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09-08-2000

FORM PTO-1594



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ER SHEET
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Attorney Docket No. 7281.0997

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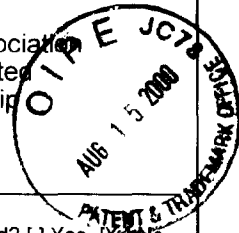
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
 NORTEL NETWORKS CORPORATION

Individual(s) Association
 General Partnership Limited Partnership
 Corporation

Other: _____

2. Name(s) and address(es) of receiving party(ies):
 Name: NORTEL NETWORKS LIMITED
 Address: World Trade Center of Montreal
380 St. Antoine Street West, 8th Floor
Montreal, Quebec, Canada H2Y 3Y4



Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other: _____

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - Canada
 Other:

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

Execution Date: May 1, 2000

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
 See Attachment

B. Trademark Registration No.(s)
 See Attachment

153106

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lisa Peller London
 Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 149

7. Total fee (37 CFR 3.41): \$ 3,740.

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:
06-0916

09/08/2000 JSMBDZZ 00000029 153106
 01 FC:481 40.00 DP
 02 FC:482 3700.00 DP

DO NOT USE THIS SPACE

9. 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.

Lisa Peller London *Lisa Peller London* August 15, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document 15

ATTACHMENT

Registration Number

Mark

1,535,106	ADVANCED PACKETIZED VOICE
2,231,290	AUDIOEDGE
1,536,231	AVP
1,496,302	C-SCAN
1,987,096	CALL U (Stylized)
1,448,297	CBDS
2,316,895	CLEARVOICE
2,123,847	CLUSTERVISION
1,933,457	COMPANION
2,027,395	CONCORDE
1,143,186	CONFERENCE 2000 & Design
2,046,385	CORNERSTONE
1,394,723	DA & Design
1,738,043	DATAFLO
1,737,519	DATASPAN
1,973,852	DIRECTORY ONE
1,109,917	DMS & Design
1,415,642	DNC
1,432,791	DPN

1,513,445	DPX
1,172,932	DRS-8 & Design
2,051,708	DUALMODE
2,044,257	EASYROUTER
1,152,211	EPHONE (Design)
1,395,549	FEATUREPAK
2,152,688	FLASHPAK
2,171,557	FRAMERUNNER
1,343,902	HARMONY
1,783,296	HELMSMAN
1,186,548	INDEX
1,313,241	INSTALINK 460
1,316,690	INSTAMUX 470
1,363,020	INSTANET
1,313,240	INSTANET 6000
1,316,691	INSTATRUNK 480
1,670,142	INTERLUDE
1,857,506	JUNGLEMUX
1,223,248	KEYBATCH
2,264,080	LASERGUIDED MARKETING
1,654,622	LIBERATION
1,896,822	MAGELLAN

1,150,913	MAP
2,082,167	MAXCASTER
1,342,255	MERIDIAN
1,651,913	MERIDIAN I
1,681,819	MERIDIAN SL
2,130,847	MESSAGE AGENT
1,144,838	MICOM
1,405,605	MICOM
1,148,786	MICOM (Design)
1,461,742	MICOM (Design)
1,468,150	MS Logo
1,772,297	NETRUNNER
1,509,113	NORSTAR (Design)
2,001,714	NORTEL
1,980,303	NORTEL
2,184,321	NORTEL & Design
2,249,955	NORTEL NORTHERN TELECOM
1,090,024	NT
1,946,245	NT
1,090,025	NT NORTHERN TELECOM
1,946,246	NT NORTHERN TELECOM
2,114,411	NTFC

1,896,819	PASSPORT
1,485,137	PRIORITY
2,080,350	PROXIMITY
2,207,374	PROXIMITY
2,248,003	QUEST 411
2,184,477	RAPPORT
1,507,931	RD
1,298,556	RD-4A
1,347,449	RD-6A
1,680,182	Runner Design
2,111,279	RW
1,670,754	S/DMS TRANSPORTNODE
2,220,754	S8000
2,037,140	SECOND TO NONE
2,099,802	SERVICEBUILDER
1,455,053	SILHOUETTE
1,076,341	SL-1 (Design)
1,236,127	SL-100 (Design)
1,987,573	STADIA
1,329,327	STALBOND
1,675,539	STARTALK
1,213,143	STRIKER

1,613,373	SUPERNODE
1,628,946	TDMX
2,214,225	THE NORTEL EDGE
1,037,809	TOPS
1,660,673	TOPS MPX (Design)
1,347,503	UNITY
1,206,042	VANTAGE
1,366,518	VANTAGE ESPRIT & Design
964,611	VENTURE 1
1,908,200	VISIT

