

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**AMENDMENT NO. 6
TO
FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NXP Semiconductors N.V.

(Exact name of Registrant as specified in its charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

3674
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification No.)

**High Tech Campus 60
5656 AG Eindhoven
The Netherlands
Tel: +31 40 2729233**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**James N. Casey
1109 McKay Drive
M/S 54SJ
San Jose, CA 95131-1706
United States
Tel: +1 408 434 3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Nicholas J. Shaw
Simpson Thacher & Bartlett LLP
CityPoint
One Ropemaker Street
London EC2Y 9HU
England**

**Paul Etienne Kumleben
Davis Polk & Wardwell LLP
99 Gresham Street
London EC2V 7NG
England**

**Approximate date of commencement of proposed sale to the public:
As soon as possible after this registration statement becomes effective**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE:

This Amendment No. 6 to the Registration Statement on Form F-1 is being filed solely for the purpose of filing Exhibit 5.1.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. Indemnification of Directors and Officers.

Under Dutch law, indemnification provisions may be included in the articles of association and, accordingly, our amended articles of association that will be in effect upon the completion of this offering provide that we shall indemnify any of our directors against all adverse financial effects incurred by such person in connection with any action, suit or proceeding if such person acted in good faith and in a manner that could reasonably be believed to be in or not opposed to our best interests. In addition, upon completion of this offering, we may enter into indemnification agreements with our directors and officers.

Item 7. Recent Sales of Unregistered Securities.

The Management Foundation, a foundation organized under the laws of the Netherlands, established to implement our management co-investment program, holds 600,000 of our shares of common stock for the benefit of the designated participants in the program. Pursuant to this program, selected members of our management, including our chief executive officer, the members of our management team and the other NXP executives, have purchased depositary receipts for shares of common stock issued by the Management Foundation, each representing economic interests in one share of our common stock. These interests include any dividends and other proceeds or liquidation entitlements, but do not include any voting rights, which are retained by the Management Foundation in its capacity as stockholder. Participants in our management co-investment program are selected by the nominating and compensation committee, with respect to participants who are on our board, and by the chief executive officer, with respect to other participants.

From October 2007 to December 2008, we granted approximately 135 members of management and executive officers, stock options under which, such members of management and executive officers, were given the right to purchase an aggregate of approximately 42.5 million depositary receipts representing an aggregate of approximately 42.5 million shares of our common stock upon exercise and payment of the exercise price, after these rights vested, and only upon a sale of shares by the Private Equity Consortium or upon a change of control (in particular, upon the Private Equity Consortium no longer holding 30% of our common stock). The exercise prices for these options ranged from €20.00 to €50.00 per stock option. As of December 31, 2008, rights to purchase depositary receipts representing an aggregate of approximately 33 million shares of common stock were outstanding. Most of these outstanding shares of common stock were cancelled under our new stock options exchange program of May 2009, which is described below. The remaining lapsed as a result of the holders of stock options having left our employment. Approximately 4.5 million stock options entitling to the right to purchase depositary receipts representing an aggregate of approximately 4.5 million shares of our common stock have not been exchanged and are still outstanding as per December 31, 2009.

From October 2007 to April 4, 2010, we granted approximately 1,045 non-executive employees equity rights under which such non-executive employees were given the right to acquire an aggregate of approximately 474,722 shares of common stock for no consideration after the rights vested and upon a change of control (in particular, upon the Private Equity Consortium no longer holding 30% of our common stock).

Since neither our stock options nor our equity rights and shares of common stock were traded on any stock exchange, and exercise is dependent upon certain conditions, employees can receive no value nor derive any benefit from holding these options or rights without the fulfillment of the conditions for exercise. We have concluded that the fair value of the share-based payments can best be estimated by the use of a binomial option-pricing model because such model takes into account the various conditions and subjective assumptions that determine the estimated value. These assumptions are discussed in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies—Share-based Compensation”, included elsewhere in this registration statement.

Because the stock options and equity rights were not traded, an option-based approach (the Finnerty model) was used to calculate an appropriate discount for lack of marketability. The expected life of the stock options and equity rights is an estimate based on the time period private equity investors typically take to liquidate a portfolio investment. The volatility assumption has been based on the average volatility of comparable companies over an equivalent period from valuation to exit date.

In May 2009, we executed a stock options exchange program, under which new stock options were granted to eligible individuals in exchange for their existing stock options. By accepting the new stock options, all existing stock options (vested and unvested) owned by the eligible individuals were cancelled. Under this program, an aggregate number of approximately 21 million stock options, representing the right to purchase depository receipts for approximately 21 million shares of common stock were exchanged into approximately 7.5 million stock options entitling to purchase depository receipts for approximately 7.5 million shares of common stock. In addition, an average of approximately 6.5 million new stock options representing the right to purchase depository receipts for approximately 6.5 million shares of common stock have been granted to new employees. The exercise prices for these new stock options ranged from €2.00 to €40.00 per stock option. In certain cases, the vesting schedules of the options were also revised.

The current option pool available for stock options grants, as determined by our stockholders, is for an amount of stock options representing, in the aggregate, up to 21.8 million common shares in our share capital. As of December 31, 2009, a total of approximately 19 million stock options were granted and were outstanding, under the management equity plan to a group of approximately 125 (current and former) NXP executives (which includes our chief executive officer and the other members of the management team). These stock options can be exercised at exercise prices which vary from €2.00 to €50.00 per stock option.

The issuances described above were effected without registration in reliance on (1) the exemptions afforded by Section 4(2) of the Securities Act, because the sales did not involve any public offering, (2) Rule 701 promulgated under the Securities Act for shares that were sold under a written compensatory benefit plan or contract for the participation of our employees, directors, officers, consultants and advisors, and (3) Regulation S promulgated under the Securities Act relating to offerings of securities outside of the United States.

