

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM434234

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Conexant Systems, Inc.		07/12/2013	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Lakestar Semi Inc.
Street Address:	1901 Main Street, Suite 300
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2527871	CONEXANT
Registration Number:	2778090	CONEXANT
Registration Number:	2532487	
Registration Number:	2736991	C
Registration Number:	2753392	C CONEXANT
Registration Number:	2530331	C O N E X A N T
Registration Number:	2528059	CONEXANT
Registration Number:	2528063	CONEXANT
Registration Number:	2550994	CONEXANT
Registration Number:	2437153	
Registration Number:	2762380	NETWAITING
Registration Number:	2962456	DIGICOLOR

CORRESPONDENCE DATA

Fax Number: 2142000853

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

Phone: 2146515193

Email: cynthia.holland@haynesboone.com

OP \$315.00 2527871

Correspondent Name: Cynthia Holland, Haynes and Boone, LLP
Address Line 1: 2323 Victory Ave., Suite 700
Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER: 70548.708_83329

NAME OF SUBMITTER: Cynthia Holland

SIGNATURE: /Cynthia Holland/

DATE SIGNED: 07/07/2017

Total Attachments: 10

source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page1.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page2.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page3.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page4.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page5.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page6.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page7.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page8.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page9.tif
source=1. Change of Name (Conexant Systems, Inc. to Lakestar Semi Inc.)#page10.tif

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 RESTATED CERTIFICATE OF "CONEXANT SYSTEMS, INC.", CHANGING ITS NAME FROM "CONEXANT SYSTEMS, INC." TO "LAKESTAR SEMI INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2013, AT 11:26 O'CLOCK A.M.

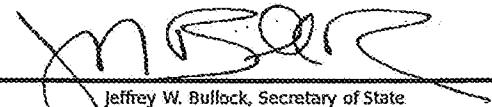
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2650153 8100

130871934

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0581303

DATE: 07-12-13

TRADEMARK
REEL: 006100 FRAME: 0955

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION
OF
CONEXANT SYSTEMS, INC.

Conexant Systems, Inc. (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("*DGCL*"), hereby certifies as follows:

1. The name of the Corporation is Conexant Systems, Inc.
2. The Corporation was originally incorporated under the name Rockwell Semiconductor Systems, Inc. and the date of filing of the original certificate of incorporation was September 16, 1996, as amended and restated on April 18, 2011.
3. This Amended and Restated Certificate of Incorporation amends and restates in its entirety the Certificate of Incorporation of the Corporation, as amended.
4. On February 28, 2013, the Corporation filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") with the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*").
5. This Amended and Restated Certificate of Incorporation has been deemed approved without the need for board of directors or stockholder approval pursuant to Section 303 of the DGCL because it has been authorized pursuant to the Chapter 11 Plan of Reorganization, as confirmed on June 6, 2013 by the Bankruptcy Court (the "*Plan*").
6. This Amended and Restated Certificate of Incorporation has been duly executed and acknowledged by an officer of the Corporation designated by order of the Bankruptcy Court in accordance with the provisions of Sections 242, 245 and 303 of the DGCL.
7. The text of the Certificate of Incorporation is hereby amended and restated to read as follows:

ARTICLE I
NAME

The name of the corporation is Lakestar Semi Inc. (the "*Corporation*").

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE III
REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801 and the name of the Corporation's initial registered agent at such address is The Corporation Trust Company.

ARTICLE IV
CAPITALIZATION

Section 4.1 Authorized Capital Stock. The total number of shares of capital stock that the Corporation is authorized to issue is One Thousand One Hundred (1,100) shares, divided into two classes consisting of (a) One Thousand (1,000) shares of common stock, par value \$0.01 per share ("*Common Stock*"), and (b) One Hundred (100) shares of preferred stock, par value \$0.01 per share ("*Preferred Stock*"). To the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code, the Corporation shall not issue any non-voting equity securities; provided, however, the foregoing restriction will (a) have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) only have such force and effect for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

Section 4.2 Preferred Stock.

(a) Shares of Preferred Stock may be issued in one or more series from time to time, with each such series to consist of such number of shares and to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the board of directors of the Corporation (the "*Board*") and included in a certificate of designations (a "*Preferred Stock Designation*") filed pursuant to the DGCL, and the Board is hereby expressly vested with the authority, to the full extent now or hereafter provided by law, to adopt any such resolution or resolutions. The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the dividend rate or rates on the shares of that series, the terms and conditions upon which and the periods in respect of which dividends shall be payable, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board shall determine;

(v) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in the event of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) the rights of the shares of that series in the event of voluntary or involuntary liquidation, distribution of assets, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) any other relative rights, powers, and preferences, and the qualifications, limitations and restrictions thereof, of that series.

