



To the Honorable Commissioner of Patents and Trademarks: Please

or copy hereof.

101112033

1. Name of conveying party(ies):  
 Tadiran Telecommunications Ltd. *MPL 7-19-99*

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

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

2. Name and address of receiving party(ies):  
 Name: ECI Telecom Ltd.  
 Address: \_\_\_\_\_  
30 Hasivim  
Petach Tik

Individual(s) citizen 07-19-1999  
 Association \_\_\_\_\_ U.S. Patent & TMO/TM Mail Rpt Dt. #64  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Israel  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
 (Designations must be a separate document from Assignment)  
 Additional name(s) & addresses attached?  
 Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: March 9, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/281,418

Additional Numbers attached?  Yes  No

B. Trademark Registration No.(s).

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: David A. Cohen  
 Internal Address: Fross Zelnick Lehrman & Zissu, P.C.  
 Street Address: 866 United Nations Plaza  
 City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 1

7. Total fee (37 CFR 3.41) ..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
 (Only if total fee is not sufficient)

8. Deposit account number:  
23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

08/16/1999 MTHA11 00000151 75281418

DO NOT USE THIS SPACE

01 481 40.00 01

9. Statement and signature.  
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David A. Cohen                                           2/17/99  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: \_\_\_\_\_

**APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513  
Attn: Box ITU FEE

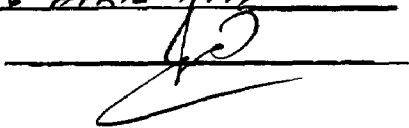
ECI TELECOM LTD., a Corporation organized and existing under the laws of Israel, located at 30 Hasivim st., Petach tikvah, Israel, the proprietor by merger of Trademark Application No. 75/281,418 MMBS, hereby appoints the firm Fross Zelnick Lehrman & Zissu P.C., attorneys at law, of 866 United Nations Plaza, at First Avenue & 48<sup>th</sup> St., New York, New York 10017 (telephone 212-813-5900), its attorneys and representative upon whom notices or process in proceedings affecting the above identified mark may be served.

ECI TELECOM LTD.

By: \_\_\_\_\_

Name: JOSHUA PIASETZKY  
Title: Senior Vice President  
Chief Technical Officer

Date: 26 APRIL 1999

Signature: 

CERTIFICATE OF TRANSLATION

אישור נכונות תרגום

I, the undersigned, **Marc A. Rabin**, Notary at Tel Aviv, Israel, hereby declare that I am well acquainted with the English and Hebrew languages and that the document attached hereto and marked "A" is a correct English translation of the original document drawn up in the Hebrew language which has been produced to me and a copy of which is attached and marked "B".

אני הח"מ, **מרק רבין**, נוטריון בתל אביב, מצהיר, כי אני שולט היטב בשפות אנגלית ועברית, וכי המסמך המצורף והמסומן באות "א" הוא תרגום אנגלי מדוייק של המסמך המקורי הערוך בשפה העברית שהוצג בפני והעתקו מצורף ומסומן "ב".

In witness whereof I certify the correctness of the said translation by my signature and seal.

ולראיה הנני מאשר את דיוק התרגום הנ"ל בחתימת ידי ובחותמי.

This March 29, 1999.

היום, 29 במרס 1999.

New Israeli Shekels 825 fees due.

מבקש השירות חייב שכר בסך 825 שקלים חדשים.

חותם הנוטריון

חתימה

Notary's seal

SIGNATURE



*Marc A. Rabin*

In the District Court  
of Tel Aviv-Jaffa

M.C.A. 114134/98  
M.C.A. 33582/99  
Before the Honorable Deputy  
President Judge Y. Levit

In the matter of: **The Companies Ordinance [New Version], 5783-1983**

And in the matter of: **Tadiran Telecommunications Ltd.**

A public company whose number at the Registrar of Companies is  
52-004270-6  
18 Hasivim Street, Petah Tikva

Represented by attorneys Herzog, Fox, Neeman & Co.  
And attorneys Prof. Gross, Hodak & Co.  
Address for service of court documents:  
Asia House, 4 Weizmann Street, Tel Aviv 64239  
[Telephone: 03-6922020 Fax 03-6966464]

And in the matter of: **ECI Telecom Ltd.**

A public company whose number at the Registrar of Companies is  
52-003290-5  
30 Hasivim Street, Petah Tikva

Represented by attorneys William B. Goldfarb, Yehuda M. Levy, Oded Eran, Reuven Reif, Marc A. Rabin, Amir Tzafrir, Shirin Halpern-Herzog, Ashok J. Chandrasekhar, Ariella Lahav, Ronit Lasry-Tzafrir, Barak Platt, Nechama Brin, Hila Alster, Tal Atsmon, Hagit Blaiberg, Eitan Akiva, Yuval Tal, Limor Shofman, Erez Altit, Ido Gonen, Ofer Ravid, Shelly Lee-Goldenberg, Maya Alcheh-Kaplan, Douglas Malawsky, Noam Peskin, Jeremy Benjamin, Lori Disatnik, Keren Be'er, Giora Gutman and/or Allon Caidar  
Eliahu House, Ibn Gvirol 2, Tel Aviv 64077  
[Telephone: 03-695-4343 Fax 03-695-4344]

