

07-12-2005

Form PTO-1595 (Rev. 03/05)
OMB No. 0651-0027 (exp. 6/30/2005)

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PATENT OFFICE

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

6-30-05

1. Name of conveying party(ies)
Marius K. Orłowski
James D. Burnett
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Freescale Semiconductor, Inc.
Internal Address: _____

3. Nature of conveyance/Execution Date(s):
Execution Date(s) 06/28/2005; 06/28/2005
 Assignment Merger
 Security Agreement Change of Name
 Joint Research Agreement
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other _____

Street Address: 6501 William Cannon Drive West
City: Austin
State: Texas
Country: USA Zip: 78735
Additional name(s) & address(es) attached? Yes No

4. Application or patent number(s): This document is being filed together with a new application.
A. Patent Application No.(s)
Freescale Docket No. SC13647TP
Additional numbers attached? Yes No

B. Patent No.(s)

5. Name and address to whom correspondence concerning document should be mailed:
Name: Freescale Semiconductor, Inc.
Internal Address: MDTX32/PL02
Street Address: 7700 W. Parmer Lane
City: Austin
State: Texas Zip: 78729
Phone Number: 512.996.6581
Fax Number: 512.996.6854
Email Address: _____

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed
 None required (government interest not affecting title)

8. Payment Information
a. Credit Card Last 4 Numbers 8753
Expiration Date 01/2008
b. Deposit Account Number _____
Authorized User Name _____

9. Signature: _____
Signature
Joseph P. Lally
Name of Person Signing

June 30, 2005
Date
Total number of pages including cover sheet, attachments, and documents: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

07/06/2005 AADDFD1 00000085 11172570
04 FC:8021 40.00 GF



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ASSIGNMENT AND AGREEMENT

For good and valuable consideration, the receipt of which is hereby acknowledged, we, **MARIUS K. ORLOWSKI**, of Austin, Travis County, Texas, and **JAMES D. BURNETT**, of Austin, Travis County, Texas, have sold, assigned and transferred, and do hereby sell, assign and transfer, unto **FREESCALE SEMICONDUCTOR, INC.**, a corporation of the State of Delaware, having its principal office in Austin, Texas, United States of America, and its successors, assigns, and legal representatives, the entire right, title and interest for the United States of America in and to certain inventions relating to improvements in a **SINGLE TRANSISTOR MEMORY CELL WITH REDUCED PROGRAMMING VOLTAGES** (Docket No. SC13647TP), described, illustrated and claimed in an application for Letters Patent of the United States of America executed by us on the dates indicated by our signatures below, together with the entire right, title and interest in and to the application, and in and to Letters Patent which may be issued upon the application, and upon any division, extension, continuation or reissue thereof.

We hereby also sell, assign and transfer unto **FREESCALE SEMICONDUCTOR, INC.**, the entire right, title and interest in and to the invention and in and to applications for Letters Patent therefor in all countries foreign to the United States of America, including all rights under any and all international conventions and treaties in respect of the invention and the applications for Letters Patent in foreign countries, and we further authorize **FREESCALE SEMICONDUCTOR, INC.** to apply for Letters Patent in foreign countries directly in its own name, and to claim priority of the filing date of the application for Letters Patent of the United States of America under the provisions of any and all international conventions and treaties.

We hereby authorize and request the Commissioner of Patents of the United States of America to issue Letters Patent upon the aforesaid application, division, extension, continuation or reissue, to **FREESCALE SEMICONDUCTOR, INC.**, for the sole use and benefit of **FREESCALE SEMICONDUCTOR, INC.**, its successors, assigns and legal representatives, to the full end of the term for which Letters Patent may be granted, the same as they would have been held and enjoyed by me had this assignment not been made, and we hereby authorize and request the equivalent authorities in foreign countries to issue the patents of their respective countries to **FREESCALE SEMICONDUCTOR, INC.**

We agree that, when requested, we will, without charge to **FREESCALE SEMICONDUCTOR, INC.**, but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for the inventions in any and all countries and for vesting title thereto in **FREESCALE SEMICONDUCTOR, INC.**, its successors, assigns and legal representatives or nominees.

We covenant with **FREESCALE SEMICONDUCTOR, INC.**, its successors, assigns and legal representatives, that the interest and property hereby conveyed is free from all prior assignment, grant, mortgage, license or other encumbrance.

Marius K. Orłowski

June 28, 2005

DATE:

MARIUS K. ORLOWSKI

STATE OF TEXAS)
COUNTY OF Travis)

The undersigned Notary Public in and for the County and State aforesaid, do hereby certify that **MARIUS K. ORLOWSKI**, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the instrument as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 28 day of June, 2005.

My commission expires:

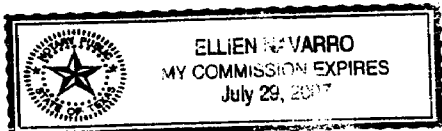
7-29-07

Ellien Navarro

Notary Public Signature

Ellien Navarro

Printed Name of Notary Public



James D. Burnett
JAMES D. BURNETT

DATE: 6/28/05

STATE OF TEXAS)
COUNTY OF Travis)

The undersigned Notary Public in and for the County and State aforesaid, do hereby certify that **JAMES D. BURNETT**, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the instrument as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 28 day of June, 2005.

My commission expires:
7-29-07

Ellien Navarro
Notary Public Signature
Ellien Navarro
Printed Name of Notary Public

