

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Metrowerks Corporation		09/28/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Freescale Semiconductor, Inc.
Street Address:	7700 W Parmer Lane
Internal Address:	Law Department, PL02
City:	Austin
State/Country:	TEXAS
Postal Code:	78729
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2600544	METROWERKS SOFTWARE STARTS HERE
Registration Number:	2590983	METROWERKS SOFTWARE STARTS HERE
Registration Number:	2908899	POWERPARTS
Registration Number:	2345187	METROWERKS UNIVERSITY
Registration Number:	2261271	METROWERKS UNIVERSITY
Registration Number:	1928210	
Registration Number:	1916152	POWERPLANT CONSTRUCTOR
Registration Number:	1981365	CODEWARRIOR
Registration Number:	1977041	POWERPLANT
Registration Number:	1655296	METROWERKS
Registration Number:	1676605	
Registration Number:	2157074	GEEKWARE

CH \$315.00 2600544

CORRESPONDENCE DATA

Fax Number: (512)996-6854
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 512-996-6839
Email: K.Vo@Freescale.com
Correspondent Name: Kim-Marie Vo
Address Line 1: 7700 W Parmer Lane
Address Line 2: PL02
Address Line 4: Austin, TEXAS 78729

ATTORNEY DOCKET NUMBER:	METROWERKS TRADEMARKS
NAME OF SUBMITTER:	Kim-Marie Vo
Signature:	/Kim-Marie Vo/
Date:	12/01/2005

Total Attachments: 14

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- source=Merger document certified with apostille (scan)#page3.tif
- source=Merger document certified with apostille (scan)#page4.tif
- source=Merger document certified with apostille (scan)#page5.tif
- source=Merger document certified with apostille (scan)#page6.tif
- source=Cert of Merger Metrowerks Corp into Metrowerks Holdings (Apostilled)#page1.tif
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- source=Cert of Merger Metrowerks Holdings into Freescale (Apostilled)#page4.tif

The State of Texas



Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Phone: 512-463-5555
Fax: 512-463-5709
TTY: 7-1-1
www.sos.state.tx.us

Office of the Secretary of State

Re: Original Documents

Dear Sir or Madam:

On August 6, 2001, the Office of the Texas Secretary of State converted to a new computer system. One of the many changes to procedure effected by the new system is the change to the look of the certificates of filing and certification of facts or copies by the Corporation Section.

Prior to our conversion, certificates issued by the Corporations Section were printed on special certificate paper that contained a pre-printed gold seal. Under our new system we are generating certificates using electronic signatures and black and white seals, and we are generating certificates over the WEB. Consequently, articles of incorporation, articles of organization, certificates of amendment, certificates of existence (certificates of status), and all other certificates issued by this office will no longer be on "gold-seal paper".

Attached to this letter is an original certificate prepared by our new system.

If you have any questions regarding this matter, please call me at 512-463-5578.

Very Truly Yours,

A handwritten signature in cursive script that reads "Ila Hendricks".

Ila Hendricks
Certifying Team
Office of the Texas Secretary of State

TRADEMARK

REEL: 003202 FRAME: 0243



Office of the Secretary of State

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

- | | |
|------------------------------|--------------------------|
| 1. Country: | United States of America |
| This Public document | |
| 2. has been signed by | Roger Williams |
| 3. acting in the capacity of | Secretary of State |
| 4. bears the seal/stamp of | State of Texas |

CERTIFIED

- | | |
|--|----------------|
| 5. at Austin, Texas | |
| 6. on September 30, 2005 | |
| 7. by the Director, Business & Public Filings Division | |
| 8. Certificate No. C00004109 | |
| 9. Seal | 10. Signature: |



