

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Certificate of Conversion | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Scientific-Atlanta, Inc. | | 12/05/2008 | CORPORATION: GEORGIA |
| RECEIVING PARTY DATA | | | |
| Name: | Scientific-Atlanta, LLC | | |
| Street Address: | 5030 Sugarloaf Parkway | | |
| City: | Lawrenceville | | |
| State/Country: | GEORGIA | | |
| Postal Code: | 30044 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2802263 | SCIENTIFIC ATLANTA | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (650)938-5200 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (650) 988-8500 | | |
| Email: | trademarks@fenwick.com | | |
| Correspondent Name: | Sally M. Abel, Esq. | | |
| Address Line 1: | 801 California Street | | |
| Address Line 2: | Silicon Valley Center | | |
| Address Line 4: | Mountain View, CALIFORNIA 94041 | | |
| ATTORNEY DOCKET NUMBER: | 23764-00071 | | |
| NAME OF SUBMITTER: | Sally M. Abel, Esq. | | |
| Signature: | /sabel/ | | |
| Date: | 01/06/2010 | | |

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Total Attachments: 4

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STATE OF GEORGIA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **12/31/2008** converting

SCIENTIFIC-ATLANTA, INC.
a **Domestic Profit Corporation**

to

SCIENTIFIC-ATLANTA, LLC
a **Domestic Limited Liability Company**

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2008



A handwritten signature in black ink that reads "Karen C Handel". The signature is fluid and cursive.

Karen C Handel
Secretary of State

**CERTIFICATE OF CONVERSION
CONVERTING
SCIENTIFIC-ATLANTA, INC.
INTO
SCIENTIFIC-ATLANTA, LLC**

Pursuant to Section 14-11-212 of the Official Code of Georgia Annotated (the "Code"), the undersigned corporation hereby files this Certificate of Conversion.

The name and jurisdiction of the entity making the election is: **Scientific-Atlanta, Inc.**, a Georgia corporation (the "Corporation").

Pursuant to Section 14-2-1109.1 of the Code, the Corporation elects to become a limited liability company (the "Election").

The Conversion shall become effective at 11:59PM on December 31, 2008 (the "Effective Time").

The Election has been duly approved by the Corporation's sole shareholder as required by Section 14-11-212(a) of the Code.

Attached hereto as **Exhibit A** for filing with this Certificate of Conversion are the Articles of Organization of Scientific-Atlanta, LLC, which are in the form required by Section 14-11-204 of the Code, which set forth the name of the limited liability company in accordance with Section 14-11-207 of the Code and which shall be the Articles of Organization of the limited liability company formed pursuant to the Election unless or until modified in accordance Chapter 11, Title 14 of the Code.

All of the one hundred (100) outstanding shares of the common stock of the Corporation shall be converted into 100% of the outstanding membership interest in the LLC at the Effective Time of the Conversion.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Certificate of Conversion as of December 5, 2008.

SCIENTIFIC-ATLANTA, INC.

By: Steven D. Boyd
Name: Steven D. Boyd
Title: Vice President

SECRETARY OF STATE
CORPORATIONS DIVISION
2008 DEC 16 PM 12:24

State of Georgia
Expedite Conversion 3 Page(s)



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ARTICLES OF ORGANIZATION

OF

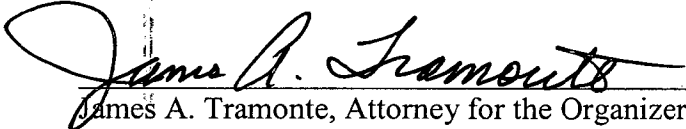
SCIENTIFIC-ATLANTA, LLC

Article 1. Name. The name of the limited liability company is **Scientific-Atlanta, LLC**.

Article 2. Management. Management of the limited liability company is vested in its managers.

Article 3. Registered Agent. The registered agent in the State of Georgia is Corporation Service Company ("CSC"), and all communications with respect to such agency shall be sent to the attention of CSC at 40 Technology Parkway South #300, Norcross, Georgia 30092.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of December 5, 2008.


James A. Tramonte, Attorney for the Organizer

Miller & Martin PLLC
Suite 800
1170 Peachtree Street, N.E.
Atlanta, Georgia 30309
404-962-6415

2008 DEC 16 PM 12:24
SECRETARY OF STATE
CORPORATIONS DIVISION



**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

KAREN HANDEL
Secretary of State

**TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: jsimoneau@millermartin.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

| | | | | | |
|----|--|--------------------------------|------------------|----------|----------|
| 1. | LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank) Scientific-Atlanta, LLC | | | | |
| | LLC Name (List exactly as it appears in articles) | | | | |
| 2. | James A. Tramonte | | 404-962-6150 | | |
| | Name of person filing articles (certificate will be mailed to this person, at address below) | | Telephone Number | | |
| | 1170 Peachtree Street NE - Suite 800 | | | | |
| | Address | | | | |
| | Atlanta | GA | 30309 | | |
| | City | State | Zip Code | | |
| 3. | 5030 Sugarloaf Parkway | | | | |
| | Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box) | | | | |
| | Lawrenceville | GA | 30044 | | |
| | City | State | Zip Code | | |
| 4. | Corporation Service Company | | | | |
| | Name of LLC's Registered Agent in Georgia | | | | |
| | 40 Technology Parkway South, #300 | | | | |
| | Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address) | | | | |
| | Norcross | Gwinnett | GA | 30092 | |
| | City | County | State | Zip Code | |
| 5. | Name and Address of each organizer (Attach additional sheets if necessary) | | | | |
| | James A. Tramonte | 1170 Peachtree Street NE, #800 | Atlanta | GA | 30309 |
| | Organizer | Address | City | State | Zip Code |
| | Organizer | Address | City | State | Zip Code |
| 6. | Mail or deliver the following items to the Secretary of State, at the above address: | | | | |
| | 1) This transmittal form | | | | |
| | 2) Original and one copy of the Articles of Organization | | | | |
| | 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable. | | | | |
| | | | 12/15/08 | | |
| | Authorized Signature | | Date | | |
| | Member, Manager, Organizer or Attorney-in-fact (Circle one) | | | | |
| | Request certificates and obtain entity information via the Internet: http://www.georgiacorporations.org | | | | |