Dauber has also served on the board of directors of Lodzia Rotex Ltd. and Afcon Industries Ltd. Mr. Dauber has served in various senior positions at Bank Hapoalim since 1973. Until June 2002, he was Deputy Chairman of the Board of Management and joint Managing Director of Bank Hapoalim and was responsible for the commercial division of the bank. Between 1994 and 1996 and until June 2002, Mr. Dauber served as Chairman of Poalim American Express and of the Isracard Group. From 2002 to 2003, he served as Chairman of the Israel Maritime Bank Ltd. Mr. Dauber holds a Bachelor's degree in Economics and Statistics from the Hebrew University in Jerusalem and a Masters degree in Law from Bar Ilan University. Mr. Dauber qualifies as an External Director under

the Companies Law.

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JOSHUA DI-NUR joined VocalTec in September 2008. Mr. Di-nur's management career includes a variety of high-level finance positions in Israel (in public and private companies) as well as General Management positions outside of Israel (USA and China). Mr. Di-nur is also an executive and personal coach (with emphasis on coaching and mentoring CFOs and other senior managers). Prior to joining VocalTec, Mr. Di-nur held a number of key positions, including: President of ECI China Ltd., a Chinese subsidiary of ECI Telecom, Vice President and CFO of ECI Ltd., the Optical Network Division, Vice President and CFO of Pelephone Communication Ltd., President and CEO of Degem systems Inc., Vice President and CFO of Degem Systems Ltd., an industrial public entity in the field of systems in technological trainings, Vice President and CFO of InterPharm Laboratories Ltd., then a publicly held company, NASDAQ listed pharmaceutical company, Vice President and CFO of Pecker Plada Group, an industrial public company in the field of steel and ceramic tiles, and Vice President and CFO of Periclase Dead Sea Ltd., a subsidiary of Israel Chemical Ltd. Mr. Di-nur is a certified Public Accountant and received a B.A in Economics and Accounting from Tel-Aviv University.

TSIPI KAGAN was appointed director in October 2008. Since November 2008 Ms. Kagan has served as the Chief Financial Officer of Xjet Ltd., a private company developing and manufacturing equipment for the production of solar cells. From 2003 to August 2008 Ms. Kagan has served as the Chief Financial Officer of Radvision Ltd., a communications equipment developer. From 2000 to 2003, Ms. Kagan served as the Chief Financial Officer of Phone-Or Ltd., a developer of optical microphones and sensors. From 1994 to 2000, Ms. Kagan served as a Senior Manager at Ernst & Young, Israel. Prior to joining Ernst & Young, Ms. Kagan served as a Public Accountant at Miller, Kaplan, Arase & Co., Los Angeles. Ms. Kagan holds a BA in Accounting and Economics from Tel Aviv University and a Certificate of Advanced Accounting Studies from Tel Aviv University. Ms. Kagan qualifies as an External Director under the Companies Law.

ERAN DARIEL is the co-founder, and since late 2007 has been serving as President and CEO, of XSIGHTS-Media, a software and service provider delivering fully integrated solutions to print media-owners and advertisers. From 2002 until mid 2005, Mr. Dariel served as the Executive VP & General Manager of the Lightscape Optical Network Business Unit of ECI Telecom. From 2000 until 2002, Mr. Dariel served as the President and CEO of Lightscape Networks (a wholly-owned subsidiary of ECI Telecom). From 1992 until 1999, Mr. Dariel held the following positions in the Optical Division of ECI Telecom: Director, System Architecture; AVP, Technology & System Architecture; and VP, Marketing & Business Development. Prior to joining ECI Telecom, Mr. Dariel served as a project manager at Atari Computers and at Silicom. Mr. Dariel holds an MSc. degree in Electronics and Computer Engineering from Ben Gurion University and a BSc. degree in Electronics and Computer Engineering from Ben Gurion University.

#### 6.B. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The aggregate compensation paid to VocalTec's directors and executive officers as a group during the fiscal year ended December 31, 2008 was approximately \$0.9 million in salaries, directors' fees and bonuses. No additional amounts were set aside or accrued by the Company or its subsidiaries in 2008 to provide pension retirement or similar benefits to the directors and executive officers.

During the fiscal year ended December 31, 2008, 40,000 options to purchase ordinary shares, at an exercise price per share equal to the average closing

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price of the Company's shares over the 30-day period prior to the date of approval of the options by the Company's shareholders, were granted to each of Joseph Atsmon, Yoseph Dauber, Tsipi Kagan and Robert Wadsworth, 15,385 options to purchase ordinary shares were granted to Tsipi Kagan at an exercise price per share equal to \$5.93, 8,615 options to purchase ordinary shares were granted to Tsipi Kagan at an exercise price per share equal to \$3.308, and 60,000 options to purchase ordinary shares were granted to Ilan Rosen, the Chairman of the Board, at an exercise price per share equal to the average closing price of the Company's shares over the 30-day period prior to the date of approval of the options by the Company's shareholders. The abovementioned options are exercisable for a period of twelve months following such time on which the person receiving such options ceases from being a director of the Company. During the fiscal year ended December 31, 2008, 60,000 options to purchase ordinary shares were granted to Joshua Di-nur, the Company's Chief Financial Officer, at an exercise price per share equal to \$0.26.

### 6.C. BOARD PRACTICES

The period during which our directors and senior management have each served in their respective offices is set forth in "Item 6 - Directors, Senior Management and Employees - Directors and Senior Management". There is no date of expiration of the current term of office of any of the senior management members. The expiration date of the terms of office of our directors are as follows: (a) Robert Wadsworth - at the annual shareholders meeting to be held in 2009 (at which time he may be re-appointed as a director); (b) Ilan Rosen and Eran Dariel - at the annual shareholders meeting in 2011 (at which time each of them may be re-appointed as a director); (c) Tsipi Kagan, who was elected as an external director in October 2008, will serve in such position for three years and may then be appointed for an additional three-year term as an external director; and (d) Yoseph Dauber, who was elected as an external director in August 2006, will serve in such position for three years and may then be appointed for an additional three-year term as an external director.

There are no service contracts between us or any of our subsidiaries and our directors in their capacity as directors providing for benefits upon termination of employment, except for the termination provisions included in the employment agreement of Ido Gur, our President and Chief Executive Officer, which provide for: (i) entitlement to receive salary and benefits as provided for in the employment agreement, during the 180 day notice period, (ii) the right to have options granted continue to vest in accordance with their terms during the duration of the 180 day notice period, (iii) any event that under the terms of the employment agreement causes acceleration of vesting prior to termination of employment shall indeed cause the acceleration if it takes place during the 180 day notice period, (iv) the date upon which such acceleration of vesting shall be effected shall be the date upon which the 180 day notice period would have expired as if Mr. Gur were to continue to be employed by the Company for the duration of such notice period, and (v) the exercise period after termination of employment shall be deemed to commence on the date upon which the 180 day notice period would have expired as if Mr. Gur were to continue to be employed by the Company for the duration of the notice period. Prior to the expiry of two years of continuous employment, Mr. Gur will be entitled to exercise all of his vested options during the period of up to 12 months commencing on the expiry of the 180-day notice period. After the expiry of at least two years of continuous employment, Mr. Gur will be entitled to exercise all of his vested options including the options the vesting of which was accelerated, in the period up to the expiry of 18 months commencing on the expiry of the 180 day notice period.

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In November 2005, we entered into new indemnification agreements with our directors, in which the Company undertook to indemnify the directors for the matters and in the circumstances described in such indemnification agreements, in an aggregate amount of up to \$4 million, provided that if such amount is insufficient to cover all amounts to which such persons are entitled pursuant to such undertaking of the Company, such amount shall be allocated among the indemnified persons pro rata to the amounts to which they are so entitled. All the indemnification agreements provide protection against personal liability due to an act performed or failure to act in the capacity as a director or officer. In November 2007, our Board determined that in light of the expansion of the Company's business, it is appropriate to increase the indemnification coverage under the directors and officers insurance policy from US\$5,000,000 per event and in the aggregate to US\$10,000,000 per event and in the aggregate. Such increase was approved by our shareholders at the annual shareholders meeting held on November 29, 2007.

Under the Companies Law, the board of directors of any publicly traded company must also appoint an audit committee, comprised of at least three directors, including all of the external directors, but excluding:

- o the chairman of the board of directors;
- o any controlling shareholder or a relative of a controlling shareholder; and
- o any director employed by the Company or who provides services to the Company on a regular basis.

### AUDIT COMMITTEE

Our audit committee is comprised of Yoseph Dauber, Tsipi Kagan and Eran Dariel. We believe that Mr. Dauber and Ms. Kagan qualify as audit committee financial experts (as such term is defined under the US Securities Exchange Act of 1934 (the "Exchange Act")), and that each of them and Eran Dariel qualifies as an independent director (as such term is defined under the Nasdaq rules). The purpose of the audit committee is to provide assistance to the Board of Directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting and internal control functions of VocalTec and its subsidiaries as well as complying with the legal requirements under Israeli law and the Sarbanes-Oxley Act of 2002. The following are examples of functions within the authority of the audit committee:

- o To detect irregularities in the management of our business and our internal controls procedures through, among other things, consultation with our internal and external auditors and to suggest to the board of directors methods to correct those irregularities.
- o To decide whether to approve acts or transactions involving directors, executive officers, controlling shareholders and third parties in which directors, executive officers or controlling shareholders have an interest.
- o To assist our board of directors in performing its duties to oversee our accounting and financial policies, internal controls, and financial reporting practices and to communicate on a regular basis with the company's outside auditors and review their operation and remuneration.
- o To maintain and facilitate communication between our board of directors and our financial management and auditors.

In addition, the approval of the audit committee is required to effect specified

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actions and transactions with office holders, controlling shareholders and third parties in which an office holder or controlling shareholder has a personal interest (as such term is interpreted under Israeli law).

An audit committee may not approve an action or a transaction with an office holder or a controlling shareholder or an entity in which either of them has a personal interest unless at the time of approval the two external directors are serving as members of the audit committee and at least one of the external directors is present at the meeting in which an approval is granted.

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Our audit committee usually convenes once per quarter to review the Company's quarterly financial results, and as necessary to resolve issues that are in the scope of responsibility of the committee.

Our compensation committee is comprised of Yoseph Dauber, Tsipi Kagan and Ilan Rosen, and meets several times per year regarding option grants and general compensation issues relating to our employees.

### NASDAQ EXEMPTION FOR A FOREIGN PRIVATE ISSUER

We are a foreign private issuer within the meaning of Nasdaq Marketplace Rule 5000(a)(18), since we are incorporated in the State of Israel and we meet the other criteria set forth for a "foreign private issuer" under Rule 3b-4(c) under the Exchange Act.

Pursuant to Nasdaq Marketplace Rule 5615(a)(3), a foreign private issuer may follow home country practice in lieu of certain provisions of the Nasdaq Marketplace Rule 5600 series and certain other Nasdaq Marketplace Rules. Please see ITEM 16.G - "Corporate Governance" for a description of the manner in which we rely upon home country practice in lieu of Nasdaq listing requirements.

### 6.D. EMPLOYEES

As of December 31, 2008, we employed 48 full-time employees and 4 part-time employees, of which 24 were employed in research and development, 18 were employed in sales and marketing, 9 were employed in general and administrative, and 1 was employed in operations. All of these employees were based in our facilities in Israel. As of December 31, 2007, we employed 60 full-time employees and 4 part-time employees, of which 33 were employed in research and development, 20 were employed in sales and marketing, 9 were employed in general and administrative, and 2 were employed in operations. All of these employees were based in our facilities in Israel. As of December 31, 2006, we employed 72 full-time employees and 3 part-time employees, of which 39 were employed in research and development, 21 were employed in sales and marketing, 11 were employed in general and administrative, and 4 were employed in operations. Of these employees, 73 were based in our facilities in Israel, 1 in Singapore and 1 in Europe.

We believe that our relations with our employees are good. Neither our employees nor we are parties to any collective bargaining agreements, except for provisions of such agreements that are applicable to the industry in which the Company is engaged by virtue of expansion orders of the Israeli Ministry of Labor and Welfare issued under applicable Israeli laws.

### 6.E. SHARE OWNERSHIP

As of May 11, 2009, each of the individuals listed in "Item 6 - Directors,

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Senior Management and Employees - Directors and Senior Management" beneficially owned less than 1% of our ordinary shares, and each such person's individual share ownership has not been previously disclosed to shareholders or otherwise made public. Mr. Gur has been granted options to purchase 1,106,400 ordinary shares of the Company, which constitutes as of May 11, 2009, 19.4% of the Company's outstanding ordinary shares, at the following exercise prices: \$0.50 per share with respect to 442,560 options, \$1.00 per share with respect to 442,560 options, and \$3.00 per share with respect to 221,280 options. The number of options to vest is allocated as follows: 40% to the options with an exercise price of \$0.50, 40% to the options with an exercise price of \$1.00, and 20% to the options with an exercise price of \$3.00. 25% of the total amount granted shall vest and become exercisable twelve (12) months after the date of the grant, and 6.25% of the total amount granted shall vest and become exercisable every three (3) months (quarter) thereafter for twelve (12) quarters, in each case, provided that Mr. Gur continues to be employed by the Company at the applicable date of vesting, which period of employment includes the 180 day notice period. The options are subject to certain acceleration events provided for in Mr. Gur's employment agreement and option agreement. Prior to the expiry of two years of continuous employment, Mr. Gur will be entitled to exercise all of his vested options during the period of up to 12 months commencing as of the expiry of the 180 day notice period. After the expiry of at least two years of continuous employment, Mr. Gur will be entitled to exercise all of his vested options including the options the vesting of which was accelerated, in the period up to the expiry of 18 months commencing as of the expiry of the 180 day notice period.

On February 15, 2006, we filed with the U.S. Securities and Exchange Commission a registration statement on Form S-8, pursuant to which we registered for resale all of the shares underlying our amended 2003 Master Stock Option Plan that had not been registered previously. As of the date hereof, the Company has registered for resale an aggregate of 1,038,462 (reflecting the 1-for-13 reverse split effected on November 25, 2005) ordinary shares that have been or may in the future be granted under the Company's option plans. Options generally have a term of seven (7) years. However, options granted prior to December 13, 2005 have a term of ten (10) years. Earlier termination may occur if the employee's employment with us is terminated or if certain corporate changes or transactions occur. Our board of directors determines the grant and the exercise price at the time the options are granted upon recommendation of the Compensation Committee.

The Company's shareholders approved at the extraordinary general meeting of shareholders held on April 11, 2007, an annual increase of the number of ordinary shares underlying the Company's 2003 Amended Master Stock Option Plan by such number of ordinary shares that shall equal 3% of the issued and outstanding share capital of the Company, on a fully diluted basis, at the time of the relevant increase, starting in 2008 (each such increase to be effected immediately following the annual general meeting of the Company's shareholders in the relevant year). Such 3% increase replaced in 2008 the previous annual increase of 180,000 shares that was approved by the Company's shareholders at the annual general meeting held on August 21, 2006 (which was in effect for 2007).

The exercise price per share is determined by the Board, or the Compensation Committee, and is usually granted at the approximate fair market value of the shares on the date of grant, as determined by the closing price of our ordinary shares as reported by Nasdaq on the business day prior to the date of grant.

Each stock option agreement specifies the date and period over which the option

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becomes exercisable. Options granted by us to employees generally vest over a period of four years, either in equal quarterly installments of 6.25% of the option shares, starting three months after the date of grant, or 25% of the option shares are vested one year following the option grant, and the remaining 75% vest in equal quarterly installments of 6.25% over the remaining three years. Vesting of options granted to employees is conditional upon the grantee remaining continuously employed by VocalTec or its subsidiaries.

### ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

#### 7.A. MAJOR SHAREHOLDERS

The following table sets forth, as of May 11, 2009, the number of our ordinary shares, which constitute our only voting securities, beneficially owned by (i) all shareholders known to us to own more than five percent (5%) of our outstanding ordinary shares, and (ii) all of our directors and executive officers as a group.

NAME AND ADDRESS -----	ORDINARY SHARES BENEFICIALLY OWNED	
	NUMBER	PERCENT
HarbourVest International Private Equity Partners III - Direct Fund L.P. (1)	1,218,444	21.37%
Neuberger Berman, LLC (2)	999,937	17.53%
The Israeli Aircraft Industries Workers' Provident Fund (3)	420,000	7.36%
Various entities affiliated with Apex (4)	416,675	7.31%
Officers and directors as a group (7 persons) (5)	89,401	1.57%

- (1) Includes 88,000 ordinary shares underlying outstanding warrants that are currently exercisable.
- (2) Neuberger Berman, LLC and Neuberger Berman Management Inc. stated in a Schedule 13G filed by them with the SEC on February 13, 2009 that (i) they are deemed to be the beneficial owners of the shares listed above since they have shared power to make decisions whether to retain or dispose of such shares, and in certain cases they also have the power to vote these shares, and (ii) Neuberger Berman, LLC and Neuberger Berman Management Inc. serve as a sub-adviser and investment manager, respectively, of Neuberger Berman's various mutual funds, which hold such shares in the ordinary course of their business and not with the purpose nor with the effect of changing or influencing the control of the Company.
- (3) Includes 180,000 ordinary shares underlying outstanding warrants that are currently exercisable.
- (4) Includes 360,000 ordinary shares underlying outstanding warrants that are currently exercisable.
- (5) Represents 89,401 ordinary shares underlying outstanding options that are either currently exercisable or will become exercisable within 60 days of the date hereof.

On March 2, 2009, the Company purchased an aggregate of 1,673,549 of our shares, constituting approximately 22.7% of our issued and outstanding share capital immediately prior to such purchase, from our largest shareholder as of such date, Cisco Systems International B.V. As a result of such purchase, the purchased shares became dormant shares, conferring no rights on the Company, and the amount of our outstanding shares has decreased by such number of purchased shares, resulting in the holdings of our major shareholders listed above increasing significantly.

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Our major shareholders do not have different voting rights from each other or from other shareholders.

To our knowledge, (A) we are not directly or indirectly owned or controlled (i) by another corporation or (ii) by any foreign government or (iii) by any other natural or legal persons and (B) there are no arrangements, the operation of which may at a subsequent date result in a change in control of VocalTec.

For information as to the portion of each class of securities held in the United States and the number of record holders see "Item 9 - The Offer and Listing".

### 7.B. RELATED PARTY TRANSACTIONS

None.

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### 7.C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

## ITEM 8. FINANCIAL INFORMATION

### 8.A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

Our consolidated financial statements are set forth in Item 18 of this document.

#### EXPORT SALES

Export sales of VocalTec in 2008 were \$5.7 million or 94% of sales compared with export sales in 2007 which were \$5.6 million or 98% of sales, and with \$6.7 million or 93% of sales in 2006.

#### LEGAL PROCEEDINGS

From time to time, we are involved in various routine legal proceedings incidental to the ordinary course of our business. We do not believe that the outcome of these pending legal proceedings will have a material adverse effect on our business or consolidated financial condition or profitability. For additional information, see note 8b. to the attached consolidated Financial Statements.

#### DIVIDENDS

We have never declared or paid cash dividends on the ordinary shares. We intend to retain our earnings for future growth and therefore do not anticipate paying any cash dividends in the foreseeable future.

### 8.B. SIGNIFICANT CHANGES

Except as disclosed elsewhere in this annual report, there have been no other significant changes since December 31, 2008.

## ITEM 9. THE OFFER AND LISTING

### 9.A. OFFER AND LISTING DETAILS

Through May 11, 2009, for the periods indicated, the high and low reported



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trading prices on the close of trading of our ordinary shares as reported by Nasdaq were as follows:

	HIGH -----	LOW -----
2004	6.90	1.06
2005	24.7	3.45
2006	10.95	3.07
2007	4.09	0.82
2008	0.79	0.15
2007		
First Quarter	4.09	3.10
Second Quarter	3.61	2.63
Third Quarter	3.19	1.99
Fourth Quarter	2.15	0.82
2008		
First Quarter	0.79	0.37
Second Quarter	0.65	0.45
Third Quarter	0.52	0.22
Fourth Quarter	0.33	0.15
MOST RECENT SIX MONTHS		
December 2008	0.27	0.15
January 2009	0.22	0.18
February 2009	0.37	0.18
March 2009	0.41	0.29
April 2009	0.45	0.33
May 2009 (through May 24, 2009)	0.55	0.41

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As of May 21, 2009, 5,702,815 of our ordinary shares were issued and outstanding. At such date, the last reported sale price of the ordinary shares was \$0.41 per share, and the ordinary shares were held by 255 record holders. Of those 255 record holders, 28 are shown on our records as having United States addresses. We believe that as of April 20, 2009 approximately 88.59% of our outstanding ordinary shares were held in the United States.

### 9.B. PLAN OF DISTRIBUTION

Not applicable.

