

ASSIGNMENT AND AGREEMENT

For value received, I, Timothy John Wheatley, of Crowthome and the Country of United Kingdom, assign and transfer to Agere Systems Guardian Corp., a corporation of the State of Delaware, having an office at 9333 S. John Young Parkway, Room 301E1211, Orlando, FL 32819, 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 **Frame Synchronisation In Data Communication System** described in an application for Letters Patent of the United States, Serial No. 09/946,719, filed September 5, 2001, 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 I 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.

I 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.

I 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.

I 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.

I agree that, when requested, I 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.

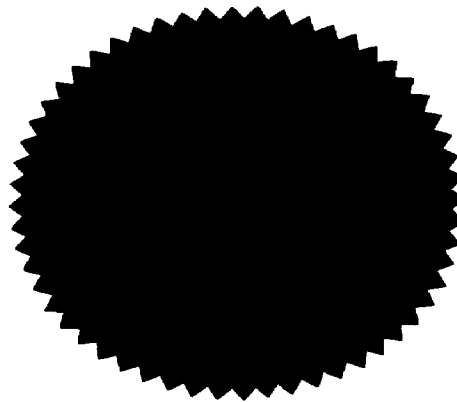
T. J. Wheatley
Timothy John Wheatley

Date: 3rd December 2001

On this 3rd day of November, 2001, before me personally came Timothy John Wheatley to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Phillip Jones
Notary Public

Attested by Phillip Jones
SOLICITOR and NOTARY
MADEIRA HOUSE
MADEIRA WALK, WINDSOR
BERKSHIRE SL4 1EU
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