

MM 2/3/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

03-14-2000

U.S. Department of Commerce
Patent and Trademark Office
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OPER/FINANCIAL RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
11 12 99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name NEXT LEVEL COMMUNICATIONS L.P. Execution Date
Month Day Year
11 12 99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name NEXT LEVEL COMMUNICATIONS, INC.

DBA/AKATA _____

Composed of _____

Address (line 1) 6085 State Farm Drive

Address (line 2) _____

Address (line 3) Rohnert Park California 94928
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 Delaware

03/10/2000 MCDATES 0000051 033412 75449858

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 150.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 002034 FRAME: 0673

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="75449858"/>	<input type="text" value="75229518"/>	<input type="text"/>	<input type="text" value="2224426"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75469354"/>	<input type="text" value="75467624"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75467671"/>	<input type="text" value="75467623"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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 Galloghly-Duff Kathleen T. Galloghly-Duff February 3, 2000
 Name of Person Signing Signature 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 L.P.", A DELAWARE LIMITED PARTNERSHIP,

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 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3088293 8100M

001047567

0226974

AUTHENTICATION:

01-31-00

DATE:

TRADEMARK

REEL: 002034 FRAME: 0675

CERTIFICATE OF MERGER

MERCING

NEXT LEVEL COMMUNICATIONS L.P.

WITH AND INTO

NEXT LEVEL COMMUNICATIONS, INC.

UNDER SECTION 263 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

AND

UNDER SECTION 17-211 OF THE REVISED UNIFORM LIMITED PARTNERSHIP ACT
OF THE STATE OF DELAWARE

Pursuant to Section 263(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Section 17-211(c) of the Revised Uniform Limited Partnership Act of the State of Delaware (the "DRULPA"), 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 L.P., a Delaware limited partnership (the "Partnership"), with and into the Corporation (as the surviving corporation of the Merger, the "Surviving Corporation"):

FIRST: That the names and states of domicile of the Corporation and the Partnership, which are the constituent entities in the Merger, are as follows:

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

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, the general partner of the Partnership (the "General Partner"), Next Level Communications, a California corporation and the limited partner of the Partnership (the "Limited Partner"), the Partnership and the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and the Partnership in accordance with Section 263(c) of the DGCL and Section 17-211(c) of the DRULPA.

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

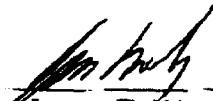
SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any partner of the Partnership and any stockholder of the Corporation.

SEVENTH: That this Certificate of Merger shall be effective at 4:30 p.m., Eastern Time, on November 12, 1999 in accordance with the provisions of Sections 103 and 263 of the DGCL and Sections 17-206 and 17-211 of the DRULPA.

[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

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE NW WASHINGTON, DC
WASHINGTON, DC 20004-2401 NEW YORK
TEL 202.662.6000 LONDON
FAX 202.662.6291 BRUSSELS
WWW.COV.COM SAN FRANCISCO

202-662-5040

February 3, 2000

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Request for Recordation of Merger

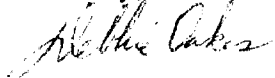
Dear Madam or Sir:

Please find enclosed for recordation the following documents:

1. Recordation Form Cover Sheet
2. Photocopy of the Certificate of Merger of Next Level Communications L.P.(a Delaware limited partnership) with and into Next Level Communications, Inc. (a Delaware corporation) filed with the Delaware Secretary of State on November 12, 1999.
3. Transmittal letter
4. Filing receipt for acknowledgment of same.

Please record the referenced documents and send us the Notice of Recordation at your earliest convenience. Please call Kathleen T. Gallagher-Duff at 202-662-5299 if you have any questions regarding the enclosed documents.

Sincerely,




Debbie Oakes
Trademark Specialist - Legal Assistant

Enclosure

I hereby certify that the foregoing documents and attachments and the accompanying fee are being deposited with the United States Postal Service via **EXPRESS MAIL Post Office to Addressee** addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on this 3rd day of February, 2000.

EXPRESS MAIL NO.: EL194872537US

By: 

RECORDED: 02/03/2000

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