05-07-2003



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof  1. Name of conveying party(les):  Next Level Communications, L.P., a Delaware limited partnership  5 - 2 - 0 7  Additional name(s) of conveying party(les)  Next Level Communications, L.P., a Delaware limited partnership  5 - 2 - 0 7  Additional name(s) of conveying party(les)  Next Level Communications, Inc., a Nature of Conveyance:  Assignment  Security Agreement  Change of Name  City:  Execution Date:  November 12, 1999  Additional name(s) & Zip; 94928  Additional name(s) & Additional name(s	Form PTO-1595 (Rev. 03/01)			
1. Name of conveying party(ies):  Next Level Communications, L.P., a Delaware limited partnership  5 - 2 - 0 7  Additional name(s) of conveying party(ies)  Security Agreement  Other  Execution Date:  November 12, 1999  4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the new application ho.(s):  A Patent Application No.(s):  5. Name and address of receiving party(ies)  NEXT LEVEL COMMUNICATIONS, INC., a Name: Delaware corporation internal Address:  Street Address:  Next Level Communications, Inc. 6085 State Farm Drive  City:  Rohnert Park  State:  City:  Rohnert Park  State:  City:  Rohnert Park  State:  Additional name(s) & address(s) attached:  Yes x No  Additional number(s):  If this document is being filed together with a new application, the execution date of the new application his:  A. Patent Application No.(s):  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: COVINGTON & BURLING  Internal Address: Patent Docketing  Street Address:  101 Pennsylvania Avenue, N.W.  City:  Washington  DC 20004-2401  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Anthony S. Yoo, Reg. No. 45,540  Name of Person Signing  2. Name and address of receiving party to Mark Delaware corporation internal address:  Street Address:  Street Address:  Next Level Communications, Inc. 6085 State Farm Drive  City:  Rohnert Park  State:  City:  Rohnert Park  St	OMB No. 0651-0027 (exp. 5/31/2002)	10244147	<sup>7</sup> 6	
Next Level Communications, L.P., a Delaware limited partnership    S-2-0-7   Security Agreement   Yes   X No	To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof			
partnership    Security Agreement	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		Name and address of receiving party(ies)	
Additional name(s) of conveying perty(les)  Additional name(s) of conveying perty(les)  Assignment  Security Agreement  Change of Name  Other  Execution Date:  November 12, 1999  Additional name(s) & Additional name(s)	partnership			
attached?  3. Nature of Conveyance:  Assignment  Security Agreement  Change of Name  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & address(es) attached:  A Patent Application No.(s):  B. Patent No.(s):  B. Patent No.(s):  B. Patent No.(s):  B. Patent No.(s):  Sourcering document should be mailed:  Name: COVINGTON & BURLING  Internal Address:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & address(es) attached:  Per x No  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & address(es) attached:  Per x No  Additional numbers attached?  Per x No  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & address(es) attached:  Per x No  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & address(es) attached:  B. Patent No.(s):  Source Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Address(es) attached:  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Addresses  City: Rohnert Park  State: CA  Zip: 94928  Additional name(s) & Addresses  City: Rohnert Park  St		5-2-07	THE CONTRACT OF THE CONTRACT O	
Assignment	attached?	Yes x No		
Security Agreement Change of Name Other Execution Date: November 12, 1999 Additional name(s) & address(es) attached: Yes x No  4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the new application is:  A. Patent Application No.(s):  B. Patent No.(s):  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: COVINGTON & BURLING Internal Address: Patent Docketing Street Address: 1201 Pennsylvania Avenue, N.W.  City: State: Zip: Washington  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Anthony S. Yoo, Reg. No. 45,540 Name of Person Signing  City: Rohnert Park State: CA		Merger		
Execution Date: November 12, 1999  Additional name(s) & address(es) attached: Yes x No  4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the new application is: A. Patent Application No.(s):  B. Patent No.(s): 5.907,552  Additional numbers attached? Yes x No  Additional numbers attached? Image: Additional numbers attached? Image: Address: 5. Name and address of party to whom correspondence concerning document should be mailed: Name: COVINGTON & BURLING Internal Address: Patent Docketing Street Address: 1201 Pennsylvania Avenue, N.W.  City: State: Zip: Washington DC 20004-2401  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Anthony S. Yoo, Reg. No. 45,540 Name of Person Signing  Additional name(s) & additio		╡	City: Rohnert Park	
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If this document is being filed together with a new application, the execution date of the new application is:  A. Patent Application No.(s):  B. Patent No.(s):  5,907,552  Additional numbers attached?  Yes  No  Additional numbers attached?  Yes  No  6. Total number of applications and patents involved:  1  7. Total fee (37 CFR 3.41)  X Enclosed  Internal Address: Patent Docketing  Street Address: 1201 Pennsylvania Avenue, N.W.  City:  Washington  State: Zip:  DC 20004-2401  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Anthony S. Yoo, Reg. No. 45,540  Name of Person Signing  Name of Person Signing  Additional numbers attached?  Yes  Antion (s)  Fortal number of applications and patents involved:  1  7. Total fee (37 CFR 3.41)  X Enclosed  Authorized to be charged to deposit account (Form 2038 enclosed)  8. Deposit account number:  50-0740  (Attach duplicate copy of this page if paying by deposit account)  Anthony S. Yoo, Reg. No. 45,540  Name of Person Signing  Name of Person Signing  Additional number attached?  Yes  No.  Antion (s)  1  7. Total fee (37 CFR 3.41)  X Enclosed  Authorized to be charged to deposit account (Form 2038 enclosed)  8. Deposit account number:  50-0740  (Attach duplicate copy of this page if paying by deposit account)  Anthony S. Yoo, Reg. No. 45,540  April 29, 2003  Name of Person Signing  Name of Person Signing	Execution Date: Novem	ber 12, 1999		
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Washington  DC 20004-2401  Attach duplicate copy of this page if paying by deposit account)  DO NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.  Anthony S. Yoo, Reg. No. 45,540  Name of Person Signing  Name of Person Signing			8. Deposit account number:	
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Anthony S. Yoo, Reg. No. 45,540 Name of Person Signing  Anthony S. Yoo, Reg. No. 45,540 Name of Person Signing  April 29, 2003 Date	9. Statement and signature.			
Name of Person Signing Date	To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.			
Total number of pages including cover sheet, attachments, and documents: 5				

