

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/20/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Genum Corporation		03/20/2012	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Semtech Canada Inc.
Street Address:	4281 Harvester Road
City:	Burlington, ON
State/Country:	CANADA
Postal Code:	L7L5M4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	4100500	ACTIVECONNECT
Registration Number:	3921556	AVIIA
Registration Number:	3156026	CLEAREGE
Registration Number:	4002637	CLOCKCLEANER
Serial Number:	77363390	ENABLING BRILLIANCE
Registration Number:	3197997	GEN-CLOCKS
Registration Number:	2339501	GENLINX
Registration Number:	1572980	GENNUM
Registration Number:	2892113	HD-LINX
Registration Number:	3311643	LONG REACH
Registration Number:	3426399	SNOWBUSH
Registration Number:	3145643	VISUAL EXCELLENCE
Registration Number:	3151115	VISUAL EXCELLENCE

CH \$365.00 4100500

Registration Number:

3113740

VXP BY GENNUM

CORRESPONDENCE DATA

Fax Number: 4162163930

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 416-216-1906

Email: chris.hunter@nortonrose.com

Correspondent Name: Christopher N. Hunter

Address Line 1: 200 Bay Street, Suite 3800

Address Line 2: Royal Bank Plaza, South Tower

Address Line 4: Toronto, CANADA M5J2Z4

ATTORNEY DOCKET NUMBER:

01023024-0001

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Christopher N. Hunter

Signature:

/chunter/

Date:

07/03/2012

Total Attachments: 15

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SCHEDULE A

4. The director(s) is/are: / Adminstrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident State 'Yes' or 'No' Résident canadien Oui/Non
Emeka Chukwu	3805 Campus Drive Thousand Oaks, California 91360 U.S.A.	No
James Burra	25701 Nellie Gail Rd. Laguna Hills, California 92653 USA	No
James Lindstrom	10228 Foothill Road Sunol, CA 94586	No
Gary Beauchamp	2519 Armour Crescent Burlington, Ontario L7M 4S7 Canada	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

SEMTECH CANADA INC.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Semtech Canada Inc.	2313960	2012	03	20
Gennum Corporation	914853	2012	03	20

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of Common shares; and
An unlimited number of Preference shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

See Schedule B attached.

SCHEDULE B**PREFERENCE SHARES****(a) Dividends**

The holders of the Preference Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, preferential non-cumulative dividends in such amount or in such form or at such rate as the directors may from time to time determine and no dividend may be paid in any year to the holders of the Common Shares or any other class of shares of the Corporation ranking junior to the Preference Shares unless in such year the full amount of the preferential dividend herein provided for shall have been paid to the holders of the Preference Shares prior thereto or simultaneously therewith.

Notwithstanding any provision in these articles to the contrary, no dividend shall be declared and paid or set apart for payment to the holders of any other class of shares of the Corporation if the payment of moneys properly applicable to the payment of such dividend would result in the Corporation having insufficient net assets to redeem the Preference Shares or distribute to the holders of the Preference Shares an amount equal to the Redemption Price for each Preference Share.

(b) Non-Voting

The holders of the Preference Shares shall not be entitled to receive notice of or to attend or vote at meetings of the shareholders of the Corporation provided, however, that the holders of the Preference Shares shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation in accordance with the provisions of the *Business Corporations Act* (Ontario) (the "Act").

(c) Rights on Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation (whether voluntary or involuntary), reduction of capital or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the Preference Shares shall be entitled to receive in respect of each such share, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the Redemption Price (as hereinafter defined). After payment to the holders of the Preference Shares of the amount so payable to such holders as provided herein, the holders shall not be entitled to any further distribution of the property or assets of the Corporation.

(d) Redemption at the Option of the Corporation

Subject to the Act, the Corporation shall, at its option, be entitled to redeem at any time or times all or any part of the Preference Shares registered in the name of any holder of any such Preference Shares on the books of the Corporation with or without the consent of such holder by giving notice in writing to such holder specifying:

- (i) that the Corporation desires to redeem all or any part of the Preference Shares registered in the name of such holder;
- (ii) if only a part of the Preference Shares registered in the name of such holder is to be redeemed, the number thereof to be so redeemed;
- (iii) the business day (in this paragraph referred to as the "redemption date") on which the Corporation desires to redeem such Preference Shares. Such notice shall specify a redemption date which shall not be less than two (2) days after the date on which the

notice is given by the Corporation or such shorter period of time as the Corporation and the holder of any such Preference Shares may agree; and

- (iv) the place of redemption.