Lorna Wansdorf

Director, Business & Public Filings Division



Office of the Secretary of State

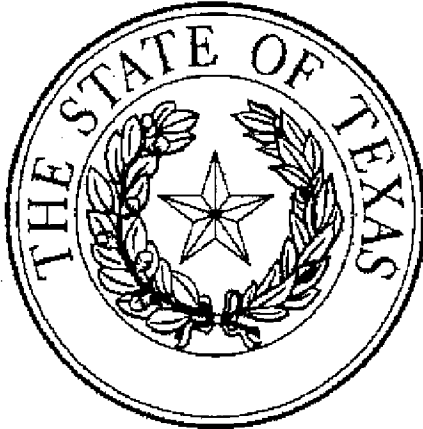
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

METROWERKS CORPORATION
Filing Number: 131516200

Articles of Merger

September 28, 2005

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 30, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Execution FILED
 in the Office of the
 Secretary of State of Texas

SEP 28 2005

Corporations Section

ARTICLES OF MERGER OF
METROWERKS CORPORATION INTO
METROWERKS HOLDINGS, INC.

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, Metrowerks Holdings, Inc., a Delaware corporation ("Parent Corporation"), has adopted the following Articles of Merger for the purpose of merging Metrowerks Corporation, a Texas corporation ("Subsidiary Corporation") into Parent Corporation.

1. Parent Corporation is organized under the laws of the State of Delaware. Subsidiary Corporation is organized under the laws of the State of Texas. The laws of the State of Delaware, under which Parent Corporation is organized, permit the merger specified in these Articles.

2. Parent Corporation owns all of the outstanding shares of each class of capital stock of Subsidiary Corporation. The address of the registered office of Subsidiary Corporation in Texas is c/o CT Corporation System, 350 North St. Paul Street, Dallas, Texas 75201.

3. A copy of the merger resolution adopted by the Board of Directors of Parent Corporation approving the merger of Subsidiary Corporation with and into Parent Corporation, with Parent Corporation continuing as the surviving corporation, is attached to and incorporated by reference into these Articles as Exhibit A. The resolution was approved on September 27th, 2005.

4. Parent Corporation, as the surviving corporation, shall be governed by the laws of the State of Delaware.

5. Parent Corporation, as the surviving corporation, acknowledges that the Texas Secretary of State is deemed to be appointed as its agent for service of process in actions to enforce the rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

6. Parent Corporation, as the surviving corporation, agrees that it will promptly pay to any dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which any such persons may be entitled under Article 5.16 of the Texas Business Corporation Act.

7. The address of the registered office of Parent Corporation, as the surviving corporation, in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

8. Parent Corporation, as the surviving corporation, shall be liable for payment of all unpaid franchise taxes of Subsidiary Corporation as well as all fees required by law in connection with these Articles of Merger.

TRADEMARK

REEL: 003202 FRAME: 0246

9. The merger will become effective as of 12:01 a.m. Central Daylight Time on October 1, 2005 in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act.

Dated: September 28, 2005

METROWERKS HOLDINGS, INC.

By: 

Name: Tom Gourlay

Title: Vice President and Chief Financial Officer

EXHIBIT A

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders to effect the merger of Metrowerks Corporation, a Texas corporation that is a wholly-owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation pursuant to Article 5.16 of the Texas Business Corporation Act (the "TBCA") and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation.

RESOLVED, that the merger of the Subsidiary with and into the Corporation pursuant to Article 5.16 of the TBCA and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation, is hereby authorized and approved in all respects.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Corporation, to take any and all actions and to execute and acknowledge any and all such documents as they may deem necessary or advisable in order to consummate the merger, including the filing of (i) Articles of Merger with the Secretary of State of the State of Texas, and (ii) a Certificate of Ownership and Merger of the Subsidiary into the Corporation with the Secretary of State of the State of Delaware, as well as any other filings required under Texas and/or Delaware law, and with such other offices or agencies as may be necessary or appropriate.

