

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
FREESCALE SEMICONDUCTOR, INC.	07/18/2007

RECEIVING PARTY DATA

Name:	CITIBANK, N.A., AS COLLATERAL AGENT
Street Address:	390 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013

PROPERTY NUMBERS Total: 201

Property Type	Number
Application Number:	11576789
Application Number:	11576828
Application Number:	11695722
Application Number:	11695974
Application Number:	11696374
Application Number:	11696610
Application Number:	11696734
Application Number:	11697106
Application Number:	11718396
Application Number:	11719015
Application Number:	11719883
Application Number:	11719924
Application Number:	11720127
Application Number:	11720129
Application Number:	11721651

PATENT

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REEL: 020045 FRAME: 0448

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Application Number:	11721656
Application Number:	11722293
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Application Number:	11807745
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Patent Number:	7235959
Patent Number:	7236014
Patent Number:	7236190
Patent Number:	7236339
Patent Number:	7236402
Patent Number:	7237149

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3016380511
 Email: ipresearchplus@comcast.net
 Correspondent Name: IP Research Plus, Inc.
 Address Line 1: 21 Tadcaster Circle
 Address Line 2: Attn: Penelope J.A. Agodoa
 Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:

32192

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Total Attachments: 10

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PATENT SECURITY AGREEMENT dated as of July 18, 2007 (this "*Agreement*"), among FREESCALE SEMICONDUCTOR, INC., a Delaware corporation with an address at 6501 William Cannon Drive West, Austin, Texas 78735 (the "*Borrower*") and CITIBANK, N.A., with an address at 390 Greenwich Street, New York, NY 10013, as Collateral Agent (in such capacity, the "*Collateral Agent*").

Reference is made to (a) the Intellectual Property Security Agreement dated as of December 1, 2006 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), among FREESCALE ACQUISITION CORPORATION (n/k/a the Borrower) ("*Merger Sub*"), FREESCALE ACQUISITION HOLDINGS CORP. (n/k/a FREESCALE SEMICONDUCTOR HOLDINGS V, INC.) ("*Holdings*"), the Subsidiaries of FREESCALE HOLDINGS (BERMUDA) III, LTD., ("*Foreign Holdings*"), from time to time party thereto and the Collateral Agent and (b) the Credit Agreement dated as of December 1, 2006 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among Merger Sub, the Borrower, Holdings, Foreign Holdings, FREESCALE HOLDINGS (BERMUDA) IV, LTD., CITIBANK, N.A., as Administrative Agent, Collateral Agent, Swing Line Lender and L/C Issuer, and each lender from time to time party hereto. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, including the Guarantees, the Borrower, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Borrower or in which such the Borrower now has or at any time in the future may acquire any right, title or interest (collectively, the "*Patent Collateral*");

(a) all letters patent of the United States or the equivalent thereof in any other country, all registrations and recordings thereof, and all applications for letters patent of the United States or the equivalent thereof in any other country, including registrations, recordings and pending applications in the United States Patent and Trademark Office or any similar offices in any other country, including those listed on Schedule I (the "*Patents*"), and all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof,

and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein; *provided, however*, that notwithstanding any of the other provisions herein (and notwithstanding any recording of the Collateral Agent's Lien made in the U.S. Patent and Trademark Office or other IP registry office), this Agreement shall not constitute a grant of a security interest in any property to the extent that such grant of a security interest is prohibited by any rule of law, statute or regulation or is prohibited by, or constitutes a breach or default under or results in the termination of any contract, license, agreement, instrument or other document evidencing or giving rise to such property, or would result in the forfeiture of the Borrower's rights in the property.

SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. The Borrower hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

FREESCALE SEMICONDUCTOR, INC.,

By



Name: Alan Campbell

Title: Senior Vice President and
Chief Financial Officer

CITIBANK, N.A., as Collateral Agent,

By

Name:

Title:

[Patent Security Agreement]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

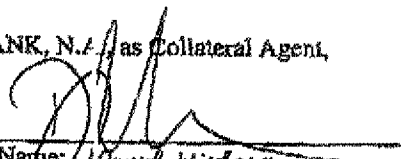
FREESCALE SEMICONDUCTOR, INC.,

By


Name: Alan Campbell
Title: Senior Vice President and
Chief Financial Officer

CITIBANK, N.A. as Collateral Agent,

By


Name: David Wiedman
Title: Vice President

[Patent Security Agreement]

