**PATENT ASSIGNMENT**

Electronic Version v1.1  
Stylesheet Version v1.1

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**CONVEYING PARTY DATA**

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**RECEIVING PARTY DATA**

- Name: Citibank, N.A., as Administrative Agent  
- Street Address: 390 Greenwich Street  
- City: New York  
- State/Country: NEW YORK  
- Postal Code: 10013

**PROPERTY NUMBERS Total: 1691**

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CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: matthew.mayer@thomson.com
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Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: | CSC # 303846

NAME OF SUBMITTER: | Matthew Mayer

Total Attachments: 47
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PATENT SECURITY AGREEMENT
(SHORT-FORM)

PATENT SECURITY AGREEMENT, dated as of October 26, 2007 among SIERRA HOLDINGS CORP. ("Holdings"), with offices located at 211 Mt. Airy Road, Basking Ridge, NJ 07920, AVAYA, INC. (the "Borrower"), with offices located at 211 Mt. Airy Road, Basking Ridge, NJ 07920, certain Subsidiaries of Borrower from time to time party hereto and CITIBANK, N.A., with offices located at 390 Greenwich Street, New York, NY 10013, as Administrative Agent for the Secured Parties (as defined below).

Reference is made to the Pledge and Security Agreement dated as of October 26, 2007 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among Holdings, the Borrower, certain Subsidiaries of the Borrower from time to time party thereto and the Administrative Agent. The Secured Parties' agreements in respect of extensions of credit to the Borrower are set forth in the Credit Agreement dated as of October 26, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, Holdings, CITIBANK, N.A., as Administrative Agent, Swing Line Lender, and Revolving L/C Issuer, and each lender from time to time party thereto (collectively, the "Lenders" and individually, a "Lender"). Each of Holdings and the Subsidiaries party hereto is an affiliate of the Borrower and will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

Section 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Article I of the Credit Agreement also apply to this Agreement.

Section 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to and in accordance with the Security Agreement, did and hereby does grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title and interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Patent Collateral"):

1. All letters Patent of the United States, all registrations and recordings thereof, and all applications for letters Patent of the United States in or to which any Grantor now or hereafter has any right, title or interest therein, including registrations, recordings and pending applications in the USPTO, and all reissues, continuations, divisions, continuations-in-part, renewals, improvements or extensions thereof, including those listed on Schedule 1.

Section 3. Termination. This Agreement is made to secure the satisfactory performance and payment of the Obligations. This Patent Security Agreement and the security interest granted hereby shall terminate with respect to all of a Grantor's Obligations and any Lien arising therefrom shall be automatically released upon termination of the Security Agreement or release of such Grantor's obligations thereunder. The Administrative Agent shall, in connection with any termination or release herein or under the Security Agreement, execute and deliver to any Grantor as such Grantor may request, an instrument in writing releasing the security interest in the Patent Collateral acquired under this Agreement.
Additionally, upon such satisfactory performance or payment, the Administrative Agent shall reasonably cooperate with any efforts made by a Grantor to make of record or otherwise confirm such satisfaction including, but not limited to, the release and/or termination of this Agreement and any security interest in, to or under the Patent Collateral.

Section 4. Supplement to the Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Patent Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

Section 5. Representations and Warranties. Holdings and the Borrower jointly and severally represent and warrant, as to themselves and the other Grantors, to the Administrative Agent and the Secured Parties, that a true and correct list of all of the existing material Patent Collateral consisting of U.S. Patent registrations or applications owned by the Grantor, in whole or in part, is set forth in Schedule 1.

Section 6. Miscellaneous. The provisions of Article VI of the Security Agreement are hereby incorporated by reference.

[Signatures on following page]
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AVAYA INC., as Borrower,

By: [Signature]
Name: Matthew Booher
Title: Vice President and Treasurer

SIERRA HOLDINGS CORP., as Holdings,

By: [Signature]
Name: Matthew Booher
Title: Vice President and Treasurer

EACH OF THE LOAN PARTIES LISTED ON ANNEX A HERETO,

By: [Signature]
Name: Matthew Booher
Title: Vice President and Treasurer

Patent Security Agreement
CITIBANK, N.A.,
as Administrative Agent,

By: ____________________________
Name: David J. Wirdnam
Title: Managing Director

Patent Security Agreement
Annex A

List of Borrower Subsidiaries that are Loan Parties

Avaya Technology LLC
Octel Communications LLC
VPNet Technologies, Inc.
### Schedule I

**Patents**

**UNITED STATES PATENTS:**

**Registrations:**

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<td>Learning Automatic Data Extraction System</td>
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Note: Avaya Technology Corp. converted into Avaya Technology LLC on September 30, 2005. Octel Communications Corporation was renamed Avaya Integrated Cabinet Solutions Inc. on September 30, 2001.