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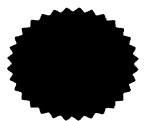
DC: 819070-1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEXT LEVEL COMMUNICATIONS L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "NEXT LEVEL COMMUNICATIONS, INC." UNDER THE NAME OF "NEXT LEVEL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



AUTHENTICATION: 2098137

3088293 8100M

020712092

DATE: 11-19-02

**PATENT** 

REEL: 014007 FRAME: 0082

STATE OF DELAMARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 04:30 PM 11/12/1999 991482203 - 3088293

### CERTIFICATE OF MERGER

### MERGING

#### NEXT LEVEL COMMUNICATIONS L.P.

### WITH AND INTO

NEXT LEVEL COMMUNICATIONS. INC.

## UNDER SECTION 263 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

#### AND

# UNDER SECTION 17-211 OF THE REVISED UNIFORM LIMITED PARTNERSHIP ACT OF THE STATE OF DELAWARE

Pursuant to Section 263(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Section 17-211(c) of the Revised Uniform Limited Partnership Act of the State of Delaware (the "DRULPA"). Next Level Communications, Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger (the "Merger") of Next Level Communications L.P., a Delaware limited partnership (the "Partnership"), with and into the Corporation (as the surviving corporation of the Merger, the "Surviving Corporation"):

FIRST: That the names and states of domicile of the Corporation and the Partnership, which are the constituent entities in the Merger, are as follows:

Name State

Next Level Communications, Inc. Delaware Next Level Communications L.P. Delaware

SECOND: That an Agreement and Plan of Merger dated as of November 9, 1999 (the "Merger Agreement") by and among General Instrument Corporation, Spencer Trask Investors LLC, the general partner of the Partnership (the "General Partner"), Next Level Communications, a California corporation and the limited partner of the Partnership (the "Limited Partner"), the Partnership and the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and the Partnership in accordance with Section 263(c) of the DGCL and Section 17-211(c) of the DRULPA.

