

FORM PTO-1618A
Expires 06/30/99
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New **2-5-01**

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
12-26-95

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

12-26-95

Name **Berk-Tek, Inc.**

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization **Pennsylvania**

Receiving Party

Mark if additional names of receiving parties attached

Name **Alcatel NA Cable Systems, Inc.**

DBA/AKA/TA

Composed of

Address (line 1) **39 Second Street, NW**

Address (line 2)

Address (line 3) **Hickory** **NC/USA** **28601**
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization **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 the Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

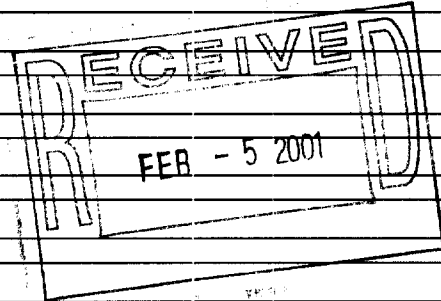
Name John V. McIntosh, Esq.

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 100 North Tryon Street

Address (line 3) Floor 47

Address (line 4) Charlotte, North Carolina 28202-4003



Correspondent Name and Address

Area Code and Telephone Number (704) 331-1000

Name John V. McIntosh, Esq.

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 100 North Tryon Street

Address (line 3) Floor 47

Address (line 4) Charlotte, North Carolina 28202-4003

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

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) | | |
|---------------------------------|----------------------|----------------------|------------------------|----------------------|----------------------|
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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: # 13-4365
 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.

John V. McIntosh [Signature] 1/2/01
 Name of Person Signing Signature Date Signed

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"BERK-TEK, INC.", A PENNSYLVANIA CORPORATION,
WITH AND INTO "ALCATEL NA CABLE SYSTEMS, INC." UNDER THE
NAME OF "ALCATEL NA CABLE SYSTEMS, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF
DECEMBER, A.D. 1995, AT 1 O'CLOCK P.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2109625 8100M

AUTHENTICATION:

7767064

DATE:

12-26-95

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BERK-TEK, INC.
INTO
ALCATEL NA CABLE SYSTEMS, INC.

ALCATEL NA CABLE SYSTEMS, INC., a Delaware corporation (the "Corporation"), does hereby certify pursuant to Section 253 of the Delaware General Corporation Law as follows:

1. The Corporation owns all of the outstanding shares of each class of the stock of Berk-Tek, Inc., a Pennsylvania corporation (the "Subsidiary").
2. The Corporation hereby merges the Subsidiary into the Corporation and assumes all obligations of the Subsidiary pursuant to the resolutions of the Board of Directors of the Corporation, a copy of which is attached as Exhibit A hereto, which were duly adopted by the Directors of the Corporation at a meeting held on November 8, 1995.

This Certificate of Ownership and Merger shall be effective as of 11:59 p.m., Delaware Time, on December 31, 1995.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Marvin S. Edwards, Jr., its President and attested by Ronald K. Boyd, its Secretary, this 15th day of December 1995.

ALCATEL NA CABLE SYSTEMS, INC.,
a Delaware corporation

By: M. S. Edwards, Jr.
Marvin S. Edwards, Jr., President

ATTEST:

Ronald K. Boyd
Ronald K. Boyd, Secretary

[CORPORATE SEAL]

EXHIBIT A

APPROVAL OF MERGER
OF BERK-TEK, INC.

WHEREAS, the Corporation is the owner of all of the issued and outstanding shares of each class of stock of Berk-Tek, Inc., a Pennsylvania corporation (the "Subsidiary"); and

WHEREAS, pursuant to Section 1921 of the Pennsylvania Business Corporation Law and Section 253 of the General Corporation Law of Delaware, the Corporation may, by complying with the requirements thereof, merge the Subsidiary into the Corporation and assume all of the rights and obligations of the Subsidiary; and

WHEREAS, in the judgment of the Board of Directors of the Corporation, it is advisable for the Corporation to merge the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation of such merger, and for the Corporation to assume all of the rights and obligations of the Subsidiary in each case in accordance with the terms of the Plan of Merger attached as Schedule 1 hereto (the "Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes and approves the merger of the Subsidiary with and into the Corporation, with the Corporation being the surviving corporation of such merger, and the assumption of all rights and obligations of the Subsidiary by the Corporation in each case in accordance with the terms of the Plan of Merger.

FURTHER RESOLVED, that such merger shall be effective at 11:59 p.m., Delaware Time, on December 31, 1995 (the "Effective Time").

FURTHER RESOLVED, that the President and any Vice President of the Corporation, and for purposes of attestations and certifications the Secretary and any Assistant Secretary of the Corporation, be and each of them is, authorized, empowered and directed to execute, deliver and file with the Department of State of the Commonwealth of Pennsylvania the Articles of Merger required by Section 1927 of the Pennsylvania Business Corporation Law, to execute, deliver and file with the Secretary of State of Delaware the Certificate of Ownership and Merger required by Section 253 of the Delaware General Corporation Law and to take any and

all additional action and to execute, deliver and file any and all additional documents and instruments as may be necessary or appropriate to consummate the foregoing merger transaction.

SCHEDULE 1

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Alcatel NA Cable Systems, Inc., a Delaware corporation (the "Corporation"), and Berk-Tek, Inc., a Pennsylvania corporation (the "Subsidiary"). All outstanding shares of each class of stock of the Subsidiary are owned by the Corporation.

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Subsidiary shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Subsidiary, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Subsidiary shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The parties hereto shall cause Articles of Merger with an effective time of 11:59 p.m. on December 31, 1995 (the "Effective Time") to be filed with the Department of State of Pennsylvania in such form as required by, and executed in accordance with, the relevant provisions of the Pennsylvania Business Corporation Law. The Corporation shall cause a Certificate of Ownership and Merger effective as of the Effective Time to be filed with the Secretary of State of Delaware in such form as required by Delaware General Corporation Law. The Merger shall become effective at the Effective Time.

1.3 Certificate of Incorporation. The Certificate of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 By-Laws. The By-Laws of the Corporation, as in effect at the Effective Time, shall be the By-Laws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the By-Laws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the By-Laws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CONVERSION OF SHARES

2.1 Conversion of Shares. As of the Effective time, by virtue of the Merger and without any further action by the holder thereof, each issued and outstanding share of capital stock of the Subsidiary shall be canceled and all rights and privileges relating thereto shall terminate, and each issued and outstanding share of the capital stock of the Corporation shall remain outstanding after the Merger and shall not be affected thereby.

3. TERMINATION

3.1 Termination of Plan. Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be amended or terminated by the Board of Directors of the Corporation or the Subsidiary at any time prior to the filing of the foregoing Certificate of Ownership and Merger with the Secretary of State of Delaware and prior to the filing of the foregoing Articles of Merger with the Department of State of the Commonwealth of Pennsylvania.