

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 Holdings, Inc.		09/28/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Freescall Semiconductor, Inc.
Street Address:	6501 William Cannon Drive West
City:	Austin
State/Country:	TEXAS
Postal Code:	78735
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2271081	POWERTAP
Registration Number:	2079931	CODETEST
Registration Number:	1690728	CODETAP

CORRESPONDENCE DATA

Fax Number: (512)536-4598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 514.474.5201
 Email: aotrademark@fulbright.com
 Correspondent Name: Shannon T. Vale
 Address Line 1: 600 Congress Avenue
 Address Line 2: Suite 2400
 Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	FRES:900 (TO FRES)
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OP \$90.00 2271081

NAME OF SUBMITTER:	L. Alison Davis
Signature:	/L. Alison Davis/
Date:	05/16/2007
Total Attachments: 4 source=FRES_HOLDING_TO_FRES#page1.tif source=FRES_HOLDING_TO_FRES#page2.tif source=FRES_HOLDING_TO_FRES#page3.tif source=FRES_HOLDING_TO_FRES#page4.tif	

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

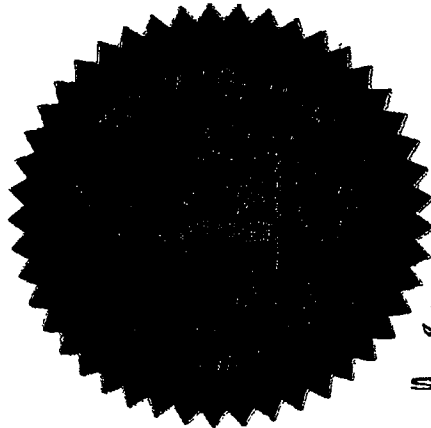
5. *at Dover, Delaware*

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

7. *by Secretary of State, Delaware Department of State*

8. No. *0264480*

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

Delaware

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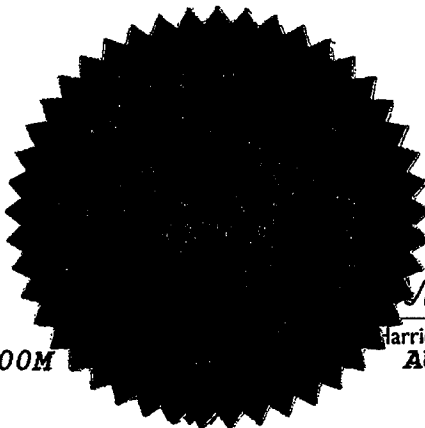
The First State

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: 003543 FRAME: 0766

State
Secretary
Division of
Delivered 03:46
FILED 03:46
SERV 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