

04-16-2002



102056173

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

4-16-02

1. Name of conveying party(ies):

NORTEL NETWORKS CORPORATION

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other CORPORATION-CANADA

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 04-04-02

2. Name and address of receiving party(ies)

Name: NORTEL NETWORKS LIMITED

Internal Address:

Address:

Street Address: 8200 DIXIE ROAD

City: BRAMPTON State: ONTARIO Zip: L6T 5P6 CANADA

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE I

Additional number(s) attached Yes No

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

Name: JACKIE LEE

Internal Address: ACCESS INFORMATION SERVICES, INC.

Street Address: 1773 WESTERN AVENUE

City: ALBANY State: NY Zip: 12203

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 3.41): \$540.00

- 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.

Jackie Lee

Jackie Lee

4-15-02

Name of Person Signing

Signature

Date

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

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/17/2002 DBYRNE 00000003 2458960

01 FC:481 02 FC:482

40.00 500.00

NORTEL NETWORKS LIMITED

U.S. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
BAYSTACK	2456966	6/5/2001
COMPANION	1933457	11/7/1995
CONTIVITY	2301696	12/21/1999
DMS (design)	1109917	12/26/1978
DPN	1432791	3/17/1987
GLOBE "O" ASTROLABE DESIGN	2360456	6/20/2000
MERIDIAN	1342255	6/18/1985
MERIDIAN 1	1651913	7/23/1991
MERIDIAN SL	1681819	4/7/1992
NORSTAR (design)	1509113	10/18/1988
NORTEL	1980303	6/11/1996
NORTEL	2001714	9/17/1996
NORTEL (with Astrolabe)	2184321	8/25/1998
NORTEL (with astrolabe) Northern Telecom (underneath) Design	2249955	6/1/1999
nt (electrica)	1946245	1/9/1996
nt (electrica)	1090024	4/25/1978

nt northern telecom (electrica)	1946246	1/9/1996
nt northern telecom (electrica)	1090025	4/25/1978
OPTIVITY	1835262	5/10/1994
PASSPORT	1896819	5/30/1995
S/DMS TRANSPORTNODE	1670754	12/31/1991

TRADEMARK NAME CHANGE

We refer to the Trademark Security Agreement dated April 4, 2002 between Nortel Networks Limited and JPMorgan Chase Bank which JPMorgan Chase Bank filed with the USPTO on or around April 5, 2002. This agreement and corresponding filings relate to patents owned by a certain Canadian entity which has changed its name since the time those patents were originally registered with the USPTO. The Agreement refers only to the current name of the entity which owns those patents, and not such owner's previous names. Therefore, we attach hereto a certificate given under the Canada Business Corporations Act, evidencing the change of name from Nortel Networks Corporation to Nortel Networks Limited. For our purposes, please be advised that only Schedule A to the Articles of Arrangement has been attached.



Industry Canada Industrie Canada

Canada Business
Corporations Act Loi canadienne sur
les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada

Certificate of Arrangement

Certificat d'arrangement

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Nortel Networks Corporation/

125147-3

Corporation Nortel Networks

BCE Inc.

356667-6

Name of CBCA corporation(s) involved -
Dénomination(s) de la (des) société(s)
L.C.S.A. concernée(s)

Corporation number - Numéro de la société

I hereby certify that the arrangement set out in the attached articles of arrangement, involving the above-referenced corporation(s), has been effected under section 192 of the *Canada Business Corporations Act*.

Je certifie que l'arrangement mentionné dans les clauses d'arrangement annexées, concernant la (les) société(s) susmentionnée(s), a pris effet en vertu de l'article 192 de la *Loi canadienne sur les sociétés par actions*.



