THIRD QUARTER 2014 EARNINGS CONFERENCE CALL

October 29, 2014

SAFE HARBOR

- Statements in this presentation, including those related to the outlook for 2014 and beyond, the continuing integration of Motorola Home, expected revenues and net income, gross margins, operating expenses, income taxes, acceptance of certain ARRIS products, the general market outlook, and industry trends, are forward-looking statements. These statements involve risks and uncertainties that may cause actual results to differ materially from those set forth in these statements. Among other things, projected results are based on preliminary estimates, assumptions and projections that management believes to be reasonable at this time, but are beyond management's control; ARRIS is dependent upon customer decisions to purchase the Company's products - these decisions can be deferred and customers also may select competitor products; and because the market in which ARRIS operates is volatile and actions taken and contemplated may not achieve the desired impact. Other factors that could cause results to differ from current expectations include: the uncertain current economic climate and financial markets, and their impact on our customers' plans and access to capital; ARRIS ability to complete the integration of Motorola Home, the impact of rapidly changing technologies; the impact of competition on product development and pricing; the ability of ARRIS to react to changes in general industry and market conditions; rights to intellectual property and the current trend toward increasing patent litigation, market trends and the adoption of industry standards; possible acquisitions and dispositions; and consolidations within both the customer and supplier base, including the proposed acquisition of Time Warner by Comcast and the proposed acquisition of DIRECTV by AT&T. These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the Company's business. Additional information regarding these and other factors can be found in ARRIS reports filed with the Securities and Exchange Commission, including its Form 10-Q for the quarter ended June 30, 2014. In providing forward-looking statements, the Company expressly disclaims any obligation to update publicly or otherwise these statements, whether as a result of new information, future events or otherwise.

THIRD QUARTER 2014 HIGHLIGHTS & BUSINESS OUTLOOK

BOB STANZIONE
CEO & CHAIRMAN

Q3 2014 RESULTS & HIGHLIGHTS

- Solid execution
- Revenues of $1.405B up 32% year over year, as expected, down 2% sequentially
- Non-GAAP earnings of $0.81* per share up 108% year over year and up 16% sequentially (GAAP EPS of $0.37*)
- International sales up from $311M to $376M and represented 27% of Q3 sales
- Book to bill rate of .86, Backlog of $594.1M
- Continued strong Balance Sheet position

EXCELLENT QUARTER

**See reconciliation of GAAP to Non-GAAP measures.*

Q3 2014 CUSTOMER PREMISES EQUIPMENT HIGHLIGHTS

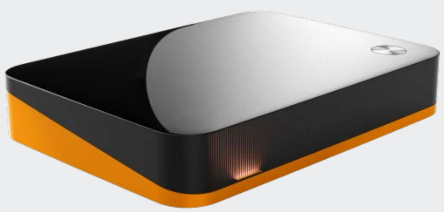
- Segment sales up 27% year-over-year with a direct contribution dollar increase of 32%; Sales & direct contribution dollars decreased by 7% as compared to Q2 2014
  - Overall, performance driven by strong cable & telco set-tops and DSL demand

- Broadband CPE
  - Broadband device and accessory unit volumes improved 13% year-over-year. Unit volumes down slightly (3%) as compared to Q2 2014 record levels
    - Continued strong demand for advanced VDSL & DOCSIS 3.0 WiFi gateways
  - Comcast trial of new RDK software in ARRIS broadband modems announced; trial in Q4 2014 with general availability expected in Q1 2015
  - Introduced new broadband and telephony devices targeting latest DOCSIS & Wi-Fi technologies

Q3 2014 CUSTOMER PREMISES EQUIPMENT HIGHLIGHTS

- Video CPE (Set-Tops / Video Gateways)
  - Set-top unit volumes improved 27% year-over-year and were consistent with Q2 2014 shipment levels
  - Announced latest evolution of set-top design at IBC2014 Trade Show - ARRIS Redefines the Set-Top Box
  - Shipped one-millionth video gateway device during Q3 2014
  - Successfully integrated the Playcast Media solution enabling cloud gaming services
  - Deployed HD IPTV set-top with TTNET enabling new & enhanced services
  - Participated / presented in 2014 RDK European Summit