Application Number

Mark

75/617,198	ACCLIVITY
75/937,223	ANBIUN
75/617,199	AURASYS
75/617,195	AUREALIS
75/616,300	AURECON
75/873,511	BAYSTACK
75/558,984	CALL PILOT
75/871,302	CEREBRUS
76/050,335	CHANNELS NOW
75/371,688	CHANNELWARE
75/712,234	COGENT

75/629,417	E-MOBILITY
75/812,126	E-MOBILITY
75/723,790	ENTERPRISE EDGE
74/639,702	GLOBE "O" ASTROLABE Design
75/859,290	GO PIN & Design
75/837,728	GO PIN
75/552,267	HOW THE WORLD SHARES IDEAS
75/736,618	IDE @ ROOM
76/030,301	I WANT THE INTERNET TO FOLLOW ME
75/693,029	LD Design Mark
75/666,132	LINEDRIVE COMMUNICATIONS
75/907,458	INTERWAN
75/723,791	NETVENUE
75/617,194	NEXALLON
75/544,171	NORTEL NETWORKS
75/553,776	NORTEL NETWORKS HOW THE WORLD SHARES IDEAS (Design)
75/533,777	NORTEL NETWORKS Logo
75/458,796	NORTEL NORTHERN TELECOM POWER NETWORK Logo
75/482,278	NORTEL PASSPORT ASSURED

	NETWORK
75/119,269	NORTEL & Design
75/619,789	OMNIPRISE
75/370,053	OPTERA
75/617,197	OVATION
75/490,804	PICONODE
75/797,608	PRESIDE
75/300,172	REUNION & Design
75/617,196	SAGE
75/517,553	SHASTA
75/154,017	SIGN IT
75/624,995	SUCCESSION
75/193,759	SYMPOSIUM
75/371,689	TELERECONNAISSANCE
75/567,410	UNIFIED NETWORKS
75/598,231	UNIVERSAL EDGE
74/698,491	VECTOR
75/794,365	WHAT DO YOU WANT THE INTERNET TO BE?
75/752,644	SOLOSOUND
75/742,892	SOUND MARK
75/761,857	SOUND MARK

75/741,715

SOUND MARK

75/761,862

SOUND MARK

75/761,863

SOUND MARK

75/751,011

SOUND MARK

NORTEL NETWORKS LIMITED

ASSISTANT SECRETARY'S CERTIFICATE

I, BLAIR F. MORRISON, Assistant Secretary of Nortel Networks Limited, formerly known as Nortel Networks Corporation (the "Corporation"), a Canadian corporation, do hereby certify under my hand and the corporate seal of the Corporation as follows:

- 1. Attached hereto as Exhibit A, is a true, complete and correct copy of an extract from a certified copy of the Certificate of Arrangement between the Corporation and BCE Inc. dated May 1, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation.

Dated: June 19, 2000

Blair F. Morrison
Assistant Secretary

I, DEBORAH J. NOBLE, Corporate Secretary of the Corporation, hereby certify that BLAIR F. MORRISON is, and has been at all times since a date prior to the date hereof, the duly elected, qualified and acting Assistant Secretary of the Corporation and that the signature set forth above is his true and correct signature.

Dated: June 19, 2000

Deborah J. Noble
Corporate Secretary

Executed and signed before me at the City of Brampton, Province of Ontario, Canada this 19 day of June 2000

Beverley Avramopoulos, Notary Public,
City of Brampton, Ontario, limited to
instruments and the
Nortel Networks
and its subsidiaries
Expires May 1, 2002



Industry Canada Industrie Canada

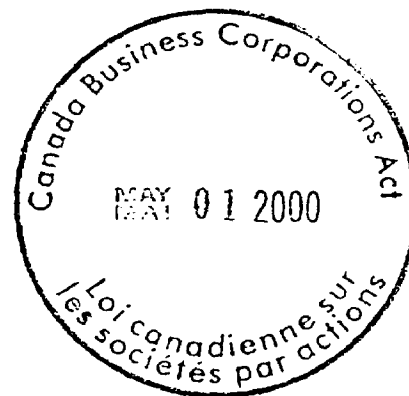
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada

Certificate of Arrangement

Certificat d'arrangement

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Nortel Networks Corporation/

125147-3

Corporation Nortel Networks

BCE Inc.

356667-6

Name of CBCA corporation(s) involved -
Dénomination(s) de la (des) société(s)
L.C.S.A. concernée(s)

Corporation number - Numéro de la société

I hereby certify that the arrangement set out in the attached articles of arrangement, involving the above-referenced corporation(s), has been effected under section 192 of the *Canada Business Corporations Act*.

Je certifie que l'arrangement mentionné dans les clauses d'arrangement annexées, concernant la (les) société(s) susmentionnée(s), a pris effet en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*.



