

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
Zhone Technologies, Inc.	06/09/2006
Paradyne Corporation	06/09/2006

RECEIVING PARTY DATA

Name:	Rembrandt IP Management, LLC
Street Address:	401 City Avenue
City:	Bala Cynwyd
State/Country:	PENNSYLVANIA
Postal Code:	19004

PROPERTY NUMBERS Total: 98

Property Type	Number
Patent Number:	5881142
Patent Number:	5963620
Patent Number:	6690644
Patent Number:	6580709
Patent Number:	5355362
Patent Number:	5412651
Patent Number:	6185083
Patent Number:	6470110
Patent Number:	6347008
Patent Number:	5345332
Patent Number:	5392154
Patent Number:	5414540
Patent Number:	5748811
Patent Number:	5805755

OP \$3920.00 5881142

Patent Number:	5825517
Patent Number:	5841500
Patent Number:	6075512
Patent Number:	6175436
Patent Number:	6272154
Patent Number:	6292281
Patent Number:	6307653
Patent Number:	6480645
Patent Number:	6493475
Patent Number:	6529652
Patent Number:	6549692
Patent Number:	6591029
Patent Number:	6597827
Patent Number:	6603894
Patent Number:	6628857
Patent Number:	6633693
Patent Number:	6690849
Patent Number:	6097860
Patent Number:	6101299
Patent Number:	6097858
Patent Number:	6236481
Patent Number:	6320993
Patent Number:	6335992
Patent Number:	5239607
Patent Number:	5684825
Patent Number:	5642379
Patent Number:	5513213
Patent Number:	5812537
Patent Number:	5828657
Patent Number:	5521942
Patent Number:	5711012
Patent Number:	5719922
Patent Number:	6236717
Patent Number:	5805669
Patent Number:	5602869

Patent Number:	5251328
Patent Number:	5373149
Patent Number:	5444704
Patent Number:	5311578
Patent Number:	5537436
Patent Number:	5473675
Patent Number:	5684834
Patent Number:	5844944
Patent Number:	5859877
Patent Number:	4939748
Patent Number:	4811357
Patent Number:	4862464
Patent Number:	5206854
Patent Number:	5537411
Patent Number:	5311557
Patent Number:	5008903
Patent Number:	4924516
Patent Number:	5251236
Patent Number:	6108347
Patent Number:	6243391
Patent Number:	6272108
Application Number:	09716787
Patent Number:	5901205
Patent Number:	6307893
Patent Number:	6408056
Patent Number:	6658096
Patent Number:	6922415
Patent Number:	6134245
Patent Number:	6011814
Patent Number:	6631119
Patent Number:	6556540
Patent Number:	6950444
Application Number:	11076737
Patent Number:	6535589
Patent Number:	6970501

Application Number:	11074029
Patent Number:	7035380
Application Number:	11409650
Patent Number:	6715124
Patent Number:	7013421
Patent Number:	7023829
Patent Number:	6782094
Patent Number:	7065205
Patent Number:	6775355
Patent Number:	6771740
Application Number:	10179544
Patent Number:	7046798
Application Number:	11417627
Application Number:	10500450

CORRESPONDENCE DATA

Fax Number: (770)951-0933
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 770-933-9500
Email: julie.campbell@tkhr.com
Correspondent Name: Scott A. Horstemeyer
Address Line 1: 100 Galleria Parkway
Address Line 2: Suite 1750
Address Line 4: Atlanta, GEORGIA 30339

ATTORNEY DOCKET NUMBER:	051817-9010
-------------------------	-------------

NAME OF SUBMITTER:	Scott A. Horstemeyer
--------------------	----------------------

Total Attachments: 5
source=00405504#page1.tif
source=00405504#page2.tif
source=00405504#page3.tif
source=00405504#page4.tif
source=00405504#page5.tif

UNITED STATES PATENT ASSIGNMENT

WHEREAS, Zhone Technologies, Inc, a Delaware corporation having an office at 7001 Oakport Street, Oakland, CA ("Company") is the owner of certain United States patents.

WHEREAS, Paradyne Corporation, a Delaware corporation ("Paradyne"), is an indirectly wholly-owned subsidiary of Company and the owner of certain United States patents.

WHEREAS, Rembrandt IP Management, LLC, a Delaware limited liability company having an office at 401 City Avenue, Bala Cynwyd, Pennsylvania ("Rembrandt") is desirous of acquiring title in and to the patents.

WHEREAS, Company and Rembrandt have entered into that certain Patent Sale Agreement, dated as of June 9, 2006 (the "Agreement").