### 9.C. MARKETS

Our ordinary shares were initially quoted on the Nasdaq National Stock Market on February 7, 1996 under the symbol "VOCLF," which was changed to "VOCL" on April 20, 1999. Our ordinary shares were quoted on the Nasdaq Stock Market from October 17, 2000 until December 2002, under the symbol "VOCL". In December 2002, we transferred to the Nasdaq Capital Market (formerly: Nasdaq SmallCap), in July 2003 we transferred back to the Nasdaq National Market and in April 2005, due to the fact that we no longer satisfied the minimum stockholders' equity continued listing requirement of the Nasdaq National Market, we transferred back to the Nasdaq Capital Market, where our shares continue to be listed under the trading symbol VOCL. In August 2005, we were notified by Nasdaq Capital Market that we were not in compliance with its minimum stockholders' equity standard listing

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requirements. On November 25, 2005, following the consummation of the transaction with Tdsoft, and in order for our shares to continue to be listed on the Nasdaq Capital Market, we effected a 1-for-13 reverse split of our issued and outstanding share capital, resulting in the par value of our ordinary shares being increased to NIS 0.13 per share. On November 28, 2005, the Nasdaq Capital Market informed us that we complied with all initial listing requirements of the Nasdaq Capital Market. Our shares traded on the Nasdaq Capital Market under the symbol "VOCLD" from November 28, 2005 through December 27, 2005 and under the symbol "VOCL" since December 28, 2005. On February 5, 2008, the Nasdaq Capital Market sent us a Staff Deficiency Letter, indicating that we have failed to comply with the minimum bid price requirement for continued listing set forth in Nasdaq's old Marketplace Rule 4320(e)(2)(E)(ii) (which has recently been changed to Nasdaq Marketplace Rule 5550(a)(2)). The letter provided that we have until August 4, 2008 to regain compliance, i.e., that the bid price of our shares close at \$1.00 per share or more for a minimum of 10 consecutive business days during the period ending on August 4, 2008. We did not succeed in complying with such requirement by August 4, 2008. According to a letter received from the Nasdaq Capital Market on August 7, 2008, we were not eligible for an additional 180-calendar day compliance period (since we did not meet the Nasdaq Capital Market initial listing criteria set forth in old Marketplace Rule 4310(c)) (which has recently been moved to various rules upon Nasdaq's revision of its Marketplace Rules). We requested a hearing on the determination to suspend trading of our shares before a Nasdaq Listing Qualifications Panel. Such hearing was scheduled for October 2, 2008 and at such time we requested to postpone it until after the Extraordinary General Meeting of our shareholders was scheduled to be held (October 16, 2008) in which our shareholders were going to be asked to authorize a reverse split of our shares which would have resulted in our share price reaching the minimum bid price requirement for continued listing. We anticipated that as a result, the scheduled hearing would be rendered unnecessary. Our request for such postponement was not granted, and further to the hearing which was held on October 2, 2008, we proceeded with the Extraordinary General Meeting of our shareholders which was eventually held on October 16, 2008. At the Extraordinary General Meeting, our shareholders authorized our management to affect a reverse stock split to such extent that will be determined by our management to be necessary to enable us to comply with the foregoing listing requirement of the Nasdaq Capital Market; however, before the final ratio of the reverse stock split was determined by our management based on the closing price of the Company's shares on the Nasdaq Capital Market on the day of the Extraordinary General Meeting, we were informed by Nasdaq that Nasdaq has extended its suspension of the rules requiring a minimum \$1.00 closing bid price and a minimum market value of publicly held shares. Enforcement of these rules is scheduled to resume on July 19, 2009.

### 9.D. SELLING SHAREHOLDERS

Not applicable.

### 9.E. DILUTION

Not applicable.

### 9.F. EXPENSES OF THE ISSUE

Not applicable.

## ITEM 10. ADDITIONAL INFORMATION

### 10.A. SHARE CAPITAL

Not applicable

10.B. MEMORANDUM AND ARTICLES OF ASSOCIATION

VocalTec is a public company organized in the State of Israel under the Companies Law. We are registered with the Registrar of Companies of the State of Israel and have been assigned company number 52-004262-3.

OBJECTS AND PURPOSES

The objects and purposes of our company are to engage in any legal occupation and/or business.

RIGHTS, PREFERENCES AND RESTRICTIONS UPON SHARES

Our Articles of Association authorize one class of shares, which are our ordinary shares. We may declare a dividend to be paid to the holders of our ordinary shares according to their rights and interests in our profits. Our board may declare interim dividends and a final dividend for any fiscal year only out of retained earnings, or earnings derived over the two most recent fiscal years, whichever is higher. The Companies Law and our articles provide that our board may declare and pay dividends (subject to certain limitations) without any further action by our shareholders. All unclaimed dividends may be invested or otherwise used by the board for our benefit until those dividends are claimed. In the event an unclaimed dividend is claimed, only the principal amount of the dividend will be paid to the person entitled to the dividend. Subject to the creation of any special rights regarding the distribution of dividends, any dividends we declare will be distributed to shareholders in proportion to their holdings.

If we liquidate, after satisfying liabilities to creditors, our assets will be distributed to the holders of ordinary shares in proportion to their holdings.

Holders of ordinary shares have one vote for each paid-up ordinary share on all matters submitted to a vote of our shareholders. These voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

Our articles provide that directors are elected by an ordinary resolution of a general meeting of our shareholders. Our ordinary shares do not have cumulative voting rights in the election of directors. Accordingly, the holders of ordinary shares representing more than 50% of the voting power in our company have the power to elect all directors. However, our board of directors (other than the external directors) is divided into three classes, the members of each of which are elected until the annual general meeting of our shareholders held in the third year after their appointment.

We may, subject to the applicable provisions of the Companies Law, issue redeemable shares and subsequently redeem them. In addition, our board may make calls upon shareholders in respect of any sum, which has not been paid up in respect of any shares held by those shareholders.

Under the Companies Law, the disclosure requirements that apply to an office holder and are described below under "Approval of Related Party Transactions Under Israeli Law" also apply to a controlling shareholder of a public company. A shareholder that holds more than 50% of the voting rights in a public company is deemed to be a controlling shareholder. A shareholder that holds more than 25% of the voting rights in a public company may also be deemed to be a controlling shareholder, for purposes of approval of certain related party transactions, if there is no other shareholder holding more than 25% of the

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voting rights at such time. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, and the terms of compensation of a controlling shareholder who is an office holder, require the approval of the audit committee, the board of directors and the shareholders of the company, in such order, provided that either (i) the shareholder approval includes the approval of the holders of at least one third of the shares of shareholders having no personal interest in the transaction who vote at the meeting (abstained votes are disregarded), or (ii) the total number of shares of shareholders having no personal interest in the transaction who vote against the transaction does not exceed one percent of the aggregate voting rights in the company.

The Companies Law also requires a shareholder to act in good faith towards a company in which he holds shares and towards other shareholders and to refrain from abusing his power in the company, including in connection with the voting at a shareholders' meeting on:

- o Any amendment to the Articles of Association;
- o An increase in the company's authorized capital;
- o A merger; or
- o Approval of certain transactions with control persons and other related parties, which require shareholder approval.

A shareholder has the general duty to refrain from depriving other shareholders of their rights. Any controlling shareholder, any shareholder that knows that it possesses the power to determine the outcome of a shareholder vote and any shareholder that, under the provisions of the Articles of Associations, has the power to appoint an office holder in the company, is under a duty to act in fairness towards the company. The Companies Law does not describe the substance of this duty (except by providing that the remedies generally available upon a breach of contract will be available also in the event of a breach of the duty to act with fairness) and such substance has not yet been adjudicated by Israeli courts.

### MODIFICATIONS OF SHARE RIGHTS

Under our Articles of Association, the rights attached to any class may be varied by adoption of the necessary amendment of the articles, provided that the holders of shares of the affected class approve the change by a class meeting in which the holders of at least 75% of the voting power represented at the meeting and voting on the issue approve the change. Our articles differ from the Companies Law in this respect as under the law, changes in the rights of shareholders require the consent of more than 50% of the voting power of the affected class represented at the meeting and voting on the change.

### SHAREHOLDERS MEETINGS AND RESOLUTIONS

We are required to hold an annual general meeting of our shareholders once every calendar year, but no later than 15 months after the date of the previous annual general meeting. All meetings other than the annual general meeting of shareholders are referred to as extraordinary general meetings. Extraordinary general meetings may be called by our board whenever it sees fit, at such time and place, within or without the State of Israel, as the board may determine. In addition, the Companies Law provides that the board of a public company is

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required to convene an extraordinary meeting upon the request of (a) any two directors of the company or one quarter of the company's board of directors or (b) one or more shareholders holding, in the aggregate, (i) at least five percent of the outstanding shares of the company and at least one percent of the voting power in the company or (ii) at least five percent of the voting power in the company.

The quorum required for a meeting of shareholders consists of at least two shareholders present in person or by proxy who hold or represent in the aggregate at least 33.3% of our issued share capital. A meeting adjourned for lack of a quorum is adjourned to the same day in the following week at the same time and place or any time and place as the chairman of the meeting determines. At such reconvened meeting, the required quorum consists of any two shareholders present in person or by proxy.

Notwithstanding the foregoing, our articles provide that a resolution in writing signed by all our shareholders then entitled to attend and vote at general meetings or to which all such shareholders have given their written consent (by letter, telegram, facsimile or otherwise) shall be deemed to have been unanimously adopted by a duly convened general meeting.

Our articles enable our board to fix a record date to allow us to determine the shareholders entitled to notice of, or to vote at, any general meeting of our shareholders. The record date may not be more than 40 days and not less than four days before the date of the meeting. Each shareholder of record as of the record date determined by the board may vote the shares then held by that shareholder unless all calls and other sums then payable by the shareholder in respect of its shares have not been paid.

### LIMITATION ON OWNERSHIP OF SECURITIES

The ownership and voting of our ordinary shares by non-residents of Israel are not restricted in any way by our articles or by the laws of the State of Israel, except for shareholders who are subjects of countries that are enemies of the State of Israel.

### MERGERS AND ACQUISITIONS; TENDER OFFERS; ANTI-TAKEOVER PROVISION

The Companies Law includes provisions allowing corporate mergers. These provisions require that the board of directors of each company that is party to the merger approve the transaction. In addition, the shareholders of each company must approve the merger by a vote of the majority of the company's shares, present and voting on the proposed merger at a shareholders' meeting, called on at least 35 days' prior notice. In determining whether the requisite majority has approved the merger, shares held by the other party to the merger or any person holding at least 25% of such other party, are excluded from the vote. If the merger would have been approved but for the exclusion of the votes of certain shareholders as provided above, a court may still approve the merger upon the request of holders of at least 25% of the voting rights of a company, if the court holds that the merger is fair and reasonable, taking into account the valuation of the parties to the merger and the consideration offered to the shareholders. Upon the request of a creditor of either party to the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that, as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger, and the court may also provide instructions to assure the rights of creditors. In addition, a merger may not be completed unless at least 50 days have elapsed from the date that a notice of the merger was filed with the Israel Registrar of Companies and at least 30 days have elapsed from the date that shareholder approval of both merging companies was obtained. Notwithstanding the foregoing, a merger is not subject to shareholders approval if (i) the target company is a wholly-owned subsidiary of the acquiring company and (ii) the

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acquiring company is issuing to the shareholders of the target company up to 20% of its share capital and no person will become, as a result of the merger, a control person, subject to certain limitation relating to the counting of the votes, at a meeting of the shareholders of a company that is a party to the merger, of any entity or person that is either the other party to the merger or a control person thereof.

The Companies Law also provides that, except in certain circumstances set forth in the Companies Law, the acquisition of shares in a public company must be made by means of a special tender offer if, as a result of the acquisition, the purchaser would become a 25% shareholder of the company. The rule does not apply if there already is another 25% shareholder of the company. Similarly, the law provides that an acquisition of shares in a public company must be made by means of a special tender offer if, as a result of the acquisition, the purchaser would become a 45% shareholder of the company, unless there already is a 45% shareholder of the company. These requirements do not apply if, in general, the acquisition (1) was made in a private placement that received the approval of the company's shareholders; (2) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, or (3) was from a 45% or greater shareholder of the company which resulted in the acquirer becoming a 45% or greater shareholder of the company. The tender offer must be extended to all shareholders, but the offeror is not required to purchase more than 5% of the company's outstanding shares, regardless of how many shares are tendered by shareholders (if more shares are tendered than proposed by the purchaser to be purchased, the purchaser will purchase from all tendering shareholders the amount of shares proposed to be purchased, on a pro rata basis). The tender offer may be consummated only if (i) at least 5% of the company's outstanding shares will be acquired by the offeror, and (ii) the number of shares tendered in the offer exceeds the number of shares, the holders of which objected to the offer.

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In addition, the Companies Law provides that if, following any acquisition of shares of a public company, the purchaser would hold 90% or more of the shares of the company, such acquisition must be made by means of a full tender offer for all of the target company's shares. An acquirer who wishes to eliminate all minority shareholders must do so by means of a full tender offer and acquire such amount of shares that will cause him to hold more than 95% of the outstanding shares of the target company. If less than 5% of the outstanding shares are not tendered, all of the shares that the acquirer offered to purchase will be transferred to the acquirer by operation of law. The Companies Law provides for appraisal rights if any shareholder files a request in court within three months following the consummation of a full tender offer. If more than 5% of the outstanding shares are not tendered in the full tender offer, the acquirer may not acquire tendered shares if by doing so the acquirer would own more than 90% of the outstanding shares of the target company.

Our Articles of Association contain provisions that could delay, defer or prevent a change in our control. These provisions include advance notice requirements and a staggered board. Under the advance notice requirements, shareholders seeking to propose items for inclusion on the agenda for a general meeting of shareholders, must submit those items in writing to our corporate secretary not less than 60 days (or not less than 90 days for the nomination of candidates for election of directors) and not more than 120 days prior to the particular meeting. The staggered board provisions of our articles are described above under "Item 6.C - Directors, Senior Management and Employees - Board Practices"

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### BOARD PRACTICES

Under our Articles of Association, our board can, at its discretion, cause the Company to borrow money or secure the payment of any sum upon terms and conditions it deems fit. The board can utilize this power through various methods, including the issuance of bonds or debentures, or mortgages, charges or other securities on the whole of the Company or any part of it.

Our directors are not subject to any age limit requirement, nor are they disqualified from serving on the board because of a failure to own VocalTec shares.

Under our Articles of Association, our board of directors (other than external directors) is classified into three classes. Each class has a nearly equal number of directors, as determined by the board of directors. Currently, our directors are classified into two classes. The terms for these classes of directors will expire at the annual shareholder meetings in 2009 and 2011. At each shareholders' meeting, the successors of each class of directors whose term expired are elected to hold office for a term expiring at the annual shareholders meeting held in the third year following the year of their election. The staggered board structure may not be amended without the approval of the greater of (i) holders of not less than 75% of the voting power represented at a shareholders' meeting in person or by proxy and voting thereon, or (ii) holders of a majority of the outstanding voting power of all shares of the Company.

A recent change to the Companies Law requires that every candidate for the position of board member of a public company fill out a qualification statement prior to the submission of his/her appointment as a director of the company to the approval of the company's shareholders, and further requires from each of the directors already in office at the effective time of this change to the Companies Law, to fill out the qualification statement prior to the first annual general meeting of shareholders of the company, which is to take place after the effective date of this change. Such qualification statement shall provide that the candidate possesses the necessary qualifications and has the ability to dedicate the appropriate time for the purpose of performing his/her service as a director in the company.

### EXTERNAL DIRECTORS

We are subject to the provisions of the Companies Law. Under the Companies Law, companies incorporated under the laws of the State of Israel whose shares have been offered to the public in or outside of Israel are required to appoint at least two external directors. Certain regulations promulgated under the Companies Law set out the conditions and criteria for a director qualifying as having a "financial and accounting expertise" or a "professional qualification". A director with financial and accounting expertise is a director who, due to his education, experience and skills, possesses capabilities relating to and an understanding of business and accounting matters and financial statements, which enable him to understand in depth the company's financial statements and to initiate a debate regarding the manner in which the company's financial information is presented. A director who meets a professional qualification is a director who satisfies one of the following requirements: (i) the director holds an academic degree in either economics, business administration, accounting, law or public administration, (ii) the director either holds another academic degree or has obtained other higher education in the company's primary field of business or in an area that is relevant to his position, (iii) the director has at least five (5) years of experience serving in one of the following capacities or an aggregate of at least five (5) years of experience in two or more of the following capacities: (a) a senior business management position of a company with a substantial scope of business, (b) a senior position in the primary field of business of the company or (c) a senior public administration position. A

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proposed external director must submit to the company a declaration as to his or her compliance with the requirements for his or her election as an external director (including with respect to such person's financial and accounting expertise or professional qualification). At least one of the external directors should have a "financial and accounting expertise" and the other external directors should have a "professional qualification". The board of directors should determine the minimum number of directors who should have financial and accounting expertise in addition to at least one external director. In determining such number, the board of directors shall consider, among other things, the type and size of the company and the scope and complexity of its operations. The Companies Law provides that a person may not be appointed as an external director if the person or the person's relative, partner, employer or any entity under the person's control, has, as of the date of the person's appointment to serve as external director, or had, at any time during the two years preceding that date, any affiliation with the company, any entity controlling the company or any entity controlled by the company or by the controlling entity of the company. The term "affiliation" includes:

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- o an employment relationship;
- o a business or professional relationship maintained on a regular basis;
- o control; and
- o service as an office holder (other than as a director that has been appointed as an external director of a company that is intending to consummate its initial public offering).

"Office holder" is defined as a director, general manager, chief business manager, deputy general manager, vice general manager, executive vice president, vice president, other manager directly subordinate to the general manager or any other person assuming the responsibilities of any of the foregoing positions, without regard to such person's title.

In addition, no person can serve as an external director if the person's position or other business activities create, or may create, a conflict of interest with the person's responsibilities as an external director or may otherwise interfere with the person's ability to serve as an external director. Until the lapse of two years from termination of office, a company may not engage a former external director to serve as an office holder and cannot employ or receive services from that person, either directly or indirectly, including through a corporation controlled by that person.

External directors are to be elected by a majority vote at a shareholders' meeting, provided that either (i) the shareholder approval includes the approval of the holders of at least one third of the shares of non-controlling shareholders who vote at the meeting or (b) the total number of shares of non-controlling shareholders who vote against the transaction does not exceed one percent of the aggregate voting rights in the company.

The initial term of an external director is three years, and he or she may be reelected to one additional term of three years. External directors may be removed from office only by the same percentage of shareholders as is required for their election, or by a court, and then only if the external directors cease to meet the statutory qualifications for their appointment or if they violate their duty of loyalty to the company. If an external directorship becomes vacant, our board of directors is required under the Companies Law to call a



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shareholders' meeting immediately to appoint a new external director. Each committee of a company's board of directors that has the power to exercise discretion of the board is required to include at least one external director, and all external directors have to be members of the company's audit committee. If at the time of appointment of an external director all of the members of the board of directors are of one gender, the appointed external director must be of the other gender.

External directors are entitled to compensation as provided in regulations promulgated under the Companies Law and are otherwise prohibited from receiving any other compensation, directly or indirectly, from the company.

### INDEPENDENT DIRECTORS

We are subject to the rules of Nasdaq applicable to listed companies. Under the Nasdaq rules, a majority of our board of directors must be comprised of independent directors and we are required to appoint a minimum of three independent directors. The independence standard under the Nasdaq rules excludes current employees, former employees of a company or of any of its affiliates for a period of three years after cessation of employment, as well as any immediate family member of an executive officer of a company or of any of its affiliates. All of our current directors meet the independence standards of the Nasdaq rules and we currently comply with the foregoing requirements.

In addition, a recent change to the Companies Law allows us to include in our Articles of Association a provision indicating the number of independent directors who shall serve on our board of directors. The independence standard of an independent director under the Companies Law refers to the standard under the Companies Law of an external director (see description above), whose nomination shall have been approved by the audit committee, and who shall not have served as a director in a company for a period exceeding nine consecutive years. Alternatively, we may include in our Articles of Association a provision regarding the number of independent directors, which provision shall state that if there is no controlling shareholder in the company, the majority of the board of directors shall be comprised of independent directors (including the external directors) and if there is a controlling shareholder in the company, then at least one third of the board of directors shall be comprised of independent directors.

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The Companies Law restricts a company from appointing its independent directors as officers, employees or service providers, whether directly or indirectly, including through an independent director's wholly-owned corporation, unless two years have passed since the termination of his position as an independent director in the company.

We have not yet amended our Articles of Association so as to include either of the aforementioned provisions.

### AUDIT COMMITTEE

See "Item 6.C - Directors, Senior Management and Employees - Board Practices".

