

04-27-2001



101691852

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

MPG
4.13.01

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

75477182

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
 - Corporation Association
 - Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

04/25/2001 BTOW11 00000266 75477182

FOR OFFICE USE ONLY

Repin. Ref: 04/25/2001 BTOW11 0020103100
DA#: 191353 Name/Number: 75477182
FC: 704 \$210.00 CR

01 FC:401 40.00 DP
02 FC:402 75.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002282 FRAME: 0897

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75477182"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1736332"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75876910"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1730844"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Robert D. McCutcheon

4/5/2001

Name of Person Signing

Signature

Date Signed

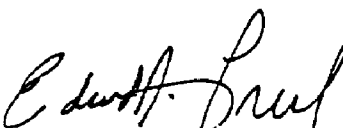
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WAFERSCALE INTEGRATION, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "STMICROELECTRONICS, INC." UNDER THE NAME OF "STMICROELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

AUTHENTICATION: 0884061

0779840 8100M

001651498

DATE: 12-28-00
TRADEMARK
REEL: 002282 FRAME: 0899

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****WAFERSCALE INTEGRATION, INC.****INTO****STMICROELECTRONICS, INC.****(Under Section 253 of the General Corporation Law of the State of Delaware)**

STMICROELECTRONICS, INC. a Delaware corporation, ("STMicroelectronics") hereby certifies that:

FIRST: It owns 100% of the outstanding shares of the capital stock of Waferscale Integration, Inc., a California corporation.

SECOND: The Board of Directors of STMicroelectronics, in an action taken on

December 19, 2000, adopted the following resolutions:

"WHEREAS, this corporation, STMicroelectronics, Inc. ("STMicroelectronics") owns all the outstanding stock of Waferscale Integration, Inc., a California corporation ("Waferscale"); and

WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Waferscale into itself and assume all of its obligations; it is:

RESOLVED, that Waferscale shall be merged into STMicroelectronics; and

RESOLVED FURTHER, that the terms and conditions of the merger shall be as follows:

A. **The Merger.** Waferscale shall merge into STMicroelectronics, effective immediately upon compliance with the laws of the States of Delaware and California for the merger of the corporations (the "Effective Date"). As a result of the merger, STMicroelectronics shall be the surviving entity and Waferscale shall cease to exist as a separate corporation.

B. **Succession to Rights/Assumption of Liabilities.** Upon the Effective Date, STMicroelectronics shall succeed to all of the rights and assets of Waferscale and shall assume all of the liabilities of Waferscale.

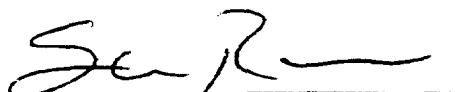
C. **Cancellation of Existing Shares of Waferscale.** Upon the Effective Date, all shares of Waferscale shall be cancelled without the payment of consideration therefor.

D. Certificate of Incorporation/Bylaws. The Certificate of Incorporation and Bylaws of STMicroelectronics in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the Bylaws of STMicroelectronics immediately following the Effective Date.”

THIRD: The merger has been adopted, approved, certified, executed and acknowledged by STMicroelectronics in accordance with the laws of the States of Delaware and California.

IN WITNESS WHEREOF, STMicroelectronics has caused this certificate to be signed by Steven Rose, its authorized officer, on the 19th day of December, 2000.

STMICROELECTRONICS, INC.

A handwritten signature in black ink, appearing to read 'S. Rose', is written over a horizontal line.

By: Steven Rose
Its: Vice President