

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| TDK Semiconductor Corporation | | 06/23/2005 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Teridian Semiconductor Corp. | | |
| Street Address: | 6440 Oak Canyon | | |
| City: | Irvine | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92618-5201 | | |
| Entity Type: | CORPORATION: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78443441 | SINGLE CONVERTER TECHNOLOGY | |
| Registration Number: | 2782941 | MICROPHY | |
| Registration Number: | 2251799 | AVPRO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (310)286-0488 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Email: | ghecker@hh.com | | |
| Correspondent Name: | The Hecker Law Group, PLC | | |
| Address Line 1: | 1925 Century Park East | | |
| Address Line 2: | Suite 2300 | | |
| Address Line 4: | Los Angeles, CALIFORNIA 90067 | | |
| ATTORNEY DOCKET NUMBER: | 8347.958.09, .951, .955 | | |
| NAME OF SUBMITTER: | Gary A. Hecker, Esq. | | |
| Signature: | /Gary A. Hecker, Esq./ | | |

OP \$90.00 78443441

Date:

02/21/2006

Total Attachments: 9

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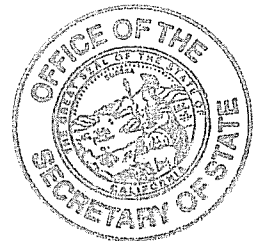
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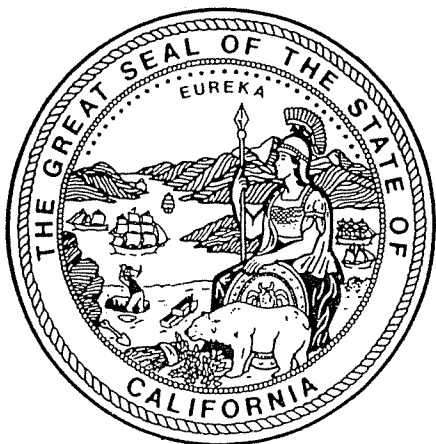
State of California
Secretary of State



BI

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 24 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

A0626447

197126850V

FILED
In the office of the Secretary of State
of the State of California

APR 08 2005 P.M.

AGREEMENT OF MERGER

OF

SEMICONDUCTOR MERGER CORP.,
a California corporation,

WITH AND INTO

TDK SEMICONDUCTOR CORPORATION,
a California corporation

This Agreement of Merger (this "Agreement") is entered into between TDK Semiconductor Corporation, a California corporation (the "Surviving Corporation"), and Semiconductor Merger Corp., a California corporation (the "Merging Corporation").


1. The Merging Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall be the surviving corporation.
2. Each share of the Merging Corporation outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one outstanding share of the Surviving Corporation.
3. Each share of the Surviving Corporation outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished and converted into the right to receive the Per Share Amount. For purposes of this Agreement, "Per Share Amount" shall mean the amount determined by dividing (i) the Aggregate Merger Consideration by (ii) 72,000,000 (the number of shares of the Surviving Corporation's common stock issued and outstanding immediately prior to the effective time of the merger). For purposes of this Agreement, "Aggregate Merger Consideration" shall mean an amount equal to (i) \$13,758,322, and (ii) the Earn-Out Payments (as defined in Section 2.12 of that certain Agreement and Plan of Merger, dated as of March 31, 2005, by and among the Surviving Corporation, the Merging Corporation, TDK Corporation, TDK U.S.A. Corporation, Semiconductor HoldCo Corp. and Golden Gate Capital Investment Fund II, L.P., as amended by Amendment No. 1, dated as of March 31, 2005, by and among the parties thereto), if any, in the potential aggregate amount of up to \$32,500,000.
4. Upon the merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read, in its entirety, as set forth in Exhibit A attached hereto and made a part hereof.
5. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

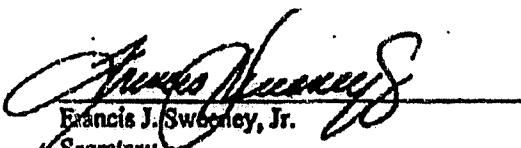
TRADEMARK

REEL: 003250 FRAME: 0961

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of this 8th day of April, 2005.

