

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNMENT
------------------------------	------------

CONVEYING PARTY DATA	
Name	Execution Date
Lucent Technologies Inc.	01/30/2001

RECEIVING PARTY DATA	
Name:	Agere Systems Inc.
Street Address:	1110 American Parkway
City:	Allentown
State/Country:	PENNSYLVANIA
Postal Code:	18109

PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5694423

CORRESPONDENCE DATA	
Fax Number:	(610)712-1454
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	ej.twu@lsi.com
Correspondent Name:	Yihjye Twu
Address Line 1:	1110 American Parkway
Address Line 4:	Allentown, PENNSYLVANIA 18109

NAME OF SUBMITTER:	Yihjye Twu
---------------------------	------------

<p>Total Attachments: 10</p> <p>source=Patent Recordation 5694423#page1.tif source=Patent Recordation 5694423#page2.tif source=Patent Recordation 5694423#page3.tif source=Patent Recordation 5694423#page4.tif source=Patent Recordation 5694423#page5.tif source=Patent Recordation 5694423#page6.tif source=Patent Recordation 5694423#page7.tif source=Patent Recordation 5694423#page8.tif</p>

CH \$40.00 5694423

source=Patent Recordation 5694423#page9.tif
source=Patent Recordation 5694423#page10.tif

PATENT ASSIGNMENT

by and between

LUCENT TECHNOLOGIES INC.

and

AGERE SYSTEMS GUARDIAN CORP.

Dated as of January 30, 2001

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (this "Assignment"), effective as of January 30, 2001 (the "Effective Date"), is by and between Lucent Technologies Inc., a Delaware corporation, with offices at 600 Mountain Avenue, Murray Hill, New Jersey 07974, United States of America, ("ASSIGNOR") and Agere Systems Guardian Corp., a Delaware corporation, with offices at 555 Union Boulevard, Allentown, PA 18109, United States of America ("Agere Systems Guardian").

RECITALS

A. WHEREAS, the Board of Directors of ASSIGNOR has determined that it is in the best interests of ASSIGNOR and its stockholders to separate ASSIGNOR's existing businesses into two independent businesses;

B. WHEREAS, ASSIGNOR presently owns or controls certain patents, patent applications, and invention submissions listed in the attached Appendices A and B (hereinafter "TRANSFERRED PATENTS") and;

C. WHEREAS, in furtherance of the foregoing separation, ASSIGNOR desires to transfer, assign, convey, deliver and vest all of its interests and rights in TRANSFERRED PATENTS for all countries, jurisdictions and political entities of the world, to and in Agere Systems Guardian;

NOW, THEREFORE, in consideration of the premises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

ASSIGNOR, subject to existing rights and licenses of third parties, does hereby assign, convey, transfer and deliver, and agrees to assign, convey, transfer and deliver to Agere Systems Guardian, its successors, assigns and legal representatives or nominees, ASSIGNOR's entire right, title and interest, for all countries, jurisdictions and political entities of the world, along with the right to sue for past infringement, to all TRANSFERRED PATENTS listed on Appendices A and B, and corresponding counterpart foreign patents and patent applications, with respect to which, and to the extent to which, ASSIGNOR now has or hereafter acquires the right to so assign, convey, transfer and deliver. Agere Systems Guardian recognizes that ASSIGNOR holds only bare legal title to the TRANSFERRED PATENTS listed in Appendix A (which lists the United States Patents and patent applications previously exclusively licensed to Lucent Technologies Microelectronics Guardian Corp.).

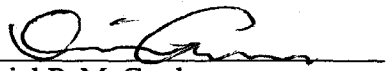
ASSIGNOR and ASSIGNEE recognize that the patents listed in Appendices A and B may inadvertently include patents that are owned by various subsidiaries of ASSIGNOR, including Agere, Inc., Ortel Corporation, Optimay Corporation, Herrmann Technology, Inc., and Enable Semiconductor, Inc. Ownership of such patents shall not be affected by this Patent

Assignment, and ASSIGNEE agrees that any such patents shall be deemed deleted from Appendices A and B.

ASSIGNOR agrees that, upon request it will, at any time without charge to Agere Systems Guardian, but at Agere Systems Guardian's expense, furnish all necessary documentation relating to or supporting chain of title, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for vesting title to TRANSFERRED PATENTS in Agere Systems Guardian, its successors, assigns and legal representatives or nominees; including but not limited to any acts which may be necessary, desirable or convenient for claiming said rights and for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in Agere Systems Guardian and its respective successors, assigns and legal representatives or nominees.

