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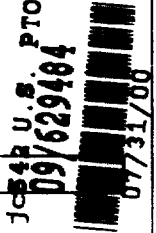
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ASSIGNMENT AND AGREEMENT

For value received, I **Thomas Atkin Denning RILEY** whose full post office address is 3356 Leroy Street, Osgoode, Ontario, Canada hereby sell, assign and transfer to **PHILSAR SEMICONDUCTOR INC.** whose full post office address is 146 Colonnade Road S., Nepean, Ontario, Canada, K2E 7Y1 and its successors, assigns and legal representatives, the entire right, title and interest, for all countries, in and to the invention entitled **FREQUENCY SYNTHESIZER** as described in an application for letters patent filed in the **UNITED STATES**, the Declaration and Power of Attorney accompanying said application being executed on July 27, 2000 and all rights and privileges including priority rights arising from the application aforesaid and corresponding applications in other countries, all continuations, continuations-in-part, divisionals, renewals, substitutes or reissues thereof, and all the rights and privileges under any and all letters patent that may be granted for said inventions.

I request that any and all patents for said inventions may be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

I agree that, when requested, I will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, ~~desirable~~ ^{THAT} ~~or convenient~~ for claiming said priority rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

I covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

THE UNDERSIGNED hereby authorizes the firm of **PASCAL & ASSOCIATES** whose full office address in Canada is Suite 405, 301 Moodie Drive, Nepean, Ontario, K2H 9C4, and whose full mailing address is P.O. Box 11121, Station H, Ottawa, Ontario, K2H 7T8, to correct errors in this assignment or to insert any further identification or other information necessary or desirable to make this assignment suitable for recordal in the United States Patent Office.

EXECUTED AT... *Osgoode*)
this *27th*.....day of)
.....*July*....., 2000)

Thomas Atkin Denning Riley.....
Thomas Atkin Denning Riley

Witness:

G. Mac.....

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