Item 8. Exhibits and Financial Statement Schedules.

Exhibits

See exhibit index which is incorporated herein by reference.

Financial Statements Schedules

All information for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission is either included in the financial statements or is not required under the related instructions or is inapplicable, and therefore has been omitted.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes to provide to the several underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the several underwriters to permit prompt delivery to each purchaser.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by

a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has duly reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Eindhoven, the Netherlands on July 27, 2010.

NXP Semiconductors N.V.

By: _____
Name: **Richard L. Clemmer**
Title: **Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
_____ * Richard L. Clemmer	Chief Executive Officer and Member of the Board of Management (Principal executive officer)	July 27, 2010
_____ * Karl-Henrik Sundström	Chief Financial Officer and Member of the Board of Management (Principal financial and accounting officer)	July 27, 2010
_____ * Johannes P. Huth	Member of the Supervisory Board	July 27, 2010
_____ * Ian Loring	Member of the Supervisory Board	July 27, 2010
_____ * Richard Wilson	Member of the Supervisory Board	July 27, 2010
*By: _____ /s/ Jean Schreurs Jean Schreurs Attorney-in-Fact		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of NXP Semiconductors N.V., has signed this amendment to the registration statement in San Jose, CA, on July 27, 2010.

NXP Semiconductors N.V.

Authorized Representative in the United States

By: _____ /s/ JAMES N. CASEY
Name: James N. Casey

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
1.1*	Form of Underwriting Agreement among NXP Semiconductors N.V. and Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated
3.1*	Form of Certificate of Incorporation
3.2*	Form of Articles of Association of NXP Semiconductors N.V.
4.1	Senior Secured Indenture dated as of October 12, 2006 among NXP B.V. and NXP Funding LLC as Issuers, each of the Guarantors named on the signature pages thereto, Deutsche Bank Trust Company Americas as Trustee, Morgan Stanley Senior Funding Inc. as Global Collateral Agent and Mizuho Corporate Bank Ltd. as Taiwan Collateral Agent (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form F-4 of NXP B.V. filed on April 23, 2007 (File No. 333-142287))
4.2*	Super Priority Notes Indenture dated as of April 2, 2009 among NXP B.V. and NXP Funding LLC as Issuers, each of the Guarantors named on the signature pages thereto and Law Debenture Trust Company of New York as Trustee
4.3	Senior Unsecured Indenture dated as of October 12, 2006 among NXP B.V. and NXP Funding LLC as Issuers, each of the Guarantors named on the signature pages thereto and Deutsche Bank Trust Company Americas as Trustee (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form F-4 of NXP B.V. filed on April 23, 2007 (File No. 333-142287))
4.4	Collateral Agency Agreement dated as of September 29, 2006 among NXP Semiconductors N.V. (formerly known as KASLION Acquisition B.V.) NXP B.V., Guarantors named therein, Secured Parties as defined therein and from time to time parties thereto, Morgan Stanley Senior Funding, Inc. as Global Collateral Agent and Mizuho Corporate Bank Ltd. As Taiwan Collateral Agent (incorporated by reference to Exhibit 4.3 of the Registration Statement on Form F-4 of NXP B.V., filed on April 23, 2007 (File No. 333-142287))
4.5*	Senior Secured Indenture dated as of July 20, 2010 among NXP B.V. and NXP Funding LLC as Issuers, each of the Guarantors named on the signature pages thereto, Deutsche Bank Trust Company Americas as trustee, Morgan Stanley Senior Funding Inc. as Global Collateral Agent and Mizuho Corporate Bank Ltd. as Taiwan Collateral Agent
4.6*	Form of amended and restated shareholders' agreement among NXP Semiconductors N.V., Koninklijke Philips Electronics N.V., KASLION Holding B.V., Stichting Management Co Investment NXP and NXP B.V.
4.7*	Form of Registration Rights Agreement among NXP Semiconductors N.V., Alpinvest Partners CSI 2006 Lion C.V., Alpinvest Partners Later Stage II-A Lion C.V., Meridian Holding S.à.r.l., Bain Pumbaa Luxco S.à.r.l., KKR NXP Investor S.à.r.l., NXP Co-Investment Investor S.à.r.l., SLII NXP S.à.r.l., Koninklijke Philips Electronics N.V., Stichting Management Co-Investment NXP and certain hedge funds party to the agreement.
5.1	Form of opinion of De Brauw Blackstone Westbroek N.V. regarding the validity of the shares of common stock being registered
10.1*	Intellectual Property Transfer and License Agreement dated as of September 28, 2006 between Koninklijke Philips Electronics N.V. and NXP B.V.
10.2*	Intellectual Property Transfer and License Agreement dated as of November 16, 2009 among NXP B.V., Virage Logic Corporation and VL C.V.

