FURM PTO-1594 RECC 06	-16-1999 U.S DEPARTMENT OF COMMERCE
OMB No. 0651-0011 (exp. 4/94)	Patent and Trademark Office
To the Honorable Commissioner of Patents	1036152 original documents or copy thereof.
1. Name of conveying party(ies):  General Instrument Corporation of Delaware, formerly known as GI Corportion, formerly known as General Instrument Corporation, a Delaware Corporation  [] Individual(s)	Name: NextLevel Systems Ing. Internal Address: Suite 1300  Street Address: 8770 West Bryn Mawr Avenue City: Chicago State: IL ZIP: 6053.  Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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)  Additional numbers attached?	B. Trademark Registration No.(s) 1,783,966 Yes No
5 Name and address of party to whom correspondence concerning document should be mailed:  Name: _Marilou E. Watson, Esquire	6. Total number of applications and registrations involved:
Internal Address: Volpe and Koenig, P.C. 400 One Penn Center	7. Total fee (37 CFR 3.41) \$ 105.00 Enclosed  X Enclosed
Street Address: 1617 John F. Kennedy Blvd.	
City: Philadelphia State: PA ZIP: 19103  1/07/1799 DNGUYEN 00000085 1783966  1 FC:431 40.00 DP 2 FC:482 50.00 DP 3 FC:938 15.00 DP	8. Deposit account number:  22-0493; for overpayment or under  payment. Our Order No. 935  (Attach duplicate copy of this page if paying by deposit account)
DO NOT US	SE THIS SPACE
Marilou E. Watson  Name of Person Signing  Name Signing	information is true and correct and any attached copy is a structure Date Date Date Date Date Date Date Dat

TRADEMARK REEL: 1880 FRAME: 0367

Mail decuments to be received with required cover sheet information to: Commissioner of Patents & Tradements, Sex Assignments Washington, D.C. 20021

**SCHEDULE** NextLevel Systems, Inc. Trademarks for United States

DOCKET NO.	MARK	FILED	SERIAL	ISSUED	REG. NO.
TM/005	STARPACK	12/16/77	152,310	03/13/79	1.114,800
TM/012A	GI (in Design Logo)	02/14/80	250,106	10/27/81	1,174,915
TM/015A	GENERAL INSTRUMENT (New)	02/14/80	250,107	O9/08/81	1,168,150
TM/015B	GENERAL INSTRUMENT (logo)			10/27/81	1,174,915
TM/015E	GENERAL INSTRUMENT GI (AND DESIGN)	04/09/96	75/085685		
TM/025B	JERROLD GENERAL INSTRUMENT w/ GI in circle	07/08/92	293618	05/30/95	1,896,798
TM/025R	JERROLD & Design	06/01/82	370,802	02/14/84	1,266,936
TM/026	MOTOLYTIC			10/07/68	666,967
TM/033R	STARLINE	09/23/88	266,544	09/23/88	857,397
TM/037	STARCOM	12/03/75	70,656	06/21/77	1,068,035
TM/040	INTRA-SHIELD	11/09/75	71,289	12/06/77	1,078,766
TM/068	COMMANDER IV	02/20/81	297,893	05/27/86	1,394.666
TM/076	STARBASE	07/09/82	373,709	06/07/83	1,241,015
TM/093	STARFONE	08/12/85	552,845	04/22/86	1,390,612
TM/094	GIBRALTAR	04/03/67	268,192	08/27/68	855,466
TM/121	CABLE STOCK EXCHANGE	02/25/88	713,344	05/23/89	1,541,080
TM/125	VIDEOCIPHER	11/01/83	450.794	07/02/85	1,345,730
TM/125A	VIDEOCIPHER APPROVED	02/14/92	74/247663	11/03/92	1,729,883
TM/I4ID	VideoPal MISC DESIGN	01/12/95	74/620348		1

