

Form PTO-1594

(Rev. 10/02)

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Alcatel USA Sourcing, L.P.

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

2. Name and address of receiving party(ies)

Name: Telmar Network Technology Ltd.

Internal

Address: Attn: Gary D. McMullin

Street Address: 15776 Laguna Canyon Road

City: Irvine State: CA Zip: 92618

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2224543

Additional number(s) attached Yes No

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

Name: Claudia Ray, Esq.

Internal Address: _____

Street Address: O'Melveny & Myers LLP

153 East 53rd Street

City: New York State: NY Zip: 10022

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:

500639

DO NOT USE THIS SPACE

9. Signature.

Samantha L. Hetherington, Esq.

Name of Person Signing

Signature

5/30/03

Date

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

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

TRADEMARK ASSIGNMENT

WHEREAS, Alcatel USA Sourcing, L.P. (referred to as "Seller"), has adopted, owns, used or is using the trademark listed below (referred to as the "Trademark");

WHEREAS, Telmar Network Technology Ltd., a Delaware corporation (referred to as "Buyer"), is desirous of acquiring the entire right, title and interest, including common law rights, in and to the Trademark for valuable consideration; and

NOW, THEREFORE, for good and valuable consideration in the amount of three thousand dollars (\$3,000), the receipt of which is hereby acknowledged, Seller hereby transfers and assigns to Buyer, its successors and assigns, the entire right, title and interest in and to the Trademark including common law rights thereof and any rights based on an intent to use such Trademark, and all renewals and extensions thereof which may be granted relating to the Trademark; and Seller hereby authorizes and requests the Commissioner of Patents and Trademarks to issue all further trademarks resulting from any applications pending with regard to the Trademark, insofar as Buyer's interest is concerned, to Buyer as assignee of Seller's entire right, title and interest.

Seller also hereby transfers and assigns to Buyer, its successors and assigns, any foreign rights to the Trademark, in all countries and regions of the world, including the right to file applications and obtain trademarks under the terms of any international treaty or conventions, and further agrees to perform such lawful acts and to execute any and all trademark applications, assignments, affidavits, and any other papers in connection therewith necessary to perfect such trademark rights.

Upon Buyer's written request, Seller hereby further agrees that Seller will, at the expense of Buyer, testify in any legal proceedings, sign all lawful papers, execute all renewal, extension and substitute applications, make all lawful oaths, and provide reasonable assistance to aid Buyer, its successors, assigns and nominees to obtain and enforce proper protection for the Trademark in all countries.

United States Registration

A.	Trademark	Reg.Number	Reg.Date	Status
	DCS DEXCS CMS	2224543	Feb. 16, 1999	Live

IN WITNESS WHEREOF, Seller hereunto sets its hand this day and year;

ALCATEL USA SOURCING, L.P.
By: Alcatel USA GP, Inc., its General Partner

By: Nancy H. Greer
Name: Nancy H. Greer
Title: Senior Vice President and Chief Financial Officer