

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
Attorney Docket No.: I0181-4009

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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)

Name: Nordx/CDT, Inc.

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

Citizenship: (see guidelines) _____

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

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

Execution date(s) January 1, 2006

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

2. Name and address of receiving party(ies):

Name: Belden CDT (Canada) Inc.

Internal Address:
Street Address: 100 King Street, West
City: Toronto, Ontario

Country: Canada Zip: M5X 1G5

- Association _____
- General Partnership
- Limited Partnership
- Corporation - Citizenship: Canada
- Other _____
- Citizenship
- Citizenship
- Citizenship

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):

A. Trademark Application No(s):

B. Trademark Registration No(s):

See Attached

Additional number(s) attached? Yes No

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

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

Ann Lamport Hammitte
Lowrie, Lando & Anastasi, LLP
Riverfront Office Park
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Cambridge, MA 0214

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Fax No. 617-395-7070
Email Address: ahammitte@LL-A.com

6. Total number of applications and registrations involved:

14

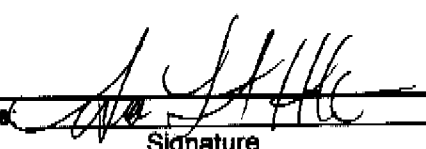
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$.00

- 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: _____
- b. Deposit Account Number: 50/2762

9. Signature


Signature
Ann Lamport Hammitte
(Name of person signing)

January 17, 2006
Date

Total Number of pages including cover sheet, attachments, and document. 9

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450,
Alexandria, VA 22313-1450

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SCHEDULE A**U.S. Trademark Registrations
in the name of Nordx/CDT, Inc.**

Reg. No.	Reg. Date	Mark	Client Code/Matter
1,052,330	11-09-1976	TELADAPT	N0349-2006
2,273,290	08-31-1999	OPTIMAX	N0349-2016
2,107,807	10-21-1997	NORDX/CDT	N0349-2022
2,526,389	01-08-2002	NORDX/CDT	N0349-2025
2,251,173	06-08-1999	IBDN	N0349-2029
2,382,131	09-05-2000	EZ-MDVO	N0349-2033
2,462,151	06-19-2001	RUN	N0349-2037
2,635,871	10-15-2002	NOR5	N0349-2038
2,628,789	10-01-2002	GIGAFLEX	N0349-2043
2,590,570	07-09-2002	RUN	N0349-2045
2,839,279	05-04-2004	INTERFACE	N0349-2046
2,690,223	02-25-2003	GIGABIX (logo)	N0349-2048
2,751,121	08-12-2003	MEDIA FLEX	N0349-2145

**U.S. Trademark Applications
in the name of Nordx/CDT, Inc.**

Appl. No.	Filing Date	Mark	Client Code/Matter
75/889,720	01-07-2000	FIBER EXPRESS	N0349-2041



Industry Canada


Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Belden CDT (Canada) Inc.	434196-1
Name of corporation-Dénomination de la société	Corporation number-Noméro de la société
I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the <i>Canada Business Corporations Act</i> , of the corporations set out in the attached articles of amalgamation.	Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la <i>Loi canadienne sur les sociétés par actions</i> , des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.
 <hr/> Richard G. Shaw Director - Directeur	January 1, 2006 / le 1 janvier 2006 Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada
Canada Business Loi canadienne sur les
Corporations Act sociétés par actions

FORM 1
ARTICLES OF AMALGAMATION
(SECTION 183)

FORMULAIRE 1
STATUTS DE FUSION
(ARTICLE 183)

1 -- Name of the Amalgamated Corporation
Belden CDT (Canada) Inc.

2 -- The province or territory in Canada where the registered office is to be situated
Ontario

3 -- The classes and any maximum number of shares that the corporation is authorized to issue
See Schedule 1 attached.

4 -- Restrictions, if any, on share transfers
See Schedule 2 attached.

5 -- Number (or minimum and maximum number) of directors
Minimum: 1, Maximum: 15

6 -- Restrictions, if any, on business the corporation may carry on
None

7 -- Other provisions, if any
See Schedule 3 attached.

8 -- The Amalgamation has been approved pursuant to that section of subsection of the Act which is indicated as follows:

- 183
- 184(1)
- 184(2)

Name of the amalgamating corporation Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Yes OUI	Yes No. N° de l'OU
BELDEN CDT (CANADA) INC.	649082-2	<i>[Signature]</i>	12/01/05	<input checked="" type="checkbox"/>	314-01-050
NORDIX/CDT, INC.	320886-3	<i>[Signature]</i>	12/01/05	<input checked="" type="checkbox"/>	314-01-007

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K 5100 (2003/04)



SCHEDULE 1

ARTICLE 1 PART 1 - INTERPRETATION

In these Articles, unless there is something in the context otherwise inconsistent therewith, the following terms shall have the following meanings respectively:

- a) "Act" means the Canada Business Corporations Act or its successor, as amended, replaced or re-enacted from time to time; and
- b) "Final Distribution" means the distribution of assets of the Corporation on any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

These Articles, as amended from time to time, shall be read without regard to paragraph headings, which are included for ease of reference only, and with all changes in gender and number permitted by the context.

