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Attorney Docket Number: 2001-0489A

ASSIGNMENT AND AGREEMENT

For value received, each of the undersigned, Alicia Abella of Morristown in the County of Morris and State of New Jersey, and Allen Louis Gorin of Berkeley Heights in the County of Union and State of New Jersey, hereby sells, assigns and transfers to AT&T Corp., a corporation of the State of New York, having an office at 32 Avenue of the Americas, New York, New York 10013-2412, United States of America, and its successors, assignees and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to

System For Dialogue Management

| described in an application for Letters Patent for the United States of America, |
|--|
| or which an application for a United States Patent was executed by each of the undersigned of even date herewith or |
| for which an application for a United States Patent was filed on Application Number |
| \boxtimes and based on our prior provisional application for a United States Patent filed on $\underline{10/15/2001}$ Application Number $\underline{60/329442}$ |

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 the undersigned also concurrently hereby sell, assign and transfer to AT&T 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.

The undersigned authorize AT&T 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 the undersigned, any and all benefits, including the right of priority provided by any and all treaties, conventions, or agreements.

The undersigned 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 AT&T Corp. to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

The undersigned request that any and all patents for said inventions be issued to AT&T Corp. in the United States and in all countries foreign to the United States, or to such nominees as AT&T Corp. may designate.

The undersigned agree that, when requested, the undersigned shall, without charge to AT&T 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.

Attorney Docket Number: 2001-0489A

| Alicia Abella | Pall |
|---|---|
| Date: 10/8/02 | |
| United States of America |) |
| State of New genous |) ss.: |
| State of New Jerous County of Morrus |) |
| On this 6 day of 0 ctolor, a me known to be the individual described in a acknowledged execution of the same. | before me personally came Alicia Abella, to nd who executed the foregoing instrument, and |
| AT&T CORP. P.O. Box 4110 Middletown New Jersey 07748-4110 | Notary Public ROBIN J. BADDERS NOTARY PUBLIC OF NEW JERSEY Commission Expires 11/30/2003 |

Attorney Docket Number: 2001-0489A

| Allen | Louis Gori |
|--|--|
| Allen Louis C | Gorin |
| Date: 10/7/02 | |
| United States of America |) |
| State of New Jewey |) ss.: |
| State of New Jewey County of Norrie |) |
| | before me personally came Allen Louisibed in and who executed the foregoing instrument Notary Public |
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