



07-10-2001

RE



EET

Our Ref.: 3971-2

101772331

Commissioner of Patents and Trademarks
Box Assignments, Washington, DC 20231

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Virtual Communities, Inc.

6.28.01

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State: Delaware
 Other: _____

2. Name and address of receiving party(ies):
Name: Bank HaPoalim B.M.
Internal Address: _____
Street Address: 63 Yehuda HaLevi Street

City: Tel Aviv
State/Country: ISRAEL
Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other corporation of Israel

3. Nature of conveyance:

Assignment Merger
 Security Assignment Change of Name
 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 & address/es attached Yes No

Execution Date: November 29, 2000

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)
(1) _____
(2) _____
(3) _____

B. Trademark Registration No.(s)
(1) 2,338,421
(2) 2,341,023
(3) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donna J. Bunton
Internal Address: _____

Street Address: Nixon & Vanderhye P.C.
1100 North Glebe Road
8th Floor
City Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our **Account No. 14-1140.**

(07/09/2001 LMBELLER 00000172 2338421
01 FC:461 40.00 DP
02 FC:482 25.00 DP

DO NOT USE THIS SPACE

9. Statements 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.

Donna J. Bunton *Donna J. Bunton* June 28, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

TRADEMARK ASSIGNMENT

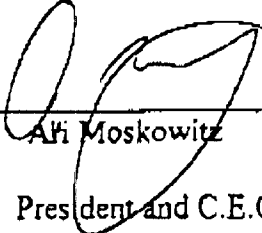
WHEREAS, VIRTUAL COMMUNITIES, INC., a Delaware corporation having an address of 151 West 25th Street, New York, NY 10001 (hereinafter "ASSIGNOR") adopted the service marks listed on Appendix A hereto for providing on-line retail electronic bulletin boards for transmission of messages among computer users 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:


Ari 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

SEAL

RENEE H. RIVKIS
Notary Public, State of New York
No. 31-4697427
Qualified in New York County
Commission Expires: Sept 30, 2001

My commission expires:

APPENDIX A

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