

08-21-1998



2 SHEET  
ILY

To the Honorable Commissioner

100797666

the attached original documents or copy thereof.

8.14.98

1. Name of conveying party(ies):  
 NextLevel Systems, Inc.  
 8770 West Bryn Mawr Ave., Suite 1300  
 Chicago, IL 60631

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

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

2. Name and address of receiving party(ies)  
 Name: General Instrument Corporation  
 Internal Address: \_\_\_\_\_  
 Street Address: 101 Tournament Drive  
 City: Horsham State: PA ZIP: 19044

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

3. Nature of conveyance:

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

Execution Date: January 30, 1998

4. Application number(s) or patent number(s):  
 A. Trademark Application No.(s)  
See Attached Schedule A

Additional numbers attached?       Yes       No

B. Trademark Registration No.(s)  
See Attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: John J. O'Malley, Esquire  
 Internal Address: Volpe and Koenig, P.C.  
400 One Penn Center  
 Street Address: 1617 John F. Kennedy Blvd.  
 City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved:..... 54

7. Total fee (37 CFR 3.41).....\$ 1,365.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
22-0493; for overpayment or under payment. Our Order No. 647  
 (Attach duplicate copy of this page if paying by deposit account)

04/19/1998 DNGUYEN 00000095 75314605  
 01 FC:481 40.00 OP  
 02 FC:482 1325.00 OP

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.*

John J. O'Malley  
 Name of Person Signing

*John J. O'Malley*  
 Signature

8-12-98  
 Date

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

**Schedule A**

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

A. Trademark Application No. (s)

75-314,605	75-290,005	75-310,037
75-218,775	75-292,266	74-475,706
75-064,329	75-187,087	74-638,061
75-187,092	75-187,091	75-064,328

B. Trademark Registration No. (s)

1,956,383	1,783,966	1,932,341
1,822,502	1,974,133	1,834,484
2,018,347	2,137,690	2,088,180
2,096,861	2,074,949	1,168,150
1,896,798	1,174,915	1,266,936
857,397	1,068,035	1,554,538
1,791,322	1,639,612	1,627,022
1,682,770	1,664,413	1,890,201
1,778,281	1,668,358	1,668,076
1,770,738	1,695,812	1,713,526
1,967,663	1,700,231	1,896,791
1,742,861	1,713,274	1,394,666
1,390,612	1,241,015	855,466
1,729,883	1,345,730	2,139,722

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:

"GENERAL INSTRUMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NEXTLEVEL SYSTEMS, INC." UNDER THE NAME OF "GENERAL INSTRUMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 1998, AT 10:15 O'CLOCK A.M.

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981220830



  
Edward J. Freel, Secretary 9138102

AUTHENTICATION: 06-15-98

DATE:

TRADEMARK  
REEL: 1771 FRAME: 0017

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING

GENERAL INSTRUMENT CORPORATION

INTO

NEXTLEVEL SYSTEMS, INC.

(Pursuant to Section 253 of the  
General Corporation Law of Delaware)

NextLevel Systems, Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of each class of stock of General Instrument Corporation, a Delaware corporation ("GI"), incorporated on October 3, 1997, pursuant to the General Corporation Law of Delaware.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on December 10, 1997, determined to and did merge GI into the Corporation, by the adoption thereof:

RESOLVED, that the Corporation merge, and it hereby does merge, into itself GI and assumes all of its obligations.

RESOLVED, that said merger shall be effective as of 8:00 a.m. on February 2, 1998.

RESOLVED, that upon effectiveness of said merger, the name of the Corporation shall be changed to General Instrument Corporation and Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the Corporation is General Instrument Corporation."

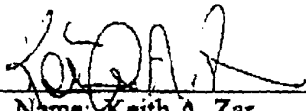
RESOLVED, that except for the foregoing amendment to Article FIRST, the Amended and Restated Certificate of Incorporation shall remain unchanged by the merger and in full force and effect until further amended in accordance with the General Corporation Law of Delaware.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge GI and to assume its obligations, and to so change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

THIRD: This Certificate of Ownership and Merger shall become effective as of 8:00 a.m. on February 2, 1998.

In witness whereof, the Corporation has caused this Certificate to be signed by its duly authorized officer, this 30th day of January, 1998.

NEXTLEVEL SYSTEMS, INC.

By:   
Name: Keith A. Zar  
Title: Vice President and  
General Counsel