

10-26-2000



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FORM PTO-1618A

Expires 6/30/99
OMB 0651-0027

U.S. Department of Commerce
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Conveyance Type

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

Conveying Party

Mark if additional names of receiving parties attached

Name Alcatel Network Systems, Inc.

Execution Date
Month Day Year
[December 31, 1998]

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other []

State of Incorporation [Delaware]

Receiving Party

Mark if additional names of receiving parties attached

Name Alcatel USA Marketing, Inc.

DBA/AKA/TA []

Composed of []

Address (line 1) 1000 Coit Road

Address (line 2) Plano, Texas 75075

Address (line 3)

75377187

- Individual General Partnership Limited Partnership Corporation Association

Other []

State of Incorporation [Delaware]

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*).

10/24/2000

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Domestic Representative Name and Address

Enter the first Receiving Party Only

Name [_____]

Address (line 1) [_____]

Address (line 2) [_____]

Address (line 3) [_____]

Address (line 4) [_____]

Correspondence Name and Address

Area Code and Telephone Number [(512) 457-7000]

Name Steven R. Sprinkle

Address (line 1) Gray Cary Ware & Freidenrich LLP

Address (line 2) 100 Congress Avenue

Address (line 3) Suite 1440

Address (line 4) Austin, TX 78701

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

8

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)
[75/322,187] [] [] [] [] [] []	[] [] [] [] [] [] []
[] [] [] [] [] [] []	[] [] [] [] [] [] []
[] [] [] [] [] [] []	[] [] [] [] [] [] []

Number of Properties

Enter the total amount 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: # 50-0456

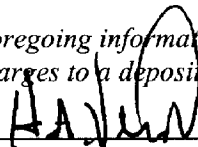
Authorization to charge additional fees: Yes No

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 a deposit account are authorized, as indicated herein.

Hayward A. Verdun

Name of Person Signing



Signature

09/07/2000

Date Signed

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALCATEL DATA NETWORKS INC.", A DELAWARE CORPORATION,
"ALCATEL NETWORK SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ALCATEL USA MARKETING, INC." UNDER THE NAME OF "ALCATEL USA MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9477128

DATE: 12-21-98