Director - Directeur

May 1, 2000 / le 1 mai 2000

Date of Arrangement - Date de l'arrangement

<p>1 - Name of applicant corporation(s) - Dénomination de la(des) requérante(s)</p> <p>BCE INC. NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS</p>	<p>2 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>3566676 1251473</p>
<p>3 - Name of the corporation(s) the articles of which are amended, if applicable Dénomination de la(des) société(s) dont les statuts sont modifiés, le cas échéant</p> <p>(a) NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS (b) NEW NORTEL INC.</p>	<p>4 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>1251473 375 438-3</p>
<p>5 - Name of the corporation(s) created by amalgamation, if applicable Dénomination de la(des) société(s) issues de la(des) fusion(s), le cas échéant</p> <p>(a) BCE INC. (b) NEW NORTEL INC.</p>	<p>6 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>375 437-5 375 438-3</p>
<p>7 - Name of the dissolved corporation(s), if applicable Dénomination de la(des) société(s) dissoute(s), le cas échéant</p>	<p>8 - Corporation No(s). N°(s) de la(des) société(s)</p>
<p>9 - Name of other bodies corporate involved, if applicable Dénomination des autres personnes morales en cause, le cas échéant</p> <p>3721621 CANADA INC.</p>	<p>10 - Corporation No(s), or jurisdiction of incorporation - N°(s) de la(des) société(s)/ou loi sous le régime de laquelle elle est constituée</p> <p>3721621</p>

11 - In accordance with the order approving the arrangement.

Conformément aux termes de l'ordonnance approuvant l'arrangement.

(a) the articles of the above-named corporation(s) are amended in accordance with the attached plan of arrangement



les statuts de la(des) société(s) susmentionnée(s) sont modifiés en conformité avec le plan d'arrangement ci-joint.

THE ANNEXED SCHEDULE A IS INCORPORATED IN THIS FORM/L'ANNEXE A CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(b) the following bodies corporate are amalgamated in accordance with the attached plan of arrangement



les personnes morales suivantes sont fusionnées conformément au plan d'arrangement ci-joint.

(i) BCE INC. (#3566676))
3263207 CANADA INC. (#3263207))

FORMS 5 (a)

THE ANNEXED SCHEDULE B IS INCORPORATED IN THIS FORM/L'ANNEXE B CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(ii) NEW NORTEL INC. (#3728684))
3056074 CANADA INC. (#3056074))

FORMS 5 (b)

THE ANNEXED SCHEDULE C IS INCORPORATED IN THIS FORM/L'ANNEXE C CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(c) the above-named corporation(s) is(are) liquidated and dissolved in accordance with the attached plan of arrangement



la(les) société(s) susmentionnée(s) est(sont) liquidée(s) et dissoute(s) conformément au plan d'arrangement ci-joint

(d) the plan of arrangement attached hereto, involving the above-named body(ies), corporate is hereby effected



le plan d'arrangement ci-joint portant sur la(les) personne(s) morale(s) susmentionnée(s) prend effet

THE ANNEXED SCHEDULE D IS INCORPORATED IN THIS FORM/L'ANNEXE D CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

<p>Date MAY 1, 2000</p>	<p>Signature <i>MARINE TURKEL</i> <i>[Signature]</i></p>	<p>Title - Titre Chief Legal Officer - BCE INC Corporate Secretary <i>Nortel Networks Corporation</i></p>
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MAY 1 2000

TRADEMARK

Schedule A/L'Annexe A

- (a) The name of Nortel Networks Corporation/Corporation Nortel Networks (#1251473) is changed to Nortel Networks Limited/Corporation Nortel Networks Limitée.
- (b) The articles of New Nortel Inc. (# 375438-3) are hereby changed as follows:
 - (i) the name of the corporation is changed to Nortel Networks Corporation/Corporation Nortel Networks; and
 - (ii) the common shares of the corporation are subdivided on a two-for-one basis effective at the close of business on the fourth Trading Day after the Effective Date.

For this purpose, "Trading Day" and "Effective Date" shall have the meanings ascribed thereto in the attached Plan of Arrangement.

NORTEL NETWORKS LIMITED

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S/DMS TRANSPORTNODE	1670754	12/31/1991

(NY) 27009/523/SECURITY:IP.Docs.trademark.NNL.doc

RECORDED: 04/16/2002

TRADEMARK
REEL: 002484 FRAME: 0515