

10-26-1998



To the Honorable Commissioner of F

100859920

attached original documents or copy thereof.

1. Name of conveying party(ies):
 General Instrument Corporation
 (Delaware Corporation)
 8770 West Brynmawr Ave., 13 Fl.
 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: September 29, 1998

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

A. Trademark Application No.(s)
75/276,944

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Gerald B. Halt, Jr., 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:..... 1

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

Enclosed
 Authorized to be charged to deposit account

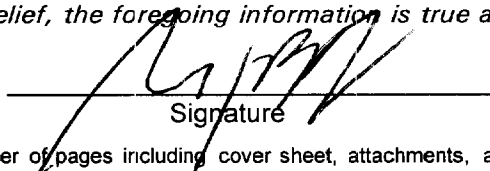
8. Deposit account number:
22-0493; for overpayment or under payment. Our Order No. 780

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

10/23/1998 TTOM11 00000030 75276944 FC:481 40.00 DP

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.

Gerald B. Halt, Jr.  September 30, 1998
 Name of Person Signing Signature Date

Reg. No. 37,633 Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

ASSIGNMENT

WHEREAS, General Instrument Corporation of Delaware merged with and into General Instrument Corporation (GIC-1) on July 25, 1997 with General Instrument Corporation (GIC-1) being the surviving corporation;

WHEREAS, General Instrument Corporation (GIC-1) by name change on July 25, 1997 became known as General Semiconductor, Inc.;

WHEREAS, General Semiconductor, Inc. ("ASSIGNOR"), a Delaware Corporation having its principal place of business at 10 Melville Park Road, Melville, New York 11747, is the owner of the pending U.S. intent-to-use trademark application, Serial No. 75/276,944, filed on April 18, 1997 for the mark MEDIACIPHER ("Mark");

WHEREAS, General Instrument Corporation (GIC-2) ("ASSIGNEE"), a Delaware corporation having its principal place of business at 101 Tournament Drive, Horsham, Pennsylvania 19044 is the successor of the portion of the ongoing and existing business of ASSIGNOR to which the Mark pertains and desires to acquire the Mark and the pending application therefor; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all of the right, title, and interest in and to the aforesaid Mark and intent-to-use trademark application and any goodwill of the business symbolized thereby. It is agreed that the ASSIGNOR shall be legally bound upon request from ASSIGNEE to execute all instruments which ASSIGNEE may deem necessary or desirable for securing and maintaining the Mark and intent-to-use trademark application hereby assigned, all without further

compensation to ASSIGNOR.

The undersigned warrants that the rights and property herein conveyed are free and clear of any encumbrance and that she has a present specific authority to execute this document of behalf of ASSIGNOR.

EXECUTED on behalf of General Semiconductor, Inc. by Shawn L. McClintock on this 29th day of September, 1998 at Horsham, PA.

Shawn L. McClintock (L.S.)
Shawn L. McClintock
by Power of Attorney

State of Pennsylvania

ss.

County of Montgomery

On this 29th day of September, 1998 before me personally appeared Shawn L. McClintock, to me known to be the person described herein and who executed the foregoing instrument, and acknowledged that she executed the same knowingly and willingly and for the purposes therein contained and displayed unto me her power of attorney for this purpose.

Witness my hand and Notarial seal the day and year immediately above written.

Rosemary A. Mulligan
Notary Public

My Commission Expires: 8/5/02

