



September 11, 2015

Troutman Sanders LLP
875 Third Avenue
New York, NY 10022

Ladies and Gentlemen:

In connection with (a) the proposed business combination of ARRIS Group, Inc. ("**ARRIS**"), a Delaware corporation, and Pace plc ("**Pace**"), a public limited company incorporated under the laws of England and Wales (the "**Combination**"), whereby (i) ARRIS International Limited ("**New ARRIS**"), a newly formed company incorporated in England and Wales, will acquire all of the outstanding shares of Pace by means of a court-sanctioned scheme of arrangement under English law (the "**Pace Acquisition**") and (ii) ARRIS will merge (the "**Merger**") with a subsidiary of New ARRIS, with ARRIS surviving the Merger (pursuant to the Agreement and Plan of Merger dated as of April 22, 2015 (the "**Merger Agreement**")), (b) the filing of the Registration Statement on Form S-4 (as amended through the date hereof, the "**Registration Statement**") of New ARRIS, including the proxy statement/prospectus forming a part thereof, with the Securities and Exchange Commission and (c) the opinion to be delivered by you and attached as an exhibit to the Registration Statement, and recognizing that, with Pace's consent, you will rely on this letter in delivering such opinions, the undersigned certifies on behalf of Pace, after due inquiry and investigation, but without liability, that to the best knowledge of Pace, the following statements and representations contained herein are true, correct and complete as of the date hereof:

1. The description of the facts relating to the Pace Acquisition, as described in the Scheme Circular,¹ the ancillary agreements thereto, and the Registration Statement, are true, correct and complete in all material respects insofar as such facts related to Pace. Each of the representations made by Pace contained in the Scheme Circular and the ancillary agreements thereto (including the Cooperation Agreement) are true, correct and complete. The Scheme Circular, the ancillary agreements, thereto and the Registration Statement represent the entire understanding by and among ARRIS, New ARRIS, and Pace with respect to the Pace Acquisition.

2. The description of the facts relating to the Combination, as described in the Scheme Circular, the ancillary agreements thereto, and the Registration Statement, are true, correct and complete in all material respects insofar as such facts relate to Pace.

3. The board of Pace considers that the Pace Acquisition is in the best interests of Pace shareholders as a whole. Pace's reasons for effecting the Pace Acquisition are as described in the Registration Statement, under the heading "Reasons for the Combination" and as described in the Scheme Circular. In the Pace Acquisition, for each share of Pace common stock, holders of Pace

¹ As used herein, "**Scheme**" means the scheme of arrangement proposed to be made under Part 26 of the UK Companies Act 2006, as amended (the "**Companies Act**") between Pace and the Pace Scheme shareholders, with or subject to any modification, addition or condition approved or imposed and "**Scheme Circular**" means the document to be sent to Pace shareholders setting out, amongst other things, the Scheme and notices convening the Court Meeting and the General Meeting, and including the particulars required by section 897 of the Companies Act.

common stock will receive 132.5 pence in cash and 0.1455 share of New ARRIS common stock (the "Exchange Ratio").

4. The agreements entered into in connection with, and to effect, the Combination, including the Exchange Ratio, are the product of arm's length negotiations.

5. The members of the Pace Group that are parties to the Pace Acquisition and related ancillary transactions have all requisite powers and authority to undertake and consummate such transactions.

6. No member of the Pace Group has taken any position on any U.S. federal, state, local, or foreign country income or franchise tax return, or any other tax reporting position, prior to the date hereof, that is inconsistent with the representations herein or the treatment of any transaction as described in the Registration Statement.

7. As disclosed in an announcement to a UK Regulatory News Service on September 1, 2015, Pace had 320,192,401 common shares outstanding, and since September 1, 2015 through the date hereof, there has been no redemption, cancellation, repurchase, or other reduction in Pace's common shares outstanding. Also as of September 1, 2015, Pace had 12,583,961 options and awards for common shares outstanding. Accordingly, as of September 1, 2015, on a fully diluted basis, Pace had 332,776,362 common shares outstanding.

8. There are no outstanding interests in Pace, that are not already classified as equity interests and included in the representation provided in paragraph number 7, that provide the holder distribution rights that are substantially similar in all material respects to the distribution rights provided by the common shares of Pace, except for options of Pace shares that will be fully settled in exchange for cash as part of the Pace Acquisition. For this purpose, distribution rights include rights to dividends, distributions in redemption of the interest (in whole or in part), distributions in liquidation, or other similar distributions that represent a return on, or of, the holder's investment in the interest.

9. Other than as provided below, during the 36-month period ending on the date hereof, Pace has not issued shares in exchange for cash or other property other than in connection with its share based award plans. Pace issued the following shares in exchange for cash in connection with its share based award plans:

	Shares Issued (MM)
Cash 2013: Shares Issued for	4.10
Cash 2014: Shares Issued for	1.13
Cash 2015: Shares Issued for	5.17

10. During the 36-month period ending on the date hereof, no member of the Pace Group has distributed, disposed of, or abandoned, any assets, including any equity interests in any subsidiary, other than in the ordinary course business.

11. No corporate shareholder owns 50% or more (as measured by vote or value) of the outstanding stock of Pace.

12. Pace is not a party to, or under the jurisdiction of a court in, a case under Title 11 of the United States Code or similar proceeding under the Laws of England and Wales, and Pace is not in a receivership, foreclosure or similar proceeding in any court.

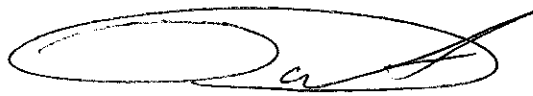
13. The fair market value of the assets of Pace exceeds the sum of the amount of the liabilities of Pace, including the amount of liabilities, if any, to which the assets of Pace are subject.

14. The undersigned is authorized to make all the representations set forth herein on behalf of Pace.

* * * *

The undersigned acknowledges that the opinion of Troutman Sanders LLP will be based on (i) the accuracy of the statements, certifications and representations, and the compliance with the covenants, set forth herein and in the representation letter from Pace (the "*Pace Letter*"), (ii) the accuracy of the statements and other information contained in the Registration Statement and the other documents referred to therein, and (iii) the accuracy of the representations and warranties and the satisfaction of the covenants and obligations contained in the Agreement and the various other documents related thereto, (b) that your opinions will be subject to certain limitations and qualifications including that they may not be relied upon if any such statements, certifications, representations or warranties are not accurate or if any such covenants or obligations are not satisfied in all material respects, and (c) that your opinions will not address any tax consequences of the Combination except as expressly set forth in your opinions. For purposes of rendering your opinions, you may assume that the above representations and certifications and those in the Pace Letter are true, correct, and complete without regard to any knowledge qualification.

The undersigned will promptly and timely notify in writing Troutman Sanders LLP if any of the above facts, or representations ceases to be true, correct and complete.



By: _____

Name: Mark Shuttleworth
Title: Chief Financial Officer