

05-02-2002



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U.S. Department of Commerce  
Patent and Trademark Office

TRADEMARK

**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 **4-22-02**  
 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  
Effective Date  
Month Day Year  
 Merger  
 Change of Name  
 Other \_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Name **Harmonic Lightwaves, Inc.**  
Formerly \_\_\_\_\_  
 Individual  General Partnership  Limited Partnership  Corporation  Association  
 Other \_\_\_\_\_

Execution Date  
Month Day Year  
**08/30/1999**

Citizenship/State of Incorporation/Organization **Delaware**

**Receiving Party**

Mark if additional names of receiving parties attached

Name **Harmonic Inc.**  
DBA/AKATA \_\_\_\_\_  
Composed of \_\_\_\_\_  
Address (line 1) **549 Baltic Way**  
Address (line 2) \_\_\_\_\_  
Address (line 3) **Sunnyvale** **CA** **94089**  
City State/Country Zip Code  
 Individual  General Partnership  Limited Partnership  
 Corporation  Association  
 Other \_\_\_\_\_

If document to be recorded is an assignment and 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.)

Citizenship/State of Incorporation/Organization **Delaware**

**FOR OFFICE USE ONLY**

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: 002497 FRAME: 0239

05/01/2002 LMUELLER 100000227-107878  
\$5.00 DP  
\$10.00 DP

**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 **415 781 1989**

Name **Aldo J. Test, Esq.**

Address (line 1) **FLEHR HOHBACH TEST ALBRITTON & HERBERT LLP**

Address (line 2) **4 Embarcadero Center**

Address (line 3) **Suite 3400**

Address (line 4) **San Francisco, CA 94111**

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. # **3**

**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)		
<b>75/577,279</b>	<input type="text"/>	<input type="text"/>	<b>1,759,078</b>	<input type="text"/>	<input type="text"/>
<b>75/667,750</b>	<input type="text"/>	<input type="text"/>	<b>1,759,117</b>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>1,928,522</b>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. # **5**

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$ **140.00**

Method of Payment: Enclosed  Deposit Account

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

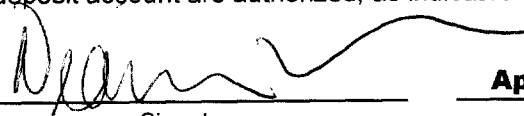
Deposit Account Number: # **06-1300 (G-57156/AJT/DJM)**

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.

**Diane J. Mason**, Reg. No. 43,777



**April 12, 2002**

Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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 OWNERSHIP, WHICH MERGES:

"HARMONIC INC.", A DELAWARE CORPORATION,

WITH AND INTO "HARMONIC LIGHTWAVES, INC." UNDER THE NAME OF "HARMONIC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MARCH, A.D. 1999, AT 3:30 O' CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION: 0656840

DATE: 09-05-00

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001442674

03/22/99 12:15 WILSON SONSINI + 302 674 8340

STATE OF DELAWARE  
SECRETARY OF STATE P002/003  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 03/22/1999  
991110382 - 2493974

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
HARMONIC INC.  
WITH AND INTO  
HARMONIC LIGHTWAVES, INC.**

**(Pursuant to Section 253 of the General Corporation Law of Delaware)**

**HARMONIC LIGHTWAVES, INC.**, a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of the capital stock of **HARMONIC INC.**, a Delaware corporation ("Harmonic Sub").

**THIRD:** That the Corporation, by following the resolutions of its Board of Directors, duly adopted on the 16th day of March, 1999, determined to merge Harmonic Sub with and into the Corporation on the conditions set forth in such resolutions:

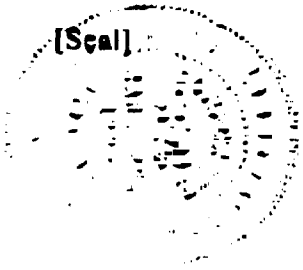
**RESOLVED**, that the Corporation merge Harmonic Sub with and into the Corporation and assume all of said subsidiary's liabilities and obligations, effective March 22, 1999; and be it further

**RESOLVED**, that upon the effective date of the merger, the name of the Corporation shall be changed to "Harmonic Inc."; and be it further

**RESOLVED**, that the President or Chief Financial Officer, and the Secretary or any Assistant Secretary, of the Corporation be, and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Harmonic Sub with and into the Corporation and to change the Corporation's name to Harmonic Inc. and to assume Harmonic Sub's liabilities and obligations and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and be it further

**RESOLVED**, that the officers of the Corporation be, and they hereby are, severally and not jointly, authorized and directed to provide all notices, execute all documents, make all filings and take all actions as any of them may deem to be necessary or appropriate in connection with the carrying out of the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed to this Certificate to be assigned by its authorized officers this 22nd day of March, 1999.



HARMONIC LIGHTWAVES, INC.

By: Anthony J. Ley  
Anthony J. Ley,  
Chairman of the Board of Directors,  
President and Chief Executive Officer

ATTEST:

By: Robin N. Dickson  
Robin N. Dickson,  
Chief Financial Officer