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FORM 1615A
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

03/10/2000 SECURITIES 0000050-033412 74831627

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01 FC:481 40.00 CH
02 FC:482 200.00 CH

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Mail documents to be recorded with required cover sheet(s) in TRADEMARK
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002034 FRAME: 0658

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74691427"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2132993"/>	<input type="text" value="2238398"/>	<input type="text" value="2201866"/>
<input type="text" value="74684986"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2188392"/>	<input type="text" value="2238034"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2201885"/>	<input type="text" value="2105782"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Kathleen T. Gallagher-Duff

Name of Person Signing

Kathleen T. Gallagher-Duff

Signature

Feb. 3, 2000

Date Signed

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"NEXT LEVEL COMMUNICATIONS", A CALIFORNIA CORPORATION, WITH AND INTO "NEXT LEVEL COMMUNICATIONS, INC." UNDER THE NAME OF "NEXT LEVEL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 5 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0226975

DATE: 01-31-00

TRADEMARK

REEL: 002034 FRAME: 0660

CERTIFICATE OF MERGER

MERGING

NEXT LEVEL COMMUNICATIONS

WITH AND INTO

NEXT LEVEL COMMUNICATIONS, INC.

UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Next Level Communications, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger (the "Merger") of Next Level Communications, a California corporation ("Next Level California"), with and into the Corporation (as the surviving corporation of the Merger, the "Surviving Corporation"):

FIRST: That the names and states of incorporation of the Corporation and Next Level California, which are the constituent corporations in the Merger, are as follows:

<u>Name</u>	<u>State</u>
Next Level Communications, Inc.	Delaware
Next Level Communications	California

SECOND: That an Agreement and Plan of Merger dated as of November 9, 1999 (the "Merger Agreement") by and among General Instrument Corporation, Spencer Trask Investors LLC, Next Level California, Next Level Communications L.P. and the Corporation has been approved, adopted, certified, executed and acknowledged by Next Level California and the Corporation in accordance with Section 252(c) of the DGCL.

THIRD: That the name of the Surviving Corporation shall be Next Level Communications, Inc.

FOURTH: That the Restated Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Next Level Communications, Inc.
6085 State Farm Drive,
Rohnert Park, California 94928

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of Next Level California or the Corporation.

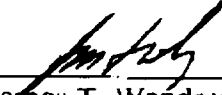
SEVENTH: That the authorized capital stock of Next Level California is 100 shares of common stock.

EIGHTH: That this Certificate of Merger shall be effective at 5 p.m, Eastern Time, on November 12, 1999 in accordance with the provisions of Section 103 and 252 of the DGCL.

[This space intentionally left blank.]

IN WITNESS WHEREOF, Next Level Communications, Inc. has caused this Certificate of Merger to be signed by its Senior Vice President, Chief Financial Officer, Treasurer and Secretary, James T. Wandrey, this 12th day of November, 1999.

NEXT LEVEL COMMUNICATIONS, INC.

By: 

Name: James T. Wandrey

Title: Senior Vice President, Chief Financial Officer, Treasurer and Secretary