THIRD: That the name of the Surviving Corporation shall be Next Level Communications. Inc.

032450-0002-02410-99AMGKET CRT

FOURTH: That the Restated Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Next Level Communications, Inc. 6085 State Farm Drive, Robmert Park, California 94928

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any partner of the Partnership and any stockholder of the Corporation.

SEVENTH: That this Certificate of Merger shall be effective at 4:30 p.m., Eastern Time, on November 12, 1999 in accordance with the provisions of Sections 103 and 263 of the DGCL and Sections 17-206 and 17-211 of the DRULPA.

[This space intentionally left blank.]

032450-0002-02410-99AMTHR7-CWT

IN WITNESS WHEREOF, Next Level Communications, Inc. has caused this Certificate of Merger to be signed by its Senior Vice President, Chief Financial Officer, Treasurer and Secretary, James T. Wandrey, this 12th \_\_\_ day of November, 1999.

NEXT LEVEL COMMUNICATIONS, INC.

Bv.

Namer James T. Wandrey

Title: Senior Vice President, Chief Financial Officer, Treasurer and Secretary

032450-0002-02410-99AMRRET-CHT



Docket No.: 025684.9703-US01

(PATENT)

## IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Patent Application of: Kenneth M. Buckland, et al

Patent No.: 5,907,552 Group Art Unit: 2731

Patent Application No.: 08/706,573 Examiner: K. Yao

Issued: May 25, 1999

For: FTTC INTERFACE CIRCUITRY AS A

PHYSICAL LAYER ENTITY

### TRANSMITTAL LETTER

**Box Assignments**Commissioner for Patents

Washington, DC 20231

Dear Sir:

Enclosed are the following items for filing in connection with the above-referenced

Patent:

- 1. Fee Transmittal;
- 2. Recordation Form Cover Sheet for Affidavit of Keith A. Zar, Esq., attesting to assignment of patent application by Next Level Communications, a California corporation, to Next Level Communications, L.P., a Delaware limited partnership;
- 3. Affidavit of Keith A. Zar, Esq., attesting to assignment of patent application by Next Level Communications, a California corporation, to Next Level Communications, L.P., a Delaware limited partnership;
- 4. Recordation Form Cover Sheet for State of Delaware Certificate of Merger merging Next Level Communications, L.P., a Delaware limited partnership, into

DC: 819069-1

Patent No.: 5,907,552 2 Docket No.: 025684.9703-US01

Next Level Communications, Inc., a Delaware corporation;

State of Delaware Certificate of Merger merging Next Level Communications, L.P., a Delaware limited partnership, into Next Level Communications, Inc., a Delaware corporation;

- Check No. 311259 for \$80.00 to cover the recordation fee; and 6.
- Return receipt postcard.

It is not believed that extensions of time fees are required beyond those that may otherwise be provided for in documents accompanying this paper. However, if additional extensions of time are necessary, then such extensions of time are hereby petitioned under 37 C.F.R. § 1.136(a), and any fees required therefor are hereby authorized to be charged to our Deposit Account No. 50-0740.

Dated: May 2, 2003

Respectfully submitted.

Anthony'S. Yoo Registration No.: 45,540

**COVINGTON & BURLING** 

1201 Pennsylvania Avenue, N.W. Washington, DC 20004-2401

(202) 662-6000

**PATENT** RECORDED: 05/02/2003 REEL: 014007 FRAME: 0087