ARRIS IP Set top Devices



VIP4000 / VIP5000 Series

Ultra HD Video / HEVC

Q3 2014 NETWORK & CLOUD HIGHLIGHTS

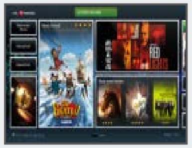
- Outstanding quarter with Segment sales up 42% year over year and 13% as compared to Q2 2014; Direct contribution dollars up 117% year over year and 28% versus Q2 2014
  - Increased sales across most product lines, once again led by E6000 CCAP and Video Solutions
  - Industry momentum continues: bandwidth expansion, Cloud DVR, and Video Processing
  - Good progress on several Professional Services projects

- CMTS
  - Record level shipments – 33% increase in DS Channels compared to Q2'14
    - Expanding share as operators add bandwidth and re-fresh technology base
    - Multiple new deployments announced: Netia in Poland, VTR in Chile, Multimedia Polska Group in Poland, Izukyu Cable in Japan
    - Industry leadership with DOCSIS 3.1 demos at SCTE show

Q3 2014 NETWORK & CLOUD HIGHLIGHTS

- Access and Transport
  — Business up sequentially and YoY with increased Headend Optics and Nodes sales
  — Strong demand for DOCSIS® 3.1-compatible CHP CORWave™ 3 Optics platform – 2x density of previous products and support for expanded frequency range
  — Broad interest in new breakthrough AgileMax™ RFoG product – initial lab trials planned this quarter

- Video Systems
  — Cloud/Network DVR deployments proceeding very well
  — Solid shipment of CherryPicker video processing platform as operators re-fresh ad insertion platforms and invest in MPEG4
  — Successful IBC Show in Amsterdam with focus on new transcoding satellite receiver to support deployments of 4K Ultra HD and HEVC compression



- Cloud
  — ServAssure™ WiFi product awarded CSI "Best Monitoring Solution" at IBC Show
  — Mobile TV solutions launched by Cincinnati Bell Telecom

- Global Services
  — Excellent pipeline of activity across broad range of projects.

Q4 2014 OUTLOOK AND BEYOND

- Q4 2014 Guidance
  - Significant Capex reduction with our Telco customers
  - Reduction in some of our cable customers
  - Improvement in International

- Beyond Q4
  - Industry consolidation first half 2015
  - Robust spending post industry consolidation
  - Growing demand for Gigabit service
  - Network expansion investments
  - Improving in-home experiences
  - Investing aggressively in new technology

THIRD QUARTER 2014 FINANCIAL HIGHLIGHTS

DAVE POTTS

CHIEF FINANCIAL OFFICER

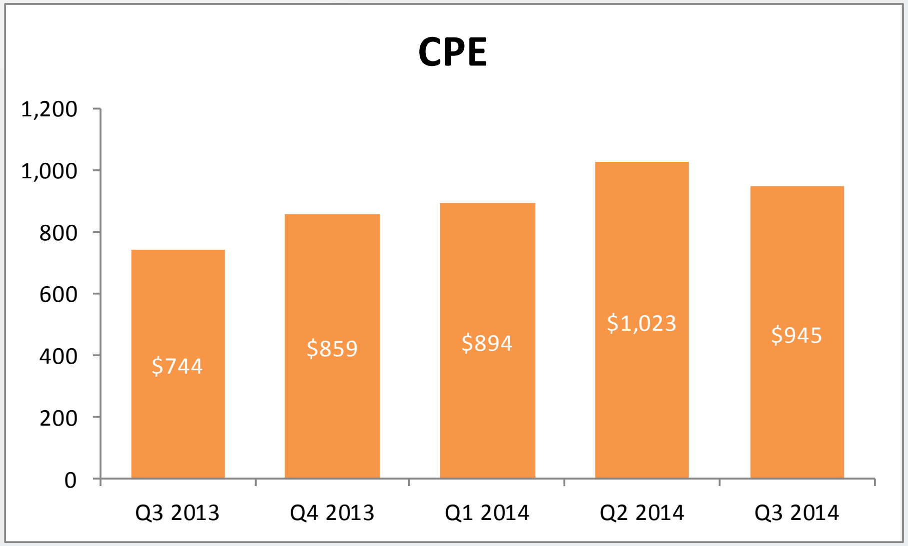
FINANCIAL HIGHLIGHTS – Q3 2014 (PRELIMINARY & UNAUDITED)