Schedule I

PATENT APPLICATIONS

Country	Docket #	Application #	Application Dt	Owner
United States	SC12484ET	11/576789	08-Oct-04	Freescale Semiconductor, Inc.
United States	SC12965EC	11/576828	06-Oct-04	Freescale Semiconductor, Inc.
United States	MT10484TP	11/695722	03-Apr-07	Freescale Semiconductor, Inc.
United States	NC45181TH	11/695974	03-Apr-07	Freescale Semiconductor, Inc.
United States	MT10210ZK	11/696374	04-Apr-07	Freescale Semiconductor, Inc.
United States	TS48122TS	11/696610	04-Apr-07	Freescale Semiconductor, Inc.
United States	TS10025JC	11/696734	05-Apr-07	Freescale Semiconductor, Inc.
United States	MT10553TP	11/697106	05-Apr-07	Freescale Semiconductor, Inc.
United States	SC13272MP	11/718396	31-Oct-05	Freescale Semiconductor, Inc.
United States	SC13504EI	11/719016	10-Nov-04	Freescale Semiconductor, Inc.
United States	SC13583EI	11/719883	22-Nov-04	Freescale Semiconductor, Inc.
United States	SC13609EI	11/719924	22-Nov-04	Freescale Semiconductor, Inc.
United States	SC13685CF	11/720127	30-Nov-04	Freescale Semiconductor, Inc.
United States	SC13681EI	11/720129	30-Nov-04	Freescale Semiconductor, Inc.
United States	SC13803EI	11/721651	13-Dec-04	Freescale Semiconductor, Inc.
United States	SC13469EC	11/721656	15-Dec-04	Freescale Semiconductor, Inc.
United States	SC13319EC	11/722293	23-Dec-04	Freescale Semiconductor, Inc.
United States	SC13706ET	11/722295	20-Dec-04	Freescale Semiconductor, Inc.
United States	SC13846EC	11/722296	23-Dec-04	Freescale Semiconductor, Inc.
United States	MT10294TK	11/732584	04-Apr-07	Freescale Semiconductor, Inc.
United States	MT10572ZP	11/733063	09-Apr-07	Freescale Semiconductor, Inc.
United States	TS10035ZC D01	11/733079	09-Apr-07	Freescale Semiconductor, Inc.
United States	MT10546TP	11/733519	10-Apr-07	Freescale Semiconductor, Inc.
United States	WM41251ZH	11/733610	10-Apr-07	Freescale Semiconductor, Inc.
United States	NC45169TH	11/733878	11-Apr-07	Freescale Semiconductor, Inc.
United States	MT10642TP	11/734328	12-Apr-07	Freescale Semiconductor, Inc.
United States	SC13047TC D01	11/736231	17-Apr-07	Freescale Semiconductor, Inc.
United States	MT10413ZP	11/736272	17-Apr-07	Freescale Semiconductor, Inc.
United States	MT10391ZP	11/736960	18-Apr-07	Freescale Semiconductor, Inc.
United States	MT10583ZP	11/737270	19-Apr-07	Freescale Semiconductor, Inc.
United States	MT10607TP	11/737492	19-Apr-07	Freescale Semiconductor, Inc.
United States	MT10649TP	11/737496	19-Apr-07	Freescale Semiconductor, Inc.
United States	MT10324TP SC13956TC D01	11/737499	19-Apr-07	Freescale Semiconductor, Inc.
United States	SC14042IC	11/737759	20-Apr-07	Freescale Semiconductor, Inc.
United States	FS40071AC	11/737761	20-Apr-07	Freescale Semiconductor, Inc.
United States	MT10628TP	11/738003	20-Apr-07	Freescale Semiconductor, Inc.
United States	MT10580TP	11/738192	20-Apr-07	Freescale Semiconductor, Inc.
United States	MT10000AK	11/738514	22-Apr-07	Freescale Semiconductor, Inc.