Exhibit Number	Description of Document
10.3	Secured Revolving Credit Facility dated as of September 29, 2006 among NXP Semiconductors N.V., NXP B.V. and NXP Funding LLC as borrowers, Morgan Stanley Senior Funding, Inc. as Global Collateral Agent and Mizuho Corporate Bank, Ltd., as Taiwan Collateral Agent, Deutsche Bank AG, London Branch, as Syndication Agent, Merrill Lynch Capital Corporation as Documentation Agent and Morgan Stanley Bank International Limited, Deutsche Bank AG, London Branch and Merrill Lynch, Pierce, Fenner & Smith Incorporated as Joint-lead arrangers and Joint bookrunners (incorporated by reference to Exhibit 10.1 of the Registration Statement on Form F-4 of NXP B.V., filed on April 23, 2007 (File No. 333-142287))
10.4*	Shareholders' agreement dated as of March 30, 1999, as amended, among EBD Investments Pte. Ltd., Koninklijke Philips Electronics N.V. and Taiwan Semiconductor Manufacturing Company Ltd.
10.5*	Forward Start Revolving Credit Facility dated as of May 10, 2010 among NXP Semiconductors N.V., NXP B.V., NXP Funding LLC as borrowers, Morgan Stanley Senior Funding, Inc. as Global Collateral Agent and Administrative Agent and Barclays Capital, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (trading as Rabobank), Credit Suisse Securities (USA) LLC, ABN AMRO Bank N.V. (formerly known as Fortis Bank (Nederland) N.V.), Goldman Sachs International, HSBC Bank plc, Merrill Lynch International and Morgan Stanley Bank International Limited as Joint-Lead Arrangers and Joint Bookrunners
10.6*	Lease Agreement dated as of September 15, 2009, among Beijing Economic-Technological Investment & Development Corporation and NXP Semiconductors (Beijing) Limited for the property at No. 20 Tong Ji Nan Lu of the Beijing Economic-Technological Area of China
10.7*	Supplementary Agreement dated as of September 15, 2009 to the Lease Agreement dated as of September 15, 2009, among Beijing Economic-Technological Investment & Development Corporation and NXP Semiconductors (Beijing) Limited for the property at No. 20 Tong Ji Nan Lu of the Beijing Economic-Technological Area of China
10.8*	Lease Agreement dated as of December 23, 2004 among Jurong Town Corporation and Systems on Silicon Manufacturing Company Pte. Ltd. for the property at No. 70 Pasir Ris Drive 1, Singapore
10.9*	Lease Agreement dated as of September 26, 2003 among Huangjiang Investment Development Company and Philips Semiconductors (Guangdong) Company Ltd. for the property at Tian Mei High Tech Industrial Park, Huang, Jiang Town, Dongguan City, China
10.10*	Building Lease Contract dated as of May 12th, 2000 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.11*	Agreement with regard to the Lease of a Single (vehicle) Shelter dated as of October 30, 2009 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.12*	Agreement with regard to the Lease of a Standard Plant Basement dated as of July 1, 2009 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.13*	Agreement with regard to the Lease of a Single (vehicle) Shelter dated as of March 8, 2010 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.14*	Agreement with regard to the Lease of Additional Land dated as of July 1, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.

Exhibit Number	Description of Document
10.15*	Agreement with regard to the Lease of a Dangerous Goods Warehouse dated as of November 27, 2009 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.16*	Agreement with regard to the Lease of a Standard Plant Basement dated as of July 1, 2009 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.17*	Storage and Transportation Agreement dated as of January 15, 2007 between Phi-Kai Technology Co., Ltd. and NXP Semiconductors Taiwan Ltd.
10.18*	Agreement with regard to the Lease of Land at Property Number AL012 dated as of July 1, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.19*	Agreement with regard to the Lease of Land at Property Number AL020 dated as of July 1, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.20*	Agreement with regard to the Lease of Land at Property Number AL071 dated as of July 1, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.21*	Agreement with regard to the Lease of Land at Property Number CL102 dated as of July 1, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.22*	Agreement with regard to the Lease of Land dated as of September 30, 2008 between the Export Processing Zone Administration (Ministry of Economic Affairs) and NXP Semiconductors Taiwan Ltd.
10.23	[Reserved]
10.24*	NXP Management Equity Plan 2009
10.25*	Conditions of administration of the Stichting Management Co-Investment NXP
10.26*	NXP Global Equity Incentive Program
21.1*	List of Subsidiaries of the Registrant
23.1*	Consent of KPMG Accountants N.V.
23.2*	Consent of Deloitte Accountants B.V.
23.3	Consent of De Brauw Blackstone Westbroek N.V. (included in Exhibit 5.1)
24.1*	Power of Attorney of Richard L. Clemmer and Karl-Henrik Sundström
24.2*	Power of Attorney of Johannes P. Huth, Ian Loring and Richard Wilson

* Previously filed

Advocaten
Notarissen
Belastingadviseurs

**DE BRAUW
BLACKSTONE
WESTBROEK**

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NXP Semiconductors N.V.
High Tech Campus 60
5656 AG EINDHOVEN
The Netherlands

J.J.J. Schutte
Advocaat

Our ref. M8874303/4/20465599/lb

**DRAFT 27 JULY 2010, OF OPINION TO BE RENDERED ON OR ABOUT THE EFFECTIVE DATE OF THE REGISTRATION STATEMENT;
SUBJECT TO REVIEW OF DOCUMENTS**

Dear Madam / Sir:

**NXP Semiconductors N.V. (the “Issuer”)
SEC Registration of common shares**

1 Introduction

I act as Dutch legal adviser (*advocaat*) to the Issuer in connection with the Registration.

Certain terms used in this opinion are defined in **Annex A** (*Definitions*).

2 Dutch Law

This opinion is limited to Dutch law in effect on the date of this opinion. It (including all terms used in it) is to be construed in accordance with Dutch law.

3 Scope of Inquiry

For the purpose of this opinion, I have examined, and relied upon the accuracy of the factual statements and compliance with the undertakings included in, the following documents:

3.1 A copy of the Registration Statement.

De Brauw Blackstone Westbroek N.V., Amsterdam, is registered with the trade register in the Netherlands under no. 27171912.

All services and other work are carried out under an agreement of instruction (“overeenkomst van opdracht”) with De Brauw Blackstone Westbroek N.V. The agreement is subject to the General Conditions, which have been filed with the register of the District Court in Amsterdam and contain a limitation of liability. Client account notaries ING Bank no. 69.32.13.876.

3.2 A copy of:

- (a) the Issuer's deed of incorporation and its articles of association, as provided to me by the Chamber of Commerce;
- (b) the Trade Register Extract; and
- (c) the Shareholders Register.

3.3 A copy of:

- (a) each Corporate Resolution; and
- (b) the Board Certificate.

