

06-21-2001



101756137

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

3.12.01

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

Submission Type

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name TADIRAN TELECOMMUNICATIONS LTD.

12/31/1998

Formerly

1405559

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name ECI Telecom, Ltd

DBA/AKA/TA

Composed of

Address (line 1) 30 Hasivim Street

Address (line 2)

Address (line 3) Petah Tikva

ISRAEL

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

03/26/2001 GTDN11 00000265 1405559

FOR OFFICE USE ONLY

65E
995E

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

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

REEL: 002317 FRAME: 0034

RECORDING FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

6.18.01
Re

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

(225 E)

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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2133110	<input type="text"/>	<input type="text"/>
2214927	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1405559"/>	<input type="text" value="1642605"/>	<input type="text" value="1921641"/>
<input type="text" value="1472008"/>	<input type="text" value="1906222"/>	<input type="text" value="1955938"/>
<input type="text" value="1574440"/>	<input type="text" value="1898434"/>	<input type="text" value="2031161"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

David R. Ellis

3/7/01

Name of Person Signing

Signature

Date Signed

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 הנט

Notary's seal



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

בשי"א 114134/98

בשי"א 33582/99

בפני כבוד סגן הנשיא
השופט י' לויט

קטלוג
המסמך

בעניין: פקדת החברות [נוסח חדש], תשמ"ג - 1983

ובעניין: תדיראן תקשורת בע"מ
הבה ציבורית שמספרה ברשם החברות 6-52-004270
מרחוב הסיבים 18, פתח תקוה

ע"י בייכ עוה"ד הרצוג, פרקס, נאמן ושות'
ועוה"ד פרופ' יוסף גרס, הודק ושות'
מען להמצאת כתבי בי-דין:
בית אסיה, רחוב ויצמן 4, תל אביב 64239
[טלפון: 03-6922020 פקס: 03-6966464]

ובעניין: אי סי טלקום בע"מ
הבה ציבורית שמספרה ברשם החברות 5-52-003290
מרחוב הסיבים 30, פתח תקוה

על-ידי בייכ עוה"ד ווליאם ב. גולדפרב, יהודה מ. לויטראובן רמף,
עודד ערן, מרק מ. רבין, עמיר צפריה, שירין הלפרן-הרצוג, אשוק
צינדרשיק, אריאלה להב, רונית לסרי-צפריה, ברק פלאט, נחמה
ברין, הילה אלסטר, טל עצמון, תגית בלייברג, איתן עקיבא, יובל
טל, לימור שופמן, ארז אלטיט, עידו גונן, עפר רבד, שלי
לי-גולדנברג, מאיה אלשיך-קפלן, דאגלס מלובסקי, נעם פסקין,
גירמי בנימין, קרן באר, לורד דשטניק, גיורא גוטמן ואז אלון קידר
מבית אליהו, רחוב אבן גבירול 2, תל אביב 64077
[טלפון: 03) 695-4344 ; פקס: 03) 695-4344]

המבקשות

בסיקתא

בהתאם להחלטה מיום 9 במארס 1999 לפיה אושר המזוג המבוסס בין תדיראן תקשורת בע"מ
("תדיראן תקשורת") עם ולתוך אי סי איי טלקום בע"מ ("אי סי איי"), ובהמשך להחלטה
האמורה הנני מורה ומצווה כדלקמן:

1. תדיראן תקשורת מתמזגת עם ולתוך אי סי איי בהתאם ובכפיפות לאמור בהסכם המזוג
("הסכם המיזוג") שצורף (ללא נספחיו) כנספח "א" לבשי"א 33582/99 ("הבקשה לאישור
המיזוג") ולתכנית המיזוג המפורטת בסעיפים 1 ו-2 להסכם המיזוג ("תכנית המיזוג").

2. צו המיזוג ייכנס לתוקף, בתהלה למפרע מיס 31 בדצמבר 1998, עם התקיים התנאים
המפורטים בסעיפים 9 ו-10 להסכם המיזוג ("מועד ההשלמה"). על אף האמור לעיל,
תעשו החלפת המניות שבהונה המונפק של תדיראן תקשורת במניות אי סי איי והחלפת
אופציות למניות תדיראן תקשורת באופציות למניות אי סי איי במועד ההשלמה.

" B "

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

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

5. אנו ברי זמ דני אנונימי
החברה הממזגת

השופט ג' לויט
סגן נשיא
בית המשפט המחוזי
תל-אביב-יפו

ניתן בלשכת היום 53.99

143.99

השופט ג' לויט
סגן נשיא
בית המשפט המחוזי
תל-אביב-יפו

ג' לויט, שופט

בית המשפט המחוזי בתל-אביב
אני כותב
שהעתק זה נכס
21.3.99
מזכיר תאריך

[Handwritten scribble]

DAVID R. ELLIS
ATTORNEY AT LAW

BAY PROFESSIONAL CENTER
3233 EAST BAY DRIVE
SUITE 101
LARGO, FLORIDA 33771
TEL. (727) 531-1111
FAX (727) 531-5088
ellislaw@alum.mit.edu

COMPUTER & CYBERLAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

June 12, 2001

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Hwy.
Suite 320
Washington, D.C. 20231
Attn: Violet McCoy, Examiner
Assignment Division
Office of Public Records

[Handwritten stamp: JUN 15 2001]

Re: Document ID No. 101650247

Dear Ms. McCoy:

In response to your letter of May 29, 2001, we are enclosing the additional fee of \$225.00 to cover the recordation of nine additional properties.

Very truly yours,

[Handwritten signature: David R. Ellis]

David R. Ellis

DRE:dun

cc: Mr. Robert W. Johnson
ECI Telecom Business Networks, Inc.

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited on the date above with the United States Postal Service as first class mail in an envelope addressed to the U.S. Patent and Trademark Office, Washington, DC 20231.

(06/20/2001 LMUELLER 00000124 1405559)
01 FC:482 225.00 OP

[Handwritten signature: David R. Ellis]
David R. Ellis