



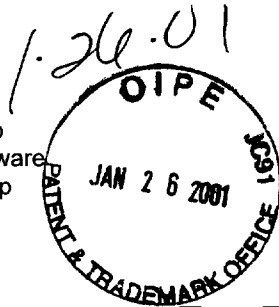
To the Honorable Commissioner of Patent

101601358

ed original documents or copy thereof.

1. Name(s) of conveying party(ies):
Nortel Networks NA Inc.

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



2. Name(s) and address(es) of receiving party(ies):

Name: Nortel Networks Limited

Address: World Trade Center Montreal
380 St. Antoine Street West
8th Floor
Montreal, Quebec
Canada H2Y 3Y4

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

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

(Designation must be a separate document from Assignment)

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: December 11, 2000

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

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

2,339,048; 2,019,659; 2,044,256; 2,301,696; 2,201,596;
1,835,262

Additional numbers attached? Yes No

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. 20005-3515

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$115.00

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

8. Deposit Account No.: 06-0916

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

Name of person signing

Signature

January 26, 2001

Date

Total number of pages including cover sheet, attachments and documents: 16

01/30/2001 GTOW11 00000097 060916 2339048
01 FC:481 40.00 DP
02 FC:482 50.00 CH 75.00 DP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Nortel Networks Limited
Reg. Number : 2339048
Issue Date: April 14, 2000
Mark: ACCELAR

ASSISTANT COMMISSIONER FOR TRADEMARKS
290 Crystal drive
Arlington, Virginia 22202-3513


ATTN: BOX POST REG NO FEE

APPOINTMENT OF NEW ATTORNEY AND
DESIGNATION OF DOMESTIC REPRESENTATIVE

Registrant revokes all previous powers of attorney and appoints Lisa Peller London and each of the attorneys of Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P., all of 1300 I Street N.W., Washington, D.C. 20005-3315, both jointly and separately as its attorneys with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with this registration, and to receive notices or process in proceedings affecting the registration. of Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P is also hereby designated as the applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

All correspondence relating to the registration should be directed to Lisa Peller
London as the address indicated above.

NORTEL NETWORKS LIMITED

By : 
Name: Blair F. Morrison
Title: Assistant Secretary

Date : January 16, 2001 ~~2000~~


ASSIGNMENT OF TRADEMARKS

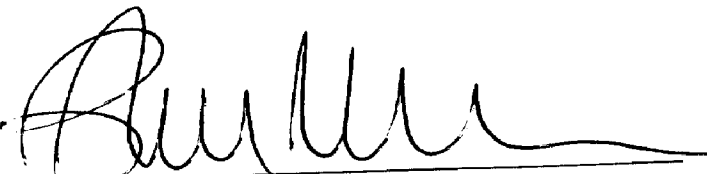
WHEREAS, NORTEL NETWORKS NA INC, a corporation duly incorporated under the laws of Delaware, having its registered office at 4401 Great America Parkway, Santa Clara, California USA 95052-8185 (the "Assignor"), is owner of the trademarks in the United States as listed in the attached Exhibit "A" (the "Trademarks"):

AND WHEREAS, NORTEL NETWORKS LIMITED, a corporation duly incorporated under the laws of Canada, having its registered office at World Trade Center of Montreal, 380 St. Antoine Street West, 8th Floor, Montreal, Quebec, Canada H2Y 3Y4 (the "Assignee"), is desirous of acquiring the trademarks in Exhibit "A".

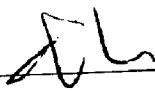
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that the Assignor has sold, assigned and transferred and by these presents does sell, assign and transfer unto the Assignee, its successors and assigns, all the Assignor's rights, title and interest in and to the Trademarks and the goodwill of the business carried on in association with the Trademarks, together with all right of action resulting from any adverse use of the Trademarks or any confusingly similar trademarks and the right to claim such relief as is appropriate, the same to be held by the Assignee, its successors and assigns as fully and effectually as they would have been held by the Assignor had this sale, assignment and transfer not been made.

NORTEL NETWORKS NA INC.


Deborah J. Noble
Vice-President and Assistant Secretary


Blair F. Morrison
Vice President and Assistant Secretary

Sworn and Executed before me this 11 day of DECEMBER, 2000 in the City of Brampton, Ontario, Canada.


Notary Public

Beverley Avril Andrade, Notary Public,
Regional Municipality of Peel, limited to
the attestation of instruments and the
taking of affidavits, for Nortel Networks
Corporation and its subsidiaries.
Expires May 5, 2002.

ASSIGNMENT EXHIBIT "A"

UNITED STATES

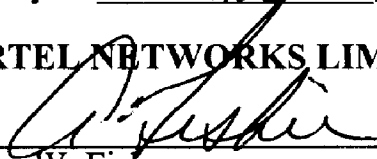
| <u>Trademark</u> | <u>Class</u> | <u>Registration Number</u> | <u>Status</u> |
|-------------------------|---------------------|---------------------------------------|----------------------|
| ACCELAR | 09 | 2339048 | Registration |
| BAY NETWORKS | 09 | 2019659 | Registration |
| BAY NETWORKS | 37, 41, 42 | 2044256 | Registration |
| CONTIVITY | 09 | 2301696 | Registration |
| INSTANT INTERNET | 09, 38 | 2201596 | Registration |
| OPTIVITY | 09 | 1835262 | Registration |

ACKNOWLEDGEMENT

NORTEL NETWORKS LIMITED, a corporation duly incorporated under the laws of Canada, having its registered office at World Trade Center of Montreal, 380 St. Antoine Street West, 8th Floor, Montreal, Quebec, Canada H2Y 3Y4, the Assignee named in the above assignment hereby acknowledges the assignment to it from **NORTEL NETWORKS NA INC.** of the trademarks in the United States as shown in EXHIBIT "A" attached hereto.

Executed at Brampton, Ontario, Canada this 11 day of DECEMBER, 2000.

NORTEL NETWORKS LIMITED



Arthur W. Fisher
Vice-President Intellectual Property Law