3.4 The form of:

- (a) each Pricing Committee Resolution; and
- (b) each Deed of Issue.

In addition, I have examined such documents, and performed such other investigations, as I considered necessary for purpose of this opinion. My examination has been limited to the text of the documents.

4 Assumptions

For the purpose of this opinion, I have made the following assumptions:

4.1

- (a) Each copy document conforms to the original and each original is genuine and complete.
- (b) Each signature is the genuine signature of the individual concerned.

4.2 The Shares will have been validly accepted by the subscribers for them.

5 Opinion

Based on the documents and my investigations referred to and the assumptions made in paragraphs 3 and 4 and subject to any matters not disclosed to me in the course of my investigation referred to in paragraph 3, I am of the following opinion:

- 5.1 When issued pursuant to a validly signed Deed of Issue and upon payment in accordance with that Deed of Issue, each Share will have been validly issued and will be fully paid and nonassessable.¹

6 Reliance

- 6.1 This opinion is an exhibit to the Registration Statement and may be relied upon for the purpose of the Registration. It may not be supplied, and its contents or existence may not be disclosed, to any person other than as an Exhibit to (and therefore together with) the Registration Statement and may not be relied upon for any purpose other than the Registration.

- 6.2 Each person relying on this opinion agrees, in so relying, that only De Brauw shall have any liability in connection with this opinion, and that, except as otherwise required by the Securities Act, the agreement in this paragraph 6.2 and all liability and other matters relating to this opinion shall be governed exclusively by Dutch law.

- 6.3 The Issuer may:

- (a) file this opinion as an exhibit to the Registration Statement; and
- (b) refer to De Brauw giving this opinion under the heading “Legal Matters” in the prospectus included in the Registration Statement.

The previous sentence is no admittance from me (or De Brauw) that I am (or De Brauw is) in the category of persons whose consent for the filing and reference in that paragraph is required under Section 7 of the Securities Act or any rules or regulations of the SEC promulgated under it.

Yours faithfully,
De Brauw Blackstone Westbroek N.V.

J.J.J. Schutte

¹ “Nonassessable” has no equivalent legal term under Dutch law and for the purpose of this opinion, “nonassessable” referred to in paragraph 5, means that no person has a right to require the holder of any Share to pay it any amount in addition to the amount required for the share to be fully paid (for the avoidance of doubt, without prejudice to claims based on tort (*onrechtmatige daad*)).

Annex A – Definitions

In this opinion:

“**Board Certificate**” means the certificate dated the date of this opinion attached to this opinion as Annex B.

“**Chamber of Commerce**” means the Chamber of Commerce and Industry (*kamer van koophandel en fabrieken*) of the place where the Issuer has its principal place of business.

“**Corporate Resolution**” means each of:

- (a) a written resolution of the Issuer’s shareholders dated [— – *date prior to effective date*] 2010; and
- (b) a written resolution of the Issuer’s board of directors (*bestuur*) dated [— – *date prior to effective date*] 2010.

“**De Brauw**” means De Brauw Blackstone Westbroek N.V.

“**Deed of Issue**” means each of a maximum of four deeds of issue between the Issuer and the other persons named in it providing for the issue of the Shares.

“**Issuer**” means NXP Semiconductors N.V., with corporate seat in Eindhoven.

“**Pricing Committee Resolution**” means each of:

- (a) a written resolution of the Issuer’s pricing committee determining the offer price of the Shares and the number of Shares to be issued; and
- (b) a maximum of three written resolutions of the Issuer’s pricing committee determining the number of Shares to be issued in addition to the number of Shares referred to in paragraph (a) above,

“**Registration**” means the registration of the Shares with the SEC under the Securities Act.

“**Registration Statement**” means the registration statement on form F-1 (Registration No. 333-166128) in relation to the Registration to be filed with the SEC on the date hereof (excluding any documents incorporated by reference in it and any exhibits to it).

“**SEC**” means the U.S. Securities and Exchange Commission.

“**Securities Act**” means the U.S. Securities Act of 1933, as amended.

“**Shareholders Register**” means the Issuer’s shareholders’ register.

“**Shares**” means a maximum of 70,000,000 registered ordinary shares, nominal value of EUR 0.20 each, in the Issuer’s capital, to be issued by the Issuer pursuant to the Corporate Resolutions and each Pricing Committee Resolution for an offer price of at least USD 17.00.

“**Trade Register Extract**” means a Trade Register extract relating to the Issuer provided by the Chamber of Commerce and dated the date hereof.

Annex B – Board Certificate

THE UNDERSIGNED:

- (1) Richard Lynn Clemmer (Chief Executive Officer),
- (2) Sir Peter Bonfield (Chairman, non executive director)
- (3) Johannes Peter Huth (vice-chairman, non executive director),
- (4) Nicolas François Louis Cattelain (non executive director),
- (5) Eric Paul Coutinho (non executive director),
- (6) Egon Durban (non executive director),
- (7) Ian Kimball Loring (non executive director),
- (8) Michel Plantevin (non executive director), and
- (9) Richard Charles Wilson (non executive director),

acting in their capacity as members of the board (the “**Board**”) of **NXP Semiconductors N.V.**, a limited liability company with corporate seat in Eindhoven, the Netherlands and having its address at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands (the “**Company**”) and together forming the entire Board of the Company,

WHEREAS:

- (a) The Company intends to offer and issue up to 70,000,000 ordinary shares in the share capital of the Company (the “**Shares**”) in an offering as described in the registration statement with registration number 333-166128 (the “**Registration Statement**”) and to register the Shares with the Securities and Exchange Commission. It is proposed that the offer price of the Shares will be at least USD 17.00 per Share. In connection herewith, the Company has applied for admission to listing and trading of the Shares on the NASDAQ Global Market.
- (b) This is a Board Certificate as referred to in the opinion from Blackstone Westbroek N.V. (“**De Brauw**”) dated the date hereof (the “**Opinion**”).
- (c) All capitalised terms used but not defined in this Board Certificate shall have the meaning as set forth in the Opinion.

