

06-10-2005

Docket Nos. 900-272, -273 & -274

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



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

6/8/05

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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):

- 1. Water Cove Networks, Inc.
- 2. Water Cove Mobile TSP Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Delaware (1. & 2.)
- Other _____

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
- Merger
- Security Agreement
- Change of Name
- Other See attached

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Alcatel USA Sourcing, L.P.

Internal Address: _____

Street Address: 3400 West Plano Parkway

City: Plano

State: TX

Country: USA Zip: 75075

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship Texas
- Corporation Citizenship _____
- Other _____ 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) 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 230442

Authorized User Name K.B. Adolphson

9. Signature:

KB Adolphson
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.

38

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Copyright Clearance Center, Inc., 222 Rosewood Drive, Danvers, MA 01923, or to the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

06/10/2005 ECDOPER 0000068 230442 2640942
01 FC:8521 40.00 DA
02 FC:8522 50.00 BA

TRADEMARK
REEL: 003178 FRAME: 0875

Section 1. Names of Conveying Parties

3. Water Cove Networks Securities Corp. (Massachusetts corporation)
4. Water Cove Networks U.K. LTD (United Kingdom Private Limited Company)

Section 3. Nature of Conveyance

Extracts from Asset Purchase Agreement

- Cover page of Asset Purchase Agreement, pp. 1, 2, 9, 10, 19 and 2 signature pages;
- Schedule 1.1(b) Intellectual Property;
- Schedule 4.12(a) Intellectual Property;
- Exhibit 7.1(c) Bill of Sale; and
- Exhibit 7.1(d) Trademark Assignment.

ASSET PURCHASE AGREEMENT

dated as of

January 29, 2004

between

ALCATEL USA SOURCING, L.P.

and

WATER COVE NETWORKS, INC. AND ITS SUBSIDIARIES

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement (this "Agreement") by and between Alcatel USA Sourcing, L.P., a Texas limited partnership ("Purchaser"), Water Cove Networks, Inc., a Delaware corporation ("Seller"), Water Cove Mobile TSP Corp., a Delaware corporation, Water Cove Networks Securities Corp., a Massachusetts corporation, and Water Cove Networks U.K. LTD, a Private Limited Company organized under the laws of the United Kingdom (collectively with Water Cove Mobile TSP Corp. and Water Cove Networks Securities Corp., the "Subsidiaries", and each a "Subsidiary"), is made as of this 29th day of January, 2004.

WHEREAS, Seller is engaged in the business of developing, manufacturing, marketing, selling, and distributing networking equipment used in wireless telecommunications (the "Business");

WHEREAS, each Subsidiary is wholly-owned, directly or indirectly, by Seller and in some instances is the owner of the Purchased Assets (as hereinafter defined); and

WHEREAS, Purchaser desires to purchase and Seller and the Subsidiaries desire to sell substantially all of the assets of Seller and the Subsidiaries (excluding cash and cash equivalents) upon the terms and subject to the conditions of this Agreement.

NOW, THEREFORE, in consideration of the covenants and mutual considerations provided in this Agreement, and intending to be legally bound, the parties hereto agree as follows:

ARTICLE 1 TRANSFER OF ASSETS

1.1 Sale and Purchase. Subject to Section 1.2, below, Seller and each of the Subsidiaries hereby sells, assigns, transfers, conveys and delivers to Purchaser, and Purchaser hereby purchases and acquires from Seller and each of the Subsidiaries, as of the date hereof, all of Seller's and/or such Subsidiary's right, title and interest in and to all of the assets, properties and rights of every kind and description, personal and mixed, tangible and intangible, wherever situated, of Seller and/or such Subsidiary (collectively, the "Purchased Assets"), free and clear of any mortgage, lien, pledge, security interest, charge, option, restriction on transfer, claim, or other restrictions and encumbrances of any nature whatsoever (a "Lien"), except as described on Schedule 4.4. The Purchased Assets include, without limitation, the following assets, properties, rights and interests of Seller and the Subsidiaries:

