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06-03-1998

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

MRD 6-1-98

1. Name of conveying party(ies):

NetStar, Inc.

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: December 13, 1996

2. Name and address of receiving party(ies)

Name: Ascend Communications, Inc.

Internal Address: One Ascend Plaza

Street Address: 1701 Harbor Bay Parkway

City: Alameda State: CA ZIP: 94501

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,852,296

Additional numbers attached? Yes No

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

Name: Michelle R. Harbottle, Esq.

Internal Address: Gray Cary Ware and
Freidenrich LLP

Street Address: 400 Hamilton Avenue

City: Palo Alto State: CA ZIP: 94301

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1907

(Attach duplicate copy of this page 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 copies are true copy of the original document.

Michelle R. Harbottle
Name of Person Signing

Michelle R. Harbottle
Signature

5-29-98

3 Date

Total number of pages including cover sheet, attachments, and document: 3

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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EACH OF SUBSPACE COMMUNICATIONS, INCORPORATED, NETSTAR, INC.
AND MORNING STAR TECHNOLOGIES, INC.
INTO
ASCEND COMMUNICATIONS, INC.

Ascend Communications, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of Subspace Communications, Incorporated, a California corporation, NetStar, Inc., a Minnesota corporation and Morning Star Technologies, Inc., an Ohio corporation (collectively, the "Merged Corporations").

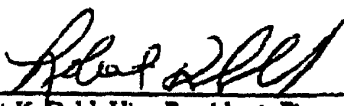
THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 12th day of December, 1996, determined to merge into itself each of the Merged Corporations with the name of the surviving corporation being Ascend Communications, Inc. on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge into itself each of the Merged Corporations, and assume all of the Merged Corporation's liabilities and obligations.

RESOLVED FURTHER, that the Vice President, Finance, Chief Financial Officer and Secretary of the Corporation is each hereby directed to make, execute and acknowledge a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law setting forth a copy of the resolution to merge the Merged Corporations into the Corporation, and to file the same in the office of the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Robert K. Dahl, its Vice President, Finance, Chief Financial Officer and Secretary, this 12th day of December, 1996.

ASCEND COMMUNICATIONS, INC.

BY: 
Robert K. Dahl, Vice President, Finance, Chief
Financial Officer and Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MORNING STAR TECHNOLOGIES, INC.", A OHIO CORPORATION,

"NETSTAR, INC.", A MINNESOTA CORPORATION,

"SUBSPACE COMMUNICATIONS, INCORPORATED", A CALIFORNIA CORPORATION,

WITH AND INTO "ASCEND COMMUNICATIONS, INC." UNDER THE NAME OF "ASCEND COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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RECORDED: 06/01/1998

AUTHENTICATION: 9097530

DATE:

TRADID 105422R98

REEL: 1734 FRAME: 0501