

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/11/2004

**CONVEYING PARTY DATA**

Name	Execution Date
Aptos Acquisition, Inc.	05/11/2004

**RECEIVING PARTY DATA**

Name:	Accerant, Inc.
Street Address:	1621 Barber Lane
City:	Milpitas
State/Country:	CALIFORNIA
Postal Code:	95035

**PROPERTY NUMBERS Total: 5**

Property Type	Number
Application Number:	10374897
Patent Number:	7091944
Patent Number:	7088351
Patent Number:	7230460
Patent Number:	7116743

**CORRESPONDENCE DATA**

Fax Number: (719)533-7955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 7195337969  
 Email: peter.scott@lsi.com  
 Correspondent Name: Peter P. Scott  
 Address Line 1: 4420 ArrowsWest Dr  
 Address Line 2: MS D-106  
 Address Line 4: Colorado Springs, COLORADO 80907

ATTORNEY DOCKET NUMBER:	ACCERANT	<b>PATENT</b>
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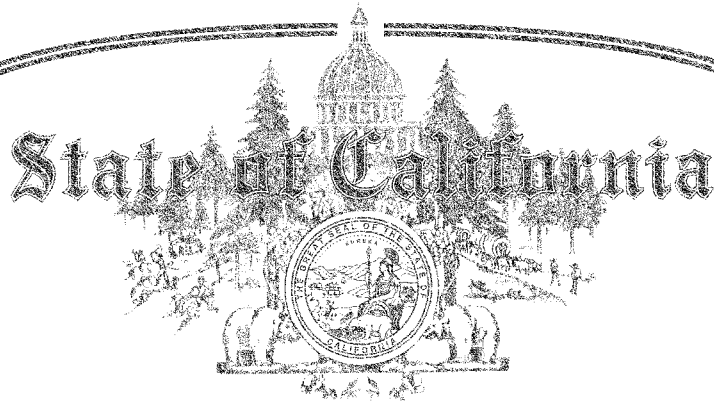
**CH \$200.00 10374897**

NAME OF SUBMITTER:

Peter P. Scott

**Total Attachments: 12**

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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 14 2004



*Kevin Shelley*  
Secretary of State

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**AGREEMENT OF MERGER  
OF ACCERANT INC.  
AND LSI LOGIC CORPORATION**

MAY 11 2004

**KEVIN SHELLEY  
Secretary of State**

This Agreement of Merger (the "Agreement") is entered into as of this 11th day of May, 2004, by and among Accerant Inc., a California Corporation ("Company"), Aptos Acquisition, Inc., a California corporation ("Sub"), and LSI Logic Corporation, a Delaware corporation ("Parent").

1. (a) Company is a California corporation organized on August 2, 2001, which has outstanding (prior to giving effect to the conversion referred to in paragraph 4 below) 7,771,600 shares of common stock, no par value (the "Company Common Stock") and 4,427,500 shares of its preferred stock, no par value, of which 1,467,500 shares are designated Series A Preferred Stock ("Series A Preferred Stock") and 2,960,000 shares are designated Series A-1 Preferred Stock ("Series A-1 Preferred Stock").

(b) Sub is a California corporation organized on April 22, 2004, which has 10,000 shares of its common stock outstanding, all of which are owned by Parent.

2. At the Effective Time (as defined below), Sub shall be merged with and into Company (the "Merger"). As a result of the Merger, the separate corporate existence of Sub shall cease and Company shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

3. The Merger shall become effective at such time as the Agreement is accepted for filing by the Secretary of State of the State of California (the "Effective Time").

4. Prior to the Effective Time, pursuant to Section 5(b) of the Company's Articles of Incorporation, the holders of at least two-thirds of each of the Series A Preferred Stock and Series A-1 Preferred Stock of the Company, shall have voted to convert all of the outstanding shares of Series A Preferred Stock and Series A-1 Preferred Stock into Company Common Stock, as provided in Sections 5(b) and 5(l) of the Company's Articles of Incorporation.

