

ASSIGNMENT AND AGREEMENT

For value received, we, Vladimir Sindalovsky of Perkasio in the County of Bucks and State of Pennsylvania, and Donald Raymond Laturell of Allentown in the County of Lehigh and State of Pennsylvania, hereby sell, assign and transfer to Agere Systems Guardian Corp., a corporation of the State of Delaware, having an office at Suite 105, 14645 N.W. 77th Avenue, Miami Lakes, FL 33014, 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 **LOW POWER SIGNAL DETECTION** described in an application for Letters Patent of the United States, executed by us of even date herewith, and all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Agere Systems Guardian Corp. 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 Agere Systems Guardian Corp. to make application 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 Agere Systems Guardian Corp. to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to Agere Systems Guardian Corp. in the United States and in all countries foreign to the United States, or to such nominees as Agere Systems Guardian Corp. may designate.

We agree that, when requested, we shall, without charge to Agere Systems Guardian Corp. 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.

Vladimir Sindalovsky
Vladimir Sindalovsky

Date: 3/28/01

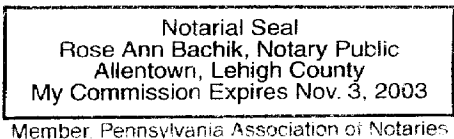
United States of America)

State of Pennsylvania) ss.:

County of Lehigh)

On this 28th day of March, 2001, before me personally came **Vladimir Sindalovsky**, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Rose Ann Bachik
Notary Public



Donald R. Laturell
Donald Raymond Laturell

Date: 3-28-2001

United States of America)

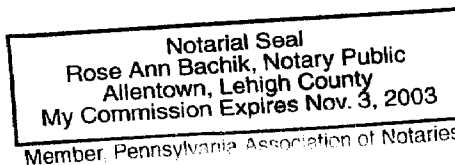
State of Pennsylvania) ss.:

County of Lehigh)

On this 28th day of March, 2001, before me personally came **David Raymond Laturell**, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Rose Ann Bachik
Notary Public

Agere Systems Guardian Corp.
Suite 105
14645 N.W. 77th Avenue
Miami Lakes, Florida 33014



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