

PATENT ASSIGNMENT

Electronic Version v1.1
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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: 29	
Property Type	Number
Patent Number:	5349635
Patent Number:	5396486
Patent Number:	5301246
Patent Number:	5311596
Patent Number:	5920402
Patent Number:	5752199
Patent Number:	5513212
Patent Number:	5953647
Patent Number:	5920825
Patent Number:	6310864
Patent Number:	6061392
Patent Number:	6546090
Patent Number:	7130338
Patent Number:	5898674
Patent Number:	6038219

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Patent Number:	6031897
Patent Number:	6580785
Patent Number:	6085245
Patent Number:	6647058
Patent Number:	6269082
Patent Number:	5889470
Patent Number:	6798742
Patent Number:	6154524
Patent Number:	6549568
Patent Number:	6493352
Patent Number:	6782096
Patent Number:	6975694
Patent Number:	7099401
Patent Number:	7088781

CORRESPONDENCE DATA

Fax Number: (770)951-0933

Phone: 770-933-9500

Email: julie.campbell@tkhr.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Thomas, Kayden, Horstemeyer & Risley LLP

Address Line 1: 400 Interstate North Parkway

Address Line 2: Suite 1500

Address Line 4: Atlanta, GEORGIA 30339

ATTORNEY DOCKET NUMBER:	052601-9010
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NAME OF SUBMITTER:	Scott A. Horstemeyer
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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

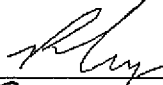
PARADYNE CORPORATION

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


PARADYNE NETWORKS, INC.

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

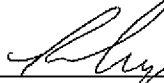
PARADYNE INTERNATIONAL, LIMITED

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