5. At the Effective Time, all the property, rights, privileges, powers and franchises of Company and Sub shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities, and duties of each of Company and Sub shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

6. At the Effective Time, by virtue of the Merger and without any action on the part of Company, Sub, or the holders of any securities of Company or Sub:

(a) each share of Company Common Stock outstanding immediately prior to the Effective Time, which was not held by a shareholder that perfected its rights as a dissenting

shareholder under the California General Corporations Law, shall be cancelled, extinguished and automatically converted into the right to receive (i) the Closing Consideration Per Share Amount (as defined in paragraph 7 below), as provided in Sections 2.2 and 2.4 of the Agreement and Plan of Merger (the "Agreement of Reorganization") entered into as of April 28, 2004, by and among Company, Sub, Parent and Guofang Zheng; and (ii) a pro-rata portion of certain funds placed into escrow for indemnification purposes, following the release of such funds, if any, from escrow, as provided in Section 2.2 and 2.12 in the Agreement of Reorganization; and (iii) a pro-rata portion of certain funds, if any, payable contingent on certain performance criteria being met as provided in Section 2.2 and 2.11 of the Agreement of Reorganization; and

(b) each share of common stock of Sub outstanding immediately prior to the Effective Time shall be cancelled, extinguished and automatically converted into one share of common stock, \$0.001 par value, of the Surviving Corporation with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

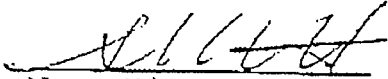
7. "Closing Consideration Per Share Amount" shall mean the quotient of A) the sum of \$11,908,590, reduced by (i) the amount of principal and accrued interest on all outstanding bridge loans, promissory notes, and other interest-bearing obligations of the Company at the closing of the Merger, as certified by the Company; and (ii) the amount of any fees in excess of \$250,000 (or in excess of customary rates of the applicable service provider) paid or payable as of the closing of the Merger, as certified by the Company, by the Company to third-party accountants, attorneys, investment bankers and other professionals incurred with respect to this Agreement and the Agreement of Reorganization, as provided in Section 2.13 of the Agreement of Reorganization, divided by B) the number of shares of Company Common Stock outstanding immediately prior to the Effective Time (after giving effect to the conversion referred to in paragraph 4 above).

8. At the Effective Time, the Articles of Incorporation of the Surviving Corporation will be hereby amended and restated in their entirety, as attached hereto as Exhibit A.

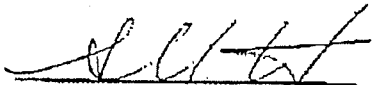
9. The directors of Sub immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation, and the officers of Sub immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement, which may be signed in any number of counterparts, each of which shall be an original with the same effect as if all signatures were upon the same instrument.

**ACCERANT INC.**



Name: Shi-Chang (Stanley) Wang  
Title: President



Name: Shi-Chang (Stanley) Wang  
Title: Secretary

**LSI LOGIC CORPORATION**

Name: Bryon Look  
Title: Executive Vice President,  
Chief Financial Officer

Name: David G. Pursel  
Title: Vice President, General Counsel &  
Corporate Secretary

**APTOS ACQUISITION, INC.**

Name: Bryon Look  
Title: President

Name: David Pursel  
Title: Secretary

IN WITNESS WHEREOF, the parties hereto have executed this Agreement, which may be signed in any number of counterparts, each of which shall be an original with the same effect as if all signatures were upon the same instrument.

**ACCERANT INC.**

\_\_\_\_\_  
Name:  
Title: President

\_\_\_\_\_  
Name:  
Title: Secretary

**LSI LOGIC CORPORATION**

*Bryon Look*  
Name: Bryon Look  
Title: Executive Vice President,  
Chief Financial Officer

*David G. Pursel*  
Name: David G. Pursel  
Title: Vice President, General Counsel &  
Corporate Secretary

**APTOS ACQUISITION, INC.**

*Bryon Look*  
Name: Bryon Look  
Title: President

*David Pursel*  
Name: David Pursel  
Title: Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ACCERANT INC.

Byron Look and David Pursel certify that:

ONE: They are the duly appointed and acting President and Secretary, respectively, of Accerant Inc., a California corporation.

TWO: The Articles of Incorporation of the corporation are hereby amended and restated in their entirety as follows:

I

The name of this corporation is ACCERANT INC.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue one class of stock, designated "Common Stock." The total number of shares of Common Stock which this corporation is authorized to issue is 10,000 shares, \$0.001 par value.

IV

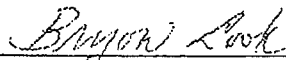
Section 1. Limitation of Directors' Liability. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

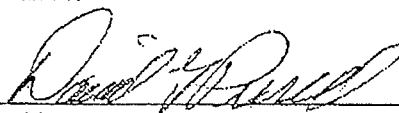
Section 2. Indemnification of Directors and Officers. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Section 3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V shall not adversely affect any right of indemnification or limitation of liability of a director or officer of this corporation relating to acts or omissions occurring prior to such repeal or modification.



Date: May 11, 2004

  
\_\_\_\_\_  
Bryon Look,  
President

  
\_\_\_\_\_  
David Pursel,  
Secretary

ACCERANT INC.