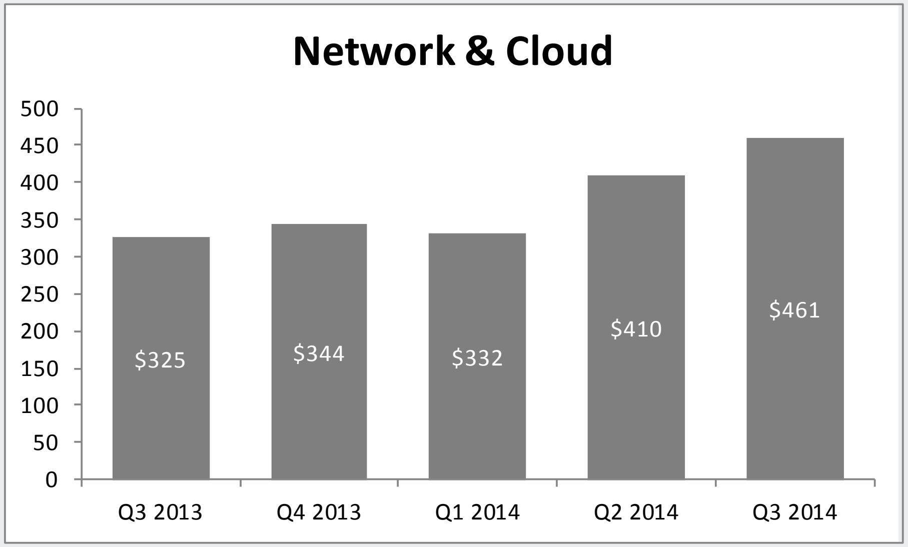
	Q3 2013	Q2 2014	Q3 2014
Sales - $M	1,067.8	1,429.1	1,405.4
Gross Margin - $M	316.9	419.4	435.7
Gross Margin - %	29.7%	29.3%	31.0%
Direct Contribution(1)	88.5	162.9	189.4
EPS - GAAP	0.12	0.26	0.37
Adjusted EPS - Non-GAAP	0.39	0.70	0.81
Cash, ST & LT Marketable Securities - $M	695.0	551.9	599.1
Cash Provided by Operating Activities - $M	36.2	220.3	81.9
Debt Repayment - $M	15.8	168.4	13.8
Short-term Debt -$M	293.4	60.2	67.1
Long-term Debt -$M	1,822.9	1,507.8	1,487.6
Weighted average common shares - basic - M	138.5	144.4	145.0
Weighted average common shares - diluted - M	140.6	148.1	148.8
Backlog - $M	523.7	787.6	594.1
Book-to-Bill	0.99	0.85	0.86

(1) Defined as gross margin less direct operating expenses, excluding amortization of intangible assets, restructuring charges, acquisition, integration and other

See GAAP to Non GAAP Reconciliation

SALES $M – Q3 2014 (PRELIMINARY & UNAUDITED)





	Q3 2014	% of Sales
Domestic Sales	1,029	73%
International Sales	376	27%

	Q3 2014	% of Sales
Total of four customers greater than 10%	743	53%

SALES AND DIRECT CONTRIBUTION BY SEGMENT (PRELIMINARY & UNAUDITED)

ARRIS

($M)

	Q3 2014			
	Network & Cloud	**CPE**	**Corp/ Other**	**Total**
Net Sales	460.8	945.4	(0.8)	1,405.4
Non GAAP Adjustments (1)	-	-	0.8	0.8
Adjusted Net Sales	460.8	945.4	0.0	1,406.2
Direct Contribution (2)	134.2	208.2	(152.9)	189.4
Non GAAP Adjustments (3)	-	-	13.5	13.5
Adjusted Direct Contribution	134.2	208.2	(139.4)	203.0

See GAAP to Non GAAP Reconciliation

(1) Revenue impact of "fair valuing" Motorola Home deferred revenue that Motorola Home w ould have recorded but ARRIS cannot as a result of acquisition accounting.

(2) Defined as gross margin less direct operating expenses, excluding amortization of intangible assets, restructuring charges, acquisition, integration and other costs.

(3) Stock compensation expense and adjustments related to the acquisition accounting impacts.

