

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.	10/30/2009
RECEIVING PARTY DATA	
Name:	Citibank, N.A.
Street Address:	390 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
PROPERTY NUMBERS Total: 202	
Property Type	Number
Patent Number:	7556978
Patent Number:	7556992
Patent Number:	7557008
Patent Number:	7557042
Patent Number:	7558539
Patent Number:	7559041
Patent Number:	7560318
Patent Number:	7560354
Patent Number:	7560965
Patent Number:	7560970
Patent Number:	7561076
Patent Number:	7563662
Patent Number:	7563681
Patent Number:	7563700
Patent Number:	7564716

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Patent Number:	7564738
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Patent Number:	7566993
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Application Number:	12569025
Application Number:	12570261
Application Number:	12570765
Application Number:	12570829
Application Number:	12593514
Application Number:	12593519

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:	35347
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NAME OF SUBMITTER:	Penelope J.A. Agodoa
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PATENT SECURITY AGREEMENT dated as of October 30, 2009 (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

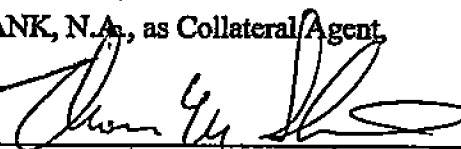


Name: David Stasse

Title: Vice President and Treasurer

CITIBANK, N.A., as Collateral Agent

By



Name: Thomas M. Stummie

Title: Vice President

[Patent Security Agreement]

Schedule I

PATENT APPLICATIONS

Country	Docket #	App #	App Dt	Owner
United States	CP41936ZH	12/459995	10-Jul-09	Freescale Semiconductor, Inc.
United States	MT11236AK	12/499788	08-Jul-09	Freescale Semiconductor, Inc.
United States	AC50124HC	12/500975	10-Jul-09	Freescale Semiconductor, Inc.
United States	FS40168JC	12/501537	13-Jul-09	Freescale Semiconductor, Inc.
United States	MT11231ZP	12/502812	14-Jul-09	Freescale Semiconductor, Inc.
United States	MT11024AK	12/503056	14-Jul-09	Freescale Semiconductor, Inc.
United States	AC50044AC	12/503059	14-Jul-09	Freescale Semiconductor, Inc.
United States	CP41909ASX	12/503062	14-Jul-09	Freescale Semiconductor, Inc.
United States	MT11232BP	12/503116	15-Jul-09	Freescale Semiconductor, Inc.
United States	NM45586TS	12/503345	15-Jul-09	Freescale Semiconductor, Inc.
United States	CP41779ZC	12/503807	15-Jul-09	Freescale Semiconductor, Inc.
United States	CP41997ZC	12/503816	15-Jul-09	Freescale Semiconductor, Inc.
United States	TS48276ZC	12/504335	16-Jul-09	Freescale Semiconductor, Inc.
United States	FS10038JC	12/504653	16-Jul-09	Freescale Semiconductor, Inc.
United States	MT11219AK	12/504654	16-Jul-09	Freescale Semiconductor, Inc.
United States	RA48462ZC	12/504841	17-Jul-09	Freescale Semiconductor, Inc.
United States	AC50144HC	12/507352	22-Jul-09	Freescale Semiconductor, Inc.
United States	TS10057ZC	12/507497	22-Jul-09	Freescale Semiconductor, Inc.
United States	NM45556EH	12/509276	24-Jul-09	Freescale Semiconductor, Inc.
United States	NM45607EC	12/509279	24-Jul-09	Freescale Semiconductor, Inc.
United States	NM45628EH	12/509285	24-Jul-09	Freescale Semiconductor, Inc.
United States	MT11222AK	12/510274	28-Jul-09	Freescale Semiconductor, Inc.
United States	NM45518AC	12/510277	28-Jul-09	Freescale Semiconductor, Inc.
United States	MT11319TP	12/510358	28-Jul-09	Freescale Semiconductor, Inc.
United States	MT10407TK	12/510369	28-Jul-09	Freescale Semiconductor, Inc.
United States	RA48417JC	12/511076	29-Jul-09	Freescale Semiconductor, Inc.
United States	MT10168ZP	12/511849	29-Jul-09	Freescale Semiconductor, Inc.
United States	CP42059ZC	12/512576	30-Jul-09	Freescale Semiconductor, Inc.
United States	SC15116ZP	12/512616	30-Jul-09	Freescale Semiconductor, Inc.
United States	MT10221EP	12/522033	04-Jan-07	Freescale Semiconductor, Inc.
United States	NC45124EC	12/522034	05-Jan-07	Freescale Semiconductor, Inc.
United States	MT10081EP	12/522036	10-Jan-07	Freescale Semiconductor, Inc.
United States	MT10222CF	12/522038	05-Jan-07	Freescale Semiconductor, Inc.
United States	WM10162EH	12/522043	09-Jan-07	Freescale Semiconductor, Inc.
United States	WM10163EH	12/522045	11-Jan-07	Freescale Semiconductor, Inc.
United States	WM10155EH	12/522047	09-Jan-07	Freescale Semiconductor, Inc.
United States	SC14985CF	12/523930	22-Jan-07	Freescale Semiconductor, Inc.
United States	WM41242EH	12/523933	22-Jan-07	Freescale Semiconductor, Inc.
United States	WM10073EH	12/523934	22-Jan-07	Freescale Semiconductor, Inc.
United States	FS10002EC	12/526306	08-Feb-07	Freescale Semiconductor, Inc.

