

06-11-1999

FORM PTO-1595

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



COVER SHEET U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

98 P 7491 US 01

101063513

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

62-8-99
mcd

1. Name of conveying party(ies):
Siemens Microelectronics, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: SMI Holding LLC
Internal Address: Intellectual Property Department

Street Address: 1730 North First Street

City: San Jose State: CA ZIP: 95112

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Merger

Execution Date: 30 March 1999

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____
A. Patent Application No.(s)
09/097,783
B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elsa Keller
Internal Address: _____
Siemens Corporation
Intellectual Property Department
Street Address: 186 Wood Avenue South
City: Iselin State: NJ ZIP: 08830

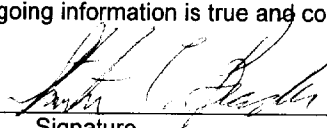
6. Total number of applications and patents involved: one

7. Total Fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.
19-2179

DO NOT USE THIS SPACE

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stanton C. Braden, Esq. Reg. No.: 32,556  6/19/99
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 6

SIEMENS MICROELECTRONICS, INC.

**UNANIMOUS CONSENT OF DIRECTORS
PURSUANT TO THE DELAWARE GENERAL CORPORATION LAW**

The undersigned, constituting all of the Directors of SIEMENS MICROELECTRONICS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY APPROVE AND CONSENT TO the adoption of the following resolutions:

RESOLVED, that the merger of the Corporation with and into SMI Holding LLC, a Delaware limited liability company (the "Merger"), on the terms and conditions set forth in the Agreement and Plan of Merger, dated as of March 30, 1999 (the "Merger Agreement"), between the Corporation and SMI Holding LLC, be, and it hereby is, approved; and

FURTHER RESOLVED, that the Board of Directors of the Corporation recommends to Siemens Corporation, the sole stockholder of the Corporation, the ~~Merger and the Merger Agreement; and~~

FURTHER RESOLVED, that the President and Chief Executive Officer and the Executive Vice President, Treasurer and Chief Financial Officer of the Corporation, acting individually or jointly, be, and hereby are, authorized and directed on behalf of the Corporation to execute and deliver the Merger Agreement and to execute, deliver and file any and all schedules, forms, certificates, notices, instruments and governmental filings, and to take any other action, which said person or persons deem to be reasonably required or desirable in connection with the transactions contemplated under the Merger Agreement and the consummation of any ancillary or related transactions with respect thereto, giving and granting to such persons full power and authority to do, perform, and approve any and all acts necessary or incident to implementation of this resolution; and the execution and delivery of all such agreements, documents and instruments by either of such persons shall be conclusive evidence of the approval of such person; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and hereby are, authorized and directed to take any and all actions necessary to effectuate all of the above resolutions.

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May-21-99 02:28P Heather S. Vance

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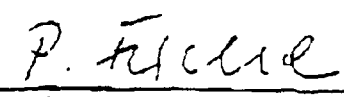
SCI MANAGEMENT
SCI MANAGEMENT

49 89 636 28882

NO. 5000 I. 3
AN:488 777 4974
NO. 7251 P. 2
SEITE:22

IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day of March, 1999.


Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischl

Joe Kaiser

Klaus Ziegler

RECEIVED TIME MAR 30 2:17AM

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SCIENCE MANAGEMENT
SCI MANAGEMENT

NO. 0000 P. 4
NO. 7850 P. 3/7

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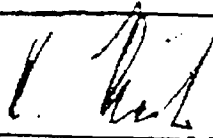
IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day of March, 1989.

Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischi

Joe Kaecar



Klaus Ziegler

RECEIVED TIME MAR. 28. 11:33PM

PRINT TIME MAR. 28. 11:34PM