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

1. Name of conveying party:

Mitel Corporation
350 Leggett Drive
Kanata, Ontario
Canada K2K 1X3

2. Name and address of receiving party:

Canadian Imperial Bank of Commerce
Commerce Court West, 7th Floor
199 Bay Street
Toronto, Ontario M5L 1A2

3. Nature of conveyance:

Granting of Security Interest

Execution Date: June 30, 1998

4. Application numbers and patent numbers:

A. Patent Application Nos.

Please see Supplemental Schedule II to Company Patent and Trademark Security Agreement (US), Supplemental Schedule II to Company Patent and Trademark Security Agreement (CDN), and Supplemental Schedule II to Company and Trademark Security Agreement (UK) attached hereto.

B. Patent Nos.

Please see Supplemental Schedule II to Company Patent and Trademark Security Agreement (US), Schedule II to Patent and Trademark Security Agreement (CDN), and Supplemental Schedule II to Company Patent and Trademark Security Agreement (UK) attached hereto.

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

Pina Bellafiore
Legal Assistant
O'Melveny & Myers LLP
555 13th Street, N.W., #500 West
Washington, D.C. 20004

6. Total number of applications and registrations involved: 90

7. Total fee: \$3,600.00 (Enclosed)

8. Deposit Account Number: N/A

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.

Pina Bellafiore

November 19, 1998
Date

1/24/1998 JSHADAZZ 00000199 394259

FC:581

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TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 14

Supplemental Schedule II
To Company Patent and Trademark
Security Agreement (US)

As At June 30, 1998

Country	Patent Number	Description	Inventors
US	394,259	Telephone Base	Nogas
US	393,645	Telephone Handset	Nogas et al
US	5,761,288	Service Context Sensitive Features and Applications	Gray et al
US	5,754,627	Method and Apparatus for Managing a Soft Call Park	Butler et al
US	5,764,728	Silent Monitoring Agent IDS	Ala et al
US	5,747,361	Stabilization of the Interface Between Aluminum and Titanium Nitride	Ouellet

Supplemental Schedule II
To Company Patent and Trademark
Security Agreement (US)

As At June 30, 1998

Country	Application No.	Description	Inventor
US	08/893,227	Intelligent Message Leaving	Smith et al
US	08/899,049	Input Device Simulating Touch Screen	Smith et al
US	08/890,801	Intelligent Cordless Telephone Interface Device	Couse
US	09/062,995	Remote Line Monitoring	Freedman et al
US	60/084734	Provisional Patent Application	Pinard et al
US	09/035,843	Distributed Bus Arbitration Scheme.....	Wood
US	60/054573	Dialable Screening Profile	Pinard
US	60/060965	Music and Announcement on Hold Evasion System	Boyle et al
US	60/060966	Method and System for User-Selectable Priority Queuing	Quon
US	60/066080	Method of Selecting Between Multiple Clock Drive Sources	Wood
US	60/062443	Integrated Directory Services	Cloutier et al
US	60/061338	Bidirectional Conversion Library	Simser
US	60/065353	Ambience-Sensitive Alerting System	Friesen et al
US	60/059528	Editable Customized User Guide Creation Tool	Martin et al
US	60/065354	PC Server Telecommunications Power System	Zorzella
US	08/970152	Method of Operating a Modem in the Presence of Interrupted Dial Tone	To Van Tran
US	60/072632	Variable Angle Mechanism for Desktop Telephone	Nogas
US	08/784849	Sub-Band Echo Cancellation Using Wavelet Packets	Reesor et al
US	08/879,785	Digital Switch Array	Peres et al
US	60/073,928	Optical Cross Point Switch Using Deformable Micromirror	Nguyen et al
US	09/011899	Method of Making Electrical Connections.....	Orchard-Webb
US	09/051,355	Digital Phase Reversal Detector	Miller et al
US	09/099371	Voice Activated Control System and Method	Jarvis et al

Country	Patent Number	Description	Inventors
CA	2,141,772	PABX Common Channel Relay Systems	Babiarz
CA	1,339,817	Curing and Passivation of Spin-On-Glass By Plasma Process	Ouellet
CA	2,108,223	Continuous Call Forwarding to Plural Lines	Pinard
CA	2,132,610	Delayed Seizure on Associated Devices	Pinard et al
CA	2,123,068	Adaptive Method for Allocating Calls	Gray
CA	2,119,086	Help Desk Improvement	Gray et al
CA	2,164,036	Reset Circuit With Variable Delay	Purits
CA	83,013	Stacked Cabinet for Telephone and Data Switching Equipment	Nogas et al
CA	83,012	Cabinet for Telephone and Data Switching Equipment or the Like	Nogas et al

Supplemental Schedule II
To Company Patent and Trademark
Security Agreement (CDN)