(a) The software, computer programs and modules owned by Seller or the Subsidiaries or under development or being tested by Seller, including, but not limited to, those described on Schedule 1.1(a), together with all related technical and user documentation, specifications, object and source code listing, schematic diagrams, flow charts, programmer's notes, databases, data collections, techniques, and marketing materials and all copyrights, and other Intellectual Property (as hereinafter defined) related to the same (the "Software");

(b) All patents (including, without limitation, all U.S. and foreign patents, patent applications (including provisional applications), invention disclosures and any and all divisions, continuations, continuations-in-part, reissues, re-examinations and extensions thereof), design rights, trademarks, trademark applications (including intent to use filings), trade names and service marks (whether or not registered), trade dress, logos, Internet domain names, copyrights (whether or not registered) and any renewal rights therefor, *sui generis* database rights, statistical models, technology, inventions, supplier lists, trade secrets, know-how, computer software programs and applications in both source and object code forms, databases, technical documentation, mask works, registrations and applications for any of the foregoing and all other tangible and intangible proprietary information, material and associated goodwill (collectively, "Intellectual Property") that are owned by Seller or the Subsidiaries (the items set forth in this Section 1.1(b) including, but not limited to, those described on Schedule 1.1(b), together with the Software in (a) above, the "Purchased Intellectual Property");

(c) all (i) equipment (including computers and office equipment), machinery, tools, spare parts, supplies, and all other tangible personal property, owned by Seller or the Subsidiaries including, but not limited to, those listed on Schedule 1.1(c), wherever located, whether or not carried on the books of the Seller or the Subsidiaries, and (ii) furniture located in Sellers' Chicago leased facility and all laboratory furniture (such as racks, test beds and tables) including, but not limited to, those listed on Schedule 1.1(c) ((i) and (ii) collectively, the "Tangible Assets");

(d) all right, title and interest of Seller or the Subsidiaries in the written contracts, agreements or other instruments of Seller or such Subsidiary, including those set forth on Schedule 1.1(d) hereto, and any non-disclosure agreements related specifically thereto (the "Assumed Contracts"), other than those contracts specifically excluded in Section 1.2(d);

(e) all accounts, notes and other receivables of Seller or the Subsidiaries, including, but not limited to, those listed on Schedule 1.1(e);

(f) all customer and vendor lists, customer credit histories, information, files, correspondence, records, data, plans and recorded knowledge relating to Seller's customers and vendors;

(g) all inventory, including finished goods, work in progress, raw materials, stores, spare parts and business supplies of Seller or the Subsidiaries including, but not limited to, those listed on Schedule 1.1(g) (the "Inventory");

(h) all claims, causes of action, rights of recovery and rights of set-off in favor of Seller or the Subsidiaries arising out of the Purchased Assets; and

(d) Seller has obtained all consents or notices listed on Schedule 4.11(d) in connection with the transactions contemplated by this Agreement and the Related Agreements.

(e) Seller has no reason to believe that any of the Assumed Contracts will be terminated when the transactions contemplated by this Agreement are consummated.

4.12 Intellectual Property.

(a) Title. Schedule 4.12(a) sets forth a true and complete list of all patents (including, without limitation, all U.S. and foreign patents, patent applications (including provisional applications), invention disclosures and any and all divisions, continuations, continuations-in-part, reissues, re-examinations and extensions thereof), trademarks, trademark applications (including intent to use filings), trade names and service marks (whether or not registered), Internet domain names, registered copyrights and any renewal rights therefore and computer software programs owned by Seller. With respect to all Purchased Intellectual Property that is registered or subject of an application for registration, Schedule 4.12(a) sets forth a list of all jurisdictions in which such Purchased Intellectual Property is registered or in which registrations have been applied for, and all registration and application numbers. Seller has taken all necessary actions, following its regular course of practice, during prosecution to maintain the enforceability of each patent assigned to Purchaser hereunder. To Seller's knowledge, no person is using a trademark, servicemark, trade name or domain name similar to any trademark, servicemark, trade name or domain name assigned to Purchaser hereunder to describe products or services that are similar to, and sold in the same geographic area as, the products and services of Seller within the scope of the Business. Seller has taken all necessary actions, following its regular course of practice, during prosecution to maintain the enforceability of each trademark, servicemark, trade name or domain name assigned to Purchaser hereunder.

