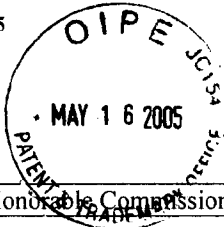


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DS

To the Honorable Commissioner of Patents a.

original documents or copy thereof.

<p>1. Name of conveying party(ies): Ronald L. Freyman and Craig B. Ziemer Additional name(s) of conveying party(ies) attached? ___ Yes <u>X</u> No</p>	<p>2. Name and address of receiving party(ies) Name: Agere Systems Inc. Internal Address: Street Address: 1110 American Parkway NE City: Allentown State: PA ZIP: 18109 Additional name(s) & address(es) attached? ___ Yes <u>x</u> No</p>
<p>3. Nature of conveyance: <u>X</u> Assignment ___ Merger ___ Security Agreement ___ Change of Name ___ Other Execution Date: May 11, 2005 May 10, 2005</p>	

4. Application number(s) or patent 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) 11/095,772, Filed March 31, 2005 B. Patent No.(s)

Additional numbers attached? ___ Yes X No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kevin M. Mason Internal Address: Ryan, Mason & Lewis, LLP Street Address: 1300 Post Road, Suite 205 City: Fairfield State: CT ZIP: 06824</p>	<p>6. Total number of applications and patents involved: <u>1</u> 7. Total Fee (37 CFR 3.41)..... \$ 40.00 ___ Enclosed <u>X</u> Authorized to be charged to deposit account 8. Deposit account number 50-0762</p>
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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.

Kevin M. Mason *Kevin M. Mason* May 13, 2005
Reg. No. 36,597 Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

05/19/2005 6TOM11 00000000 500762 11095772
01 FC:8021 40.00 DA

ASSIGNMENT AND AGREEMENT


For value received, we, Ronald L. Freyman of Bethlehem in the County of Northampton and the State of Pennsylvania, and Craig B. Ziemer of Fleetwood in the County of Berks and the State of Pennsylvania, hereby sell, assign and transfer to Agere Systems Inc., a corporation of the State of Delaware, having an office at 1110 American Parkway NE, Allentown, PA 18109, 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 a **METHODS AND APPARATUS FOR MAINTAINING DESIRED SLOPE OF CLOCK EDGES IN A PHASE INTERPOLATOR USING AN ADJUSTABLE BIAS**, described in an application for Letters Patent of the United States, filed on March 31, 2005 and assigned Serial No. 11/095,772, 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 Inc. 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 Inc. 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 Inc. 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 Inc. in the United States and in all countries foreign to the United States, or to such nominees as Agere Systems Inc. they may designate.

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


Ronald L. Freyman

Date: May 11, 2005

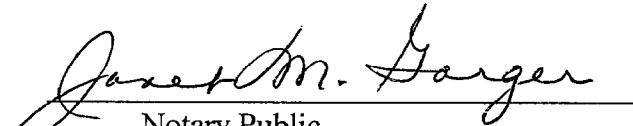
United States of America)

State of Pennsylvania) ss.:

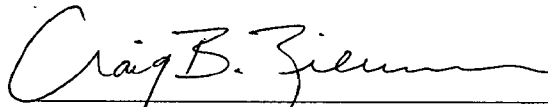
County of Lehigh)

On this 11th day of May, 2005, before me personally came Ronald L. Freyman, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Janet M. Garger, Notary Public
City Of Allentown, Lehigh County
My Commission Expires Dec. 28, 2008
Member, Pennsylvania Association of Notaries


Notary Public

Date: 5/10/05

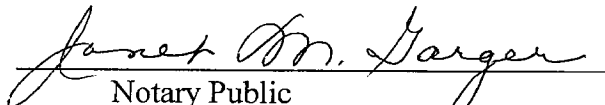

Craig B. Ziemer

United States of America)

State of Pennsylvania) ss.:

County of Lehigh)

On this 10th day of May, 2005, before me personally came Craig B. Ziemer, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.


Notary Public

Ryan, Mason & Lewis, LLP
1300 Post Road, Suite 205
Fairfield, CT 06824

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Janet M. Garger, Notary Public
City Of Allentown, Lehigh County
My Commission Expires Dec. 28, 2008
Member, Pennsylvania Association of Notaries