

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/23/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
6797679 Canada Inc.	FORMERLY Spectrum Signal Processing Inc.	06/23/2007	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	Vecima Networks Inc.
Street Address:	4210 Commerce Circle
City:	Victoria, British Columbia
State/Country:	CANADA
Postal Code:	V8Z 6N6
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78843754	WAVEFORM DESIGN STUDIO
Registration Number:	2508598	SOLANO

**CORRESPONDENCE DATA**

Fax Number: (206)340-9599  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 206-340-9619  
 Email: rcumbow@grahamdunn.com  
 Correspondent Name: Robert C. Cumbow - Graham & Dunn PC  
 Address Line 1: 2801 Alaskan Way, Suite 300 - Pier 70  
 Address Line 4: Seattle, WASHINGTON 98121-1128

ATTORNEY DOCKET NUMBER:	20622-CLARK-SOLANO MERGER
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**DOMESTIC REPRESENTATIVE**

OP \$65.00 78843754

Name: G & D, Inc.  
Address Line 1: 2801 Alaskan Way, Suite 300 - Pier 70  
Address Line 4: Seattle, WASHINGTON 98121-1128

NAME OF SUBMITTER:	Robert C. Cumbow
Signature:	<i>/rcc/</i>
Date:	12/20/2007

Total Attachments: 5  
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**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

VECIMA NETWORKS INC.

443067-1

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.



\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

July 1, 2007 / le 1 juillet 2007

Date of Amalgamation - Date de fusion

Canada



Industry Canada  
Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

FORM 9  
ARTICLES OF AMALGAMATION  
(SECTION 185)

FORMULAIRE 9  
STATUTS DE FUSION  
(ARTICLE 185)

1 — Name of the Amalgamated Corporation Denomination sociale de la société issue de la fusion  
**VECIMA NETWORKS INC.**

2 — The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social  
British Columbia

3 — The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
see attached Schedule A

4 — Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu  
If the Corporation is not a "distributing corporation" (as defined in the *Canada Business Corporations Act*), no share of the Corporation may be sold, transferred or otherwise disposed of without the consent of the directors and the directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

5 — Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs  
minimum of 3 and maximum of 10

6 — Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu  
None

7 — Other provisions, if any Autres dispositions, s'il y a lieu  
The directors are authorized to appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected or appointed at the previous annual meeting of shareholders.

8. — The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: 8. — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 183
- 184(1)
- 184(2)

9 — Name of the amalgamating corporations Denomination des sociétés fusionnantes	Corporation No N° de la société	Signature	Date	Title	Tel No No de tél
Vecima Networks Inc.	437546-7		23/06/2007	Director	
6797679 Canada Inc.			23/06/2007	Director	

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**Schedule A  
to Articles of Amalgamation  
of  
Vecima Networks Inc.**

The Corporation is authorized to issue an unlimited number of Common shares and an unlimited number of Preference shares.

The rights, privileges, restrictions and conditions attaching to the Common shares and the Preference shares of the Corporation, in each case as a class, are as follows:

**COMMON SHARES**

**1. Dividends**

Subject to the *Canada Business Corporations Act* (the "Act") and the prior rights of the holders of the Preference shares, the holders of the Common shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial period, such dividends as the directors may in their discretion declare.

**2. Participation in Assets on Dissolution**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of the assets or property of the Corporation among shareholders for the purpose of winding up its affairs, whether voluntary or involuntary, the holders of the Common shares shall, subject to the prior rights of the holders of the Preference shares, be entitled to receive all of the remaining property and assets of the Corporation.

**3. Voting Rights**

The holders of the Common shares shall be entitled to receive notice of, to attend, and to vote at all meetings of the shareholders of the Corporation, and each such share shall confer on the holder the right to one vote in person or by proxy at all meetings of shareholders of the Corporation except meetings at which only holders of a specified class of shares are entitled to attend and vote.

**PREFERENCE SHARES**

**1. Issuable in Series**

The Preference shares may be issued from time to time in one or more series in accordance with and subject to the provisions of the Act. Before the first shares of a particular series are issued, the directors of the Corporation shall by resolution fix the number of shares in such series and determine, subject to any limitations set out in the articles, the designation, rights, privileges, restrictions and conditions attaching to the shares of such series. Before the issue of the first shares of a series, the directors of the Corporation shall send to the Director appointed under the Act articles of amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions as determined by the directors.

**2. No Class Priority**

No rights, privileges, restrictions or conditions attaching to a series of Preference shares shall confer upon the shares of such series a priority in respect of dividends or return of capital over the shares of any other series of Preference shares. The Preference shares of each series shall rank on a parity with the Preference shares of every other series with respect to priority in the payment of dividends, return of capital and in the distribution of assets of the Corporation in the event of the liquidation, dissolution of

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winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

**3. Ranking as to Dividends and Return of Capital**

The Preference shares of each series shall be entitled to a preference and priority over the Common shares of the Corporation and over any other shares of the Corporation ranking junior to the Preference shares with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs.

**4. Voting**

Subject to the rights, privileges, restrictions and conditions that may be attached to a particular series of Preference shares by the directors of the Corporation in accordance with the conditions attaching to the Preference shares, the holders of the Preference shares as a class shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting (except where holders of a specified class or series of shares are entitled to vote separately as a class as provided in the Act).



## Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the Canada Business Corporations Act)

### Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 - Change of Registered Office Address or Form 6 - Changes Regarding Directors

If the space available at item 4 is insufficient, please attach information, on a separate piece of paper, to the form

#### Instructions

4. At least 25 percent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the Canada Business Corporations Act (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

#### 5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form may be signed by a director or an officer of the corporation (subsection 262.1(2) of the CBCA).

#### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 268 of the CBCA is permitted under the Privacy Act. If you require more information, please consult our web site at [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or contact us at 613-941-9042 (Ottawa region) or toll-free at 1 866 333-6556 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca)

File documents online  
(except for Articles of Amalgamation)

**Corporations Canada Online Filing Centre:**

[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

or send documents by mail

**Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0C8**

By Facsimile  
613-941-0999

<b>1</b>	<b>Corporation name</b>
VECIMA NETWORKS INC	

<b>2</b>	<b>Address of registered office (must be a street address)</b>	
4210 Commerce Circle		
NUMBER AND STREET NAME		
Victoria	BC	V8Z 6N6
CITY	PROVINCE/TERRITORY	POSTAL CODE

<b>3</b>	<b>Mailing address (if different from the registered office)</b>	
SAME AS ABOVE <input checked="" type="checkbox"/>		
ATTENTION OF		
NUMBER AND STREET NAME		
CITY	PROVINCE/TERRITORY	POSTAL CODE

<b>4 Members of the board of directors</b>			
FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address)	CANADIAN RESIDENT (Yes/No)
Surinder Ghai	Kumar	3356 Ravenwood Road, Victoria, BC V9C 2X4	Yes
Hugh Charles	Wood	837 8th Avenue N, Saskatoon, SK S7K 2X3	Yes
Barry	Baptie	303-9708 110 St, Edmonton, AB T5K 2W3	Yes
Janice	MacKinnon	101 President's Place, Saskatoon, SK S7N 5C7	Yes
James	Mutter	1715 19th St, West Vancouver, BC V8N 1V3	Yes

<b>5</b>	<b>Declaration</b>
I hereby certify that I have the relevant knowledge and that I am authorized to sign and submit this form	
SIGNATURE	
Surinder Ghai Kumar	250.881.1982 ext 2122
PRINT NAME	TELEPHONE NUMBER
<small>Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 290(1) of the CBCA)</small>	

IC 2904 (2006/12)

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