

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY
CONVEYING PARTY DATA	
Name	Execution Date
Wells Fargo Foothill, Inc., f/k/a Foothill Capital Corporation	12/16/2004
RECEIVING PARTY DATA	
Name:	Paradyne Corporation
Street Address:	8545 126th Avenue North
City:	Largo
State/Country:	FLORIDA
Postal Code:	33773
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	5280526
Patent Number:	5655010
CORRESPONDENCE DATA	
Fax Number:	(770)951-0933
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	770-933-9500
Email:	julie.campbell@tkhr.com
Correspondent Name:	Thomas, Kayden, Horstemeyer & Risley
Address Line 1:	100 Galleria Parkway
Address Line 2:	Suite 1750
Address Line 4:	Atlanta, GEORGIA 30339
ATTORNEY DOCKET NUMBER:	61606-9154
NAME OF SUBMITTER:	Scott A. Horstemeyer
Total Attachments: 2 source=00317215#page1.tif source=00317215#page2.tif	

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PATENT

AGREEMENT

This Agreement is entered into and is effective as of December 16, 2004, by and between the following parties:

WELLS FARGO FOOTHILL, INC., formerly known as
FOOTHILL CAPITAL CORPORATION, a California Corporation ("Secured Party"); and

PARADYNE CORPORATION, a Delaware corporation under the laws of the United States,
PARADYNE NETWORKS, INC., a Delaware corporation under the laws of the United States,
PARADYNE INTERNATIONAL LTD, a corporation organized under the laws of the United Kingdom,
PARADYNE WORLDWIDE CORP., a Delaware corporation under the laws of the United States, and
PARADYNE FINANCE CORP., a Delaware corporation under the laws of the United States ("Debtors/Guarantors").

WHEREAS, Secured Party and one or more of the Debtors/Guarantors have previously entered into the following agreements: (1) Loan and Security Agreement dated July 16, 2001; (2) Patent Security Agreement dated July 16, 2001; (3) Trademark Security Agreement dated July 16, 2001; (4) Guarantor Patent Security Agreement dated July 16, 2001; and (5) Guarantor Trademark Security Agreement dated July 16, 2001 ("Former Agreements").

WHEREAS, the Former Agreements conveyed to Secured Party, among other things, security interests in and to various Patents and Trademarks held or to be held by one or more of the Debtors/Guarantors in the past, present, or future.

WHEREAS, the parties wish to clarify that all of such security interests are terminated, released, and expired.


NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which is hereby acknowledged, Secured Party hereby agrees and acknowledges that all of the security interests which were held by Secured Party in connection with the Patents and Trademarks and which were conveyed to Secured Party by such Former Agreements are and have been terminated, released, and expired at least as early as the effective date of this Agreement.

AGREED TO:

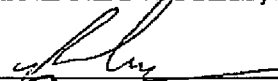
**WELLS FARGO FOOTHILL, INC.
(FORMERLY KNOWN AS FOOTHILL
CAPITAL CORPORATION)**

By: Kristy S. Loucks
Name: Kristy S. Loucks
Title: Vice President

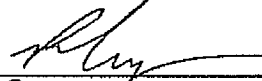
PARADYNE CORPORATION

By: 
Name: PATRICK M. MURPHY
Title: SENIOR VICE PRESIDENT

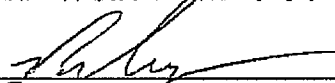
PARADYNE NETWORKS, INC.

By: 
Name: PATRICK M. MURPHY
Title: SENIOR VICE PRESIDENT

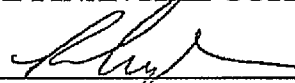
PARADYNE INTERNATIONAL, LIMITED

By: 
Name: PATRICK M. MURPHY
Title: DIRECTOR

PARADYNE WORLDWIDE CORP.

By: 
Name: PATRICK M. MURPHY
Title: VICE PRESIDENT

PARADYNE FINANCIAL CORP.

By: 
Name: PATRICK M. MURPHY
Title: VICE PRESIDENT