

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/08/2008
CONVEYING PARTY DATA	
Name	Execution Date
Carrier Access Corporation	02/08/2008
RECEIVING PARTY DATA	
Name:	Turin Networks, Inc.
Street Address:	1415 N. McDowell Blvd.
City:	Petaluma
State/Country:	CALIFORNIA
Postal Code:	94954
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	6856672
Patent Number:	5768368
CORRESPONDENCE DATA	
Fax Number:	2142000853
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	512-867-8459
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Correspondent Name:	Haynes and Boone, LLP
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ATTORNEY DOCKET NUMBER:	16356.1423/1479
NAME OF SUBMITTER:	Joseph R. Mencher
Total Attachments: 5 source=Carrier_Turin_Agreement_for_recordal#page1.tif source=Carrier_Turin_Agreement_for_recordal#page2.tif source=Carrier_Turin_Agreement_for_recordal#page3.tif source=Carrier_Turin_Agreement_for_recordal#page4.tif source=Carrier_Turin_Agreement_for_recordal#page5.tif	

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AGREEMENT AND PLAN OF MERGER

AMONG

TURIN NETWORKS, INC.,

RF ACQUISITION CORP.

AND

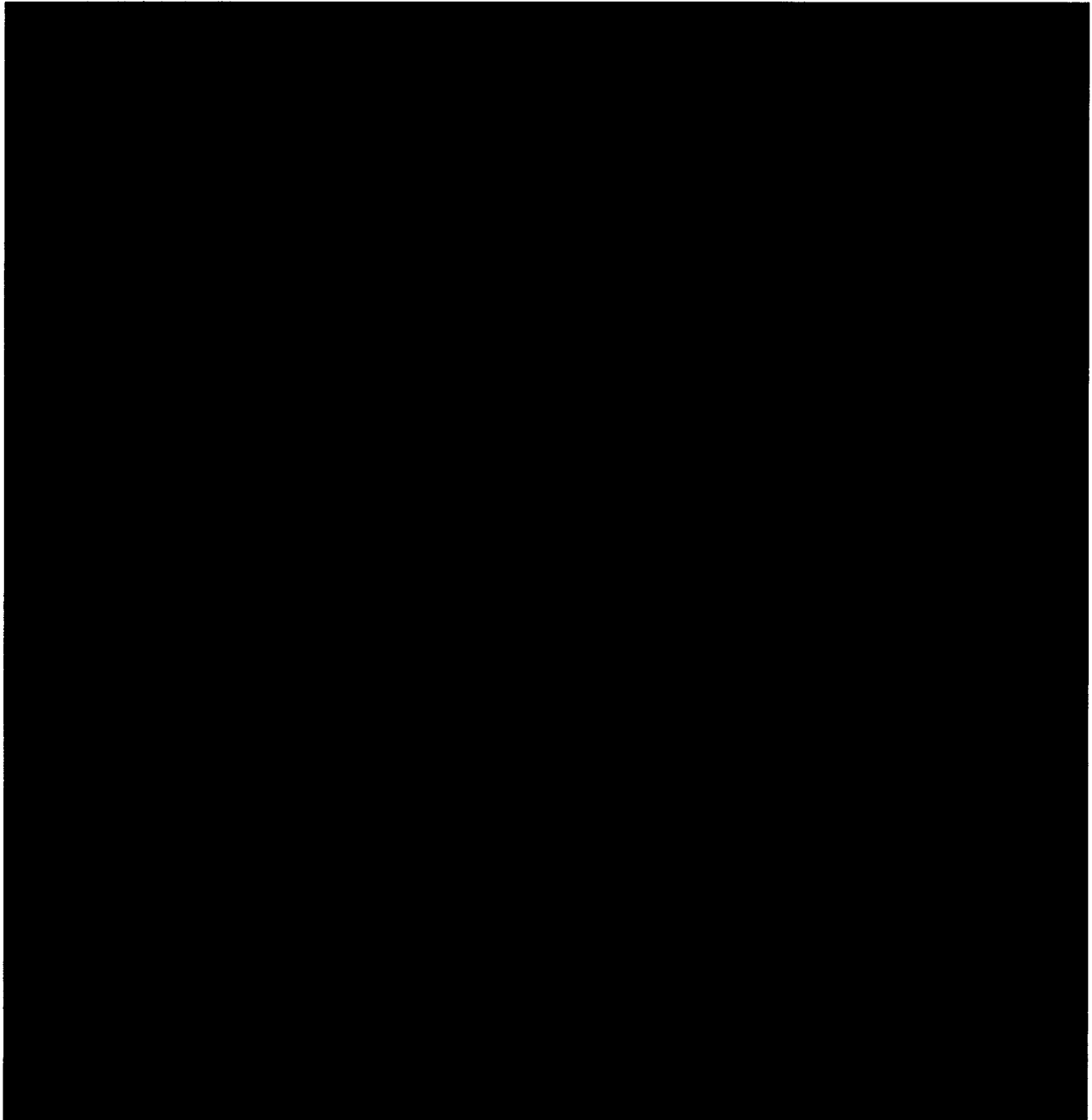
CARRIER ACCESS CORPORATION

DECEMBER 15, 2007

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "**Agreement**") is made and entered into as of December 15, 2007 (the "**Agreement Date**") by and among Turin Networks, Inc., a Delaware corporation ("**Acquiror**"), RF Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Acquiror ("**Merger Sub**"), and Carrier Access Corporation, a Delaware corporation (the "**Company**").

RECITALS



**CERTIFICATE OF MERGER
FOR THE MERGER OF RF ACQUISITION CORP.
WITH AND INTO
CARRIER ACCESS CORPORATION**

Pursuant to Section 251(c) of the
General Corporation Law of the State of Delaware

Carrier Access Corporation, a Delaware corporation (the "**Company**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of RF Acquisition Corp., a Delaware corporation ("**Sub**"), with and into the Company, with the Company continuing as the surviving corporation of the Merger (the "**Surviving Corporation**"):

- FIRST: The Company and Sub are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND: An Agreement and Plan of Merger (the "**Merger Agreement**"), has been approved, adopted, certified, executed and acknowledged by the Company and by Sub in accordance with the provisions of Section 228 and subsection (c) of Section 251 of the Delaware General Corporation Law.
- THIRD: The surviving corporation of the Merger shall be Carrier Access Corporation.
- FOURTH: Upon the effectiveness of the Merger, the Amended and Restated Certificate of Incorporation of the Company, the Surviving Corporation, shall be amended and restated to read in its entirety as set forth in **Attachment A** attached hereto.
- FIFTH: The executed Merger Agreement is on file at the principal place of business of the Company, the Surviving Corporation, at 5395 Pearl Parkway, Boulder, CO 80301.
- SIXTH: A copy of the executed Merger Agreement will be furnished by the Company, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Carrier Access Corporation has caused this Certificate of Merger to be executed by its duly authorized officer as of February 8, 2008.

CARRIER ACCESS CORPORATION

By: /s/ Allen Snyder
Name: Allen Snyder
Title: President and Chief Executive Officer

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**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CARRIER ACCESS CORPORATION**

ARTICLE I

The name of the corporation is Carrier Access Corporation.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 3500 South DuPont Highway, Dover, DE 19901. The name of its registered agent at that address is Incorporating Services, LTD.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of stock which the corporation has authority to issue is One Thousand (1,000) shares, all of which shall be Common Stock, \$0.001 par value per share.

ARTICLE V

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

ARTICLE VI

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VII

To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

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