

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Asset Purchase Agreement
CONVEYING PARTY DATA	
Name	Execution Date
AMI Semiconductor, Inc.	02/28/2009
RECEIVING PARTY DATA	
Name:	SEMICONDUCTOR COMPONENTS INDUSTRIES, LLC
Street Address:	5005 E. McDowell Road
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85008
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12686948
CORRESPONDENCE DATA	
Fax Number:	(602)244-3169
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	6022445603
Email:	patents@onsemi.com
Correspondent Name:	SEMICONDUCTOR COMPONENTS INDUSTRIES, LLC
Address Line 1:	5005 E. McDowell Road
Address Line 2:	Patent Administration-A242
Address Line 4:	Phoenix, ARIZONA 85008
ATTORNEY DOCKET NUMBER:	AMI03-502D01
NAME OF SUBMITTER:	Lydia McNamara
Total Attachments: 10 source=APA_SCI_AMI#page1.tif source=APA_SCI_AMI#page2.tif source=APA_SCI_AMI#page3.tif source=APA_SCI_AMI#page4.tif	

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ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("**Agreement**") is made and entered into effective as of February 28, 2008 ("**Effective Date**"), by and between Semiconductor Components Industries, LLC, ("**SCI**"), a Delaware limited liability corporation having its principal place of business at 5005 E. McDowell Road, Phoenix, AZ 85008 and AMI Semiconductor US, Inc. ("**AMI**"), a Delaware corporation having its principle place of business at 2300 Buckskin Road, Pocatello, Idaho 82301 (collectively, the "**Parties**" and individually, "**Party**").

RECITALS

WHEREAS, subject to the terms and conditions of this Agreement, SCI is willing to purchase and AMI is willing to sell, certain of AMI's assets (as defined below and collectively referred to as the "**Transferred Assets**");

NOW THEREFORE, in consideration of the promises and mutual covenants contained in this Agreement, the Parties agree as follows:

ARTICLE 1 SALE AND PURCHASE OF ASSETS

Section 1.1 Sale of Assets. On the terms and subject to the conditions of this Agreement and for the consideration set forth herein, AMI hereby sells, conveys, assigns, transfers and delivers to SCI, and SCI hereby purchases and acquires from AMI, all of AMI's rights, title and interest in the Transferred Assets. The Transferred Assets are limited to those assets set forth on Exhibit 1 hereto.

Section 1.2 Assets Not Purchased. Notwithstanding anything to the contrary in Section 1.1, AMI shall not sell, and SCI shall not acquire any interest in, any of AMI's assets used in AMI's business other than the Transferred Assets. Such assets will remain the property of AMI and SCI shall have no liability or other responsibility with respect thereto except as otherwise set forth herein.

Section 1.3 Assumption of Liabilities. SCI shall not assume and shall not at any time hereafter become liable for any liabilities of AMI, other than those liabilities directly associated with the Transferred Assets.

Section 1.5 Transfer Taxes. Any sales, use, and other transfer taxes arising out of or incurred in connection with the transaction contemplated by this Agreement shall be paid by SCI.

Section 1.6 Deliverables at Closing.

SCI – AMI
Asset Purchase Agreement

(i) AMI's Deliverables. At the Closing of the sale of the Transferred Assets, AMI shall relinquish all rights in connection with the Transferred Assets and deliver a Bill of Sale substantially in the form of Exhibit 2 for the Transferred Assets.

(ii) SCI's Deliverables. SCI shall deliver to AMI written proof of the reduction in the debt owed SCI from AMI in the amount of the Purchase Price.

ARTICLE 2 AMI'S REPRESENTATIONS AND WARRANTIES

AMI hereby represents and warrants to SCI that:

Section 2.1 AMI's Authority. AMI is a Delaware corporation, is duly organized, validly existing and in good standing under the laws of the state of Delaware, and has the power and authority and the legal right to own and operate its property and assets, and to carry on its activities as they are now being conducted.

Section 2.2 Authority Relating to this Agreement. The execution and delivery of this Agreement and the performance hereunder by AMI has been duly authorized by all necessary corporate action on the part of AMI. This Agreement will constitute a legal, valid and binding obligation of AMI, enforceable against AMI in accordance with its terms, subject as to enforcement: (i) to bankruptcy, insolvency, reorganization, arrangement, moratorium, and other laws of general applicability relating to or affecting creditors' rights; and (ii) to general principles of equity, whether such enforcement is considered in a proceeding in equity or at law.

