



101250824

To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies):

Siemens Microelectronics, Inc.

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

3. Nature of conveyance:

- ___ Assignment ___ Merger
___ Security Agreement ___ Change of Name
X Other Merger

Execution Date: 30 March 1999

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 X No

RECEIVED 1999 DEC 23 AM 9:31 OPD/FINANCE

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) 09/233,887

B. Patent No.(s)

Additional numbers attached? ___ Yes X 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

X 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

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

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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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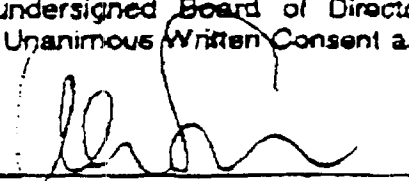
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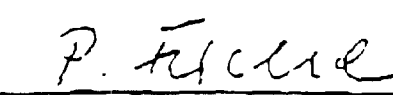
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NO. 5000
AN: 488 777 4974
NO. 7251

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 Fischer

Joe Kaiser

Klaus Ziegler

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UNANIMOUS WRITTEN CONSENT
SEE PARAGRAPH

NO. 6000 P. 4
NO. 6000 P. 2/7
NO. 7850 P. 2/7

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 Kaeser

Klaus Ziegler

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Ulrich Schumacher (Chairman)

Peter Bauer

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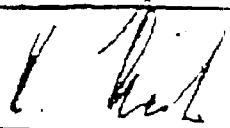
IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day of March, 1989.

Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischl

Joe Kaecar



Klaus Ziegler

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