The Corporation shall, on the redemption date, redeem all Preference Shares required to be redeemed by paying to such holder an amount equal to the Redemption Price for each Preference Share on presentation and surrender of the certificate(s) for the Preference Shares so called for redemption at such place as may be specified in such notice. The certificate(s) for such Preference Shares shall thereupon be cancelled and the Preference Shares represented thereby shall thereupon be redeemed. Such payment shall be made by delivery to such holder of a cheque in the amount of, or, at the option of the Corporation, a demand note with a principal amount equal to, the aggregate Redemption Price for the Preference Shares to be redeemed. From and after the redemption date, such Preference Shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Preference Shares in respect thereof unless payment of the said Redemption Price is not made on the redemption date, in which case the rights of the holder of the said Preference Shares shall remain unaffected until payment in full of the Redemption Price.

Where at any time some but not all of such Preference Shares are to be redeemed the Preference Shares to be redeemed shall be selected by lot in such manner as the board of directors determines, or as nearly as may be in proportion to the number of Preference Shares registered in the name of each holder, or in such other manner as the board of directors determines.

If less than all Preference Shares represented by a certificate are redeemed, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Preference Shares which have not been redeemed.

(e) Redemption at the Option of the Holder

Subject to the Act, a holder of Preference Shares shall be entitled to require the Corporation to redeem at any time or times any Preference Shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at its registered office a share certificate or certificates representing the Preference Shares which the holder desires to have the Corporation redeem together with a request in writing specifying (in this paragraph referred to as a "redemption demand"):

- (i) that the holder desires to have the Preference Shares represented by such certificate redeemed by the Corporation; and
- (ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Preference Shares. The redemption demand shall specify a redemption date which shall not be less than two (2) days after the date on which the redemption demand is tendered to the Corporation or such other date as the holder and the Corporation may agree.

The Corporation shall, on such redemption date, redeem all Preference Shares required to be redeemed by paying to such holder an amount equal to the Redemption Price for each Preference Share on presentation and surrender of the certificate(s) for the Preference Shares to be so redeemed at the registered office of the Corporation. The certificate(s) for such Preference Shares shall thereupon be cancelled and the Preference Shares represented thereby shall thereupon be redeemed. Such payment shall be made by delivery to such holder of a cheque in the amount of, or, at the option of the Corporation, a demand note with a principal amount equal to, the aggregate Redemption Price for the Preference Shares to be redeemed. From and after the redemption date, such Preference Shares shall cease to be entitled to dividends and the holder thereof shall not be entitled to exercise any of the rights of holders of Preference Shares in respect thereof unless payment of the said Redemption Price is not

made on the redemption date, in which case the rights of the holder of the said Preference Shares shall remain unaffected until payment in full of the Redemption Price.

If less than all Preference Shares represented by a certificate are redeemed, the holder shall be entitled to receive, at the expense of the Corporation, a new certificate representing the Preference Shares which have not been redeemed.

(f) **Definition**

Redemption Price of a Preference Share shall be the aggregate of \$1.00 in respect of each Preference Share and any dividend declared thereon and unpaid.

COMMON SHARES

(a) **Voting Rights**

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Common Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Common Shares, each holder of Common Shares shall be entitled to one (1) vote in respect of each Common Share held by that holder.

(b) **Dividends**

The holders of the Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preference Shares and any other class of shares of the Corporation, to receive any dividend declared by the Corporation.

(c) **Rights on Dissolution**

The holders of the Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preference Shares and any other class of shares of the Corporation, to receive the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Shares issued by the Corporation shall not be transferred without the consent of either (i) the directors evidenced by a resolution passed or signed by them and recorded in the books of the Corporation or (ii) the holders of a majority in number of the outstanding voting shares of the Corporation.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

None

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

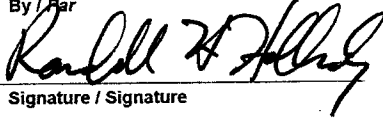
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

SEMTECH CANADA INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

RANDALL H. HOLLIDAY
Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR
Description of Office / Fonction

