

07-10-2001

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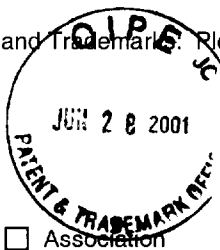
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Our Ref.: 3971-2

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):  
Bank HaPoalim B.M.

Individual(s)                       Association  
 General partnership               Limited Partnership  
 Corporation-State:  
 Other: corporation of Israel

2. Name and address of receiving party(ies):  
Name: Virtual Jerusalem Holdings Ltd.  
Internal Address: \_\_\_\_\_  
Street Address: 18 Hillel Street  
\_\_\_\_\_  
City: Jerusalem  
State/Country: ISRAEL  
Zip: \_\_\_\_\_

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Assignment               Change of Name  
 Other: \_\_\_\_\_

Execution Date: April 30, 2001

Designations must be a separate document from Assignment)  
Additional name/s & address/es attached  Yes  No

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)	B. Trademark Registration No.(s)
(1) _____	(1) 2,338,421
(2) _____	(2) 2,341,023
(3) _____	(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 LRU/ELLEN 00000171 2038421  
01 FC:481 40.00 0P  
02 FC:482 25.00 0P

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: 5

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Service Mark Registration of: ) Atty. Ref. 3971-2  
)  
Virtual Jerusalem Holdings Ltd. )  
)  
Reg. No.: 2,341,021 )  
)  
Dated: April 11, 2000 )  
)  
Mark: VIRTUAL JERUSALEM & Design )

DESIGNATION OF DOMESTIC REPRESENTATIVE

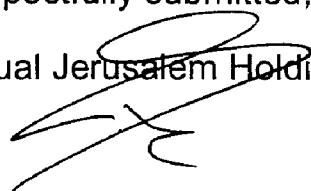
Assistant Commissioner  
for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

Sir:

Nixon & Vanderhye P.C., whose postal address is 1100 North Glebe Road, 8<sup>th</sup> Floor, Arlington, Virginia 22201-4714, and Donna J. Bunton are designated as Virtual Jerusalem Holdings Ltd.'s representatives on whom notices or processes in proceedings affecting the above-identified mark may be served.

Respectfully submitted,

Virtual Jerusalem Holdings Ltd.



Date: 27 May 2001

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

Name: Aryeh Reif  
Title: Corporate Secretary

02 9997993

**ASSIGNMENT**

WHEREAS, Bank HaPoalim B.M., a corporation of Israel, having its principal place of business at 63 Yehuda HaLevi Street, Tel Aviv, Israel (hereinafter referred to as "Assignor"), has adopted, used and is using, and is the owner of the trademarks shown in Exhibit A hereto, the goodwill symbolized thereby and United States Registration Nos. 2,338,421 and 2,341,023 thereof;

WHEREAS, Virtual Jerusalem Holdings Ltd., a private company of Israel having its principal place of business at 18 Hillel Street, Jerusalem, Israel (hereinafter referred to as "Assignee"), is desirous of acquiring all of Assignor's rights, title and interest in and to the trademarks shown in Exhibit A hereto, the goodwill symbolized thereby and United States Registration Nos. 2,338,421 and 2,341,023 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 are hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in and to the trademarks shown in Exhibit A hereto together with the goodwill of the business symbolized by said marks and the United States registrations thereof.

The U.S. Patent and Trademark Office is hereby authorized to deliver to Assignee, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

BANK HAPOALIM B.M.

Date: 30/4/01

By: J. Deubler  
Name:  
Title:

**EXHIBIT A**

<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
VIRTUAL HOLYLAND & Design	2,338,421	January 11, 2000
VIRTUAL JERUSALEM & Design	2,341,023	January 18, 2000

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Name of Person Signing

  
Signature

June 28, 2001  
Date

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