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COVER SHEET LY

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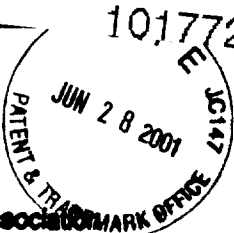
To the Honorable Commissioner

attached original documents or copy thereof.

1. Name of conveying party(ies):

BELL CANADA
628.01

- Individual(s)
General Partnership
Corporation-State
Other



101772382

Name and address of receiving party(ies)

Name: CERTEN INC.

Internal Address: #4100

Street Address: 1000 de la GAUCHETIERE W.

City: MONTREAL State: QUE. ZIP: H3B 5Y8 CANADA

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other

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

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
Security Agreement
Other
Merger
Change of Name

Execution Date: FEB. 6, 2001

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

A. Trademark Application No.(s)

76/150980
76/210,784

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: DONALD L. DENNISON
Internal Address: DENNISON, SCHEINER, SCHULTZ + WAKEMAN
Suite 612

Street Address: 1745 JEFFERSON DAVIS HIGHWAY

City: ARLINGTON State: VA ZIP: 22202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

DONALD L. DENNISON

Name of Person Signing

Handwritten signature of Donald L. Dennison

Signature

June 21, 2001

Date

Total number of pages including cover sheet, attachments, and document: 3

TRADE-MARK ASSIGNMENT OF INTEREST

Between: **Bell Canada**, a corporation incorporated under the laws of Canada and having its place of business at 1050 Beaver Hall Hill, Montreal, Quebec, Canada H2Z 1S4

(hereinafter referred to as the "Assignor")

And: **Certen Inc.**, a corporation incorporated under the laws of Canada and having its place of business at 1000, de la Gauchetière W., #4100, Montreal, Quebec, Canada H3B 5H8

(hereinafter referred to as the "Assignee")

The Assignor, for one (1) dollar (CDN) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign and transfer to the Assignee, who does hereby accept such sale, assignment and transfer, all its rights, title and interest in the U.S.A. in and to the trade-marks and the applications thereof shown on the attached Appendix A (the "Trade-marks"), together with the goodwill of the business symbolised by the Trade-marks used in association with the related products or services and the right to recover for past and present infringement, to pursue any related litigation and past and present opposition proceedings based on or related to any of the Trade-marks. This Assignment of Interest and transfer is effective as of January 23, 2001.

Assignee hereby confirms all previous appointments and appoints Donald L. Dennison, a member of the Bar of the Commonwealth of Virginia and Burton Scheiner and Scott Wakeman, members of the Bar of the District of Columbia, 612 Crystal Square 4, 1745 Jefferson Davis Highway, Arlington, Virginia 22202, its attorneys to whom any notice in respect of the application thereof may be sent and upon whom service of any proceedings in respect of the applications and registrations thereof may be given or served with the same effect as if they had been given to or served upon it.

IN WITNESS WHEREOF, the parties have executed this 6th day of February 2001

ASSIGNOR:

BELL CANADA

Per: *R. Mannion*
(Signature)

Name: Richard J. MANNION
(Print Name)

Title: V.P. - General Counsel
(Title of the signatory)

ASSIGNEE:

CERTEN INC.

Per: *Timothy E. McGee*
(Signature)

Name: Timothy E. MCGEE
(Print Name)

Title: Chief Legal Officer
(Title of the signatory)

APPENDIX A

Trade-marks – United-States

Trade-marks	Application Number	Registration Number
CERTEN	76/150980	
CERTEN & DESIGN	76/ 2 10784	

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