Country	Application Number	Description	Inventors
CA	2,231,936	Virtual Multiplexing of Telephony Lines	Orchard et al
CA	2,240,459	Voice Activated Control System and Method	Freedman et al
CA	2,235,459	Remote Line Monitoring	Freedman et al
CA	2,199,440	Distributed Bus Arbitration Scheme....	Wood
CA	2,230,692	One-Button Intelligent CTI Dialler	Smith et al
CA	2,231,980	Automatic Web Page Generator	Deadman et al
CA	08/940,246	System for Interactive Control of a Computer ...	Couse
CA	2,217,923	Integrated Directory Services	Peters/Cloutier
CA	1998-0143	Telephone Sets	Nogas et al
CA	2,208,942	Sub-Band Echo Cancellation Using Wavelet....	Reesor et al
CA	2,236,833	Substrate Processing Apparatus with NEG Pump	Ouellet et al

Supplemental Schedule II
To Company Patent and Trademark
Security Agreement (UK)

As At June 30, 1998

Country	Patent Number	Description	Inventors
UK	2,286,951	Digital FSK Receiver Using Double Zero Crossing	Tulai
UK	2,080,334	Portable Telephone User Profiles Using Central Computer	Pinard et al
UK	2,286,923	ESD Input Protection Arrangement	Orchard-Webb
UK	2,286,289	ESD Protection Circuit	Orchard-Webb
UK	2,284,518	Method of Telephone Signalling Via Data Link	Pinard et al
UK	2,291,565	Integrated Wired and Wireless.....	Gray et al
UK	2,286,746	Programmable Digital Call Progress Tone Detector	Tulai
UK	2,282,937	Method and Apparatus for Implementing Hunt Groups	Pinard

**COMPANY PATENT AND TRADEMARK
SECURITY AGREEMENT SUPPLEMENT**


This COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT SUPPLEMENT, dated as of June 30, 1998, is delivered pursuant to sections 6(d) and 6(e) of that certain Company Patent and Trademark Security Agreement (U.S.), dated as of February 12, 1998 (as it may be from time to time amended, modified or supplemented, the "**Security Agreement**"), by and among Mitel Corporation, as Grantor, and Canadian Imperial Bank of Commerce, as Secured Party. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

Subject to the terms and conditions of the Security Agreement, Grantor hereby grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the Collateral listed on Supplemental Schedule (I) and Schedule (II) attached hereto, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located. All such Collateral shall be deemed to be part of the Collateral and hereafter subject to each of the terms and conditions of the Security Agreement.

IN WITNESS WHEREOF, Grantor has caused this Supplement to be duly executed and delivered by its duly authorized officer as of June 30, 1998.

MITEL CORPORATION

By:


Jean-Jacques Carrier
Senior Vice President Finance and
Chief Financial Officer

**SUPPLEMENTAL SCHEDULE I
TO
COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT (U.S.)**

REGISTERED OWNER	U.S. TRADEMARK DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
MITEL CORPORATION	GANDALF Design (2nd)	1,558,854	10/03/1989
	PACX	1,290,820	08/21/1984
	PACXNET	1,317,758	02/05/1985
	STARMASTER	1,536,169	04/25/1989
	XPRESSSTACK	2,098,591	09/23/1997
	XPRESSWAY	2,064,468	05/27/1997

(Assigned from Gandalf)

**SUPPLEMENTAL SCHEDULE I
TO
COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT (U.S.)**

REGISTERED OWNER	U.S. TRADEMARK DESCRIPTION	APPLICATION NUMBER	APPLICATION DATE
MITEL CORPORATION	MITEL CONNECTED & Design	75/450,608	03/16/1998
	MITEL SEMICONDUCTOR & Design	Awaiting filing receipt	05/07/1998
	* PASSPORT	74/728,379	09/13/1995
	* XPRESSANYWHERE	75/269,638	04/04/1997
	* XPRESSDUO	75/302,822	06/03/1997
	* XPRESSFLEX	75/197/586	11/13/1996

(*Assigned from Gandalf)

**SUPPLEMENTAL SCHEDULE I
TO
COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT (UK)**

REGISTERED OWNER	U.K. TRADEMARK DESCRIPTION	APPLICATION NUMBER	APPLICATION DATE
MITEL CORPORATION	MITEL SEMICONDUCTOR & Design	2,166,551	05/13/1998

**SUPPLEMENTAL SCHEDULE I
TO
COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT (UK)**

REGISTERED OWNER	U.K. TRADEMARK DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
MITEL CORPORATION	G Design (colour)	2,037,970	09/22/1995

(Assigned from Gandalf)

**SUPPLEMENTAL SCHEDULE I
TO
COMPANY PATENT AND TRADEMARK SECURITY AGREEMENT (CDN)**

REGISTERED OWNER	CANADIAN TRADEMARK DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
MITEL CORPORATION	XPRESSVIEW	806,107	03/05/1996

(Assigned from Gandalf)