**TRADEMARK REEL: 1880 FRAME: 0369** 

DOCKET No.	MARK	FILED	SERIAL	ISSUED	REG. NO.
TM/144	IMPULSE	05/17/91	167656	09/07/93	1.791,322
TM/154	TOCOM	09/09/74	37,497	10/12/76	1 049,943
TM/160	SATELLITE VIDEO CENTER	05/18/89	73/801072	08/28/90	1,611,742
TM/160A	SVC and DESIGN	04/24/89	73-795,353	02/20/90	1,583,877
TM/177	ANYWHERE	01/23/89	775,809	09/05/89	1,554,538
TM/182	STARLITE	05/06/91	164333	04/14/92	1682770
TM/185	CABLEOPTICS	05/18/90	74/060,188	04/02/91	1,639,612
TM/1858	CABLEOPTICS	07/31/89	73-816168	12/11/90	1,627,022
TM/188A	DIGITAL CABLE RADIO (logo)	12/07/89	008790	11/12/91	1,664,413
TM/188B	DIGITAL CABLE RADIO (logo)	05/29/91	74/171218	04/18/95	1,890,201
TM/189	VCII PLUS	12/05/90	74/120764	12/17/91	1,668,358
TM/192	DIGICIPHER	01/02/90	015559	05/11/93	1,770,738
TM/192A	DigiCipher (block form)	01/02/90	015,559	05/11/93	1770738
TM/193	CABLE PHONE	01/19/90	74/020467	06/22/93	1,778,281
TM/193A	CablePhone	01/19/90	020,467	06/22/93	1,778,281
TM/193R	CABLE PHONE			01/19/97	1429585
TM/194	REMOTE 'N PHONE	01/19/90	74/020443	12/10/91	1,668,076
TM/194R	REMOTE 'N PHONE			01/19/97	1429694
TM/196A	THE SKY'S THE LIMIT (logo)	07/20/90	74/080,213	06/23/92	1,695.812
TM/196B	THE SKY'S THE LUMIT (block form)	07/20/90	74/080,213	07/14/92	1,700,231
TM/200	VCLINK	11/28/90	74/118799	11/05/91	1,663,299
TM/215	RHYTHMS	01/13/92	74/141922	09/08/92	1,713,526

**TRADEMARK REEL: 1880 FRAME: 0370** 

DOCKET NO.	MARK	FILED	SERIAL	ISSUED	REG. NO.
TM/216	STARFIRE	10/18/91	213249	09/08/92	1,713,274
TM/220	INNOVATION	10/21/91	213566	05/30/95	1,896,791
TM/221	COMMANDER 6	09/30/91	74/207766	12/29/92	1,742,861
TM/239A	TVPASS	02/28/94	494905	04/16/96	1,967,663
TM/249	FLASH CARD	11/12/92	330,484	07/27/93	1,783,966
TM/250A	WATCH 'N RECORD	05/18/93	391853	02/22/94	1,822,502
TM/253	CABLE INNOVATIONS	11/09/92	332083	05/03/94	1,834,484
TM/263	TVPC	02/29/96	75/064329		
TM/275	MAESTRO	04/14/94	512602	10/31/95	1,932,341
TM/284	JOEY	04/14/94	512606	05/14/96	1,974,133
TM/320	FULL VIEW TV	03/13/95	74/647233	11/19/96	2018347
TM/321	SURFBOARD	10/06/95	75/002255		
TM/321A	GENERAL INSTRUMENT SURPBOARD	10/06/95	75/002256		
TM/321L	SURFBOARD (LOGO)	10/06/95	75/002222		
TM/325	DIGITALTY (stylized w/GI in a Circle)	02/72/95	74/638061		
TM/328	ONMISTAR	07/18/95	74/702877		
TM/339	TRIPLE PLAY	10/31/95	75/013010		
TM/347	SURFVIEW	06/28/96	75/126939		
TM/348	TOTAL SYSTEM	04/09/96	085685		
TM/362	MAGNITUDE			ימומוני	1956383
TM/364	NotAdvantage	10/24/96	75/187087		
TM/365	NETSENTRY	10/24/96	75187092		
TM/366	LIFENET	10/24/96	75/187,091		

UNITED STATES

## DEED OF ASSIGNMENT

WHEREAS, General Instrument Corporation of Delaware formerly known as GI Corporation, formerly known as General Instrument Corporation, a corporation organized and existing under the laws of Delaware, located at 6770 West Bryn Mawr Avenue, Suite 1300, Chicago, Illinois, U.S.A., has used and is the owner of the trademarks set forth in the attached Schedule which are registered or applied for in the United States Patent and Trademark Office as set forth in the Schedule.

WHEREAS, NextLevel Systems, Inc., a corporation organized and existing under the laws of Delaware, located at 8770 West Bryn Mawr Avenue, Suite 1300, Chicago, Illinois, U.S.A., is desirous of acquiring said marks and the registrations and applications thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, General Instrument of Delaware does hereby assign unto the said NextLevel Systems, Inc., all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks and the above identified registrations and applications thereof.

of Delaware

Title: VICE PRESTOENT

General Instrument Corporation

on this of day of JUNE, 1997, before me appeared JUJAN M. MEVER, known to me personally and in the capacity in which he has signed, and after executing this document acknowledged and affirmed that he did so freely and in the capacity indicated, and that he has the power and authority to do so in that capacity and on behalf of that entity.

Notary Public

My Commission Expires: 2-9-95

"OFFICIAL SEAL"

Lorette M. McKnight

Notary Public, State of Illinois

My Commission Expires 27/98

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TRADEMARK REEL: 1880 FRAME: 0372

RECORDED: 01/04/1999