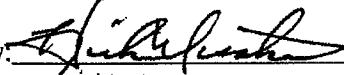
WHEREAS, under the terms of the Agreement, Company has agreed to, among other things, assign (and to cause Paradyne to assign) to Rembrandt all of Company's and Paradyne's respective right, title and interest in, to and under the Assigned Patents (as such term is defined in the Agreement) listed on Exhibit A attached hereto and the Additional Patent (where the "Additional Patent" is US patent number 6,466,711, any present and/or future divisions, continuations, reissues, and reexaminations, together with any foreign counterparts thereto).

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Company and Paradyne hereby sell, assign, transfer and convey unto Rembrandt, its successors and assigns, all of Company's and Paradyne's respective right, title and interest in and to the Assigned Patents and the Additional Patent, together with all present and future divisions, continuations, reissues, reexaminations and all claims, demands, or causes of action that Company and Paradyne respectively has or might have by reason of any infringement of the any of the foregoing prior to the effective date of this assignment, including the right to sue and collect damages for all past, present and future infringement and all lost profits resulting therefrom.

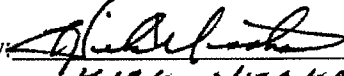
This assignment is subject in all respects to the terms and conditions of the Agreement and is intended only to document the assignment of the Assigned Patents. Nothing contained in this assignment shall be deemed to supersede any of the obligations, agreements, representations, covenants or warranties of Company and Rembrandt contained in the Agreement.

[signature page follows]

ZHONE TECHNOLOGIES, INC.

By: 
Name: KIRK MISAKA
Title: CFO

PARADYNE CORPORATION

By: 
Name: KIRK MISAKA
Title: CFO

State of _____)
County of _____)

Signed before me this _____ of _____, 2006.

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

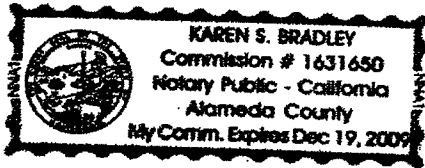
County of Alameda } ss.

On 6/4/06, before me, Karen S Bradley, Notary,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Kirk D. Misaka,
Name(s) of Signer(s)

personally known to me

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Karen S Bradley
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

Signer Is Representing: _____

EXHIBIT A
ASSIGNED PATENTS

U.S. Patents Acquired through Paradyne Corporation

	Zhone IP #	Patent	Application	Assignee
1.	2002-21	7046798		Paradyne Corporation
2.	2002-21A	Contin	11/417,627	Paradyne Corporation
3.	2000-15	7023829		Paradyne Corporation
4.	2000-04a	7013421		Paradyne Corporation
5.	1999-05	6970501		Paradyne Corporation
6.	1999-05a	Contin	11/074,029	Paradyne Corporation
7.	1999-06	6950444		Paradyne Corporation
8.	1999-06a	Contin	11/076,737	Paradyne Corporation
9.	1997-24a	6922415		Paradyne Corporation
10.	1997-24b	Contin	10/500,450	Paradyne Corporation
11.	1997-24c	Contin	10/179,544	Paradyne Corporation
12.	2000-20	6782094		Paradyne Corporation
13.	1999-30	7035380		Paradyne Corporation
14.	1999-30b	6775355		Paradyne Corporation
15.	1999-30c	allowed	09/748,487	Paradyne Corporation
16.	1999-30d	6771740		Paradyne Corporation
17.	2000-04	6715124		Paradyne Corporation
18.	1997-23a	6658096		Paradyne Corporation
19.	1998-32	6631119		Paradyne Corporation
20.	1998-14	6556540		Paradyne Corporation
21.	1999-07	6535589		Paradyne Corporation
22.	1997-23	6408056		Paradyne Corporation
23.	1997-20	6307893		Paradyne Corporation
24.	1997-03	6272108		Paradyne Corporation
25.	1997-03a	Contin	09/716,787	Paradyne Corporation
26.	1997-01a	6243391		Paradyne Corporation
27.	1993-67a	6236717		Paradyne Corporation
28.	1997-46	6134245		Paradyne Corporation
29.	1997-01	6108347		Paradyne Corporation
30.	1997-47	6011814		Paradyne Corporation
31.	JETS-02	5963620		Paradyne Corporation
32.	1997-16	5901205		Paradyne Corporation
33.	JETS-01	5881142		Paradyne Corporation
34.	1993-53b	5859877		Paradyne Corporation
35.	1993-53a	5844944		Paradyne Corporation
36.	1995-07a	5828657		Paradyne Corporation
37.	1995-07	5812537		Paradyne Corporation
38.	1996-15	5805669		Paradyne Corporation
39.	1993-67	5719922		Paradyne Corporation
40.	1993-64	5711012		Paradyne Corporation
41.	1993-53	5684834		Paradyne Corporation
42.	1993-91	5684825		Paradyne Corporation
43.	1993-50	5642379		Paradyne Corporation
44.	1993-08b	5602869		Paradyne Corporation
45.	1992-15	5537654		Paradyne Corporation
46.	1993-82	5537441		Paradyne Corporation
47.	1993-84	5537436		Paradyne Corporation
48.	1993-54	5521942		Paradyne Corporation
49.	1993-08	5513213		Paradyne Corporation
50.	1993-83	5473675		Paradyne Corporation
51.	1990-08	5444704		Paradyne Corporation
52.	1992-23	5373149		Paradyne Corporation
53.	1991-06	5311578		Paradyne Corporation
54.	1992-04	5311557		Paradyne Corporation
55.	1991-31	5251328		Paradyne Corporation
56.	1988-06	5251236		Paradyne Corporation

