

03-17-2005

RECC
TF



102977896

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

3-14-05

1. Name of conveying party(ies)/Execution Date(s):

ARRIS INTERNATIONAL, INC.
CAP TECHNOLOGIES, L.L.C.

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

Citizenship (see guidelines) DELAWARE

Execution Date(s) 1/31/2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other BILL OF SALE
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CXM BROADBAND, L.L.C.

Internal Address: _____

Street Address: 11450 TECHNOLOGY CIRCLE

City: DULUTH

State: GEORGIA

Country: U.S. Zip: 30097

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2798746

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: JOHN DOUGHTY

Internal Address: _____

Street Address: 3871 LAKEFIELD DRIVE

City: SUWANEE

State: GA Zip: 30024

Phone Number: 678-473-8697

Fax Number: 678-473-8095

Email Address: JOHN.DOUGHTY@ARRIS.COM

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 120.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 01-2125
Authorized User Name JOHN DOUGHTY

9. Signature:

John L. Doughty
Signature
JOHN L. DOUGHTY

2/18/2005
Date

Total number of pages including cover sheet, attachments, and document: 10

Name of Person Signing

ASSIGNMENT RECORDATION FORM COVER SHEET
CONTINUATION

4B. 2593140, 78020379

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") is made and entered into as of January 31, 2005 by CAP TECHNOLOGIES LLC, a Delaware limited liability company ("CAP"), ARRIS INTERNATIONAL, INC., a Delaware corporation ("ARRIS") (CAP and ARRIS are each a "Seller", and collectively, the "Sellers"), and is delivered to and in favor of CXM BROADBAND, LLC, a Delaware limited liability company, having an address at 11450 Technology Circle, Duluth, Georgia 30097 (the "Buyer").

WITNESSETH:

WHEREAS, Sellers are hereby executing and delivering this Bill of Sale to evidence the vesting in Buyer of all of Sellers' joint right, title and interest in and to the assets identified on Exhibit A attached hereto and incorporated herein by reference (the "Assets"), for the consideration and on the terms and conditions provided for herein.

WHEREAS, Sellers jointly acquired the Assets from coaXmedia, Inc., a Georgia corporation ("Company"), pursuant to (a) that certain Bill of Sale dated as of January 31, 2005 by and among the Sellers and the Company ("Original Asset Bill of Sale"), and (b) that certain Bill of Sale dated as of January 31, 2005 by and among the Sellers and the Company ("Original IP Bill of Sale"; the Original Asset Bill of Sale and the Original IP Bill of Sale are collectively, the "Original Bills of Sale"), and the Original Bills of Sale were executed as a result of a power of sale held by the Sellers under Section 11-9-610 of the Official Code of Georgia Annotated and pursuant to a power of sale and power of attorney granted to the Sellers by the Company pursuant to that certain Security Agreement dated as of January 26, 2004 executed by the Company in favor of the Sellers.

WHEREAS, the Sellers desire to jointly sell the Assets to the Buyer on the terms and conditions set forth herein, and the Buyer desires to acquire the Assets from the Sellers on the terms and conditions set forth herein.

WHEREAS, the purchase price for the Assets is Ten United States Dollars and No/100 (\$US 10.00) (the "Purchase Price"), which is payable in cash jointly to Sellers by Buyer upon the execution and delivery of this Bill of Sale.

NOW, THEREFORE, in consideration of the Purchase Price, Sellers hereby jointly sell, transfer and assign, on an as is where is basis, without recourse or any representation or warranty expressed or implied, including any warranties as to title or as to merchantability and fitness for a particular purpose, all of which are expressly disclaimed, the Assets to Buyer, and Buyer hereby acquires and purchases the Assets from Sellers on such terms.