### INTERNAL AUDITOR

The Companies Law also requires us to appoint an internal auditor nominated by the audit committee. The role of the internal auditor is to examine, among other matters, whether the company's actions comply with the law and orderly business

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procedure. Under the Companies Law, the internal auditor may not be an interested party, an office holder or an affiliate, or a relative of an interested party, nor may the internal auditor be the company's independent accountant or its representative. The firm of Brukner Ingber has acted as the company's internal auditor since October 2000.

### APPROVAL OF RELATED PARTY TRANSACTIONS UNDER ISRAELI LAW

The Companies Law imposes a duty of care and a duty of loyalty on all of a company's office holders (as defined under "External Directors" above), including directors and executive officers. The duty of care requires an office holder to act with the level of care that a reasonable office holder in the same position would have acted under the same circumstances. The duty of loyalty generally requires an office holder to act in good faith and for the benefit of the company.

The Companies Law requires that an office holder of a company promptly disclose any personal interest that he may have and all related material information known to him, in connection with any existing or proposed transaction contemplated by the company. Once an office holder complies with these disclosure requirements, the board of directors may approve a transaction between the company and the office holder, or a third party in which an office holder has a personal interest, unless the Articles of Association provide otherwise.

A transaction that is adverse to the company's interest cannot be approved. If the transaction is an extraordinary transaction under the Companies Law, then, in addition to any approval stipulated by the Articles of Association, it also requires audit committee approval before board approval and, in certain specified circumstances, subsequent shareholder approval.

Under the Companies Law, the disclosure requirements that apply to an office holder also apply to a controlling shareholder of a public company. A controlling shareholder includes a shareholder that holds 25% or more of the voting rights in a public company if no other shareholder owns more than 50% of the voting rights in the company. A shareholder that holds more than 25% of the voting rights in a public company may also be deemed to be a controlling shareholder, for purposes of approval of certain related party transactions, if there is no other shareholder holding more than 25% of the voting rights at such time. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, and the terms of compensation of a controlling shareholder who is an office holder, require the approval of the audit committee, the board of directors and the shareholders of the company, provided that either (i) the shareholder approval includes the approval of the holders of at least one third of the shares of shareholders having no personal interest in the transaction who vote at the meeting (votes abstained are disregarded) or (ii) the total number of shares of shareholders having no personal interest in the transaction who vote against the transaction does not exceed one percent of the aggregate voting rights in the company.

Under the Companies Law, the entering by a company into a contract with a non-controlling director as to the terms of his office requires the approval of the board of directors followed by the approval of the shareholders of the company, and in a public company, the transaction requires the approval of the audit committee followed by the approval of the board of directors and the shareholders of the company.

A director who has a personal interest in the approval of a transaction that is submitted to approval of the audit committee or the board of directors shall not be present during the deliberations and shall not take part in the voting of the audit committee or of the board of directors on such transaction. Notwithstanding the above, a director may be present at a deliberation of the

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audit committee and the board of directors and may take part in the voting, if the majority of the members of the audit committee or the board of directors, as the case may be, have a personal interest in the approval of the transaction, in which case the transaction shall also require the approval of the shareholders of the company.

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### EXEMPTION, INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### EXEMPTION

Under the Companies Law, an Israeli company may not exempt an office holder from liability with respect to a breach of his duty of loyalty, but may exempt in advance an office holder from his liability to the company, in whole or in part, with respect to a breach of his duty of care (other than with respect to a breach of duty of care with respect to the distribution of a dividend or redemption of the company's securities). Under the Companies Law, a company may not indemnify an office holder, nor enter into an insurance contract that would provide coverage for any monetary liability incurred as a result of any of the following:

- o a breach by the office holder of his duty of loyalty, unless the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- o a breach by the office holder of his duty of care, if such breach was done intentionally or in disregard of the circumstances of the breach or its consequences, other than a breach committed solely by negligence;
- o any act or omission done with the intent to derive an illegal personal benefit; or
- o any fine levied against the office holder as a result of a criminal offense.

#### OFFICE HOLDER INSURANCE

Our Articles of Association provide that, subject to the provisions of the Companies Law, we may enter into a contract for the insurance of the liability of any of our office holders with respect to:

- o a breach of his duty of care to us or to another person;
- o a breach of his duty of loyalty to us, provided that the office holder acted in good faith and had reasonable cause to assume that his act would not prejudice our interests; or
- o a financial liability imposed upon him in favor of another person concerning an act performed by him in his capacity as an office holder.

#### INDEMNIFICATION OF OFFICE HOLDERS

Our Articles of Association provide that we may indemnify an office holder against:

- o a financial liability imposed on him in favor of another person by any

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judgment, including a settlement or an arbitrator's award approved by a court concerning an act performed in his capacity as an office holder;

- o reasonable litigation expenses, including attorneys' fees, expended by the office holder or charged to him by a court, in proceedings we institute against him or instituted on our behalf or by another person, or in a criminal charge from which he was acquitted, or in which he was convicted of an offence that does not require proof of criminal intent; or
- o reasonable litigation expenses, including attorneys' fees, expended by the office holder as a result of an investigation or proceeding instituted against him by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment (as defined in the Companies Law) was filed against such office holder as a result of such investigation or proceeding, and (ii) no financial liability as a substitute for the criminal proceeding (as defined in the Companies Law) was imposed upon him as a result of such investigation or proceeding or if such financial liability was imposed, it was imposed with respect to an offence that does not require proof of criminal intent.

Under the Companies Law, our Articles of Association may also include a provision authorizing us to grant in advance an undertaking to indemnify an office holder, provided that the undertaking is limited to such events which the board of directors shall deem to be likely to occur in light of the operations of the Company at the time that the undertaking to indemnify is made and for such amounts or criteria which the board of directors may, at the time of the giving of such undertaking to indemnify, deem to be reasonable under the circumstances. Such undertaking shall set forth such events which the board of directors shall deem to be likely to occur in light of the operations of the Company at the time that the undertaking to indemnify is made, and the amounts and/or criteria which the board of directors may, at the time of the giving of such undertaking to indemnify, deem to be reasonable under the circumstances; and a provision authorizing us to retroactively indemnify an office holder.

### REQUIRED APPROVALS

In addition, under the Companies Law, indemnification of, and procurement of insurance coverage for our office holders must be approved by our audit committee and our board of directors and, with respect to directors, by our shareholders.

### THRESHOLD FOR DISCLOSURE OF SHARE OWNERSHIP

We are subject to the rules of the US Securities and Exchange Commission, and our shareholders are subject to the requirements under Section 13 of the Exchange Act with respect to disclosure of their holding percentage in the Company. Under such Section and the rules promulgated thereunder, each of our shareholders that owns 5% or more of our outstanding share capital must file with the US Securities and Exchange Commission a form disclosing such shareholder's holding percentage and certain other information (and provide us with a copy of such form).

### CERTAIN LISTING REQUIREMENTS OF NASDAQ

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We are not in compliance with Nasdaq Marketplace Rules 5605(e)(2) (requiring companies to adopt a formal written charter or board resolution addressing the company's nominations process), 4350(c)(2) (Regularly scheduled meetings of the company's independent directors) and 5635(c) (Regarding the establishment of or a material amendment to a stock option or purchase plan or other equity compensation arrangement). Under Israeli law, the nominations process is conducted by the full board of directors. Similarly, under Israeli law all matters that are subject to the approval of a company's board of directors are discussed by the full board of directors. Finally, under Israeli law, the board of directors has the authority to establish stock option or purchase plans or other equity compensation arrangements, and to adopt material amendments to such plans.

### 10.C. MATERIAL CONTRACTS NOT IN THE ORDINARY COURSE OF BUSINESS

- o In July 2008, the Company consummated the sale of 11 patents and certain patent-related rights, for an aggregate consideration of \$12.5 million. The sold patents consisted of nine US patents, one Israeli patent and one Australian patent. Upon consummation of the sale, we were granted a geographically unlimited, non-exclusive license to use the sold patents and other patent-related rights in connection with the development and marketing of our products.
- o In December 2008, the Company consummated the sale of four patents and certain patent-related rights, for an aggregate consideration of \$7 million. Upon consummation of the sale, we were granted a geographically unlimited, non-exclusive license to use the sold patents and other patent-related rights with respect to products covered by such patents and other patent-related rights and other evolutions thereof.

### 10.D. EXCHANGE CONTROLS

There are currently no Israeli currency control restrictions on payments of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding certain transactions. However, legislation remains in effect, pursuant to which currency controls can be imposed by administrative action at any time.

Non-residents of Israel who purchase our securities with non-Israeli currency will be able to repatriate dividends (if any), liquidation distributions and the proceeds of any sale of such securities, into non-Israeli currencies at the rate of exchange prevailing at the time of repatriation, provided that any applicable Israeli taxes have been paid (or withheld) on such amounts.

Neither our Articles of Association nor the laws of the State of Israel restrict in any way the ownership or voting of ordinary shares by non-residents of Israel, except with respect to citizens of countries that are in a state of war with Israel.

### 10.E. TAXATION AND GOVERNMENT PROGRAMS

The following is a summary of the current tax structure, which is applicable to companies in Israel, with special reference to its effect on us and our group companies. The following also contains a discussion of material Israeli and U.S. tax consequences to our shareholders and government programs from which we, and some of our group companies, benefit. The following also contains a discussion of certain Israeli and U.S. tax consequences to persons purchasing our ordinary shares. To the extent that the discussion is based on new tax legislation, which has yet to be subject to judicial or administrative interpretation, there can be no assurance that the views expressed in the discussion will accord with any

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such interpretation in the future. The discussion is not intended and should not be construed as legal or professional tax advice and is not exhaustive of all possible tax considerations.

In July 2002, the Israeli Parliament approved a law enacting extensive changes to Israel's tax law (the "TAX REFORM LEGISLATION") generally effective January 1, 2003. Among the key provisions of the Tax Reform Legislation were (i) changes which may result in the imposition of taxes on dividends received by an Israeli company from its foreign subsidiaries; and (ii) the introduction of the "controlled foreign corporation" concept according to which an Israeli company may become subject to Israeli taxes on certain income of a non-Israeli subsidiary if the subsidiary's primary source of income or profit is passive income (such as interest, dividends, royalties, rental income or capital gains). An Israeli company that is subject to Israeli taxes on the income of its non-Israeli subsidiaries may receive a credit for certain income taxes paid/withheld or that will be paid/withheld by the subsidiary in its country of residence, according to the terms and conditions determined in the Israeli Tax Ordinance.

The following summary is included herein as general information only and is not intended as a substitute for careful tax planning. Accordingly, each investor should consult his or her own tax advisor as to the particular tax consequences to such investor of the purchase, ownership or sale of an ordinary share, including the effect of applicable state, local, foreign or other tax laws and possible changes in tax laws.

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### ISRAEL CORPORATE TAX CONSIDERATIONS

#### GENERAL CORPORATE TAX STRUCTURE

The regular rate of corporate tax, which Israeli companies were subject to in 2008 was 27% (such tax rate has been reduced to 26% in 2009 and will be reduced further to 25% in 2010). Israeli companies are generally subject to Capital Gains Tax at a rate of 25% for capital gains (other than gains deriving from the sale of listed securities derived after January 1, 2003). However, the effective rate of tax payable by a company (such as ours) which derives income from an "Approved Enterprise" (as further discussed below) may be considerably lower.

Following an additional amendment to the Israeli Tax Ordinance (the "ITO"), which came into effect on January 1, 2009, an Israeli corporation may elect a 5% rate of corporate tax (instead of 25%) for income from dividend distributions received from a foreign subsidiary which is distributed and used in Israel in 2009, or within one year after actual receipt of the dividend, whichever is later. The 5% tax rate is subject to various conditions, which include conditions with regard to the identity of the corporation that distributes the dividends, the source of the dividend, the nature of the use of the dividend income, and the period during which the dividend income will be used in Israel.

#### LAW FOR THE ENCOURAGEMENT OF CAPITAL INVESTMENTS, 1959

GENERAL. Certain of our production and development facilities have been granted approved enterprise status pursuant to the Law for the Encouragement of Capital Investments, 1959 (the "INVESTMENT LAW"). The Investment Law provides that a capital investment in eligible facilities may, upon application to the Investment Center of the Ministry of Industry and Trade of the State of Israel, or the Investment Center, be designated as an Approved Enterprise. Each certificate of approval for an Approved Enterprise relates to a specific

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investment program delineated both by its financial scope, including its capital sources, and by its physical characteristics, e.g., the equipment to be purchased and utilized pursuant to the program. The tax benefits derived from any such certificate of approval relate only to taxable income attributable to the specific Approved Enterprise.

Subject to certain provisions concerning income and subject to the Alternative Benefits (see below), any distributed dividends are deemed attributable to the entire enterprise, and the effective tax rate and the effective withholding tax rates represent the weighted combination of the various applicable tax rates.

**TAX BENEFITS.** Taxable income of a company derived from an Approved Enterprise is subject to corporate income tax at the rate of up to 25% (rather than the tax rates referred to under "General Corporate Tax Structure" above) for a certain period of time. The benefit period is a period of seven years commencing in the year in which the Approved Enterprise first generates taxable income. The benefits may be shorter as it is limited to 12 years from the commencement of production of the Approved Enterprise or 14 years from the date of approval, whichever is earlier. Under certain circumstances (as further detailed below), the benefit period may extend to a maximum of ten years from the commencement of the benefit period. A company which operates under more than one approval or that has capital investments which are only partly approved (such as a company being designated as a Mixed Enterprise), may have an effective company tax rate that is the result of a weighted combination of the various applicable rates.

A company owning an Approved Enterprise which was approved after April 1, 1986, may elect to forego the entitlement to grants or state guarantees and apply for an alternative package of tax benefits. These benefits provide that undistributed income from the Approved Enterprise is fully tax exempt from corporate tax for a defined period, which ranges between two and ten years from the first year of taxable income, subject to the limitations described above, depending principally upon the geographic location within Israel and the type of the approved enterprise. Upon expiration of such period, the Approved Enterprise is eligible for a beneficial tax rate (25% or lower in the case of an Foreign Investment Company (the "FIC"), as described below), for the remainder of the otherwise applicable period of benefits, as described above.

Should the percentage of share capital of the companies having Approved Enterprises held by non-Israeli shareholders exceed 25%, future Approved Enterprises of such companies would qualify for reduced tax rates for an additional three year period, after the seven years mentioned above.

The company tax rate applicable to income earned from Approved Enterprise programs (currently, for programs in which an application for an Approved Enterprise status was submitted before December 31, 2004) in the benefit period by a company meeting these qualifications is as follows:

PERCENTAGE OF NON-ISRAELI OWNERSHIP	TAX RATE
Over 25% but less than 49%	25%
49% or more but less than 74%	20%
74% or more but less than 90%	15%
90% or more	10%

Entitlement to these benefits is subject to the final ratification of the Investment Center, and is conditioned upon fulfillment of all terms of the approved program. However, there can be no assurance that our group companies which enjoy Approved Enterprise benefits will obtain approval for additional Approved Enterprises, or that the provisions of the Investment Law will not change with respect to future approvals, or that the above-mentioned

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shareholding portion will be reached for each subsequent year. In the event of our failure to comply with these conditions, the tax and other benefits could be canceled, in whole or in part, and we might be required to refund the amount of the canceled benefits, together with the addition of Israeli Consumer Price Index (the "CPI") linkage difference and interest. We believe that our Approved Enterprise substantially complies with all such conditions at present, but there can be no assurance that it will continue to do so.

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The undistributed income derived from each of our approved enterprise programs is tax-exempt for a two year period beginning with the first year in which it generates otherwise taxable income and is subject to a reduced tax rate for the remainder of the benefit period.

A company that pays a dividend out of income derived from the Approved Enterprise(s) during the tax exemption period will be required to recapture the deferred corporate income tax applicable to the amount distributed (grossed up to reflect such tax) at the rate which would have been applicable had such company not elected the Alternative Package. This rate is generally 10% to 25%, depending on the extent to which non-Israeli shareholders hold such company's shares.

The dividend recipient is taxed at the reduced rate applicable to dividends from Approved Enterprises (generally 15% as compared to 25% for individuals or an exemption for companies), if the dividend is distributed during the tax benefit period or within 12 years after this period. However, the limitation does not apply if the company qualifies as a foreign investors' company. This tax must be withheld by such company at source, regardless of whether the dividend is converted into foreign currency.

Subject to certain provisions concerning income subject to Mixed Enterprises, all dividends are considered to be attributable to the entire enterprise and the effective tax rate on the dividend is the result of a weighted combination of the various applicable tax rates. However, such company is not obliged to distribute exempt retained profits under the Alternative Package, and such company may generally decide from which year's profits to declare dividends.

Each application to the Investment Center is reviewed separately, and a decision as to whether or not to approve such application is based, among other things, on the then prevailing criteria set forth in the Investment Law, on the specific objectives of the applicant company set forth in such application and on certain financial criteria of the applicant company. Accordingly, there can be no assurance that any such application by any of our group companies will be approved. In addition, the benefits available to an Approved Enterprise are conditional upon the fulfillment of certain conditions stipulated in the Investment Law and its regulations and the criteria set forth in the certificate of approval, as described above. In the event that these conditions are violated, in whole or in part, a company with an Approved Enterprise would be required to refund the amount of tax benefits, with the addition of the Israeli CPI linkage differences and interest.

A company which qualifies as a FIC is a company, like us, in which more than 25% of the share capital (in terms of shares, rights to profit, voting and appointment of directors) and of the combined share and loan capital is owned, directly or indirectly, by non-residents of Israel and is therefore entitled to further tax benefits relating to its approved enterprises. Such a company will be eligible for an extension of the period of tax benefits for its approved enterprises (up to ten years) and further tax benefits, should the level of non



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- Israeli ownership in it increase above 49%.

Notwithstanding the foregoing, proceeds received from the sale of our products may be deemed to be royalties under the domestic law of the country of residence of the purchaser/licensee or under an applicable tax treaty and as such subject to withholding tax in such country. For instance, proceeds received by our company from the sale of our software in the United States might be treated as royalties and as such subjected to U.S. withholding tax of either 10% or 15%, pursuant to the U.S.-Israel Tax Treaty.

Where withholding tax is paid by our company to the country of residence of the purchaser/licensee, such tax would generally be creditable by our company for Israeli income tax purposes, pursuant to any relevant income tax treaty and under Israeli law against income derived from the same source. However, where we do not have taxable income for Israeli tax purposes because of the application of a tax exemption available to an Approved Enterprise or because of losses for tax purposes, we would have no Israeli tax liability against which to credit the foreign tax withheld and paid by us. Furthermore, under Israeli law, we cannot carry forward such unused credit to future tax years in the case of exempt income or have limited ability to carry forward such credit in the case of taxable income.

From time to time, the Government of Israel has discussed reducing the benefits available to companies under the Investment Law. The termination or substantial reduction of any of the benefits available under the Investment Law could have a material adverse effect on future investments by our company in Israel.

Notwithstanding the foregoing, on March 29, 2005, the Israeli Parliament passed an amendment to the Investment Law, which revamps the Israeli tax incentives for future industrial and hotel investments (the "2005 amendment"). A tax "holiday" package can now be elected for up to 15 years for a "Privileged Enterprise" as defined in the 2005 amendment, if certain conditions are met, without needing to obtain approval. The extent of the tax benefits available depends upon the level of foreign investment.

The 2005 amendment became effective on April 1, 2005. Taxpayers may, under certain conditions, claim Privileged Enterprise status for new and expanded enterprises with respect to 2004 or subsequent years, unless the Investment Center granted such taxpayer Approved Enterprise status prior to December 31, 2004.

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Subject to certain conditions, various alternative tax-only benefit packages can now be elected with respect to investments in a "Privileged Enterprise", without prior approval. Companies in industry or tourism in Israel may elect between:

- o Tax "holiday" package - for a "Privileged Enterprise": a tax exemption applies to undistributed profits for 2 to 15 years depending on the geographical location of the "Privileged Enterprise" and the level of foreign ownership. Company tax rates of between 10% and 25% apply to distributed exempt profits or profits derived subsequent to the exempt period. The total period of tax benefits is 7 to 15 years, or
- o Grant / Reduced tax package - for an "Approved Enterprise": Fixed asset grants of between 10% and 24% for enterprises in a development area and reduced company tax rates between 0% and 25% for 7 to 15 years.

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Dividend withholding tax also applies at a rate of 4% or 15% depending on the package selected.

### GRANTS UNDER THE LAW FOR THE ENCOURAGEMENT OF INDUSTRIAL RESEARCH AND DEVELOPMENT, 1984

Israeli tax laws have allowed, under certain conditions, a tax deduction for expenditures (including capital expenditures) in scientific research and development projects, if the expenditures are approved or funded by the Israeli Government and the research and development is for the promotion of the enterprise and is carried out by or on behalf of the company seeking such deduction. Expenditures not approved as above or funded are deductible in equal portions over a three-year period.

