

EXHIBIT H

Sym·morphix Inc.

INTEROFFICE MEMORANDUM

To: D. Sponseller
From: B. Conner
Subject: AKT – Symmorphix Agreement
Date: 01/11/99

I received the attached memo from Corning last Friday requesting clarifications to Exhibit C of our agreement. Corning's major concern is that paragraph 3b) may be broader than intended and may allow AKT to use Symmorphix's patents to compete with Symmorphix in flat panel displays.

You had mentioned that Dennis Hunter wants to revise paragraph 1) as the payment terms for future systems sale are not the same as the initial system sales.

Paragraph 3b) discourages Symmorphix from filing patents regarding sputtered silicon. Keeping Symmorphix' innovations trade secrets only poses the risk that another equipment vendor could independently develop and patent similar innovations. I believe that Applied Materials would like Symmorphix' sputtered silicon innovations to be patented (hence, protected) and may appreciate a license. I suggest that paragraph 3b) be revised to restrict the license of Symmorphix' patents back to AKTA (and AKTA's parents) for use on silicon wafers for semiconductors. This would still provide a "balanced agreement", which was one of Larry Edelman's objectives -- i.e., offset paragraph 3a) with 3b) -- as paragraph 3a) is narrow. (Its purpose is only to allow Symmorphix to use AKT's sputtered silicon technology with systems we purchase from AKT and be able to modify the system).

I would like to request that we meet to discuss revising Appendix C to incorporate changes from AKT/AMAT and Symmorphix/Corning.

Attached is a handwritten sketch of the items transferred / not transferred between AKT and Symmorphix as well as a re-cap of Symmorphix benefits to AKT.

Regards,

Bob

CORNING

January 8, 1999

Bob Conner
President and CEO
Symmorphix Incorporated

Dear Bob,

As we discussed, Symmorphix has not met the prerequisite of our Assessment of Technology and Commercial Feasibility Agreement regarding Corning's understanding and acceptance of Symmorphix business relationships and agreements with AKT, Applied Materials, or other third parties, including but not limited to, license of technology and intellectual property. Consequently, Corning will not provide Symmorphix with funding until Symmorphix meets this prerequisite.

Corning has the following major objections to Exhibit C of the AKTA - Symmorphix Sale and Relationship Agreement dated December 11, 1998:

- 1) Corning's original understanding of the arrangement between Symmorphix and AKT and its parent companies, was that Symmorphix would be fully licensed to utilize the thin film sputtering technology and intellectual property and that Symmorphix was encouraged by both AKT and AMAT to quickly build their own patent portfolio. Paragraph 3b seems to contradict this direction by providing a disincentive for Symmorphix to patent their own technology developments for the first 2 years. It allows AKTA's customers to use Symmorphix's patents to deposit sputtered silicon on PVD systems purchased from AKTA. This would pose a competitive threat to the Symmorphix - Corning business model since flat panel manufacturers depositing sputtered silicon in-house reduces the demand for substrates coated with sputtered silicon.
- 2) Paragraph 7 is unenforceable as written.

Attached are the changes Corning would like to see made in Exhibit C.

As we have discussed, Corning is also concerned about the issues raised by Sharp during our visit in December and is anxious to learn of AKT - Symmorphix plans to resolve those matters.

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January 8, 1999

Given the positive preliminary customer feedback, we would like to proceed with the Assessment of Technology and Market Feasibility and provide Symmorphix with funding to do so. However, the issues raised in this letter must be addressed to Corning's satisfaction before we can proceed.

Sincerely,



Robert Yard
Director - World Wide Sales and Marketing
Advanced Display Products

Exhibit C
Future Dealings, Intellectual Property, Confidential Information and Licenses

1. AKTA intends to offer for sale new 1600/3500/4300 PVD systems to Symmorphix in the future, under the same terms as detailed in this Agreement.
2. Symmorphix will provide AKTA with the first right to supply any sputtered silicon PVD systems, spares, and upgrades. During AKTA's 1999 fiscal year (please specify fiscal year end date), AKTA will provide Symmorphix with a right of first refusal for additional PVD system sales, that is, AKTA will offer to sell a PVD system to Symmorphix before selling it to another party having the same sputtered silicon film product objectives as Symmorphix.
3. License Grants
 - a) AKTA grants to Symmorphix a non-assignable, non-transferable, non-exclusive, perpetual, royalty free license to use, with ~~products equipment~~ purchased from or supplied by or for AKTA ("Products"), patented methods and processes of AKTA which are appropriately utilizable in the Products, and to AKTA's rights under any patents, patent applications, inventions, or technology relating to sputtered silicon deposition technology owned by or licensed to AKTA, including the inventions and intellectual property referred to in Section 4 of this Exhibit C of this Agreement, for the purpose of providing sputtered silicon deposition services ("Services"). This license does not extend to the use of any of AKTA's patented methods or processes in ~~products equipment~~ not purchased from or supplied by or for AKTA or in Products which have been substantially altered by any third party except Symmorphix.
 - ~~b) Symmorphix grants to AKTA a non-assignable, non-transferable, non-exclusive, royalty-free license to any rights of Symmorphix under any patents issued based on any patent applications filed before January 1, 2001, for inventions, improvements, or enhancements developed by Symmorphix relating to sputtered silicon deposition technology, provided that AKTA shall not utilize such rights to pursue the same product objectives concerning flat panel displays as Symmorphix. Notwithstanding the generality of the foregoing, AKTA shall be authorized to assign or transfer any or all of the above license to one or more of AKTA's parent entities, with the same restriction on competition with the Services provided by Symmorphix, and AKTA's customers may use equipment provided by AKTA incorporating inventions licensed to AKTA hereunder without further consideration.~~
4. Symmorphix understands and agrees that intellectual property conceived or received by AKTA employees (including those individuals named in Section 9 of this Agreement) during the period of their respective employment is owned by AKTA. Nothing in this Agreement shall transfer any ownership right in any intellectual property owned by AKTA, including all rights contained in patent applications and invention disclosures held by AKTA. Notwithstanding the presumption, contained within those certain written agreements with

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