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## ASSIGNMENT AND AGREEMENT

For value received, we, John K. Boland, of Dover in the County of Kent and State of Delaware, Hossein Eslambolchi, of Los Altos Hills in the County of Santa Clara and State of California, John Huffman, of Conyers in the County of Rockdale and State of Georgia, and Claywell D. Turley, of Covington in the County of Newton and State of Georgia, hereby sell, assign and transfer 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, 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 Ground Control Unit For Cable Locating described in an application for Letters Patent of the United States, U.S. Application Serial No.: 11/289,996, filed on November 30, 2005, 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 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.

We 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 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 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.

We 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.

-1-

		John K. Boland
Date:		
United States of America	)	
State of	)	
County of	)	
		, 2005, before me personally came
John K. Boland to me k foregoing instrument, and		dual described in and who executed the ion of the same.
		Notary Public

We agree that, when requested, we 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.

United States of America

State of County of County of February, 2006, before me personally came Hossein Eslambolchi, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.

Notary Public



		John Huffman
Date:		
United States of America	)	
State of	)	
County of	)	
	own to be the indivi	, 2005, before me personally came dual described in and who executed the ion of the same.
		Notary Public

Docket No. 2005-0185

		Claywell D. Turley
Date:		
United States of America	)	
State of	)	
County of	)	
		, 2005, before me personally came ndividual described in and who executed the
foregoing instrument, and		
		Notary Public

AT&T Corp. Room 2A-207 One AT&T Way Bedminster, New Jersey 07921

**RECORDED: 03/09/2006** 

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