Section 2.3 Ownership and Delivery of Assets. AMI has sufficient title to the Transferred Assets. No other person, including without limitation, any other officer, director, or employee of AMI, has any direct or indirect interest in any of the Transferred Assets. Notwithstanding, AMI makes no warranties or representations whatsoever in respect of the Transferred Assets (such as regarding the validity, if applicable, and infringement of any third party rights) and excludes to the fullest extent permitted by law all liability, whether in contract, tort (including negligence) or otherwise, for any claims, losses or damages incurred by the SCI in connection with the Transferred Assets.

ARTICLE 3 SCI'S REPRESENTATIONS AND WARRANTIES

SCI hereby represents and warrants to AMI that:

Section 3.1 SCI's Authority. SCI is a Delaware limited liability company, is duly organized, validly existing and in good standing under the laws of the state of Delaware, and has the power and authority and the legal right to own and operate its property and assets, and to carry on its activities as they are now being conducted.

Section 3.2 Authority Relating to this Agreement. This Agreement will constitute a legal, valid, and binding obligation of SCI in accordance with its terms, subject as to enforcement: (i) to bankruptcy, insolvency, reorganization, arrangement, moratorium, and other laws of general applicability relating to or affecting creditors' rights; and (ii) to general principles of equity, whether such enforcement is considered in a proceeding in equity or at law.

ARTICLE 4
GENERAL PROVISIONS

Section 4.1 Governing Law. This Agreement shall be governed by the laws of the State of New York.

Section 4.2 Counterparts. This Agreement may be executed in counterparts, and each counterpart shall constitute an original instrument, but all such separate counterparts shall constitute only one and the same instrument.

Section 4.3 Entire Agreement and Modification. This Agreement constitutes and contains the entire agreement of the Parties and supersedes any and all prior negotiations, correspondence, understandings and agreements between the Parties respecting the subject matter hereof. This Agreement may only be amended by written instrument signed by SCI and AMI.

Section 4.4 Headings. The headings appearing at the beginning of several sections contained herein have been inserted for the convenience of the Parties, and shall not be used to determine the construction or interpretation of this Agreement.

Section 4.5 Severability. If any provision of this Agreement is held to be unenforceable for any reason, it shall be adjusted rather than voided, if possible, in order to achieve the intent of the Parties to the extent possible. In any event, all other provisions of the Agreement shall be deemed valid and enforceable to the fullest extent possible.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of the date first above set forth.


**SEMICONDUCTOR COMPONENTS
INDUSTRIES, LLC**

By: 
Rick Monson

Title: Vice President, Tax and Real Estate

Date: February 28, 2009

AMI SEMICONDUCTOR, INC.

By: 
Donald Colvin

Title: CEO, President & Treasurer

Date: February 28, 2009

EXHIBIT 1

TRANSFERRED ASSETS

Transferred Assets shall mean any or all of the following and all statutory and/or common law rights throughout the world in, arising out of, or associated therewith: (i) all patents and applications therefor and all reissues, reexaminations, revivals, utility models, certificates of invention, registration of patents, divisions, renewals, extensions, provisionals and non-provisionals, invention disclosures, records of invention, substitutions, continuations and continuations-in-part thereof (collectively, "**Patents**"), including but not limited to those Patents and patent applications set forth on Annex A to this Exhibit 1; (ii) all inventions (whether patentable or not) retained as confidential, confidential invention disclosures, confidential improvements, know-how, and all other trade secrets; (iii) all works of authorship, copyrights, semiconductor topography, mask works, copyright and mask work registrations and applications and all industrial designs and any registrations and applications therefore; (iv) all trade names, logos, trademarks and service marks, and trademark and service mark registrations and applications ("**Trademarks**"), including but not limited to those Trademarks set forth on Annex B to this Exhibit 1; (v) all data and records related to clients and customer lists; (vi) any similar, corresponding or equivalent rights to any of the foregoing; and (vi) all goodwill associated with any of the foregoing.