Except as set forth in Schedule 4.12(a):

(i) all the Purchased Intellectual Property has been duly registered in, filed in or issued by the appropriate Governmental Authority where such registration, filing or issuance is necessary or appropriate for the conduct of the Business as presently conducted;

(ii) Seller is the sole and exclusive owner of, and Seller has, free and clear of any Liens except as disclosed on Schedule 4.4, the right to transfer, use, execute, reproduce, display, perform, modify, enhance, distribute, prepare derivative works of and license and sublicense, without payment to any other person, all the Purchased Intellectual Property; the transactions contemplated hereby do not and will not conflict with, alter or impair any such rights;

(iii) the transfer of the Purchased Intellectual Property to Purchaser hereunder will effectively transfer to Purchaser the rights to use, make, have made, and sell the products and conduct the services in connection with the Business as heretofore conducted by Seller; and

(iv) Seller has not received any written or oral communication from any person asserting any ownership interest in any Purchased Intellectual Property.

(b) Licensing. Seller has the unrestricted right to exclude all others from making, having made, importing, using, offering for sale or selling products and services infringed by the claims of any letters patent assigned to Purchaser hereunder in the countries in which such patents are valid. Seller has not granted any license, including any option to grant a license, of any kind relating to any Purchased Intellectual Property or the marketing or distribution thereof, except nonexclusive licenses to end-users in the ordinary course of business. Except as set forth on Schedule 4.12(b), Seller has not incorporated any third party Intellectual Property in the Purchased Intellectual Property, and is not bound by or a party to any option, license or similar agreement relating to the Intellectual Property of any other person for the use of such Intellectual Property in the conduct of the Business, except for so-called "shrink-wrap," "click-wrap" or similar license agreements relating to computer software licensed in the ordinary course of the Business. Except as set forth on Schedule 4.12(b), Seller does not have any obligation to pay any royalty or other fee to any other person relating to any Purchased Intellectual Property for the activities of the Business. The activities of the Business as presently conducted and as currently proposed to be conducted do not, to the knowledge of Seller, violate, conflict with or infringe the Intellectual Property of any third party and:

(i) no claims are pending or, to the knowledge of Seller, threatened, against Seller by any person with respect to the ownership, validity, enforceability, effectiveness or use of the Purchased Intellectual Property;

(ii) Seller has not received any written or oral communication offering a license to a third party's Intellectual Property rights, alleging that Seller or any of its affiliates has in the conduct of the Business violated any rights relating to Intellectual Property of any person, or which challenges Seller's right to conduct the Business or exploit the Purchased Intellectual Property;

(iii) Seller is not interfering with, infringing upon or misappropriating any Intellectual Property of any other person;

(iv) no person is interfering with, infringing upon or misappropriating any Purchased Intellectual Property;

(a) All consents set forth on Schedule 4.11(d) required in connection with the consummation of the transactions contemplated by this Agreement and/or the assignment of the Assumed Contracts;

(b) Employment letters, in substantially the form attached as Exhibit 7.1(b) hereto, executed by (i) each of the employees of Seller listed on Schedule 7.1(b)(i), and (ii) 90% of the employees of Seller listed on Schedule 7.1(b)(ii);

(c) A bill of sale executed by Seller and each of its Subsidiaries, in the form attached as Exhibit 7.1(c) hereto;

(d) Such assignments, patent assignments, general trademark assignments, certificates of title, or other instruments of transfer and assignment, dated the date hereof, all in the forms attached as Exhibit 7.1(d), as shall be effective to vest in Purchaser valid and marketable title to the Purchased Assets, free and clear of any Liens;

(e) A copy of Seller's certificate of incorporation and all amendments thereto, certified by an authorized officer of the Seller to be a true and correct copy of the certificate of incorporation in effect as of the date hereof;

(f) A copy of Seller's by-laws and resolutions of the board of directors and stockholders of Seller and each of the Subsidiaries authorizing the execution, delivery and performance of this Agreement and any Related Agreements to which Seller or such Subsidiary is a party by Seller or such Subsidiary, and a certificate of the secretary or assistant secretary of Seller, dated the date hereof, which states that such by-laws and resolutions were duly adopted, are in full force and effect and have not been amended or modified;

(g) Physical possession of the tangible Purchased Assets; and

(h) Evidence of the release of all Liens, including UCC-3 statements, on the Purchased Assets (except for those Liens listed on Schedule 4.4).