GENNUM CORPORATION

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

EMEKA CHUKWILA
Print name of signatory /
Nom du signataire en lettres moulées

DIRECTOR
Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A-1"

) IN THE MATTER of the *Business Corporations Act*
) (Ontario) and the articles of amalgamation of
) Semtech Canada Inc. and Gennum Corporation
)
)

STATEMENT OF DIRECTOR OR OFFICER

I, EMEKA CHUKWU, of the City of Thousand Oaks, in the State of California, solemnly state that:

1. I am the President of Semtech Canada Inc., one of the amalgamating corporations, (hereinafter called the Corporation), and as such have personal knowledge of the matter herein deposed to:
2. There are reasonable grounds for believing that:
 - (a) Each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that:
 - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
 - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
4. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 5th day of March, 2012.



Emeka Chukwu, President

SCHEDULE "A-2"

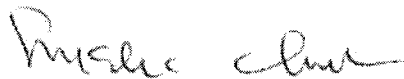
) IN THE MATTER of the *Business Corporations Act*
) (Ontario) and the articles of amalgamation of
) Semtech Canada Inc. and Gennum Corporation
)
)

STATEMENT OF DIRECTOR OR OFFICER

I, EMEKA CHUKWU, of the City of Thousand Oaks, in the State of California, solemnly state that:

1. I am a director of Gennum Corporation, one of the amalgamating corporations, (hereinafter called the Corporation), and as such have personal knowledge of the matter herein deposed to:
2. There are reasonable grounds for believing that:
 - (a) Each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that:
 - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
 - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
4. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 20th day of March, 2012.



Emeka Chukwu, Director

SCHEDULE B (PART 1 OF 2)

**SEMTECH CANADA INC.
(the Corporation)**

RESOLUTION OF THE SOLE SHAREHOLDER

RESOLVED THAT:

1. The amalgamation of the Corporation and Genum Corporation (Genum) under the *Business Corporations Act* (Ontario) pursuant to subsection (1) of Section 177 thereof, be and the same is hereby approved;
2. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario), and without affecting the validity of the incorporation and existence of the Corporation and Genum under their articles of incorporation and of any act done thereunder, all shares of the authorized capital of Genum, including all such shares which have been issued and are outstanding be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of the Corporation;
4. The name of the amalgamated corporation shall be Semtech Canada Inc.;
5. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
6. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
7. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

CERTIFIED to be a true and correct copy of a resolution passed by the sole Shareholder of the Corporation on the 20th day of March, 2012, which resolution is still in full force and effect as at the date hereof.

DATED this 20th day of March, 2012.



Randall H. Holliday, Secretary

SCHEDULE B (PART 2 OF 2)

**GENNUM CORPORATION
(the Corporation)**

RESOLUTION OF THE BOARD OF DIRECTORS

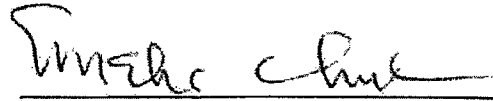
RESOLVED THAT:

1. The Corporation does hereby reduce the stated capital of the common shares of the Corporation to one dollar (\$1.00) and no amount in respect of the reduction shall be paid or distributed to the shareholder of the Corporation;
2. The amalgamation of the Corporation and Semtech Canada Inc. (**Semtech**) under the *Business Corporations Act* (Ontario) pursuant to subsection (1) of Section 177 thereof, be and the same is hereby approved;
3. Subject to the issuance of a Certificate of Amalgamation pursuant to the *Business Corporations Act* (Ontario), and without affecting the validity of the incorporation and existence of the Corporation and Semtech under their articles of incorporation and of any act done thereunder, all shares of the authorized capital of [the Corporation], including all such shares which have been issued and are outstanding be and the same are hereby cancelled without any repayment of capital in respect thereof;
4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of incorporation of Semtech;
5. The name of the amalgamated corporation shall be Semtech Canada Inc.;
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of Semtech;
7. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
8. Any director or officer of the Corporation be and is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing.

[Remainder of page intentionally left blank]

CERTIFIED to be a true and correct copy of a resolution passed by all the directors of the Corporation on the 20th day of March, 2012, which resolution is still in full force and effect as at the date hereof.

DATED this 20th day of March, 2012.



Emeka Chukwu, Director