ANNEX A PATENTS

Patent Num	Issued Date	Country	Country Title
7142144	28-Nov-06	Canada	Low Power Sigma Delta Modulator
1011233	21-Jul-04	France	Carrier recovery and demodulator circuit for PSK signals
1471535	6-Jun-07	France	Distributed Memory and Logic Circuits
1482554		France	Electrostatic discharge protection device
1011233	21-Jul-04	Germany	Carrier recovery and demodulator circuit for PSK signals
1471535	19-Jul-07	Germany	Distributed Memory and Logic Circuits
60301431	31-Aug-05	Germany	Bandgap Voltage Reference Using Differential Pairs to Perform Temperature Curvature Compensation
60303790	1-Mar-06	Germany	Electrostatic discharge protection device
1011233	21-Jul-04	Great Britain	Carrier recovery and demodulator circuit for PSK signals
2771272	17-Apr-98	Japan	Asynchronous Digital Arbiter
1529340	22-Mar-06	Switzerland	Amplifier
4853759	1-Aug-89	United States	Integrated Circuit Filter with Reduced Die Area
4877976	31-Oct-89	United States	Cascade FET Logic Circuits
4894565	16-Jan-90	United States	Asynchronous Digital Arbiter
4996584	26-Feb-91	United States	Thin-Film Electrical Connections for Integrated Circuits
5170078	8-Dec-92	United States	Highly Stable High-Voltage Buffer Using CMOS Technology
5179297	12-Jan-93	United States	CMOS Self-Adjusting Bias Generator for High Voltage Drivers
5521556	28-May-96	United States	Frequency Converter Utilizing a Feedback Control Loop
5552748	3-Sep-96	United States	Digitally-Tuned Oscillator Including a Self-Calibrating RC Oscillator Circuit
5585765	17-Dec-96	United States	Low Power RC Oscillator Using a Low Voltage Bias Circuit
5589802	31-Dec-96	United States	Circuit for Detecting The Absence of An External Component
5594388	14-Jan-97	United States	Self-Calibrating RC Oscillator
5617062	1-Apr-97	United States	Timing Circuit with Rapid Initialization On Power-Up
5638029	10-Jun-97	United States	Circuit for Externally Overdriving An Internal Clock
5663675	2-Sep-97	United States	Multiple Stage Tracking Filter Using a Self-Calibrating RC Oscillator Circuit
5682353	28-Oct-97	United States	Self Adjusting Sense Amplifier Clock Delay Circuit
5683925	4-Nov-97	United States	Manufacturing Method for ROM Array with Minimal Band-to-Band Tunneling
5822442	13-Oct-98	United States	Gain Compression Amplifier Providing a Linear Compression Function
5838046	17-Nov-98	United States	Operating Method for ROM Array Which Minimizes Band-to-Band Tunneling
5838168	17-Nov-98	United States	3v/5v Input Buffer
5862238	19-Jan-99	United States	Hearing Aid Having Input and Output Gain Compression Circuits
5898641	27-Apr-99	United States	Address Transition Circuit for a Memory
5912861	15-Jun-99	United States	ROM/RAM Overlap Circuit
5923598	15-Jun-99	United States	Row Fuse Detect Circuit
5923609	13-Jul-99	United States	Strobed Wordline Driver for Fast Memories
5963071	5-Oct-99	United States	Frequency Doubler with Adjustable Duty Cycle
6025935	15-Feb-00	United States	Charge Storage Image Scanner Having Equalization Pre-Charge and Reset Improvements
6115478	5-Sep-00	United States	Apparatus for and method of programming a digital hearing aid
6160733	12-Dec-00	United States	Low Voltage and Low Power Static Random Access Memory (SRAM)
6163208	19-Dec-00	United States	One Bit Digital Phase Shift Keyed Carrier Recovery and Demodulator Circuit
6167543	26-Dec-00	United States	Memory Test Mode Circuit
6236731	22-May-01	United States	Filterbank structure and method for filtering and separating an information signal into different bands, particularly for audio signal in hearing aids
6240029	29-May-01	United States	Memory Column Redundancy
6240192	29-May-01	United States	Apparatus for and method of filtering in an digital hearing aid, including an application specific integrated circuit and a programmable digital signal processor
6249181	19-Jun-01	United States	Differential-Mode Charge Transfer Amplifier
6265729	24-Jul-01	United States	Method for Detecting and Characterizing Plasma-Etch Induced Damage in An Integrated Circuit
6271539	7-Aug-01	United States	Electrical Diagnostic Technique for Silicon Plasma Etch Induced Damage Characterization
6294936	25-Sep-01	United States	Spread-Spectrum Modulation Method and Circuit for Clock Generator Phase-Locked Loop Circuits and Methods for Providing a Bandgap Voltage Reference Using Composite Resistors in Series
6342781	29-Jan-02	United States	Method and apparatus for feedback reduction in acoustic systems, particularly in hearing aids
6347148	12-Feb-02	United States	Circuits and Methods for Providing a Current Reference with a Controlled Temperature Coefficient Using a Series Composite Resistor
6351111	26-Feb-02	United States	Systems and Methods for Enhancing Charge Transfer Amplifier Gain
6356148	12-Mar-02	United States	Dynamic thresholding module
6381378	30-Apr-02	United States	Delay Lock Loop with Wide Frequency Range Capability
6437616	20-Aug-02	United States	

