

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/22/1993

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pairgain Technologies, Inc.		09/20/1993	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Pairgain Technologies, Inc.
Street Address:	14402 Franklin Avenue
City:	Tustin
State/Country:	CALIFORNIA
Postal Code:	92780-7013
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2425692	STARGAZER

**CORRESPONDENCE DATA**

Fax Number: (612)332-9081  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612/371-5274  
 Email: rerickson@merchantgould.com  
 Correspondent Name: Scott Johnston  
 Address Line 1: P.O. Box 2910  
 Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:	2316.1311US01
NAME OF SUBMITTER:	Scott W. Johnston
Signature:	/SWJ/

Date:

01/26/2007

**Total Attachments: 4**

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In the office of the Secretary of State  
of the State of California

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF**

**PAIRGAIN TECHNOLOGIES, INC.,**  
a California corporation,  
**WITH AND INTO**  
**PAIRGAIN TECHNOLOGIES, INC.,**  
a Delaware corporation

SEP 22 1993

*Wenck Feng Eu*  
WENCK FENG EU, Secretary of State

The undersigned corporation, PairGain Technologies, Inc., a corporation organized and existing under the laws of the State of California, hereby certifies as follows:

1. This Certificate of Ownership and Merger (the "Certificate") is executed pursuant to Section 253 of the General Corporation Law of the State of Delaware to effect the merger (the "Merger") of PairGain Technologies, Inc., a California corporation ("PairGain California"), with and into PairGain Technologies, Inc., a Delaware corporation ("PairGain Delaware").

2. PairGain California owns all of the issued and outstanding capital stock of PairGain Delaware.

3. Through an Action by Unanimous Written Consent dated as of August 11, 1993, the Board of Directors (the "Board") of PairGain California approved the Merger and adopted the following resolutions:

WHEREAS, the Board has been presented with a proposal to effect a reincorporation of PairGain California in the State of Delaware by incorporating a wholly-owned Delaware subsidiary, PairGain Delaware, and then merging PairGain California with and into PairGain Delaware substantially on the terms set forth in the Agreement and Plan of Merger (the "Merger Agreement") in the form presented to the Board;

WHEREAS, there has been presented to the Board drafts of a Certificate of Incorporation and Bylaws of PairGain Delaware (collectively, the "Delaware Charter Documents");

WHEREAS, upon consummation of the Merger, all of the PairGain California's estate, property, rights, privileges, powers and franchises will be transferred to and become the property of PairGain Delaware as the surviving corporation of the Merger; and

WHEREAS, after review of the Merger Agreement and the Delaware Charter Documents, the Board has determined that it is advisable and in the best interests of PairGain California and its shareholders that PairGain California incorporate and merge with and into PairGain Delaware substantially on the terms and conditions set forth in the Merger Agreement, and therefore to authorize the execution, delivery and performance thereof;

NOW, THEREFORE, BE IT RESOLVED, that PairGain California incorporate PairGain Delaware and thereafter merge with and into PairGain Delaware, such transaction to be substantially in accordance with the terms set forth in the following resolutions and in the form of Merger Agreement presented to the Board, which form, terms and conditions are hereby approved in all material respects;

RESOLVED, FURTHER, that, subject to prior approval by the Board of Directors of PairGain Delaware, PairGain California enter into the Merger Agreement with PairGain Delaware which, among other things, provides that, as a result of the Merger, the separate



**AGREEMENT OF MERGER  
OF  
PAIRGAIN TECHNOLOGIES, INC.**


Charles S. Strauch and Scott O. Davis each hereby certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of PairGain Technologies, Inc., a Delaware corporation.
2. The Merger described in the Certificate of Ownership and Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares of the corporation, designated Common Stock, and the number of shares outstanding of such class is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 20, 1993

  
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Charles S. Strauch,  
Chief Executive Officer

  
\_\_\_\_\_  
Scott O. Davis,  
Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER  
OF  
PAIRGAIN TECHNOLOGIES, INC.**

Charles S. Strauch and Scott O. Davis each hereby certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of PairGain Technologies, Inc., a California corporation.

2. The Merger described in the Certificate of Ownership and Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of a majority of the outstanding shares of each class of the corporation.


4. There are only three classes of shares of the corporation, designated Common Stock, Preferred Stock, Series A, and Preferred Stock, Series B, and the number of shares outstanding of each such class is 865,000, 1,800,000 and 9,178,842, respectively.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 20, 1993



\_\_\_\_\_  
Charles S. Strauch,  
Chief Executive Officer



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Scott O. Davis,  
Secretary