	Zhone IP #	Patent	Application	Assignee
57.	1991-34	5206854		Paradyne Corporation
58.	1988-07	5008903		Paradyne Corporation
59.	1985-03	4939748		Paradyne Corporation
60.	1987-01	4924516		Paradyne Corporation
61.	1987-02	4862464		Paradyne Corporation
62.	1987-03	4811357		Paradyne Corporation

Patents NOT Acquired through Paradyne Corporation

Patents Zhone Acquired from Tellium, Inc.

	Zhone IP #	Patent	Application	Assignee
63.	ZT-18	6690849		Zhone Technologies, Inc.
64.	ZT-17	6633693		Zhone Technologies, Inc.
65.	ZT-16	6628857		Zhone Technologies, Inc.
66.	ZT-15	6603894		Zhone Technologies, Inc.
67.	ZT-14	6597827		Zhone Technologies, Inc.
68.	ZT-13	6591029		Zhone Technologies, Inc.
69.	ZT-12	6549692		Zhone Technologies, Inc.
70.	ZTT-12A	Contin	09/592,906	Zhone Technologies, Inc.
71.	ZT-11	6529652		Zhone Technologies, Inc.
72.	ZT-10	6493475		Zhone Technologies, Inc.
73.	ZT-09	6480645		Zhone Technologies, Inc.
74.	ZT-08	6470110		Zhone Technologies, Inc.
75.	ZT-07	6347008		Zhone Technologies, Inc.
76.	ZT-06	6335992		Zhone Technologies, Inc.
77.	ZTA-04C	6320993		Zhone Technologies, Inc.
78.	ZT-05	6307653		Zhone Technologies, Inc.
79.	ZT-04	6292281		Zhone Technologies, Inc.
80.	ZT-03	6272154		Zhone Technologies, Inc.
81.	ZTT-10A	6252644		Zhone Technologies, Inc.
82.	ZTA-05	6236481		Zhone Technologies, Inc.
83.	ZTT-13	6175436		Zhone Technologies, Inc.
84.	ZTA-04B	6101299		Zhone Technologies, Inc.
85.	ZTA-04A	6097860		Zhone Technologies, Inc.
86.	ZTA-04	6097858		Zhone Technologies, Inc.
87.	ZTT-12	6075512		Zhone Technologies, Inc.
88.	ZTT-10	5841500		Zhone Technologies, Inc.
89.	ZTT-09	5825517		Zhone Technologies, Inc.
90.	ZTT-09A	Contin*	08/774,111	Zhone Technologies, Inc.
91.	ZTT-08	5805755		Zhone Technologies, Inc.
92.	ZTT-07	5748811		Zhone Technologies, Inc.
93.	ZTT-07A	5629992		Zhone Technologies, Inc.
94.	ZTT-04	5414540		Zhone Technologies, Inc.
95.	ZTT-03	5392154		Zhone Technologies, Inc.
96.	ZTT-02	5345332		Zhone Technologies, Inc.
97.	ZTT-01	5239607		Zhone Technologies, Inc.
98.	ZTA-01	5168535		Zhone Technologies, Inc.

- prosecution stopped 7/28/99.

Patents Not Acquired from Tellium, Inc.

	Zhone IP #	Patent	Application	Assignee
99.	ZN-26	6690644		Zhone Technologies, Inc.
100.	ZN-24	6580709		Zhone Technologies, Inc.
101.	ZN-21	6185083		Zhone Technologies, Inc.
102.	ZN-08A	5412651		Zhone Technologies, Inc.
103.	ZN-08	5355362		Zhone Technologies, Inc.

END