OFFICERS' CERTIFICATE OF APPROVAL OF MERGER

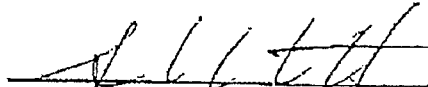
The undersigned, Shi-Chang (Stanley) Wang, President and Chief Executive Officer of Accerant Inc., and Shi-Chang (Stanley) Wang, Secretary of Accerant Inc., hereby certify that:

1. They are the President and Secretary, respectively, of Accerant Inc., a California corporation (the "Company").
2. The principal terms of the Agreement of Merger in the form attached (the "Merger Agreement"; terms defined therein being used herein as therein defined) providing for the merger (the "Merger") of Aptos Acquisition, Inc., a California corporation, with and into the Company were duly approved by the Board of Directors and shareholders of the Company.
3. The outstanding shares of the Company entitled to vote on the Merger consisted of 7,111,017 shares of common stock and 4,427,500 shares of preferred stock, of which 1,467,500 shares are designated Series A Preferred Stock and 2,960,000 shares are designated Series A-1 Preferred Stock. Pursuant to the Company's Articles of Incorporation and the California Corporations Code, the vote required for approval of the Merger is the affirmative vote of the holders of at least a majority of the outstanding shares of the Company's common stock, the Series A Preferred Stock and the Series A-1 Preferred Stock, voting as separate classes.
4. The principal terms of the Merger Agreement were approved by the holders of at least a majority of the outstanding shares of the Company's common stock, the Series A Preferred Stock and the Series A-1 Preferred Stock, voting as separate classes of the Company, which votes exceeded the votes required.
5. The outstanding shares of the Company entitled to vote on the conversion of all of the outstanding shares of Series A Preferred Stock and Series A-1 Preferred Stock of the Company into Company Common Stock, as provided in paragraph 4 of the Merger Agreement (the "Conversion"), consisted of 4,427,500 shares of preferred stock, of which 1,467,500 shares are designated

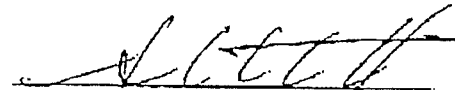
Series A Preferred Stock and 2,960,000 shares are designated Series A-1 Preferred Stock. Pursuant to Section 5(b) of the Company's Articles of Incorporation the vote required for approval of the Conversion is the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Series A Preferred Stock and Series A-1 Preferred Stock, voting as separate classes. The holders of at least two-thirds of the outstanding shares of Series A Preferred Stock and Series A-1 Preferred Stock, voting as separate classes, have voted to approve the Conversion, which votes exceeded the votes required.

Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to his or her own knowledge.

Date: May 11, 2004

  
Name: Shi-Chang (Stanley) Wang  
President and Chief Executive Officer

Date: May 11, 2004

  
Name: Shi-Chang (Stanley) Wang  
Secretary

**APTOS ACQUISITION, INC.**

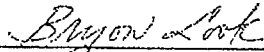
**OFFICERS' CERTIFICATE OF APPROVAL OF MERGER**

The undersigned, Bryon Look, President and Chief Executive Officer of Aptos Acquisition, Inc., and David Pursel, Secretary of Aptos Acquisition, Inc., hereby certify that:

1. They are the President and Secretary, respectively, of Aptos Acquisition, Inc., a California corporation ("Sub").
2. The principal terms of the Agreement of Merger in the form attached (the "Merger Agreement") providing for the merger (the "Merger") of Sub with and into Accerant Inc., a California corporation, were duly approved by the sole director and shareholder of Sub.
3. There were 10,000 shares of Sub common stock issued and outstanding, all of which were entitled to vote on the Merger. A vote of more than 50% of the outstanding shares of Sub common stock was required to approve the Merger.
4. The principal terms of the Merger Agreement were approved by the consent of Sub's sole shareholder, LSI Logic Corporation, a Delaware corporation, holding one hundred percent (100%) of the Company's issued and outstanding shares, which vote exceeded the vote required.
5. No vote of the shareholders of LSI Logic Corporation was required to approve the Merger.

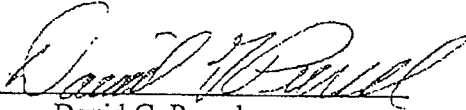
Each of the undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to his or her own knowledge.

Date: May 11, 2004



\_\_\_\_\_  
Bryon Look  
President and Chief Executive Officer

Date: May 11, 2004



\_\_\_\_\_  
David G. Pursel  
Secretary



RECORDED: 02/14/2008

PATENT  
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