7.2 Purchaser Closing Deliveries Purchaser shall deliver to Seller (or to its creditors, as the case may be) at the Closing:

(a) The Cash Purchase Price;

(b) An assumption agreement relating to the Assumed Liabilities executed by Purchaser, in the form attached as Exhibit 7.2(b) hereto; and

(c) The Notes marked "cancelled".

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day first written above.

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 CFO

WATER COVE NETWORKS, INC.

By: _____
Name:
Title:

WATER COVE MOBILE TSP CORP.

By: _____
Name:
Title:

WATER COVE NETWORKS SECURITIES CORP.

By: _____
Name:
Title:

WATER COVE NETWORKS U.K. LTD

By: _____
Name:
Title:

[Signature Page To Asset Purchase Agreement between
ALCATEL USA SOURCING, L.P. and WATER COVE NETWORKS, INC. and its Subsidiaries]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day first written above.

ALCATEL USA SOURCING, L.P.

By: _____
Name:
Title:

WATER COVE NETWORKS, INC.

By: Jayesh L Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

WATER COVE MOBILE TSP CORP.

By: Jayesh L Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

WATER COVE NETWORKS SECURITIES CORP.

By: Jayesh L Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

WATER COVE NETWORKS U.K. LTD

By: Jayesh L Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

[Signature Page To Asset Purchase Agreement between
ALCATEL USA SOURCING, L.P. and WATER COVE NETWORKS, INC. and its Subsidiaries]

Schedule 1.1(b)
Intellectual Property

Active Patent Applications:

Title	Status
<p>Implementing an Intelligent Network Service for a Packet-Switched Service Using a Node Interfacing a Mobile Communications Network to a Packet Data Network</p>	<ul style="list-style-type: none">▪ Provisional Patent Filed 10/19/2001▪ Non-Provisional and PCT filed on 6/3/02▪ U.S. Patent Application S/No. 10/161,210▪ International Application No. PCT/US02/17477▪ PCT Application Published 12/12/2002 (International Publication Number WO 02/100044)▪ WGS file no. W00561.70008.WO
<p>Topping up a Subscriber's Account for a Multimedia Service on a Communications Network while the Service is being provided ("Top Up, Pop Up")</p>	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/1/2001▪ Non-Provisional and PCT filed on 6/3/02▪ U.S. Patent Application S/No. 10/162,232▪ International Application No. PCT/US02/17492▪ PCT Application Published 12/19/2002 (International Publication Number WO 02/101624)▪ WGS file no. W00561.70009.WO

Provisional Patent Applications:

Title	Status
Multi-party Message Delivery on a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 5/11/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
Distributed Architecture for a Switching Node of a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 5/11/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
Establishing a Telephone Call Between a Plurality of Parties on a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/5/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
MPLS Label Distribution in Mobile IP	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/15/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)

Domain Names:

watercovenetworks.com
watercovenetworks.net
watercove.com
watercove.net

Trademarks:

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
DATA CRUISER	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 Published
DATA CRUISER	European Community	2527836	01/08/02	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Registered effective 11/8/2002 Renewal in 10 years
DATA CRUISER	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 use; TV game machines for business use; records; automatic vending machines; billing machines; cash registers in International Class 9	Statement of Use to be filed and accepted by 02/12/04
DATA CRUISER	United States	76/287468	07/18/01	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Registered effective 6/28/2001 Renewal due 11/22/2011
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 2/21/03 Renewal due 2/20/2013
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	

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
FLOWCORE mark	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	76277991	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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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 # 4018493	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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

Schedule 4.12(a)
Intellectual Property

Active Patent Applications:

