

06-17-2002

FORM PTO- 476-1777



6-11-02

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

To the Honorable Commi

102124292

attached original documents or copy thereof.

1. Name of conveying party(ies): Nortel Networks Corporation

2002 JUN 11 AM 11:05

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

Name: Nortel Networks Limited Internal Address: Street Address: 2351 Boulevard Alfred-Nobel, St. Laurent, Quebec H4S 2A9 Canada

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

FINANCE SECTION

3. Nature of conveyance:

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

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

Execution Date: May 1, 2000

4. Application number(s) or patent number(s).

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

09/341,036

B. Patent No.(s)

Additional numbers attached: Yes No

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

Name: William M. Lee, Jr. Internal Address: Lee, Mann, Smith, McWilliams, Swecney & Ohlson Street Address: P.O. Box 2786 City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and patents involved: one

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913

(Attach duplicate copy of this form if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William M. Lee, Jr. Name of Person Signing

Signature

June 4, 2002 Date

Total number of pages including cover sheet, attachments and document 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/14/2002 BTOW11 00000234 09341036 01 FC:581 40.00 OP

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

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

PATENT

REEL: 012981 FRAME: 0866


NORTEL NETWORKS LIMITED

CERTIFICATE

I, Deborah J. Noble, Corporate Secretary of Nortel Networks Limited (the "Corporation"), a Canadian corporation having executive offices at 8200 Dixie Road, Suite 100, Brampton, Ontario, Canada, hereby certify under my hand and the corporate seal of the Corporation as follows:

1. effective as of and from May 1, 2000 the Corporation changed its named from "Nortel Networks Corporation" to Nortel Networks Limited".

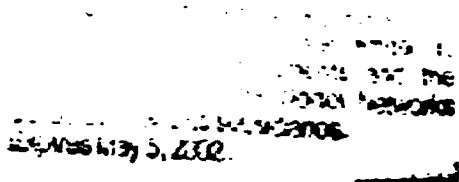
Dated at Brampton, Province of Ontario, Canada, this 20th day of June, 2000.



Deborah J. Noble
Corporate Secretary

Executed and signed before me at the
City of Brampton, Province of Ontario
this 20th day of June, 2000.





NORTEL NETWORKS LIMITED

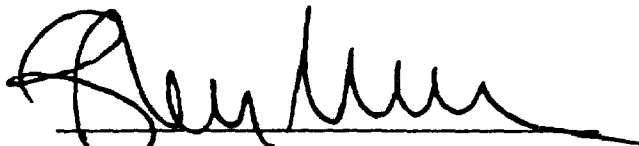
ASSISTANT SECRETARY'S CERTIFICATE

I, BLAIR F. MORRISON, Assistant Secretary of Nortel Networks Limited, formerly known as Nortel Networks Corporation (the "Corporation"), a Canadian corporation, do hereby certify under my hand and the corporate seal of the Corporation as follows:

1. Attached hereto as Exhibit A, is a true, complete and correct copy of an extract from a certified copy of the Certificate of Arrangement between the Corporation and BCE Inc. dated May 1, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation.

Dated: June 20, 2000



Blair F. Morrison
Assistant Secretary

I, DEBORAH J. NOBLE, Corporate Secretary of the Corporation, hereby certify that BLAIR F. MORRISON is, and has been at all times since a date prior to the date hereof, the duly elected, qualified and acting Assistant Secretary of the Corporation and that the signature set forth above is his true and correct signature.

Dated: June 20, 2000



Deborah J. Noble
Corporate Secretary

Executed and signed before me at the City of Brampton, Province of
Ontario, Canada this 20 day of June 2000



Beverley Ann Andrade, Notary Public,
Regional Municipality of Peel, limited to
the attestation of instruments and the
taking of affidavits, for Nortel Networks
Corporation and its subsidiaries
Expires May 5, 2002



Industry Canada Industrie Canada

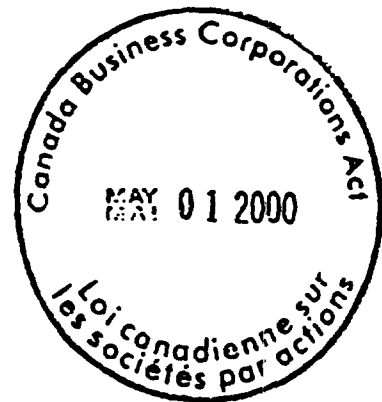
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Deputy Director - Directeur adjoint

