

**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.	05/06/2010

**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: 241**

Property Type	Number
Patent Number:	7642163
Patent Number:	7642182
Patent Number:	7642594
Patent Number:	7643533
Patent Number:	7643602
Patent Number:	7644200
Patent Number:	7644251
Patent Number:	7645651
Patent Number:	7647472
Patent Number:	7647573
Patent Number:	7648858
Patent Number:	7648884
Patent Number:	7649234
Patent Number:	7649764
Patent Number:	7649781

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Patent Number:	7649782
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Application Number:	12652476
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Application Number:	12749621
Application Number:	12750151
Application Number:	12750166
Application Number:	12750723
Application Number:	12750929
Application Number:	12701687

**CORRESPONDENCE DATA**

Fax Number: (866)826-5420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 301-638-0511  
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:**

35778

**NAME OF SUBMITTER:**

Penelope J.A. Agodoa

Total Attachments: 10  
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### RECORDATION FORM COVER SHEET PATENTS ONLY

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

**1. Name of conveying party(ies)**

Freescale Semiconductor, Inc.

Additional name(s) of conveying party(ies) attached?  Yes  No

**3. Nature of conveyance/Execution Date(s):**

Execution Date(s) May 06, 2010

- Assignment  Merger  
 Security Agreement  Change of Name  
 Joint Research Agreement  
 Government Interest Assignment  
 Executive Order 9424, Confirmatory License  
 Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**

Name: Citibank, N.A. as Collateral Agent

Internal Address: \_\_\_\_\_

Street Address: 390 Greenwich Street

City: New York

State: NY

Country: UNITED STATES Zip: 10013

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)  
PLEASE SEE ATTACHED SCHEDULE

B. Patent No.(s)  
PLEASE SEE ATTACHED SCHEDULE

Additional numbers attached?  Yes  No

**5. Name and address to whom correspondence concerning document should be mailed:**

Name: IP Research Plus

Internal Address: \_\_\_\_\_

Attn: Penelope J.A. Agodoa

Street Address: \_\_\_\_\_

21 Tadcaster Circle

City: Waldorf

State: MD Zip: 20602

Phone Number: 301-638-0511

Fax Number: 866-826-5420

Email Address: orders@ipresearchplus.com

**6. Total number of applications and patents involved:** 437**7. Total fee (37 CFR 1.21(h) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed  
 None required (government interest not affecting title)

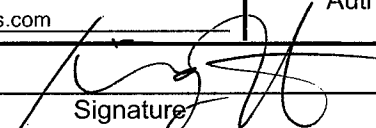
**8. Payment Information**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

  
Signature

June 07, 2010

Date

DongHwa Kim

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

**10**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT SECURITY AGREEMENT dated as of May 6, 2010 (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 the Borrower, FREESCALE ACQUISITION HOLDINGS CORP. (n/k/a FREESCALE SEMICONDUCTOR HOLDINGS V, INC.) ("*Holdings*"), the Subsidiaries of FREESCALE HOLDINGS (BERMUDA) III, LTD. (n/k/a FREESCALE SEMICONDUCTOR HOLDINGS III, LTD.) ("*Parent*"), from time to time party thereto and the Collateral Agent and (b) the Amended and Restated Credit Agreement dated as of February 19, 2010 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), among the Borrower, Holdings, FREESCALE SEMICONDUCTOR HOLDINGS IV, LTD., Parent, CITIBANK, N.A., as Administrative Agent, Collateral Agent, Incremental Collateral Agent, Swing Line Lender and L/C Issuer, and each lender from time to time party thereto. 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.

[Remainder of this page intentionally left blank]

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. Shinnick

Title: Vice President

[Patent Security Agreement]