IN WITNESS WHEREOF, the parties have caused this PATENT ASSIGNMENT to be executed by their duly authorized representatives as of the Effective Date.

LUCENT TECHNOLOGIES INC.

By: 
Daniel P. McCurdy
President, Intellectual Property Business

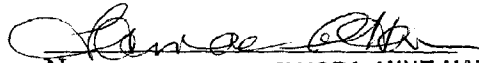
AGERE SYSTEMS GUARDIAN CORP.

By: _____
Fred M. Romano
President

ACKNOWLEDGMENTS

STATE OF NEW JERSEY)
: ss:
COUNTY OF SOMERSET)

I CERTIFY that on January 30, 2001, Daniel P. McCurdy personally came before me and this person acknowledged under oath, to my satisfaction that:
a.) this person signed, sealed and delivered the attached Patent Assignment as President - Intellectual Property Business of Lucent Technologies Inc.; and
b.) this Patent Assignment was signed and made by Lucent Technologies Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.



Name TAMORA ANNE HANNA
Notary Public Notary Public of New Jersey
My Commission Expires Registered in Hunterdon County
My Commission Expires March 25, 2002
[Notarial Seal]

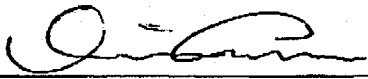
STATE OF FLORIDA)
: ss:
COUNTY OF ORANGE)

I CERTIFY that on _____, 2001, Fred M. Romano personally came before me and this person acknowledged under oath, to my satisfaction that:
a.) this person signed, sealed and delivered the attached Patent Assignment as Vice President of Agere Systems Guardian Corp. ; and
b.) this Patent Assignment was signed and made by Agere Systems Guardian Corp. as its voluntary act and deed by virtue of authority from its Board of Directors.

Name
Notary Public
My Commission Expires:
[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this PATENT ASSIGNMENT to be executed by their duly authorized representatives as of the Effective Date.

LUCENT TECHNOLOGIES INC.

By: 
Daniel P. McCurdy
President, Intellectual Property Business

AGERE SYSTEMS GUARDIAN CORP.

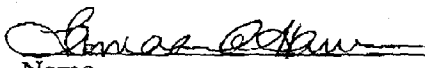
By: 
Fred M. Romano
President

Execution Copy

ACKNOWLEDGMENTS

STATE OF NEW JERSEY)
: ss:
COUNTY OF SOMERSET)

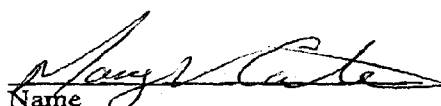
I CERTIFY that on January 30, 2001, Daniel P. McCurdy personally came before me and this person acknowledged under oath, to my satisfaction that:
a.) this person signed, sealed and delivered the attached Patent Assignment as President - Intellectual Property Business of Lucent Technologies Inc.; and
b.) this Patent Assignment was signed and made by Lucent Technologies Inc. as its voluntary act and deed by virtue of authority from its Board of Directors.



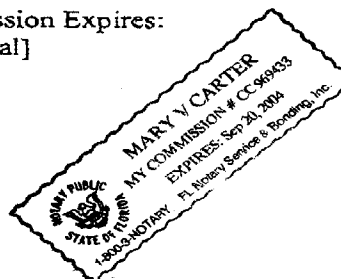
Name TAMORA ANNE HANNA
Notary Public Notary Public of New Jersey
My Commission Expires Registered in Hunterdon County
[Notarial Seal] My Commission Expires March 25, 2002

STATE OF FLORIDA)
: ss:
COUNTY OF ORANGE)

I CERTIFY that on January 31, 2001, Fred M. Romano personally came before me and this person acknowledged under oath, to my satisfaction that:
a.) this person signed, sealed and delivered the attached Patent Assignment as Vice President of Agere Systems Guardian Corp. ; and
b.) this Patent Assignment was signed and made by Agere Systems Guardian Corp. as its voluntary act and deed by virtue of authority from its Board of Directors.



Name
Notary Public
My Commission Expires:
[Notarial Seal]



Schedule 3.10-1 Patents licensed by Lucent Technologies Guardian I Corp. to Agere Guardian Corp.

