

04-27-2001

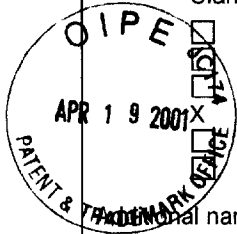


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 7281.0997

and Trademarks. Please record the attached original documents or copy thereof.



MR
4.19.01

1. Name(s) of conveying party(ies):
Clarify Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 18, 2000

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

Name: Nortel Networks Inc.
Address: Nortel Networks Plaza
200 Athens Way
Nashville, Tennessee 37228-1397

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- X Corporation Delaware
- 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

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

A. Trademark Application Number(s):

75/863,282

B. Trademark Registration Number(s):

1,777,032; 2,415,126; 2,223,638; 2,222,225; 2,293,039;
2,223,639; 2,233,313; 1,882,838; 2,077,776; 1,892,964;
1,892,086; 2,179,107; 1,842,755; 1,803,244; 2,258,965;
1,989,376; 1,913,238; 2,377,845; 2,258,964; 2,256,726

Additional numbers attached? Yes No

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

Name: Julia Anne Matheson
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: 21

7. Total fee (37 CFR 3.41): \$540.

- X Enclosed
- Authorized to be charged to deposit account
- X 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.

Julia Anne Matheson

Name of person signing

Julia Anne Matheson
Signature

April 19, 2001

Date

Total number of pages including cover sheet, attachments and documents: 4

04/26/2001 LMUELLER 00000208 75863282

01 FC:481 40.00 DP
02 FC:42833 500.00 DP

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CLARIFY INC. A DELAWARE CORPORATION, WITH AND INTO "NORTEL NETWORKS INC." UNDER THE NAME OF "NORTEL NETWORKS 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. 2000, AT 3:32 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. 2000, AT 11:59 O'CLOCK P.M.

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

AUTHENTICATION: 0883244

DATE: 12-28-00

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001645805

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:32 PM 12/26/2000
 001645805 - 0775112

CERTIFICATE OF OWNERSHIP and MERGER (DELAWARE)

merging

CLARIFY INC.

Into

NORTEL NETWORKS INC.

Nortel Networks Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), does hereby certify that:

FIRST: As of the Effective Time, the Corporation owns all of the outstanding shares of stock of Clarify Inc., a corporation organized and existing under the laws of Delaware ("Clarify");

SECOND: The laws of Delaware permit a corporation organized and existing under the laws of Delaware to merge with another corporation organized and existing under the laws of Delaware;

THIRD: The Corporation, under its Certificate of Incorporation, shall be the surviving corporation of the merger;

FOURTH: The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent executed as of the 13th day of December, 2000 and filed with the minutes of the Board of Directors, determined to merge Clarify into itself, effective as of the date set forth in such resolutions:

RESOLVED, That each of the following corporations is a wholly owned subsidiary of the Corporation (a "Subsidiary"):

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Shasta Networks, Inc.	Delaware
Periphonics Corporation	Delaware
Qtera Corporation	Delaware
Nortel Networks Broadband Access Inc.	Delaware
Clarify Inc.	Delaware
Dimension Enterprises, Inc.	Virginia
Nortel Networks NA Inc.	Delaware

and the merger of each of Shasta Networks, Inc. (formerly known as IMX Systems, Inc.), Periphonics Corporation, Qtera Corporation (formerly known as NextNet Technologies Corporation), Nortel Networks Broadband Access Inc. (formerly known as Promatory Communications, Inc.), Clarify Inc., Dimension Enterprises, Inc. and Nortel Networks NA Inc. (formerly known as Bay Networks, Inc.) with and into the Corporation, in accordance with the requirements of Section 253 of the General Corporation Law of Delaware, is hereby approved, and upon the Effective Time (as hereinafter defined) of such mergers as specified herein, the separate existence of each Subsidiary shall cease and all of its issued and outstanding stock shall be cancelled; and the Corporation, under its Certificate of Incorporation and Bylaws and with its officers and directors, shall continue as the surviving corporation, and shall succeed

to all the properties, rights and other assets of each Subsidiary, and shall assume and be subject to all of the liabilities of each Subsidiary, without further action by either corporation;

FURTHER RESOLVED, That each of the officers of the Corporation is hereby authorized in the name and on behalf of the Corporation to execute, certify, deliver, publish and file or record a plan of merger, articles of merger, a certificate of ownership and merger, and/or any other documents, notices or instruments, to pay all expenses and to cause to be taken any and all such other actions that in the judgment of any such officer may be necessary or proper to accomplish the merger of each Subsidiary with and into the Corporation;


FURTHER RESOLVED, That the Effective Time shall be at 11:59 p.m. Eastern Time on December 31, 2000, or such later time as shall be designated by the Secretary or Assistant Secretary of the Corporation ("Effective Time"); and

FURTHER RESOLVED, That each of the officers of the Corporation, acting singly, is authorized hereby to take all actions and to execute, or cause to be executed, by one or more employees of the Corporation to whom the President of the Corporation has delegated appropriate signing authority, or one or more employees of the Corporation or Nortel Networks Corporation ("NNC") and/or any corporation, partnership or other entity with respect to which NNC has a direct or indirect ownership interest ("NNC Affiliate") to whom an officer of the Corporation has granted an appropriate power of attorney, all such agreements, instruments and/or documents, and to take all other actions as such officer may consider necessary or desirable in order to effect the foregoing resolutions, that the taking of any such action or the execution of any agreement, instrument or document by any of the persons described in the foregoing resolutions shall conclusively evidence the making of any determinations and the granting of any approvals required under such resolutions; and that all actions taken or caused to be taken by any officer of the Corporation, NNC or a NNC Affiliate prior to the date hereof in order to effect the matters described in the foregoing resolutions are hereby ratified and approved.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Lynn C. Egan, its Assistant Secretary, this 18th day of December, 2000.

NORTEL NETWORKS INC.

By


Lynn C. Egan
Assistant Secretary