BUYER AGREES AND ACKNOWLEDGES THAT (I) THE ASSETS ARE BEING SOLD HEREUNDER AS IS AND WHERE IS, WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, OR OTHERWISE ARISING UNDER STATE, FEDERAL OR LOCAL LAW, AND THAT SELLERS HAVE NOT MADE AND DO NOT MAKE ANY REPRESENTATIONS OR WARRANTIES REGARDING THE ASSETS OF

ANY NATURE WHATSOEVER (INCLUDING ANY REPRESENTATION OR WARRANTY OF ANY TITLE THERETO, OR ANY REPRESENTATION OR WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, ALL OF WHICH REPRESENTATIONS AND WARRANTIES ARE HEREBY SPECIFICALLY DISCLAIMED), AND (II) SELLERS ARE NOT RESPONSIBLE IN ANY WAY FOR THE CONDITION OF THE ASSETS OR FOR PROVIDING ANY SUPPORT OR ASSISTANCE OF ANY KIND TO BUYER FOR OR WITH RESPECT TO THE ASSETS OR ANY OF THEM. BUYER FURTHER ACKNOWLEDGES THAT IT HAS CONDUCTED ITS OWN DUE DILIGENCE AS TO ANY MATTERS THAT MAY AFFECT THE ASSETS AND THAT SELLERS HAVE NOT MADE ANY REPRESENTATIONS OR WARRANTIES REGARDING THE ASSETS. SELLERS MAKE NO REPRESENTATION AS TO THE PAYMENT OF TAXES RESPECTING THE ASSETS OR WHETHER THE ASSETS ARE SUBJECT TO LIENS SECURING ANY TAXES OR OTHER OBLIGATIONS.

This Bill of Sale shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the Buyer and each Seller executed this Bill of Sale as of the day and year first set forth above.

SELLERS:

CAP TECHNOLOGIES LLC

CREDIT SUISSE TRUST

By: *B. Aepli*

Its: B. Aepli

ARRIS INTERNATIONAL, INC.

By: *Laura S. Margolis*

Its: Exec. V. President

BUYER:

CXM BROADBAND, LLC

By: *[Signature]*

Its: PRESIDENT

ANY NATURE WHATSOEVER (INCLUDING ANY REPRESENTATION OR WARRANTY OF ANY TITLE THERETO, OR ANY REPRESENTATION OR WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, ALL OF WHICH REPRESENTATIONS AND WARRANTIES ARE HEREBY SPECIFICALLY DISCLAIMED), AND (II) SELLERS ARE NOT RESPONSIBLE IN ANY WAY FOR THE CONDITION OF THE ASSETS OR FOR PROVIDING ANY SUPPORT OR ASSISTANCE OF ANY KIND TO BUYER FOR OR WITH RESPECT TO THE ASSETS OR ANY OF THEM. BUYER FURTHER ACKNOWLEDGES THAT IT HAS CONDUCTED ITS OWN DUE DILIGENCE AS TO ANY MATTERS THAT MAY AFFECT THE ASSETS AND THAT SELLERS HAVE NOT MADE ANY REPRESENTATIONS OR WARRANTIES REGARDING THE ASSETS. SELLERS MAKE NO REPRESENTATION AS TO THE PAYMENT OF TAXES RESPECTING THE ASSETS OR WHETHER THE ASSETS ARE SUBJECT TO LIENS SECURING ANY TAXES OR OTHER OBLIGATIONS.

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IN WITNESS WHEREOF, the Buyer and each Seller executed this Bill of Sale as of the day and year first set forth above.

SELLERS:

CAP TECHNOLOGIES LLC

By: _____

Its: _____

ARRIS INTERNATIONAL, INC.

By: *Laura A. Maguire*

Its: *Exec. V. President*

BUYER:

CXM BROADBAND, LLC

By: *[Signature]*

Its: *PRESIDENT*

Exhibit A - Assets Purchased

The Assets are comprised of the following:

All Consumer Goods, Securities, General Intangibles, contract rights, manufacturing and processing rights, patents, patent rights, licenses, permits, franchises, trademarks, trade names, copyrights and all other personal property of Seller, now owned or hereafter acquired, and wherever located. Each capitalized term used herein but not defined herein shall have the meaning given to such term in the Georgia Uniform Commercial Code, codified at Title 11 of the Official Code of Georgia Annotated.