CERTIFY:

7 Documents (including resolutions)

- (a) Each copy document (including each Corporate Resolution and the Shareholders Register) and each form of document (including each Deed of Issue and each Pricing Committee Resolution) delivered to De Brauw as an attachment to the e-mail to which an executed copy of this Board Certificate was attached, is a correct and complete copy of the original; and
- (b) unless a contrary indication appears, that original remains in full force and effect without modification as at the date of this Board Certificate.

8 Company

- (a) Each Corporate Resolution and each Pricing Committee Resolution meets, respectively will meet, in view of inter alia the manner in which they were, respectively will be, adopted, the standards of reasonableness and fairness (*redelijkheid en billijkheid*).
- (b) The Company is not subject to any bankruptcy proceedings, suspension of payments, emergency measures, other insolvency proceedings as defined in Article 2(a) of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency proceedings or other laws relating to or affecting the rights of creditors.

AND UNDERTAKE:

- (a) That each Pricing Committee Resolution will be adopted in the form delivered to De Brauw as an attachment to the e-mail to which an executed copy of this Board Certificate was attached, and that each Pricing Committee Resolution will be signed by the persons named therein.
- (b) Not to withdraw or amend, or procure to withdraw or amend, any Corporate Resolution or any Pricing Committee Resolution.
- (c) That no shares in the capital of the Company other than the Shares will be issued until the last closing date.

RELIANCE:

De Brauw may rely on this Board Certificate (without personal liability for the undersigned).

IN EVIDENCE WHEREOF:

this certificate was signed in the manner set out below.

By: _____

Name: R.L. Clemmer

Date:

Name: P. Bonfield

Date:

Name: J.P. Huth

Date:

Name: N.F.L. Cattelain

Date:

Name: E.P. Coutinho

Date:

Name: E. Durban

Date:

Name: I.K. Loring

Date:

Name: M. Plantevin

Date:

Name: R.C. Wilson

Date:

SIMPSON THACHER & BARTLETT LLP

A LIMITED LIABILITY PARTNERSHIP

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July 27, 2010

VIA EDGAR AND FEDERAL EXPRESS

Ms. Mary Beth Breslin
Division of Corporation Finance
Securities and Exchange Commission
100 F Street NE, Mail Stop 3030
Washington, D.C. 20549
U.S.A.

RE: NXP Semiconductors N.V. Amendment No. 5 to Registration Statement on Form F-1 (File No. 333-166128), Filed on July 22, 2010

Ladies and Gentlemen:

On behalf of NXP Semiconductors N.V. (the "Company"), we hereby submit for your review Amendment No. 6 ("Amendment No. 6") to the above-referenced registration statement (the "Registration Statement") of the Company, originally filed with the Securities and Exchange Commission (the "Commission") on April 16, 2010, pursuant to the Securities Act of 1933, as amended. An electronic version of Amendment No. 6 has been concurrently filed with the Commission through the Commission's electronic data gathering, analysis and retrieval ("EDGAR") system. We have enclosed four copies of Amendment No. 6.

Please note that Amendment No. 6 is being filed solely for the purpose of filing Exhibit 5.1 to the above-referenced Registration Statement. In doing so, we are providing the following responses to comments 4 to and including 10 contained in the comment letter of the staff of the Commission (the "Staff") to the Company, dated July 20, 2010, relating to the Registration Statement. For convenience of reference, the text of the comments in the Staff's comment letter has been reproduced in bold herein and numbered according to the corresponding numbers allotted in the comment letter. The responses and information described below are based upon the responses provided to us by De Brauw Blackstone Westbroek N.V., Dutch counsel to the Company ("De Brauw"). For the Staff's convenience, we have also attached hereto as Exhibit A a copy of the revised form opinion marked to show changes from the form opinion filed as Exhibit 5.1 to Amendment No. 4 to the Registration Statement on Form F-1 on July 16, 2010.

Exhibit 5.1

4. We note your response to prior comment 4 and the draft legal opinion filed with this amendment. Please also confirm that the dates omitted from the definitions on page 5 of the opinion will be the effective date of the registration statement.

We note the Staff's comments and respectfully inform the Staff that all definitions included on page 5 of the revised form opinion will be dated on or prior to the effective date of the registration statement. However, with respect to the written resolutions of the Company's pricing committee and the deeds of issue, only a form of such resolutions or deeds will be available prior to the time the opinion will be filed with the Commission. Accordingly, the form opinion will refer to the form of such resolutions or deeds available on the effective date of the registration statement.

5. The revised opinion continues to contain inappropriate assumptions as to conclusions of law that underlie the ultimate opinion. For instance, we refer you to the second sentence of paragraph 2, the last sentence of paragraph 3.6, and paragraphs 4.2, 4.3(a) and (c), 6.1, and 6.2. When providing a revised opinion to remove assumptions regarding legal conclusions, your counsel might evaluate whether legal matters in the assumptions are relevant to the issues required to be addressed by

Regulation S-K Item 601(b)(5), and, if they are relevant, counsel should be aware of Rule 436(f) under the Securities Act.

