

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Broadband Royalty Corporation		12/27/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Broadband Capital Corporation
Street Address:	3871 Lakefield Drive
City:	Suwanee
State/Country:	GEORGIA
Postal Code:	30024
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	77288661	CHP MAX5000

**CORRESPONDENCE DATA**

Fax Number: (678)473-8095  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 6784738697  
 Email: john.doughty@arrisi.com  
 Correspondent Name: John L. Doughty  
 Address Line 1: 3871 Lakefield Drive  
 Address Line 4: Suwanee, GEORGIA 30024

ATTORNEY DOCKET NUMBER:	CHP MAX5000
NAME OF SUBMITTER:	John L. Doughty
Signature:	/JLD/

CH \$40.00 77288661

Date:

07/09/2008

**Total Attachments: 8**

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# Delaware

PAGE 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 OWNERSHIP, WHICH MERGES:

"BROADBAND ROYALTY CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "BROADBAND CAPITAL CORPORATION" UNDER THE NAME OF "BROADBAND CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 1:41 O'CLOCK P.M.

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

0946112 8100M

071371476

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6274801

DATE: 12-31-07

TRADEMARK  
REEL: 003812 FRAME: 0431

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
BROADBAND ROYALTY CORPORATION  
WITH AND INTO  
BROADBAND CAPITAL CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law.

\*\*\*\*\*

**FIRST:** That the names and states of incorporation of each of the corporations participating in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Broadband Royalty Corporation	Delaware
Broadband Capital Corporation	Delaware

**SECOND:** That Broadband Capital Corporation, a Delaware corporation (the "Parent Corporation"), is the owner of all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Broadband Royalty Corporation, a Delaware corporation (the "Subsidiary"), having no class of outstanding stock other than the Common Stock.

**THIRD:** That a merger of the Subsidiary with and into the Parent Corporation, with the Parent Corporation as the surviving corporation of the merger, has been approved by the Parent Corporation in accordance with the requirements of Section 253 of the Delaware General Corporation Law (the "DGCL"), and that a copy of the resolutions adopted by the Board of Directors of the Parent Corporation on December 27, 2007 approving the merger is attached hereto as Exhibit A.

**FOURTH:** That the name of the surviving corporation of the merger, which shall be a Delaware corporation, is "Broadband Capital Corporation."

**FIFTH:** That the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the surviving corporation.

**SIXTH:** That this Certificate of Ownership and Merger is filed in accordance with Sections 253 and 103 of the DGCL and that the merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the undersigned have caused this Certificate of Ownership and Merger to be executed by their duly authorized representatives this 27 day of December, 2007.

**BROADBAND CAPITAL CORPORATION**

By:   
Name: David B. Potts  
Its: Chief Financial Officer

**EXHIBIT A**

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
BROADBAND CAPITAL CORPORATION  
TO CERTAIN ACTIONS AND RESOLUTIONS  
IN LIEU OF A MEETING**

WHEREAS, Broadband Royalty Corporation, a Delaware corporation (the "Subsidiary"), is a wholly owned subsidiary of Broadband Capital Corporation, a Delaware corporation (the "Parent Corporation"); and

WHEREAS, it is deemed in the best interests of the Parent Corporation that the Board of Directors approve a merger of the Subsidiary with and into the Parent Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved on the terms and conditions outlined below and that the officers of the Parent Corporation be, and each of them is, hereby authorized and directed to execute the Merger between the Subsidiary and the Parent Corporation and execute and deliver a Certificate of Ownership and Merger (the "Certificate") to the Secretary of State of the State of Delaware;

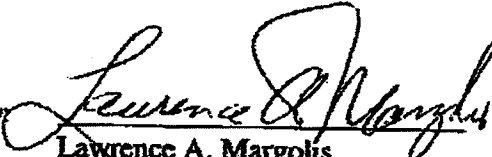
FURTHER RESOLVED, that upon the filing of the Certificate with the Secretary of State of the State of Delaware, the Subsidiary shall merge with and into the Parent Corporation, which will assume all of the obligations of the Subsidiary;

FURTHER RESOLVED, that the officers of the Parent Corporation are, and each of them is, hereby authorized to execute, deliver and/or file such documents, contracts, certificates and other instruments, under the seal of the Parent Corporation if required, and to take such other action, as they, or any of them, may deem necessary, advisable, convenient or appropriate to carry out the foregoing resolutions and to fully perform the provisions of any and all documents, contracts, certificates and instruments executed and delivered on behalf of the Parent Corporation pursuant to the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken by any director or officer in furtherance of the foregoing resolutions are hereby affirmed, ratified and adopted as the acts of the Parent Corporation.

(Signature page to follow)

IN WITNESS WHEREOF, the undersigned has caused this consent to be executed as of  
December 27, 2007.

By:   
Lawrence A. Margolis

By: \_\_\_\_\_  
David B. Potts, Director

By: \_\_\_\_\_  
Ronald M. Coppock, Director



IN WITNESS WHEREOF, the undersigned has caused this consent to be executed as of  
December 27, 2007.

By: \_\_\_\_\_  
Lawrence A. Margolis

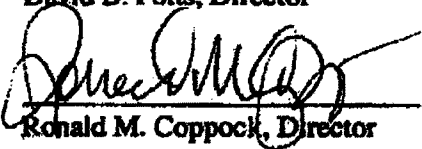
By:  \_\_\_\_\_  
David B. Potts, Director

By: \_\_\_\_\_  
Ronald M. Coppock, Director

IN WITNESS WHEREOF, the undersigned has caused this consent to be executed as of December 27, 2007.

By: \_\_\_\_\_  
Lawrence A. Margolis

By: \_\_\_\_\_  
David B. Potts, Director

By:   
Ronald M. Coppock, Director