Together with all right, title and interest of Seller in and to the following patent and patent applications and trademarks and trademark applications:

PATENTS

ITEM*	TITLE	Serial Number	Docket #	Date Filed
1	Priority Packet Transmission System for Telephony, Latency Sensitive Data, Best Efforts Data and MPEG2 Video Systems in a Shared Transmission Media	60/219,886	0960-010us 0960-052(pct) 0960-018us 0960-109epo 0960-107c 0960-110j 0960-111k 0960-108Ch 0960-120hk 0960-112m	July 21, 2000
2	Capacity Scaling and Functional Element Redistribution within an In-Building Coax Cable Internet Access	60/226,505	0960-012us 0960-053pct 0960-020us 0960-115epo 0960-113c 0960-114Ch 0960-116j 0960-117k 0960-118m 0960-119hk	August 21, 2000

3	Data Scrambling System in a Shared Transmission Media such as Passive Coax Distribution	60/246,684	0960-054pct 0960-014us 0960-021us 0960-123Ch 0960-128m 0960-124epo 0960-125hk 0960-126j 0960-127k 0960-122c	November 8, 2000
4	Multi-Band Coax Extender for Deployment in In-Building Digital Communication Systems	60/267,046	0960-016us 0960-022us 0960-055pct 0960-131epo 0960-129c 0960-130Ch 0960-132j 0960-133k 0960-134m	January 22, 2001
5	Digital Regenerator (resubmit)		0960-023Aus	August 21, 2003
6	Methods for Efficiently Detecting and Polling Downstream Modems in a Shared Transmission Media such as a Passive Coax Distribution on a Tree and Branch Network	60/309,809	0960-019us 0960-025us 0960-056pct 0960-138c 0960-141k 0960-140j 0960-142m	August 3, 2001
7	SMTP Forwarding	60/356,617	0960-058	February 13, 2002
8	Method for Providing Bi-directional Transfers of Signals to and from a Powerline Communication System and a Coaxial Distribution System	60/455,075	PP-JH/TM-02 0960-029us	March 11, 2003
9	VOIP (A Client-Server Architecture for the Delivery of Broadband Services)	10/205,523	3002.1	September 8, 2003

10	A Server Based Control Mechanism for Deployment of WiFi within a Multi- Dwelling Unit	60/536048	PP-JH-DD-TM-01	January 12, 2004
11	Package patent	30-2003-22859	0960-135k 0960-136m 0960-028us 0960-142pct	August 12, 2003
12	911 Controls for VOIP	60/536050	PP-DD-RB-TM-01	January 13, 2004
13	Unique Method for Providing DHCP Services in a Multi-Homed Environment	60/536051	PP-JH-02	January 13, 2004
14	Method for transmitting frames with both data and a polling request	10/357012		February 3, 2003
15	Priority packet transmission system for telephony, latency-sensitive data, best-effort data and video streams in a shared transmission media such as passive coax distribution	09/908754		July 19, 2001
16	Capacity scaling and functional element redistribution within an in-building coax cable internetAccess system	09/933323		August 20, 2001
17	Multi-band coax extender for in-building digital communication systems	10/071007		February 7, 2002
18	Data scrambling system for a shared transmission media	10/010894		November 8, 2001
19	Methods for detecting and polling downstream modems	10/205523		July 25, 2002
20	Bi-directional transfer of signals between a power line communication system and a coaxial distribution system	10/798671	0960-029	March 11, 2004
21	Method and system for providing DHCP service in a multi-homed environment	11/034461 TBD **	12010	January 13, 2005
22	Method for transmitting frames with both data and polling requests	10/357012		February 3, 2003
23	High speed data communications over a local coaxial cable	09/482836	0960-001	January 13, 2000
24	Architecture and method for automatic distributed gain control for internet communications for MDUs and hotels	60/193855	0960-007	March 30, 2000
25	Architecture and method for automatic distributed gain control for modem communications over passive multipoint networks	09/818378	0960-017	March 27, 2001