Title	Status
<p>Implementing an Intelligent Network Service for a Packet-Switched Service Using a Node Interfacing a Mobile Communications Network to a Packet Data Network</p>	<ul style="list-style-type: none">▪ Provisional Patent Filed 10/19/2001▪ Non-Provisional and PCT filed on 6/3/02▪ U.S. Patent Application S/No. 10/161,210▪ International Application No. PCT/US02/17477▪ PCT Application Published 12/12/2002 (International Publication Number WO 02/100044)▪ WGS file no. W00561.70008.WO
<p>Topping up a Subscriber's Account for a Multimedia Service on a Communications Network while the Service is being provided ("Top Up, Pop Up")</p>	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/1/2001▪ Non-Provisional and PCT filed on 6/3/02▪ U.S. Patent Application S/No. 10/162,232▪ International Application No. PCT/US02/17492▪ PCT Application Published 12/19/2002 (International Publication Number WO 02/101624)▪ WGS file no. W00561.70009.WO

Provisional Patent Applications:

Title	Status
Multi-party Message Delivery on a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 5/11/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
Distributed Architecture for a Switching Node of a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 5/11/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
Establishing a Telephone Call Between a Plurality of Parties on a Mobile Communications Network	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/5/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)
MPLS Label Distribution in Mobile IP	<ul style="list-style-type: none">▪ Provisional Patent Filed 6/15/2001▪ No Pursuit (No PCT or U.S. Non-Provisional Filing)

Domain Names:

watercovenetworks.com
watercovenetworks.net
watercove.com
watercove.net

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

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Mark	Country	Serial No.	Filing Date	Goods or Services	Status
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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

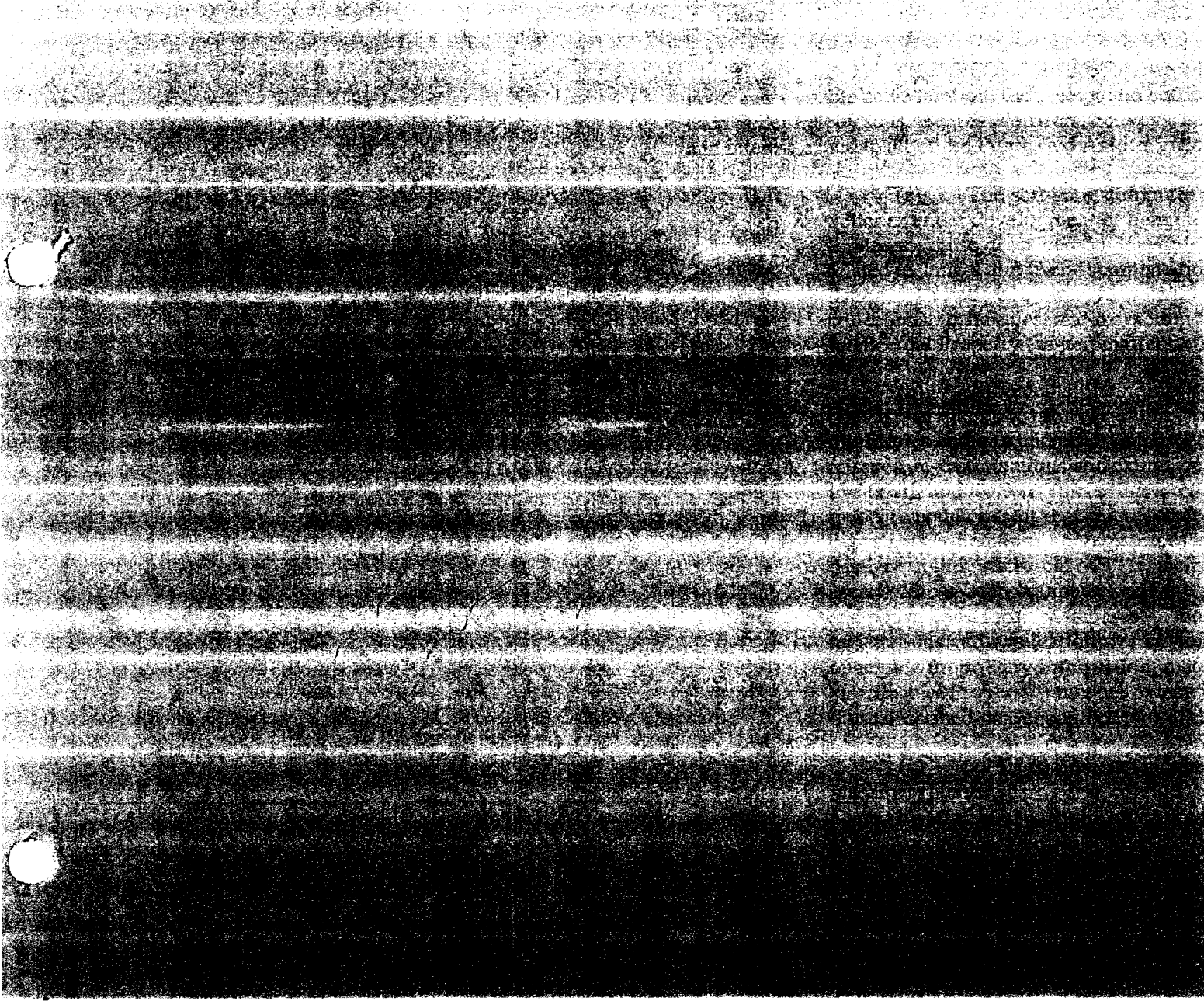
<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
TOP UP, POP UP	Australia	899866	05/22/02	Feature of computer programs for telecommunication equipment that enables real time notification to a consumer of multimedia communications services that the 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

