FORM PTO-1595

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

(Rev. 6-93)

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ET U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office 98 P 7978 US

To the Honorable Commissioner of Patents a 10	1349036 anal 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
Additional name(s) of conveying party(ies) attached?Yes _XNo	Street Address: 1730 North First Street
3. Nature of conveyance:	Offeet Address. 1700 North Files Offeet
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: 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)	B. Patent No.(s)
09/218,561	1
	Additional numbers attached?Yes _X_No
Name and address of party to whom correspondence concerning document should be mailed:	Total number of applications and patents involved: <u>one</u>
Name: Elsa Keller	
Internal Address:	7 Total Fee (37 CFR 3 41) \$ 40.00
Siemens Corporation	Enclosed
Intellectual Property Department	X Authorized to be charged to deposit account
Street Address: 186 Wood Avenue South	
City: Iselin State: NJ ZIP: 08830	8. Deposit Account No.
Otty. Isemi Otate. 110 Zii . 00000	19-2179
DO NOT USE	ETHIS SPACE
9. Statement and signature To the best of my knowledge and belief, the foregoing information copy of the original document.	is true and correct and any attached copy is a true
Donald B. Paschburg, Esq. Reg. No.: 33,753	Parobling 4/4/2000
Name of Person Signing Signature  Total number of pages including cover sheet, attachments, and do	∠ Date

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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 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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AN: 488 777 4974 NO. 7851

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

Ulfich Schumzcher (Chairman)

Peter Bauer

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Joe Kapser

Klaus Ziegler

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הב פנעקעות הנובעום הה

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

> Ulrich Schumscher (Chairman) Peter Fischi Jee Kaeser Klaus Ziegiar

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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<sup>th</sup> day of March, 1999.

Ulrich Schumacher (Chairman
Peter Bauer
Peter Fischi
log Kapser
Joe Kaeser
Klaus Ziegler

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

Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischi

Joe Kaeser

Klauz Ziegler

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