Please find the following responses of De Brauw with respect to the Staff's comments on the second sentence of paragraph 2, the last sentence of paragraph 3.6, and paragraphs 4.2, 4.3(a) and (c), 6.1, and 6.2:

- Paragraph 2, second sentence: Based on our further discussions, we understand this assumption is acceptable.
- Para. 3.6, last sentence: In response to the Staff's comments, this assumption has been deleted.
- Paragraph 4.2(a): In response to the Staff's comments, the form opinion has been revised to reflect the fact that De Brauw will with respect to this assumption rely on the documents referred to in paragraph 3 of the revised form opinion instead.
- Paragraph 4.2(b): In response to the Staff's comments, the form opinion has been revised to reflect the fact that De Brauw will rely on a board of directors certificate with respect to this assumption instead.
- Paragraph 4.3(a): In response to the Staff's comments, the form opinion has been revised to reflect the fact the De Brauw will with respect to this assumption rely on the documents referred to in paragraph 3 of the revised form opinion instead.
- Paragraph 4.3(c): In response to the Staff's comments, this assumption has been deleted and the form opinion has been revised to clarify that a physical payment will need to be made in accordance with the relevant deed of issue.
- Paragraph 6.1 and 6.2: In response to the Staff's comments, the form opinion has been revised to reflect the fact that De Brauw will with respect to this assumption rely on the documents referred to in paragraph 3 of the revised form opinion instead.

6. With respect to the limitation in paragraph 5 regarding matters not disclosed to you, please note that the opinion you file to satisfy your obligations under Regulation S-K Item 601(b)(5) must be based on all relevant facts and law and should not be conditioned on information not disclosed in an investigation.

In response to the Staff's comment, the form opinion has been revised to clarify that "matters not disclosed to me" only relates to elements that might have been withheld from De Brauw in its investigation or that lie beyond the limits of the investigation that De Brauw must perform. Please also refer to the amended wording in the penultimate sub-paragraph of paragraph 3 of the revised form opinion.

7. It is unclear why the limitation in paragraph 6.3 is necessary and appropriate. Please advise or file an opinion of counsel that does not contain this limitation.

In response to the Staff's comments, the form opinion has been revised accordingly.

8. We note your response to prior comment 6; however, the opinion still appears to contain assumptions as to material facts underlying the opinion or facts that are readily ascertainable. For instance, we refer you to paragraph 6.2. With respect to your response regarding the assumption in paragraph 4.1(c), it remains unclear why these conditions are necessary and appropriate.

In response to the Staff's comments, the form opinion has been revised to reflect the fact that De Brauw will with respect to these qualifications rely on the documents referred to in paragraph 3 of the revised form opinion instead.

9. We note your response to prior comment 7; however, to satisfy your obligation under Regulation S-K Item 601(b)(5), you must file an opinion that addresses the concepts in that item such as whether the shares will be non-assessable. As noted in our prior comment, the concept of non-assessability for purposes of Item 601(b)(5) is not limited to whether shareholders may be required to make additional payments to the issuer. Therefore, we reissue our comment.

In response to the Staff's comments, the form opinion has been revised accordingly. Based on our further discussions, we have broadened the description of the concept of "non-assessable" to every person and specified that the opinion is without prejudice to claims based on tort.

10. We note the revisions made in response to prior comment 9. Please provide us your analysis as to whether paragraph 7.2 attempts to suggest to investors a legal conclusion contrary to Section 14 of the Securities Act.

In response to the Staff's comments, the reference to an exclusive choice of forum has been deleted from the form opinion and additional language has been added to the form opinion to clarify that paragraph 6.2 of the revised form opinion may not operate in a manner that is contrary to the Securities Act.

* * * * *

Should you have any questions regarding this filing or wish to discuss the above responses, please do not hesitate to contact Nicholas J. Shaw at +44-(0)20-7275-6558, Gil J. Strauss at +44-(0)20-7275-6516 or Wim De Vlieger at +44-(0)20-7275-6154 of Simpson Thacher & Bartlett LLP.

Very truly yours,

/s/ Nicholas J. Shaw

Nicholas J. Shaw

Enclosures

Cc: Gabriel Eckstein
Kevin Kuhar
Jay Webb

Advocaten
Notarissen
Belastingadviseurs

**DE BRAUW
BLACKSTONE
WESTBROEK**

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NXP Semiconductors N.V.
High Tech Campus 60
5656 AG EINDHOVEN
The Netherlands

J.J.J. Schutte
Advocaat

~~Date 2010~~

Our ref. M88749278874920/1/20465599/lb

**DRAFT 27 JULY 2010, OF OPINION TO BE RENDERED ON OR ABOUT THE EFFECTIVE DATE OF THE REGISTRATION STATEMENT;
SUBJECT TO REVIEW OF DOCUMENTS**

Dear Madam / Sir:

**NXP Semiconductors N.V. (the "Issuer")
SEC Registration of common shares**

1 Introduction

I act as Dutch legal adviser (*advocaat*) to the Issuer in connection with the Registration.
Certain terms used in this opinion are defined in ~~the~~ **Annex A** (*Definitions*).

2 Dutch Law

This opinion is limited to Dutch law in effect on the date of this opinion. It (including all terms used in it) is to be construed in accordance with Dutch law.

3 Scope of Inquiry

For the purpose of this opinion, I have examined, and relied upon the accuracy of the factual statements and compliance with the undertakings included in, the following documents:

~~3.1 A copy of:~~

~~(a) the Underwriting Agreement; and~~

3.1 ~~(b)~~ A copy of the Registration Statement.

3.2 A copy of:

(a) the Issuer's deed of incorporation and its articles of association, as provided to me by the Chamber of Commerce;

De Brauw Blackstone Westbroek N.V., Amsterdam, is registered with the trade register in the Netherlands under no. 27171912.

All services and other work are carried out under an agreement of instruction ("overeenkomst van opdracht") with De Brauw Blackstone Westbroek N.V. The agreement is subject to the General Conditions, which have been filed with the register of the District Court in Amsterdam and contain a limitation of liability. Client account notaries ING Bank no. 69.32.13.876.

- (b) the Trade Register Extract; and
- (c) the ~~Deed of Issue~~ Shareholders Register.

3.3 A copy of:

- (a) each Corporate Resolution; and
- (b) the Board Certificate.