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<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

<u>Mark</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Goods or Services</u>	<u>Status</u>
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

Exhibit 7.1(c)



BILL OF SALE

January 29, 2004

WATER COVE NETWORKS, INC., WATER COVE MOBILE TSP CORP., WATER COVE NETWORKS SECURITIES CORP., WATER COVE NETWORKS U.K. LTD (collectively, the "Sellers") and ALCATEL USA SOURCING, L.P. ("Purchaser") have entered into an Asset Purchase Agreement, dated as of the date hereof (the "Agreement"), under which the Sellers have agreed to sell to Purchaser, and Purchaser has agreed to buy from the Sellers, all of the Purchased Assets (as such term is defined in the Agreement). Unless otherwise defined, capitalized terms used in this Bill of Sale have the meanings given to them in the Agreement.

NOW, THEREFORE, in accordance with the provisions of the Agreement, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Seller hereby sells, assigns, transfers, conveys, and delivers to Purchaser all of its right, title and interest in and to all of the Purchased Assets, including, but not limited to the following:

(a) The software, computer programs and modules owned by any Seller or under development or being tested by any Seller, including, but not limited to, those described on Schedule 1.1(a) of the Agreement, together with all related technical and user documentation, specifications, object and source code listing, schematic diagrams, flow charts, programmer's notes, databases, data collections, techniques, and marketing materials and all copyrights, and other Intellectual Property (as hereinafter defined) related to the same;

(b) All patents (including, without limitation, all U.S. and foreign patents, patent applications (including provisional applications), invention disclosures and any and all divisions, continuations, continuations-in-part, reissues, re-examinations and extensions thereof), design rights, trademarks, trademark applications (including intent to use filings), trade names and service marks (whether or not registered), trade dress, logos, Internet domain names, copyrights (whether or not registered) and any renewal rights therefor, *sui generis* database rights, statistical models, technology, inventions, supplier lists, trade secrets, know-how, computer software programs and applications in both source and object code forms, databases, technical documentation, mask works, registrations and applications for any of the foregoing and all other tangible and intangible proprietary information, material and associated goodwill (collectively, "Intellectual Property") that are owned by any Seller including, but not limited to, those described on Schedule 1.1(b) of the Agreement;

(c) all (i) equipment (including computers and office equipment), machinery, tools, spare parts, supplies, and all other tangible personal property, owned by any Seller including, but not limited to, those listed on Schedule 1.1(c) of the Agreement, wherever located, whether or not carried on the books of any Seller, and (ii) furniture located in the Sellers' Chicago leased facility and all

laboratory furniture (such as racks, test beds and tables) including, but not limited to, those listed on Schedule 1.1(c) of the Agreement;

