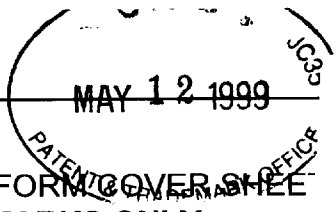


MRO
5.12.99



05-18-1999



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101039032

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):

NORTHERN TELECOM LIMITED

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: April 29, 1999

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

Name: NORTEL NETWORKS CORPORATION

Address: World Trade Center of Montreal

380 St. Antoine Street West, 8th Floor

Montreal, Quebec, Canada H2Y 3Y4

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/617,198 - ACCLIVITY

B. Trademark Registration No.(s)

1,535,106 - ADVANCED PACKETIZED VOICE

Additional numbers attached? Yes No

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

Name: Laurence R. Hefter

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 149

7. Total fee (37 CFR 3.41): \$ 3665.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

05/17/1999 JSHABOZZ 00000221 060916 75617198

01 FC:481 40.00 DP
02 FC:482 75.00 CH 3625.00 DP

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.

Laurence R. Hefter
Name of Person Signing

May 12, 1999
Date

Total number of pages including cover sheet, attachments, and document: 10

ATTACHMENT

Registration Number

Mark

1,137,263	ATHENA
2,231,290	AUDIOEDGE
1,536,231	AVP
1,496,302	C-SCAN
1,987,096	CALL U (Stylized)
1,448,297	CBDS
2,123,847	CLUSTERVISION
1,933,457	COMPANION
2,027,395	CONCORDE
1,143,186	CONFERENCE 2000 & Design
2,046,385	CORNERSTONE
1,394,723	DA & Design
1,738,043	DATAFLO
1,737,519	DATASPAN
1,137,264	DIPLOMAT
1,973,852	DIRECTORY ONE
1,109,917	DMS & Design
1,415,642	DNC
1,125,162	DOODLE (Design)

1,432,791	DPN
1,513,445	DPX
1,172,932	DRS-8 & Design
2,051,708	DUALMODE
2,044,257	EASYROUTER
1,152,211	EPHONE (Design)
1,395,549	FEATUREPAK
1,566,897	FIBERWORLD & Design
2,152,688	FLASHPAK
2,171,557	FRAMERUNNER
1,343,902	HARMONY
1,783,296	HELMSMAN
1,186,548	INDEX
1,363,020	INSTANET
1,670,142	INTERLUDE
1,579,795	IVR
1,684,134	JAZZ
1,857,506	JUNGLEMUX
1,223,248	KEYBATCH
1,654,622	LIBERATION
1,656,708	LIBERATION (Design)
1,803,083	MAESTRO

1,896,822	MAGELLAN
1,150,913	MAP
2,082,167	MAXCASTER
1,342,255	MERIDIAN
1,651,913	MERIDIAN 1
1,681,819	MERIDIAN SL
2,130,847	MESSAGE AGENT
1,793,433	MFA
1,144,838	MICOM
1,405,605	MICOM
1,148,786	MICOM (Design)
1,461,742	MICOM (Design)
2,062,422	MILLENNIUM
1,468,150	MS Logo
1,772,297	NETRUNNER
1,509,113	NORSTAR (Design)
2,001,714	NORTEL
1,980,303	NORTEL
2,184,321	NORTEL & Design
1,090,024	NT
1,946,245	NT
1,090,025	NT NORTHERN TELECOM

1,946,246	NT NORTHERN TELECOM
1,896,819	PASSPORT
2,150,306	POWERTOUCH
1,485,137	PRIORITY
2,080,350	PROXIMITY
2,207,374	PROXIMITY
1,378,925	QUICK TOUCH
2,184,477	RAPPORT
1,507,931	RD
1,298,556	RD-4A
1,347,449	RD-6A
1,680,182	Runner Design
2,111,279	RW
1,834,357	S/DMS ACCESSNODE
1,670,754	S/DMS TRANSPORTNODE
2,220,754	S8000
2,037,140	SECOND TO NONE
1,771,175	SENTINEL
2,099,802	SERVICEBUILDER
1,455,053	SILHOUETTE
1,076,341	SL-1 (Design)
1,236,127	SL-100 (Design)

