

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/27/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Axerra Networks, Inc.		02/27/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	DragonWave Corp.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2840677	AXERRA NETWORKS	
Registration Number:	2568415	AXERRA	
Registration Number:	2716254	AXN	
Registration Number:	3225883	HPCR	
Registration Number:	3064487	THE PSEUDO-WIRE COMPANY	
Registration Number:	2828241	UNLOCK THE POWER OF YOUR IP NETWORK	
CORRESPONDENCE DATA			
Fax Number:	(215)656-2498		
Phone:	(215)656-2458		
Email:	pto.phil@dlapiper.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	IP Group of DLA Piper LLP (US)		
Address Line 1:	1650 Market Street, Suite 4900		

CH \$165.00 2840677

Address Line 2: One Liberty Place  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	William L. Bartow
Signature:	/william l. bartow/
Date:	03/01/2012

Total Attachments: 6  
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# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AXERRA NETWORKS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DRAGONWAVE CORP." UNDER THE NAME OF  
"DRAGONWAVE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2012, AT 5:52  
O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.

3354456 8100M

120235700



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9395963

DATE: 02-28-12

TRADEMARK  
REEL: 004727 FRAME: 0317

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**AXERRA NETWORKS, INC.**

(a Delaware corporation)

**WITH AND INTO**

**DRAGONWAVE CORP.**

(a Delaware corporation)

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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DragonWave Corp. a corporation organized and existing under the laws of the State of Delaware (the "*Company*"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the issued and outstanding capital stock of Axerra Networks, Inc., a Delaware corporation ("*Subsidiary*").

2. The Company, by the following resolutions adopted on February 27, 2012 by the Board of Directors of the Company, hereby merges Subsidiary into the Company, with the Company as the surviving corporation:

**"Approval of Short Form Merger"**

WHEREAS, DragonWave Corp. (the "*Company*") is the legal and beneficial owner of one hundred percent (100%) of the outstanding capital stock of Axerra Networks, Inc., a Delaware corporation (the "*Subsidiary*").

WHEREAS, it is deemed in the best interests of the Company and its stockholders to consolidate its operations through the merger of the Subsidiary with and into the Company (the "*Merger*") and to assume all of the Subsidiary's liabilities and obligations.

WHEREAS, Section 253 of the Delaware General Corporation Law provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State.

NOW THEREFORE, BE IT RESOLVED, that the Company shall merge the Subsidiary into itself and assume all of the liabilities and obligations of the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law, which shall be effective upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State, substantially in

the form attached hereto as Exhibit A (the "*Certificate of Ownership and Merger*").

RESOLVED FURTHER, that (i) the Certificate of Incorporation shall be amended and restated as set forth on Exhibit A attached hereto, which shall be effective upon filing of the Certificate of Ownership and Merger and (ii) the Bylaws of the Company shall not be amended and shall remain the Bylaws of the surviving corporation.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to make and execute the Certificate of Ownership and Merger setting forth a copy of these resolutions to merge the Subsidiary into the Company and assume the Subsidiary's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware and execute all documents and to take such actions as they may deem necessary or advisable to carry out and perform the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by the officers of the Company prior to the adoption of the foregoing resolutions that are within the authority conferred hereby are hereby ratified, approved and confirmed as the acts necessary in order to carry out and perform the purposes of the foregoing resolutions."

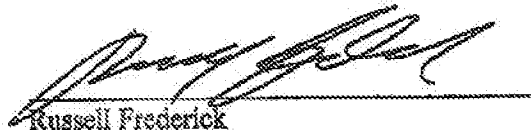
3. This Certificate of Ownership and Merger shall be effective immediately upon its filing with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Ownership and Merger on behalf of DragonWave Corp. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Ownership and Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated: February 27, 2012

DragonWave Corp., a Delaware corporation



Russell Frederick  
Chief Financial Officer, Treasurer  
and Secretary

WRST\22950603.2

TRADEMARK  
REEL: 004727 FRAME: 0320

Exhibit A

Amended and Restated Certificate of Incorporation of DragonWave Corp.

WHSY029506063.2

TRADEMARK  
REEL: 004727 FRAME: 0321

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DRAGONWAVE CORP.

a Delaware corporation

FIRST: The name of the corporation is DragonWave Corp. (the "*Corporation*").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street Wilmington, Delaware 19801 in the County of New Castle. The registered agent of the Corporation at such address is the Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated "*Common Stock*," with a par value of \$0.10 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is Three Thousand (3,000).

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The number of its directors shall be determined in the manner provided in the Bylaws of the Corporation.

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.