(d) all right, title and interest of any Seller in the written contracts, agreements or other instruments of any Seller, including those set forth on Schedule 1.1(d) of the Agreement, and any non-disclosure agreements related specifically thereto, other than those contracts specifically excluded in Section 1.2(d) of the Agreement;

(e) all accounts, notes and other receivables of any Seller including, but not limited to, those listed on Schedule 1.1(e) of the Agreement;

(f) all customer and vendor lists, customer credit histories, information, files, correspondence, records, data, plans and recorded knowledge relating to any Seller's customers and vendors;

(g) all inventory, including finished goods, work in progress, raw materials, stores, spare parts and business supplies of any Seller including, but not limited to, those listed on Schedule 1.1(g) of the Agreement;

(h) all claims, causes of action, rights of recovery and rights of set-off in favor of any Seller arising out of the Purchased Assets; and

(i) all other tangible and intangible assets of any kind or description, including, without limitation, goodwill, wherever located, that are carried on the books of any Seller or which are owned by any Seller.

Notwithstanding anything to the contrary in this Bill of Sale, the assets specified in Section 1.2 of the Agreement are not being sold, assigned, conveyed or transferred to Purchaser by this Bill of Sale.

The Sellers will, at any time and from time to time upon the reasonable request of Purchaser, execute and deliver or cause to be executed and delivered such other instruments of transfer and take such other actions as may be reasonably requested by Purchaser in order to sell, assign, transfer, convey and deliver to Purchaser any or all of the Purchased Assets.

Nothing contained in this Bill of Sale shall be deemed to supersede, amend or modify any of the terms, conditions or provisions of the Agreement or any rights or obligations of the parties (or their permitted assigns) under the Agreement and, to the extent of any conflict between the Agreement, on the one hand, and this Bill of Sale, on the other hand, the terms and provisions of the Agreement shall prevail.

This Bill of Sale shall be governed by and construed in accordance with the law of the State of New York applicable to agreements made and to be performed entirely in New York. This Bill of Sale shall inure to the benefit of the Purchaser, its successors and permitted assigns and shall be binding upon the Sellers and its successors and permitted assigns.

WATER COVE NETWORKS, INC.

By: Jayesh Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

WATER COVE MOBILE TSP CORP.

