

06-10-2005



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6/8/05

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Alcatel USA Sourcing, L.P.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 29, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Alcatel

Internal

Address: _____

Street Address: 54, rue la Boetie

City: Paris

State: _____

Country: France Zip: 75008

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other anonyme societe Citizenship France

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2640942 2650577 2701100

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: K. Bradford Adolphson
Ware, Fressola, Van der Sluys et al.
Internal Address: _____

Street Address: 755 Main Street
P.O. Box 224

City: Monroe

State: CT Zip: 06468

Phone Number: 203-261-1234

Fax Number: 203-261-5676

Email Address: kba@wfva.net

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____
Charge fee deficiencies to: _____

b. Deposit Account Number 23-0442
Authorized User Name K. B. Adolphson

9. Signature:

KBA
Signature

6/6/2005
Date

K. Bradford Adolphson, Reg. No. 30,927

Name of Person Signing

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

06/10/2005 00000011 230442 2640942
01 FC: 8521
02 FC: 8522
40.00 IN
50.00 IN

TRADEMARK ASSIGNMENT

WHEREAS, Alcatel USA Sourcing, L.P., a limited partnership organized under the laws of the State of Texas (collectively referred to as "Seller"), has adopted, owns, used or is using the trademarks and domain names listed in Attachment A (referred to as the "Trademarks");

WHEREAS, Alcatel, a *société anonyme* organized under the laws of France, having its headquarters at 54 rue la Boétie, 75008 Paris, France (referred to as "Purchaser"), is desirous of acquiring the entire right, title and interest, including common law rights, in and to the Trademarks for valuable consideration; and

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Seller hereby transfers and assigns to Purchaser, its successors and assigns, the entire right, title and interest in and to the Trademarks including common law rights thereof and any rights based on an intent to use such Trademarks, and all renewals and extensions thereof which may be granted relating to the Trademarks; 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 Trademarks, insofar as Purchaser's interest is concerned, to Purchaser as assignee of Seller's entire right, title and interest.

Seller also hereby transfers and assigns to Purchaser, its successors and assigns, any foreign rights to the Trademarks, 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.

This Trademark Assignment is subject to and includes by reference all of the representations, warranties, covenants and indemnities with respect to the Trademarks set forth in that certain Asset Purchase Agreement between Purchaser and Seller dated January 29, 2004.

Upon Purchaser's written request, Seller hereby further agrees that Seller will, at the expense of Purchaser, 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 Purchaser, its successors, assigns and nominees to obtain and enforce proper protection for the Trademarks in all countries.

IN WITNESS WHEREOF, Seller hereunto sets its hand as of January 29, 2004.

Alcatel USA Sourcing, L.P.

By: Alcatel USA GP, Inc., its general partner

By: 

Hubert de Pesquidoux, Senior Vice
President and Chief Operating Officer

Attachment A

Trademarks:

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
DATACRUISER	China	3066297	01/11/02	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Registered effective 5/7/2003 Renewal due by 5/6/2013
DATACRUISER	European Community	2527836	01/08/02	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Published
DATACRUISER	Japan	2002-938 Registration # 4618494	01/10/02	Computer programs; other applied electronic machines and apparatus and their parts; electric communications machines and apparatus; electrical distribution or control machines and apparatus; electronic publications; TV game machines for home use; TV game machines for business use; records; automatic vending machines; billing machines; cash registers in International Class 9	Registered effective 11/8/2002 Renewal in 10 years
DATACRUISER	United States	76/287468	07/18/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Statement of Use to be filed and accepted by 02/12/04
FLOWCORE	Australia	895874	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 6/28/2001 Renewal due 11/22/2011
FLOWCORE	China	3024877	11/26/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 2/21/03 Renewal due 2/20/2013

TRADEMARK

REEL: 003178 FRAME: 0797

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
FLOWCORE	European Community	2473205	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 1/8/2002 Renewal due 1/8/2012
FLOWCORE	Korea	548733	11/23/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 5/22/03 Renewal due 5/22/2013
FLOWCORE	United States	76/277991	10/9/2001	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Statement of Use to be filed and accepted by 01/01/04
PUSHING PARTY PAYS	Australia	899864	05/22/02	Feature of computer programs for telecommunication equipment that enables wireline or wireless access service providers to extract a transaction fee for information providers, application service providers or other third parties that wish to communicate information to a subscriber to the network in Class 9	Registered effective 7/18/2001 Renewal due 01/08/2012
PUSHING PARTY PAYS	China	3066296	01/11/02	Feature of computer programs for telecommunication equipment that enables wireline or wireless access service providers to extract a transaction fee for information providers, application service providers or other third parties that wish to communicate information to a subscriber to the network in Class 9	Awaiting examination
PUSHING PARTY PAYS	European Community	2527802	01/08/02	Feature of computer programs for telecommunication equipment that enables wireline or wireless access service providers to extract a transaction fee for information providers, application service providers or other third parties that wish to communicate information to a subscriber attached to the network in Class 9	Registered effective 1/8/2002 Renewal due 1/8/2012
PUSHING PARTY PAYS	Japan	2002-939 Registration # 4618495	01/10/02	Computer programs; other applied electronic machines and apparatus and their parts; electric communications machines and apparatus; electrical distribution or control machines and apparatus; electronic publications; TV game machines for home use; TV game machines for business use; records; automatic vending machines; billing machines; cash registers in International Class 9	Registered effective 11/8/2002 Renewal in 10 years