ANNEX A PATENTS

6493414	10-Dec-02	United States	Die Information Logic and Protocol
6501865	31-Dec-02	United States	Dynamic Thresholding module with IR LED light source for a contact image sensor
6519177	11-Feb-03	United States	Circuits and Methods for Initializing Memory Cells
6566943	20-May-03	United States	Reference-Free Charge Transfer Amplifier
6606049	12-Aug-03	United States	Analog to Digital Converters Based On Transconveyance Amplifiers
6606391	12-Aug-03	United States	Filterbank Structure and Method for Filtering and Separating an Information Signal into Different Bands, Particularly for Audio Signals in Hearing Aids
6614209	2-Sep-03	United States	Multi Stage Circuits for Providing a Bandgap Voltage Reference Less Dependent On or Independent of a Resistor Ratio
6642699	4-Nov-03	United States	Bandgap Voltage Reference Using Differential Pairs to Perform Temperature Curvature Compensation
6694448	17-Feb-04	United States	SRAM Row Redundancy
6704901	9-Mar-04	United States	Runtime Programmable Reed Solomon Decoder
6707286	16-Mar-04	United States	Low Voltage Enhanced Output Impedance Current Mirror
6711397	23-Mar-04	United States	Structures and Methods for Direct Conversion From Radio Frequency Modulated Signals to Baseband Signals
6713855	30-Mar-04	United States	Dual Die Memory
6744309	1-Jun-04	United States	Absolute Value Amplitude Baseband Detector
6765825	20-Jul-04	United States	Differential NOR Memory Cell Having Two Floating Gate Transistors
6768371	27-Jul-04	United States	Stable Floating Gate Voltage Reference Using Interconnected Current-to-Voltage and Voltage-to-Current Converters
6794691	21-Sep-04	United States	Use of Irregularly Shaped Conductive Filler Features to Improve Planarization of the Conductive Layer While Reducing Parasitic Capacitance Introduced by the Filler Features
6816401	9-Nov-04	United States	Static Random Access Memory (SRAM) Without Precharge Circuitry
6819163	16-Nov-04	United States	Switched Capacitor Voltage Reference Circuits Using Transconductance Circuit to Generate Reference Voltage
6819195	16-Nov-04	United States	Stimulated Quick Start Oscillator
6822513	23-Nov-04	United States	Symmetric and Complementary Differential Amplifier
6844781	18-Jan-05	United States	Dual Differential-Input Amplifier Having Wide Input Range
6867640	15-Mar-05	United States	Double-sided extended drain field effect transistor, and integrated overvoltage and reverse voltage protection circuit that uses the same
6870398	22-Mar-05	United States	Distributed Memory and Logic Circuits
6882513	19-Apr-05	United States	Integrated Overvoltage and Reverse Voltage Protection Circuit
6909305	21-Jun-05	United States	Digitally Controlled Impedance Driver Matching for Wide Voltage Swings at Input/Output Node and Having Programmable Step Size
6940343	6-Sep-05	United States	Amplifier
6946828	20-Sep-05	United States	Bi-Directional Current Measurement Circuit that uses a Transconductance Amplifier to Generate a Copy Current
6960529	1-Nov-05	United States	Methods for Sidewall Protection of Metal Interconnect for Unlanded Vias Using Physical Vapor Deposition
7006809	28-Feb-06	United States	An Adaptive Diversity Receiver Architecture
7006938	28-Feb-06	United States	Reactive Sensor Modules Using Pad Approximant Based Compensation and Providing Module-Sourced Excitation
7009444	7-Mar-06	United States	Temperature Stable Voltage Reference Circuit Using a metal-Silicon Schottky Diode For Low Voltage Circuit Applications
7016507	21-Mar-06	United States	Method and apparatus for noise reduction, particularly in hearing aids
7034574	25-Apr-06	United States	Low-Voltage Differential Signal (LVDS) Transmitter with High Signal Integrity
7034597	25-Apr-06	United States	Dynamic Phase Alignment of a Clock and Data Signal Using an Adjustable Clock Delay Line
7050966	23-May-06	United States	Sound Intelligibility Enhancement Using a Psychoacoustic Model and an Oversampled Filterbank
7057148	6-Jun-06	United States	Optical Tracking Sensor Method
7064609	20-Jun-06	United States	High Voltage, Low-Offset Operational Amplifier with Rail-to-Rail Input Range in a Standard Digital CMOS Process
7102188	5-Sep-06	United States	High Reliability Electrically Erasable and Programmable Read-Only Memory
7106039	12-Sep-06	United States	Closed Loop Direct Current to Direct Current Converter that does not Require Voltage Reference
7110554	19-Sep-06	United States	Sub-band Adaptive Signal Processing in an Oversampled Filterbank
7113760	26-Sep-06	United States	Direct Conversion Receiver for Amplitude Modulated Signals Using Linear/Log Filtering
7120584	21-Nov-06	United States	Method and System for Real Time Speech Synthesis
7139403	21-Nov-06	United States	Hearing Aid With Digital Compression Recapture
7139546	21-Nov-06	United States	Up-Conversion of a Down-Converted Baseband Signal In a Direct Conversion Architecture Without the Baseband Signal Passing Through Active Elements
7139707	21-Nov-06	United States	Method and System for Real Time Speech Recognition
7141503	28-Nov-06	United States	Methods For Manufacturing a Soft Error and Defect Resistant Pre-Metal Dielectric Layer
7142144	28-Nov-06	United States	Low Power Sigma Delta Modulator
7190178	13-Mar-07	United States	Pad Approximant Based Compensation for Integrated Sensor Modules and the Like
7197091	27-Mar-07	United States	Direct Conversion Receiver with Direct Current Offset Correction Circuitry
7215156	8-May-07	United States	Differential Signal Driver Having Complimentary and Current-Aided Pre-Emphasis
7218154	15-May-07	United States	Track and Hold Circuit with Operating Point Sensitive Current Mode Based Offset Compensation
7279757	9-Oct-07	United States	Double-sided extended drain field effect transistor
1529340	22-Mar-06	Denmark	Klasse D-forstærker
60304213	22-Mar-06	Germany	KLASSE-D VERSTÄRKER