Director - Directeur

May 1, 2000 / le 1 mai 2000

Date of Arrangement - Date de l'arrangement

Canada

1 - Name of applicant corporation(s) - Dénomination de la(des) requérante(s) BCE INC. NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS	2 - Corporation No(s). N°(s) de la(des) société(s) 3566676 1251473
3 - Name of the corporation(s) the articles of which are amended, if applicable Dénomination de la(des) société(s) dont les statuts sont modifiés, le cas échéant (a) NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS (b) NEW NORTEL INC.	4 - Corporation No(s). N°(s) de la(des) société(s) 1251473 375 438-3
5 - Name of the corporation(s) created by amalgamation, if applicable Dénomination de la(des) société(s) issue(s) de la(des) fusion(s), le cas échéant (a) BCE INC. (b) NEW NORTEL INC.	6 - Corporation No(s). N°(s) de la(des) société(s) 375 437-5 375 438-3
7 - Name of the dissolved corporation(s), if applicable Dénomination de la(des) société(s) dissoute(s), le cas échéant	8 - Corporation No(s). N°(s) de la(des) société(s)
9 - Name of other bodies corporate involved, if applicable Dénomination des autres personnes morales en cause, le cas échéant 3721621 CANADA INC.	10 - Corporation No(s). or jurisdiction of incorporation - N°(s) de la(des) société(s)/ou loi sous le régime de laquelle elle est constituée 3721621

11 - In accordance with the order approving the arrangement, / Conformément aux termes de l'ordonnance approuvant l'arrangement.

(a) the articles of the above-named corporation(s) are amended in accordance with the attached plan of arrangement / les statuts de la(des) société(s) susmentionnée(s) sont modifiés en conformité avec le plan d'arrangement ci-joint: THE ANNEXED SCHEDULE A IS INCORPORATED IN THIS FORM/L'ANNEXE A CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(b) the following bodies corporate are amalgamated in accordance with the attached plan of arrangement / les personnes morales suivantes sont fusionnées conformément au plan d'arrangement ci-joint:

(i) BCE INC. (#3566676))
 3263207 CANADA INC. (#3263207)) FORMS 5 (a)

THE ANNEXED SCHEDULE B IS INCORPORATED IN THIS FORM/L'ANNEXE B CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(ii) NEW NORTEL INC. (#3728684))
 3056074 CANADA INC. (#3056074)) FORMS 5 (b)

THE ANNEXED SCHEDULE C IS INCORPORATED IN THIS FORM/L'ANNEXE C CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(c) the above-named corporation(s) is(are) liquidated and dissolved in accordance with the attached plan of arrangement / la(les) société(s) susmentionnée(s) est(sont) liquidées et dissoute(s) conformément au plan d'arrangement ci-joint:

(d) the plan of arrangement attached hereto, involving the above-named body(ies), corporate is hereby effected / le plan d'arrangement ci-joint portant sur la(les) personne(s) morale(s) susmentionnée(s) prend effet:

THE ANNEXED SCHEDULE D IS INCORPORATED IN THIS FORM/L'ANNEXE D CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

Date MAY 1, 2000	Signature MARINE JURCO <i>[Signature]</i>	Title - Titre Chief Legal Officer - BCE Inc Corporate Secretary Nortel Networks Corporation
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Schedule A/L'Annexe A

- (a) The name of Nortel Networks Corporation/Corporation Nortel Networks (#1251473) is changed to Nortel Networks Limited/Corporation Nortel Networks Limitée.
- (b) The articles of New Nortel Inc. (# 375430-3) are hereby changed as follows:
 - (i) the name of the corporation is changed to Nortel Networks Corporation/Corporation Nortel Networks; and
 - (ii) the common shares of the corporation are subdivided on a two-for-one basis effective at the close of business on the fourth Trading Day after the Effective Date.

For this purpose, "Trading Day" and "Effective Date" shall have the meanings ascribed thereto in the attached Plan of Arrangement.

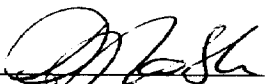
NORTEL NETWORKS LIMITED

CERTIFICATE

I, Deborah J. Noble, Corporate Secretary of Nortel Networks Limited (the "Corporation"), a Canadian corporation having executive offices at 8200 Dixie Road, Suite 100, Brampton, Ontario, Canada, hereby certify under my hand and the corporate seal of the Corporation as follows:

1. effective as of and from May 1, 2000 the Corporation changed its named from "Nortel Networks Corporation" to Nortel Networks Limited".

Dated at Brampton, Province of Ontario, Canada, this 20th day of June, 2000.



Deborah J. Noble
Corporate Secretary

Executed and signed before me at the
City of Brampton, Province of Ontario
this 20th day of June, 2000.



Revised: Rev. Notary Public,
Richard A. ... of Peel, limited to
certificates, instruments and the
taking of affidavits, for Nortel Networks
Corporation and its subsidiaries.
Expires May 5, 2002