Under the law for the Encouragement of Industrial Research and Development, 1984 (the "Research Law"), research and development programs that meet specified criteria and are approved by a committee of the Chief Scientist, are eligible for grants of up to 50% of the program's expenses. Under the provisions of Israeli law in effect until 1996, royalties of 2%-3% of the revenues derived in connection with products developed according to, or as a result of, a research and development program funded by the Chief Scientist had to be paid to the State of Israel. Pursuant to an amendment effected in 1996 effective with respect to Chief Scientist programs funded in or after 1994, royalties at the rate of 3% during the first three years, 4% over the following three years and 5% in or after the seventh year of the revenues derived in connection with products developed according to such programs are payable to the State of Israel. The maximum aggregate royalties will not exceed 100% (or, for funding prior to 1994, 100%-150%) of the dollar-linked value of the total grants received. Pursuant to an amendment effected in 2000, effective with respect to Chief Scientist programs funded in or after 2000, the royalty rates described above were updated to 3% during the first three years and 3.5% in or after the fourth year, of the revenues derived in connection with products developed under such programs. Pursuant to an amendment effected on January 1, 1999, effective with respect to Chief Scientist programs approved in or after 1999, funds received from the Chief Scientist shall bear annual interest at a rate equal to LIBOR for twelve months.

Generally, the Research Law requires that the manufacturing of any product developed through research and development funded by the Israeli Government shall be in Israel. It also provides that know-how from the research and development that is used to produce the product may not be transferred to third parties without the approval of a research committee of the Chief Scientist. Such approval is not required for the export of any products resulting from such research and development.

However, under the Regulations, in the event that any portion of the manufacturing is not performed in Israel, if approved by the Chief Scientist, we would be required to pay an increased royalty at the rates of 120%, 150% or 300% of the grant if the manufacturing portion that is performed outside of Israel is less than 50%, between 50% and 90% and more than 90%, respectively.

In 2002, the Research Law was amended to, among other things, enable companies applying for grants from the Chief Scientist to seek prior approval for conducting manufacturing activities outside of Israel without being subject to increased royalties. However, this amendment will not apply to any of our existing grants. In addition, the amendment provides that one of the factors to be taken into consideration by the Chief Scientist in deciding whether to approve a grant application is the percentage of the manufacturing of the relevant product that will be conducted outside of Israel. Accordingly, should we seek additional grants from the Chief Scientist in connection with which we also seek prior approval for manufacturing products outside of Israel, we may not receive such grant or may receive a grant in an amount that is less than the

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amount we sought.

In March 2005, an amendment to the Research Law was enacted. One of the main modifications included in the amendment was an authorization to the research committee to allow transfer outside of Israel of know-how derived from an approved program and the related manufacturing rights. Essentially, the research committee may approve transfer of know-how in limited circumstances as follows:

- o in the event of a sale of the know-how itself to a non-affiliated third party, provided that upon such sale the owner of the know-how pays to the Chief Scientist a certain amount of cash payment set forth in the Research Law. In addition, the amendment provides that if the purchaser of the know-how gives the selling Israeli company the right to exploit the know-how by way of an exclusive, irrevocable and unlimited license, the research committee may approve such transfer in special cases without requiring the payment of such amount.
- o in the event of a sale of the company which is the owner of the know-how, pursuant to which the company ceases to be a an Israeli company, provided that upon such sale the owner of the know-how pays to the Chief Scientist a certain cash payment set forth in the Research Law.

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- o in the event of an exchange of know-how such that in exchange for the transfer of know-how outside of Israel, the recipient of such know-how transfers know-how to the company in Israel such that the Chief Scientist is convinced that the benefit to the Israeli economy as a result of such exchange is greater then the benefit without such exchange.

Another provision in the amendment concerns the transfer of manufacture rights. The research committee may, in special cases, approve the transfer of manufacture or of manufacturing rights of a product developed within the framework of the approved program or which results therefrom, outside of Israel.

If the research committee does approve a transfer of manufacturing rights out of Israel, the aggregate total of royalties payments under the royalties regulations increases to an amount of 120%-300% of the grants, depending on the portion of manufacture transferred. The rates of royalties may also increase upon "export of manufacturing rights".

### LAW FOR THE ENCOURAGEMENT OF INDUSTRY (TAXES), 1969

Pursuant to the Law for the Encouragement of Industry (Taxes), 1969, a company qualifies as an "Industrial Company" if it is a resident of Israel and at least 90% of its gross income in any tax year (exclusive of income from certain defense loans, capital gains, interest and dividends) is derived from an "industrial enterprise" it owns. An "industrial enterprise" is defined as an enterprise whose major activity, in a given tax year, is industrial manufacturing.

We believe that we currently qualify as an Industrial Company. Accordingly, we are entitled to certain tax benefits, including a deduction of 12.5% per annum on the purchase of patents or certain other intangible property rights (other than goodwill) used for the development or promotion of the industrial enterprise over a period of eight years beginning with the year in which such rights were first used.

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The tax laws and regulations dealing with the adjustment of taxable income for local inflation provide that an industrial enterprise, like us, is eligible for special rates of depreciation deductions. These rates vary in the case of plant and machinery according to the number of shifts in which the equipment is being operated and range from 20% to 40% on a straight-line basis, or 30% to 50% on a declining balance basis (instead of the regular rates which are applied on a straight-line basis).

Moreover, industrial enterprises which are approved enterprises (see below) can choose between (a) the special rates referred to above and (b) accelerated regular rates of depreciation applied on a straight-line basis with respect to property and equipment, generally ranging from 200% (with respect to equipment) to 400% (with respect to buildings) of the ordinary depreciation rates during the first five years of service of these assets, provided that the depreciation on a building may not exceed 20% per annum. In no event may the total depreciation exceed 100% of the cost of the asset.

In addition, Industrial Companies may (i) amortize the cost of purchased know-how and patents over an eight-year period for tax purposes, (ii) elect to file consolidated tax returns with additional related Israeli Industrial Companies and (iii) deduct expenses related to public offerings in equal amounts over three years.

Eligibility for benefits under the Encouragement of Industry Law is not contingent upon the approval of any governmental authority. No assurance can be given that we will continue to qualify as an Industrial Company, or will avail ourselves of any benefits under this law in the future or that Industrial Companies will continue to enjoy such tax benefits in the future.

### EMPLOYEE STOCK OPTIONS

Effective from January 1, 2003, the Tax Reform Legislation enables a company to grant options through one of three tax tracks:

- (a) the income tax track through a trustee pursuant to which the optionee pays income tax rate (according to the marginal tax rate of the optionee - up to 47% tax in 2008) plus payments to the National Insurance Institute and health tax on the profit gained upon the earlier to occur of the transfer of the options or the underlying shares from the trustee to the optionee or the sale of the options or the underlying shares by the trustee, and the company may recognize expenses pertaining to the options for tax purposes. The options (or upon their exercise, the underlying shares) must be held by a trustee for a period of 12 months commencing from the end of the year in which the options were granted. Options that were granted following January 1, 2006 must be held by a trustee for a period of 12 months commencing on the date on which the options were granted; or
- (b) the capital gains tax track through a trustee pursuant to which the optionee pays capital gains tax at a rate of 25% on the profit upon, the earlier to occur of the transfer of the options or the underlying shares from the trustee to the optionee or the sale of the options or the underlying shares by the trustee (in this track the optionee is not required to make payments to the National Insurance Institute and health tax) and the Company may not recognize expenses pertaining to the options for tax purposes. Options (or upon their exercise, the underlying shares) granted prior to January 1, 2006, must be held by a trustee for either (i) a period of 24 months commencing from the end of the year in which the options were granted or (ii) for a period of 30 months commencing on the date on which the options were granted, at the optionee's discretion and deposited with the trustee. Options that were granted following January 1, 2006 must be held by a trustee for a period of 24 months commencing on the

date on which the options were granted and deposited with the trustee; or

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- (c) the income tax track without a trustee pursuant to which the optionee pays income tax rate (according to the marginal tax rate of the optionee up to 47% tax in 2008) plus payments to the National Insurance Institute and health tax on the profit upon the sale of the underlying shares, and the company may not recognize expenses pertaining to the options for tax purposes.

In accordance with the provisions of the Tax Reform Legislation, if a company has selected the capital gains track, the company must continue granting options under the selected capital gains track until the end of the year following the year in which the first grant of options under that trustee track will be made. Notwithstanding the above, the company may at any time also grant options under the provisions of the income tax track without a trustee.

The above rules apply only to employees, including officer holders but excluding controlling shareholders.

#### TAXATION OF OUR SHAREHOLDERS

##### CAPITAL GAINS

Israeli law imposes a capital gains tax on the sale of capital assets. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is the portion of the total capital gain that is equivalent to the increase of the relevant asset's purchase price, which is attributable to the increase in the Israeli CPI between the date of purchase and the date of sale. Foreign residents who purchased an asset in foreign currency may request that the inflationary surplus be computed on the basis of the devaluation of the NIS against such foreign currency. The real gain is the excess of the total capital gain over the inflationary surplus. The inflationary surplus accumulated from and after December 31, 1993, is exempt from any capital gains tax in Israel while the real gain is taxed at the applicable rate discussed below. Dealers in securities in Israel are taxed at regular tax rates applicable to business income.

Pursuant to the Convention Between the Government of the United States of America and the Government of Israel with respect to Taxes on Income (the "U.S.-Israel Tax Treaty"), the sale, exchange or disposition of ordinary shares by a person who qualifies as a resident of the United States within the meaning of the U.S.-Israel Tax Treaty and who is entitled to claim the benefits afforded to such resident by the U.S.-Israel Tax Treaty (called a Treaty U.S. Resident) will not be subject to Israeli capital gains tax unless (a) such Treaty U.S. Resident is an individual and was present in Israel for more than 183 days during the relevant taxable year or (b) such Treaty U.S. Resident holds, directly or indirectly, shares representing 10% or more of the voting power of a company during any part of the 12-month period preceding such sale, exchange or disposition. A sale, exchange or disposition of shares by a Treaty U.S. Resident who is an individual and was present in Israel for more than 183 days during the relevant taxable year or who holds, directly or indirectly, shares representing 10% or more of the voting power of a company at any time during such preceding 12-month period would be subject to such Israeli tax, to the extent applicable, unless the aforementioned exemption from capital gain tax for shares listed on the Tel-Aviv Stock Exchange applies; however, in the event that under the U.S.-Israel Tax Treaty and the Israeli tax law a Treaty U.S. Resident will be subject to capital gain tax in Israel, such Treaty U.S. Resident would be

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permitted to claim a credit for the Israeli taxes paid against the U.S. federal income tax imposed on the sale, exchange or disposition, subject to the limitations under U.S. law applicable to foreign tax credits. The U.S.-Israel tax treaty does not relate to U.S. state or local taxes. For non-U.S. residents, the purchaser of securities may be required to withhold a maximum of 20% capital gains tax on all amounts received for the sale of our securities, for so long as the capital gain from such a sale is not exempt from Israeli capital gains tax, and unless a different rate is provided in a treaty between Israel and the seller's country of residence.

On January 1, 2006, the Law for Amendment of the Income Tax Ordinance (Amendment No. 147), (the "Tax Reform"), came into effect, thus imposing capital gains tax at a rate not to exceed 20% on gains derived by an individual on or after January 1, 2006 from the sale of securities in Israeli companies. The aforesaid does not apply to the sale of securities by an individual who is classified as a "significant shareholder" in the Company (one who holds, directly or indirectly, alone or together with another, at least 10% in one or more of the means of control in the Company - either at the time of sale of the securities or at any time during the 12 months that preceded the above stated sale), in which case the rate of tax in respect of the capital gains will not exceed 25%. Furthermore, this tax rate does not apply to: (1) dealers in securities; (2) shareholders that report in accordance with the Income Tax Law (Inflationary Adjustment)-1985; or (3) shareholders who acquired their shares prior to an initial public offering. The tax basis of shares acquired prior to January 1, 2003, will be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. Non-Israeli residents will be exempt from Israeli capital gains tax on any gains derived from the sale of shares publicly traded on the Tel Aviv Stock Exchange (the "TASE") or on a recognized stock exchange outside of Israel, provided such shareholders did not acquire their shares prior to an initial public offering and provided that the profits were not derived from a permanent establishment in Israel. However, non-Israeli corporations selling such securities, including U.S. resident corporations, will not be entitled to such an exemption if an Israeli resident (i) has a controlling interest of 25% or more in the non-Israeli corporation, or (ii) is the beneficiary which is directly or indirectly entitled to 25% or more of the revenues or profits of the non-Israeli corporation. Notwithstanding the foregoing, dealers in securities in Israel are taxed at regular tax rates applicable to business income. In any event, the provisions of the Tax Reform do not affect the exemption from capital gains tax for gains accrued before January 1, 2003 from a sale of securities in Israeli companies publicly traded on the TASE or on a recognized stock exchange outside of Israel.

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In addition, there is an exemption under certain Israeli domestic regulations, according to which U.S. resident purchasers who are unable to benefit from the U.S.-Israel tax treaty may wish to utilize a recently introduced special exemption on capital gains arising from the sale of securities in an Israeli company (including companies which are deemed an Israeli resident corporation for tax purposes) between July 1, 2005, and December 31, 2008. In order for this exemption to apply, the following conditions need to be met:

1. An application is to be submitted to the Israeli Tax Authority at the same time as the reporting of the sale and capital gain;
2. The capital gain does not derive from a permanent establishment of the seller in Israel;
3. The seller is an individual and has been a resident of a country with which

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Israel has a tax treaty (e.g., the U.S) during the ten continuous years prior to the acquisition or is an entity where at least 75% of the means of control of the entity are ultimately held, directly or indirectly, by individual shareholders who are residents of a country with which Israel has a tax treaty (e.g., the U.S) during the ten continuous years prior to the acquisition. Where the entity is listed on a non-Israel stock exchange, this condition is deemed met automatically in respect of "non-material" shareholders and unless it can be proved otherwise. "Material" is defined as a 10% or more holding, directly or indirectly, of any means of control, together with related parties;

4. The shares were not purchased from a related party and the provision of the part of the Israeli Income Tax Ordinance which addresses capital gains or a certain tax exemption granted in connection with the issuance of shares in exchange for the transfer of ownership in a real estate property to the issuer, did not apply to such purchase of shares;

5. The sale was reported to the tax authority in the country of the seller's residence; and

6. Within 30 days of the acquisition, the transaction was disclosed in full to the Israeli Tax Authority.

We note that pursuant to a recent amendment to the ITO, sale of securities in a private Israeli company, which were purchased after January 1, 2009, should be exempt from tax in Israel provided conditions 2 and 4 are met.

### WITHHOLDING TAX

Nonresidents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income include passive income such as dividends, royalties and interest, as well as non-passive income from services rendered in Israel. We are generally required to withhold income tax at the rate of 20% on all distributions of dividends, although, with respect to U.S. taxpayers, according to the U.S.-Israel Tax Treaty, if the dividend recipient is a corporation that holds 10% or more of our voting stock for a certain period prior to the declaration and payment of the dividend, we are only required to withhold at a 12.5% rate. Notwithstanding the foregoing, with regard to dividends generated by an Approved Enterprise, we are required to withhold income tax at the rate of 15%. If the dividend is attributable partly to income derived from an Approved Enterprise, and partly to other sources of income, the withholding rate will be a blended rate reflecting the relative portions of the two types of income. The withheld tax is the final tax in Israel on dividends paid to non-residents who do not conduct business in Israel.

### ESTATE AND GIFT TAX

Israel presently has no estate or gift tax.

### UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following discussion of United States federal income tax considerations is based on the United States Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations, judicial decisions and published positions of the United States Internal Revenue Service (the "IRS"), all as in effect on the date hereof. This discussion does not address all aspects of United States federal income taxation (including potential application of the alternative minimum tax) that may be relevant to a particular shareholder based on such shareholder's particular circumstances. In particular, the following discussion does not address the United States federal income tax consequences of purchasing, holding or disposing of our ordinary shares to shareholders who own (directly, indirectly constructively or through attribution) 10% or more of our outstanding voting stock, who hold our stock as part of a straddle or hedging or conversion

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transaction, or who are broker-dealers, traders in securities who elect to mark-to-market, insurance companies, tax-exempt organizations, banks, financial institutions, non-resident aliens of the United States, partnerships or entities classified as partnerships for U.S. federal income tax purposes or U.S. Holders (as defined below) whose functional currency is not the U.S. dollar. The following discussion also does not address any aspect of State, local or non-United States tax laws. Further, this summary generally considers only a U.S. Holder that will own our ordinary shares as capital assets (generally, assets held for investment). Each prospective investor should consult its tax advisor with respect to the specific United States federal, state and local tax consequences of purchasing, holding or disposing of our ordinary shares.

### TAXATION OF U.S. HOLDERS

For purposes of this discussion, a "U.S. Holder" means any beneficial owner of our ordinary shares who, for United States federal income tax purposes, is: (i) a citizen or resident of the United States; (ii) a corporation or entity treated as a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia; (iii) an estate the income of which is subject to United States federal income taxation regardless of source; or (iv) a trust, if a United States court is able to exercise primary supervision over its administration and one or more United States persons have the authority to control all of its substantial decisions or a trust that was in existence on August 20, 1996 and validly elected to continue to be treated as a domestic trust. A "Non-U.S. Holder" is any beneficial owner other than a U.S. Holder. If a partnership or any other entity or arrangement treated as a partnership holds our ordinary shares, the United States federal income tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. If you are a partner in a partnership holding our ordinary shares, you should consult your tax advisor.

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DISTRIBUTIONS. We do not anticipate that we will make distributions to shareholders in the foreseeable future. If we do make any such distributions, the gross amount of such distributions (before reduction for any Israeli withholding tax) will be included in the gross income of U.S. Holders to the extent of our earnings and profits, as calculated under United States federal income tax principles. Such dividends will not qualify for the dividends received deduction available in certain circumstances to corporate holders. Subject to the discussion below under "Passive Foreign Investment Company Status", to the extent that any such distribution exceeds our earnings and profits, such distribution will be treated as a non-taxable return of capital to the extent of the U.S. Holder's adjusted basis in our ordinary shares and thereafter as taxable capital gain. For United States federal income tax purposes, the amount of any dividend that we pay in NIS to a U.S. Holder will equal the U.S. dollar value of such NIS at the exchange rate in effect on the date the dividend is considered to be received by the U.S. Holder, regardless of whether the NIS are actually converted into U.S. dollars at that time. A U.S. Holder who receives a foreign currency distribution and converts the foreign currency into U.S. dollars subsequent to receipt will have foreign exchange gain or loss, based on any appreciation or depreciation in the value of the foreign currency against the U.S. dollar, which will generally be United States source ordinary income or loss.

### REDUCED TAX RATES FOR CERTAIN DIVIDENDS

REDUCED TAX RATES FOR CERTAIN DIVIDENDS. Subject to the discussion below under "Passive Foreign Investment Company Status", for taxable years before January 1,



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2011, a dividend paid by us to certain shareholders will be taxed at the preferential tax rates applicable to long-term capital gains if (a) we are a "qualified foreign corporation" (as defined below), (b) the U.S. Holder receiving such dividend is an individual, estate, or trust and (c) such dividend is paid on our ordinary shares that have been held by such U.S. Holder for more than 60 days during the 120-day period beginning 60 days before the "ex-dividend date" (i.e., the first date that a purchaser of such Share will not be entitled to receive such dividend).

Generally, we may be considered a "qualified foreign corporation" (a "QFC") if we are eligible for the benefits of a comprehensive income tax treaty with the United States which includes an information exchange program that the IRS determines is satisfactory. However, even if we are so eligible, we will not be treated as a QFC if we were a PFIC for the taxable year during which we paid a dividend or for the preceding taxable year. As discussed below, we do not believe that we should be considered a PFIC for any tax year through and including the tax year ended December 31, 2007 and thus for those years we expect to be a QFC. However, for the tax year ended December 31, 2008 there is a significant possibility that we could be considered a PFIC and thus we may not be considered a QFC for the tax year 2008 and potentially not for any following taxable year.

**CREDIT FOR ISRAELI TAXES WITHHELD.** Any dividends that we pay to a U.S. Holder with respect to our ordinary shares generally will be treated for United States federal income tax purposes as foreign-source income. Subject to certain conditions and limitations, any Israeli taxes withheld or paid with respect to dividends on our ordinary shares generally will be eligible for credit against the U.S. Holder's United States federal income tax liability. Such limitations include extensive separate computation rules under which foreign tax credits allowable with respect to specific classes of foreign-source income cannot exceed the United States federal income taxes otherwise payable with respect to such classes of income. Subject to the particular circumstances of a U.S. Holder, any dividends with respect to our ordinary shares generally will be classified as "passive income" for foreign tax credit purposes.

Alternatively, a U.S. Holder may elect to claim a United States tax deduction for any such Israeli tax, but only for a tax year in which the U.S. Holder elects to do so with respect to all foreign income taxes paid. In addition, a non-corporate U.S. Holder cannot elect to deduct Israeli taxes if such U.S. Holder does not itemize deductions.