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

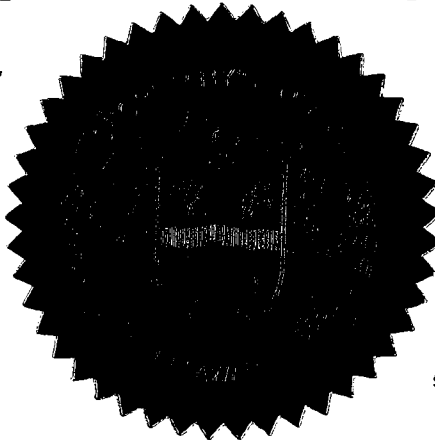
5. at Dover, Delaware

6. the twenty-ninth day of September, A.D. 2005

7. by Secretary of State, Delaware Department of State

8. No. 0264477

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

Delaware

PAGE 1

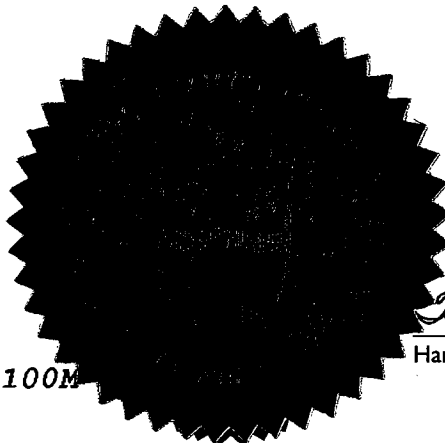
The First State

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"METROWERKS CORPORATION", A TEXAS CORPORATION,
WITH AND INTO "METROWERKS HOLDINGS, INC." UNDER THE NAME OF "METROWERKS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 3:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2005, AT 1:01 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4191272

3087978 8100M

050795617

DATE: 09-29-05

TRADEMARK
REEL: 003202 FRAME: 0250

CERTIFICATE OF OWNERSHIP AND MERGER OF
METROWERKS CORPORATION INTO
METROWERKS HOLDINGS, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Metrowerks Holdings, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware. The address of the registered office of the Corporation in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of Metrowerks Corporation, a Texas corporation ("**Metrowerks**"). The address of the registered office of Metrowerks in Texas is c/o CT Corporation System, 350 North St. Paul Street, Dallas, Texas 75201.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 27th day of September, 2005, determined to merge Metrowerks with and into itself, with the Corporation continuing as the surviving corporation, on the conditions set forth in such resolutions:

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders to effect the merger of Metrowerks Corporation, a Texas corporation that is a wholly-owned subsidiary of the Corporation (the "**Subsidiary**"), with and into the Corporation pursuant to Article 5.16 of the Texas Business Corporation Act (the "**TBCA**") and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation.

RESOLVED, that the merger of the Subsidiary with and into the Corporation pursuant to Article 5.16 of the TBCA and Section 253 of the DGCL, with the Corporation continuing as the surviving corporation, is hereby authorized and approved in all respects.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and in the name of and on behalf of the Corporation, to take any and all actions and to execute and acknowledge any and all such documents as they may deem necessary or advisable in order to consummate the merger, including the filing of (i) Articles of Merger with the Secretary of State of the State of Texas, and (ii) a Certificate of Ownership and Merger of the Subsidiary into the Corporation with the Secretary of State of the State of Delaware, as well as any other filings required under Texas and/or Delaware law, and with such other offices or agencies as may be necessary or appropriate.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by Tom Gourlay, its authorized officer, this 28th day of September, 2005. The merger will become effective as of 1:01 a.m. Eastern Daylight Time on October 1, 2005 in accordance with the provisions of Section 103(d) of the General Corporation Law.

METROWERKS HOLDINGS, INC.

By: /s/ Tom Gourlay
Name: Tom Gourlay
Title: Vice President and Chief Financial
Officer

SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER

TRADEMARK
REEL: 003202 FRAME: 0252

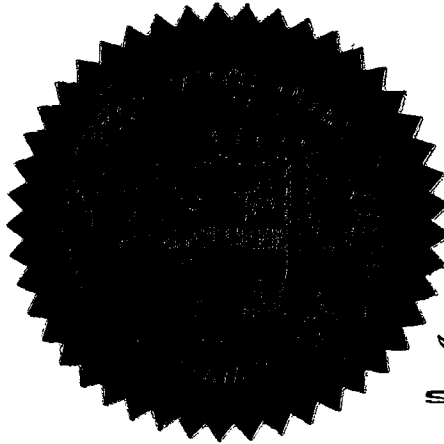
Apostille

(Convention de La Haye du 5 Octobre 1961)

