

05-21-2002

APR 8

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102097970

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

1. Name of conveying party(ies): Benchmark Microelectronics, Inc.

4.8.02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State (checked), Other

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

2. Name and address of receiving party(ies)

Name: Unitrode Corporation

Internal Address:

Street Address: 7 Continental Boulevard

City: Merrimack State: NH Zip: 03054

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Maryland (checked), 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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Certificate of Ownership and Merger (checked)

Execution Date: 02/28/99

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

A. Trademark Application No.(s) 75/480834

1961509, 1706424, 1775739

B. Trademark Registration No.(s) 2315996, 2221768

2273911, 2128208, 2269314, 2113108,

Additional number(s) attached Yes No (checked)

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

Name: Lawrence J. Bassuk

Internal Address: Trademark Counsel

Texas Instruments Incorporated,

P.O. Box 655474, M/S 3999

Street Address:

City: Dallas State: Tx Zip: 75265

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 200

- Enclosed, Authorized to be charged to deposit account (checked)

8. Deposit account number:

20-0668

DO NOT USE THIS SPACE

9. Signature.

Gary C. Honeycutt Name of Person Signing

Gary C. Honeycutt Signature

Apr 8, '02 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

05/21/2002 LNUELLER 00000002 200668 75480834

01 FC:481 40.00 CH 02 FC:482 225.00 CH

TRADEMARK REEL: 002509 FRAME: 0953

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:

"BENCHMARQ MICROELECTRONICS, INC.", A DELAWARE CORPORATION, WITH AND INTO "UNITRODE CORPORATION" UNDER THE NAME OF "UNITRODE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



2191572 8100M

001492533

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0706524

DATE: 09-29-00

TRADEMARK
REEL: 002509 FRAME: 0954

13:45

SKADDEN ARPS + 1657480913027393673

STATE OF DELAWARE 002
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/28/1999
991406529 - 2191572

CERTIFICATE OF OWNERSHIP AND MERGER
OF
BENCHMARK MICROELECTRONICS, INC.
WITH AND INTO
UNITRODE CORPORATION

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Unitrode Corporation, a Maryland corporation (the "Company"),
pursuant to Section 253 of the General Corporation Law of the State of Delaware
(the "DGCL"), hereby certifies as follows:

1. The Company is incorporated pursuant to the provisions of the General Laws of the State of Maryland.
2. The Company owns all of the capital stock of Benchmark Microelectronics, Inc., a Delaware corporation ("Benchmark").
3. On September 13, 1999, the Board of Directors of the Company unanimously adopted resolutions, in the form attached as Exhibit A hereto, authorizing the merger of Benchmark with and into the Company pursuant to Section 253 of the DGCL (the "Benchmark Merger").
4. The name of the surviving corporation is Unitrode Corporation. The surviving corporation will be a Maryland corporation.
5. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Benchmark, as well as for enforcement of any obligation of the surviving corporation arising from the Benchmark Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of the Delaware General Corporation Law, and irrevocably

13:45

SKADDEN ARPS - 1657480913027393673

NO. 045 003

appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The Secretary of State of the State of Delaware may send by registered mail duplicate copies of such process to the Corporation at its offices located at 7 Continental Boulevard, Merrimack, New Hampshire 03054, unless the Corporation hereafter designates in writing to the Secretary of State of the State of Delaware a different address for the mailing of such process.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed in its corporate name this 28th day of September, 1999.

UNITRODE CORPORATION

By: /s/ Robert J. Richardson

Name: Robert J. Richardson

Title: Chairman and

Chief Executive Officer

EXHIBIT A

RESOLVED, that the proposed Agreement and Plan of Merger (the "Merger Agreement") to be entered into by Unitrode Corporation, a Maryland corporation (the "Corporation"), and Benchmark Microelectronics, Inc., a Delaware corporation and a wholly owned subsidiary of the Corporation ("Benchmark"), to effectuate the merger (the "Merger") of Benchmark with and into the Corporation with the Corporation as the surviving corporation in the Merger, and the Merger and the other transactions contemplated by the Merger Agreement are each hereby approved and adopted on substantially the terms and conditions set forth in the Merger Agreement, and it is further

RESOLVED, that the Corporation is authorized to enter into, and the appropriate officers of the Corporation are, and each of them hereby individually is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement and any amendments thereto, with such changes therein as the officer executing the same shall approve as necessary or desirable, such approval to be conclusively established by the execution thereof, and it is further

RESOLVED, that the appropriate officers of the Corporation are, and each of them individually is, authorized, empowered and directed to take or cause to be taken any and all such further actions, incur such costs or expenses, and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, Articles of Merger with the State Department of Assessments and Taxation of Maryland, a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and all such further reports, schedules, statements, consents, documents, agreements, certificates and undertakings, in each case, in the name and on behalf of the Corporation, as contemplated by the Merger Agreement, or the foregoing resolutions including, without limitations, in connection with any filings with any government or regulatory authority, or otherwise determined by such officer to be necessary or appropriate to effectuate the Merger or the intention of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby approved, adopted and ratified in all respects.

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:

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0706524

DATE: 09-29-00

TRADEMARK
REEL: 002509 FRAME: 0959

13:45

SKADDEN ARPS → 1657480913027393673

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/28/1999
991406529 - 2191572

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5. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Benchmark, as well as for enforcement of any obligation of the surviving corporation arising from the Benchmark Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of the Delaware General Corporation Law, and irrevocably

13:45

SKADDEN ARPS → 1657480913027393673

NO. 845 P03

appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The Secretary of State of the State of Delaware may send by registered mail duplicate copies of such process to the Corporation at its offices located at 7 Continental Boulevard, Merrimack, New Hampshire 03054, unless the Corporation hereafter designates in writing to the Secretary of State of the State of Delaware a different address for the mailing of such process.

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RESOLVED, that the Corporation is authorized to enter into, and the appropriate officers of the Corporation are, and each of them hereby individually is, authorized, empowered and directed to execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement and any amendments thereto, with such changes therein as the officer executing the same shall approve as necessary or desirable, such approval to be conclusively established by the execution thereof, and it is further

RESOLVED, that the appropriate officers of the Corporation are, and each of them individually is, authorized, empowered and directed to take or cause to be taken any and all such further actions, incur such costs or expenses, and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, Articles of Merger with the State Department of Assessments and Taxation of Maryland, a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and all such further reports, schedules, statements, consents, documents, agreements, certificates and undertakings, in each case, in the name and on behalf of the Corporation, as contemplated by the Merger Agreement, or the foregoing resolutions including, without limitations, in connection with any filings with any government or regulatory authority, or otherwise determined by such officer to be necessary or appropriate to effectuate the Merger or the intention of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any officer or director of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby approved, adopted and ratified in all respects.