**DISPOSITIONS.** In general, any gain or loss recognized by a U.S. Holder on the sale or other disposition of our ordinary shares will be United States-source income or loss for purposes of the United States foreign tax credit limitation, except in certain limited situations (typically only applicable to sales through a permanent establishment in Israel) where the gain may be re-sourced. U.S. Holders should consult their tax advisors regarding the application of the United States foreign tax credit limitation to gain or loss recognized on the disposition of our ordinary shares and the treatment of any foreign currency gain or loss on any NIS received in respect of the sale or other disposition of our ordinary shares.

### PASSIVE FOREIGN INVESTMENT COMPANY STATUS

Generally a non-United States corporation is treated as a passive foreign investment company (a "PFIC") for United States federal income tax purposes if either (i) 75% or more of its gross income (including the pro rata share of gross income of any company (United States or non-United States) in which such corporation is considered to own 25% or more of the stock by value) for the taxable year is passive income, generally referred to as the "income test," or (ii) 50% or more of the average value of its assets (including the pro rata value of the assets of any company in which such corporation is considered to

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own 25% or more of the stock by value) during the taxable year, measured at the end of each quarter, produce or are held for the production of passive income in the taxable year, generally referred to as the "asset test".

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The asset test generally requires a company to determine the value of its passive assets as a percentage of the value of its total assets. For a publicly traded corporation, such as us, the total value of its assets will generally be treated as equal to the sum of (i) the average value of its outstanding stock plus (ii) its liabilities. In most cases, the average value of the outstanding stock is determined based on its trading value, although in certain cases it may be possible for a corporation to demonstrate a different value if it can support that the average trading value of its stock does not reflect its real fair market value and can further support an alternative valuation.

IF THE STANDARD VALUATION METHOD OF USING THE AVERAGE TRADING VALUE OF OUR ORDINARY SHARES WERE TO BE USED, THIS WOULD RESULT IN US BEING A PFIC FOR THE TAX YEAR ENDED DECEMBER 31, 2008. THEREFORE, THERE IS A SIGNIFICANT POSSIBILITY THAT WE WERE A PFIC IN 2008 AND WE MAY CONTINUE TO BE A PFIC IN 2009 IF THE AVERAGE TRADING VALUE OF OUR SHARES DOES NOT SIGNIFICANTLY CHANGE OR THE PERCENTAGE OF OUR PASSIVE ASSETS IS SIGNIFICANTLY REDUCED. IN VIEW OF THIS SIGNIFICANT POSSIBILITY, U.S. HOLDERS ARE URGED TO CONSULT THEIR TAX ADVISORS FOR GUIDANCE.

If we were deemed to be a PFIC for any taxable year during which a U.S. Holder held ordinary shares and such holder failed to make either a "QEF election" or a "mark-to-market election" (each as described below):

- o gain recognized by the U.S. Holder upon the disposition of, as well as income recognized upon receiving certain dividends on, our ordinary shares would be taxable as ordinary income;
- o the U.S. Holder would be required to allocate such dividend income and/or disposition gain ratably over such holder's entire holding period for such ordinary shares;
- o the amount allocated to each year other than the year of the dividend payment or disposition would be subject to tax at the highest individual or corporate tax rate, as applicable, and an interest charge would be imposed with respect to the resulting tax liability;
- o the U.S. Holder would be required to file an annual return on IRS Form 8621 regarding distributions received on, and gain recognized on dispositions of, our ordinary shares; and
- o any U.S. Holder who acquired our ordinary shares upon the death of a U.S. Holder would not receive a step-up of the income tax basis to fair market value of such shares. Instead, such U.S. Holder beneficiary would have a tax basis equal to the decedent's basis, if lower.

Although a determination as to a corporation's PFIC status is made annually, an initial determination that a corporation is a PFIC for any taxable year generally will cause the above described consequences to apply for all future years to U.S. Holders who held shares in the corporation at any time during a year when the corporation was a PFIC and who did not timely make a QEF election or mark-to-market election (each as described below) with respect to such shares with their United States federal income tax return for the first tax year in

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which such U.S. Holder owned the shares and the corporation was a PFIC. This will be true even if the corporation ceases to be a PFIC in later years. However, with respect to a PFIC that does not make any distributions or deemed distributions, the above tax treatment would apply only to U.S. Holders who realize gain on their disposition of shares in the PFIC.

### QEF election

A U.S. Holder that owns ordinary shares may elect, provided that the Company provides such person with certain information, to have the Company treated, with respect to that person, as a "Qualified Electing Fund" or QEF. (A U.S. Holder who makes a QEF election with respect to the Company is referred to herein as an "Electing Shareholder"). The QEF election is made on a shareholder-by-shareholder basis, applies to all ordinary shares held or subsequently acquired by the Electing Shareholder and can only be revoked with consent of the United States Internal Revenue Service. The QEF Election must be made by a shareholder on or before the due date (with regard to extensions) for such person's tax return for the taxable year for which the election is made and, once made, will be effective for all subsequent taxable years of such person unless revoked.

An Electing Shareholder generally will be required to include currently in gross income its pro rata share of the Company's annual ordinary earnings and net capital gains, if any, in any taxable year that the Company is a PFIC. Any income inclusion will be required whether or not such shareholder owns ordinary shares for an entire taxable year or at the end of the Company's taxable year. The amount that the Electing Shareholder will have to include in income will be determined without regard to the Company's prior year losses or the amount of cash distributions, if any, received from the Company. Electing Shareholders will be required to pay tax currently on such income, unless an election is made to defer such payment and the shareholder pays an interest charge.

An Electing Shareholder is required to make an annual information statement which would include information as to its pro rata share of ordinary earnings and net capital gains, calculated under U.S. tax principles, and as to distributions on such ordinary shares. If, in the future, we determine that we are or were a PFIC, we may attempt to assist such shareholder with the gathering of the information required to make such information statement, but we are not required to do so. Electing Shareholders should be aware that the information required may not be freely available.

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So long as an Electing Shareholder's QEF election is in effect with respect to the entire holding period for its ordinary shares, any gain or loss realized by such shareholder on the sale or exchange of such ordinary shares held as capital assets ordinarily would be a capital gain or loss and taxable to such shareholder in the same manner as if the shares were not shares in a PFIC.

U.S. Holders will be permitted to make retroactive elections in particular circumstances, including if the U.S. Holder had a reasonable belief that the Company was not a PFIC and filed a protective election. U.S. Holders should consult their tax advisors as to the consequences of making a protective QEF election or other consequences of making the QEF election.

In the event that we were deemed to be a PFIC for any taxable year and a U.S. Holder failed to make a QEF election for the first taxable year that we were a PFIC and such U.S. Holder owned our ordinary shares, the U.S. Holder could obtain treatment similar to that afforded a shareholder who has made a timely

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QEF election by making a QEF election and a deemed sale election or "purging election" for the same taxable year. If a purging election is made, the U.S. Holder will be treated as if it had sold our ordinary shares for their fair market value on the last day of the taxable year and will recognize gain, but not loss, on such deemed sale in accordance with the general PFIC rules, including the interest charge provisions described above. Thereafter, the U.S. Holder's interest will be treated as an interest in a qualified electing fund.

### Mark-to-market election

A U.S. Holder generally may make a mark-to-market election with respect to shares of "marketable stock" of a PFIC. The term "marketable stock" generally includes stock of a PFIC that is "regularly traded" on a "qualified exchange or other market". Generally, a "qualified exchange or other market" means (i) a national securities exchange which is registered with the United States Securities and Exchange Commission or the national market system established pursuant to Section 11A of the United States Securities Exchange Act of 1934 or (ii) a foreign securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located and that has the following characteristics: (a) the exchange has trading volume, listing, financial disclosure, surveillance and other requirements designed to prevent fraudulent and manipulative acts and practices, to remove impediments to and perfect the mechanism of a free and open, fair and orderly, market, and to protect investors, and the laws of the country in which the exchange is located and the rules of the exchange ensure that such requirements are actually enforced and (b) the rules of the exchange effectively promote active trading of listed stocks. A class of stock is "regularly traded" on a qualified exchange or other market for any calendar year during which such class of stock is traded (other than in de minimis quantities) on at least 15 days during each calendar quarter, subject to special rules for an initial public offering. In the event that our shares do not qualify as "marketable stock" for these purposes, a U.S. Holder will not be eligible to make a mark-to-market election.

As with a QEF election, a mark-to-market election is made on a shareholder-by-shareholder basis, applies to all ordinary shares held or subsequently acquired by a U.S. Holder and can only be revoked with consent of the United States Internal Revenue Service (except to the extent the ordinary shares no longer constitute "marketable stock"). As a result of a mark-to-market election, in any taxable year that the Company is a PFIC, a U.S. Holder would generally be required to report gain or loss annually to the extent of the difference between the fair market value of the ordinary shares at the end of the taxable year and such U.S. Holder's adjusted tax basis of the ordinary shares at that time. Any gain under this computation, and any gain on an actual disposition of the ordinary shares, would be treated as ordinary income. Any loss under this computation, and any loss on an actual disposition of ordinary shares, generally would be treated as ordinary loss to the extent of the cumulative net mark-to-market gain previously included. Any remaining loss from marking ordinary shares to market will not be allowed, and any remaining loss from an actual disposition of ordinary shares generally would be capital loss. The U.S. Holder's tax basis in the ordinary shares is adjusted annually for any gain or loss recognized under the mark-to-market election.

Unless either (i) the mark-to-market election is made with respect to the taxable year in which the U.S. Holder's holding period for the ordinary shares commences or (ii) a QEF election has been in effect for such person's entire holding period, any mark-to-market gain for the election year generally will be subject to the general rules applicable to the disposition of shares of a PFIC, discussed above.

U.S. HOLDERS OF OUR ORDINARY SHARES SHOULD CONSULT THEIR TAX ADVISORS ABOUT THE PFIC RULES, INCLUDING THE POSSIBILITY, AND ADVISABILITY OF, AND THE PROCEDURE AND TIMING FOR MAKING A QEF OR MARK-TO-MARKET ELECTION IN CONNECTION WITH THEIR

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HOLDING OF ORDINARY SHARES, INCLUDING OPTIONS TO ACQUIRE OUR ORDINARY SHARES.

### CONTROLLED FOREIGN CORPORATION STATUS

We have not determined whether we meet the definition of a controlled foreign corporation ("CFC") for United States federal income tax purposes. We would be a CFC if U.S. persons each owning (directly, indirectly or by attribution) 10% or more of the voting power of our shares ("10% Shareholders") own in the aggregate more than 50% of the voting power or value of our shares. If we were a CFC, 10% Shareholders could have adverse consequences, including being required to include a portion of our undistributed income as constructive dividends in taxable income each year.

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U.S. HOLDERS OF OUR ORDINARY SHARES WHO MAY BE 10% SHAREHOLDERS SHOULD CONSULT THEIR INDEPENDENT TAX ADVISORS ABOUT THE CFC RULES.

### TAXATION OF NON-U.S. HOLDERS

Subject to the discussion below with respect to the United States backup withholding tax, a Non-U.S. Holder generally will not be subject to United States federal income tax on dividends from us, if any, or gain from the sale or other disposition of ordinary shares, unless (i) such income is effectively connected with the conduct by the Non-U.S. Holder of a United States trade or business, and in the case of a resident of a country which has an income tax treaty with the United States, such income is attributable to a permanent establishment (or in the case of an individual, a fixed place of business) in the United States; or (ii) with respect to any gain on the sale or other disposition of ordinary shares realized by an individual Non-U.S. Holder, such individual Non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the sale or other disposition and meets certain other conditions.

### BACKUP WITHHOLDING AND INFORMATION REPORTING

Under the Code, under certain circumstances, United States tax information reporting and "backup withholding" of United States federal income tax on dividends on, and the proceeds of dispositions of, our ordinary shares may apply to both U.S. Holders and Non-U.S. Holders. Backup withholding will not apply, however, to a holder who furnishes a correct taxpayer identification number or certificate of foreign status and makes any other required certification or who is otherwise exempt from backup withholding. Generally, a U.S. Holder will provide such certification on IRS Form W-9, and a non-U.S. Holder will provide such certification on IRS Form W-8. Any amounts withheld under the United States backup withholding rules will be allowed as a refund or credit against the U.S. Holder's or the non-U.S. Holder's United States federal income tax liability, provided the required information is furnished to the IRS.

### 10.F. DIVIDENDS AND PAYING AGENTS

Not applicable.

### 10.G. STATEMENT BY EXPERTS

Not applicable.

### 10.H. DOCUMENTS ON DISPLAY

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We are subject to certain of the information reporting requirements of the Exchange Act. As a "foreign private issuer" we are exempt from the rules and regulations under the Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act, with respect to their purchase and sale of our shares. In addition, we are not required to file reports and financial statements with the Securities and Exchange Commission as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the Securities and Exchange Commission an annual report on Form 20-F containing financial statements audited by an independent accounting firm, within 180 days after the end of each fiscal year.

You may read and copy any document we file with the SEC at its public reference facilities at, 100 F Street, N.E., Room 1580, Washington, D.C. 20549 and at the SEC's regional offices at 233 Broadway, New York, NY 10279 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, IL 60661. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The SEC also maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of this web site is <http://www.sec.gov>. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

### 10.I. SUBSIDIARY INFORMATION

Not applicable.

### ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Since the majority of our revenues are paid in or linked to U.S. dollars, we believe that inflation and fluctuations in the NIS/U.S. dollar exchange rate have no material effect on our revenues. Inflation in Israel and U.S. dollar exchange rate fluctuations, however, have some influence on our expenses and, as a result, on our net income. The cost of our Israel operations, as expressed in U.S. dollars, is influenced by the extent to which any increase in the rate of inflation in Israel is not offset, or is offset on a lagging basis, by a devaluation of the NIS in relation to the U.S. dollar.

A significant portion of our expenditures are employee compensation-related. Salaries are paid in NIS. The devaluation of the NIS against the U.S. dollar decreases employee compensation expenditures as expressed in dollars proportionally. As a result, we sometimes use derivative financial instruments in our investment portfolio to hedge foreign currency or other types of market risks. We place our investments in instruments that meet high credit quality standards. We generally invest cash in time deposit. We do not expect any material loss with respect to our investment portfolio.

Our results of operations are affected by a devaluation of the NIS against the U.S. dollar. A devaluation of the NIS in relation to the U.S. dollar will have the effect of decreasing the U.S. dollar value of our assets, mostly current assets, to the extent of the underlying value of which is NIS-based. Such a devaluation would also have the effect of reducing the dollar amount of any of our liabilities which are payable in NIS, unless such payables are linked to the dollar.

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The table below provides information about our investment portfolio. For investment securities, the table presents principal cash flows and related weighted average interest rates by expected maturity dates. Our investment policy requires that all investments mature in two years or less.

Principal (Notional) Amounts by Expected Maturity in U.S. Dollars:

FAIR MARKET VALUE ON DECEMBER 31 (IN THOUSANDS, EXCEPT INTEREST RATES AND DURATION)			
	2006 -----	2007 -----	2008 -----
Total Portfolio	9,116	5,035	15,544
Average Interest Rate	4.9%	4.7%	1.69%
Average Duration (Month)	0.25	0.25	2.74
Cash Equivalents (up to three months maturity)	6,116	5,035	5,644
Average Interest Rate	4.8%	4.7%	0.03%
Short Term Investments (three-twelve months maturity)	3,000	-	9,900
Average Interest Rate	5.2%	-%	2.63%

### ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART TWO.

### ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

The Company is not in default of any payment of principal, interest, sinking or purchase fund installment, or indebtedness of the Company or any of its subsidiaries exceeding 5% of total assets on a consolidated basis. There has been no payment of dividends that is in arrears, and there has been no material delinquency relating to any class of preferred stock in the Company or its subsidiaries.

### ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

There have been no material changes to or limitations on the rights of the holders of any class of registered shares caused by the changes in the terms of the securities or the issuance or modification of a different class of securities. There has been no material withdrawal or substitution of assets.

### ITEM 15T. CONTROLS AND PROCEDURES

#### 15T.A. EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this annual report. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management has concluded that, as of December 31, 2008, the Company's controls and procedures were not effective due to (i) a lack of adequate

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information flow between the Company's sales and financial departments, resulting in the information processed by the financial department being incomplete and (ii) a lack of adequate allocation of responsibilities within the financial department among the employees who are involved in the financial closing and reporting process.

Consequently, as of December 31, 2008, the Company's internal controls did not provide us with reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act and the rules thereunder is recorded, processed and reported accurately.

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To address the material weakness in internal control over financial reporting, the Company performed additional analyses and other post closing procedures in order to assure that the consolidated financial statements included in this annual report have been prepared in accordance with generally accepted accounting principles in the United States.

### 15T.B. MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- o pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- o provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- o provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management recognizes that there are inherent limitations in the effectiveness of any system of internal control over financial reporting, including the possibility of human error and the circumvention or override of internal control. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation, and may not prevent or detect all misstatements. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. The objective of this assessment was to determine whether the Company's internal control over financial reporting was effective as of December 31, 2008. That assessment identified the following material weakness in internal control over financial reporting as of December 31, 2008. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, which result(s) in a reasonable



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possibility that a material misstatement of financial statements will not be prevented or detected on a timely basis.

Our management has concluded that as of December 31, 2008, a material weakness existed with respect to procedures applied by the Company in connection with the financial statements close process, which material weakness results in a reasonable possibility that a material misstatement of the Company's annual financial statements will not be prevented or detected on a timely basis. Such weakness was reflected mainly in a lack of adequate information flow between the Company's sales and financial departments, resulting in the information originally processed by the financial department being incomplete, and in an additional lack of adequate allocation of responsibilities within the financial department among the employees who are involved in the financial closing and reporting process.

Management intends to take the following remediation steps in connection with the foregoing material weakness:

- (1) The Company intends to allocate responsibilities in a clear manner among the employees who are involved in the financial closing and reporting process, including the management.
- (2) The Company intends to adopt a clear policy of financial department approval for each sale and sales department input for each sale recognized in the reports.

The Company's annual report for the year ended December 31, 2007 provided that a material weakness was also reflected in a lack of effective controls designed to provide reasonable assurance that material errors in revenues with respect to establishment of VSOE would be prevented or detected in a timely manner. Such material weakness was remedied as of December 31, 2008.

As we have done over the last year, we intend to continue to monitor our internal controls and procedures and our progress on the remediation steps identified above. We believe that the steps taken to date, together with the measures described above (once designed and operating effectively), will remediate the remaining material weakness we have identified and strengthen our internal control over financial reporting. If further improvements and/or enhancements are necessary, we will take steps to implement such improvements and/or enhancements.

Our financial statements have been audited by Kost, Forer, Gabbay & Kasierer (a Member of Ernst & Young Global), an independent registered public accounting firm.

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THIS ANNUAL REPORT DOES NOT INCLUDE AN ATTESTATION REPORT OF OUR REGISTERED PUBLIC ACCOUNTING FIRM REGARDING INTERNAL CONTROL OVER FINANCIAL REPORTING. MANAGEMENT'S REPORT WAS NOT SUBJECT TO ATTESTATION BY OUR REGISTERED PUBLIC ACCOUNTING FIRM PURSUANT TO TEMPORARY RULES OF THE SECURITIES AND EXCHANGE COMMISSION THAT PERMIT US TO PROVIDE ONLY MANAGEMENT'S REPORT IN THIS ANNUAL REPORT.

15T.C. ATTESTATION REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

Not applicable.

15T.D. CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

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During the period covered by this annual report, we have taken the following remediation steps with respect to the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act): (i) the composition of a policy for Financial Closing & Reporting (FCR) process, (ii) the use of US GAAP checklists and (iii) steps to ensure that the Company's accounting and financing personnel is more proficient and up to date with respect to accounting matters and other areas relevant to the preparation of financial reporting. In addition, in late 2008, the Company began taking steps towards adopting a clear policy of financial department approval for each sale and sales department input for each sale recognized in the reports. Other than the foregoing, there have not been any changes that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### ITEM 16.A. AUDIT COMMITTEE FINANCIAL EXPERT.

The Company's audit committee is comprised of Yoseph Dauber, Eran Dariel and Tsipi Kagan. We believe that Mr. Dauber and Ms. Kagan qualify as audit committee financial experts as such term is defined in the Form 20-F. See "Item 6.C - Directors, Senior Management and Employees - Board Practices".

### ITEM 16.B. CODE OF ETHICS.

We have adopted a written code of ethics that applies to our principal executive officer, principal financial officer, executive vice president global sales, principal controller, treasurer and to persons performing similar functions. A copy of our code of ethics was filed with our annual report on Form 20-F for the year ended December 31, 2003 as Exhibit 11.

