

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

**CONVEYING PARTY DATA**

Name	Execution Date
Nimbus Manufacturing, Inc.	12/31/2004
Technicolor Videocassette, Inc.	12/31/2004

**RECEIVING PARTY DATA**

Name:	Technicolor Home Entertainment Services, Inc.
Street Address:	3233 East Mission Oaks Blvd.
City:	Camarillo
State/Country:	CALIFORNIA
Postal Code:	93012

**PROPERTY NUMBERS Total: 1**

Property Type	Number
Patent Number:	6729469

**CORRESPONDENCE DATA**

Fax Number: (310)277-4730  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 310-788-1533  
 Email: achou@mwe.com  
 Correspondent Name: Craig A. Gelfound  
 Address Line 1: 2049 Century Park East, 34th Floor  
 Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Craig A. Gelfound
--------------------	-------------------

Total Attachments: 8  
 source=Certificate of merger TVI to THES#page1.tif  
 source=Certificate of merger TVI to THES#page2.tif  
 source=Certificate of merger TVI to THES#page3.tif

**CH \$40.00 6729469**

source=Certificate of merger TVI to THES#page4.tif  
source=Certificate of merger TVI to THES#page5.tif  
source=Certificate of merger TVI to THES#page6.tif  
source=Certificate of merger TVI to THES#page7.tif  
source=Certificate of merger TVI to THES#page8.tif

CERTIFICATE OF MERGER  
OF  
NIMBUS MANUFACTURING, INC.  
INTO  
TECHNICOLOR VIDEOCASSETTE, INC.

\*\*\*\*\*

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Nimbus Manufacturing, Inc.	Virginia
Technicolor Videocassette, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Technicolor Home Entertainment Services, Inc.

FOURTH: That the Certificate of Incorporation of Technicolor Videocassette, Inc., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation, except that the Certificate of Incorporation of the surviving corporation shall be amended to change the name of the surviving corporation to "Technicolor Home Entertainment Services, Inc."

1a-761591

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 3233 East Mission Oaks Boulevard, Camarillo, California 93012.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized stock and par value of the non-Delaware corporation is 5,000 shares of common stock with par value of \$1.00.

Dated: December 31, 2004

TECHNICOLOR VIDEOCASSETTE, INC.

By: *[Signature]*

Title: *Secretary*

la-761591

ARTICLES OF MERGER  
OF  
NIMBUS MANUFACTURING, INC.  
INTO  
TECHNICOLOR VIDEOCASSETTE, INC.

To the State Corporation Commission  
State of Virginia

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby executes the following Articles of Merger and sets forth:

FIRST: Attached hereto and made a part hereof is the Plan of Merger for merging Nimbus Manufacturing, Inc., a Virginia corporation ("NMI"), with and into Technicolor Videocassette, Inc., a Delaware corporation ("TVI"), as approved by resolution adopted by the Board of Directors of NMI on December 1, 2004 and by resolution by the Board of Directors of TVI on December 1, 2004.

SECOND: The Plan of Merger was adopted by the unanimous consent of the shareholders of NMI.

THIRD: The merger of NMI with and into TVI is permitted by the laws of the jurisdiction of organization of TVI and has been authorized in compliance with said laws.

FOURTH: TVI hereby further agrees that it may be served with process in the State of Virginia, and irrevocably appoints the Clerk of the Commission as its agent to accept service of process, in any proceeding based upon any cause of action against NMI arising in the State of Virginia prior to the issuance of the certificate of merger by the Clerk of the Commission, and in any proceeding for the enforcement of the rights of a dissenting shareholder of NMI against TVI.

The address without the State of Virginia to which the Clerk of the Commission of the State of Virginia shall transmit any such process accepted by him as such agent is as follows:


3233 East Mission Oaks Boulevard, Camarillo, California 93012

FIFTH: TVI hereby agrees that it will promptly pay to the dissenting shareholders, if any, of NMI the amount, if any, to which they shall be entitled under provisions of Virginia Business Corporation Act with respect to the rights of dissenting shareholders.


is-761602

The undersigned secretary declares that the facts herein stated are true as of December 21  
2004.

NEMBL'S MANUFACTURING, INC.

By:   
Name: Thomas M. Collins, Jr.  
Title of Officer: Secretary

TECHNICOLOR VIDEOCASSETTE, INC.

By:   
Name: Thomas M. Collins, Jr.  
Title of Officer: Secretary

5a-761602

PLAN OF MERGER adopted by Nimbus Manufacturing, Inc., a business corporation organized under the laws of the State of Virginia ("NMI"), by resolution of its Board of Directors on December 31, 2004, and adopted by Technicolor Videocassette, Inc., a business corporation organized under the laws of the State of Delaware ("TVI"), by resolution of its Board of Directors on December 31, 2004.

1. NMI and TVI shall, pursuant to the provisions of the Virginia Stock Corporation Act and the provisions of the laws of the jurisdiction of organization of TVI, be merged with and into a single corporation, to wit, TVI, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of NMI, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Virginia Stock Corporation Act.

2. The certificate of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation, except that the certificate of incorporation of the surviving corporation shall be amended to change the name of the surviving corporation to "Technicolor Home Entertainment Services, Inc." and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, at the effective time and date of the merger, be converted into .05 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act, and the merger of the non-surviving

15-761602

corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Virginia and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

In-761602



PLAN OF MERGER adopted by Nimbus Manufacturing, Inc., a business corporation organized under the laws of the State of Virginia ("NMI"), by resolution of its Board of Directors on December \_\_, 2004, and adopted by Technicolor Videocassette, Inc., a business corporation organized under the laws of the State of Delaware ("TVI"), by resolution of its Board of Directors on December \_\_, 2004.

1. NMI and TVI shall, pursuant to the provisions of the Virginia Stock Corporation Act and the provisions of the laws of the jurisdiction of organization of TVI, be merged with and into a single corporation, to wit, TVI, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of NMI, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Virginia Stock Corporation Act.

2. The certificate of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation, except that the certificate of incorporation of the surviving corporation shall be amended to change the name of the surviving corporation to "Technicolor Home Entertainment Services, Inc." and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, at the effective time and date of the merger, be converted into .05 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act, and the merger of the non-surviving

15-761602

corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Virginia and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

b-761602