

09-29-1999



101157723

9-27-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

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

Conveyance Type

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

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

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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 Assignment.)

09/28/1999 MTHAI1 00000325 75213592

FOR OFFICE USE ONLY

01 FC:481 40.00 P

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Paula J. Krasny

Address (line 1) Baker & McKenzie

Address (line 2) One Prudential Plaza

Address (line 3) 130 East Randolph Drive

Address (line 4) Chicago, Illinois 60601

Correspondent Name and Address

Area Code and Telephone Number (312) 861-8000

Name Paula J. Krasny

Address (line 1) Baker & McKenzie

Address (line 2) One Prudential Plaza

Address (line 3) 130 East Randolph Drive

Address (line 4) Chicago, Illinois 60601

Pages

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

4

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)

75213592

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

02-0400

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.

Paula J. Krasny

Name of Person Signing

Paula J. Krasny

Signature

9/17/99

Date Signed

AUTHENTICATION OF SIGNATURE OF PERSON SIGNING ON BEHALF OF A BODY CORPORATE OR IN THE NAME OF ANOTHER PERSON

אימות חתימתו של אדם בשם תאגיד או בשם אדם אחר

I the undersigned, Avi Shatz Notary, at 93, Hahashmonaim Street Tel-Aviv hereby certify that on 10/9/99 there appeared before me at my office Mr. Leibevitch Moshe whose identity was proved to me by Identity Booklet no. 22931661 issued at 1/7/96 And signed of his own free will the document overleaf. On behalf/in the name of Softlink LTD and I certify that, with a view to establishing the right of the above to sign on behalf of/in the name of Softlink LTD there has been produced to me confirmation of Kost, Forrer & Gabay of accountants dated 10/6/1999

אני החתום מטה אבי שצ' נוטריין, מהחשמונאים 93 תל-אביב מאשר כי ביום 10/9/99 ניצב לפניי בסניפי מר ליבנה (ליבוביץ) משה שזהותו הוכחה לי על פי תעודת זהות מספר 22931661 שניתנה ביום 1/7/96 וחתם מרצונו החופשי על המסמך שמעבר לדף בשם סופטלינק בע"מ. ואני מאשר כי להוכחת חתימת הנ"ל לחתום בשם סופטלינק בע"מ הוצג בפניי מכתב רו"ח קוסט פורר את גבאי מיום 10/6/99.

ולראיה הנני מאשר את החתימה הנ"ל בחתימת ידי ובחותמת היום 10/9/99.

שכרי בסך 159 ש"ח כולל מע"מ ושולם.

In witness thereof I hereby authenticate the signature of the above named, by my own signature and seal today 10/9/99.

Fees paid: 159 NIS including VAT.



חותם הנוטריון
Notary's Seal

חתימת הנוטריון
SIGNATURE



NUNC PRO TUNC ASSIGNMENT OF UNITED STATES
TRADEMARKS AND SERVICE MARKS

WHEREAS, SoftLink Ltd., a corporation organized and existing under the laws of Israel, having its principal place of business at 19 Magshimim Str., Petah-Tikva, P.O. Box 7084, Kiriath Matalon 49170, Israel ("Assignor"), is using and intends to use certain trademarks and service marks in conjunction with its business, including but not limited to the trademarks and service marks, and the application therefor, set forth in Schedule A attached hereto (collectively, the "Trademarks");

WHEREAS, Whale Communications Ltd., a corporation organized and existing under the laws of Israel, having its principal place of business at 21 Hamelacha Street, Atek Park, Rosh-Haain, Israel ("Assignee") is desirous of acquiring the entire right, title and interest in and to the Trademarks, including the right to bring actions for infringement of the Trademarks occurring prior to the date of this Assignment; and

WHEREAS, Assignee is the successor to a portion of the business of Assignor to which the Trademarks pertain, and that business is ongoing and existing.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which are hereby acknowledged by the Assignor, the Assignor has sold, assigned, and transferred, and by these presents does sell, assign, and transfer unto the Assignee, as the successor of Assignor's ongoing and existing business, the entire right, title and interest in and to the trademarks used and intended to be used in conjunction with the Assignor's business, including but not limited to the Trademarks identified in Schedule A

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attached to this Assignment, including the right to bring actions for infringements of
*said Trademarks occurring prior to the date of this Assignment, together with that part
of the goodwill of the Assignor's business connected with and symbolized by said
Trademarks.

This assignment is made nunc pro tunc to make it express that the goodwill of
the business symbolized by the Trademarks identified in Exhibit A hereto was
transferred from the Assignor to the Assignee, effective as of October 20, 1998.

IN TESTIMONY WHEREOF, the Assignor has caused this Nunc Pro Tunc
Assignment of United States Trademarks and Service Marks to be executed by its
authorized representative.

SOFTLINK LTD. *(Signature)*

By: MOSE LEIBOVITCH

Title: CEO

Date: 11-MAY-1999



SCHEDULE A

U.S. TRADEMARK APPLICATION

<u>MARK</u>	<u>APPLICATION</u>	<u>FILING DATE</u>
WHALE COMMUNICATIONS	75/213,592	December 16, 1996

COMMON LAW U.S. MARKS


WHALE COMMUNICATIONS
WHALE COMMUNICATIONS LTD.
WHALE-COM.COM

3/7

Please address all correspondence and telephone inquiries affecting this mark to:

Paula J. Krasny, Esq.
Baker & McKenzie
One Prudential Plaza - Suite 3500
130 East Randolph Drive
Chicago, Illinois 60601
(312)861-2822

Whale Communications Ltd

By: 
Its: CEO

Place: ISRAEL

Dated: 8/15/99

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