26	Capacity scaling and functional element redistribution within an in-building coax cable internet access system	09/933323	0960-020	August 20, 2001
27	Repeater for data signals over a tree and branch network	60/496956	0960-023A	August 21, 2003
28	Access appliance device enclosure	29/198744	0960-28	February 4, 2004
29	Access appliance device enclosure	PA/f/2004/000204	0960-136	April 9, 2004
30	Architecture and method for automatic distributed gain control for modem communications over passive multipoint networks	PCT/US 01/09845	0960-051	March 30, 2000
31	Method for transmitting frames with both data and a polling request	PCT/US 03/03248	0960-057	February 4, 2003
32	Method for detecting and polling downstream modems	PCT/US 02/23815		
33	Priority packet transmission method and system in a shared [transmission media]	PCT/US 01/23007		
34	Architecture and method for automatic distributed gain control for modem communications over passive multipoint networks	PCT/US 01/09845		
35	Method for enhanced priority for data communication in MDU and hotel distribution networks	60/193595	0960-008	
36	Technique for RF isolation of a receiver and transmitter in a full duplex system	60/259980	0960-015	January 5, 2001
37	Speech-level and background-noise-level actuated telephone equalizer for the hard of hearing	09/491757	0960-005	January 27, 2000
38	Synchronized half duplex, residential TV coax digital high speed multimedia local area communication system	PCT/US 02/03312		February 5, 2002
39	Synchronized half duplex, residential TV coax digital high speed multimedia local area communication system	U.S. utility application		February 4, 2002
40	Spectral modulation and temporal agility in residential TV coax, digital-high-speed multimedia local area communication systems	60/286847		April 26, 2001
41	Novel methods of coordination and remote control of multiple entertainment systems and services	U.S. provisional and utility	0960-002	
42	Serial binary data transmission system for use on a non-DC path transmission media such as a transformer or capacitor	60/115742	0960-004	
43	Coax approach to home networking	60/365900		March 20, 2002
44	Serial binary data transmission system for use on a non-DC path transmission media such as a transformer or capacitor	09/482373	0960-004	January 13, 2000
45		60/267883		February 10, 2001
46		60/115743	0960-003	January 13, 1999

47		60/115646	0960-003	January 13, 1999
48		09/482657	0960-003	
49		60/117392	0960-005	January 27, 1999
50		60/266435		February 5, 2001
51	Priority Packet Transmission System for Telephony, Latency Sensitive Data, Best Efforts Data and MPEG2 Video Systems in a Shared Transmission Media	09/908,754	0960-018	
52	Repeater for data signals over a tree and branch network	10/924234	0960-030	August 23, 2004
53	Methods for Efficiently Detecting and Polling Downstream Modems in a Shared Transmission Media such as a Passive Coax Distribution on a Tree and Branch Network			
54	Method and system for forwarding SMTP traffic		0960-031	August 13, 2004
55	Capacity Scaling and Functional Element Redistribution within an In-Building Coax Cable Internet Access	2,419,571	0960-113ca	August 21, 2001

TRADEMARKS

App/Reg. No.	Mark	Status	Listed Owner
56 2798746	LIGHT YOUR BUILDING WITH COAX	Registered	Coaxmedia, Inc.
57 2593140	COAXMEDIA	Registered	Coaxmedia, Inc.
58 78020379	SANDDOLLAR	Abandoned	Coaxmedia, Inc.

* ITEM NUMBERS - NOT PART OF ORIGINAL DOCUMENT - HAVE BEEN ADDED FOR CLARITY. 7/20 2/18/2005

** S/N FOR ITEM 21 NOT AVAILABLE AT EXECUTION OF ORIGINAL DOCUMENT. 7/20 2/18/2005