

04-23-2001

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



PATENTS ONLY

101683088

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP. (DE Corporation)

2. Name and address of receiving party(ies):

Name: The Chase Manhattan Bank, as Administrative Agent

Internal Address: _____

Street Address: P.O. Box 2558City: Houston State: TX ZIP: 77252Additional name(s) & addresses attached? ☐ Yes ☒ NoAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☐ Merger☐ Security Agreement☐ Change of Name☒ Other Conditional Assignment Of And Security Interest In Patent RightsExecution Date: April 2, 2001

4. Application number(s) or patents number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) **See Attached Schedule A**B. Patent No.(s) **See Attached Schedule A**Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alison Winick, Esq.Internal Address: Simpson Thacher & BartlettStreet Address: 425 Lexington AvenueCity: New York State: New York ZIP: 10017

6. Total number of applications and patents involved: _____

37

7. Total fee (37 CFR 3.41): _____ \$ 1,480.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Alison Winick, Esq.

Name of Person Signing

Alison Winick, Esq.

Signature

4-5-01

Date

Total number of pages comprising cover sheet: _____

11

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

PATENT
REEL: 011692 FRAME: 0475

SCHEDULE A

Patent/ Serial Number	Title
4400052	Method For Manufacturing Birefringent Integrated Optics Devices
4439265	Fabrication Method For Linbo.Sub.3 And Litao.Sub.3 Integrated Optics Devices
4448479	Traveling Wave, Electrooptic Devices With Effective Velocity Matching
4553810	Traveling Wave Electrooptic Devices
4597638	Nonlinear Optical Apparatus
4637129	Selective Area Iii-V Growth And Lift-Off Using Tungsten Patterning
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4730105	Apparatus For The Stabilization Of The Output Intensity Of A Laser Using A Fabry-Perot Cavity
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4865408	Low Crosstalk Reversed .Delta..Beta. Electrodes For Directional Coupler Switch
4948407	Proton Exchange Method Of Forming Waveguides In Linbo.Sub.3
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4999843	Vertical Semiconductor Laser With Lateral Electrode Contact
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5063569	Vertical-Cavity Surface-Emitting Laser With Non-Epitaxial Multilayered Dielectric Reflectors Located On Both Surfaces
5115442	Top-Emitting Surface Emitting Laser Structures
5158907	Method For Making Semiconductor Devices With Low Dislocation Defects
5169798	Forming A Semiconductor Layer Using Molecular Beam Epitaxy
5170407	Elimination Of Heterojunction Band Discontinuities
5206871	Optical Devices With Electron-Beam Evaporated Multilayer Mirror
5212701	Semiconductor Surface Emitting Laser Having Enhanced Optical Confinement
5212702	Semiconductor Surface Emitting Laser Having Reduced Threshold Voltage And Enhanced Optical Output
5221413	Method For Making Low Defect Density Semiconductor Heterostructure And Devices Made Thereby
5226055	Devices Having Repetitive Layers
5237577	Monolithically Integrated Fabry-Perot Saturable Absorber
5345462	Semiconductor Surface Emitting Laser Having Enhanced Polarization Control And Transverse Mode Selectivity
5348912	Semiconductor Surface Emitting Laser Having Enhanced Optical Confinement
5509815	Solder Medium For Circuit Interconnection
5550089	Gallium Oxide Coatings For Optoelectronic Devices Using Electron Beam Evaporation Of A High Purity Single Crystal Gd.Sub.3 Ga.Sub.5 O.Sub.12 Source.
5625617	Near-Field Optical Apparatus With A Laser Having A Non-Uniform Emission Face
5627854	Saturable Bragg Reflector
08/489243	Multi-Channel Optical Fiber Communication System