We have also adopted updated written standards of business conduct that apply to all directors, officers and employees. A copy of our standards of business conduct is attached hereto as Exhibit 11(c). During 2006, our board of directors adopted certain amendments to the insider trading policy included in such standards of business conduct. A copy of the amended insider trading policy was filed as an exhibit to our annual report on Form 20-F for the year ended December 31, 2006.

### ITEM 16.C. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Our audit committee is responsible for the oversight of our independent auditors' work. The audit committee's policy is to pre-approve all audit and non-audit services provided by our auditors. These services may include audit services, audit-related services, tax services and other services, as further described below. The audit committee sets forth the basis for its pre-approval in detail, listing the particular services or categories of services which are pre-approved, and setting forth a specific budget for such services. Additional services may be pre-approved by the audit committee on an individual basis. Our audit committee pre-approval policies and procedures for audit and non-audit services were filed as an exhibit to our annual report on Form 20-F for the year ended December 31, 2003.

The auditors of VocalTec billed for the following fees for audit and audit-related services in 2007 and 2008 (in thousands of U.S. dollars):

SERVICES RENDERED	YEAR ENDED DECEMBER 31,			
	2007		2008	
-----	FEES	PERCENTAGES	FEES	PERCENTAGES
-----	-----	-----	-----	-----

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Audit (1)	85	77%	99	51%
Audit-related (2)	-	-	-	-
Tax (3)	25	23%	53	27%
Other (4)	-	-	42	22%
Total	110	100%	194	100%

(1) Audit fees consist of services that would normally be provided in connection with statutory and regulatory filings or engagements, including services that generally only the independent accountant can reasonably provide.

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(2) Audit-related fees relate to assurance and associated services that traditionally are performed by the independent auditor, including: accounting consultation and consultation concerning financial accounting and reporting standards.

(3) Tax fees relate to tax compliance, planning and advice.

(4) Other fees relate to consulting services.

All of the services referred to in clauses (2), (3) and (4) above were approved by the audit committee of VocalTec.

### ITEM 16.D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

### ITEM 16.E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

PERIOD	TOTAL NUMBER OF ORDINARY SHARES PURCHASED	PRICE PAID PER SHARE	TOTAL NUMBER OF PURCHASED AS PUBLICLY ANNOU OR PROG
March 2, 2009	1,673,549(1)	\$0.40	non

### ITEM 16F: CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

### ITEM 16.G: CORPORATE GOVERNANCE

Except as otherwise indicated, the Company is in compliance with corporate governance standards as currently applicable to the Company under Israeli, U.S., SEC and Nasdaq laws and regulations. We are not in compliance with Nasdaq Marketplace Rules 5605(e)(2) (requiring companies to adopt a formal written charter or board resolution addressing the company's nominations process), 5605(b)(2) (Regularly scheduled meetings of the company's independent directors) and 5635(c) (Regarding the establishment of or a material amendment to a stock option or purchase plan or other equity compensation arrangement). Under Israeli law, the nominations process is conducted by the full board of directors. Similarly, under Israeli law, all matters that are subject to the approval of a company's board of directors are discussed by the full board of directors. Finally, under Israeli law, the board of directors has the authority to

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establish stock option or purchase plans or other equity compensation arrangements, and to adopt material amendments to such plans.

Furthermore, we have elected to follow our home country practice in lieu of the requirements set forth in Nasdaq Marketplace Rule 5250(d)(1) which require a domestic United States company to make available to its shareholders a copy of its annual report containing its audited financial statements in one of three specific ways. Instead of distributing copies of our annual report by mail, furnishing an annual report in accordance with Rule 14a-16 under the Exchange Act or posting our annual report on our website and undertaking to provide a hard copy thereof free of charge upon request, we simply make our annual report available to shareholders via our website (<http://www.vocaltec.com>).

-----

(1) Represents shares purchased under the Stock Repurchase Agreement between us and Cisco Systems International B.V., dated March 2, 2009. Under the Share Purchase Agreement we bought an aggregate of 1,673,549 of our shares, constituting approximately 22.7% of our issued and outstanding share capital as of such date, from Cisco Systems International B.V., our largest shareholder as of such date. The share purchase was executed at a price per share of \$0.40, for a total aggregate purchase price of approximately \$669,000.

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PART THREE.

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

VOCALTEC COMMUNICATIONS LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2008

IN U.S. DOLLARS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

VOCALTEC COMMUNICATIONS LTD.

We have audited the accompanying consolidated balance sheets of VocalTec Communications Ltd. ("the Company") and its subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's and its subsidiaries' internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and its subsidiaries' internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Tel-Aviv, Israel  
June 4, 2009

KOST FORER GABBAY & KASIERER  
A Member of Ernst & Young Global

VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

-----  
U.S. DOLLARS IN THOUSANDS

ASSETS

	DECE
	-----
NOTE	2008
-----	-----

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CURRENT ASSETS:

Cash and cash equivalents		\$ 5,090
Short term bank deposits		9,900
Restricted cash		554
Trade receivables (net of allowance for doubtful accounts of \$ 0 and \$ 160 as of December 31, 2008 and 2007, respectively)		214
Prepaid expenses and other accounts receivable	3	483
Severance pay funds		489
Inventories	4	38
		-----
TOTAL current assets		16,768
		-----
SEVERANCE PAY FUNDS		618
		-----
PROPERTY AND EQUIPMENT, NET	5	614
		-----
OTHER INTANGIBLE ASSETS	6	160
		-----
GOODWILL	6	-
		-----
Total assets		\$18,160
		=====

The accompanying notes are an integral part of the consolidated financial statements.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. DOLLARS IN THOUSANDS, EXCEPT SHARE DATA

		DECEMBER 31,	
	NOTE	2008	2007
	-----	-----	-----
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Trade payables		\$ 1,707	\$ 81
Accrued expenses and other accounts payable	7	3,300	3,16
Accrued severance pay		756	55
Deferred revenues		885	2,69
		-----	-----
TOTAL current liabilities		6,648	7,22

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LONG-TERM LIABILITIES:		-----	-----
Accrued severance pay		870	1,39
		-----	-----
TOTAL long-term liabilities		870	1,39
		-----	-----
TOTAL liabilities		7,518	8,62
		-----	-----
COMMITMENTS AND CONTINGENCIES	8		
SHAREHOLDERS' EQUITY:	10		
Share capital			
Ordinary shares of NIS 0.13 par value:			
Authorized - 150,000,000 shares at December 31, 2008			
and 2007; Issued and outstanding - 7,376,364 shares			
at December 31, 2008 and 2007		213	21
Other comprehensive income	12	76	1
Additional paid-in capital		94,761	93,59
Accumulated deficit		(84,408)	(88,11
		-----	-----
TOTAL shareholders' equity		10,642	5,70
		-----	-----
		\$ 18,160	\$ 14,32
		=====	=====

The accompanying notes are an integral part of the consolidated financial statements.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

U.S. DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA

			YEAR
			-----
	NOTE		2008
	-----		-----
Sales:	13		
Products		\$	3,980
Services			2,134
			-----
			6,114
			-----
Cost of sales *):			
Products			2,027

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Services		580
		-----
		2,607
Inventory write-off		-
Amortization of intangible assets		328
		-----
		2,935
		-----
Gross profit		3,179
		-----
Operating expenses:		
Research and development, net	14	4,154
Selling and marketing		3,554
General and administrative		2,704
Income from sale of patents, net	17	(14,913)
Impairment of goodwill and intangible assets		3,993
		-----
TOTAL net operating expenses (income)		(508)
		-----
Operating income (loss)		3,687
Other income, net		-
Financial income, net	15	90
		-----
Income (loss) before taxes on income		3,777
Taxes on income	16	69
		-----
Net Income (loss)		\$ 3,708
		=====
Dividend in respect of reduction in exercise price of certain warrants		-
		-----
Net Income (loss) attributable to ordinary shareholders		\$ 3,708
		=====
Basic and diluted net income (loss) per Ordinary share	12	\$ 0.50
		=====
Weighted average number of Ordinary shares used in computing net loss per Ordinary share - basic and diluted		7,376
		=====

The accompanying notes are an integral part of the consolidated financial statements.



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STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

U.S. DOLLARS IN THOUSANDS, EXCEPT SHARE DATA

	NUMBER OF SHARES ----- ORDINARY -----	AMOUNT ----- ORDINARY -----	ADDITIONAL PAID-IN CAPITAL -----	DEFERRED STOCK COMPENSATION -----
Balance as of January 1, 2006	4,661,627	\$ 132	\$ 79,652	\$
Reclassification of deferred stock compensation due to the adoption of SFAS 123(R)	-	-	(67)	
Stock based compensation related to options issued to employees			948	
Exercise of employees stock options	29,737	1	149	
Issuance of ordinary shares and warrants in private placements	2,685,000	80	*) 11,509	
Dividend in respect of reduction in exercise price of certain warrants	-	-	37	
Net loss				
Balance as of December 31, 2006	7,376,364	213	92,228	
Stock based compensation related to options issued to employees	-	-	1,147	
Other comprehensive income related to unrealized gain on derivative instruments	-	-	-	
Cumulative effect of FIN 48 adoption	-	-	-	
Reversal of a provision for issuance expenses	-	-	217	
Net loss	-	-	-	
Balance as of December 31, 2007	7,376,364	213	93,592	
Stock based compensation related to options issued to employees	-	-	1,169	
Other comprehensive income related to unrealized gain on derivative instruments	-	-	-	
Net Income	-	-	-	
Balance as of December 31, 2008	7,376,364	\$ 213	\$ 94,761	\$

\*) Net of issuance expenses of \$ 1,075.

The accompanying notes are an integral part of the consolidated financial statements.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. DOLLARS IN THOUSANDS

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	YEAR ENDED DECEMBER	
	2008	2007
	-----	-----
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$ 3,708	\$(14,179)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	818	977
Impairment of Goodwill and intangible assets	3,993	5,437
Changes in the accrued liability for severance pay	(318)	7
Compensation expense related to shares and options issued to employees, net	1,169	1,147
Gain on sale of equipment	-	(4)
Gain on amounts funded in respect of severance pay	(62)	(187)
Capital gain from sale of patents	(14,913)	-
Decrease (increase) in trade receivables, net	411	818
Decrease (increase) in prepaid expenses and other receivables	1,118	(197)
Decrease in inventories	223	277
Increase (decrease) in trade payables	894	(117)
Increase (decrease) in accrued expenses and other liabilities	133	(439)
Increase (decrease) in deferred revenues	(1,812)	2,520
	-----	-----
Net cash provided by (used in) operating activities	(4,638)	(3,940)
	-----	-----
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(269)	(178)
Proceeds from sale of property and equipment	-	4
Proceeds from sale of patents	17,413	-
Payments related to sale of patents	(2,383)	-
Investment in short term deposit	(9,900)	-
Investment in restricted cash	(15)	(377)
Proceeds from short term deposit and restricted cash	-	3,000
Amounts withdrawn (funded) in respect of severance pay funds, net	386	33
	-----	-----
Net cash provided by (used in) investing activities	5,232	2,482
	-----	-----
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of loan from shareholder	-	-
Proceeds from issuance of shares upon exercise of stock options by employees	-	-
Issuance of shares, net	-	-
	-----	-----
Net cash provided by financing activities	-	-
	-----	-----
Increase (decrease) in cash and cash equivalents	594	(1,458)
Cash and cash equivalents at the beginning of the year	4,496	5,954
	-----	-----
Cash and cash equivalents at the end of the year	\$ 5,090	\$ 4,496
	=====	=====
<b>SUPPLEMENTAL CASH FLOWS INFORMATION:</b>		
Cash paid during the year for income taxes	\$ 46	\$ 22

=====

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The accompanying notes are an integral part of the consolidated financial statements.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

NOTE 1:- GENERAL

- a. VocalTec Communications Ltd. ("VocalTec") and its subsidiaries ("the Company"), is a global provider of carrier-class multimedia and voice-over-IP solutions for communication service providers. The Company provides trunking, peering, access gateway and service delivery solutions (the Essentra product line) that enable flexible deployment of next-generation networks (NGNs).
- b. On November 24, 2005, VocalTec acquired all of the issued and outstanding Ordinary shares of Tdsoft Ltd. ("Tdsoft"), a privately-held company organized in Israel, and as consideration issued to Tdsoft shareholders Ordinary shares of VocalTec constituting, immediately following such issuance, 75% of the issued and outstanding share capital of VocalTec. For accounting purposes, the transaction was accounted for as a reverse acquisition, with Tdsoft treated as the accounting acquirer. Accordingly, the acquisition was accounted for as a purchase business combination using Tdsoft's historical financial information and recording VocalTec acquired assets and assumed liabilities at fair value as of November 24, 2005. Tdsoft is engaged in the development and marketing of systems that enable service providers to deliver voice services over different types of access networks. The Company derives revenues from the sale of its systems, including software it develops and maintenance services relating to the systems and software sold. Towards the end of 2007, Tdsoft discontinued the marketing of most of its products.
- c. The Company derived revenues from several major customers - see note 12.
- d. In 2008, the Company signed two Patent Purchase Agreements (PPA) for the sale of selected patents. Pursuant to the agreements, the Company sold 15 patents and certain patent-related rights, out of the company's portfolio of 22 patents - see note 17.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"). The significant accounting policies followed in the preparation of the financial statements, applied on a consistent basis, are:

- a. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at

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the date of the financial statements, and the reported amounts of income and expenses during the reported period. Actual results could differ from those estimates.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

#### b. Financial statements in U.S. dollars:

The financial statements have been prepared in U.S. dollars ("dollar"), since the currency of the primary economic environment in which the operations of the Company and certain subsidiaries are conducted is the dollar. Most of the Company's revenues are generated in dollar. In addition, a considerable portion of the Company's costs is incurred in dollars and the Company's financing is generally obtained in dollar. The Company's management believes that the dollar is the currency of the primary economic environment in which the Company operates. Thus, the functional and reporting currency of the Company is the dollar. Accordingly, the Company's and its subsidiaries' transactions and balances denominated in dollars are presented at their original amounts. Transactions and balances in other currencies have been remeasured into dollars in accordance with the guidance in Statements of the Financial Accounting Standard No. 52, "Foreign Currency Translation" ("SFAS No. 52"). Exchange gain and loss are presented in financial income net.

#### c. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its directly and indirectly wholly-owned subsidiaries. As of the balance sheet date the only significant subsidiary is Tdsoft Ltd.

#### d. Cash equivalents, restricted cash and short term bank deposits:

Cash equivalents are short-term, highly liquid investments that are readily convertible to cash with original maturities of three months or less.

Restricted cash is invested in highly liquid deposits, which are used as security for bank guarantees provided primarily to lessors of office premises and motor vehicles (see note 8).

Short term bank deposits with original maturities of more than three months but less than one year are presented as part of short-term investments. Such deposits are presented at cost including accrued interest. Interest on the deposits is recorded as financial income.

#### e. Inventories:

Inventories are stated at the lower of cost or market value. Inventory write-offs are provided to cover risks arising from slow-moving items, technological obsolescence and discontinued products. Costs are determined as follows:

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Components cost is determined by the average-cost method.

Hardware products are determined on the basis of direct costs, with costs measured on an average basis.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

#### f. Fair value of financial instruments:

The Company adopted the provision of FASB Statement 157 "Fair Value Measurements and certain related FASB staff positions ("Statement 157") on January 1, 2008 except as it apply to the nonfinancial assets and nonfinancial liabilities subject to FSP FAS 157-2. Statement 157 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and consider assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

Statement 157 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Statement 157 establishes three levels of inputs that may be used to measure fair value:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The actual value at which such financial assets could actually be sold or settled with a willing buyer or seller may differ from such estimated fair values depending on a number of factors including, but not limited to, current and future economic conditions, the quantity sold or settled, the presence of an active market and the availability of a willing buyer or seller.

#### g. Property and equipment, net:

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Equipment is stated at cost less accumulated depreciation.  
Depreciation is calculated by the straight-line method over the  
estimated useful lives of the assets at the following annual rates:

	%
Computers and related equipment	33
Office furniture and equipment	6 - 25 (mainly-8%)
Leasehold improvements	Over the shorter of the term of the lease or the life of the asset

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

#### h. Impairment of long-lived assets:

The Company's long-lived assets are reviewed for impairment in accordance with SFAS No. 144, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The loss is allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets, except that the loss allocated to an individual long-lived asset of the group shall not reduce the carrying amount of that asset below its fair value whenever that fair value is determinable. As of December 31, 2008, 2007 and 2006 no impairment losses have been identified for property and equipment since fair value of those assets was higher than its carrying amounts.

Intangible assets are comprised of acquired technology, customer contracts, customer relations, trade name and patents. All intangible assets are amortized using the straight-line method over their estimated useful life.

During 2006 and 2007 no impairment losses were identified. During 2008, the Company recorded an impairment loss for intangible assets in the amount of \$ 1,639.

#### i. Goodwill:

Goodwill is measured as the excess of the cost of an acquired company over the sum of the amounts assigned to tangible and identifiable intangible assets acquired less liabilities assumed. Goodwill is not amortized, but rather reviewed for impairment at least annually in accordance with the provisions of SFAS No. 142. The goodwill impairment test under SFAS No. 142 involves a two-step approach. Under the first step, the Company determines the fair value of each reporting unit to which goodwill has been assigned. The Company determined that it has only one reporting unit. The Company then

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compares the fair value of each reporting unit to its carrying value, including goodwill. The Company estimates the fair value of each reporting unit by estimating the present value of the reporting unit's future cash flows. If the fair value exceeds the carrying value, no impairment loss is recognized. If the carrying value exceeds the fair value, the goodwill of the reporting unit is considered potentially impaired and the second step is completed in order to measure the impairment loss. Under the second step, goodwill is reduced to its implied fair value through an adjustment to the goodwill balance, resulting in an impairment charge. The Company has elected to perform its analysis of goodwill during the fourth quarter of each year. During 2006 no impairment loss was identified. In 2007 and 2008, the Company recorded impairment losses for goodwill in the amounts of \$ 5,437 and \$ 2,297, respectively.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

#### j. Revenue recognition:

The Company generates revenues from licensing the rights to use its software products, from the sale of its systems and from providing maintenance, engineering and support services. The Company's products are sold both to end users and to resellers, who are considered end-users for the purpose of revenue recognition.

Revenue from software products is recognized when all criteria outlined in the American Institute of Certified Public Accountants Statement of Position ("SOP") 97-2, "Software Revenue Recognition", as amended by SOP 98-9, "Modification of SOP 97-2, Software Revenue Recognition, with Respect to Certain Transactions", are met: persuasive evidence of an arrangement exists, the product has been delivered, no significant obligation to the customer remains, the sales price is fixed or determinable and collectibility is reasonably assured. The Company does not grant a right of return to its customers.

Where software arrangements involve multiple elements, revenue should be allocated to each undelivered element based on vendor specific objective evidence ("VSOE") of the fair value of the undelivered element. The VSOE used by the Company until the end of 2006 to allocate the arrangement fees to support services and maintenance was based on the price charged when these elements were sold separately (upon renewal). Revenues for the delivered product until the end of 2006 were recorded based on the "residual method" presented by SOP 98-9, "Modification of SOP 97-2, Software Revenue Recognition With Respect to Certain Transactions", whereby the remainder of the arrangement fee, after allocating revenue to undelivered elements which are not considered essential to the software's functionality as described above is allocated to the delivered product. Under the residual method revenue is recognized for the delivered elements when (1) there is VSOE of fair value on all the undelivered elements and (2) all revenue recognition criteria of SOP 97-2 are satisfied. Under the residual method any discount in the arrangement is allocated to the delivered element. As a result, revenues allocated to the support

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services and maintenance were recognized ratably over the service period.

Effective January 1, 2007, due to a limited number of separate support services and maintenance contracts consummated during 2007 since the Company began providing its services through distributors and integrators, VSOE is no longer attainable to support allocation of services and maintenance revenues. Accordingly, recognition of revenues from bundled software arrangements in 2008 and 2007 are recognized ratably over the period of the last delivered element in the arrangement, which is typically the customer support and maintenance service period, assuming all other revenue recognition criteria are met.

When an arrangement provides for acceptance of the product by the customer, revenue is not recognized until such acceptance is received.

In certain cases, when the company sells its products through resellers in new and emerging market channels for which no comparable history has been established, the Company recognizes revenues only when all obligations to the end user have been completed, provided all other revenue recognition criteria have been met.

Arrangements including training and installation services are recognized only after the services are performed.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Revenue from software maintenance and technical support contracts is recognized on a straight line basis over the term of the maintenance and support arrangement.

In 2006 deferred revenue includes unearned amounts received under the maintenance and support contracts and amounts received from customers but not recognized as revenues. From 2007, deferred revenue includes amounts received under bundled software arrangements and amounts received from customers, but not recognized as revenue.

Revenue from sale of systems is recognized upon delivery to the end-user or the reseller. Provisions for warranty are made at the time of the sale. Such revenues are recognized in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB No. 104").