Schedule I - 1

Country	Docket #	Application #	Application Dt	Owner
United States	SC14717IC	11/738531	23-Apr-07	Freescale Semiconductor, Inc.
United States	MT10639TP	11/738683	23-Apr-07	Freescale Semiconductor, Inc.
United States	MT10325ZP	11/739625	24-Apr-07	Freescale Semiconductor, Inc.
United States	TS10048ZC	11/739933	25-Apr-07	Freescale Semiconductor, Inc.
United States	MT10513ZP	11/740066	25-Apr-07	Freescale Semiconductor, Inc.
United States	MT10492TS	11/740331	26-Apr-07	Freescale Semiconductor, Inc.
United States	WM41296TC	11/740697	26-Apr-07	Freescale Semiconductor, Inc.
United States	MT10463TS	11/741192	27-Apr-07	Freescale Semiconductor, Inc.
United States	NC45130TC	11/741251	27-Apr-07	Freescale Semiconductor, Inc.
United States	MT10084ZK	11/741870	30-Apr-07	Freescale Semiconductor, Inc.
United States	NC45176TC	11/741920	30-Apr-07	Freescale Semiconductor, Inc.
United States	MT10425TP	11/742081	30-Apr-07	Freescale Semiconductor, Inc.
United States	WM41573TH	11/742204	30-Apr-07	Freescale Semiconductor, Inc.
United States	WM41554TC	11/742255	30-Apr-07	Freescale Semiconductor, Inc.
United States	WM41570TS	11/742280	30-Apr-07	Freescale Semiconductor, Inc.
United States	WM41553TC	11/742291	30-Apr-07	Freescale Semiconductor, Inc.
United States	MT10195ZP	11/742363	30-Apr-07	Freescale Semiconductor, Inc.
United States	MT10283TP	11/742755	01-May-07	Freescale Semiconductor, Inc.
United States	MT10292TP	11/742778	01-May-07	Freescale Semiconductor, Inc.
United States	SC14458TP	11/742942	01-May-07	Freescale Semiconductor, Inc.
United States	SC13364TP D01	11/742955	01-May-07	Freescale Semiconductor, Inc.
United States	SC12953TH D01	11/743157	02-May-07	Freescale Semiconductor, Inc.
United States	MT10664TP	11/744581	04-May-07	Freescale Semiconductor, Inc.
United States	MT10658TP	11/744638	04-May-07	Freescale Semiconductor, Inc.
United States	MT10663ZP	11/745488	08-May-07	Freescale Semiconductor, Inc.
United States	WM10124ZC	11/745875	08-May-07	Freescale Semiconductor, Inc.
United States	FS40087JC	11/746071	09-May-07	Freescale Semiconductor, Inc.
United States	MT10543ZP	11/746118	09-May-07	Freescale Semiconductor, Inc.
United States	NC45233TC	11/746126	09-May-07	Freescale Semiconductor, Inc.
United States	WM41524TS	11/746792	10-May-07	Freescale Semiconductor, Inc.
United States	NC45196TH	11/746998	10-May-07	Freescale Semiconductor, Inc.
United States	WM10046TH	11/747087	30-Apr-07	Freescale Semiconductor, Inc.
United States	TS10081ZC	11/747360	11-May-07	Freescale Semiconductor, Inc.
United States	TS48181ZC	11/747414	11-May-07	Freescale Semiconductor, Inc.
United States	NC45282TH	11/748350	14-May-07	Freescale Semiconductor, Inc.
United States	NC45237TH	11/748353	14-May-07	Freescale Semiconductor, Inc.
United States	FS40085JC	11/749147	15-May-07	Freescale Semiconductor, Inc.
United States	SC12926TK D01	11/750048	17-May-07	Freescale Semiconductor, Inc.
United States	NC45238TH	11/750739	18-May-07	Freescale Semiconductor, Inc.
United States	MT10671TP	11/751724	22-May-07	Freescale Semiconductor, Inc.
United States	WM41526TS	11/751771	22-May-07	Freescale Semiconductor, Inc.
United States	NC45177TC SC13497TP	11/752051	22-May-07	Freescale Semiconductor, Inc.
United States	D01	11/752544	23-May-07	Freescale Semiconductor, Inc.

