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(Rev. 6-93)

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To the Honorable Asst. Commissioner for Patents

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U.S. PTO
09/503982

02/14/00

1. Name of conveying party(ies):
Hsiao-Lun Lee, Eung Joon Park and Ali Pourkeramati
Additional name(s) of conveying parties attached?
 Yes No.

2. Name and address of receiving party(ies)
Name: Azalea Microelectronics Corp.
Internal Address:
Street Address: 3080 Olcott Drive, Suite 130-D
City: Santa Clara State: California ZIP: 95054

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: February 14, 2000

Additional names and addresses attached?
 Yes No

09503982

4. Application Number(s) or Patent Numbers.
If this document is being filed together with a new application, the execution date of the application is: February 14, 2000
A. Patent Application No(s): B. Patent No(s):
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Barmak S. Sani
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
(650) 326-2400

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed Charge Fees to Deposit Account
 Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 20-1430

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true of copy of the original document.
Barmak S. Sani _____ Signature _____ Date 2-14-2000
Name of Person Signing
Atty Reg. No. 45,068 Total number of pages including cover sheet, attachments and document 3

10. Change Correspondence Address to that of Part 5? Yes No

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

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Asst. Commissioner for Patents
Box: Assignments
Washington, D.C. 20231

PATENT
REEL: 010615 FRAME: 0915

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Hsiao-Lun Lee, of 1031 Lupine Drive, Sunnyvale, California, 94086, Eung Joon Park, of 2861 Alice Court, Fremont, California 94539, and Ali Pourkermati, of 3979 Brookline Way, Redwood City, California 94062, hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: NON-VOLATILE MEMORY CELL CAPABLE OF BEING
PROGRAMMED AND ERASED THROUGH
SUBSTANTIALLY SEPARATE AREAS OF ONE OF ITS
DRAIN-SIDE AND SOURCE-SIDE REGIONS

Date(s) of execution of Declaration: February 14, 2000

Filing Date: Herewith

Application No.: ; and

WHEREAS, Azalea Microelectronics Corp., of 3080 Olcott Drive, Suite 130-D, Santa Clara, California, 95054, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

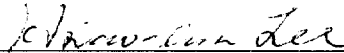
For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

Assignors hereby authorize and request Townsend and Townsend and Crew LLP, Two Embarcadero Center, 8th Floor, San Francisco, CA 94111-3834, to insert herein above the application number and filing date of said application when known.

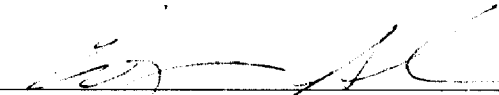
IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Dated: Feb. 14, 2000



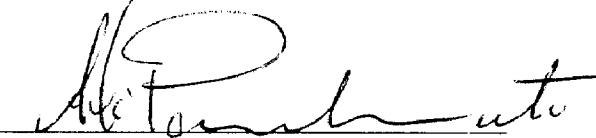
Hsiao-Lun Lee

Dated: 2-14-2000



Eung Joon Park

Dated: 2.14.2000



Ali Pourkermati