3.4 ~~Such other documents as I have deemed necessary for the purpose of this opinion.~~ The form of:

- (a) each Pricing Committee Resolution; and
- (b) each Deed of Issue.

~~In addition, I have obtained the following confirmations on the date examined such documents, and performed such other investigations, as I considered necessary for purpose of this opinion:~~

3.5 ~~Confirmation by telephone from the Chamber of Commerce that the Trade Register Extract is up to date.~~

3.6

- (a) ~~Confirmation by telephone from the court registry of the District Court of the place where the Issuer has its corporate seat, derived from that Court's Insolvency Register; and~~
- (b) ~~Confirmation through www.rechtspraak.nl, derived from the segment for EU registrations of the Central Insolvency Register;~~
~~in each case that the Issuer is not registered as being subject to Insolvency Proceedings. My examination has been limited to the text of the documents and I have not investigated the meaning and effect of any document governed by a law other than Dutch law under that other law.~~

4 Assumptions

For the purpose of this opinion, I have made the following assumptions:

4.1

- (a) Each copy document conforms to the original and each original is genuine and complete.
- (b) Each signature is the genuine signature of the individual concerned.
- (c) ~~The confirmations referred to in paragraphs 3.5 and 3.6 of this opinion are true.~~
- (d) ~~The Deed of Issue will have been entered into in the form referred to in the Annex to this opinion.~~

4.2 ~~Each Corporate Resolution:~~

- (a) ~~has been validly passed and remains in full force and effect without modification; and~~
- (b) ~~complies with the requirements of reasonableness and fairness (*redelijkheid en billijkheid*).~~

~~4.3~~

~~(a) At the time of the issue of the Shares, the Issuer's authorised capital will be sufficient to allow for the issue.~~

~~4.2~~

~~(b) The Shares will have been validly accepted by the subscribers for them.~~

~~(c) The Shares will have been paid in accordance with the Underwriting Agreement.~~

5 Opinion

Based on the documents and ~~confirmations~~ my investigations referred to and the assumptions made in paragraphs 3 and 4 and subject to ~~the qualifications in paragraph 6 and to any matters not disclosed to me;~~ in the course of my investigation referred to in paragraph 3, I am of the following opinion:

~~5.1~~ When issued, the Shares, pursuant to a validly signed Deed of Issue and upon payment in accordance with that Deed of Issue, each Share will have been validly issued ~~in accordance with Dutch law and will be~~ fully paid and nonassessable.¹

6 Qualifications

This opinion is subject to the following qualifications:

~~6.1~~ This opinion is subject to any limitations arising from bankruptcy, suspension of payments, emergency measures, (other) Insolvency Proceedings or other laws relating to or affecting the rights of creditors.

~~6.2~~

~~(a) An extract from the Trade Register does not provide conclusive evidence that the facts set out in it are correct. However, under the 2007 Trade Register Act (*Handelsregisterwet 2007*), subject to limited exceptions, a legal entity or partnership cannot invoke the incorrectness or incompleteness of its Trade Register registration against third parties who were unaware of the incorrectness or incompleteness.~~

~~(b) A confirmation derived from an Insolvency Register does not provide conclusive evidence that an entity is not subject to Insolvency Proceedings.~~

~~6.3 I do not express any opinion on the Underwriting Agreement.~~

~~6~~ 7 Reliance

~~6.1~~ ~~7.1~~ This opinion is an exhibit to the Registration Statement and may be relied upon for the purpose of the Registration. It may not be supplied, and its contents or existence may not be disclosed, to any person other than as an Exhibit to (and therefore together with) the Registration Statement and may not be relied upon for any purpose other than the Registration.

~~6.2~~ ~~7.2~~ Each person relying on this opinion agrees, in so relying, that only De Brauw shall have any liability in connection with this opinion, ~~that and that,~~ except as otherwise required by the Securities Act, the agreement in this paragraph ~~7-26.2~~ and all liability and other matters relating to this opinion shall be governed exclusively by Dutch law ~~and that the Dutch courts shall have exclusive jurisdiction to settle any dispute relating to this opinion.~~

¹ "Nonassessable" has no equivalent legal term under Dutch law and for the purpose of this opinion, "nonassessable" referred to in paragraph 5, means that ~~the Issuer~~ no person has ~~no~~ a right to require the holder of any Share to pay it any amount in addition to the amount required for the share to be fully paid, ~~solely as a result of his shareholdership~~ (for the avoidance of doubt, without prejudice to claims based on tort (*onrechtmatige daad*)).

6.3 ~~7.3~~ The Issuer may:

- (a) file this opinion as an exhibit to the Registration Statement; and
- (b) refer to De Brauw giving this opinion under the heading “Legal Matters” in the prospectus included in the Registration Statement.

The previous sentence is no admittance from me (or De Brauw) that I am (or De Brauw is) in the category of persons whose consent for the filing and reference in that paragraph is required under Section 7 of the Securities Act or any rules or regulations of the SEC promulgated under it.

Yours faithfully,
De Brauw Blackstone Westbroek N.V.

J.J.J. Schutte

Annex A – Definitions

In this opinion:

“**Board Certificate**” means the certificate dated the date of this opinion attached to this opinion as Annex B.

“**Chamber of Commerce**” means the Chamber of Commerce and Industry (*kamer van koophandel en fabrieken*) of the place where the Issuer has its corporate seat/principal place of business.

“**Corporate Resolution**” means each of:

- (a) ~~an extract from the minutes of the meeting of the Issuer’s management board dated 19 May 2010;~~
- (b) ~~an extract from the minutes of the meeting of the Issuer’s supervisory board dated 19 May 2010;~~
- (a) ~~(e)~~ a written resolution of the Issuer’s shareholders dated [— – *date prior to effective date*] 2010; and
- (b) ~~(d)~~ a written resolution of the Issuer’s board of directors (*bestuur*) dated [—] 2010; and ~~— *date prior to effective date*] 2010.~~
- (e) ~~a written resolution of the Issuer’s pricing committee dated [—].~~

“**De Brauw**” means De Brauw Blackstone Westbroek N.V.