TDK SEMICONDUCTOR CORPORATION,
a California corporation
(the "Surviving Corporation")

By: 
Tsutae Suzuki
President

By: 
Francis J. Sweeney, Jr.
Secretary

SEMICONDUCTOR MERGER CORP.,
a California corporation
(the "Merging Corporation")

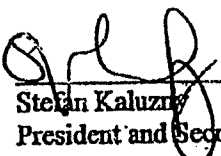
By: 
Stefan Kaluzny
President and Secretary

Exhibit A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TDK SEMICONDUCTOR CORPORATION

ARTICLE I

The name of the corporation (the "Corporation") is Semiconductor Chip Corp.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

The Corporation is authorized to issue only one class of shares of stock, consisting of Common Stock, par value \$0.00001 per share; and the total number of shares which the Corporation is authorized to issue is one thousand (1,000).


OFFICERS' CERTIFICATE
OF
AGREEMENT OF MERGER

Tsuta Suzuki and Francis J. Sweeney, Jr. certify that:

1. They are the president and the secretary, respectively, of TDK Semiconductor Corporation, a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation, which approval exceeded the vote required to approve the terms of the merger.
4. There is only one class of shares of the Corporation, a simple majority of which is required to approve the principal terms of the merger, and the number of outstanding shares of such class is 72,000,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct of our own knowledge.

Date: April 8, 2005



 Tsuta Suzuki
 President

 Francis J. Sweeney, Jr.
 Secretary

**OFFICERS' CERTIFICATE
OF
AGREEMENT OF MERGER**

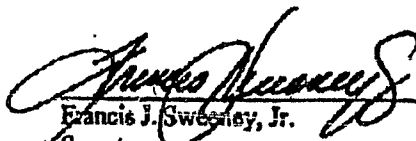
Tsutae Suzuki and Francis J. Sweeney, Jr. certify that:

1. They are the president and the secretary, respectively, of TDK Semiconductor Corporation, a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation, which approval exceeded the vote required to approve the terms of the merger.
4. There is only one class of shares of the Corporation, a simple majority of which is required to approve the principal terms of the merger, and the number of outstanding shares of such class is 72,000,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct of our own knowledge.

Date: April 8, 2005

Tsutae Suzuki
President



Francis J. Sweeney, Jr.
Secretary

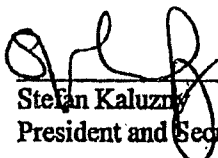
OFFICER'S CERTIFICATE
OF
AGREEMENT OF MERGER

Stefan Kaluzny certifies that:

1. He is both the president and the secretary of Semiconductor Merger Corp., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the board of directors and sole stockholder of the Corporation.
3. The stockholder approval was by the sole stockholder of 100% of the outstanding shares of the Corporation, which approval exceeded the vote required to approve the terms of the merger.
4. There is only one class of shares of the Corporation, a simple majority of which is required to approve the principal terms of the merger, and the number of outstanding shares of such class is 1,000.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Officer's Certificate are true and correct of my own knowledge.


Date: April 8, 2005



Stefan Kaluzny
President and Secretary

A0630009

1971248
RESTATED ARTICLES OF INCORPORATION
OF
SEMICONDUCTOR CHIP CORP.

FILED 
In the office of the Secretary of State
of the State of California
JUN 23 2005

The undersigned certifies that:

1. He is the President and the Secretary of Semiconductor Chip Corp., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation (the "Corporation") is Teridian Semiconductor Corp.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

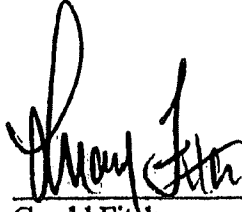
ARTICLE III

The Corporation is authorized to issue only one class of shares of stock, consisting of Common Stock, par value \$0.00001 per share; and the total number of shares which the Corporation is authorized to issue is one thousand (1,000).

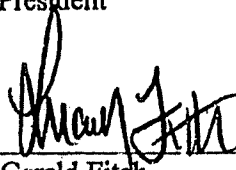
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the Corporation's capital stock is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Restated Certificate of Incorporation are true and correct of my own knowledge.

Date: June 23, 2005



Gerald Fitch
President



Gerald Fitch
Secretary

