



09-22-2000



DEPARTMENT OF COMMERCE
and Trademark Office

101466698

To the Honorable Commissioner of Patents and Trademarks. Please reco.

1. Name of conveying party(ies):
Tadiran Telecommunications Ltd. **9-1-00**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other A limited liability company

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 Street
Petach-Tikva 49517
Israel

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other - A company of Israel

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) & address(es) 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)

B. Trademark registration No.(s)

1,595,011 for the mark T::DAX

Additional numbers attached? Yes No

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

Jeffrey H. Kaufman
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 2033-0021-33

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): . . . \$ 40

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Jeffrey H. Kaufman Jeffrey H. Kaufman 9/1/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

09/21/2000 MTHAI1
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Commissioner of Patents and Trademarks
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Washington, D.C. 20231

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מס' 99/017

CERTIFICATE OF TRANSLATION

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".

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

This March 29, 1999.

New Israeli Shekels 825 fees due.

חותם ה

seal

אישור נכונות תרגום

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".

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

היום, 29 במרס 1999.

מבקש השירות חייב שכן בסך 825 שקלים חדשים.

חתימה

SIGNATURE

Handwritten signature and circular notary seal for Marc A. Rabin, Notary at Tel Aviv, Israel.

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:

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