

(6) **Number Of Applications and/or Patents Identified In The Cover Sheet And Total Recordal Fee:**

Number of Applications/Patents: . One

Total Recordal Fee Enclosed: . . . \$40.00

(7) **Date(s) The Document Was Executed:** August 27, 1999

To the best of my knowledge and belief, the foregoing information is true and correct, and if the attached is not an original document, the undersigned verifies that it is a true copy of the original.

If, for some reason, Applicants have not paid a sufficient fee, please charge our Deposit Account No. 08-0750 for any further fees which may be due. A duplicate copy of this document is enclosed.

Respectfully submitted,

By: 
Paul A. Keller
Reg. No. 29752
Attorney for Applicants

Date: February 23, 2000

ASSIGNMENT OF TRADEMARKS

WHEREAS, NORTEL NETWORKS CORPORATION ("Nortel Networks"), a corporation duly incorporated under the laws of Canada, having offices at 8200 Dixie Road, Suite 100, Brampton, Ontario, Canada L6T 5P6, is owner of record in respect of the following trademark applications (the "Trademarks"):

<u>Name</u>	<u>Country</u>	<u>Application No.</u>	<u>Filed Date</u>
Channelware	Canada	853,337	August 17, 1997
Channelware	U.S.A.	75/371,688	October 9, 1997

AND WHEREAS, Channelware Inc. ("Channelware"), a corporation duly incorporated under the laws of Canada, having offices at 1 Antares Drive, Suite 530, Nepean, Ontario, Canada K2E 8C4, received rights in the Trademarks from Nortel Networks pursuant to the Asset Transfer Agreement dated as of June 30, 1999 between Nortel Networks and Channelware (the "Asset Transfer Agreement").

AND WHEREAS, Channelware and Nortel Networks desire the record to reflect Channelware's ownership of the Trademarks, in accordance with the Asset Transfer Agreement.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Nortel Networks together with its successors, assigns and legal representatives, hereby assigns and transfers, and confirms the assignment and transfer pursuant to the Asset Transfer Agreement, unto the said Channelware, the entire right, title, and interest in and to all the Trademarks, including all goodwill associated therewith, to be held and enjoyed by Channelware, as fully as the same would have been held and enjoyed by the said Nortel Networks had this assignment not been made.

Executed at Brampton, Ontario, Canada as of this 27th day of August, 1999.

NORTEL NETWORKS CORPORATION



Blair F. Morrison
Assistant Secretary

ACKNOWLEDGEMENT

Channelware Inc., having offices at 1 Antares Drive, Suite 530, Nepean, Ontario, Canada K2E 8C4, the transferee and assignee named in the attached Assignment of Trademarks, hereby acknowledges the transfer and assignment to it of the Trademarks (as defined therein).

Executed at Ottawa as of this 2ND day of September, 1999.

CHANNELWARE INC.

By :

Name:

Title :

Jeff Dodge
Jeff Dodge
President

E. Nascimento
E. Nascimento - CEO