**SUPPLEMENTAL SCHEDULE I
TO
SUBSIDIARY PATENT AND TRADEMARK SECURITY AGREEMENT
MITEL SEMICONDUCTOR AB (SWEDEN)**

REGISTERED OWNER	SWEDISH TRADEMARK DESCRIPTION	APPLICATION NUMBER	APPLICATION DATE
MITEL CORPORATION	MITEL SEMICONDUCTOR & Design	98-04501	06/05/1998

Country	Patent Number	Description	Inventors
CA	2,141,772	PABX Common Channel Relay Systems	Babiarz
CA	1,339,817	Curing and Passivation of Spin-On-Glass By Plasma Process	Ouellet
CA	2,108,223	Continuous Call Forwarding to Plural Lines	Pinard
CA	2,132,610	Delayed Seizure on Associated Devices	Pinard et al
CA	2,123,068	Adaptive Method for Allocating Calls	Gray
CA	2,119,086	Help Desk Improvement	Gray et al
CA	2,164,036	Reset Circuit With Variable Delay	Purits
CA	83,013	Stacked Cabinet for Telephone and Data Switching Equipment	Nogas et al
CA	83,012	Cabinet for Telephone and Data Switching Equipment or the Like	Nogas et al

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CA	2,231,936	Virtual Multiplexing of Telephony Lines	Orchard et al
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CA	2,199,440	Distributed Bus Arbitration Scheme....	Wood
CA	2,230,692	One-Button Intelligent CTI Dialler	Smith et al
CA	2,231,980	Automatic Web Page Generator	Deadman et al
CA	08/940,246	System for Interactive Control of a Computer ...	Couse
CA	2,217,923	Integrated Directory Services	Peters/Cloutier
CA	1998-0143	Telephone Sets	Nogas et al
CA	2,208,942	Sub-Band Echo Cancellation Using Wavelet....	Reesor et al
CA	2,236,833	Substrate Processing Apparatus with NEG Pump	Ouellet et al

Supplemental Schedule II
To Company and Trademark
Security Agreement (UK)

As At June 30, 1998

Country	Application No.	Description	Inventors
UK	9,802,888.9	Database Access Server for Telephony Switch	Erb et al
UK	9,716,393.5	Dialable Screening Profile	Pinard
UK	9,718,094.7	A Radio Frequency Zero If Direct Down Converter	Manku et al
UK	9,806,445.4	System for Initiating a Call Using Java-Embedded Email	Jarvis et al
UK	9,814,023.9	Digital Switch With Rate Conversion	Gresham
UK	9,811,967.0	Call On-Hold Improvements	Pinard et al
UK	9,810,422.7	3D View of Incoming Communications	Pinard
UK	9,813,971.0	Method & Apparatus for Event Detection in a Switching System	Gresham
UK	9,801,599.3	Variable Angle Mechanism for Desktop Telephone	Nogas
UK	9,806,879.4	Agent-Based Web Search Engine	Weiss
UK	9,804,740.0	Distributed Bus Arbitration Scheme With Multiple Programmable.....	Wood
UK	9,801,322.0	Method of Forming Capacitors On Integrated Circuit	Ouellet
UK	9,803,585.0	Vertical Spark Gap for Microelectronic Circuits	Orchard-Webb
UK	9,803,583.5	Low Leakage Electrostatic Discharge Protection System	Orchard-Webb
UK	9,803,581.9	Spark Gap for High Voltage Integrated Circuit Electrostatic Discharge	Orchard-Webb
UK	9,810,800.4	Method of Determining A Scaling Factor	Nevranmont
UK	9,810,797.2	Method of Forming Capacitors in A Semiconductor Device	Ouellet
UK	9,708,145.9	Remote Line Monitoring	Freedman et al
UK	9,803,205.5	Peer to Peer Conferencing	Pinard et al
UK	9,723,813.3	Call Routing Based on the Caller's Mood	Bohacek
UK	9,714,058.6	Internet Telephony Gateway	Quon
UK	9,801,443.4	Optical Cross Point Switch....	Nguyen et al
UK	9,806,879.4	Agent-Based Data Mining and Warehousing	Weiss et al
UK	9,809,601.9	Communications System and Method	Peres et al
UK	9,805,270.7	Automatic Web Page Generator	Pinard et al
UK	9,811,025.7	Integrated Help System	Thibault et al
UK	9,808,178.9	Item Selection in a Telephony Interface	Fejes
UK	9,811,293.1	Smart Transfer for Answer Positions	St.Jean
UK	9,810,678.4	Messaging Screen Saver	St.Jean
UK	not received	One-Button Intelligent CTI Dialler	Don Smith et al
UK	9,803,352.5	Circuit to Improve Transducer Separation in Handsfree Telephone	McLeod
UK	9,721,353.8	Bidirectional Conversion Library	Simser
UK	9,722,446.3	Tone and Periodical Signal Detection	Jin et al