



05-16-2001

05-07-2001

U.S. Patent & TMOic/TM Mail Rcpt Dt. #72



U.S. DEPARTMENT OF COMMERCE
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UNITED STATES PATENT AND TRADEMARK OFFICE (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Western Digital Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Delaware)
- Other _____

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

3. Nature of conveyance:

5-7-01

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 4/6/01

2. Name and address of receiving party(ies)

Name: Western Digital Technologies, Inc.
Internal Address: c/o National Registered Agents, Inc.

Street Address: 9 East Lookerman St.

City: Dover State: DE Zip: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/916970; 75/862437; 75/862438;
75/797137

B. Trademark Registration No.(s)

2332545; 2340973; 2255308; 2256629;
1782543; 1701075; 1016514

Additional number(s) attached Yes No

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

Name: Peter F. Weinberg
Internal Address: Gibson, Dunn & Crutcher LLP

Street Address: 1801 California St.
Suite 4100

City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved: _____

11

7. Total fee (37 CFR 3.41).....\$ 290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

290E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Peter F. Weinberg
Name of Person Signing

Signature

4-24-01
Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "WESTERN DIGITAL TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2001, AT 2 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE SIXTH DAY OF APRIL, A.D. 2001, AT 4:31 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2103965 8100

AUTHENTICATION: 1068934

010169981

DATE: 04-06-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 04/06/2001
010169981 - 2103965

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
WESTERN DIGITAL CORPORATION**

Western Digital Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of this corporation is Western Digital Corporation. Western Digital Corporation was originally incorporated under the same name, and the original Certificate of Incorporation of this corporation was filed with the Secretary of State of the State of Delaware on October 8, 1986.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of this corporation.

3. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is:

WESTERN DIGITAL TECHNOLOGIES, INC.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of this corporation in the State of Delaware is c/o National Registered Agents, Inc., 9 East Looekerman Street, in the City of Dover, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The corporation shall be authorized to issue one class of shares of stock to be designated "Common Stock"; the total number of shares which this corporation shall have authority to issue is Five Thousand (5,000); and each such share shall have a par value of one cent (\$.01).

**ARTICLE V
STOCKHOLDER VOTE PURSUANT TO SECTION 251(G) OF
THE GENERAL CORPORATION LAW OF THE STATE OF
DELAWARE**

Any act or transaction by or involving this corporation, other than the election or removal of directors of this corporation, that requires for its adoption under the General Corporation Law of the State of Delaware or the provisions of this Amended and Restated Certificate of Incorporation the approval of the stockholders of this corporation shall, pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of Western Digital Corporation (incorporated under the name, The Western Digital Group, Inc. on October 26, 2000) (and any successor by merger), by the same vote as is required pursuant to the General Corporation Law of the State of Delaware or this Amended and Restated Certificate of Incorporation, as applicable.

**ARTICLE VI
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of this corporation.

**ARTICLE VII
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

**ARTICLE VIII
LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as director.

**ARTICLE IX
NO ACTIONS BY WRITTEN CONSENT OF STOCKHOLDERS**

No action required to be taken or which may be taken at any annual or special meeting of stockholders of this corporation may be taken without a meeting, and the power of stockholders to consent in writing without a meeting to the taking of any action is specifically denied.

**ARTICLE X
CORPORATE POWER**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or

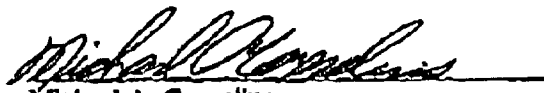
hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE XI
CREDITOR COMPROMISE OR ARRANGEMENT**

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed by Michael A. Cornelius, its authorized officer this 6th day of April, 2001.

WESTERN DIGITAL CORPORATION


Michael A. Cornelius
Vice President, Law and Administration
and Secretary

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