#### k. Research and development costs, net:

Research and development costs, net of grants received, are charged to the statement of operations as incurred. Statement of Financial Accounting Standard No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed", ("SFAS No. 86"), requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Costs incurred by the Company between the establishment of technological feasibility and the point at which the products are ready for general



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release, have been insignificant. Therefore, all research and development costs have been expensed. Research and development grants were deducted from research and development costs (See m below).

### l. Royalties-bearing grants

Royalty-bearing grants from the Government of Israel and other governmental institutions for funding approved research and development projects are recognized at the time the Company is entitled to such grants, on the basis of the research and development costs incurred. Such grants are included as a deduction of research and development costs since at the time received it is not probable the Company will generate sales from these projects and pay the royalties resulting from such sales. For the grants received and deducted from the research and development costs - see Note 13.

### m. Income taxes:

The Company and its subsidiaries account for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". This Statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company and its subsidiaries provide a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value. As of December 31, 2008, a full valuation allowance was provided by the Company. See Note 15 for the impact of adoption of FIN 48, Accounting for uncertainty in Income Taxes, in 2007.

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

### n. Accounting for stock-based compensation:

The Company accounts for stock-based compensation in accordance with SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123(R)"). SFAS No. 123(R) requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated income statements.

The Company adopted SFAS 123(R) using the modified prospective transition method, which requires the application of the accounting standard as of January 1, 2006, the first day of the Company's fiscal year 2006. Under that transition method, compensation cost recognized in the year ended December 31, 2008 and 2007, includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair

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value estimated in accordance with the provisions of SFAS 123(R). As required by the modified prospective method results for prior periods have not been restated. The Company recognized compensation expenses for the value of these awards, which has graded vest on the accelerated attribution method over the requisite service period of each of the award, net of estimated forfeitures. Estimated forfeitures were based on actual historical pre-vesting forfeitures. The Company applied the provisions of SAB107 in it's adoption of FAS123R.

Expenses include stock based compensation related to employees as follows:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Cost of sales	\$ 17	\$ 18	\$ 8
Research and development, net	357	353	248
Selling and marketing	263	224	138
General and administrative	532	552	554
	-----	-----	-----
	\$ 1,169	\$ 1,147	\$ 948
	=====	=====	=====

The fair value for options granted in 2006, 2007 and 2008 is amortized over their vesting period and is estimated at the date of grant using a Black-Scholes options pricing model with the following weighted average assumptions:

	YEAR ENDED DECEMBER 31,		
EMPLOYEE STOCK OPTIONS	2008	2007	2006
Expected volatility	115%	120%	105%
Risk-free interest	2.4%	4.7%	4.9%
Dividend yield	0%	0%	0%
Expected life (years)	5 years	5 years	4.6 years

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### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

The computation of expected volatility is based on realized historical stock price volatility of the Company over historical period equal to the employee's stock options expected life. The interest rate for period within the contractual life of the award is based on the U.S. Treasury yield curve in effect at the time of grant. The Company has historically not paid dividends and has no foreseeable plans to pay dividends. In December 2007, the SEC staff issued Staff Accounting Bulletin No. 110 ("SAB 110"), which became effective on January 1, 2008. SAB 110 amends Staff Accounting Bulletin No. 107 ("SAB 107"), Share-Based Payment. SAB 110 expresses the views of the SEC staff regarding the use of a "simplified" method in developing an estimate

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of expected term of "plain vanilla" share options in accordance with FASB Statement No. 123(R), Share-Based Payment. Under the "simplified" method, the expected term is calculated as the midpoint between the vesting date and the end of the contractual term of the option. The use of the "simplified" method, which was first described in SAB 107, was scheduled to expire on December 31, 2007. SAB 110 extends the use of the "simplified" method for "plain vanilla" awards in certain situations. The SEC staff does not expect the "simplified" method to be used when sufficient information regarding exercise behavior, such as historical exercise data or exercise information from external sources, becomes available. The adoption of SAB 110 did not have any effect on the Company's financial statements.

The Company currently uses the simplified method as adequate historical experience is not available to provide a reasonable estimate. The Company adopted SAB 110 effective January 1, 2008 and will continue to apply the simplified method until enough historical experience is available to provide a reasonable estimate of the expected term for stock option grants.

The Company recognizes these compensation costs net of a forfeiture rate for only those shares expected to vest on accelerated attribution basis over the requisite service period of the award, which is generally the option vesting term of one to three years. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

o. Severance pay:

The Company's liability for severance pay for its Israeli employees is calculated pursuant to Israel's Severance Pay Law and employment agreements based on the most recent salary of the employees. The Company's liability for all of its employees, is fully covered by monthly deposits with managers' insurance policies and by an accrual. The value of these managers' insurance policies is recorded as an asset in the Company's balance sheet.

The deposited funds include profits accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israel's Severance Pay Law or labor agreements. The value of the deposited funds is based on the cash surrendered value of these funds and includes immaterial profits.

Severance expense for the years ended December 31, 2008, 2007 and 2006 amounted to approximately \$ 494, \$ 787 and \$ 170, respectively.

p. Concentration of credit risks:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, restricted cash and trade receivables.

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Cash and cash equivalents and the short term deposit are invested in U.S. dollars with major banks in Israel. Generally, these deposits may be redeemed upon demand, and bear minimal risk.

The Company's trade receivables are generally derived from sales of products and services rendered to large and solid organizations located primarily in Europe (mainly Russia), North America, and the Far East. The Company performs ongoing credit evaluations of its customers. To date the Company has not experienced any material losses in respect of its trade receivable. For new customers, the Company may require a letter of credit or upfront cash payments. An allowance for doubtful accounts is determined on specific basis in accordance with Management's estimation and historical experience.

Expense (income) resulting from the net increase (decrease) in the allowance for doubtful accounts was \$ (20), \$ 40 and \$ 70 for the years ended December 31, 2008, 2007 and 2006, respectively.

The Company sometimes uses derivative financial instruments to manage its exposure to fluctuations in foreign exchange rates. The Company accounts for derivative financial instruments in accordance with SFAS 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS No. 133"). Under SFAS No. 133, all derivatives are recorded as either assets or liabilities in the consolidated balance sheet, at fair value. The classification of gains and losses resulting from changes in the fair values of derivatives is dependent on the intended use of the derivative and its resulting designation. Adjustments to reflect changes in fair values of derivatives not designated as hedging instruments are reflected in earnings. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction in the same period during which the hedge transaction affects earnings. The ineffective portion of derivative's change in fair value is recognized in earnings depending upon the exposure being hedged.

Income resulting from the hedging activities was \$18, \$ 0 and \$ 0 for the years ended December 31, 2008, 2007 and 2006, respectively.

q. Net income (loss) per share:

Basic net loss per share is computed using the weighted average number of Common shares outstanding during the period, and excludes any dilutive effects of options. Diluted net loss per share is computed using the weighted average number of Common shares plus dilutive potential shares of Ordinary stock considered outstanding during the period.

In the years ended December 31, 2008, 2007 and 2006, all outstanding stock options have been excluded from the calculations of diluted net earning (loss) per share, since they would have an anti-diluted effect.

## NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

## r. Impact of recently issued accounting standards:

In December 2007, the FASB issued SFAS 141(R), Business Combinations ("SFAS No. 141(R)"). This Statement replaces SFAS 141, Business Combinations ("SFAS No. 141"), and requires an acquirer to recognize the assets acquired, the liabilities assumed, including those arising from contractual contingencies, any contingent consideration, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the statement. SFAS 141(R) also requires the acquirer in a business combination achieved in stages (sometimes referred to as a step acquisition) to recognize the identifiable assets and liabilities, as well as the noncontrolling interest in the acquiree, at the full amounts of their fair values (or other amounts determined in accordance with SFAS 141(R)). In addition, SFAS 141(R)'s requirement to measure the noncontrolling interest in the acquiree at fair value will result in recognizing the goodwill attributable to the noncontrolling interest in addition to that attributable to the acquirer.

SFAS 141(R) amends SFAS No. 109, Accounting for Income Taxes ("SFAS No. 109"), to require the acquirer to recognize changes in the amount of its deferred tax benefits that are recognizable because of the consummation of a business combination either in income from continuing operations in the period of the combination or directly in contributed capital, depending on the circumstances.

It also amends SFAS 142, Goodwill and Other Intangible Assets ("SFAS No. 142"), to, among other things, provide guidance on the impairment testing of acquired research and development intangible assets and assets that the acquirer intends not to use. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company does not expect that the adoption of SFAS 141R will have any impact on its consolidated financial statements.

In December 2007, the FASB issued SFAS 160 ("SFAS No. 160"), Noncontrolling Interests in Consolidated Financial Statements. SFAS 160 amends Accounting Research Bulletin 51, Consolidated Financial Statements, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It also clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 also changes the way the consolidated income statement is presented by requiring consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statement of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated and requires expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent owners and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for fiscal periods, and interim periods within those fiscal years, beginning on or after December 15,

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2008. The Company does not expect the adoption of SFAS No. 160 will have significant impact on its consolidated financial statement.

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### NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (CONT.)

In February 2008, the FASB issued FASB Staff Position No. FAS 157-1, "Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13" and FASB Staff Position No. FAS 157-2, "Effective Date of FASB Statement No. 157". Collectively, the Staff Positions defer the effective date of Statement 157 to fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities except for items that are recognized or disclosed at fair value on a recurring basis at least annually, and amend the scope of Statement 157. As described in Note 4, the Company adopted Statement 157 and the related FASB staff positions except for those items specifically deferred under FSP No. FAS 157-2.

In March 2008, the FASB issued Statement 161 "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161") an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why and entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under

Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early application is encouraged. The Company does not expect the adoption of SFAS 161 to have a material impact on its financial position, results of operations or cash flows.

In June 2008, the FASB issued EITF No. 07-5 "Determining whether an Instrument (or Embedded Feature) is Indexed to an Entity's Own Stock" ("EITF 07-5"). EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early application is not permitted. Paragraph 11(a) of SFAS No. 133 specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company's own stock and (b) classified in stockholders' equity in the statement of financial position would not be considered a derivative financial instrument. EITF 07-5 provides a new two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer's own stock and thus able to qualify for the SFAS 133 paragraph 11(a) scope exception. The Company believes adopting this statement will have no impact on the consolidated financial statements.

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NOTE 3:- PREPAID EXPENSES AND OTHER ACCOUNTS RECEIVABLE

	DECEMBER 31,	
	2008	2007
	-----	-----
Prepaid expenses *)	\$ 182	\$ 1,394
Research and development participation and grants receivable	-	14
Government authorities	132	80
Others	169	55
	-----	-----
	\$ 483	\$ 1,543
	=====	=====

\*) As of December 31, 2008 and 2007, including \$ 115 and \$ 1,283, respectively, of costs of hardware products delivered to customers' sites and not recognized as cost of sales since revenue in the related arrangements is being recognized over the last deliverable element (see also note 2k).

NOTE 4:- INVENTORIES

	DECEMBER 31,	
	2008	2007
	-----	-----
Components	\$ 38	\$ 61
Finished goods	-	200
	-----	-----
	\$ 38	\$ 261
	=====	=====

\*) Write-off of inventories for the years ended December 31, 2008, 2007 and 2006 amounted to \$ 0, \$ 459 and \$ 0, respectively.

During 2008, the Company purchased old equipment from one of its customers, in the amount of \$300,000. The equipment was recorded as inventory, and during the year has been written off and recorded against deduction from service revenues.

NOTE 5:- PROPERTY AND EQUIPMENT, NET

	DECEMBER 31,	
	2008	2007
	-----	-----
Cost:		
Computers and related equipment	\$ 4,844	\$ 4,579
Office furniture, equipment and leasehold improvements	1,316	1,314
Motor vehicle	-	10
	-----	-----

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	6,170	5,903
Less - accumulated depreciation	5,546	5,248
	-----	-----
Property and equipment, net	\$ 614	\$ 655
	=====	=====

Depreciation expense was \$ 308, \$ 411 and \$ 522 for the years ended December 31, 2008, 2007 and 2006, respectively.

All of the property and equipment is located in Israel.

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NOTE 6:- GOODWILL AND OTHER INTANGIBLE ASSETS

	DECEMBER 31,	
	2008	2007
	-----	-----
Intangible assets		
Cost:		
Technology	\$ 3,049	\$ 3,049
Customer contracts	372	372
Customer relations	887	887
Trade name	301	301
Patents	80	250
	-----	-----
	4,689	4,859
Accumulated amortization (including write downs):		
Technology (including \$1,093 write down in 2008)	3,049	1,628
Customer contracts	372	372
Customer relations (including \$494 write down in 2008)	887	265
Trade name (including \$51 write down in 2008)	141	60
Patents	80	53
	-----	-----
	4,529	2,378
	-----	-----
Total amortized cost	\$ 160	\$ 2,481
	-----	-----
Goodwill	\$ -	\$ 2,297
	=====	=====

- a. The future annual estimated amortization expense of the intangible assets in the next 5 years relating to VocalTec's amortizable intangible assets existing as of December 31, 2008, is approximately as follows:

TOTAL



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AMORTIZATION

	-----
2009	\$ 40
2010	40
2011	40
2012	40

- b. Amortization expenses amounted to approximately \$ 508, \$ 566 and \$ 906 for the years ended December 31, 2008, 2007 and 2006.

Due to the fact that As of December 31, 2008 and 2007, the Company's market value was substantially lower than the shareholders equity in its books, and due to the Company's loss in 2008 (excluding the income from patent sale) ,the Company performed impairment test of long lived operating assets, including intangible assets. As a result of the impairment test of long lived operating assets, including intangible assets, the Company recorded impairment loss of approximately \$ 1,639 related to intangible assets in 2008. This impairment loss is included in separate line item in the statement of operations, together with impairment loss related to impairment of goodwill (see note 2h). The Company identified two assets groups, its patent portfolio and all other operating assets and liabilities except the patent portfolio, as defined in SFAS 144. The fair value of the asset groups was estimated using the income approach.

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NOTE 6:- GOODWILL AND OTHER INTANGIBLE ASSETS (CONT.)

- c. The changes in the carrying amount of goodwill for the three years in the period ended December 31, 2008 are as follows:

BALANCE AS OF JANUARY 1, 2007	6,950
ADJUSTMENT OF GOODWILL DUE TO INCREASE IN TAX PROVISION RESULTED FROM THE IMPLEMENTATION OF FIN 48	784
IMPAIRMENT LOSS	(5,437)
	-----
BALANCE AS OF DECEMBER 31, 2007	2,297
IMPAIRMENT LOSS	(2,297)
	-----
BALANCE AS OF DECEMBER 31, 2008	-
	=====

- d. As a result of the annual impairment test of goodwill, performed at the fourth quarter of each year, the Company recorded impairment loss of approximately \$ 2,297 and \$ 5,437 related to goodwill in 2008 and 2007, respectively. This impairment loss is included in separate line item in the statement of operations. The Company identified one reporting unit, as defined in SFAS 142. The fair value of the reporting unit was estimated using the discounted cash flow approach.

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### NOTE 7:- ACCRUED EXPENSES AND OTHER ACCOUNTS PAYABLE

	DECEMBER 31	
	2008	2007
Employees and payroll accruals	\$ 721	\$ 706
Accrued expenses	450	370
Accrued vacation pay	495	536
Tax accruals	1,344	1,275
Government Institutions	133	195
Office lease	118	8
Others	39	76
	-----	-----
	\$ 3,300	\$ 3,166
	=====	=====

### NOTE 8:- COMMITMENTS AND CONTINGENCIES

- a. In connection with its research and development activities through December 31, 2008, the Company received and accrued participation payments from the Office of the Chief Scientist of the Ministry of Industry and Trade in Israel ("OCS"). In return for the Government of Israel's participation, the Company is committed to pay royalties at a rate of 3.5% - 4.5% of sales of the developed product, up to 100% of the amount of grants received linked to the U.S. dollar (grants received under programs approved subsequent to January 1, 1999, are subject to interest at the annual rate of LIBOR applicable to U.S. dollar deposits).

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### NOTE 8:- COMMITMENTS AND CONTINGENCIES (CONT.)

The Company's total contingent liability for royalties payable to the OCS with respect to future sales, based on Government of Israel participations received or accrued, net of royalties paid or accrued, totaled approximately \$ 22 million as of December 31, 2008. The obligation to pay these royalties is contingent on actual sales of the products, and in the absence of such sales, no payment is required.

Cost of sales includes royalties paid and accrued to the Government of Israel in the amount of \$ 208, \$ 175 and \$ 201 for the years ended December 31, 2008, 2007, and 2006, respectively. With respect to the sale of patents related payments to OCS, see Note 16.

- b. Certain claims, mainly for patent infringement and breach of contract have been made against VocalTec Ltd., Tdsoft Ltd. or its U.S. subsidiary. The Company cannot estimate the exposure amount, and in any case, these allegations have not resulted in any action brought against the Company. The Company's management does not believe that it is probable that the above mentioned allegations will result in a loss to the Company. Accordingly, no provision was recorded with respect to these allegations.

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During 2008, the Company received a claim from one of its former employees in Germany, regarding his retirement conditions. The Company recorded a provision in its books in an amount deemed appropriate to cover such claim.

- c. The Company's facilities in Israel are rented under operating leases with different periods ending through April 2010 (with renewal option). Rent expense amounted to \$ 468, \$ 415 and \$ 256 for the years ended December 31, 2008, 2007 and 2006, respectively. Annual minimum rental commitments under non-cancelable leases at balance sheet date are approximately as follows:

2009	468
2010	117
	-----
Total	\$ 585
	=====

At the end of 2008, the Company left the third floor of its leased building in order to save expenses, and moved into one floor. Since the Company is still obligated to pay rent for the third floor until the end of the contract a liability for the lease termination cost, including remaining lease rentals, reduced by probable sub lease rentals, in the amount of \$ 118 thousand was recorded.

The Company also maintains motor vehicle leases. The total liability for early termination of such leases is approximately \$ 57. Motor vehicle lease expense amounted to \$ 464, \$ 407 and \$ 470 for the years ended December 31, 2008, 2007 and 2006, respectively.

- d. Under the purchase agreement with Be-Connected from 2004, the bank provided the shareholders of Be-Connected on behalf of Tdsoft a bank guarantee of \$ 500, in respect of certain guarantees that a shareholder of Be-Connected gave to its customers. \$ 140 out of the \$ 500 expired in November 2006, the other \$ 360 will expire in May 2009.
- e. The bank provided, with respect to offices lessors, bank guarantee on behalf of Tdsoft, in the amount of \$ 150.

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VOCALTEC COMMUNICATIONS LTD.  
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### NOTE 9:- FAIR VALUE MEASUREMENTS

In accordance with SFAS No. 157, the Company measures its foreign currency derivative contracts at fair value. Foreign currency derivative contracts are classified within Level 2 value hierarchy as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The following table provides information by value level for financial assets and liabilities that are measured at fair value, as defined by SFAS No. 157, on a recurring basis as of December 31, 2008.

FAIR VALUE MEASUREMENTS

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DESCRIPTION	FAIR VALUE	LEVEL 1	LEVEL 2	LEVEL 3
DERIVATIVE ASSET	76		76	

NOTE 10:- SHARE CAPITAL

a. Share capital

All Ordinary shares of the Company have the same rights. Dividends declared by the company will be distributed to shareholders in proportion to their holdings. If the Company is liquidated, after satisfying liabilities to creditors, the Company's assets will be distributed to the holders of Ordinary shares in proportion to their holdings.

Holders of Ordinary shares have one vote for each paid-up Ordinary share on all matters submitted to a vote of our shareholders. These voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future.

- b. In May 2006 the Company issued in a private placement in consideration for \$ 4,591, net of issuance expenses of \$ 548, 935,000 Ordinary Shares and warrants to purchase up to 424,050 Ordinary Shares at an exercise price of \$ 7.9 per share. The warrants became exercisable 6 months after issuance and will remain exercisable until the fifth anniversary of the date of issuance. According to the agreements, the investors have the right to receive payment for liquidated damages if a registration statement on Form F-3 is not declared effective within 60 days from the date of the closing and/or the failure to maintain the registration Statement effective. The liquidated damages will be in the amount of 0.0333% of the purchase price paid by the investors for each day of delay up to 10% of the proceeds received. The shares and shares to be derived from the warrants were registered for trading on NASDAQ on May 22, 2006. As of December 31, 2008, no liability was recorded in respect of the liquidated damages as the Company does not deem it probable that such liquidated damages will be made.

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NOTE 10:- SHARE CAPITAL (CONT.)

In December 2006 the Company decided to reduce the exercise price of the warrants issued by the Company to the investors from \$ 7.9 per share to \$ 6.87 per share - the closing price of the Company's ordinary shares on the Nasdaq Capital Market at the close of business immediately prior to execution of the agreement relating to the May 2006 issuance. The benefit of \$ 37 to the warrant holders from the aforementioned reduction in the exercise price was recorded as a preferred deemed dividend to the warrant holders.

