

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Wells Fargo Foothill, Inc., F/K/A Foothill Capital Corporation	12/16/2004
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Paradyne Corporation
<b>Street Address:</b>	8545 126th Avenue North
<b>City:</b>	Largo
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33773
<b>PROPERTY NUMBERS Total: 6</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	5999619
Patent Number:	6028919
Patent Number:	6078613
Patent Number:	6314180
Patent Number:	6574308
Patent Number:	6826265
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(770)951-0933
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	770-933-9500
<b>Email:</b>	julie.campbell@tkhr.com
<b>Correspondent Name:</b>	Thomas, Kayden, Horstemeyer & Risley LLP
<b>Address Line 1:</b>	600 Galleria Parkway
<b>Address Line 2:</b>	Suite 1500
<b>Address Line 4:</b>	Atlanta, GEORGIA 30339
<b>ATTORNEY DOCKET NUMBER:</b>	52601-9120

OP \$240.00 5999619

NAME OF SUBMITTER:

Scott A. Horstemeyer

Total Attachments: 2

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**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

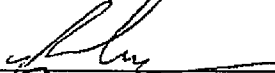
Name: Kristy S. Loucks

Title: Vice President

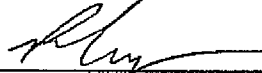
PARADYNE CORPORATION

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

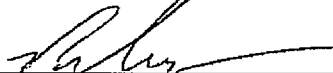
PARADYNE NETWORKS, INC.

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

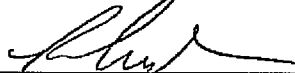
PARADYNE INTERNATIONAL, LIMITED

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