ANNEX A PATENT APPLICATIONS

Docket #	Country	File Date	Application #	1st Named Inventor	
AMI01-501	USA	8/7/2002	10/214360	BRENNAN, ROBERT	Directional Audio Signal Processing Using an Oversampled Filter Bank
AMI01-505	USA	10/23/2001	10/023109	NIELSEN, JAKOB	Listening Device
AMI02-027	USA	10/30/2007		STENE, WILLIE	Delay Locked Loop with Fixed Angle De-Skew, Quick Start and Low Jitter
AMI03-501	USA	8/18/2003	10/642847	Abutalebi, Hamid Reza	Method and System for Processing Subband Signals Using Adaptive Filters
AMI03-502	USA	3/31/2004	10/816891	BRENNAN, ROBERT	Method and System for Acoustic Shock Protection
AMI04-040	USA	10/26/2004	10/975914	CHRISTENSEN, CRAIG	Antenna Integrated with Retrieval Component in a Hearing Aid
AMI04-043	USA	6/30/2004	10/863316	Woolaway, James T.	Die Identification Systems and Methods
AMI04-501	USA	3/28/2005	11/091743	NIELSEN, JAKOB	Method and System for Reducing Audible Side Effects of Dynamic Current Consumption
AMI04-502	USA	3/26/2005	11/091746	GRIESDORF, DUSTIN	Method and System for Protecting Content in a Programmable System
AMI04-503	USA	3/26/2005	11/091747	HEUBI, ALEXANDER	Method and System for Data Logging in a Listening Device
AMI04-504	USA	7/1/2005	11/174366	SHEIKHZADEH-NADJAR, HAMID	Method and System for Physiological Signal Processing
AMI04-505	USA	7/1/2005	11/173355	SHEIKHZADEH-NADJAR, HAMID	Method and System for Active Noise Cancellation
AMI05-111	USA	2/17/2006	11/356557	BERTIN, JACQUES	Current mirror for high current switch
AMI05-124	USA	9/15/2006	11/632477	TYLER, MATTHEW	Bimodal SCR based ESD protection for single well standard CMOS technologies
AMI05-126	USA	12/6/2006	11567688	TYLER, MATTHEW	Current Protection Circuit Using Multiple Sequenced Bipolar Transistors
AMI06-101	USA	10/10/2006		Li, ZHONGMIN	Higher-voltage Tolerant High-Speed Buffer with Slew-rate Control and Short-circuit Current Disabling Mechanism during Power-up
AMI06-102	USA	3/9/2006	11/371661	WILLIS, DAVID J.	Method for combining and controlling analog and digital functions on a single pin
AMI06-107	USA	9/15/2006	11/532478	TYLER, MATTHEW	A Method for ESD Discharge path optimization in mixed voltage and mixed signal integrated circuits
AMI06-108	USA	7/25/2006	11/460948	PETERSEN, LARRY	Non-Linear Temperature Compensation of a Sensor
AMI06-113	USA	2/16/2007	11/544878	JOSEPH, FRANCIS	Image Sensor Utilizing Dark Current Canceling Feature to Increase Dynamic Range
AMI06-605	USA	11/29/2003		Tseng, Hsin-Fu	High resolution, high sensitivity image scanner having noise cancellation improvements
AMI06-613	USA	1/8/2002	10041696	Richardson, Gary	Hearing Aid With Digital Compression Recapture
AMI06-614	USA	12/5/2000	9730200	Kindred, Jon S.	Hearing Aid Digital Automatic Gain Control
AMI07-106	USA	10/12/2007	11/871716	YOUNG, RONALD	A Solution for Semiconductor Wafer Level Testing at High Temperatures
AMI07-111	USA	2/7/2008	12/027703	GRIESDORF, DUSTIN	Digital Data Encoding and Decoding Method and System
AMI07-112	USA	2/8/2008	12/028292	EL-AGHA, ALAA	Configurable Demodulator and Demodulation Method