1. *Country: United States of America*
2. *This public document:
has been signed by Harriet Smith Windsor*
3. *acting in the capacity of Secretary of State of Delaware*
4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*
6. *the twenty-ninth day of September, A.D. 2005*
7. *by Secretary of State, Delaware Department of State*
8. *No. 0264480*
9. *Seal/Stamp:*
10. *Signature:*



Harriet Smith Windsor
Secretary of State

Delaware

PAGE 1

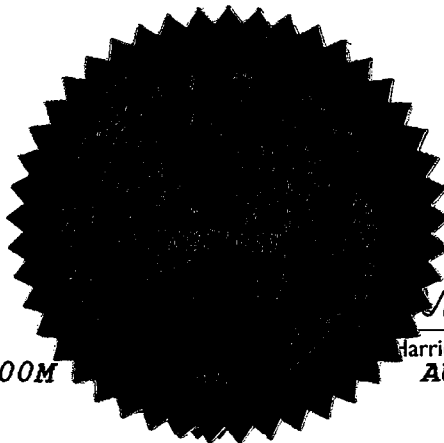
The First State

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"METROWERKS HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FREESCALE SEMICONDUCTOR, INC." UNDER THE NAME OF "FREESCALE SEMICONDUCTOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 3:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2005, AT 1:02 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4191306

3732169 8100M

050795654

DATE: 09-29-05

TRADEMARK
REEL: 003202 FRAME: 0254

State
Secretary
Division of
Delivered 03:39
FILED 03:46 PM
SRV 050795654

CERTIFICATE OF OWNERSHIP AND MERGER OF
METROWERKS HOLDINGS, INC. INTO
FREESCALE SEMICONDUCTOR, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Freescale Semiconductor, Inc., a Delaware corporation (the "**Corporation**"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware. The address of the registered office of the Corporation in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of Metrowerks Holdings, Inc., a Delaware corporation ("**Metrowerks Holdings**"). The address of the registered office of Metrowerks Holdings in Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD: That the Corporation, by the following resolutions duly adopted by its Chief Executive Officer on September 22, 2005 under authority granted to him by the Board of Directors, determined to merge Metrowerks Holdings with and into itself, with the Corporation continuing as the surviving corporation, on the conditions set forth in such resolutions:

RESOLVED, that, as part of the Metrowerks consolidation, it is authorized, ratified, approved and deemed advisable and in the Corporation's best interest to merge Metrowerks Holdings with and into the Corporation with the Corporation continuing as the surviving corporation with all of the rights, duties, liabilities and obligations of both corporations (the "**FSL Metrowerks Merger**").

RESOLVED FURTHER, that the Corporation and Metrowerks Holdings, and their respective officers be, and hereby are, authorized and empowered to execute, deliver and perform their respective obligations under the transactions, documents, exhibits, schedules, agreements and certificates necessary to consummate the FSL Metrowerks Merger or the documents, exhibits, schedules, agreement and certificates executed, filed or prepared in connection therewith (the "**Domestic Merger Documents**").

RESOLVED FURTHER, that, in connection with the Metrowerks consolidation, the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation and Metrowerks Holdings, respectively, to execute and deliver the Domestic Merger Documents in such forms and with such terms as shall be approved by such Authorized Officer, such Authorized Officer's execution and delivery thereof to be conclusive evidence of such approval and, as applicable, the necessity, advisability and appropriateness thereof.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by John D. Torres, its authorized officer, this 28th day of September, 2005. The merger will become effective as of 1:02 a.m. Eastern Daylight Time on October 1, 2005 in accordance with the provisions of Section 103(d) of the General Corporation Law.

FREESCALE SEMICONDUCTOR, INC.

By: /s/ John D. Torres
Name: John D. Torres
Title: Senior Vice President, General
Counsel and Secretary

SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER