	04-18-2000		
FORM PTO-1595 3,15,00 RECORDATIC (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) RECEIVED	101347959	PARTMENT OF COMMERCE Patent and Trademark Office 99 P 7472 US	
To the Honorable Commissioner of Patents and Trademarks:	Please record the attached original documents	s or copy thereof.	
1. Name of conveying party(ies):	2. Name and address of receiving party(ies)		
Siemens Microelectronics, Inc. OPR/FINANCE	Name: SMI Holding LLC		
	Internal Address: <u>Intellectual Proper</u>	ty Department	
Additional name(s) of conveying party(ies) attached? <u>Yes X</u> No	Ctroot Addrooo: 1720 North First Ctr		
3. Nature of conveyance:	Street Address: <u>1730 North First Street</u>		
Assignment Merger			
Security Agreement Change of Name	City: <u>San Jose</u> State: <u>CA</u> ZIP: <u>95112</u>		
X Other Merger	Additional name(s) & address(es) attached?Yes _X_No		
Execution Date: <u>30 March 1999</u>			
If this document is being filed together with a new application, the A. Patent Application No.(s) 09/256,930	execution date of the application is: B. Patent No.(s)		
	Additional numbers attached? Yes	<u>X</u> No	
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and patents involved: <u>one</u>		
Name:Elsa Keller			
Internal Address:	7 Total Fee (37 CER 3 41) \$\$		
Siemens Corporation	Enclosed		
Intellectual Property Department	X Authorized to be charged to de	eposit account	
Street Address: <u>186 Wood Avenue South</u>	8. Deposit Account No.		
City: <u>Iselin</u> State: <u>NJ</u> ZIP: <u>08830</u>	19-2179		
DO NOT USI	E THIS SPACE		
 9. Statement and signature To the best of my knowledge and belief, the foregoing information copy of the original document. <u>Stanton C. Braden, Esq., Reg. No.: 32,556</u> Name of Person Signing Total number of pages including cover sheet, attachments, and d 	7.1 3/[y is a true 3/00	

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

Ulrich Schumacher (Chairman)

Peter Bauer

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Joe Kacser

Klaus Zlagier

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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, 1999.

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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.

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Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischi

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Joe 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.

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Ulrich Schumacher (Chairman)

Peter Bauer

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