Country	Docket #	App #	App Dt	Owner
United States	SC15236EI	12/526397	09-Feb-07	Freescale Semiconductor, Inc.
United States	SC14047CF	12/526445	08-Feb-07	Freescale Semiconductor, Inc.
United States	FS40107ES	12/527347	16-Feb-07	Freescale Semiconductor, Inc.
United States	TS10060EC	12/527372	16-Feb-07	Freescale Semiconductor, Inc.
United States	WM10064EH	12/527733	19-Feb-07	Freescale Semiconductor, Inc.
United States	WM41248EC	12/528819	21-Mar-07	Freescale Semiconductor, Inc.
United States	SC14447EC	12/529523	02-Mar-07	Freescale Semiconductor, Inc.
United States	NC10045EH	12/529749	07-Mar-07	Freescale Semiconductor, Inc.
United States	NC45187EH	12/530575	13-Mar-07	Freescale Semiconductor, Inc.
United States	WM10121EC	12/531912	26-Mar-07	Freescale Semiconductor, Inc.
United States	WM41275ES	12/531914	26-Mar-07	Freescale Semiconductor, Inc.
United States	WM41357EH	12/532753	26-Mar-07	Freescale Semiconductor, Inc.
United States	NC45164ES	12/532769	26-Mar-07	Freescale Semiconductor, Inc.
United States	WM10100EH	12/532784	27-Mar-07	Freescale Semiconductor, Inc.
United States	RA48504ZC	12/533644	31-Jul-09	Freescale Semiconductor, Inc.
United States	RA48486JC	12/534128	02-Aug-09	Freescale Semiconductor, Inc.
United States	MT11298TS	12/534409	03-Aug-09	Freescale Semiconductor, Inc.
United States	CP42067ZC	12/534650	03-Aug-09	Freescale Semiconductor, Inc.
United States	FS40074JH	12/535686	05-Aug-09	Freescale Semiconductor, Inc.
United States	MT11302ZP	12/536715	06-Aug-09	Freescale Semiconductor, Inc.
United States	CP42049HS	12/536963	06-Aug-09	Freescale Semiconductor, Inc.
United States	MT11278HC	12/537436	07-Aug-09	Freescale Semiconductor, Inc.
United States	RA48461ZC	12/537443	07-Aug-09	Freescale Semiconductor, Inc.
United States	RA48519ZC	12/537692	07-Aug-09	Freescale Semiconductor, Inc.
United States	CP41840AC	12/539598	11-Aug-09	Freescale Semiconductor, Inc.
United States	RA48474ZK	12/539853	12-Aug-09	Freescale Semiconductor, Inc.
United States	AC50147HC	12/541704	14-Aug-09	Freescale Semiconductor, Inc.
United States	MT11334TP	12/543619	19-Aug-09	Freescale Semiconductor, Inc.
United States	MT11179AK	12/545074	21-Aug-09	Freescale Semiconductor, Inc.
United States	MT10899AK	12/545075	21-Aug-09	Freescale Semiconductor, Inc.
United States	RA48510ZH	12/548232	26-Aug-09	Freescale Semiconductor, Inc.
United States	MT11338TS	12/549499	28-Aug-09	Freescale Semiconductor, Inc.
United States	RA48514ZC	12/549775	28-Aug-09	Freescale Semiconductor, Inc.
United States	CP42014EC	12/550516	31-Aug-09	Freescale Semiconductor, Inc.
United States	RA48516ZC	12/550682	31-Aug-09	Freescale Semiconductor, Inc.
United States	RA48518ZC	12/550696	31-Aug-09	Freescale Semiconductor, Inc.
United States	CP42066ZC	12/551495	31-Aug-09	Freescale Semiconductor, Inc.
United States	RA48498JC	12/552288	02-Sep-09	Freescale Semiconductor, Inc.
United States	RA48493JC	12/552289	02-Sep-09	Freescale Semiconductor, Inc.
United States	MT11248BP	12/552774	02-Sep-09	Freescale Semiconductor, Inc.
United States	MT11244TK	12/554124	04-Sep-09	Freescale Semiconductor, Inc.
United States	RA48515ZC	12/554537	04-Sep-09	Freescale Semiconductor, Inc.
United States	MT10985AK	12/554992	08-Sep-09	Freescale Semiconductor, Inc.
United States	MT10891AC	12/554995	08-Sep-09	Freescale Semiconductor, Inc.
United States	AC50149TS	12/555227	08-Sep-09	Freescale Semiconductor, Inc.

