

**EXHIBIT 1**  
**Computation and Allocation of Difference (CAD)**  
**Between Purchase Price and Fair Value of Assets**

	As of Aug. 12, 2004
Cash and cash equivalents	\$ 31,604
Available-for-sale investments	73,169
Receivables	10,673
Inventory	6,224
Deferred tax asset, net	22,221
Other current assets	560
Property, plant, and equipment	82,474
Intangible assets	113,100
Acquired in-process research and development	185,700
<u>Goodwill</u>	<u>63,909</u>
Total assets acquired	589,634
Current liabilities	(33,097)
Deferred tax liability	(42,412)
<u>Total liabilities assumed</u>	<u>(75,509)</u>
Net assets acquired	\$514,125

*Note: All figures in thousands*