

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2010
CONVEYING PARTY DATA	
Name	Execution Date
Omneon, Inc.	11/01/2010
RECEIVING PARTY DATA	
Name:	Harmonic Inc.
Street Address:	4300 North First Street
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95134
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6574225
CORRESPONDENCE DATA	
Fax Number:	(408)414-1076
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	408/414-1080
Email:	DSakamoto@hptb-law.com
Correspondent Name:	Hickman Palermo Truong & Becker LLP
Address Line 1:	2055 Gateway Place, Suite 550
Address Line 4:	San Jose, CALIFORNIA 95110-1083
ATTORNEY DOCKET NUMBER:	60155-0036
NAME OF SUBMITTER:	Samuel S. Broda
Total Attachments: 5 source=Merger_Omneon_Harmonic#page1.tif source=Merger_Omneon_Harmonic#page2.tif source=Merger_Omneon_Harmonic#page3.tif	

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Delaware

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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:

"OMNEON, INC.", A DELAWARE CORPORATION,

WITH AND INTO "HARMONIC INC." UNDER THE NAME OF "HARMONIC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 2010, AT 1:27 O'CLOCK P.M.

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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8322599

DATE: 11-01-10

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

OMNEON, INC.

INTO

HARMONIC INC.

(Pursuant to Section 253 of the Delaware General Corporation Law)

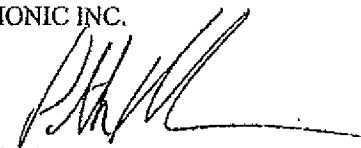
Harmonic Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

1. The Corporation is organized and existing under the General Corporation Law of the State of Delaware.
2. The Corporation owns 100% of the outstanding shares of capital stock of Omneon, Inc., a Delaware corporation (the "Subsidiary").
3. On October 29, 2010, the board of directors of the Corporation adopted the resolutions attached hereto as Exhibit A, providing for the merger of the Subsidiary with and into the Corporation, with the Corporation as the surviving corporation (the "Merger"), which resolutions have not been amended or rescinded and are in full force and effect.
4. The Merger shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

Dated: November 1, 2010

HARMONIC INC.

By: 

Name: Patrick Harshman

Title: Chief Executive Officer

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF HARMONIC INC.

**RESOLUTIONS ADOPTED
BY THE BOARD OF DIRECTORS OF
HARMONIC INC.
October 29, 2010**

Approval of Short Form Merger

WHEREAS, Harmonic Inc. (the "Company") owns all of the outstanding capital stock of Omneon, Inc., a Delaware corporation ("Omneon");

WHEREAS, the Company desires to merge Omneon with and into itself, such that the Company shall be the surviving corporation (the "Surviving Corporation") and assume all of the obligations of Omneon, pursuant to Section 253 of the DGCL; and

WHEREAS, the Company, as sole stockholder of Omneon, intends that the Merger (as defined below) be treated as a tax-free transaction pursuant to the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, BE IT RESOLVED: That, pursuant to Section 253 of the DGCL, the Company shall merge Omneon with and into itself, and assume all of Omneon's obligations (the "Merger").

RESOLVED FURTHER: That, as full consideration for the Merger, the Company shall pay \$1.00 in cash to Omneon.

RESOLVED FURTHER: That, from and after the effective time of the Merger, the certificate of incorporation and Bylaws of the Company shall be the certificate of incorporation and bylaws of the Surviving Corporation, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Company shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding stock of Omneon shall automatically be cancelled and all certificates evidencing ownership of such shares shall be void and of no effect.

RESOLVED FURTHER: That the authorized officers of the Company be and such officers are hereby directed to execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions approving the Merger, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware pursuant to Sections 103 and 253 of the DGCL.

RESOLVED FURTHER: That the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within the or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

RESOLVED FURTHER: That pursuant to Sections 253(c) and 251(d) of the DGCL, at any time prior to the effective time of the Merger, the foregoing resolutions of merger may be amended, terminated or abandoned by the Board of Directors of the Company.

RESOLVED FURTHER: That these resolutions, together with the Merger, shall constitute a tax-free transaction pursuant to the Code.

Omnibus Resolutions

RESOLVED: That to the extent that any resolution hereto adopted by this Board or by any committee hereof is inconsistent with these resolutions, these resolutions shall govern and control and, to the extent inconsistent therewith, shall supersede such prior resolution.

RESOLVED FURTHER: That the officers (or any other employee or agent of the Company that is designated in writing by an officer) be, and each of them individually hereby is, authorized, empowered and directed, for, on behalf of and in the name of the Company, to take such additional actions and to execute and deliver such instruments, agreements, documents and certificate in the name of and on behalf of the Company and under its corporate seal or otherwise, and to incur and pay all such expenses, issues and other taxes, as they, in their discretion and with the advice of counsel shall deem necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER: That the actions of any officer, employee or agent of the Company which would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of such resolutions be, and they hereby are, ratified, confirmed, approved and adopted as the actions of the Company.