(b) Subject to the rights of the holders of any series of Preferred Stock pursuant to the terms of this Certificate (including any Preferred Stock Designation), the number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock, irrespective of the provisions of Section 242(b)(2) of the DGCL.

(c) Each holder of shares of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that except as otherwise required by law or this Certificate (including a Preferred Stock Designation), holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate (including any Preferred Stock Designation) or pursuant to the DGCL.

ARTICLE V MANAGEMENT OF THE CORPORATION

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, and of its directors and stockholders:

Section 5.1 Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors constituting the Board of Directors shall not be fewer than three (3) and not more than nine (9), initially the number of directors constituting the Board of Directors shall be set at four (4) directors. Subject to the previous sentence, the precise number of directors, other than those who

may be elected by the holders of one or more series of Preferred Stock, as may exist from time to time, voting separately by class or series, shall be fixed from time to time pursuant to a resolution adopted by the Board of Directors or by the stockholders at an annual meeting of the stockholders. The election of directors need not be by written ballot.

Section 5.2 Waiver of Corporate Opportunities.

(a) In recognition and anticipation that (i) stockholders (other than stockholders who are employees of the Corporation or any of its subsidiaries) and their Affiliates may now engage, may continue to engage, or may, in the future, decide to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, and (ii) members of the Board of Directors who are not employees of the Corporation ("*Non-Employee Directors*") and their respective Affiliates may now engage, may continue to engage, or may, in the future, decide to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, the provisions of this Article FIFTH, Section 5.2 are set forth to regulate and define the conduct of certain affairs of the Corporation with respect to certain classes or categories of business opportunities as they may involve the stockholders, the Non-Employee Directors or their respective Affiliates and the powers, rights, duties and liabilities of the Corporation and its directors, officers and stockholders in connection therewith. For purposes of this Article FIFTH, "*Affiliates*" means (x) with respect to any specified individual, partnership, corporation, limited liability company, association, joint stock company, trust, joint venture, unincorporated organization or other entity (each, a "*Person*") (other than the Corporation and its Affiliates), any other Person (other than the Corporation and its Affiliates) that, directly or indirectly, is controlled by, controls or is under common control with such specified Person and shall include any principal, member, director, partner, stockholder, officer, employee or other representative of any of the foregoing, (y) in respect of a Non-Employee Director, such Non-Employee Director's employer and its Affiliates and any Person that, directly or indirectly, is controlled by such Non-Employee Director (other than the Corporation and its Affiliates) and (z) in respect of the Corporation (and any of its Affiliates), any Person that, directly or indirectly, is controlled by the Corporation.

(b) Except as specifically provided in this Article FIFTH, Section 5.2, none of (i) the stockholders (other than stockholders who are employees of the Corporation or any of its subsidiaries) or any of their Affiliates or (ii) any Non-Employee Director or any of his or her Affiliates (the Persons identified in (i) and (ii) above (including their respective Affiliates) being referred to, collectively, as "*Identified Persons*") shall have any duty to refrain, directly or indirectly, from (x) engaging in a corporate opportunity in the same or similar business activities or lines of business in which the Corporation or any of its Affiliates now engages or proposes to engage or (y) otherwise competing with the Corporation, and, to the fullest extent permitted by the DGCL, no Identified Person shall be liable to the Corporation or its stockholders for breach of any fiduciary duty solely by reason of the fact that such Identified Person engages in any such activities.

(c) Except as specifically provided in this Article FIFTH, Section 5.2, in the event that any Identified Person acquires knowledge of a potential transaction or other business opportunity both for itself or himself and the Corporation or any of its Affiliates, such Identified Person shall have no duty to communicate or offer such transaction or other business opportunity to the Corporation or any of its Affiliates and, to the fullest extent permitted by the DGCL, shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty solely by reason of the fact that such Identified Person pursues or acquires such corporate opportunity for itself or himself, or offers or directs such corporate opportunity to or for another Person. The Corporation hereby renounces any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunities which may be a corporate opportunity for both an Identified Person and the Corporation or any of its Affiliates, except as specifically provided in this Article FIFTH, Section 5.2.