## Schedule I

### PATENT APPLICATIONS

Country	Docket #	Application #	Application Dt	Owner
United States	SC14681ZC	12/652476	05-Jan-10	Freescale Semiconductor, Inc.
United States	WM41513ZC	12/660951	08-Mar-10	Freescale Semiconductor, Inc.
United States	MT10695EP	12/668097	16-May-08	Freescale Semiconductor, Inc.
United States	TS48135EC	12/669520	24-Jul-07	Freescale Semiconductor, Inc.
United States	MT10643CF	12/669527	27-Jul-07	Freescale Semiconductor, Inc.
United States	MT10377CF	12/670502	01-Aug-07	Freescale Semiconductor, Inc.
United States	WM41285ES	12/671226	09-Aug-07	Freescale Semiconductor, Inc.
United States	WM41414EH	12/671233	09-Aug-07	Freescale Semiconductor, Inc.
United States	WM41530EH	12/671239	09-Aug-07	Freescale Semiconductor, Inc.
United States	NC45286ES	12/672312	10-Aug-07	Freescale Semiconductor, Inc.
United States	WM41565EC	12/672319	13-Aug-07	Freescale Semiconductor, Inc.
United States	TS48183ES	12/673173	20-Aug-07	Freescale Semiconductor, Inc.
United States	MT10717CF	12/675242	20-Sep-07	Freescale Semiconductor, Inc.
United States	TS48134EC	12/675252	21-Sep-07	Freescale Semiconductor, Inc.
United States	TS48187EH	12/676699	05-Mar-10	Freescale Semiconductor, Inc.
United States	MT10786CF	12/679278	03-Oct-07	Freescale Semiconductor, Inc.
United States	MT10423CF	12/679385	03-Oct-07	Freescale Semiconductor, Inc.
United States	TS48151EH	12/679391	04-Oct-07	Freescale Semiconductor, Inc.
United States	AC50166HH	12/683549	07-Jan-10	Freescale Semiconductor, Inc.
United States	MT11355TS	12/683684	07-Jan-10	Freescale Semiconductor, Inc.
United States	MT11331ZK	12/683961	07-Jan-10	Freescale Semiconductor, Inc.
United States	AC50197TP	12/683972	07-Jan-10	Freescale Semiconductor, Inc.
United States	AC50143AC	12/685680	12-Jan-10	Freescale Semiconductor, Inc.
United States	AC50172AC	12/685681	12-Jan-10	Freescale Semiconductor, Inc.
United States	MT11347TS	12/685856	12-Jan-10	Freescale Semiconductor, Inc.
United States	MT11337ZK	12/687363	14-Jan-10	Freescale Semiconductor, Inc.
United States	MT11304BP	12/687374	14-Jan-10	Freescale Semiconductor, Inc.
United States	NM45544AH	12/687844	14-Jan-10	Freescale Semiconductor, Inc.
United States	MT11205TP	12/687846	14-Jan-10	Freescale Semiconductor, Inc.
United States	FS40183AC	12/687847	14-Jan-10	Freescale Semiconductor, Inc.
United States	AC50128AC	12/687849	14-Jan-10	Freescale Semiconductor, Inc.
United States	NM45723AC	12/687893	15-Jan-10	Freescale Semiconductor, Inc.
United States	RA48396ZP	12/688560	15-Jan-10	Freescale Semiconductor, Inc.
United States	MT10750ZK	12/688580	15-Jan-10	Freescale Semiconductor, Inc.
United States	NM45564AH	12/688907	17-Jan-10	Freescale Semiconductor, Inc.
United States	MT11382ZP	12/689120	18-Jan-10	Freescale Semiconductor, Inc.
United States	CP42009AC	12/689209	18-Jan-10	Freescale Semiconductor, Inc.
United States	MT10382ZP	12/689594	19-Jan-10	Freescale Semiconductor, Inc.
United States	RA48541ZP	12/689666	19-Jan-10	Freescale Semiconductor, Inc.
United States	RA48548ZP	12/690771	20-Jan-10	Freescale Semiconductor, Inc.