TRADEMARK

REEL: 003178 FRAME: 0798

Mark	Country	Serial No.	Filing Date	Goods or Services	Status
PUSHING PARTY PAYS	Korea	2002-901	01/08/02	Feature of computer programs for telecommunication equipment that enables wireline or wireless access service providers to extract a transaction fee for information providers, application service providers or other third parties that wish to communicate information to a subscriber attached to the network in Class 9	Published
PUSHING PARTY PAYS	United States	76/296687	07/18/01	Feature of computer programs for telecommunication equipment that enables wireline or wireless access service providers to extract a transaction fee for information providers, application service providers or other third parties that wish to communicate information to a subscriber to the network in Class 9	Statement of Use to be filed and accepted by 3/12/2004
SENTEON	Australia	895873	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 6/28/01 Renewal due 11/22/2011
SENTEON	China	3024878	11/26/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 2/21/03 Renewal due 2/20/2013
SENTEON	European Community	2472827	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 11/22/2001 Renewal due 11/22/2011
SENTEON	Korea	548736	11/23/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 5/22/03 Renewal due 5/22/2013
SENTEON	United States	76/277994 Reg #2,650,577	06/28/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 10/12/2002 Declare Use by 11/12/2007

TRADEMARK

REEL: 003178 FRAME: 0799

Mark	Country	Serial No.	Filing Date	Goods or Services	Status
TOP UP, POP UP	Australia	899866	05/22/02	Feature of computer programs for telecommunication equipment that enables real time notification to a consumer of multimedia communications services that the postpaid credit threshold is about to be exceeded or the prepaid balance is low and enables a recharge of the prepaid account in Class 9	Registered effective 7/18/2001 Renewal due 01/08/2012
TOP UP, POP UP	China	3066295	01/11/02	Feature of computer programs for telecommunication equipment that enables real time notification to a consumer of multimedia communications services that the postpaid credit threshold is about to be exceeded or the prepaid balance is low and enables a recharge of the prepaid account in Class 9	Registered effective 5/7/2003 Renewal due 5/6/2013
TOP UP, POP UP	European Community	2527265	01/08/02	Feature of computer programs for telecommunication equipment that enables real time notification to a consumer of multimedia communications services that the postpaid credit threshold is about to be exceeded or the prepaid balance is low and enables a recharge of the prepaid account in Class 9	Registered effective 1/8/2002 Renewal due 1/8/2012
TOP UP, POP UP	Japan	2002-937 Registration # 4618493	01/10/02	Computer programs; other applied electronic machines and apparatus and their parts; electric communications machines and apparatus; electrical distribution or control machines and apparatus; electronic publications; TV game machines for home use; TV game machines for business use; records; automatic vending machines; billing machines; cash registers in International Class 9	Registered 11/8/02 Renewal due in 10 years.
ULTRAMOBILITY	Australia	912996	05/15/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Registered effective 1/4/2002 Renewal due 5/15/2012
ULTRAMOBILITY	Canada	1140972	05/16/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Awaiting examination
ULTRAMOBILITY	China	3181204	05/20/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Awaiting examination

TRADEMARK

REEL: 003178 FRAME: 0800

Mark	Country	Serial No.	Filing Date	Goods or Services	Status
ULTRAMOBILITY	European Community	2698280	05/15/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Published
ULTRAMOBILITY	Japan	2002-49158 Reg # 4630497	06/13/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Registered through 12/20/2012
ULTRAMOBILITY	United States	78/100976	01/04/02	Feature of computer programs for transferring personalized data between fixed and mobile wireless communication networks in Class 9	Notice of Allowance due by 5/13/2004
VIGILON	Australia	895875	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 6/28/2001 Renewal due 11/22/2011
VIGILON	China	3024876	11/26/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 2/21/03 Renewal due 2/20/2013
VIGILON	European Community	2473189	11/22/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Published Possible opposition - VIGLEN
VIGILON	Korea	548737	11/23/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications	Registered effective 5/22/03 Renewal due 5/22/2013
VIGILON	United States	76/277996 Reg # 2,640,942	06/28/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications, namely, for facilitating link, transport and process level communications in Class 9	Registered effective 10/22/2002 Declare Use by 10/22/2007

TRADEMARK

REEL: 003178 FRAME: 0801

Mark	Country	Serial No.	Filing Date	Goods or Services	Status
WATERCOVE	Australia	875115	11/05/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications application	Registered 5/9/2001 Renewal due 05/09/2011
WATERCOVE	Canada	1102571	05/10/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications application in Class 9	Notice of Allowance due by 5/10/2004
WATERCOVE	China	2016595	06/29/01	Communications equipment; routers; switches; servers; computer programs for use in telecommunications applications	Registered effective 12/7/02 Renewal due 12/6/2012
WATERCOVE	European Community	2208742	05/09/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications application in Class 9	Registered effective 5/9/2001 Renewal due 5/9/2011
WATERCOVE	Korea	2001-28461 Reg # 535872	06/29/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications application in Class 9	Registered effective 11/27/2002 Renewal due 11/27/2012
WATERCOVE	United States	76/204331	02/02/01	Telecommunication equipment, namely, routers, switches and servers; computer software for monitoring and controlling routers, switches and servers for telecommunications applications in Class 9	Registered effective 3/25/03 Declare use by 3/25/2008
WATERCOVE	Japan	4558618	6/1/2001	Telecommunication equipment; electrical communications machines and apparatus; computer programs for use in telecommunications applications; downloadable computer programs; other computer programs; electronic computers; applied electronic machines and instruments; pre-recorded magnetic cards; magnetic sheets and magnetic tapes; pre-recorded compact disks; other records; toys for television games for home use; in International Class 9	Registered effective 04/12/2002 Renewal in 10 years

TRADEMARK