By: Jayesh Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

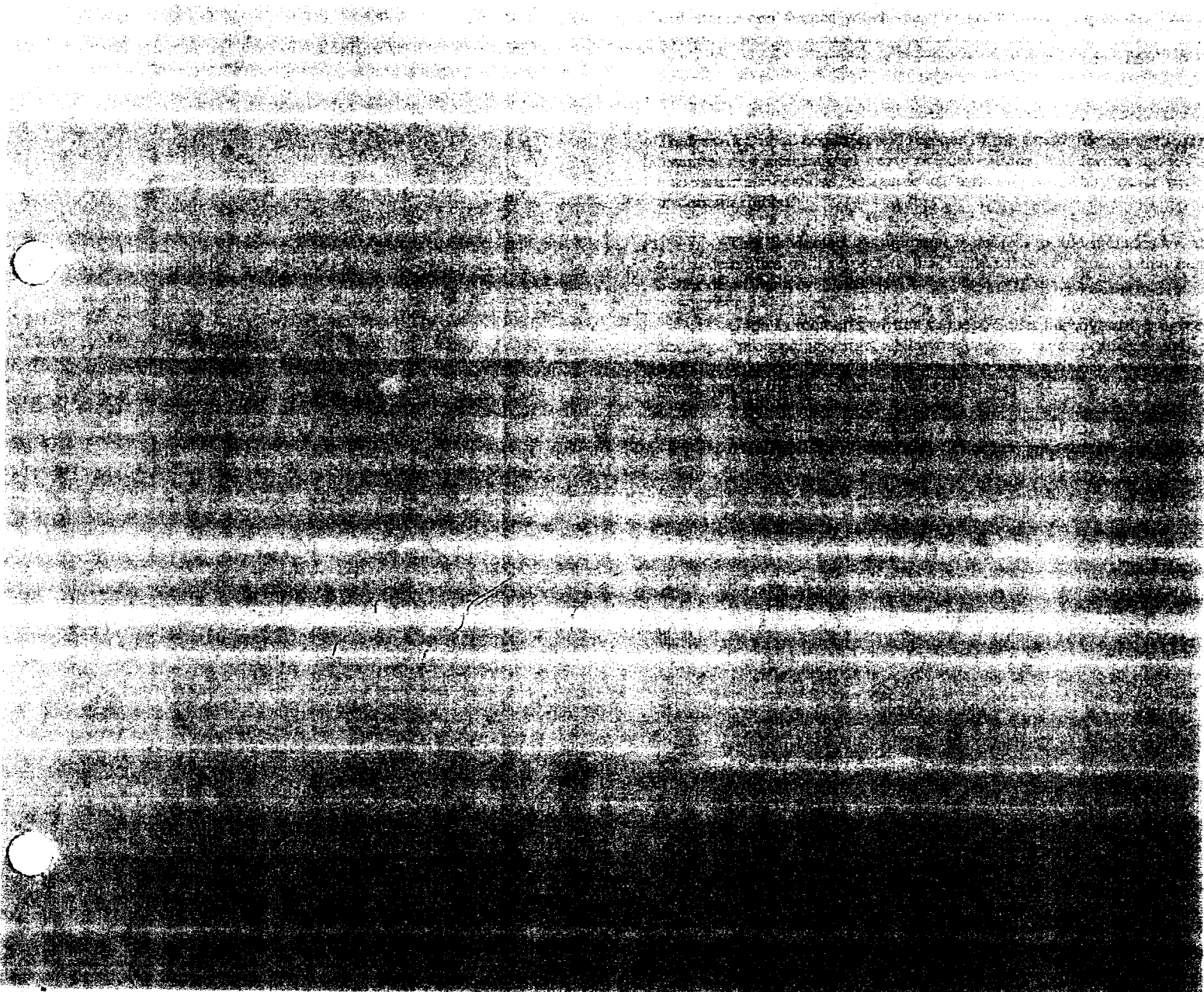
WATER COVE NETWORKS SECURITIES CORP.

By: Jayesh Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

WATER COVE NETWORKS U.K. LTD

By: Jayesh Patel
Name: JAYESH PATEL
Title: PRESIDENT + CEO

Exhibit 7.1(d)



TRADEMARK ASSIGNMENT

WHEREAS, Water Cove Networks, Inc., a Delaware corporation, and Water Cove Mobile TSP Corporation, a Delaware corporation (collectively referred to as "Seller"), owns the trademarks, applications and registrations listed in Attachment A (referred to as the "Trademarks");

WHEREAS, Alcatel Sourcing USA, L.P., a Texas limited liability partnership, having its headquarters at 3400 West Plano Parkway, Plano, Texas 75075 (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 this day and year;

Water Cove Networks, Inc.

By Jayesh Patel

Name JAYESH PATEL

Title PRESIDENT + CEO

Date January 29, 2004

Water Cove Mobile TSP Corporation

By Jayesh Patel

Name JAYESH PATEL

Title PRESIDENT + CEO

Date January 29, 2004

ATTACHMENT A

Mark	Country	Serial No.	Filing Date	Goods or Services	Status
DATA CRUISER	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
DATA CRUISER	European Community	2527836	01/08/02	Telecommunication equipment, namely, routers, switches and servers; computer programs for use in telecommunications applications in Class 9	Published
DATA CRUISER	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
DATA CRUISER	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
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

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Mark	Country	Serial No.	Filing Date	Goods or Services	Status
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
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

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Mark	Country	Serial No.	Filing Date	Goods or Services	Status
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
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

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Mark	Country	Serial No.	Filing Date	Goods or Services	Status
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
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 - VIGILEN
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
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

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Mark	Country	Serial No.	Filing Date	Goods or Services	Status
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

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Domain Names:

watercovenetworks.com

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