AMI07-113	USA	2/7/2008	12/027892	EL-AGHA, ALAA	Multi-Format All-digital Modulator
AMI07-114	USA	1/31/2006	12012120	DALAL, HORMAZDYAR	Thick metal interconnect with metal pad caps at selective sites and process for making the same
AMI07-114	USA	1/31/2008	12012121	DALAL, HORMAZDYAR	Thick metal interconnect with metal pad caps at selective sites and process for making the same
AMI07-115	USA	7/9/2008	12/170202	DALAL, HORMAZDYAR	METHOD OF FORMING A SHIELDED SEMICONDUCTOR DEVICE AND STRUCTURE THEREFOR
AMI99-506	USA	11/7/2001	09/985976	Cornelisse, Leonard	Software Implemented Loudness Normalization for a Digital Hearing Aid
AMI02-018	EPC	5/18/2004	4011784.8	SCOTT, GREGORY	Double-sided extended drain field effect transistor, and integrated overvoltage and reverse voltage protection circuit that uses the same
AMI02-502	CANA	8/12/2004	2494265	HEUBI, ALEXANDER	Amplifier
AMI04-015	JAPA	4/29/2005	2007-513183	LARAIA, J. MARCOS	Padε Approximant Based Compensation for Integrated Sensor Modules and the Like
AMI04-015	PCT	4/29/2005	PCT/US2005/014840	LARAIA, J. MARCOS	Padε Approximant Based Compensation for Integrated Sensor Modules and the Like
AMI04-022	CHIN	9/18/2006	20058008624.7	LARAIA, J. MARCOS	Reactive Sensor Modules Using Padε Approximant Based Compensation
AMI04-022	PCT	6/8/2005	US2005/019565	LARAIA, J. MARCOS	Reactive Sensor Modules Using Padε Approximant Based Compensation and Providing Module-Sourced Excitation
AMI05-103	EPC	4/25/2006	6751478.6	LARAIA, J. MARCOS	Providing Nonlinear Temperature Compensation for Sensing Means by use of Padε Approximant Function Emulators
AMI05-120	PCT	9/15/2005	CA2005/001412	SHEIKHZADEH-NADJAR, HAMID	Method and System for Managing a Physiological System
AMI06-114	CANA	2/1/2007	2576615	CHRISTENSEN, CRAIG	Body Radiation And Conductivity in RF Communication
AMI06-612	CHIN	4/9/1999	99103941.6		Light Pipe for Linear Light Source
AMI06-614	EPC	6/12/2001	199208.1-224	Kindred, Jon S.	Hearing Aid Digital Automatic Gain Control
AMI06-614	PCT	12/5/2000	WO	Kindred, Jon S.	Hearing Aid Digital Automatic Gain Control
AMI06-617	EPC	5/19/2006	6252616.5	FAROOQI, NEAZ	Low Power Sigma Delta Modulator
AMI79-001	PCT	11/24/1980		Gregorian, Roubik	Switched-Capacitor Elliptic FIL
AMI79-005	PCT	9/11/1980		Haque, Yusuf A.	CMOS Operational Amplifier with Improved Frequency Compensation
AMI79-006	PCT	9/2/1980		Haque, Yusuf A.	CMOS Operational Amplifier with Reduced Power Dissipation
AMI80-002	PCT	5/21/1981		Gregorian, Roubik	Switched-Capacitor Cosine FIL
AMI80-003	PCT	5/21/1981		Gregorian, Roubik	Switched-Capacitor Interpolation FIL
AMI80-005	PCT	12/22/1980		Haque, Yusuf A.	Dual Bandwidth Autozero Loop for Voice Frequency Codec
AMI80-006	PCT	12/22/1980		Haque, Yusuf A.	Use of Single Reference Voltage to Implement Digital to Analog...
AMI80-008	PCT	9/8/1980		Wollesen, Donald L.	CMOS P-Well Selective Implant Method
AMI80-015	PCT	11/24/1980		Haque, Yusuf A.	High Resolution Fast Diode Clamped Comparator

