

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|-----------------------|
| Broadband Royalty Corporation | | 12/31/2007 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------|
| Name: | C-Cor, Inc. |
| 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/ |

Date:

07/09/2008

Total Attachments: 7

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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:

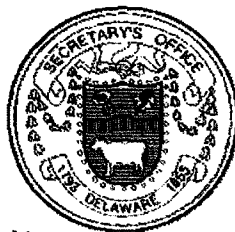
"BROADBAND CAPITAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "C-COR INCORPORATED" UNDER THE NAME OF "C-COR INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 2:05 O'CLOCK P.M.

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

2421290 8100M

071377491

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6276262

DATE: 01-02-08

TRADEMARK

REEL: 003812 FRAME: 0461

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:05 PM 12/31/2007
FILED 02:05 PM 12/31/2007
SRV 071377491 - 2421290

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BROADBAND CAPITAL CORPORATION
WITH AND INTO
C-COR INCORPORATED**

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 Capital Corporation | Delaware |
| C-COR Incorporated | Delaware |

SECOND: That C-COR Incorporated, 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 Capital 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 27th, 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 "C-COR Incorporated."

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 31 day of December, 2007.

C-COR INCORPORATED

By: 

Name: Lawrence A. Margolis

Its: Executive Vice President

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
C-COR INCORPORATED
TO CERTAIN ACTIONS AND RESOLUTIONS
IN LIEU OF A MEETING**

WHEREAS, Broadband Capital Corporation, a Delaware corporation (the "Subsidiary"), is a wholly owned subsidiary of C-COR Incorporated, 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, Director

By:  _____
David B. Potts, Director

By: _____
Armando Rois-Méndez, Director

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

By: _____
Lawrence A. Margolis, Director

By: _____
David B. Potts, Director

By: *A. Rois Méndez*
Armando Rois-Méndez, Director