

03-31-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORD TRA



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DEPARTMENT OF COMMERCE S. Patent and Trademark Office

5/29/04

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

1. Name of conveying party(ies):

PowerTV, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Georgia Other

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

2. Name and address of receiving party(ies)

Name: Scientific-Atlanta, Inc.

Internal

Address:

Street Address: 5030 Sugarloaf Parkway

City: Lawrenceville State: GA Zip: 30044

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Georgia 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 2/17/04

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2753001, 2753000, 2041468, 2373907, 2373906, 2392170,

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Hubert J. Barnhardt III

Internal Address:

Intellectual Property Dept. MS 4.3.510

Scientific-Atlanta, Inc.

Street Address:

5030 Sugarloaf Parkway

City: Lawrenceville State: GA Zip: 30044

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41) \$ 400.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-0761

OPR/FINANCE 23 MAR 23 AM 7:39

DO NOT USE THIS SPACE

9. Signature.

Hubert J. Barnhardt III

Name of Person Signing

Signature

18 March 2004

Date

Total number of pages including cover sheet, attachments, and document: 31

03/30/2004 6TOM11 00000101 190761 2753001

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:0521 40.00 DA 02 FC:0522 225.00 DA

**Recordation Form Cover Sheet
TRADEMARKS ONLY**

Name of Conveying Party: PowerTV, Inc.

Continuation of Item 4.B. Trademark Registration Nos.:

2373905
2214000
2191887
2079703

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 040690523
CONTROL NUMBER : J107404
DATE INC/AUTH/FILED: 10/31/1951
JURISDICTION : GEORGIA
PRINT DATE : 03/09/2004
FORM NUMBER : 215

SCIENTIFIC-ATLANTA, INC.
ANITA GIFFORD
5030 SUGARLOAF PKWY
LAWRENCEVILLE, GA 30044

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**SCIENTIFIC-ATLANTA, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK

REEL: 002940 FRAME: 0084

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 040490682
CONTROL NUMBER : J107404
EFFECTIVE DATE : 02/29/2004
REFERENCE : 0077
PRINT DATE : 03/02/2004
FORM NUMBER : 411

ANITA S. GIFFORD
3520 BOGAN ROAD
BUFORD GA 30518

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

SCIENTIFIC-ATLANTA, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

POWERTV, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

040490682

ARTICLES OF MERGER

OF

POWERTV, INC.
(a Georgia Corporation)

WITH AND INTO

SCIENTIFIC-ATLANTA, INC.
(a Georgia Corporation).

I.

The Plan of Merger dated February 17, 2004, attached hereto as Exhibit A and by this reference made a part hereof (the "Plan of Merger"), provides that PowerTV, Inc., a Georgia corporation (the "Subsidiary"), shall be merged with and into Scientific Atlanta, Inc., a Georgia corporation (the "Parent"), and that the Parent shall be the surviving corporation in the merger.

II.

The Plan of Merger was approved by the Board of Directors of the Parent by resolutions adopted by such Board of Directors at a meeting held on February 10, 2004.

III.

The approval of the Plan of Merger (and the contemplated merger) by the shareholders of the Parent and by the board of directors and the shareholders of the Subsidiary was not required pursuant to the terms of Sections 14-2-1103 and 14-2-1104 of the Georgia Code.

IV.

The merger contemplated by the Plan of Merger shall be effective as of 11:59 p.m. on February 29, 2004.

IN WITNESS WHEREOF, PowerTV, Inc. and Scientific-Atlanta, Inc. have caused these Articles of Merger to be executed by their duly authorized officers this 17th day of February, 2004.

SCIENTIFIC-ATLANTA, INC.

By: Richard C. Vey 2-16-04

Title: S. V. P. - General Counsel + Corp. Sec.

POWERTV, INC.

By: J. A. [Signature] 2-17-04

Title: Vice President + Treasurer

RECEIVED
2004 FEB 18 P 12:19
SECRETARY OF STATE

SA-110400

"EXHIBIT A"

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is made as of this 17th day of February, 2004, by and between Scientific-Atlanta, Inc., a Georgia corporation (the "Parent") and PowerTV, Inc., a Georgia corporation (the "Subsidiary"), pursuant to Sections 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Code"). The Parent and the Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Parent owns one hundred percent (100%) of the outstanding shares of common stock of the Subsidiary, such common stock being the only class of capital stock of the Subsidiary, and, therefore, Parent is, with respect to the Subsidiary, deemed to be the "parent corporation" of a "subsidiary corporation" within the meaning of Section 14-2-1104 of the Georgia Code; and

WHEREAS, Sections 14-2-1103 and 14-2-1104 of the Georgia Code authorizes the merger of a "subsidiary corporation" into a "parent corporation" without approval by a vote of the respective shareholders of the merging corporations and without approval of the board of directors of the "subsidiary corporation"; and

WHEREAS, the Board of Directors of the Parent has determined it is in the best interest of the Parent and the Subsidiary that the Subsidiary merge into the Parent; and

WHEREAS, the Board of Directors of the Parent has approved this Plan of Merger and the merger contemplated herein pursuant to resolutions adopted on February 10, 2004, at a meeting of the Board of Directors.

