

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/30/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Techwell, Inc.		03/30/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Techwell, Inc.		
Street Address:	408 East Plumeria Drive		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95134		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3210542	TECHWELL	
CORRESPONDENCE DATA			
Fax Number:	(415)442-1000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(415) 442-1301		
	coakley@morganlewis.com,		
Email:	patricia.marquez@morganlewis.com,		
	sftrademarks@morganlewis.com		
Correspondent Name:	Carla B. Oakley		
Address Line 1:	1 Market Street		
Address Line 2:	Spear Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	060410.2010		
NAME OF SUBMITTER:	Carla B. Oakley		

CH \$40.00 3210542

900197824

**TRADEMARK
 REEL: 004589 FRAME: 0409**

Signature:	/cbo/
Date:	07/22/2011
Total Attachments: 3 source=Techwell Inc CA to DE#page1.tif source=Techwell Inc CA to DE#page2.tif source=Techwell Inc CA to DE#page3.tif	

2003596 OUT D0811922

FILED
In the Office of the Secretary of State
of the State of California

MAR 30 2006

CPH

Delaware

PAGE 1

The First State

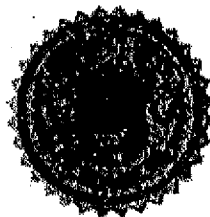
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TECHWELL, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "TECHWELL REINCORPORATION SUB, INC." UNDER THE NAME OF "TECHWELL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2006, AT 12:39 O'CLOCK P.M.

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

4049698 8100M

060302110



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4633538

DATE: 03-30-06

TRADEMARK
REEL: 004589 FRAME: 0411

CERTIFICATE OF MERGER

OF

Techwell, Inc.
(a California corporation)

WITH AND INTO

Techwell Reincorporation Sub, Inc.
(a Delaware corporation)

Techwell Reincorporation Sub, Inc., a corporation organized and existing under the laws of Delaware hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) Techwell, Inc a California corporation ("Techwell California");and
 - (b) Techwell Reincorporation Sub, Inc., a Delaware corporation ("Techwell Delaware").

2. An Agreement and Plan of Merger, dated as of March 29, 2006 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of Techwell California and Techwell Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is Techwell Delaware whose name is changed to Techwell, Inc (the "Surviving Corporation")

4. The Restated Certificate of Incorporation of Techwell Delaware shall be the Restated Certificate of Incorporation of the Surviving Corporation except that Article I of the Restated Certificate of Incorporation of the Surviving Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I

The name of this corporation is Techwell, Inc."

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 408 East Plumeria Drive, San Jose, California 95134.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of Techwell California or stockholder of Techwell Delaware

7 The authorized capital stock of Techwell California is 37,787,118 shares, including 25,000,000 shares of Common Stock, no par value per share, and 12,787,118 shares of Preferred Stock, no par value per share.

IN WITNESS WHEREOF, Techwell Reincorporation Sub, Inc. has caused this certificate to be signed by the undersigned officer, thereunto duly authorized, on the 30 day of March 2006

Techwell Reincorporation Sub, Inc.,
a Delaware corporation

By



Fumihiko Kozato

Chairman of the Board and
Chief Executive Officer

700073541V2