



06-17-2002

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 OMB No. 0651-0027 (exp. 5/31/2002)
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

102123992

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

<p>1. Name of conveying party(ies): e-Smith, Inc.</p> <p style="text-align: center; font-size: 1.5em; margin-left: 100px;">6.11.02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Canada <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Mitel Networks Corporation</p> <p>Internal Address: Street Address: 350 Legget Drive City: Ottawa State: Ontario Zip: K2K 2W7 CANADA</p> <p><input type="checkbox"/> Individual(s) Citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State CANADA <input type="checkbox"/> Other</p> <p><small>If assignee is not domiciled in the United States, a domestic representative is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of Conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: 27-Jun-01</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;"><u>2,444,367</u> 2,458,142</p> <p>Additional numbers attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Janice W. Housey</p> <p>Internal Address: Roberts, Mlotkowski & Hobbes, P.C. Suite 43B</p> <p>Street Address: 3911 Old Lee Highway</p> <p>City: Fairfax State: VA Zip: 22030</p>	<p>6. Total number of applications and registrations involved:..... 2</p> <p>7. Total fee (37 CFR 3.41)..... \$ 65</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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DO NOT USE THE 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.

Janice W. Housey
Name of person signing

Signature

9-Jun-02
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with the required coversheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

06/14/2002 ANNED1 00000087 2444367

01 FC:481 40.00 OP

02 FC:482 25.00 OP

**TRADEMARK
REEL: 002525 FRAME: 0305**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



2, 444, 367

In re Trademark Registrations of:

Mitel Networks Corporation

Owner hereby appoints Janice Housey, Michael Mlotkowski, Charles Lobsenz, Peter Roberts and Laurence Hobbes and Roberts, Mlotkowski & Hobbes, P.C. as its attorneys to transact all business with the U.S. Patent and Trademark Office in connection with its registrations.

Please address all correspondence in these matters to:

Janice W. Housey
Roberts, Mlotkowski & Hobbes, P.C.
3911 Old Lee Highway
Suite 43B
Fairfax, VA 22030
Direct Dial: 703-567-6910
Fax: (703) 934-9405
Main Number: (703) 934-7005

Domestic Representative

Roberts, Mlotkowski & Hobbes, P.C. is hereby appointed Owner's representative upon whom notice or process in proceedings affecting the mark may be served.

Respectfully submitted,

Mitel Networks Corporation

Date: June 9, 2002

Name: Janice W. Housey

Title: Registrant's Counsel

UNITED STATES TRADEMARK ASSIGNMENT

WHEREAS, e-Smith Inc., a corporation formed under the laws of the province of Ontario whose principal place of business is 150 Metcalfe Street, Suite 500, Ottawa, Ontario K2P 1P1 ("Assignor"), is the sole and exclusive owner of the entire right, title and interest in and to the trademarks and pending "intent-to-use" applications for registration thereof in the United States Patent and Trademark Office; said pending applications are set forth more fully in Exhibit A and Exhibit B attached hereto and incorporated by reference herein.

WHEREAS, Mitel Networks Corporation, a corporation incorporated under the laws of Canada having a principal place of business at 350 Logget Drive, Ottawa, Ontario ("Assignee"), is desirous of acquiring the entire right, title and interest in and to said trademarks and pending applications for registration thereof, together with the goodwill of the business symbolized by said trademarks;

WHEREAS, Assignor has intended to use the mark listed in Exhibit B in interstate commerce between Canada and the United States and has filed applications with the United States Patent and Trademark Office based upon its bona fide intent-to-use such marks in commerce, which applications were given the serial numbers shown, but has not yet filed allegations of use of the marks under Section 1(c) or 1(d) of the Trademark Act;

WHEREAS, Assignee, pursuant to an asset purchase agreement dated June 22, 2001, has acquired the portion of Assignor's business to which the marks in Exhibit B pertain, as required by 15 U.S.C. § 1060;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto Assignee the entire worldwide right, title and interest in and to said trademarks and the pending "intent-to-use" applications thereof identified as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060, together with the goodwill of the business symbolized by said trademarks, the same to be held and enjoyed by the same Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment had not been made, together with all claims for damages and reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and behalf and for the use and behalf of its successors, assigns and other legal representatives.

AND, Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements in conflict herewith.

AND, Assignor hereby agrees to execute and sign all documents required to effect a recordation of the assignment of the above trademarks and registrations thereof before the proper offices or agencies.

AND, Assignor agrees that the Assistant Commissioner of Trademarks is hereby authorized to deliver to its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

IN WITNESS WHEREOF, Assignor has executed this document and affixed its corporate seal by the hand of its duly authorized officer on the 17 day of June, 2001.

e-Smith Inc. Assignor

By:

Name:

Title:

President

CANADA)

PROVINCE OF ONTARIO)

On this 17 day of June, 2001, before me, a Notary Public in and for the Province of Ontario, duly commissioned and sworn, personally appeared Jason H. Smith, President of e-Smith inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, that he/she was authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

GIVEN UNDER my hand and official seal the day and year in this certificate above written.

NAME

SUBSCRIBED AND SWORN to before me this 17 day of June, 2001.

(Signature of Notary)

(Print or Stamp Name of Notary)

NOTARY PUBLIC in and for the Province of Ontario residing at Ottawa, Ont

My Commission Expires: N/A

EXHIBIT A

Registered Applications

<u>Trademark</u>	<u>Status</u>	<u>Serial No./Registration No.</u>	<u>Country</u>
CIRCLE design	Registered	76/013,253 / 2,444,367	United States
E-SMITH	Registered	75/677,041 / 2,458,142	United States

EXHIBIT B

Pending "Intent-to-Use" Applications

<u>Trademark</u>	<u>Status</u>	<u>Serial No./Registration No.</u>	<u>Country</u>
I-BAY	Pending	75/853,993	United States