

ASSIGNMENT

We, Michael H. Myers, Juan C. Riley, Charles D. Melville, Arkady S. Bablumyan, and Clark C. Guest, having residence and post office addresses at 12947 Creek Park Drive, Poway, California 92064, 3226 Caminito Quixote, San Diego, California 92145, 3631 241st Avenue SE, Issaquah, Washington 98029, 8420 - G Via Mallorca, LaJolla, California 92037, and 8722 Menkar Road, San Diego, California 92126, respectively, have invented a method and apparatus entitled PHOTONIC WAVELENGTH SHIFTING METHOD, hereinafter called the "invention."

Preferred embodiments of said invention are disclosed in a United States patent application Serial No. 09/810,888, filed in the U.S. Patent and Trademark Office on March 16, 2001, and now identified as File No. 2807.2.22.2 of the law firm of PATE PIERCE & BAIRD, Bank One Tower, 50 West Broadway, Suite 900, Salt Lake City, Utah 84101.

The Assignee, All Optical Networks, Inc., a corporation of the State of Delaware and having a principal place of business at 9707 Waples Street, San Diego, California 92121, desires to secure the entire right, title and interest in said invention.

In consideration of \$1.00 and other good and valuable consideration paid to us by the Assignee, the receipt and sufficiency of which we hereby acknowledge, WE HEREBY ASSIGN TO THE ASSIGNEE:

The entire right, title and interest in said invention, in the above-identified United States patent application and in all divisions, continuations and continuations-in-part of said application, all previously filed provisional applications for which the present application seeks the benefit of an earlier filing date under 35 U.S.C. § 119, all reissues or extensions of Letters Patent or Patents granted thereon, and in all corresponding applications filed in countries foreign to the United States, and in all patents issuing thereon in the United States and foreign countries.

The right to file foreign patent applications on said invention in its own name, wherever such right may be legally exercised, including the right to claim the benefits of the International Convention for such applications.

We hereby authorize and request the United States Commissioner of Patents and Trademarks, and such Patent Office officials in foreign countries as are duly authorized by their patent laws to issue patents, to issue any and all patents on said invention to the Assignee as the owner of the entire interest, for the sole use and benefit of the said Assignee, its successors, assigns and legal representatives.

We hereby agree, without further consideration and without expense to us, to sign all lawful papers and to perform all other lawful acts which the Assignee may request of us to make this Assignment fully effective, including, by way of example but not of limitation, the following:

Prompt execution of all original, divisional, substitute, reissue, and other United States and foreign patent applications on said invention, and all lawful documents requested by the Assignee to further the prosecution of any of such patent applications.

Cooperation to the best of our ability in the execution of all lawful documents, the production of evidence, nullification, reissue, extension, or infringement proceedings involving said invention.

This assignment and agreement shall be binding upon our heirs and legal representatives.

Michael H. Myers
Michael H. Myers
12947 Creek Park Drive
San Diego, California 92126

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

On March 22, 2001, before me, DIANA TOWNE, personally appeared MICHAEL H. MYERS personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.

Diana Towne



Juan C. Riley
Juan C. Riley
3226 Caminito Quixote
San Diego, California 92145

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

On March 23, 2001, before me, DIANA TOWNE, personally appeared JUAN C. RILEY personally known to me or proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.

Diana Towne

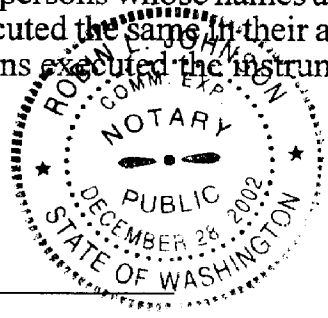


Charles D. Melville
Charles D. Melville
3631 241st Avenue SE
Issaquah, Washington 98029

STATE OF CALIFORNIA)
) washt
COUNTY OF SAN DIEGO) King

On 3-23-01, before me, Robin L. Johnson,
personally appeared Charles D. Melville personally known to me or proved to me on the
basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument
and acknowledged to me that they executed the same in their authorized capacities, and that by their
signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.



Robin L. Johnson

Arkady S. Bablumyan
8420 - G Via Mallorca
LaJolla, California 92037

STATE OF CALIFORNIA)
))
COUNTY OF SAN DIEGO))

On _____, before me, _____,
personally appeared _____ personally known to me or proved to me on the
basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument
and acknowledged to me that they executed the same in their authorized capacities, and that by their
signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.

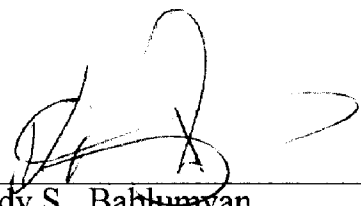
Clark C. Guest
8722 Menkar Road
San Diego, California 92126

Charles D. Melville
3631 241st Avenue SE
Issaquah, Washington 98029

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

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and acknowledged to me that they executed the same in their authorized capacities, and that by their
signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.

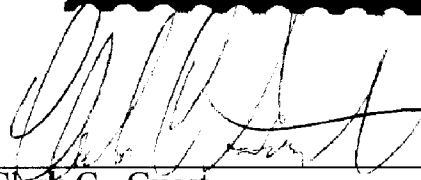


Arkady S. Bablumyan
8420 - G Via Mallorca
LaJolla, California 92037

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

On MARCH 23 2001, before me, DIANA TOWNE,
personally appeared ARKADY S. BABLUMYAN personally known to me or proved to me on the
basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument
and acknowledged to me that they executed the same in their authorized capacities, and that by their
signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.



Clark C. Guest
8722 Menkar Road
San Diego, California 92126

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

On March 22, 2001, before me, DIANA TOWNE,
personally appeared CLARK C. GUEST personally known to me or proved to me on the
basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument
and acknowledged to me that they executed the same in their authorized capacities, and that by their
signatures on the instrument the persons executed the instrument.

WITNESS my hand and official seal.

Diana Towne

