

03-27-2003

Patent and Trademark Office

3-10-03 **TRAD**



102401723

To the Honorable Commissioner of Patent and Trademark, original documents or copy thereof.

1. Name of conveying party(ies):
SIEMENS MICROELECTRONICS, INC.

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

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

2. Name and address of receiving party(ies):
SMI HOLDING LLC
1730 North First Street
San Jose, CA 95112

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

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
2003 MAR 10 AM 9:11:18
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 30, 1999

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)
964140

Additional numbers attached? Yes No

5. Correspondence should be mailed to:
VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFT 3.41): \$ 40.00
 Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)
 Authorized to be charged to deposit account
Deposit account number: 01-0035
(Attach duplicate copy of this page if paying by deposit account)

03/26/2003 TDIAZ1 00000163 964140
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DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM 3/5/03
Name of Person Signing Signature Date

Total number of pages comprising cover sheet, attachments and documents: **6**

SIEMENS MICROELECTRONICS, INC.

UNANIMOUS CONSENT OF DIRECTORS
PURSUANT TO THE DELAWARE GENERAL CORPORATION LAW

The undersigned, constituting all of the Directors of SIEMENS MICROELECTRONICS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), HEREBY APPROVE AND CONSENT TO the adoption of the following resolutions:

RESOLVED, that the merger of the Corporation with and into SMI Holding LLC, a Delaware limited liability company (the "Merger"), on the terms and conditions set forth in the Agreement and Plan of Merger, dated as of March 30, 1999 (the "Merger Agreement"), between the Corporation and SMI Holding LLC, be, and it hereby is, approved; and

FURTHER RESOLVED, that the Board of Directors of the Corporation recommends to Siemens Corporation, the sole stockholder of the Corporation, the ~~Merger and the Merger Agreement; and~~

FURTHER RESOLVED, that the President and Chief Executive Officer and the Executive Vice President, Treasurer and Chief Financial Officer of the Corporation, acting individually or jointly, be, and hereby are, authorized and directed on behalf of the Corporation to execute and deliver the Merger Agreement and to execute, deliver and file any and all schedules, forms, certificates, notices, instruments and governmental filings, and to take any other action, which said person or persons deem to be reasonably required or desirable in connection with the transactions contemplated under the Merger Agreement and the consummation of any ancillary or related transactions with respect thereto, giving and granting to such persons full power and authority to do, perform, and approve any and all acts necessary or incident to implementation of this resolution; and the execution and delivery of all such agreements, documents and instruments by either of such persons shall be conclusive evidence of the approval of such person; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and hereby are, authorized and directed to take any and all actions necessary to effectuate all of the above resolutions.

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May-21-99 02:28P Heath S. Vance

P.03

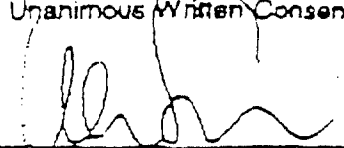
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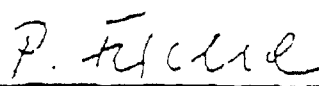
SCI MANAGEMENT
SCI MANAGEMENT

49 89 636 28002

RU. 5000 F. 3
PN: 488 777 4974
NO. 7223 F. 3
SEITE: 22

IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day of March, 1999.


Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischer

Joe Kaiser

Klaus Ziegler

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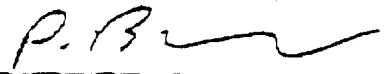
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May-21-99 02:28P Heath S. Vance
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SCI MANAGEMENT
SCI MANAGEMENT

P.04
NO. 7850 P. 3/7

IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens
Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day
of March, 1999.

Ulrich Schumacher (Chairman)



Peter Bauer

Peter Fischl

Joe Kaeser

Klaus Ziegler

RECEIVED TIME MAR 30 11:54 AM

PRINT RECEIVED 00 11:54 AM

IN WITNESS WHEREOF, the undersigned Board of Directors of Siemens Microelectronics, Inc., have executed this Unanimous Written Consent as of this 30th day of March, 1999.

Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischl



Joe Kaiser

Klaus Ziegler

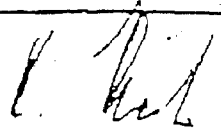
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Ulrich Schumacher (Chairman)

Peter Bauer

Peter Fischl

Joe Kaecar



Klaus Ziegler

RECEIVED TIME MAR 28 11:33PM

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