OPERATING EXPENSES – Q3 2014 (PRELIMINARY & UNAUDITED)

$M		As Reported				
		Qtr 3 2013	Qtr 4 2013	Qtr 1 2014	Qtr 2 2014	Qtr 3 2014
R&D	$M	128.7	129.5	134.2	144.1	142.8
	% of Sales	12.1%	10.8%	11.0%	10.1%	10.2%
SG&A	$M	99.7	110.6	99.1	112.4	103.5
	% of Sales	9.3%	9.2%	8.1%	7.9%	7.4%
Operating Expenses	$M	228.4	240.0	233.3	256.5	246.3
	% of Sales	21.4%	20.0%	19.0%	17.9%	17.5%
Integration, Acquisition & Other Costs	$M	6.2	12.7	11.9	12.5	7.2
	% of Sales	0.6%	1.1%	1.0%	0.9%	0.5%
Restructuring costs	$M	6.1	(0.7)	(0.4)	(0.0)	3.0
	% of Sales	0.6%	-0.1%	0.0%	0.0%	0.2%
Amortization of Intangibles	$M	65.1	65.1	64.0	58.7	57.1
	% of Sales	6.1%	5.4%	5.2%	4.1%	4.1%
Total	$M	305.7	317.0	308.8	327.7	313.6
	% of Sales	28.6%	26.4%	25.2%	22.9%	22.3%
Equity Compensation Expense Included		9.5	9.8	9.8	13.4	11.7

CASH & CASH FLOW HIGHLIGHTS Q3 2014 (PRELIMINARY & UNAUDITED)

ARRIS

	$M
Cash, short term and long term marketable securities	599.1
Key Operating Activities:	
Net Income including adjustments	149.5
Changes in inventory	(70.8)
Changes in other operating assets and liabilities	3.2
	81.9
Key Investing Activities:	
Purchase of property & equipment	(15.5)
Purchases/disposal of investment, net	(5.2)
Key Financing Activities:	
Mandatory payments of debt obligations	(13.8)
Repurchase of shares to satisfy employee minimum tax withholdings	(7.2)

INCOME TAXES – Q3 2014 (PRELIMINARY & UNAUDITED)

- $9.8M increase to tax reserves related to 2013 legal and tax restructurings included in GAAP taxes but not Non-GAAP.
- Anticipate further NOL benefits from Home acquisition to be recorded in Q4 2014…. still being analyzed, however it would impact GAAP earnings only.

Q4 2014 GUIDANCE (PRELIMINARY & UNAUDITED)

	Q4 2014
Sales - $M	1,230- 1,270
EPS - GAAP [1]	0.26 - 0.31
Adjusted EPS - Non-GAAP	0.58 - 0.63
Non-GAAP Tax Rate	35%
Shares	149 M

(1) GAAP guidance excludes potential NOL benefits

See reconciliation of GAAP to Non GAAP

GAAP TO ADJUSTED NON-GAAP EPS GUIDANCE RECONCILIATION

	Q4 2014 Guidance
Estimated GAAP EPS	$ 0.26 -$ 0.31
Reconciling Items (after tax):	
Amortization of Intangibles	0.25
Stock Compensation Expense	0.06
Integration Costs	0.01
Subtotal	0.32
Estimated Adjusted (Non-GAAP) EPS	$ 0.58 -$ 0.63

GAAP EPS/ADJUSTED EPS RECONCILIATION Q3 2014 (PRELIMINARY & UNAUDITED)

(in thousands, except per share data)	Q3 2013	Q2 2014	Q3 2014	September YTD 2013	September YTD 2014
	Amount	Amount	Amount	Amount	Amount
Sales	$ 1,067,824	$ 1,429,071	$ 1,405,445	$ 2,421,835	$ 4,059,534
Highlighted items:					
Reduction in revenue related to Comcast investment in ARRIS	-	-	-	13,182	-
Purchase accounting impacts of deferred revenue	1,556	3,489	780	3,973	4,475
Sales excluding highlighted items	$ 1,069,380	$ 1,432,560	$ 1,406,225	$ 2,438,990	$ 4,064,009

