Washington, D.C. 20231

ASSIGNMENT AND AGREEMENT

For value received, we, Syed S. Ali, of 108 Edgewood Avenue in the County of Green Brook and the State of New Jersey, Stephen C. Glinski, of 3607 Cricket Circle in the County of Edison and the State of New Jersey, hereby sell, assign and transfer to LUCENT TECHNOLOGIES INC., a corporation of the State of DELAWARE, having an office at 600 MOUNTAIN AVENUE, P.O. BOX 636, MURRAY HILL, NEW JERSEY 07974-0636, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to SYSTEM AND METHOD FOR OPERATING A DIGITAL VOICE RECOGNITION PROCESSOR WITH FLASH MEMORY STORAGE as described in application SERIAL NO. 09/037,329 filed March 9, 1998 for Letters Patent of the United States, and all the rights and privileges in said application and under any and all Letter Patent that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Lucent Technologies Inc. the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

We authorize Lucent Technologies Inc. to make applications for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Lucent Technologies Inc. to apply for patent or other form of protection for said invention and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to Lucent Technologies Inc. in the United States and in all countries foreign to the United States, or to such nominees as Lucent Technologies Inc. may designate.

PATENT REEL: 9442 FRAME: 0286

We agree that, when requested, we shall, without charge to Lucent Technologies Inc. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Date: 8-17-98

De A.

United States of America

State of Pannz) ss.:

County of Lehis

 $19\cancel{6}$, before me personally came Syed S. Ali, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

NOTARIAL SEAL LORI K. REISS, Notary Public Allentown, Lehigh County, PA Commission Expires Oct. 29, 2001

We agree that, when requested, we shall, without charge to Lucent Technologies Inc. but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection. Date: 8/3/98United States of America State of New Sersey) ss.: County of Un_{10n} On this 3 day of august, 1997, before me personally came STEPHEN C. GLINSKI, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same. Shan M. Karken

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RECORDED: 09/08/1998

PATENT REEL: 9442 FRAME: 0288