

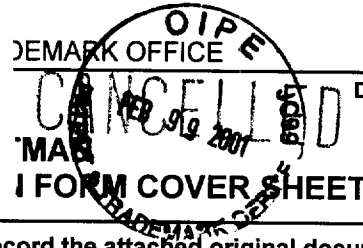
2-9-01

02-26-2001

DEMARK OFFICE



101620568



Docket No. 03710.0028. 0001 and 0002

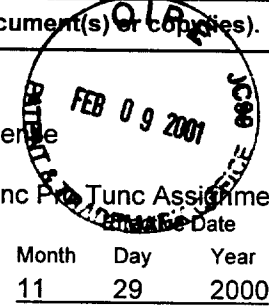
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- Submission Type options: New, Resubmission (Non-Recordation), Correction of PTO Error, Corrective Document

Conveyance Type

- Conveyance Type options: Assignment, Security Agreement, Merger, Change of Name, Other



Conveying Party

Mark if additional names of conveying parties attached

Execution Date: Month 11, Day 29, Year 2000

Name: Virtual Communities, Inc.

Formerly

- Conveying Party options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other, Citizenship/State of Incorporation/Organization: Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name: Bank Hapoalim B.M.

DBA/AKA/TA

Composed of

Address (line 1): 63 Yehuda HaLevi Street

Address (line 2)

Address (line 3): Tel Aviv

City

Israel

State/Country

Zip Code

- Receiving Party options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other, Citizenship/State of Incorporation/Organization: ISRAEL

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/22/2001 DBYRNE 00000100 2338421

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name \_\_\_\_\_

Address (line 1) \_\_\_\_\_

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number

202-663-8000

Name Eric T. Fingerhut

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037-1128

Address (line 3) \_\_\_\_\_

Address (line 4) \_\_\_\_\_

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 2

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2338421  
\_\_\_\_\_  
\_\_\_\_\_

2341023  
\_\_\_\_\_  
\_\_\_\_\_

**Number of Properties**

Enter the total number of properties involved.

# 2

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

# \_\_\_\_\_

Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Eric T. Fingerhut

Name of Person Signing

Eric T. Fingerhut  
Signature

2/7/01

Date Signed


TRADEMARK ASSIGNMENT

WHEREAS, VIRTUAL COMMUNITIES, INC., a Delaware corporation having an address of 151 West 25<sup>th</sup> Street, New York, NY 10001) (hereinafter "ASSIGNOR") adopted the service marks listed on Appendix A hereto for providing on-line retail electronic bulletin boards for transmission of messages among computer users concerning news, educational, entertainment, cultural and social topics concerning Israel and the Jewish world and for, among others, evangelical Christians and is the record owner of the United States Service Mark Registrations of said marks listed on Appendix A hereto.

WHEREAS, BANK HAPOALIM B.M., an Israeli corporation, having an address of 63 Yehuda HaLevi Street, Tel Aviv, Israel (hereinafter "ASSIGNEE"), is desirous of acquiring all rights, title and interest in and to the said service marks, the goodwill symbolized thereby, the business associated therewith, and the United States Service Mark Registrations thereof.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby mutually acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys to ASSIGNEE all rights, title and interest in and to the service marks listed on Appendix A hereto, the goodwill symbolized thereby, the business associated therewith, and the United States Service Mark Registrations thereof.

VIRTUAL COMMUNITIES, INC.

By:  \_\_\_\_\_  
Avi Moskowitz

Title: President and C.E.O.

STATE OF NEW YORK )  
 : ss:-  
CITY OF NEW YORK )

Signed before me this 29th day of November, 2000.

*Renee H. Rivkis*

Notary Public

RENEE H. RIVKIS  
Notary Public, State of New York  
No. 31-4697427

Qualified in New York County

Commission Expires Sept. 30, 2004

My commission expires.

SEAL

**APPENDIX A**

| <b><u>Registration No.</u></b> | <b><u>Mark</u></b>         | <b><u>Issue Date</u></b> |
|--------------------------------|----------------------------|--------------------------|
| 2,338,421                      | VIRTUAL HOLYLAND & Design  | January 11, 2000         |
| 2,341,023                      | VIRTUAL JERUSALEM & Design | January 18, 2000         |

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registration Nos.: 2,338,421 (VIRTUAL HOLYLAND & Design)  
2,341,023 (VIRTUAL JERUSALEM & Design)

Registration Date: April 4, 2000  
April 11, 2000

BANK HAPOALIM B.M.  
a corporation of Israel  
63 Yehuda HaLevi Street  
Tel Aviv, ISRAEL

POWER OF ATTORNEY

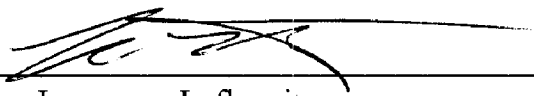
Applicant hereby appoints Alan S. Cooper, Kathy J. McKnight, Eric T. Fingerhut, Nancy S. Lapidus, and P.L. Skip Singleton, Jr., all members of the Bar of the highest court of the District of Columbia, and Alisa C. Key, a member of the Bar of the highest court of the State of Maryland, and each of them, c/o Shaw Pittman, 2300 N Street, N.W., Washington, D.C. 20037-1128, telephone number 202.663.8000, its attorneys, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the registrations.

DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby appoints Eric T. Fingerhut and the law firm of Shaw Pittman, 2300 N Street, N.W., Washington, D.C. 20037-1128, as its domestic representatives upon whom notices or process in proceedings affecting the registrations may be served.


Eric T. Fingerhut  
Shaw Pittman,  
2300 N Street, NW  
Washington, D.C., 20037-1128  
Phone: 202.663.8000  
Fax: 202.663.8007

BANK HAPOALIM B.M.

By:   
Lawrence Lefkowitz  
General Counsel – U.S.A.

Date: JANUARY 23, 2001

and

By:   
Harold J. Weissler  
Deputy General Counsel – U.S.A.

Date: JANUARY 23, 2001