09/412181 Wavelength Stabilized Laser Modules

09/493749 Semiconductor Optical Device Package

09/493758 High Speed Semiconductor Photodetector

**CONDITIONAL ASSIGNMENT OF AND
SECURITY INTEREST IN PATENT RIGHTS**

THIS CONDITIONAL ASSIGNMENT OF AND SECURITY INTEREST IN PATENT RIGHTS ("Conditional Assignment"), dated as of April 2, 2001, is made by AGERE SYSTEMS OPTOELECTRONICS GUARDIAN CORP., a Delaware corporation (the "Obligor"), in favor of The Chase Manhattan Bank, a New York banking corporation, as Administrative Agent (the "Administrative Agent") for the Secured Parties referred to in the Guarantee and Collateral Agreement, dated as of April 2, 2001 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"), among Agere Systems Inc., a Delaware corporation, as the borrower (the "Borrower"), the Obligor, certain of its other subsidiaries and the Administrative Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the 364-Day Revolving Credit and Term Loan Facility Agreement, dated as of February 22, 2001 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, Lucent Technologies Inc. (solely to acknowledge its assignment of certain of its rights and obligations to the Borrower), the Lenders from time to time parties thereto and The Chase Manhattan Bank, as administrative agent, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth in the Credit Agreement;

WHEREAS, in connection with the Credit Agreement, the Borrower and certain of its subsidiaries, including the Obligor, have executed and delivered the Guarantee and Collateral Agreement in favor of the Administrative Agent, for the benefit of the Administrative Agent and the Lenders;

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Obligor pledged and granted to the Administrative Agent for the benefit of the Administrative Agent and the other Secured Parties a continuing security interest in all Intellectual Property, including the Patents; and

WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Conditional Assignment;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make their respective extensions of credit to the Borrower under the Credit Agreements, the Obligor agrees, for the benefit of the Administrative Agent and the other Secured Parties, as follows:

SECTION 6. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Conditional Assignment, including its preamble and recitals, have the meanings provided or provided by reference in the Guarantee and Collateral Agreement.

SECTION 7. Conditional Assignment and Grant of Security Interest. The Obligor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Patents listed on Schedule A hereto, to the Administrative Agent, for the benefit of the Administrative Agent and the other Secured Parties, to secure payment, performance and observance of the Obligations.

SECTION 8. Purpose. This Conditional Assignment has been executed and delivered by the Obligor for the purpose of recording the conditional assignment and grant of security interest herein with the United States Patent and Trademark Office. The conditional assignment and security interest granted hereby has been granted to the Administrative Agent, for the benefit of the Secured Parties, in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 9. Acknowledgment. The Obligor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Patents granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. For the avoidance of doubt, it is understood and agreed that any assignment of any Patent to the Administrative Agent or any other Person shall be subject to any licenses (and the rights granted therein) existing at the time of such assignment with respect to such Patent.

SECTION 10. Counterparts. This Conditional Assignment may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Conditional Assignment to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

AGERE SYSTEMS OPTOELECTRONICS GUARDIAN
CORP.,

By: Paul Bato
Name:
Title:


THE CHASE MANHATTAN BANK,
as Administrative Agent for the Secured Parties

By: _____
Name:
Title:

STATE OF New Jersey)
COUNTY OF Hunterdon) ss

On the 2nd day of April, 2001, before me personally came Paul Bento, who is personally known to me to be the Vice President of Agere Systems Optoelectronics Guardian Corp., a Delaware corporation; who, being duly sworn, did depose and say that ~~she~~/he is the Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that ~~she~~/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that ~~she~~/he acknowledged said instrument to be the free act and deed of said corporation.

DEBORAH W. FERGUSON
Notary Public, State of New Jersey
No. 2219308
Qualified in Hunterdon County
Commission Expires 10/30/2003



Notary Public

(PLACE STAMP AND SEAL ABOVE)

IN WITNESS WHEREOF, the parties hereto have caused this Conditional Assignment to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

AGERE SYSTEMS OPTOELECTRONICS GUARDIAN
CORP.,

By: _____
Name:
Title:

THE CHASE MANHATTAN BANK,
as Administrative Agent for the Secured Parties

By: Th H K J
Name: Thomas H Kroll
Title: Vice President

STATE OF New York)
) ss
COUNTY OF New York

On the 2nd day of April, 2001, before me personally came

Tyonia S. Sorkin, who is personally known to me to be the vice president of The Chase Manhattan Bank, a New York banking corporation; who, being duly sworn, did depose and say that she/he is the vice president in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Sandra M. Reddy
Notary Public SANDRA M. REDDY
NOTARY PUBLIC, State of New York
No. 01RE6012762
Qualified in New York County
Commission Expires August 31, 2002

(PLACE STAMP AND SEAL ABOVE)

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