

06-10-2002



102116514

RECORDATION FORM COVER SHEET U.S.

Department of Commerce

Patent and Trademark Office

To the Honorable Commissioner of

1. Name of conveying party(ies):

Nortel Networks Limited

- Individual(s)
- General Partnership
- Corporation - Canada
- Other

- Association
- Limited Partnership

6.4.02

the attached original documents or copy thereof.

and address of receiving party(ies):

Nortel Networks UK Limited
 Maidenhead Office Park
 Westacott Way
 Maidenhead, Berkshire
 SL6 3QH United Kingdom

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

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

3. Nature of conveyance:

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

Execution Date: September 20, 2001

- Limited Partnership _____
- Corporation _____
- Other: a Company incorporated in England and Wales _____

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)

75/871302

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: Donna M. Weinstein, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00 Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

06-1446

(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.

Donna M. Weinstein, Esq.

Name of Person Signing

Signature

May 16, 2002

Date

Total number of pages comprising cover sheet: 1

06/10/2002 LHMILLER 00000070 061446 75871302

01 FC:481

40.00 CH

ASSIGNMENT OF TRADE MARKS

THIS TRADE MARK ASSIGNMENT is made from NORTEL NETWORKS LIMITED, a Canadian corporation, with its executive offices at 8200 Dixie Road, Suite 100, Brampton, Ontario, Canada L6T 5P6, (hereinafter referred to as the "Assignor") to NORTEL NETWORKS UK LIMITED, a company incorporated in England and Wales under registration number 3937799 whose registered office is at Maidenhead Office Park, Westacott Way, Maidenhead, Berkshire SL6 3QH (hereinafter referred to as the "Assignee").

1 Background

1.1 WHEREAS, Assignor desires to assign to Assignee all of the right, title and interest in and to the trade mark registrations and trade mark applications listed in Schedule A hereto, and in, to and under any and all trade marks which may be granted pursuant to such applications or which claim priority from such registrations and applications in any and all countries (hereinafter referred to as the "Trade Marks").

2 Operative Provisions

2.1 NOW, THEREFORE, the Assignor hereby sells, assigns and transfers to the Assignee, all of the Assignor's right, title and interest in and to the Trade Marks and the goodwill associated with the Trade Marks, together with all Assignor's rights of action resulting from any adverse use of the Trade Marks or any confusingly similar trade marks.

2.2 The assignment effected by this deed includes the right for the Assignee to sue for and recover damages and other remedies in respect of every act of infringement of the Trade Marks and passing off in relation to the Trade Marks occurring before the date hereof.

3 Further Assurance

3.1 Notwithstanding any implied contract of title, the Assignor agrees (at the Assignee's reasonable request and cost) to execute all such further documents, forms and authorisations and shall depose or swear any declaration or oath required by the Registrar of Trade Marks in the United Kingdom or equivalent abroad and to do all other acts which may be reasonably desirable to vest the full right, title and interest in and to the Trade Marks referred to in paragraph 2.1 in the Assignee.

LIB02/B9MSM/1108620.03

4 Law

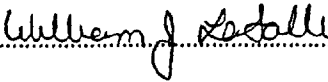
4.1 The construction, validity and performance of this Assignment shall be governed by the laws of England, and the parties hereby submit to the non-exclusive jurisdiction of the courts of England and Wales.

AS WITNESS WHEREOF, the parties hereto have signed and delivered this Assignment as a Deed on this 20th day of September 2001.

EXECUTED and delivered as a DEED by

NORTEL NETWORKS LIMITED

acting by Power of Attorney


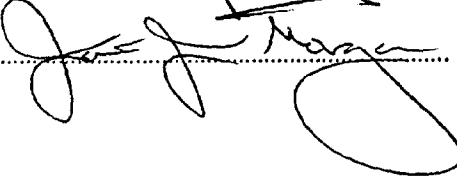
.....

William J. Lasalle,
General Counsel EMEA

EXECUTED and delivered as a DEED by

NORTEL NETWORKS UK LIMITED

acting by

..... Director
..... Director/Secretary

SCHEDULE A

<u>Country</u>	<u>Mark</u>	<u>Application Date</u>	<u>Application Number</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Current Status</u>
Canada	CEREBRUS	12/15/1999	1039693			Application
Colombia	CEREBRUS	3/1/2000	0114537	9/29/2000	231117	Registration
Colombia	CEREBRUS	3/1/2000	014538	9/29/2000	231116	Registration
Colombia	CEREBRUS	3/1/2000	014540	9/29/2000	231115	Registration
Colombia	CEREBRUS	3/1/2000	014542	9/29/2000	231114	Registration
Colombia	CEREBRUS	3/1/2000	014543	9/29/2000	231113	Registration
European CTM (OHIM)	CEREBRUS	12/16/1999	001427921			Application
United States	CEREBRUS	12/15/1999	75/871302			Application
European CTM (OHIM)	SUPERSLEUT H	5/22/1997	000546358	11/17/1999	000546358	Registration

BEFORE USING THIS ORDER FORM
read the important information on the
reverse side

DEPOSIT ACCOUNT ORDER FORM

MAIL TO: Commissioner of Patents and Trademarks
Washington, D.C. 20231 **Date**
May 16, 2002

Account No. 06-1446 **Order No.** 23709-4

Name and Address of Depositor:
Foley, Hoag & Eliot
One Post Office Square
Boston, MA 02109

FOR OFFICE USE ONLY	
ITEM OF SERVICE	VALUE FURNISHED Action On use

DESCRIPTION OF ARTICLES OR SERVICES TO BE FURNISHED

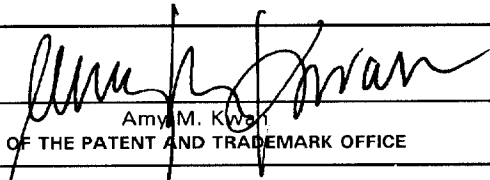
Recordal of Trademark Assignment from Nortel Networks Limited
to Nortel Networks UK Limited

Mark: CEREBRUS

Serial No. 75/871302

Amount Due = \$40.00

If additional space is needed, attach separate sheet.



Amy M. Kwan

THIS FORM MAY BE REPRODUCED WITHOUT PERMISSION OF THE PATENT AND TRADEMARK OFFICE

FOR PROMPT, ACCURATE SHIPMENT PLEASE COMPLETE THE FOLLOWING MAILING LABEL -- PLEASE PRINT OR TYPEWRITE

U. S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE
WASHINGTON, D.C. 20231

OFFICIAL BUSINESS

RETURN AFTER FIVE DAYS

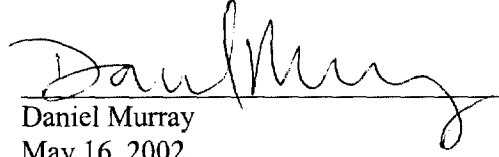
YOUR ORDER NO.
23709-4

Name Amy M. Kwan, Foley, Hoag & Eliot
Street Address One Post Office Square
City, State, Zip code Boston, MA 02109

TRADEMARK
REEL: 002521 FRAME: 0864

Certificate of Mailing

I hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, "Post Office to Addressee," in an envelope addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231, on the date indicated below.


Daniel Murray
May 16, 2002