(d) The Corporation does not renounce its interest in any corporate opportunity offered to any Non-Employee Director if such opportunity is expressly offered to such Person solely in his or her capacity as a director of the Corporation and the provisions of Parts (a), (b) and (c) of this Article FIFTH, Section 5.2 shall not apply to any such opportunity.

ARTICLE VI
LIMITATION OF DIRECTOR LIABILITY;
INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 6.1 Limitation of Director Liability. To the fullest extent that the DGCL or any other law of the State of Delaware as the same exists or is hereafter amended permits the limitation or elimination of the liability of directors, no person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or amendment of this Section 6.1 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 6.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 6.2 Indemnification and Advancement of Expenses.

(a) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*proceeding*") by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (an "*indemnitee*"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in

any other capacity while serving as a director, officer, employee or agent, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection with such proceeding. The right to indemnification conferred by this Section 6.2 shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition; provided, however, that, if the DGCL requires, an advancement of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnitee is not entitled to be indemnified for the expenses under this Section 6.2 or otherwise. The rights to indemnification and advancement of expenses conferred by this Section 6.2 shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. Notwithstanding the foregoing provisions of this Section 6.2, except for proceedings to enforce rights to indemnification and advancement of expenses, the Corporation shall indemnify and advance expenses to an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board.

(b) In the event that any indemnitee is entitled to indemnification hereunder and such indemnitee is also entitled to, or has received, indemnification by any Other Indemnitors, whether pursuant to any agreement, the governing or constituent documents of any entity or by applicable law, then (a) the Corporation shall be the indemnitor of first resort (i.e., its obligations to any indemnitee are primary and any obligation of the Other Indemnitors to advance expenses or to provide indemnification for the same expenses or liabilities incurred by any indemnitee are secondary), (ii) the Corporation shall be required to advance the full amount of expenses incurred by any indemnitee and shall be liable for the full amount of all expenses, judgments, penalties, fines and amounts paid in settlement to the extent legally permitted and as required by the terms of this Certificate of Incorporation or the By Laws (or any other agreement between the Corporation and an indemnitee), without regard to any rights an indemnitee may have against the Other Indemnitors, and, (iii) the Corporation hereby irrevocably waives, relinquishes and releases the Other Indemnitors from any and all claims against the Other Indemnitors for contribution, subrogation or any other recovery of any kind in respect thereof. No advancement or payment by the Other Indemnitors on behalf of a indemnitee with respect to any claim for which such indemnitee has sought indemnification from the Corporation shall affect the foregoing and the Other Indemnitors shall have a right of contribution and/or be subrogated to the extent of such advancement or payment to all of the rights of recovery of an indemnitee against the Corporation.

(c) Persons who are not covered by the foregoing provisions of this Section 6.2 and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board.

(d) For purposes of this Section 6.2, references to "*the Corporation*" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a

constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Section 6.2 with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Section 6.2, "Other Indemnitors" shall mean (a) any employer of an indemnitee; (b) any entity in which an indemnitee is a partner, member or equity holder; (c) any entity for whom an indemnitee is serving as a manager, director or officer of the Corporation at the request of such entity; (d) any insurer of an Other Indemnitor, and in each such case, an indemnitee has certain rights to indemnification and/or insurance provided by such entity in connection with his or her service as a director.

(e) The rights to indemnification and advancement of expenses conferred on any indemnitee by this Section 6.2 shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law; this Certificate, the By-Laws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(f) Any repeal or amendment of this Section 6.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 6.2, shall, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and shall not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(g) This Section 6.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

ARTICLE VII BY-LAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the By-Laws of the Corporation. The By-Laws also may be adopted, amended, altered or repealed by the stockholders.

ARTICLE VIII AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate (including any Preferred Stock Designation), in the manner now or hereafter prescribed by this Certificate and the DGCL; and except as set forth in Article SIXTH, all rights, preferences and privileges herein conferred upon stockholders, directors or any other

persons by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article.

ARTICLE IX
MEETINGS OF STOCKHOLDERS

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws. Any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation to its registered office in the State of Delaware, the Corporation's principal place of business, or the Secretary.

ARTICLE X
ANTI-TAKEOVER STATUTE

The Corporation elects not to be governed by Section 203 of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, Conexant Systems, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed on July 12, 2013.

CONEXANT SYSTEMS, INC.

By: /s/ Jay Schoenfarber

Name: Jay Schoenfarber

Title: Vice President