

FORM PTO-1394  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
M&G 2316 0-00-10

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 PairGain Technologies, Inc.

Individuals  
 General Partnership  
 Corporation-State of Delaware  
 Other: \_\_\_\_\_

Association  
 Limited Partnership

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

2. Name and address of receiving party(ies):  
 ADC DSL Systems, Inc.  
 12501 Whitewater Drive  
 Minnetonka, Minnesota 55343

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Other: \_\_\_\_\_

Merger  
 Change of Name

Execution Date: June 27, 2000

Individual(s) citizenship  
 General Partnership  
 Corporation-State of Delaware  
 Other: \_\_\_\_\_

Association  
 Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached.  
 Yes  No  
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)/ Mark(s)  
 See attached Schedule

B. Trademark Reg. No.(s)/Mark(s)  
 See attached Schedule

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed.  
 Name: Sandra Epp Ryan  
 Address: MERCHANT & GOULD P.C.  
 P.O. Box 2910  
 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved 37


7. Total fee (37 CFR 3.41): \$940.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Sandra Epp Ryan  
 Name of Person Signing

  
 Signature

July 3, 2001  
 Date

Total number of pages including cover sheet, attachments, and document: 8

Do not detach this portion

Mail documents to be recorded with required cover sheet information to

Commissioner for Patents and Trademarks  
 Bus Assignments  
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**SCHEDULE**  
Pending Applications

Serial No.	Mark
75/635,332	HIGAIN ETSI
75/666,230	SWITCHWARE
75/666,232	INTERWARE
75/666,227	POWERGAIN
75/666,439	EASYSESSION
75/702,307	PRIORITYVOICE
75/697,660	PG-FLEX PLUS
75/719,592	ONE OPEN PLANET
75/779,594	SKYROCKET
75/921,450	THE POWER BEHIND DSL ACCESS
75/921,749	CAMPUS-RS
76/027,396	PAIRGAIN and PG Design
76/027,075	RAPIDROLLOUT
76/027,397	PAIRGAIN THE POWER BEHIND DSL ACCESS AND PG Design
76/027,395	RAPIDLAUNCH
76/027,394	RAPIDRECOVERY
76/027,393	RAPIDPROGRESS
76/083,296	PAIRGAIN ACE
76/091,676	PROFITING FROM THE UNBUNDLED LOOP
76/110,707	PROFIT FROM THE UNBUNDLED LOOP
76/101,321	POWERING THE UNBUNDLED LOOP

**Registered Marks**

Registration No.	Mark
2,072,352	COPPEROPTICS
1,998,499	CAMPUS-TI
2,035,887	CAMPUS E-1
1,974,062	CAMPUS FLEX
2,191,809	PAIRGAIN
2,078,748	HIGAIN
2,080,973	CAMPUS-384
2,267,540	CAMPUS-REX
2,267,541	CAMPUS-STAR
2,190,315	PG-FLEX
2,209,409	MEGABIT MODEM
2,216,645	PG-PLUS
2,235,738	CAMPUS-768
2,432,119	PG TRACKER
2,425,692	STARGAZER
2,275,160	PAIRGAIN THE COPPEROPTICS COMPANY and Design

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"ROMAN ACQUISITION CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "PAIRGAIN TECHNOLOGIES, INC." UNDER THE NAME OF "ADC DSL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1201265

DATE: 06-20-01

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010292512

TRADEMARK  
REEL: 002280 FRAME: 0694

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 06/27/2000  
001328773 - 2349449

**CERTIFICATE OF MERGER  
MERGING  
ROMAN AQUISITION CORP.  
WITH AND INTO  
PAIRGAIN TECHNOLOGIES, INC.**

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Pursuant to Section 251 of the General Corporation Law of  
the State of Delaware

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Roman Acquisition Corp., a Delaware corporation ("Merger Sub"), and PairGain Technologies, Inc., a Delaware corporation ("Company"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Merger Sub was incorporated on February 18, 2000, pursuant to the Delaware General Corporation Law (the "Delaware Law"), and that Company was incorporated on August 27, 1993 pursuant to the Delaware Law.

SECOND: That an Agreement and Plan of Merger dated as of February 22, 2000 (the "Merger Agreement"), among ADC Telecommunications, Inc., a Minnesota corporation, Merger Sub and Company, setting forth the terms and conditions of the merger of Merger Sub with and into Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware Law.

THIRD: That the name of the surviving corporation (the "Surviving Corporation") is PairGain Technologies, Inc., which shall be changed by amendment to ADC DSL Systems, Inc., as set forth in the Restated Certificate of Incorporation as attached as Exhibit A hereto.

FOURTH: That, pursuant to the Merger Agreement, the Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth in Exhibit A hereto.

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:

12501 Whitewater Drive  
Minnetonka, MN 55343  
Attention: Secretary


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

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SEVENTH: That the Merger shall become effective at 12:01 a.m. E.S.T. on June 28, 2000.

IN WITNESS WHEREOF, each of Merger Sub and Company has caused this Certificate of Merger to be executed in its corporate name this 27th day of June, 2000.

ROMAN ACQUISITION CORP.

By   
Jeffrey D. Pfahm  
Vice President and Secretary

FAIRGAIN TECHNOLOGIES, INC

By \_\_\_\_\_  
Michael Pascoe  
Chief Executive Officer and  
President

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

6/27/00 TUE 15:24 FAX

Jun-27-00 12:58pm From-PAIRGAIN TECHNOLOGIES FINANCE

7148328601

T-430 P.03/05 F-010

**SEVENTH:** That the Merger shall become effective at 12:01 a.m. E.S.T. on June 28, 2000.

**IN WITNESS WHEREOF,** each of Merger Sub and Company has caused this Certificate of Merger to be executed in its corporate name this 27th day of June, 2000.

**ROMAN ACQUISITION CORP.**

By \_\_\_\_\_  
Arun Sobti  
President

**PAIRGAIN TECHNOLOGIES, INC**

By  \_\_\_\_\_  
Michael Pascoe  
Chief Executive Officer and  
President

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

1/27/00 TUE 15 24 FAX

Exhibit A to Certificate of Merger

RESTATED CERTIFICATE OF INCORPORATION  
OF  
ADC DSL SYSTEMS, INC.

ARTICLE 1.

The name of this corporation is ADC DSL Systems, Inc.

ARTICLE 2.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE 3.

The registered office of this corporation in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of its registered agent is The Corporation Trust Company.

ARTICLE 4.

The total number of shares of stock which this corporation is authorized to issue is 1,000 common shares, \$.0001 per share par value.

ARTICLE 5.

Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

ARTICLE 6.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, amend, alter, change, add to or repeal bylaws of this corporation, without any action on the part of the stockholders. The bylaws made by the directors may be amended, altered, changed, added to or repealed by the stockholders. Any specific provision in the bylaws regarding amendment thereof shall be controlling.

06/27/00 TUE 15:25 FAX

#### ARTICLE 7.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the unlawful payment of dividends or unlawful stock repurchases under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. This article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of this article.

If the Delaware General Corporation Law is hereafter amended to authorize any further limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended.

Any repeal or modification of the foregoing provisions of this article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE 8.

The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, provide indemnification of (and advancement of expenses to) any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled through bylaw provisions, agreements with such agents or persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory).

Any repeal or modification of any of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any directors of this corporation with respect to any acts or omissions of such directors, officer or agent occurring prior to such repeal or modification.