Case Name	Filing Date	Issue Date	Patent Number
Huang 5-1	8/31/1983	5/27/1986	4592019
Huang 6	11/10/1994	01/02/96	5481540
Iyengar 1	8/25/1995	09/02/97	5663955
Jacksier 2	8/29/1983	01/28/86	4567604
Jarwala 4-4	10/9/1990	10/13/92	5155732
Javitt 1-1	8/19/1991	08/17/93	5237591
Jin 24-6	11/8/1983	08/20/85	4536229
Jin 31-13-1-29-12	9/5/1986	04/12/88	4737112
Jin 75-5-11	3/30/1994	09/12/95	5450372
Jon 12-1	4/17/1997	05/11/99	5903220
Kammerman 4-9	3/21/1995	06/03/97	5636247
Kavehrad 1	4/19/1984	03/18/86	4577330
Kavehrad 5-1	7/24/1986	10/20/87	4701909
Kestenbaum 9-1	8/23/1989	11/12/91	5064685
Khoury 4	9/16/1992	09/06/94	5345119
Kim 4-9-3	10/7/1996	07/14/98	5779929
Kimura 1-1	4/23/1996	06/30/98	5774019
Knauer 4	8/19/1985	06/14/88	4751675
Kohs 3	5/4/1983	08/27/85	4538271
Kopmeiners 1-4	12/31/1996	06/29/99	5917865
Kostic 1	3/23/93	9/5/95	5448590
Koyama 5	4/12/1996	01/06/98	5706311
Krause 1	7/14/1983	09/03/85	4539434
Kriz 1-2	7/5/1990	05/21/91	5017807
Kumar 17-7-8-3-3	8/27/1997	4/27/1999	5898689
Kustka 8	7/2/1992	07/06/93	5226082
Lakshnikumar 9	2/27/1996	05/20/97	5631595
Lane 1	6/24/1991	08/04/92	5136263
Laroia 2	10/20/1993	05/23/95	5418531
Larson 14-3	4/14/1995	01/02/96	5481680
Larsson 4-1	8/6/1996	12/02/97	5694423
Larsson 6-4	1/23/1997	1/4/2000	6011808
Law 10	12/31/1991	11/09/93	5259920
Leedy 1	12/29/1988	04/16/91	5008672
Leonowich 10	6/28/1994	7/18/1995	5434525
Leonowich 16-2	6/12/1998	09/07/99	5949228
Leonowich 9	11/30/1993	10/31/95	5463337
Lese 5-2-1-1-1	3/2/1987	08/02/88	4761800
Lewandowski 2	8/21/1989	10/13/1992	5155692
Lewis 1-1	4/15/1991	10/19/93	5255383
Lin 2	12/29/1988	06/26/90	4937817
Lin 6	1/31/1996	8/10/1999	5935270
Ling 8-14	1/10/1986	01/20/87	4638401
Literati 2-3-1-8	6/2/1993	01/21/97	5596727
Losel 8	5/30/1985	02/10/87	4642746
Lotfi 10-20	9/25/1997	7/20/1999	5925827
Lotfi 13-27	7/31/1998	8/17/1999	5939641
Ludwick 1	12/27/1983	08/12/86	4606046
Ludwick 4-3	5/27/1986	05/05/87	4663583

Delaware

PAGE 1

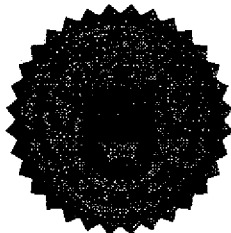
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION, WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3268412 8100M

AUTHENTICATION: 1959517

020545223

DATE: 08-29-02

PATENT
REEL: 021976 FRAME: 0397

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**Agere Systems Guardian Corp.
(a Delaware corporation)**

INTO

**Agere Systems Inc.
(a Delaware corporation)**

**UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Agere Systems Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), **DOES HEREBY CERTIFY:**

FIRST: The Corporation is the owner of all of the outstanding shares of common stock of Agere Systems Guardian Corp., which is also a business corporation of the State of Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the Board of Directors of the Corporation adopted the following resolution to merge Agere Systems Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware corporation, shall be merged with and into Agere Systems Inc., a Delaware corporation, with Agere Systems Inc. being the surviving corporation, and Agere Systems Inc. shall thereupon assume all of the obligations of Agere Systems Guardian Corp."

THIRD: That the merger authorized hereby shall become effective as of 9:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Bento
Paul Bento, Vice President