Schedule I - 2

43

Country	Docket #	Application #	Application Dt	Owner
United States	MT10197ZP	11/752608	23-May-07	Freescale Semiconductor, Inc.
United States	WM10232AC	11/752938	24-May-07	Freescale Semiconductor, Inc.
United States	NC45201EC	11/753003	24-May-07	Freescale Semiconductor, Inc.
United States	MT10244ZK	11/753749	25-May-07	Freescale Semiconductor, Inc.
United States	TS48144ZP	11/753851	25-May-07	Freescale Semiconductor, Inc.
United States	SC13855TP			Freescale Semiconductor, Inc.
United States	D01	11/754728	29-May-07	
United States	TS48128TH	11/755448	31-May-07	Freescale Semiconductor, Inc.
United States	MT10311ZP	11/755498	30-May-07	Freescale Semiconductor, Inc.
United States	WM41288ZC	11/755960	31-May-07	Freescale Semiconductor, Inc.
United States	MT10672TP	11/758095	31-May-07	Freescale Semiconductor, Inc.
United States	MT10165ZP	11/758187	31-May-07	Freescale Semiconductor, Inc.
United States	MT10429TS	11/756182	31-May-07	Freescale Semiconductor, Inc.
United States	MT10705TP	11/756197	31-May-07	Freescale Semiconductor, Inc.
United States	MT10680TP	11/756231	31-May-07	Freescale Semiconductor, Inc.
United States	NC45156TC	11/759028	06-Jun-07	Freescale Semiconductor, Inc.
United States	WM41301ZC	11/759463	07-Jun-07	Freescale Semiconductor, Inc.
United States	MT10706TP	11/759518	07-Jun-07	Freescale Semiconductor, Inc.
United States	MT10682TP	11/759593	07-Jun-07	Freescale Semiconductor, Inc.
United States	MT10182AK	11/759935	08-Jun-07	Freescale Semiconductor, Inc.
United States	FS40089JC	11/759944	08-Jun-07	Freescale Semiconductor, Inc.
United States	NC10112ZC	11/760775	10-Jun-07	Freescale Semiconductor, Inc.
United States	NC45167ZC	11/763107	14-Jun-07	Freescale Semiconductor, Inc.
United States	WM41373TC	11/763914	15-Jun-07	Freescale Semiconductor, Inc.
United States	TS48212JH	11/764810	19-Jun-07	Freescale Semiconductor, Inc.
United States	MT10596ZK	11/764911	19-Jun-07	Freescale Semiconductor, Inc.
United States	MT10544ZK	11/765170	19-Jun-07	Freescale Semiconductor, Inc.
United States	WM41386TC	11/766880	22-Jun-07	Freescale Semiconductor, Inc.
United States	WM41624TS	11/766888	22-Jun-07	Freescale Semiconductor, Inc.
United States	MT10640ZP	11/767413	22-Jun-07	Freescale Semiconductor, Inc.
United States	SC10900TS			Freescale Semiconductor, Inc.
United States	D02	11/769376	27-Jun-07	
United States	MT10609TP	11/770295	28-Jun-07	Freescale Semiconductor, Inc.
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United States	MT10803TP	11/771721	29-Jun-07	Freescale Semiconductor, Inc.
United States	MT10500TP	11/784561	05-Apr-07	Freescale Semiconductor, Inc.
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United States	MT10133TP	11/788184	18-Apr-07	Freescale Semiconductor, Inc.
United States	MT10232TP	11/788216	18-Apr-07	Freescale Semiconductor, Inc.
United States	MT10453TP	11/800204	04-May-07	Freescale Semiconductor, Inc.
United States	MT10548TP	11/803097	11-May-07	Freescale Semiconductor, Inc.
United States	MT10434TP	11/807745	29-May-07	Freescale Semiconductor, Inc.
United States	MT10384TP	11/807777	29-May-07	Freescale Semiconductor, Inc.
United States	MT10018TS	11/811407	11-Jun-07	Freescale Semiconductor, Inc.
United States	TS48120TC	11/811547	11-Jun-07	Freescale Semiconductor, Inc.
United States	WM41572TH	80/916072	04-May-07	Freescale Semiconductor, Inc.

