

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/28/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wavestream Corporation		04/28/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Wavestream Corporation
Street Address:	180 Via Verde, Suite 150
City:	San Dimas
State/Country:	CALIFORNIA
Postal Code:	91773
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	78559378	WAVESTREAM
Serial Number:	78559384	GRID AMPLIFIER
Serial Number:	78559381	POWERSTREAM
Serial Number:	78559386	DECK AMPLIFIER
Serial Number:	78559375	SPATIAL POWER ADVANTAGE

**CORRESPONDENCE DATA**

Fax Number: (650)493-6811  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 650-493-9300  
 Email: trademarks@wsgr.com  
 Correspondent Name: Wilson Sonsini Goodrich & Rosati  
 Address Line 1: 650 Page Mill Road  
 Address Line 4: Palo Alto, CALIFORNIA 94304-1050

CH \$140.00 78559378

ATTORNEY DOCKET NUMBER:	32330-900
NAME OF SUBMITTER:	Alyson N. Dinsmore
Signature:	/Alyson N. Dinsmore/
Date:	06/20/2006
Total Attachments: 6 source=wavestream#page1.tif source=wavestream#page2.tif source=wavestream#page3.tif source=wavestream#page4.tif source=wavestream#page5.tif source=wavestream#page6.tif	

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**WAVESTREAM CORPORATION,  
(a California corporation)**

**INTO**

**WAVESTREAM CORPORATION,  
(a Delaware corporation)**

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

Wavestream Corporation, a corporation organized and existing under the laws of the State of California (hereinafter sometimes referred to as the "*California Corporation*")

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California, on the 18th day of September, 2000, and that it was originally incorporated under the name Wavestream Wireless Corporation.

SECOND: That it owns all of the outstanding shares of the capital stock of Wavestream Corporation, a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 27th day of April, 2006 (hereinafter sometimes referred to as the "*Delaware Corporation*").

THIRD: That the California Corporation, by the recitals and resolutions of its Board of Directors, duly adopted on the 27th day of April, 2006 by unanimous written consent pursuant to Section 307(b) of the California Corporations Code of the State of California, attached hereto as Exhibit A, determined to, and effective upon the filing of this Certificate of Ownership and Merger (this "*Certificate*") with the Secretary of State of the State of Delaware, does, merge itself into the Delaware Corporation (the "*Merger*") on the conditions set forth in such resolutions and the Plan of Merger attached hereto as Exhibit B.

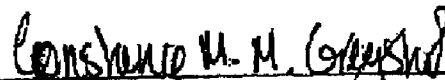
FOURTH: That the outstanding shares of capital stock of the California Corporation approved the Merger by written consent, such that the Merger has been adopted, approved, certified, executed and acknowledged by the California Corporation in accordance with the California Corporations Code of the State of California.

FIFTH: That the Board of Directors of Delaware Corporation duly adopted and approved the Merger and this Certificate by unanimous written consent.

IN WITNESS WHEREOF, the California Corporation has caused this Certificate of Ownership and Merger to be signed by the Chief Executive Officer and Secretary, respectively, of the California Corporation, this 28th day of April, 2006.

WAVESTREAM CORPORATION,  
a California corporation

By:   
Chris L. Branscum, Chief Executive Officer

By:   
Constance M. M. Greystock, Secretary

**EXHIBIT A**

**RESOLUTIONS**

**APPROVAL OF REDOMESTICATION BY MERGER**

**WHEREAS**, in connection with the sale and issuance of shares of newly-created Series A Preferred Stock (the "**Series A Financing**") by Wavestream Corporation (the "**Corporation**"), the Board of Directors believes it is in the best interests of the Corporation to reincorporate the Corporation in the State of Delaware (the "**Redomestication**");

**WHEREAS**, the Redomestication will be effectuated by the formation of a subsidiary of the Corporation to be called Wavestream Delaware, a Delaware corporation ("**Wavestream-Delaware**"), and the merger of the Corporation with and into Wavestream-Delaware, with Wavestream-Delaware as the surviving corporation (the "**Merger**");

**WHEREAS**, there has been presented to the Board drafts of an Agreement and Plan of Merger (the "**Merger Agreement**") and a Certificate of Ownership and Merger (the "**Certificate of Merger**"), providing for (i) the Merger; (ii) the conversion and exchange of each share of Common Stock (the "**California Common Stock**") and Series A-1, Series A-2, Series B-1, Series B-2 and Series B-3 Convertible Preferred Stock (collectively, the "**California Preferred Stock**") of the Corporation outstanding immediately prior to the Redomestication into one share of Common Stock (the "**Delaware Common Stock**") and Series A-1, Series A-2, Series B-1, Series B-2 and Series B-3 Convertible Preferred Stock (collectively, the "**Delaware Preferred Stock**") of Wavestream Delaware, as applicable; (iii) the officers and directors of the Wavestream Delaware immediately following the Redomestication shall be the officers and directors of the Corporation immediately preceding the Redomestication, and (iv) the name of the surviving corporation immediately following the Redomestication shall be Wavestream Corporation, a Delaware corporation;; and

**WHEREAS**, the Board has reviewed the Agreement and the Certificate and determined that it is in the best interests of the Corporation to merge with and into Wavestream-Delaware.