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United States	MT10841AC	12/557547	11-Sep-09	Freescale Semiconductor, Inc.
United States	MT10413ZP	12/557726	11-Sep-09	Freescale Semiconductor, Inc.
United States	NM45585HS	12/558201	11-Sep-09	Freescale Semiconductor, Inc.
United States	MT10390TP	12/558284	11-Sep-09	Freescale Semiconductor, Inc.
United States	NM45615HH	12/560999	16-Sep-09	Freescale Semiconductor, Inc.
United States	RA48494JC	12/563174	21-Sep-09	Freescale Semiconductor, Inc.
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United States	SC14752TK	12/567469	25-Sep-09	Freescale Semiconductor, Inc.
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United States	MT10152ZP	12/569022	29-Sep-09	Freescale Semiconductor, Inc.
United States	MT11346TS	12/569025	29-Sep-09	Freescale Semiconductor, Inc.
United States	MT11345TS	12/570261	30-Sep-09	Freescale Semiconductor, Inc.
United States	AC50164HC	12/570765	30-Sep-09	Freescale Semiconductor, Inc.
United States	RA48441ZH	12/570829	30-Sep-09	Freescale Semiconductor, Inc.
United States	WM10107EH	12/593514	04-Apr-07	Freescale Semiconductor, Inc.
United States	WM41477EC	12/593519	05-Apr-07	Freescale Semiconductor, Inc.

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United States	7556978	07-Jul-09	Freescale Semiconductor, Inc.
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Country	Patent #	Grant Dt	Owner
United States	7579238	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579243	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579258	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579279	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579282	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579590	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579860	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579898	25-Aug-09	Freescale Semiconductor, Inc.
United States	7579908	25-Aug-09	Freescale Semiconductor, Inc.
United States	7580001	25-Aug-09	Freescale Semiconductor, Inc.
United States	7580070	25-Aug-09	Freescale Semiconductor, Inc.
United States	7580288	25-Aug-09	Freescale Semiconductor, Inc.
United States	7580671	25-Aug-09	Freescale Semiconductor, Inc.
United States	7581151	25-Aug-09	Freescale Semiconductor, Inc.
United States	7581202	25-Aug-09	Freescale Semiconductor, Inc.
United States	7582929	01-Sep-09	Freescale Semiconductor, Inc.
United States	7583088	01-Sep-09	Freescale Semiconductor, Inc.
United States	7583121	01-Sep-09	Freescale Semiconductor, Inc.
United States	7583216	01-Sep-09	Freescale Semiconductor, Inc.
United States	7583542	01-Sep-09	Freescale Semiconductor, Inc.
United States	7583554	01-Sep-09	Freescale Semiconductor, Inc.
United States	7584344	01-Sep-09	Freescale Semiconductor, Inc.
United States	7585735	08-Sep-09	Freescale Semiconductor, Inc.
United States	7585744	08-Sep-09	Freescale Semiconductor, Inc.
United States	7586238	08-Sep-09	Freescale Semiconductor, Inc.
United States	7586367	08-Sep-09	Freescale Semiconductor, Inc.
United States	7586374	08-Sep-09	Freescale Semiconductor, Inc.
United States	7588951	15-Sep-09	Freescale Semiconductor, Inc.
United States	7589370	15-Sep-09	Freescale Semiconductor, Inc.
United States	7589550	15-Sep-09	Freescale Semiconductor, Inc.
United States	7589658	15-Sep-09	Freescale Semiconductor, Inc.
United States	7589945	15-Sep-09	Freescale Semiconductor, Inc.
United States	7592224	22-Sep-09	Freescale Semiconductor, Inc.
United States	7592230	22-Sep-09	Freescale Semiconductor, Inc.
United States	7592248	22-Sep-09	Freescale Semiconductor, Inc.
United States	7592273	22-Sep-09	Freescale Semiconductor, Inc.
United States	7592673	22-Sep-09	Freescale Semiconductor, Inc.
United States	7593202	22-Sep-09	Freescale Semiconductor, Inc.
United States	7593485	22-Sep-09	Freescale Semiconductor, Inc.
United States	7594423	29-Sep-09	Freescale Semiconductor, Inc.
United States	7595226	29-Sep-09	Freescale Semiconductor, Inc.
United States	7595257	29-Sep-09	Freescale Semiconductor, Inc.
United States	7595623	29-Sep-09	Freescale Semiconductor, Inc.
United States	7595666	29-Sep-09	Freescale Semiconductor, Inc.
United States	7596134	29-Sep-09	Freescale Semiconductor, Inc.
United States	7596351	29-Sep-09	Freescale Semiconductor, Inc.