

11.17.98



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To the Honorable Commissioner c

attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

DSC Telecom L.P.

2. Name and Address of Party(ies) receiving an interest:

ALCATEL USA SOURCING, L.P.
1000 Coit Road
Plano, Texas 75075

<input type="checkbox"/>	Individual(s)	<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership	<input checked="" type="checkbox"/>	Limited Partnership - Texas
<input type="checkbox"/>	Corporation		
<input type="checkbox"/>	Other		

<input type="checkbox"/>	Individual	<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership	<input checked="" type="checkbox"/>	Limited Partnership - Texas
<input type="checkbox"/>	Corporation		
<input type="checkbox"/>	Other		
<input type="checkbox"/>	Citizenship		

3. Interest Conveyed:

<input type="checkbox"/>	Assignment	<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Other		

If not domiciled in the United States, a domestic representative designation is attached:

<input type="checkbox"/>	Yes
<input checked="" type="checkbox"/>	No

Effective Date: September 15, 1998

4. Application number(s) or registration number(s). Additional sheet attached?

A. Trademark Application No.(s) 75/107,410; 75/113,746; 75/116,838; 75/121,094; 75/121,095; 75/139,978; 75/187,830;

B. Trademark Registration No.(s) 2,079,064; 2,096,160; 2,175,444

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

Name: Anna Conyers Kuhn, Esq.
Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 74201

6. Number of applications and registrations involved: 17

7. Amount of fee enclosed or authorized to be charged: \$440.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS 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.

Anna Conyers Kuhn
Name of Person Signing

Signature

11-17-98

Date

Total number of pages including cover sheet 3

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information:

1/24/1998 DMGUYEN 00000004 2079064

Commissioner of Patent and Trademarks

Box Assignments

Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 400.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

Trademark Application No.s - Continued

75/187,835

75/190,694

75/246,237

75/250,890

75/311,841

75/453,499

75/513,130

**CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
DSC TELECOM, L.P.**

FILED
In the Office of the
Secretary of State of Texas
SEP 15 1998
Corporations Section

Alcatel USA GP, Inc., a Delaware corporation formerly known as DSC Telecommunications Corporation (the "General Partner") and the general partner of DSC Telecom, L.P., a Texas limited partnership (the "Limited Partnership"), DOES HEREBY CERTIFY as follows:

1. The name of the Limited Partnership is DSC Telecom, L.P.

2. The Certificate of Limited Partnership of the Limited Partnership is hereby amended to change the name of the Limited Partnership to the following:

Alcatel USA Sourcing, L.P.

3. The Certificate of Limited Partnership of the Limited Partnership is hereby amended to change the name of the general partner of the Limited Partnership to the following:

Alcatel USA GP, Inc.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Amendment as of September 8 1998.

ALCATEL USA GP, INC. (formerly known as DSC Telecommunications Corporation)

By: 
Krish Prabh, President