**RESOLVED**, that the Redomestication be, and it hereby is, approved in all respects and that, prior to the closing of the Series A Financing, the officers of the Corporation shall take such actions as may be necessary or appropriate to effectuate the Redomestication by merger of the Corporation with and into Wavestream Delaware pursuant to the provisions of Section 253 of the Delaware General Corporation Law and applicable provisions of the California Corporations Code;

**RESOLVED FURTHER**, that the Merger Agreement and the Certificate of Ownership and Merger (the "**Certificate of Merger**"), in the forms presented to, and reviewed by, this Board, and the terms and conditions thereof, are hereby approved;

**RESOLVED FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and

deliver the Merger Agreement in substantially the form presented to the Board, with such changes as may be determined by such officers, such determination to be conclusively evidenced by the execution thereof by any such officers, and the Secretary of the Corporation be and she hereby is authorized to attest such execution and to execute the Merger Agreement together with such officers;

**RESOLVED FURTHER**, that effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (but subject to the approval of the stockholders of the Corporation), the Corporation shall be merged with and into Wavestream Corporation, which will assume all obligations of the Corporation;

**RESOLVED FURTHER**, that as soon as practicable after the Redomestication (and in any event within six months thereafter) and after the filing of a certificate of satisfaction of the Franchise Tax Board pursuant to Section 1110(f) of the California Corporations Code, a copy of the Certificate of Merger shall be filed with the Secretary of State of California;

**RESOLVED FURTHER**, that the terms and conditions of the Redomestication shall be as those set forth in the Plan of Merger attached as Exhibit A to the Merger Agreement, which provides for, among other things, (i) the Redomestication; (ii) each share of California Common Stock and California Preferred Stock outstanding immediately prior to the Redomestication shall be converted and exchanged for a share of Delaware Common Stock and Delaware Preferred Stock, as applicable (iii) the officers and directors of the Corporation immediately following the Redomestication shall be the officers and directors of Wavestream Delaware immediately preceding the Redomestication; and (iv) the name of the surviving corporation immediately following the Redomestication shall be Wavestream Corporation, a Delaware corporation;

**RESOLVED FURTHER**, that the Merger Agreement and the transactions contemplated thereby be submitted to the Corporation's shareholders for approval and that upon receiving the requisite consents of the Corporation's shareholders, the Redomestication shall be approved;

**RESOLVED FURTHER**, that the officers of the Corporation be, and they hereby are, authorized, directed and empowered to execute and deliver any agreements that they determine to be necessary or appropriate to effect the assumption by Wavestream Corporation of the responsibilities and liabilities of the Corporation under each contract or agreement to which the Corporation is a party at the effectiveness of the Redomestication; and

**RESOLVED FURTHER**, that the officers of this Corporation be, and they hereby are, authorized, directed and empowered to do all such other acts and things as they deem necessary or appropriate to consummate the Redomestication.

## EXHIBIT B

### PLAN OF MERGER

The following corporations are parties to this Plan of Merger:

(i) WAVESTREAM CORPORATION, a California corporation ("*Wavestream-California*") and (ii) WAVESTREAM CORPORATION, a Delaware corporation ("*Wavestream-Delaware*").

1. Wavestream-California owns all of the outstanding shares of Wavestream-Delaware.

2. Wavestream-California shall be merged with and into Wavestream-Delaware (the "Merger").

3. All of the shares of Wavestream-Delaware outstanding immediately prior to the Merger shall thereupon be canceled.

4. Upon the Merger, each outstanding share of common stock, \$0.001 par value per share, of Wavestream-California ("*California Common Stock*") shall be converted into one share of common stock, \$0.001 par value per share, of Wavestream-Delaware ("*Delaware Common Stock*"). Each outstanding share of each of the Series A-1 Convertible Redeemable Preferred Stock, Series A-2 Convertible Redeemable Participating Preferred Stock, Series B-1 Voting Convertible Redeemable Participating Preferred Stock, Series B-2 Non-Voting Convertible Redeemable Participating Preferred Stock, and Series B-3 Voting Convertible Redeemable Participating Preferred Stock of Wavestream-California, \$0.001 par value per share ("*California Preferred Stock*"), shall be converted into one share of, as the case may be, Series A-1 Convertible Redeemable Preferred Stock, Series A-2 Convertible Redeemable Participating Preferred Stock, Series B-1 Voting Convertible Redeemable Participating Preferred Stock, Series B-2 Non-Voting Convertible Redeemable Participating Preferred Stock, and Series B-3 Voting Convertible Redeemable Participating Preferred Stock of Wavestream-Delaware, \$0.001 par value per share ("*Delaware Preferred Stock*").

5. Each holder of shares of Wavestream-California may thereupon surrender the share certificate or certificates to the Secretary of Wavestream-Delaware and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares into which the shares theretofore represented by a certificate or certificates so surrendered shall have been converted.

6. Upon the Merger, each outstanding and unexercised option, warrant, or other right to purchase California Common Stock and California Preferred Stock shall become an option, warrant, or other right to purchase Delaware Common Stock and Delaware Preferred Stock on the basis of one share of Delaware Common Stock or Delaware Preferred Stock for each share of California Common Stock or Delaware Preferred Stock, as the case may be, issuable pursuant to any such option, warrant, or other stock purchase

right, on the same terms and conditions applicable to any such Wavestream-California option, warrant, or other stock purchase right.

7. The officers and directors of Wavestream-California immediately preceding the Merger shall be the officers and directors of Wavestream-Delaware immediately following the Merger.

8. The Certificate of Incorporation of Wavestream-Delaware as in effect immediately preceding the Merger shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

9. The Bylaws of Wavestream-Delaware as in effect immediately preceding the Merger shall continue in full force and effect as the Bylaws of the surviving corporation.

10. The name of the surviving corporation shall be Wavestream Corporation, a Delaware corporation.

11. This Plan of Merger shall be effective immediately upon the filing of this Agreement or a Certificate of Ownership with the State of Delaware.

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