

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank Leumi USA		12/18/2013	Bank: NEW YORK
RECEIVING PARTY DATA			
Name:	Bank Hapoalim B.M.		
Street Address:	1177 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Israeli Banking Corporation: ISRAEL		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2945565	LION	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	042361-0005		
NAME OF SUBMITTER:	Scott Kareff (042361-0005)		
Signature:	/kc for sk/		

CH \$40.00 2945565

Date:

12/19/2013

Total Attachments: 4

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL (the "Assignment"), dated as of December 18, 2013, by Bank Leumi USA (the "Assignor") for the benefit of Bank Hapoalim B.M. (the "Assignee").

RECITALS:

WHEREAS, to secure the Obligations (as defined in the Security Agreement), Lion Oil Company entered into that certain Grant of Security Interest - Trademarks, dated as of April 29, 2011 (the "Security Agreement"), in favor of Assignor, which was recorded at the United States Patent and Trademark Office on or about May 2, 2011 at Reel/Frame No. 004532/0028;

WHEREAS, pursuant to the Security Agreement, Lion Oil Company (the "Grantor") created a security interest in favor of Assignor in and to the Collateral (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the trademark set forth on Schedule I hereto, together with, among other things, the goodwill of the business symbolized thereby, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, without recourse, representation or warranty, does hereby convey, sell, assign, transfer and set over unto Assignee all of its right, title and interest in and to the Collateral.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, Assignor has executed this Assignment through a duly authorized officer.

Bank Leumi USA

By: _____
Name: **GIL HERSHMAN**
Title: **VICE PRESIDENT**

By: _____
Name: **DR. AVRAM KEUSCH-827**
Title: **FIRST VICE PRESIDENT**

Acknowledged and Agreed:

Bank Hapoalim B.M.

By: _____
Name:
Title:

By: _____
Name:
Title:

Acknowledged and Agreed:

Bank Hapoalim B.M.

By: 
Name: Yael Weinstock-Shamesh
Title: First Vice President

By: 
Name: HELEN H. GATESON
Title: VICE PRESIDENT

ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARK COLLATERAL

TRADEMARK
REEL: 005178 FRAME: 0715

**ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK
COLLATERAL**

SCHEDULE I

TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>	<u>Date</u>	<u>Country of Registration</u>
LION & DESIGN	2,945,565	05/03/2005	USA