Date




Canada

Certificate of Arrangement

Certificat d'arrangement

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Nortel Networks Corporation/ Corporation Nortel Networks	125147-3
BCE Inc.	356667-6
<hr/> Name of CBCA corporation(s) involved - Dénomination(s) de la (des) société(s) L.C.S.A. concernée(s)	<hr/> Corporation number - Numéro de la société
I hereby certify that the arrangement set out in the attached articles of arrangement, involving the above-referenced corporation(s), has been effected under section 192 of the <i>Canada Business Corporations Act</i> .	Je certifie que l'arrangement mentionné dans les clauses d'arrangement annexées, concernant la (les) société(s) susmentionnée(s), a pris effet en vertu de l'article 192 de la <i>Loi canadienne sur les sociétés par actions</i> .
 Director - Directeur	May 1, 2000 / le 1 mai 2000 Date of Arrangement - Date de l'arrangement

Canada

<p>1 - Name of applicant corporation(s) - Dénomination de la(des) requérante(s)</p> <p>BCE INC. NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS</p>	<p>2 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>3566676 1251473</p>
<p>3 - Name of the corporation(s) the articles of which are amended, if applicable Dénomination de la(des) société(s) dont les statuts sont modifiés, le cas échéant</p> <p>(a) NORTEL NETWORKS CORPORATION/CORPORATION NORTEL NETWORKS</p> <p>(b) NEW NORTEL INC.</p>	<p>4 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>1251473 375 438-3</p>
<p>5 - Name of the corporation(s) created by amalgamation, if applicable Dénomination de la(des) société(s) issue(s) de la(des) fusion(s), le cas échéant</p> <p>(a) BCE INC.</p> <p>(b) NEW NORTEL INC.</p>	<p>6 - Corporation No(s). N°(s) de la(des) société(s)</p> <p>375 437-5 375 438-3</p>
<p>7 - Name of the dissolved corporation(s), if applicable Dénomination de la(des) société(s) dissoute(s), le cas échéant</p>	<p>8 - Corporation No(s). N°(s) de la(des) société(s)</p>
<p>9 - Name of other bodies corporate involved, if applicable Dénomination des autres personnes morales en cause, le cas échéant</p> <p>3721621 CANADA INC.</p>	<p>10 - Corporation No(s), or jurisdiction of incorporation - N°(s) de la(des) société(s)/ou loi sous le régime de laquelle elle est constituée</p> <p>3721621</p>

11 In accordance with the order approving the arrangement.

Conformément aux termes de l'ordonnance approuvant l'arrangement.

(a) the articles of the above-named corporation(s) are amended in accordance with the attached plan of arrangement

les statuts de la(des) société(s) susmentionnée(s) sont modifiés en conformité avec le plan d'arrangement ci-joint.

(b) the following bodies corporate are amalgamated in accordance with the attached plan of arrangement

les personnes morales suivantes sont fusionnées conformément au plan d'arrangement ci-joint.

(i) BCE INC. (#3566676))
3263207 CANADA INC. (#3263207)) FORMS 5(a)

THE ANNEXED SCHEDULE B IS INCORPORATED IN THIS FORM/L'ANNEXE B CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(ii) NEW NORTEL INC. (#3728684))
3056074 CANADA INC. (#3056074)) FORMS 5(b)

THE ANNEXED SCHEDULE C IS INCORPORATED IN THIS FORM/L'ANNEXE C CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

(c) the above-named corporation(s) is(are) liquidated and dissolved in accordance with the attached plan of arrangement

la(les) société(s) susmentionnée(s) est(sont) liquidées et dissoute(s) conformément au plan d'arrangement ci-joint.

(d) the plan of arrangement attached hereto, involving the above-named body(ies), corporate is hereby effected

le plan d'arrangement ci-joint portant sur la(les) personne(s) morale(s) susmentionnée(s) prend effet.

THE ANNEXED SCHEDULE D IS INCORPORATED IN THIS FORM/L'ANNEXE D CI-JOINTE FAIT PARTIE INTÉGRANTE DU PRÉSENT FORMULAIRE

Date
MAY 1, 2000

Signature *MARINE JUREAU*
B. Mesh

Title - Titre Chief Legal Officer - BCE Inc
Corporate Secretary Nortel Networks Corporation

Schedule A/L'Annexe A

- (a) The name of Nortel Networks Corporation/Corporation Nortel Networks (#1251473) is changed to Nortel Networks Limited/Corporation Nortel Networks Limitée.
- (b) The articles of New Nortel Inc. (# 375 438-3) are hereby changed as follows:
 - (i) the name of the corporation is changed to Nortel Networks Corporation/Corporation Nortel Networks; and
 - (ii) the common shares of the corporation are subdivided on a two-for-one basis effective at the close of business on the fourth Trading Day after the Effective Date.

For this purpose, "Trading Day" and "Effective Date" shall have the meanings ascribed thereto in the attached Plan of Arrangement.

Doc #: 751414.1