	Q3 2013 [2]		Q2 2014		Q3 2014		September YTD 2013 [2]		September YTD 2014	
	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Per Diluted Share	Amount	Per Diluted Share
Net income (loss)	$ 17,169	$ 0.12	$ 39,024	$ 0.26	$ 54,626	$ 0.37	$ (45,943)	(0.35) [1]	$ 134,451	$ 0.91
Highlighted items:										
Impacting gross margin:										
Reduction in revenue related to Comcast investment in ARRIS	-	-	-	-	-	-	13,182	0.10	-	-
Acquisition accounting impacts related to inventory	-	-	-	-	-	-	57,600	0.44	-	-
Product rationalization	-	-	-	-	-	-	13,582	0.10	-	-
Stock compensation expense	1,248	0.01	1,835	0.01	1,824	0.01	2,945	0.02	4,934	0.03
Purchase accounting impacts of deferred revenue	1,006	0.01	2,802	0.02	47	-	2,478	0.02	3,048	0.02
Impacting operating expenses:										
Acquisition and integration costs	6,221	0.04	12,532	0.08	7,191	0.05	32,803	0.25	31,604	0.21
Restructuring	6,057	0.04	(14)	-	3,035	0.02	38,323	0.29	2,642	0.02
Amortization of intangible assets	65,053	0.46	58,735	0.40	57,100	0.38	128,571	0.97	179,835	1.22
Stock compensation expense	9,481	0.07	13,449	0.09	11,671	0.08	21,708	0.16	34,878	0.24
Impacting other (income) / expense:										
Non-cash interest expense	3,374	0.02	-	-	-	-	9,926	0.08	-	-
Impairment on Investments	-	-	3,000	0.02	4,000	0.03	-	-	7,000	0.05
Credit facility - ticking fees	-	-	-	-	-	-	865	0.01	-	-
Mark to market FV adj. related to Comcast investment in ARRIS	-	-	-	-	-	-	13,189	0.10	-	-
Asset held for sale impairment	-	-	2,125	0.01	-	-	-	-	2,125	0.01
Net tax items	(54,998)	(0.39)	(29,204)	(0.20)	(19,375)	(0.13)	(143,033)	(1.08)	(107,428)	(0.73)
Total highlighted items	37,442	0.27	65,260	0.44	65,493	0.44	192,139	1.45	158,638	1.07
Net income excluding highlighted items	$ 54,611	$ 0.39	$ 104,284	$ 0.70	$ 120,119	$ 0.81	$ 146,196	$ 1.11	$ 293,089	$ 1.98
Weighted average common shares - basic		138,478		144,415		144,967		129,502		144,085
Weighted average common shares - diluted		140,605		148,063		148,753		132,169		147,996

(1) Basic shares used as losses were reported for the period and the inclusion of dilutive shares would be anti-dilutive

(2) In connection with the acquisition of Motorola Home, the consolidated financial statements for prior periods have been recast to include retrospective acquisition accounting adjustments

See Notes to GAAP and Adjusted Non-GAAP Financial Measures

NOTES TO GAAP/ADJUSTED NON-GAAP FINANCIAL MEASURES (PRELIMINARY & UNAUDITED)

The Company reports its financial results in accordance with accounting principles generally accepted in the United States ("GAAP" or referred to herein as "reported"). However, management believes that certain non-GAAP financial measures provide management and other users with additional meaningful financial information that should be considered when assessing our ongoing performance. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning for and forecasting future periods. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to, the Company's reported results prepared in accordance with GAAP. Our non-GAAP financial measures reflect adjustments based on the following items, as well as the related income tax effects:

Acquisition Accounting Impacts Related to Deferred Revenue: In connection with our acquisitions of Motorola Home, business combination rules require us to account for the fair values of arrangements for which acceptance has not been obtained, and post contract support in our purchase accounting. The non-GAAP adjustment to our sales and cost of sales is intended to include the full amounts of such revenues. We believe the adjustment to these revenues is useful as a measure of the ongoing performance of our business. We have historically experienced high renewal rates related to our support agreements and our objective is to increase the renewal rates on acquired post contract support agreements; however, we cannot be certain that our customers will renew our contracts.

Reduction in Revenue Related to Comcast Investment in ARRIS: In connection with our acquisition of Motorola Home, Comcast was given an opportunity to invest in ARRIS. The accounting guidance requires that we record the implied fair value of benefit received by Comcast as a reduction in revenue. Until the closing of the deal, changes in the value of the investment were marked to market and flowed through other expense (income). We have excluded the effect of the implied fair value in calculating our non-GAAP financial measures. We believe it is useful to understand the effects of these items on our total revenues and other expense (income).