“**Deed of Issue**” means ~~the draft, dated [—] 2010, each~~ of a deed maximum of four deeds of issue to be dated [—] 2010 between the Issuer and the other persons named in it ~~relating to providing for the issuance~~ issue of the Shares.

“**Shares**” means the [—] new registered ordinary shares, nominal value of EUR 0.20 each, in the Issuer’s share capital.

“**Insolvency Proceedings**” means ~~insolvency proceedings as defined in Article 2(a) of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency proceedings.~~

“**Issuer**” means NXP Semiconductors N.V., with corporate seat in Eindhoven, ~~the Netherlands.~~

“**Pricing Committee Resolution**” means each of:

- (a) ~~a written resolution of the Issuer’s pricing committee determining the offer price of the Shares and the number of Shares to be issued; and~~
- (b) a maximum of three written resolutions of the Issuer’s pricing committee determining the number of Shares to be issued in addition to the number of Shares referred to in paragraph (a) above.

“**Registration**” means the registration of the Shares with the SEC under the Securities Act.

“**Registration Statement**” means the registration statement on form F-1 (Registration No. 333-166128) in relation to the Registration ~~as posted on~~ to be filed with the SEC ~~website~~ on the date hereof (excluding any documents incorporated by reference in it and any exhibits to it).

“**SEC**” means the U.S. Securities and Exchange Commission.

“**Securities Act**” means the U.S. Securities Act of 1933, as amended.

“**Shareholders Register**” means the Issuer’s shareholders’ register.

“**Shares**” means a maximum of 70,000,000 registered ordinary shares, nominal value of EUR 0.20 each, in the Issuer’s capital, to be issued by the Issuer pursuant to the Corporate Resolutions and each Pricing Committee Resolution for an offer price of at least USD 17.00.

“**Trade Register Extract**” means a Trade Register extract relating to the Issuer provided by the Chamber of Commerce and dated [~~—~~]2010the date hereof.

Annex B – Board Certificate

THE UNDERSIGNED:

- (1) Richard Lynn Clemmer (Chief Executive Officer),
- (2) Sir Peter Bonfield (Chairman, non executive director)
- (3) Johannes Peter Huth (vice-chairman, non executive director),
- (4) Nicolas François Louis Cattelain (non executive director),
- (5) Eric Paul Coutinho (non executive director),
- (6) Egon Durban (non executive director),
- (7) Ian Kimball Loring (non executive director),
- (8) Michel Plantevin (non executive director), and
- (9) Richard Charles Wilson (non executive director),

acting in their capacity as members of the board (the “**Board**”) of NXP Semiconductors N.V., a limited liability company with corporate seat in Eindhoven, the Netherlands and having its address at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands (the “**Company**”) and together forming the entire Board of the Company,

WHEREAS:

- (a) The Company intends to offer and issue up to 70,000,000 ordinary shares in the share capital of the Company (the “**Shares**”) in an offering as described in the registration statement with registration number 333-166128 (the “**Registration Statement**”) and to register the Shares with the Securities and Exchange Commission. It is proposed that the offer price of the Shares will be at least USD 17.00 per Share. In connection herewith, the Company has applied for admission to listing and trading of the Shares on the NASDAQ Global Market.
- (b) This is a Board Certificate as referred to in the opinion from Blackstone Westbroek N.V. (“**De Brauw**”) dated the date hereof (the “**Opinion**”).
- (c) All capitalised terms used but not defined in this Board Certificate shall have the meaning as set forth in the Opinion.

CERTIFY:

7 Documents (including resolutions)

- (a) Each copy document (including each Corporate Resolution and the Shareholders Register) and each form of document (including each Deed of Issue and each Pricing Committee Resolution) delivered to De Brauw as an attachment to the e-mail to which an executed copy of this Board Certificate was attached, is a correct and complete copy of the original; and
- (b) unless a contrary indication appears, that original remains in full force and effect without modification as at the date of this Board Certificate.

8 Company

- (a) Each Corporate Resolution and each Pricing Committee Resolution meets, respectively will meet, in view of inter alia the manner in which they were, respectively will be, adopted, the standards of reasonableness and fairness (*redelijkheid en billijkheid*).
- (b) The Company is not subject to any bankruptcy proceedings, suspension of payments, emergency measures, other insolvency proceedings as defined in Article 2(a) of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency proceedings or other laws relating to or affecting the rights of creditors.

AND UNDERTAKE:

- (a) That each Pricing Committee Resolution will be adopted in the form delivered to De Brauw as an attachment to the e-mail to which an executed copy of this Board Certificate was attached, and that each Pricing Committee Resolution will be signed by the persons named therein.
- (b) Not to withdraw or amend, or procure to withdraw or amend, any Corporate Resolution or any Pricing Committee Resolution.
- (c) That no shares in the capital of the Company other than Shares will be issued until the last closing date.

RELIANCE:

De Brauw may rely on this Board Certificate (without personal liability for the undersigned).

IN EVIDENCE WHEREOF:

this certificate was signed in the manner set out below.

“**Underwriting Agreement**” means the underwriting agreement dated [] 2010 between the Issuer and the underwriters named in it.

By: _____

Name: R.L. Clemmer

Date:

Name: P. Bonfield

Date:

Name: J.P. Huth

Date:

Name: N.F.L. Cattelain

Date:

Name: E.P. Coutinho

Date:

Name: E. Durban

Date:

Name: I.K. Loring

Date:

Name: M. Plantevin

Date:

Name: R.C. Wilson

Date: