

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NORTEL NETWORKS NA INC.		12/31/2000	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	NORTEL NETWORKS INC.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1845496	BCN	
CORRESPONDENCE DATA			
Fax Number:	(202)408-4400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2024084000		
Email:	docketing@finnegan.com		
Correspondent Name:	Lisa Peller London		
Address Line 1:	1300 I Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005-3515		
ATTORNEY DOCKET NUMBER:	07281.0432		
NAME OF SUBMITTER:	Lisa Peller London		
Total Attachments: 3			
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NORTEL NETWORKS NA INC.", A DELAWARE CORPORATION, WITH AND INTO "NORTEL NETWORKS INC." UNDER THE NAME OF "NORTEL NETWORKS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0775112 8100M

AUTHENTICATION: 0877488

001643932

DATE: 12-26-00

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REEL: 002789 FRAME: 0658

CERTIFICATE OF OWNERSHIP and MERGER (DELAWARE)

merging

NORTEL NETWORKS NA INC.

into

NORTEL NETWORKS INC.

Nortel Networks Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), does hereby certify that:

FIRST: As of the Effective Time, the Corporation owns all of the outstanding shares of stock of Nortel Networks NA Inc., a corporation organized and existing under the laws of Delaware ("NNNA");

SECOND: The laws of Delaware permit a corporation organized and existing under the laws of Delaware to merge with another corporation organized and existing under the laws of Delaware;

THIRD: The Corporation, under its Certificate of Incorporation, shall be the surviving corporation of the merger;

FOURTH: The Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent executed as of the 13th day of December, 2000 and filed with the minutes of the Board of Directors, determined to merge NNNA into itself, effective as of the date set forth in such resolutions:

RESOLVED, That each of the following corporations is a wholly owned subsidiary of the Corporation (a "Subsidiary"):

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Shasta Networks, Inc.	Delaware
Periphonics Corporation	Delaware
Qtera Corporation	Delaware
Nortel Networks Broadband Access Inc.	Delaware
Clarify Inc.	Delaware
Dimension Enterprises, Inc.	Virginia
Nortel Networks NA Inc.	Delaware

and the merger of each of Shasta Networks, Inc. (formerly known as IMX Systems, Inc.), Periphonics Corporation, Qtera Corporation (formerly known as NextNet Technologies Corporation), Nortel Networks Broadband Access Inc. (formerly known as Promatory Communications, Inc.), Clarify Inc., Dimension Enterprises, Inc. and Nortel Networks NA Inc. (formerly known as Bay Networks, Inc.) with and into the Corporation, in accordance with the requirements of Section 253 of the General Corporation Law of Delaware, is hereby approved, and upon the Effective Time (as hereinafter defined) of such mergers as specified herein, the separate existence of each Subsidiary shall cease and all of its issued and outstanding stock shall be cancelled; and the Corporation, under its Certificate of Incorporation and Bylaws and with its officers and directors, shall continue as the surviving corporation, and shall succeed

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to all the properties, rights and other assets of each Subsidiary, and shall assume and be subject to all of the liabilities of each Subsidiary, without further action by either corporation;

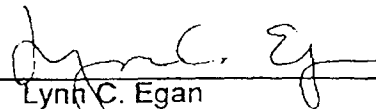
FURTHER RESOLVED, That each of the officers of the Corporation is hereby authorized in the name and on behalf of the Corporation to execute, certify, deliver, publish and file or record a plan of merger, articles of merger, a certificate of ownership and merger, and/or any other documents, notices or instruments, to pay all expenses and to cause to be taken any and all such other actions that in the judgment of any such officer may be necessary or proper to accomplish the merger of each Subsidiary with and into the Corporation;

FURTHER RESOLVED, That the Effective Time shall be at 11:59 p.m. Eastern Time on December 31, 2000, or such later time as shall be designated by the Secretary or Assistant Secretary of the Corporation ("Effective Time"); and

FURTHER RESOLVED, That each of the officers of the Corporation, acting singly, is authorized hereby to take all actions and to execute, or cause to be executed, by one or more employees of the Corporation to whom the President of the Corporation has delegated appropriate signing authority, or one or more employees of the Corporation or Nortel Networks Corporation ("NNC") and/or any corporation, partnership or other entity with respect to which NNC has a direct or indirect ownership interest ("NNC Affiliate") to whom an officer of the Corporation has granted an appropriate power of attorney, all such agreements, instruments and/or documents, and to take all other actions as such officer may consider necessary or desirable in order to effect the foregoing resolutions, that the taking of any such action or the execution of any agreement, instrument or document by any of the persons described in the foregoing resolutions shall conclusively evidence the making of any determinations and the granting of any approvals required under such resolutions; and that all actions taken or caused to be taken by any officer of the Corporation, NNC or a NNC Affiliate prior to the date hereof in order to effect the matters described in the foregoing resolutions are hereby ratified and approved.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Lynn C. Egan, its Assistant Secretary, this 18th day of December, 2000.

NORTEL NETWORKS INC.

By 
Lynn C. Egan
Assistant Secretary