ANNEX B

TRADEMARKS

TRADEMARKS - REGISTERED

- A/M/I
- AMI

- AMI (stylized)
- AMI SEMICONDUCTOR

- AMIS (stylized)

- ASTRIC (stylized)
- BELASIGNA
- DSPFACTORY
- EZARIO
- FPGASIC
- FREEPROM
- NETRANS
- ORELA
- QUAD-MODE
- SIGNAKLARA
- XLARRAY
- XPRESSARRAY

COUNTRIES ISSUED/FILED

Beneleux, France, Great Britain, Italy, Japan
Australia, beneleux, France, Great Britain, Italy,
Korea
Great Britain
Canada, CT (European Communities), Japan,
Philippines, Singapore, Taiwan, USA
Canada, CT (European Communities), Japan,
Singapore, Taiwan, USA
CT (European Communities)
USA
CT (European Communities), USA
CT (European Communities), Japan, USA
CT (European Communities), Japan, Taiwan, USA
CT (European Communities)
USA
USA
USA
USA
CT (European Communities)
Australia, Beneleux, CT (European Communities),
Denmark, Germany, Spain, Finland, France, Great
Britain, Greece, Ireland, Italy, Japan, Portugal,
Sweden, Singapore, Taiwan, USA

EXHIBIT 2

BILL OF SALE

This Bill of Sale is executed and delivered by AMI Semiconductor, Inc. a Delaware corporation (“**AMI**”), pursuant to that certain Asset Purchase Agreement dated February 28 2009 (the “**Agreement**”), between Semiconductor Components Industries, LLC, a Delaware limited liability corporation, (“**SCI**”) and AMI. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, AMI does hereby sell, convey, assign, transfer and deliver to SCI, all right, title and interest in and to the Transferred Assets (as defined in the Agreement). SCI and AMI agree that AMI shall retain, and SCI shall not acquire, any other assets, properties, contracts, obligations or liabilities of AMI other than those described in the Agreement. AMI hereby agrees that it will, from time to time, execute and deliver such further instruments or assignment and transfer as may be reasonably requested to implement and effectuate the Agreement and this Bill of Sale.

IN WITNESS WHEREOF, AMI has caused this Bill for Sale to be executed effective on this 28 day of February 2009.

AMI Semiconductor, Inc.

By: 

Donald Colvin

Title: CEO, President & Treasurer