

05-15-2001



101716921

30

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 4-30-01
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
09-29-2000
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name: Execution Date:

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name:

DBA/AK/A/T/A

Composed of

Address (line 1):

Address (line 2)

Address (line 3):

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

5/14/2001 DBYRNE 00000179 122316 1682865

290E

1 FD:481 40.00 CH
2 FD:482 250.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information on Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618B
Expires 08/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1682865"/>	<input type="text" value="1686087"/>	<input type="text" value="1814349"/>
<input type="text" value="1815514"/>	<input type="text" value="1898012"/>	<input type="text" value="1944396"/>
<input type="text" value="2022497"/>	<input type="text" value="2100310"/>	<input type="text" value="2158201"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

Authorization to charge additional fees:

Yes

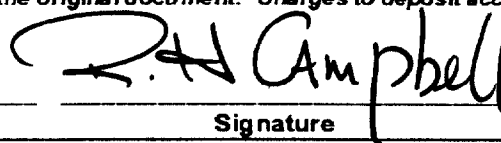
No

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.

R. HOLLAND CAMPBELL

Name of Person Signing



Signature

4.28.01

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0661-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

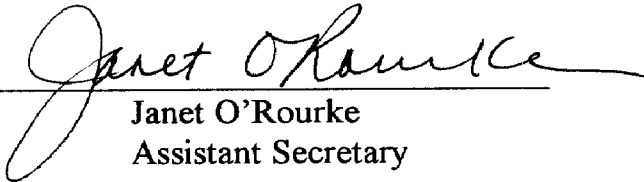
2161710	2196595	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

ASSISTANT SECRETARY'S CERTIFICATE

I, Janet O'Rourke Assistant Secretary of Lucent Technologies Inc., a corporation duly organized and existing under, and by virtue of, the laws of the State of Delaware ("Lucent"), do hereby certify as follows:

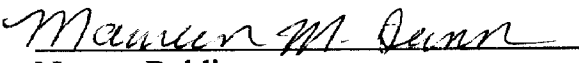
- (1) On September 29, 2000, Kenan Systems Corporation merged into Lucent, the surviving corporation, and the existence of Kenan ceased.
- (2) I certify that the attached is a certified copy of the Certificate of Merger filed in the Secretary of State's office in Wilmington, Delaware on September 29, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as Assistant Secretary of Lucent this 13th day of March 2001.



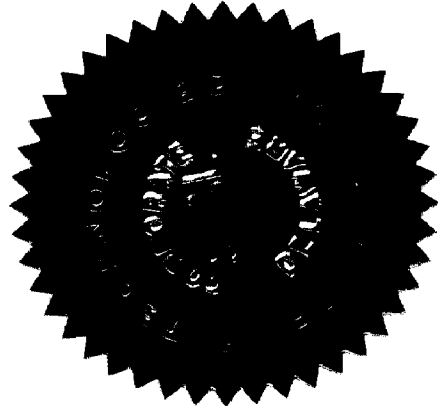
Janet O'Rourke
Assistant Secretary

Sworn to and subscribed
Before me this 13th day of March 2001



Notary Public
State of New Jersey

MAUREEN M. DUNN
Notary Public of New Jersey
My Commission Expires June 15 2004



CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

KENAN SYSTEMS CORPORATION
(a Massachusetts corporation)

with and into

LUCENT TECHNOLOGIES INC.
(a Delaware corporation)

Lucent Technologies Inc., a Delaware corporation does hereby certify that:

1. **LUCENT TECHNOLOGIES INC.** [hereinafter sometimes referred to as the "Corporation"] is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. The Corporation owns all of the outstanding shares of each class of the capital stock of **KENAN SYSTEMS CORPORATION**, a Massachusetts corporation.
3. The laws of the State of Massachusetts permit the merger of a business corporation of that jurisdiction with and into a business corporation of another jurisdiction.
4. The Corporation, by the following resolutions of its duly authorized committee of its Board of Directors, duly adopted on the 23rd day of September, 2000, determined to merge into itself **KENAN SYSTEMS CORPORATION** on the conditions set forth in such resolutions.
5. The following is a copy of the resolutions adopted on September 23, 2000 by the Committee of the Board of Directors of the Corporation to merge the said **KENAN SYSTEMS CORPORATION** into the Corporation:

RESOLVED, that **KENAN SYSTEMS CORPORATION**, a Massachusetts corporation ("**KENAN**") and a wholly-owned subsidiary of Lucent Technologies Inc. (the "**Corporation**"), a Delaware corporation, be merged with and into the Corporation, pursuant to applicable provisions of the General Laws of the Commonwealth of Massachusetts and The Delaware General Corporation Law respectively (the "**Merger**"), on the terms hereinafter set forth (such terms, the "**Plan of Merger**", which Plan of Merger may be amended, terminated or abandoned at any time prior to the effective date of the Merger by the Board of Directors of the Corporation or this Committee) with the Corporation thereby assuming all of the liabilities and obligations of **KENAN**; and

RESOLVED FURTHER, that the separate existence KENAN shall cease at the effective time and date of the Merger pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of Delaware General Corporation Law; and

RESOLVED FURTHER, that the Articles of Incorporation of the Corporation are not amended in any respect by this Plan of Merger; and

RESOLVED FURTHER, that the issued shares of KENAN shall not be converted or exchanged in any manner pursuant to the Merger, but each said share which is issued immediately prior to the effective time and date of the Merger shall, at the effective time and date of the Merger, be surrendered and extinguished; and

RESOLVED FURTHER, that each share of the Corporation's capital stock outstanding immediately prior to the effective time and date of the Merger is to remain an identical outstanding or treasury or unissued share (as the case may be) of the Corporation at the effective time and date of the Merger; and

RESOLVED FURTHER, that no shares of the Corporation's capital stock and no shares, securities, or obligations convertible into or exchangeable for such shares are to be issued or delivered under this Plan of Merger; and

RESOLVED FURTHER, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Massachusetts, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of KENAN and of this Corporation and in any other appropriate jurisdiction; and

RESOLVED FURTHER, that the Board of Directors and the proper officers of the Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of this merger herein provided for.

Executed on September 28, 2000.

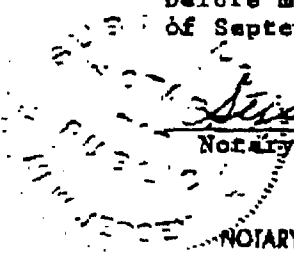
KENAN SYSTEMS CORPORATION

By: 
Name: Kenan Sahin
Title: President

LUCENT TECHNOLOGIES INC.

By: 
Name: Jean Rankin
Title: Vice President - Law

Sworn to and subscribed
before me this 28th day
of September 2000.




Notary Public

SUSAN DOLCI
NOTARY PUBLIC, State of New Jersey
ID No. 2211773
My Commission Expires 4/3/2003