As of December 31, 2008, none of these warrants were exercised into the Company's Ordinary shares.

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c. In November 2006, the Company issued in a private placement in consideration for \$ 6,998, net of issuance expenses of \$ 527, 1,750,000 Ordinary Shares and warrants to purchase up to 1,400,000 Ordinary Shares at an exercise price of \$ 5.5 per share. The warrants are exercisable during a period ending June 30, 2011. The shares were registered for trading on NASDAQ on December 4, 2006. As of December 31, 2008, none of these warrants were exercised into the Company's ordinary shares.

d. Share option plans:

In August 2005, the board of directors of VocalTec resolved to transfer to the VocalTec 2003 Master Stock Option Plan all of the shares then available for grants of options under the other VocalTec option plans. Pursuant to the business combination, the number of shares underlying the 2003 Master Stock Option Plan was increased by 576,923 to a total of 1,038,462 shares, and VocalTec adopted each of Tdsoft's option plans, such that all outstanding options granted under the various Tdsoft option plans to purchase Ordinary shares of Tdsoft were assumed by VocalTec, except that the Tdsoft Ordinary shares underlying such options were replaced by VocalTec's Ordinary shares in amounts and for exercise prices in accordance with the conversion ratio set forth in the agreement for the business combination (and which options continued to be subject, except as set forth herein, to the terms of the Tdsoft option plans under which they were granted).

Following consummation of the business combination, the Company's board of directors resolved (i) to effect certain amendments to the 2003 Master Stock Option Plan and (ii) that options granted under older stock option plans shall revert to the amended 2003 Master Stock Option Plan upon the expiration or cancellation of such option.

Options granted under the VocalTec amended 2003 Master Stock Option Plan generally have a term of seven (7) years. However, options granted prior to December 13, 2005 have a term of ten (10) years. Earlier termination may occur if the employee's employment with the Company is terminated or if certain corporate changes or transactions occur. The Company's board of directors determines the grant and the exercise price at the time the options are granted upon recommendation of the compensation committee.

Each stock option agreement specifies the date and period over which the option becomes exercisable. Options granted generally vest over a period of four years, either in equal quarterly installments of 6.25% of the option shares, starting three months after the date of grant, or 25% of the option shares are vested one year following option grant, and the remaining 75% vest in equal quarterly installments of 6.25% over the remaining three years. Vesting of options granted to employees is conditional upon the grantee remaining continuously employed by VocalTec or its subsidiaries.

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NOTE 10:- SHARE CAPITAL (CONT.)

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As of December 31, 2008, 375,533 share options are still available for future grants under the Company's existing plans, including a one time increase of 600,000 share options and an annual increase of 334,326 share options approved by the 2008 annual general meeting of the shareholders. Options which are cancelled or forfeited before expiration become available for future grants.

A summary of the Company's share option activity under the plans is as follows:

	YEAR ENDED DECEMBER 31, 2008		
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE	WEIGHTED AVERAGE REMAINING CONTRACTUAL TERM (IN YEARS)
Outstanding - beginning of year	1,326,696	\$ 4.67	
Granted	1,755,900	\$ 1.01	
Exercised	-	\$ -	
Forfeited	(575,538)	\$ 3.68	
	2,507,058	\$ 2.23	5.92
Outstanding - end of year	2,507,058	\$ 2.23	5.92
Vested and expected to vest - end of year	1,732,646	\$ 2.66	5.71
	637,664	\$ 4.72	4.72
Options exercisable - end of year	637,664	\$ 4.72	4.72

The weighted average fair values of the options granted during 2008, 2007 and 2006, were \$ 0.36, \$ 3.32 and \$ 3.22, respectively.

The total unrecognized Compensation cost related to non vested options as of December 31, 2008 is \$ 2.2 million, and the weighted average period over which the cost is expected to be realized is 2.0 years.

The following table summarizes information about options outstanding and exercisable at December 31, 2008:

RANGE OF EXERCISE PRICES	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
	AMOUNT OUTSTANDING AT DECEMBER 31, 2008	WEIGHTED- AVERAGE REMAINING CONTRACTUAL LIFE  (YEARS)	WEIGHTED AVERAGE EXERCISE PRICES	AMOUNT OUTSTANDING AT DECEMBER 31, 2008	WEIGHTED AVERAGE EXERCISE PRICES
\$ 0.00-0.50	682,560	6.63	\$ 0.42	-	\$ 0.00
\$ 0.51-1.00	761,620	6.23	\$ 0.87	61,560	\$ 0.70
\$ 1.01-3.00	266,880	6.38	\$ 2.98	14,250	\$ 2.88
\$ 3.01-5.00	519,226	5.07	\$ 3.52	324,692	\$ 3.55
\$ 5.01-20.00	268,906	4.52	\$ 6.12	229,296	\$ 6.17
\$ 20.01-224.25	7,866	3.30	\$ 45.53	7,866	\$ 45.53

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2,507,058	5.92	\$	2.23	637,664	\$ 4.72
=====				=====	

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VOCALTEC COMMUNICATIONS LTD.  
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NOTE 11:- NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per Ordinary share:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
	-----	-----	-----
Numerator:			
Net income (loss)	\$ 3,708	\$ (14,179)	\$ (14,179)
Dividend in respect to reduction in exercise price of certain warrants	-	-	-
	-----	-----	-----
Net income (loss) attributable to common shareholders after allocation of undistributed earnings to convertible Preferred shares	\$ 3,708	\$ (14,179)	\$ (14,179)
	=====	=====	=====
Denominator:			
Weighted average number of Ordinary shares outstanding during the year used to compute basic and diluted net loss per Ordinary share	7,376	7,376	7,376
	=====	=====	=====
Basic and diluted net income (loss) per Ordinary share (all options are anti-dilutive)	\$ 0.50	\$ (1.92)	\$ (1.92)
	=====	=====	=====

NOTE 12:- DERIVATIVE FINANCIAL INSTRUMENTS

As of December 31, 2008, the Company had forward exchange contracts for the acquisition of approximately NIS 15,150 thousand, in consideration for \$ 3,900, maturing during 2009. The fair value of these contracts as of December 31, 2008 was \$ 76. The purpose of the contracts was to hedge the NIS expenses during 2009 (mainly salary), by signing contracts to buy NIS amounts in previously determined exchange rates, and by that obtaining fixed expenses in US\$. The hedged amount was determined according to estimated salary and other related NIS expenses in 2009.

NOTE 13:- GEOGRAPHIC, MAJOR CUSTOMERS AND PRODUCT LINE INFORMATION

The Company manages its business on a basis of one reportable segment. The Company follows the guidance in Statement of Financial Accounting Standards No. 131, "Disclosure about Segment of an Enterprise and Related Information".

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	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Sales classified by geographic areas based on end-customer location:			
Russia	\$ 3,140	\$ 1,635	\$ 399
Germany	948	1,314	947
Italy	650	884	1,666
Iceland	93	155	272
Europe - other	73	643	1,015
Americas (principally United States)	362	351	770
Asia	162	124	882
Israel	388	145	540
Africa and Middle East	298	503	789
	-----	-----	-----
	\$ 6,114	\$ 5,754	\$ 7,280
	=====	=====	=====

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VOCALTEC COMMUNICATIONS LTD.  
AND ITS SUBSIDIARIES

NOTE 13:- GEOGRAPHIC, MAJOR CUSTOMERS AND PRODUCT LINE INFORMATION (CONT.)

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
		%	
Sales to a single customer exceeding 10%:*)			
Customer A	*)	*)	13
Customer B	15	22	18
Customer C	26	12	*)
Customer D	*)	10	*)
Customer E	14	*)	*)

\*) Less than 10%.

Total revenues from external customers on the basis of the Company's product lines are as follows:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
The Essentra family	\$ 5,731	\$ 4,482	\$ 4,550
Tdgate	203	769	1,542
Hunt	180	192	360
Proxi	-	100	73
Tas	-	179	388
Core (software)	-	32	367



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-----	-----	-----
\$ 6,114	\$ 5,754	\$ 7,280
=====	=====	=====

NOTE 14:- RESEARCH AND DEVELOPMENT, NET

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
	-----	-----	-----
Research and development expenses	\$ 4,231	\$ 5,340	\$ 5,439
Less- participations from:			
OCS	77	773	799
BIRD	-	-	21
	-----	-----	-----
	\$ 4,154	\$ 4,567	\$ 4,619
	=====	=====	=====

NOTE 15:- FINANCIAL INCOME, NET

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
	-----	-----	-----
Financial income :			
Interest on cash and cash equivalents, net of bank fees	\$ 114	\$ 321	\$ 112
Foreign currency translation adjustments, net	(24)	(91)	(80)
	-----	-----	-----
	\$ 90	\$ 230	\$ 32
	=====	=====	=====

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VOCALTEC COMMUNICATIONS LTD.  
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NOTE 16:- TAXES ON INCOME

a. Measurement of taxable income:

Under the Income Tax (Inflationary Adjustments) Law, 1985 ("the Israeli law"), results for tax purposes in Israel are measured in real terms, in accordance with the changes in the Israeli Consumer Price Index ("Israeli CPI"). Accordingly, until 2007, results for tax purposes were measured in terms of earnings in NIS after certain adjustments for increases in the Israeli CPI. Beginning January 1, 2008, the Inflationary Adjustments Law was repealed.

b. Tax benefits under Israel's Law for the Encouragement of Industry (Taxation), 1969:

VocalTec Ltd. and Tdsoft Ltd. are considered each an "industrial company", as defined by the Law for the Encouragement of Industry

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(Taxes), 1969, and as such, are entitled to certain tax benefits, mainly the right to claim public issuance expenses and accelerated depreciation.

- c. Tax benefits under the Law for the Encouragement of Capital Investments, 1959:

Certain investments of VocalTec Ltd. and Tdsoft Ltd. received "Approved Enterprise" status through the "Alternative Benefits" track, and, as such, are eligible for various benefits. VocalTec Ltd. and Tdsoft Ltd. currently have two and four "Approved Enterprise" programs, respectively. These benefits include accelerated depreciation of equipment used in the investment program, as well as a full tax exemption on undistributed income for a period of two years and reduced tax rates of 25% or less for an additional period of up to eight years (depending on the percentage of foreign ownership), commencing with the date on which taxable income is first earned. Since VocalTec Ltd. and Tdsoft Ltd. have had no taxable income since inception, the benefits period has not yet commenced.

The period of tax benefits detailed above, except the full tax exemption period, is subject to a limit of 12 years from the commencement of production, or 14 years from the approval date, whichever is earlier. The entitlement to the above benefits is conditional upon VocalTec Ltd. and Tdsoft Ltd. fulfilling the conditions stipulated by the above law, regulations published there-under and the letters of approval for the specific investments in "Approved Enterprises". In the event of failure to comply with these conditions, the benefits may be cancelled and VocalTec Ltd. and Tdsoft Ltd. may be required to refund the amount of the benefits, in whole or in part, including interest. As of December 31, 2008, management believes that VocalTec Ltd. and Tdsoft Ltd. are meeting all of the aforementioned conditions.

The tax-exempt income attributable to the "Approved Enterprise" can be distributed to shareholders without subjecting the distributing company to taxes only upon the complete liquidation of the company. If these retained tax-exempt profits are distributed in a manner other than in the complete liquidation of the company, they would be taxed at the corporate tax rate applicable to such profits as if the company had not elected the alternative track of benefits, currently 25% for an "Approved Enterprise". As of December 31, 2008, the accumulated deficit of each company does not include tax-exempt profits earned by their "Approved Enterprise".

Income from sources other than the "Approved Enterprise" during the benefit period will be subject to tax at the regular corporate tax rate of 29%. The regular corporate tax rate is to be gradually reduced to 25% by 2010 (27% in 2008, 26% in 2009 and 25% in 2010).

- d. VocalTec Ltd. received final tax assessment for the tax years up to 2004. Tdsoft Ltd. received final tax assessment for the tax years up to 2002. VocalTec Inc. received final tax assessment for the tax years up to 2003. Tdsoft Inc. received final tax assessment for the tax years up to 2005.

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AND ITS SUBSIDIARIES

NOTE 16:- TAXES ON INCOME (CONT)

- e. VocalTec Ltd. and Tdsoft Ltd. have net operating loss carryforwards for tax purposes of approximately \$ 141,000 and \$ 53,000 as of December 31, 2008, respectively, which may be carried forward indefinitely. VocalTec Communications Inc. and Tdsoft Communications, Inc., which are subject to U.S. income taxes, have a loss for tax purposes of approximately \$ 9,000 as of December 31, 2008. These losses can be carried forward until 2025. A valuation allowance was recorded for the entire deferred tax asset in respect of the carryforward losses, due to the uncertainty regarding future realization. Management currently believes that since the Company has a history of losses it is more likely than not that the deferred tax regarding the loss carryforward will not be realized in the foreseeable future.

Utilization of U.S. net operating losses may be subject to substantial annual limitations due to the "change in ownership" provisions of the Internal Revenue code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

- f. Taxes on income are comprised as follows:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Current taxes (domestic)	\$ 69	\$ 37	\$ -

- g. Deferred taxes on income:

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and the tax effect for carryforward losses. Significant components of the Company's deferred tax assets are as follows:

	DECEMBER 31	
	2008	2007
Deferred tax asset:		
Reserves and allowances	\$ 277	\$ 329
Net operating losses carryforward	48,357	46,802
Net deferred tax asset before valuation allowance	48,634	47,131
Valuation allowance	(48,634)	(47,131)
Net deferred tax asset	\$ -	\$ -

Management currently believes that since the Company has a history of losses, it is more likely than not that the deferred tax asset will not be utilized.

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The difference between the theoretical tax computed and the actual tax expense resulted mainly from valuation allowance recorded with respect to carryforward losses and other temporary differences, primarily related to severance and vacation reserves.

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VOCALTEC COMMUNICATIONS LTD.  
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NOTE 16:- TAXES ON INCOME (CONT)

h. Income (loss) before income taxes is comprised as follows:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Israel	\$ 3,811	\$(13,531)	\$ (6,396)
Foreign	(34)	(611)	(616)
	-----	-----	-----
	\$ 3,777	\$(14,142)	\$ (7,012)
	=====	=====	=====

i. In June 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FAS 109. This interpretation prescribes a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition of tax positions, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 requires significant judgment in determining what constitutes an individual tax position as well as assessing the outcome of each tax position. Changes in judgment as to recognition or measurement of tax positions can materially affect the estimate of the effective tax rate and consequently, affect the operating results of the Company.

The Company adopted the provisions of FIN 48 as of January 1, 2007. The accumulated effect of applying FIN 48 have been recorded as an increase of \$ 784 of the goodwill and an increase of \$ 34 of the accumulated deficit and \$818 of the income tax payable as of January 1, 2007, of which \$ 93 related to interest and penalties. The Company includes interest and penalties in its current tax expenses - \$22 was recorded in 2007 and \$ 43 in 2008.

A reconciliation of the beginning and ending balances of the total amounts of gross tax benefits is as follows:

Gross unrecognized tax benefits of January 1, 2007	\$ 420
Increase in income tax position related to prior years	818
Increase in income tax position related to 2007	37
	-----

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Gross unrecognized tax benefits at December 31, 2007	\$ 1,275 =====
Increase in income tax position related to current year	54 -----
Gross unrecognized tax benefits at December 31, 2008	\$ 1,329 =====

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VOCALTEC COMMUNICATIONS LTD.  
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NOTE 17:- INCOME FROM SALE OF PATENTS, NET

In May 2008, the Company signed a Patent Purchase Agreement (PPA) for the sale of selected patents to Karo Millennium J.P. L.L.C. Pursuant to the agreement, the Company sold 11 patents and certain patent-related rights, out of the company's portfolio of 22 patents. With the consummation of the transaction and the payment of all transaction-related expenses, including payment to the Office of the Chief Scientist (OCS), the Company retained net profit amounting to approximately \$8.8 million.

In December 2008, the Company signed an additional PPA for the sale of certain patents to Masinolli Fund L.L.C. Pursuant to the agreement, the Company sold 4 patents and certain patent-related rights, out of the company's remaining portfolio of 11 patents. With the consummation of the transaction and the payment of all transaction-related expenses, the Company retained net profit amounting to approximately \$6.1 million.

The Company was granted a geographically unlimited, non-exclusive license to use the sold patents and other patent-related rights in connection with the development and marketing of its products. Upon completion of the sale of the four patents, the Company retained a patent portfolio comprising seven additional patents as well as several trademarks, including the "Internet Phone" trademark and Internet domain name.

NOTE 18:- SUBSEQUENT EVENT

On March 2, 2009, the Company bought an aggregate of 1,673,549 of its shares, constituting approximately 22.7% of the issued and outstanding share capital of the company, from its largest shareholder, Cisco Systems International B.V. The share purchase was executed at a price per share of \$0.40, for a total aggregate purchase price of approximately \$ 669,000.

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ITEM 19. EXHIBITS

1. Amended and Restated Articles of Association, previously filed with the SEC on June 20, 2007 as Exhibit 1 to the Company's Annual Report on Form 20-F for the year ended December 31, 2006 and incorporated herein by reference.
  
- 2.1 Form of Share Certificate of VocalTec Communications Ltd., previously

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filed with the SEC on April 21, 2006 as Exhibit 2.1 to the Company's Annual Report on Form 20-F for the year ended December 31, 2005 (as amended on May 16, 2006) and incorporated herein by reference.

- 4.1 (a) 2003 Amended Master Stock Option Plan previously filed with the SEC on February 15, 2006 as Exhibit 99.2 to the Company's registration statement on Form S-8 (File Number 333-131870) and incorporated herein by reference.

(b) Summary of the lease agreement between Tdsoft and Limor Hugi and others dated April 26, 2004, previously filed with the SEC on April 21, 2006 as Exhibit 4.1(b) to the Company's Annual Report on Form 20-F for the year ended December 31, 2005 (as amended on May 16, 2006) and incorporated herein by reference.

(c) Audit committee pre-approval policies and procedures for audit and non-audit services, previously filed with the SEC on April 2, 2004 as Exhibit 4.1(k) to the Company's Annual Report on Form 20-F for the year ended December 31, 2003, and incorporated herein by reference.

(d) Form of indemnification undertaking dated as of November 24, 2005 between the Company and each of Joseph Albagli, Ilan Rosen, Robert Wadsworth and Joseph Atsmon, previously filed with the SEC on April 21, 2006 as Exhibit 4.1(g) to the Company's Annual Report on Form 20-F for the year ended December 31, 2005 (as amended on May 16, 2006) and incorporated herein by reference.

(e) Form of indemnification undertaking dated as of November 24, 2005 between the Company and each of Dr. Elon Ganor, Yoav Chelouche and Michal Even Chen, previously filed with the SEC on April 21, 2006 as Exhibit 4.1(h) to the Company's Annual Report on Form 20-F for the year ended December 31, 2005 (as amended on May 16, 2006) and incorporated herein by reference.

(f) Patent Purchase Agreement dated May 28, 2008 by and between the Company and Karo Millennium J.P., L.L.C., filed with the SEC on July 15, 2008 as Exhibit 4.1(j) to the Company's Annual Report on Form 20-F for the year ended December 31, 2007 and incorporated herein by reference.

(g) Patent Purchase Agreement dated December 5, 2008 by and between the Company and Masinolli Fund, L.L.C.

(h) Stock Repurchase Agreement dated March 2, 2009 by and between the Company and Cisco Systems International B.V.

8. List of Subsidiaries.

11. (a) Code of ethics for our principal executive officer, principal financial officer, executive vice presidents, principal controller, treasurer and persons performing similar functions, previously filed with the SEC on April 2, 2004 as Exhibit 11 to the Company's Annual Report on Form 20-F for the year ended December 31, 2003 and incorporated herein by reference.

(b) Amended insider trading policy, previously filed with the SEC on June 20, 2007 as Exhibit 11 to the Company's Annual Report on Form 20-F for the year ended December 31, 2006 and incorporated herein by reference.

(c) Standards of Business Conduct for our directors, officers and

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employees.

12. Certifications of CEO and CFO of VocalTec Communications Ltd. required by Rule 13a-14(a) (17 CFR 240.13a - 14(a)) or Rule 15d-14(a) (17 CFR 240.15d - 14(a)).
13. Certifications of CEO and CFO of VocalTec Communications Ltd. required by Rule 13a-14(b) (17 CFR 240.13a - 14(b)) or Rule 15d-14(b) (17 CFR 240.15d - 14(b)).
14. Consent of Kost Forer Gabbay & Kasierer, an affiliate of Ernst & Young Global, Independent Auditors.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

By: /s/ Ido Gur

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Ido Gur  
Chief Executive Officer

Date: June 4, 2009

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