

09-01-2005

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

1. Name of conveying party(ies):

COAXMEDIA, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Georgia
- Other

- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) January 31, 2005

- 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: ARRIS International, Inc.

Internal Address:

Street Address: 3871 Lakefield Drive

City: Suwanee

State: Georgia

Country: U.S. Zip: 30024

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- Other Citizenship

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 L. Doughty

Internal Address:

Street Address: 3871 Lakefield Drive

City: Suwanee

State: Georgia Zip: 30024

Phone Number: 678-473-8697

Fax Number: 678-473-8095

Email Address: john.doughty@arrisi.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

2/23/2005

Date

John L. Doughty
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT RECORDATION FORM COVER SHEET
CONTINUATION

2. Name and address of additional receiving party:

CAP Technologies, L.L.C.
33 Postfach 656
CH-8027
Zurich, Switzerland

4B. 2593140, 78020379

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") is made and entered into as of January 31, 2005 by coaXmedia, Inc., a Georgia corporation ("Seller"), by CAP TECHNOLOGIES LLC, a Delaware limited liability company ("CAP"), and ARRIS INTERNATIONAL, INC., a Delaware corporation ("ARRIS") (CAP and ARRIS are each a "Secured Party", and collectively, the "Secured Parties"), pursuant to a power of sale held by Secured Parties 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 Secured Parties by the Seller pursuant to that certain Security Agreement dated as of January 26, 2004 executed by the Seller in favor of the Secured Parties, and is delivered to and in favor of CAP and ARRIS, jointly, (the "Buyers").

WITNESSETH:

WHEREAS, Seller is hereby executing and delivering, by and through Secured Parties pursuant to a power of sale held by Secured Parties under Section 11-9-610 of the Official Code of Georgia Annotated and pursuant to a power of sale and a power of attorney granted to the Secured Parties by the Seller pursuant to that certain Security Agreement dated as of January 26, 2004 executed by the Seller in favor of the Secured Parties, this Bill of Sale to evidence the vesting in Buyers of all of Seller's 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, the purchase price for the Assets is \$2,491,847 in United States Dollars (the "Purchase Price"), which is payable to Secured Parties by Buyers upon the execution and delivery of this Bill of Sale by credit bid against the debt owing to Secured Parties.

WHEREAS, this Bill of Sale is executed in connection with a public foreclosure sale conducted by Secured Parties on January 31, 2005 pursuant to Sections 11-1-201(31.1) and 11-9-610 of the Official Code of Georgia Annotated of the Assets conveyed hereby.

WHEREAS, this Bill of Sale is executed to evidence the vesting in Buyers of all of Seller's right, title and interest in and to the Assets.

NOW, THEREFORE, in consideration of the Purchase Price, Seller hereby sells, transfers and assigns, 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 Buyers, and Buyers hereby acquire and purchase the Assets from Seller on such terms. The sale is also subject to liens, claims and encumbrances that survive the above-referenced foreclosure sale by operation of law.

NO WARRANTY OR SUPPORT OF SELLER OR SECURED PARTIES. BUYERS AGREE AND ACKNOWLEDGE 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 NEITHER SELLER NOR ANY SECURED PARTY HAS MADE AND DOES 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) NEITHER SELLER NOR ANY SECURED PARTY IS 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. BUYERS FURTHER ACKNOWLEDGE THAT THEY HAVE CONDUCTED THEIR OWN DUE DILIGENCE AS TO ANY MATTERS THAT MAY AFFECT THE ASSETS AND THAT NEITHER SELLER NOR ANY SECURED PARTY HAS MADE ANY REPRESENTATIONS OR WARRANTIES REGARDING THE ASSETS. NEITHER SELLER NOR ANY SECURED PARTY MAKES ANY 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, each Secured Party, on behalf of Seller, has caused this Bill of Sale to be executed by Seller, through such Secured Party pursuant to its power of sale and power of attorney, as of the day and year first set forth above.

COAXMEDIA, INC.

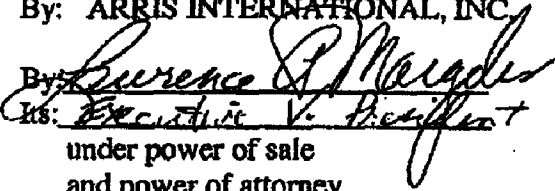
By: CAP TECHNOLOGIES LLC

CREDIT SUISSE TRUST

By: 
Its: B. Appaji

under power of sale
and power of attorney

By: ARRIS INTERNATIONAL, INC.

By: 
Its: Executive V. President

under power of sale
and power of attorney

LOCAL LAW, AND THAT NEITHER SELLER NOR ANY SECURED PARTY HAS MADE AND DOES 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) NEITHER SELLER NOR ANY SECURED PARTY IS 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. BUYERS FURTHER ACKNOWLEDGE THAT THEY HAVE CONDUCTED THEIR OWN DUE DILIGENCE AS TO ANY MATTERS THAT MAY AFFECT THE ASSETS AND THAT NEITHER SELLER NOR ANY SECURED PARTY HAS MADE ANY REPRESENTATIONS OR WARRANTIES REGARDING THE ASSETS. NEITHER SELLER NOR ANY SECURED PARTY MAKES ANY 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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COAXMEDIA, INC.

By: CAP TECHNOLOGIES LLC

By: _____

Its: _____

under power of sale
and power of attorney

By: ARRIS INTERNATIONAL, INC.

By: Lawrence J. Magdes

Its: Executive V. President

under power of sale
and power of attorney

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 Sellers acquired from the Company pursuant to the Original Bills of Sale, 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 Sellers in and to the following patent and patent applications and trademarks and trademark applications (each of which has been acquired from the Company pursuant to the Original Bills of Sale):

PATENTS

TITLE	Serial Number	Docket #	Date Filed
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
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

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
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
Digital Regenerator (resubmit)		0960-023Aus	August 21, 2003
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
SMTP Forwarding	60/356,617	0960-058	February 13, 2002
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
VOIP (A Client-Server Architecture for the Delivery of Broadband Services)	10/205,523	3002.1	September 8, 2003

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

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

	60/115646	0960-003	January 13, 1999
	09/482657	0960-003	
	60/117392	0960-005	January 27, 1999
	60/266435		February 5, 2001
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	
Repeater for data signals over a tree and branch network	10/924234	0960-030	August 23, 2004
Methods for Efficiently Detecting and Polling Downstream Modems in a Shared Transmisson Media such as a Passive Coax Distribution on a Tree and Branch Network			
Method and system for forwarding SMTP traffic		0960-031	August 13, 2004
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
2798746	LIGHT YOUR BUILDING WITH COAX	Registered	Coaxmedia, Inc.
2593140	COAXMEDIA	Registered	Coaxmedia, Inc.
78020379	SANDDOLLAR	Abandoned	Coaxmedia, Inc.