Schedule I - 3

PATENTS ISSUED

Country	Patent #	Grant Dt	Owner
United States	7198306	03-Apr-07	Freescale Semiconductor, Inc.
United States	7198429	03-Apr-07	Freescale Semiconductor, Inc.
United States	7198679	03-Apr-07	Freescale Semiconductor, Inc.
United States	7200020	03-Apr-07	Freescale Semiconductor, Inc.
United States	7200058	03-Apr-07	Freescale Semiconductor, Inc.
United States	7200137	03-Apr-07	Freescale Semiconductor, Inc.
United States	7200378	03-Apr-07	Freescale Semiconductor, Inc.
United States	7200719	03-Apr-07	Freescale Semiconductor, Inc.
United States	7202117	10-Apr-07	Freescale Semiconductor, Inc.
United States	7202182	10-Apr-07	Freescale Semiconductor, Inc.
United States	7208178	17-Apr-07	Freescale Semiconductor, Inc.
United States	7205202	17-Apr-07	Freescale Semiconductor, Inc.
United States	7205210	17-Apr-07	Freescale Semiconductor, Inc.
United States	7205235	17-Apr-07	Freescale Semiconductor, Inc.
United States	7205808	17-Apr-07	Freescale Semiconductor, Inc.
United States	7206214	17-Apr-07	Freescale Semiconductor, Inc.
United States	7206223	17-Apr-07	Freescale Semiconductor, Inc.
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United States	7208357	24-Apr-07	Freescale Semiconductor, Inc.
United States	7208390	24-Apr-07	Freescale Semiconductor, Inc.
United States	7208424	24-Apr-07	Freescale Semiconductor, Inc.
United States	7208841	24-Apr-07	Freescale Semiconductor, Inc.
United States	7209332	24-Apr-07	Freescale Semiconductor, Inc.
United States	7209720	24-Apr-07	Freescale Semiconductor, Inc.
United States	7211466	01-May-07	Freescale Semiconductor, Inc.
United States	7211477	01-May-07	Freescale Semiconductor, Inc.
United States	7211487	01-May-07	Freescale Semiconductor, Inc.
United States	7211852	01-May-07	Freescale Semiconductor, Inc.
United States	7211858	01-May-07	Freescale Semiconductor, Inc.
United States	7212587	01-May-07	Freescale Semiconductor, Inc.
United States	7214590	08-May-07	Freescale Semiconductor, Inc.
United States	7215014	08-May-07	Freescale Semiconductor, Inc.
United States	7215150	08-May-07	Freescale Semiconductor, Inc.
United States	7215188	08-May-07	Freescale Semiconductor, Inc.
United States	7215268	08-May-07	Freescale Semiconductor, Inc.
United States	7215765	08-May-07	Freescale Semiconductor, Inc.
United States	7215972	08-May-07	Freescale Semiconductor, Inc.
United States	7217643	15-May-07	Freescale Semiconductor, Inc.
United States	7217667	15-May-07	Freescale Semiconductor, Inc.
United States	7218119	15-May-07	Freescale Semiconductor, Inc.
United States	7220602	22-May-07	Freescale Semiconductor, Inc.
United States	7220632	22-May-07	Freescale Semiconductor, Inc.
United States	7221006	22-May-07	Freescale Semiconductor, Inc.
United States	7221188	22-May-07	Freescale Semiconductor, Inc.
United States	7221221	22-May-07	Freescale Semiconductor, Inc.

Schedule 1 - 4

Country	Patent #	Grant Dt	Owner
United States	7221813	22-May-07	Freescale Semiconductor, Inc.
United States	7224630	29-May-07	Freescale Semiconductor, Inc.
			Freescale Semiconductor, Inc.
United States	7224711	29-May-07	
United States	7226796	05-Jun-07	Freescale Semiconductor, Inc.
United States	7226802	05-Jun-07	Freescale Semiconductor, Inc.
United States	7226820	05-Jun-07	Freescale Semiconductor, Inc.
United States	7226833	05-Jun-07	Freescale Semiconductor, Inc.
United States	7226840	05-Jun-07	Freescale Semiconductor, Inc.
United States	7227366	05-Jun-07	Freescale Semiconductor, Inc.
United States	7227487	05-Jun-07	Freescale Semiconductor, Inc.
United States	7227783	05-Jun-07	Freescale Semiconductor, Inc.
			Freescale Semiconductor, Inc.
United States	7227916	05-Jun-07	
			Freescale Semiconductor, Inc.
United States	7228401	05-Jun-07	
United States	7229903	12-Jun-07	Freescale Semiconductor, Inc.
United States	7230264	12-Jun-07	Freescale Semiconductor, Inc.
United States	7230505	12-Jun-07	Freescale Semiconductor, Inc.
United States	7231586	12-Jun-07	Freescale Semiconductor, Inc.
United States	7232701	19-Jun-07	Freescale Semiconductor, Inc.
United States	7235408	26-Jun-07	Freescale Semiconductor, Inc.
United States	7235471	26-Jun-07	Freescale Semiconductor, Inc.
United States	7235473	26-Jun-07	Freescale Semiconductor, Inc.
			Freescale Semiconductor, Inc.
United States	7235502	26-Jun-07	
United States	7235823	26-Jun-07	Freescale Semiconductor, Inc.
United States	7235847	26-Jun-07	Freescale Semiconductor, Inc.
United States	7235959	26-Jun-07	Freescale Semiconductor, Inc.
United States	7236014	26-Jun-07	Freescale Semiconductor, Inc.
United States	7236190	26-Jun-07	Freescale Semiconductor, Inc.
United States	7236339	26-Jun-07	Freescale Semiconductor, Inc.
United States	7236402	28-Jun-07	Freescale Semiconductor, Inc.
United States	7237149	26-Jun-07	Freescale Semiconductor, Inc.

Schedule I - 5

30