Country	Docket #	Application #	Application Dt	Owner
United States	RA48520ZC	12/690972	21-Jan-10	Freescale Semiconductor, Inc.
United States	WM41343ZH	12/691301	21-Jan-10	Freescale Semiconductor, Inc.
United States	MT11385TS	12/692125	22-Jan-10	Freescale Semiconductor, Inc.
United States	RA48521ZH	12/692214	22-Jan-10	Freescale Semiconductor, Inc.
United States	NM45512AH	12/692637	24-Jan-10	Freescale Semiconductor, Inc.
United States	AC50151AC	12/692640	24-Jan-10	Freescale Semiconductor, Inc.
United States	NM45589AC	12/692645	24-Jan-10	Freescale Semiconductor, Inc.
United States	MT11370ZK	12/692979	25-Jan-10	Freescale Semiconductor, Inc.
United States	MT11380ZK	12/692996	25-Jan-10	Freescale Semiconductor, Inc.
United States	AC50191HC	12/694023	26-Jan-10	Freescale Semiconductor, Inc.
United States	RA48532JC	12/694229	26-Jan-10	Freescale Semiconductor, Inc.
United States	NM45688HC	12/695441	28-Jan-10	Freescale Semiconductor, Inc.
United States	NM45698HC	12/695461	28-Jan-10	Freescale Semiconductor, Inc.
United States	NM45740HH	12/695469	28-Jan-10	Freescale Semiconductor, Inc.
United States	MT11303BP	12/695565	28-Jan-10	Freescale Semiconductor, Inc.
United States	MT11341ZK	12/695983	28-Jan-10	Freescale Semiconductor, Inc.
United States	RA48568ZC	12/696257	29-Jan-10	Freescale Semiconductor, Inc.
United States	NM45553HHX	12/696633	29-Jan-10	Freescale Semiconductor, Inc.
United States	MT11146AC	12/697275	31-Jan-10	Freescale Semiconductor, Inc.
United States	CP42040AS	12/697293	31-Jan-10	Freescale Semiconductor, Inc.
United States	MT10962AC	12/701604	08-Feb-10	Freescale Semiconductor, Inc.
United States	AC50145HC	12/701687	08-Feb-10	Freescale Semiconductor, Inc.
United States	TS48295ZC	12/701780	08-Feb-10	Freescale Semiconductor, Inc.
United States	RA48433JC	12/703186	09-Feb-10	Freescale Semiconductor, Inc.
United States	RA48497ZC	12/703239	10-Feb-10	Freescale Semiconductor, Inc.
United States	RA48546ZC	12/703249	10-Feb-10	Freescale Semiconductor, Inc.
United States	NM45760HH	12/703528	10-Feb-10	Freescale Semiconductor, Inc.
United States	RA48432JC	12/704497	11-Feb-10	Freescale Semiconductor, Inc.
United States	SC14725ZK	12/704941	12-Feb-10	Freescale Semiconductor, Inc.
United States	MT11428TK	12/705021	12-Feb-10	Freescale Semiconductor, Inc.
United States	SC13051ET	12/705836	15-Feb-10	Freescale Semiconductor, Inc.
United States	MT11336ZK	12/707961	18-Feb-10	Freescale Semiconductor, Inc.
United States	NM45510TH	12/708791	19-Feb-10	Freescale Semiconductor, Inc.
United States	RA48522ZC	12/709063	19-Feb-10	Freescale Semiconductor, Inc.
United States	AC50213TP	12/710111	22-Feb-10	Freescale Semiconductor, Inc.
United States	MT11349ZK	12/710497	23-Feb-10	Freescale Semiconductor, Inc.
United States	NM45775HC	12/711398	24-Feb-10	Freescale Semiconductor, Inc.
United States	MT11387AK	12/712159	24-Feb-10	Freescale Semiconductor, Inc.
United States	MT10333TP	12/713262	26-Feb-10	Freescale Semiconductor, Inc.
United States	NM45827HC	12/714079	26-Feb-10	Freescale Semiconductor, Inc.
United States	RA48538ZP	12/714104	26-Feb-10	Freescale Semiconductor, Inc.
United States	RA48536ZC	12/714109	26-Feb-10	Freescale Semiconductor, Inc.
United States	RA48565ZC	12/714112	26-Feb-10	Freescale Semiconductor, Inc.
United States	NM45823AH	12/714526	28-Feb-10	Freescale Semiconductor, Inc.
United States	MT11240TS	12/714528	28-Feb-10	Freescale Semiconductor, Inc.

Schedule I - 2

PATENT  
REEL: 024915 FRAME: 0772

Country	Docket #	Application #	Application Dt.	Owner
United States	NM45507AC	12/715396	02-Mar-10	Freescale Semiconductor, Inc.
United States	MT10549ZP	12/715941	02-Mar-10	Freescale Semiconductor, Inc.
United States	SC14324ZP	12/715947	02-Mar-10	Freescale Semiconductor, Inc.
United States	RA48448JC	12/716272	03-Mar-10	Freescale Semiconductor, Inc.
United States	MT10234ZP	12/717281	04-Mar-10	Freescale Semiconductor, Inc.
United States	MT10334ZP	12/717522	04-Mar-10	Freescale Semiconductor, Inc.
United States	AC50234TS	12/720304	09-Mar-10	Freescale Semiconductor, Inc.
United States	SIG000237	12/721014	10-Mar-10	Freescale Semiconductor, Inc.
United States	MT11447TP	12/721278	10-Mar-10	Freescale Semiconductor, Inc.
United States	MT11288BP	12/721738	11-Mar-10	Freescale Semiconductor, Inc.
United States	RA48496ZP	12/722225	11-Mar-10	Freescale Semiconductor, Inc.
United States	MT11372HH	12/722506	11-Mar-10	Freescale Semiconductor, Inc.
United States	MT11362TS	12/723214	12-Mar-10	Freescale Semiconductor, Inc.
United States	RA48535ZC	12/723223	12-Mar-10	Freescale Semiconductor, Inc.
United States	RA48549ZC	12/723239	12-Mar-10	Freescale Semiconductor, Inc.
United States	NM45694AH	12/727189	18-Mar-10	Freescale Semiconductor, Inc.
United States	MT11095AK	12/727258	19-Mar-10	Freescale Semiconductor, Inc.
United States	NM45828HC	12/729826	23-Mar-10	Freescale Semiconductor, Inc.
United States	RA48439ZP	12/731510	25-Mar-10	Freescale Semiconductor, Inc.
United States	AC50256HH	12/748096	26-Mar-10	Freescale Semiconductor, Inc.
United States	RA48547ZP	12/748101	26-Mar-10	Freescale Semiconductor, Inc.
United States	AC50253HH	12/748108	26-Mar-10	Freescale Semiconductor, Inc.
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United States	NM45808HH	12/748600	29-Mar-10	Freescale Semiconductor, Inc.
United States	NM45809HH	12/748617	29-Mar-10	Freescale Semiconductor, Inc.
United States	NM45845HC	12/748892	29-Mar-10	Freescale Semiconductor, Inc.
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