04-13-2000 .ET u.s. DEPARTMENT OF COMMERCE RE(FORM PTO-1595 PΔ Patent and Trademark Office (Rev. 6-93) 99 P 7566 US OMB No. 0651-0011 (exp. 4/94) 101319584 To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. Name of conveying party(ies): Name and address of receiving party(ies) Siemens Microelectronics, Inc. Name: SMI Holding LLC Internal Address: Intellectual Property Department 3-13-00 Additional name(s) of conveying party(ies) attached? Yes X No Street Address: 1730 North First Street 3. Nature of conveyance: ___ Assignment Merger City: San Jose State: CA ZIP: 95112 Security Agreement __ Change of Name Additional name(s) & address(es) attached? ___ Yes _X No X 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: B. Patent No.(s) A. Patent Application No.(s) 09/245.958 Additional numbers attached? Yes X No 6. Total number of applications and patents involved: one 5. Name and address of party to whom correspondence concerning document should be mailed: Name: Elsa Keller 7 Total Fee (37 CFR 3 41) \$ 40 00 Internal Address:___ ___ Enclosed Siemens Corporation X Authorized to be charged to deposit account Intellectual Property Department Street Address: 186 Wood Avenue South 8. Deposit Account No.

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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

City: Iselin State: NJ ZIP: 08830

Name of Person Signing

Signature

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

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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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21-99 02:28P Heather S. Vance

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SCI MANAGEMENT SCI MANAGENENT

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)

AN: 488 777 4974 NO. 7551

Peter Bauer

Joe Kaeser

Klaus Ziegier

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שיבועד הועדעום מה ביוודיע

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

> Ulrich Schumacher (Chairman) Peter Flachi Jee Kaeser Klaus Ziegler

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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, 1999.

Ulrich Schumacher (Chairman
Peter Bauer
Peter Fischi
Joe Kaeser'
Joe Kaeser'
Klaus Ziegler

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

Klaus Ziegier

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