ARTICLE 2 CLASS A COMMON SHARES

Subject to the rights of any class of shares that are expressed to rank prior to them, the Class A common shares shall have the following rights, privileges, restrictions and conditions:

2.1 Dividends:

- 2.1.1 **Non-Cumulative Dividends:** Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Class A common shares, the holders of the Class A common shares shall be entitled to receive and the Corporation shall pay thereon, dividends as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.
- 2.1.2 In declaring any dividend on the Class A common shares pursuant to Section 2.1.1 hereof the board of directors of the Corporation may at any time and from time to time elect to treat such dividend as a capital dividend, as defined in the Income Tax Act (Canada) as now enacted or as the same may from time to time be amended, re-enacted or replaced, (a "Capital Dividend") without making a similar election in respect of any dividends on any other class of shares of the Corporation. However, when the board of directors determines to declare and pay a Capital Dividend on the Class A common shares, a taxable dividend on the Class B common shares at the time outstanding in equal or equivalent amounts per share, shall also be declared and paid without preference or distinction.

- 2.2 **Voting Rights:** The holders of record of the Class A common shares shall be entitled to receive notice of, and to attend, all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of shares are entitled to vote, and, with respect to each vote taken at such meetings, the holders of record of the common shares shall be entitled to one vote for each Class A common share held.
- 2.3 **Rights on Dissolution:** In the event of any distribution, subject to the rights of any class of shares ranking in priority to the Class A common shares, the holders of the Class A and Class B common shares shall be entitled to receive equally, share-for-share, any such distribution.

ARTICLE 3 CLASS B COMMON SHARES

Subject to the rights of any class of shares that are expressed to rank prior to them, the Class A common shares shall have the following rights, privileges, restrictions and conditions:

- 3.1 **Dividends:**
- 3.1.1 **Non-Cumulative Dividends:** Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or ratably with the holders of the Class B common shares, the holders of the Class B common shares shall be entitled to receive and the Corporation shall pay thereon, dividends as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends.
- 3.1.2 With respect to any Capital Dividend paid on the Class A common shares, a taxable dividend in equal or equivalent amounts per share, shall also be declared and paid on the Class B common shares, without preference or distinction. In declaring any dividend on the Class B common shares pursuant to Section 2.1.1 hereof the board of directors of the Corporation may not elect to treat such dividend as a Capital Dividend, notwithstanding that an election has been made in respect of any dividends on any other class of shares of the Corporation.
- 3.2 **Voting Rights:** The holders of record of the Class B common shares shall be entitled to receive notice of, and to attend, all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class or series of shares are entitled to vote, and, with respect to each vote taken at such meetings, the holders of record of the common shares shall be entitled to one vote for each Class B common share held.
- 3.3 **Rights on Dissolution:** In the event of any distribution, subject to the rights of any class of shares ranking in priority to the Class B common shares, the holders of the Class A and Class B common shares shall be entitled to receive equally, share-for-share, any such distribution.

- 3.4 **Conversion Privilege:** Each Class B common share may at any time be converted, at the option of the holder, into one Class A common share. The conversion privilege herein provided for may be exercised by notice in writing given to the Corporation accompanied by a certificate or certificates representing the Class B common shares in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the holder of the Class B common shares in respect of which such right is being exercised and shall specify the number of Class B common shares which the holder desires to have converted. The holder shall also pay any governmental or other tax imposed in respect of such transaction. Upon receipt of such notice the Corporation shall issue certificates representing fully paid Class A common shares upon the basis above described and in accordance with the provisions hereof to the holder of the Class B common shares represented by the certificate or certificates accompanying such notice. If less than all of the Class B common shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate for the Class B common shares representing the shares comprised in the original certificate which are not to be converted.

Schedule 2

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without either:

- (a) the consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the consent of the holders of a majority of the shares of the Corporation carrying the right to vote for the time being outstanding expressed by a resolution passed by such shareholders, or by an instrument or instruments in writing signed by such shareholders.

Schedule 3

1. **Lien on Shares**

Subject to the *Canada Business Corporations Act*, the corporation has a lien on each share registered in the name of a shareholder or his legal representative for a debt of that shareholder to the corporation.

2. **Charging Power**

Without in any way limit the powers of the corporation, or of the directors, the directors of the corporation may, without authorization of the shareholders,

- (i) borrow money upon the credit of the corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the corporation;
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

3. **Authorization to Appoint Additional Directors**

The directors of the corporation may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of shareholders.

4. **Meetings of the Shareholders**

Meetings of the shareholders may be held at such place within or outside Canada as all the shareholders entitled to vote at that meeting so agree.