1,987,573	STADIA
1,329,327	STALBOND
1,675,539	STARTALK
1,213,143	STRIKER
1,613,373	SUPERNODE
1,650,022	SYMPHONY
1,628,946	TDMX
2,214,225	THE NORTEL EDGE
1,037,809	TOPS
1,660,673	TOPS MPX (Design)
1,347,503	UNITY
1,206,042	VANTAGE
1,366,518	VANTAGE ESPRIT & Design
2,200,845	VENTURE
964,611	VENTURE 1
1,908,200	VISIT

Application Number

Mark

75/617,199	AURASYS
75/617,195	AUREALIS
75/616,300	AURECON
75/552,268	BUILDING THE NEW FRONTIER

75/558,984	CALL PILOT
75/371,688	CHANNELWARE
75/092,757	CLEARVOICE
75/712,234	COGENT
75/629,417	E-MOBILITY
74/700,920	GALILEO
74/639,702	Globe "O" Astrolabe Design
75/552,267	HOW THE WORLD SHARES IDEAS
75/337,508	LASERGUIDED MARKETING
(filed 4/28/99)	LD Design Mark
75/666,132	LINEDRIVE COMMUNICATIONS
75/288,903	MERCATOR
75/616,301	MERGIS
75/617,194	NEXALLON
75/544,171	NORTEL NETWORKS
75/553,776	NORTEL NETWORKS HOW THE WORLD SHARES IDEAS (Design)
75/533,777	NORTEL NETWORKS Logo
75/458,796	NORTEL NORTHERN TELECOM POWER NETWORK Logo
75/482,278	NORTEL PASSPORT ASSURED NETWORK
75/119,269	NORTEL & Design

75/619,789	OMNIPRISE
75/481,018	OPENSPEECH
75/370,053	OPTERA
75/617,192	OPTICORE
75/617,197	OVATION
75/490,804	PICONODE
75/339,910	POWER NETWORKS
75/160,706	QUEST411
75/503,309	RCP-ORB
75/300,172	REUNION & Design
75/617,196	SAGE
75/154,017	SIGN IT
75/624,995	SUCCESSION
75/193,759	SYMPOSIUM
75/371,689	TELERECONNAISSANCE
75/567,410	UNIFIED NETWORKS
75/544,440	UNIFIED NETWORKS SOLUTIONS
75/598,231	UNIVERSAL EDGE
74/698,491	VECTOR



Industry Canada Industrie Canada

CERTIFIED TO BE A TRUE COPY

KATHLEEN E. MCCARTHY, Notary Public
IN AND FOR THE PROVINCE OF ONTARIO.
MY COMMISSION IS UNLIMITED AS TO TIME.

**Certificate
of Amendment**

**Certificat
de modification**

**Canada Business
Corporations Act**

**Loi canadienne sur
les sociétés par actions**

Nortel Networks Corporation/	125147-3
Corporation Nortel Networks	
Name of corporation-Dénomination de la société	Corporation number-Numéro de la société
I hereby certify that the articles of the above-named corporation were amended	Je certifie que les statuts de la société susmentionnée ont été modifiés:
a) under section 13 of the <i>Canada Business Corporations Act</i> in accordance with the attached notice;	a) en vertu de l'article 13 de la <i>Loi canadienne sur les sociétés par actions</i> , conformément à l'avis ci-joint;
b) under section 27 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment designating a series of shares;	b) en vertu de l'article 27 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
c) under section 179 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment;	c) en vertu de l'article 179 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
d) under section 191 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of reorganization;	d) en vertu de l'article 191 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;
Director - Directeur	April 29, 1999 / le 29 avril 1999
	Date of Amendment - Date de modification



Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTION 27 OR 177)

FORMULE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)


1 - Name of corporation - Dénomination de la société NORTHERN TELECOM LIMITED/ NORTHERN TELECOM LIMITÉE	2 - Corporation No. - N ^o de la société 125147-3-M
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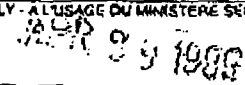
3 - The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

to change the name of the Corporation to:

remplacer la dénomination de la Société par:

Nortel Networks Corporation/Corporation Nortel Networks

Date April 27, 1999	Signature  Deborah J. Nohie	Title - Titre Vice-President, Corporate Secretary and Associate General Counsel
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IC 3069 (11-94) (ccn 1387)	FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposé: 
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