Inventory Valuation: In connection with our acquisition of Motorola Home, business combinations rules require the inventory be recorded at fair value on the opening balance sheet. This is different from historical cost. Essentially we were required to write the inventory up to end customer price less a reasonable margin as a distributor. In addition, we have conformed other cost basis inventory valuation policies during the period. We have excluded the resulting adjustments in inventory and cost of goods sold.

Product Rationalization: In conjunction with the integration of Motorola Home, we have identified certain product lines which overlap. In the second and fourth quarters of 2013, we made the decision to eliminate certain products. As a result, we recorded expenses related to the elimination of inventory and certain vendor liabilities. We believe it is useful to understand the effects of this item on our total cost of goods sold.

Stock-Based Compensation Expense: We have excluded the effect of stock-based compensation expenses in calculating our non-GAAP operating expenses and net income measures. Although stock-based compensation is a key incentive offered to our employees, we continue to evaluate our business performance excluding stock-based compensation expenses. We record non-cash compensation expense related to grants of options and restricted stock. Depending upon the size, timing and the terms of the grants, the non-cash compensation expense may vary significantly but will recur in future periods.

Integration, Acquisition, Restructuring and Other Costs: We have excluded the effect of acquisition, integration, and other expenses and the effect of restructuring expenses in calculating our non-GAAP operating expenses and net income measures. We will incur significant expenses in connection with our recent acquisition of Motorola Home, which we generally would not otherwise incur in the periods presented as part of our continuing operations. Acquisition and integration expenses consist of transaction costs, costs for transitional employees, other acquired employee related costs, and integration related outside services. Restructuring expenses consist of employee severance, abandoned facilities, and other exit costs. Additionally, we have excluded the effect of a loss on the sale of a product line in calculating our non-GAAP operating expenses and net income measures. We believe it is useful to understand the effects of these items on our total operating expenses.

Amortization of Intangible Assets: We have excluded the effect of amortization of intangible assets in calculating our non-GAAP operating expenses and net income measures. Amortization of intangible assets is non-cash, and is inconsistent in amount and frequency and is significantly affected by the timing and size of our acquisitions. Investors should note that the use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.

Non-Cash Interest on Convertible Debt: We have excluded the effect of non-cash interest in calculating our non-GAAP operating expenses and net income measures. We record the accretion of the debt discount related to the equity component non-cash interest expense. We believe it is useful to understand the component of interest expense that will not be paid out in cash.

NOTES TO GAAP/ADJUSTED NON-GAAP FINANCIAL MEASURES (PRELIMINARY & UNAUDITED)

Credit Facility - Ticking Fees: In connection with our acquisition of Motorola Home, the cash portion of the consideration was funded through debt financing commitments. A ticking fee is a fee paid to our banks to compensate for the time lag between the commitment allocation on a loan and the actual funding. We have excluded the effect of the ticking fee in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Mark To Market Fair Value Adjustment Related To Comcast Investment in ARRIS: In connection with our acquisition of Motorola Home, Comcast was given an opportunity to invest in ARRIS. The accounting guidance requires we mark to market the changes in the value of the investment and flow through other expense (income). We have excluded the effect of the implied fair value in calculating our non-GAAP financial measures. We believe it is useful to understand the effects of these items on our total other expense (income).

Impairment of Investment: We have excluded the effect of an other-than-temporary impairment of a cost method investment in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Asset Held for Sale Impairment: In the second quarter of 2014, we entered into a contract to facilitate the sale of a building at less than its carrying value. The asset has been reclassified as held for sale and was measured at the lower of its carrying amount or fair value less cost to sell. We have recorded an initial impairment charge to reduce the assets carrying amount to its fair value less costs to sell in the period the held for sale criteria were met. We have excluded the effect of the asset held for sale impairment in calculating our non-GAAP financial measures. We believe it is useful to understand the effect of this non-cash item in our other expense (income).

Income Tax Expense (Benefit): We have excluded the tax effect of the non-GAAP items mentioned above. Additionally, we have excluded the effects of certain tax adjustments related to tax and legal restructuring, state valuation allowances, research and development tax credits and provision to return differences.

ARRIS™

THANK YOU