

On January 21, 2004, Rep'tronic S.A. joined Xilinx SARL into a lawsuit before the Labor Court of Versailles brought by five former Rep'tronic S.A. employees against Rep'tronic S.A. for unfair dismissal. Rep'tronic S.A. is seeking indemnification from Xilinx SARL on the theory that the employees of Rep'tronic S.A. became the employees of Xilinx SARL or Xilinx Ireland upon the expiration of the sales representative agreement. Xilinx SARL will file its evidence on July 14, 2004. A hearing has been set for September 20, 2004.

On February 10, 2004, Rep'tronic S.A. filed a lawsuit against Xilinx SARL in the Commercial Court of Versailles. The lawsuit is pled as an unfair competition matter but the claims and the facts upon which they are based are essentially the same as the commercial agency claims being addressed before the High Court of Ireland. Xilinx SARL has filed its defense. No hearing has been set.

The Company has accrued amounts that represent anticipated payments for liability for the Rep'tronic litigation under the provisions of Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards No. 5 (SFAS 5), "Accounting for Contingencies."

Except as stated above, there are no pending legal proceedings of a material nature to which we are a party or of which any of our property is the subject.

#### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.