NOW THEREFORE, the terms and conditions of the merger and the mode of carrying the same into effect shall be as follows:

1. On the Effective Date (as hereinafter defined), the Subsidiary shall be merged with and into the Parent (the Parent being hereinafter sometimes referred to as the "Surviving Corporation"), the corporate existence of the Surviving Corporation shall be continued, and thereafter the individual existence of the Subsidiary shall cease.
2. The merger herein contemplated shall be effective as of 11:59 p.m. on February 29, 2004 (the "Effective Date").
3. The manner and basis for converting the shares of the Subsidiary and the effect of the merger on the Constituent Corporations shall be as follows:
 - (a) Upon the Effective Date of the merger, each share of common stock of the Subsidiary outstanding and owned of record by the Parent immediately prior to the Effective Date shall be cancelled and retired upon the Effective Date and all certificates representing such

shares shall be cancelled and no cash or securities or other property shall be issued in respect thereof.

(b) Each share of Parent Common Stock issued and outstanding immediately prior to the Effective Date shall, on and after the Effective Date, continue unchanged and shall continue to evidence one share of common stock of the Surviving Corporation.

(c) Each share of common stock of the Subsidiary held in the treasury of the Subsidiary, if any, immediately prior to the Effective Date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist without any conversion thereof.

(d) Upon the Effective Date, the separate existence of the Subsidiary shall cease, and in accordance with the terms of this Plan of Merger and the provisions of the Georgia Code, the title to any real estate and other property vested in the Subsidiary shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations; any proceeding pending against the Subsidiary may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by reason of the merger.

4. If at any time, the Surviving Corporation shall determine or be advised that any further assignments or assurances in law or any other documentation is necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Subsidiary, the last acting officers of the Subsidiary, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

5. The directors and officers of the Surviving Corporation shall continue in office until they resign or until their successors are elected and qualified.

6. From and after the Effective Date, the Articles of Incorporation of the Subsidiary shall be deemed repealed, and the Surviving Corporation shall continue to be governed by its existing Articles of Incorporation under the laws of the State of Georgia until such Articles of Incorporation are altered, amended or repealed as provided by law.

7. From and after the Effective Date, the bylaws of the Subsidiary shall be deemed repealed, and the bylaws of the Surviving Corporation shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

IN WITNESS WHEREOF, Scientific-Atlanta, Inc. and PowerTV, Inc. have caused this Plan of Merger to be executed by their duly authorized officers this 17th day of February 2004.

SCIENTIFIC-ATLANTA, INC.

By: Michael C. Vayn 2-16-04

Title: S.V.P. - General Counsel & Corp. Sec.

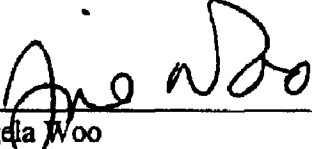
POWERTV, INC.

By: [Signature] 2-17-04

Title: Vice President & Treasurer

**CERTIFICATE REGARDING REQUEST AND PAYMENT
FOR PUBLICATION OF NOTICE OF MERGER**

I, Angela Woo, Assistant Secretary of Scientific-Atlanta, Inc., a Georgia corporation (the "Corporation"), hereby certify that on February 17, 2004, I mailed to the Gwinnett Daily Post a check for \$40.00 and a request that the attached Notice of Merger be published in accordance with the provisions of Section 14-2-1105.1 of the Georgia Business Corporation Code.



Angela Woo
For Scientific-Atlanta, Inc.,
a Georgia corporation

Date: February 17, 2004

NOTICE OF MERGER

Notice is given that Articles of Merger which will effect a merger by and between PowerTV, Inc., a Georgia corporation, and Scientific-Atlanta, Inc., a Georgia corporation, have been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is Scientific-Atlanta, Inc., a corporation incorporated in the state of Georgia. The registered office of such corporation is located at 5030 Sugarloaf Parkway, Lawrenceville, Georgia 30044, and its registered agent at such address is Michael C. Veysey.