**The Applicants**

**DECREE**

In accordance with the decision from 9 March 1999 by which the merger requested between Tadiran Telecommunications Ltd. ("**Tadiran Telecommunications**") with and into ECI Telecom Ltd. ("**ECI**") was approved, and further to the said decision, I hereby direct and order as follows:

1. Tadiran Telecommunications merges with and into ECI in accordance with and subject to the Merger Agreement (the "**Merger Agreement**") which is attached (without its

"A"

annexes) as Annex A to C.A. 33582/99 (the “**Application for Approval of the Merger**”) and to the plan of merger set forth in paragraphs 1 and 2 of the Merger Agreement (the “**Plan of Merger**”).

2. The merger order will become effective, retroactively from 31 December 1998, on fulfillment of the conditions set forth in paragraphs 9 and 10 of the Merger Agreement (the “**Completion Date**”). Notwithstanding the foregoing, the exchange of shares of the issued capital of Tadiran Telecommunications for shares of ECI and the exchange of options for shares of Tadiran Telecommunications for options for shares of ECI will be effected on the Completion Date.
3. The merged companies will file a copy of said merger order with the Registrar of Companies within seven days of the Completion Date.
4. After the merger order becomes affective, the Merger Agreement, including the Plan of Merger, will become binding on the Applicants, their shareholders (in their capacities as shareholders), the holders of instruments of options for their shares and their creditors (including a party to a relationship with any of the applicant companies) without the need of any additional action.
5. There is nothing in this order which obviates the need to obtain other approvals to the degree that they are required by any law.

The order was given today, 9.3.99.

The decree was signed on 14.3.99. [signature and stamp of the Judge].

<u>/s/Y. Levit</u>	[stamp of Judge]
Y. Levit, Judge	Y. Levit, Deputy president the District Court Tel Aviv Jaffa

3

2' רחוקים מן המדינה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה

1' רחוקים מן המדינה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה

רחוקים מן המדינה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה או הם נמצאים במדינה זרה ויש להם אזרחות זרה

**הערות**

**מסמכים**

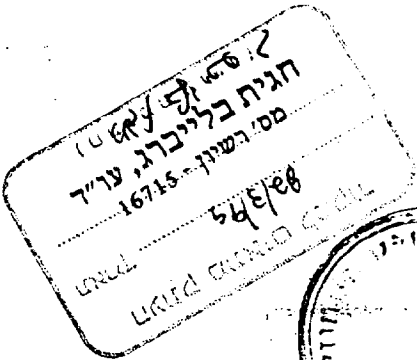
[מסמך: 4949-569 (50); מסמך: 4949-569 (50)]  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)  
מסמך: 4949-569 (50); מסמך: 4949-569 (50)

מסמך: 52-004290-5 מסמך: 52-004290-5  
מסמך: 52-004290-5 מסמך: 52-004290-5

[מסמך: 0202269-50 מסמך: 4949-569 (50)]  
מסמך: 0202269-50 מסמך: 4949-569 (50)  
מסמך: 0202269-50 מסמך: 4949-569 (50)  
מסמך: 0202269-50 מסמך: 4949-569 (50)

מסמך: 52-004270-6 מסמך: 52-004270-6  
מסמך: 52-004270-6 מסמך: 52-004270-6

מסמך: 5861 - מסמך: 5861 [מסמך: 5861]



מסמך: 66/28555 DEMARK  
REF: 001940 FRAME: 0542  
מסמך: 88/2111

החברות המתמזגות יגישו לרשם החברות העתק מצו המיזוג כאמור בתוך שבעה ימים ממועד ההשלמה.

4. לאחר כניסת צו המיזוג לתוקף, יחייבו הסכם המיזוג, לרבות תכנית המיזוג, את המבקשות, את בעלי מניותיהן (בכשירותם כבעלי מניות), את המחזיקים בכתבי אופציה למניותיהן ואת נושיהן (לרבות צד להתקשרות עם מי מהחברות המבקשות) ללא כל צורך בפעולה נוספת.

5. *אין צורך בהגשת דיווחי שוטף לפי סעיף 143.99*  
*ניתן בלשכת היום*  
*14.3.99*

השופט י' לויס  
סגן נשיא  
בית המשפט המחוזי  
תל-אביב-יפו

השופט י' לויס  
סגן נשיא  
בית המשפט המחוזי  
תל-אביב-יפו

י' לויס, שופט

בית המשפט המחוזי בתל-אביב  
אני כותב  
שהעתק זה נכתיב על-מקור  
מזכיר 21-3-99  
תאריך