

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gluon Networks, Inc.		07/30/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Zhone Technologies, Inc.
Street Address:	7001 Oakport Street at Zhone Way
City:	Oakland
State/Country:	CALIFORNIA
Postal Code:	94261
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2832764	CLX
Registration Number:	2764601	GLUON

CORRESPONDENCE DATA	
Fax Number:	(650)833-2001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650) 833-2170
Email:	cbashir@graycary.com
Correspondent Name:	Allyn Taylor
Address Line 1:	2000 University Avenue
Address Line 4:	East Palo Alto, CALIFORNIA 94303-2248

ATTORNEY DOCKET NUMBER:	2100748-132
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NAME OF SUBMITTER:	Carol Anne Bashir
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Total Attachments: 1 source=Gluon to Zhone#page1.tif
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ASSIGNMENT OF TRADEMARKS

WHEREAS, Gluon Networks, Inc. a corporation organized under the laws of Delaware having a principal business located at 895 Railroad Avenue, Cotati, CA 94931 (the "ASSIGNOR") is the owner of the following trademarks (the "Trademarks") for which registrations have issued in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Reg. No.</u>	<u>Date of Registration</u>
CLX	2832764	04-13-2004
GLUON	2764601	09-16-2003

and

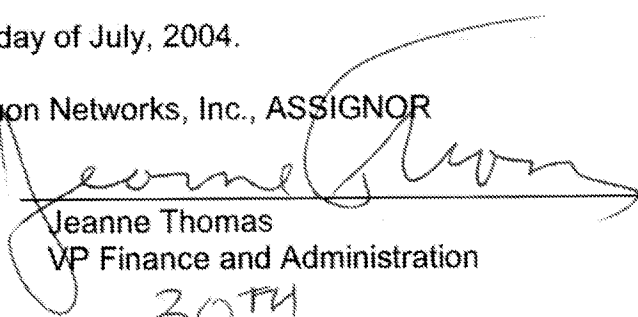
WHEREAS, Zhone Technologies, Inc., a corporation organized under the laws of Delaware having a principal business located at 7001 Oakport Street at Zhone Way, Oakland, CA 94261 (the "SUCCESSOR"), has succeeded to the business, assets and appurtenant goodwill of ASSIGNOR;

ASSIGNOR, hereby constitutes and appoints SUCCESSOR as ASSIGNOR's true and lawful attorney in fact, with full power of substitution in ASSIGNOR's name and stead, to take any and all steps, including proceedings at law, in equity or otherwise, to execute, acknowledge and deliver any and all instruments and assurances necessary or expedient in order to vest or perfect the aforesaid rights and causes of action more effectively in SUCCESSOR or to protect the same or to enforce any claim or right of any kind with respect thereto. This includes, but is not limited to, any rights with respect to the Trademarks that may have accrued in ASSIGNOR's favor from the respective date of first use of any of the Trademarks from the Effective Date of this Assignment. ASSIGNOR hereby declares that the foregoing power is coupled with an interest and as such is irrevocable.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR assigns to SUCCESSOR all right, title and interest and to the Trademarks and the application and registration, in the United States together with the common law rights and goodwill of the business symbolized by the Trademarks and together with the right to recover for damages and profits from past infringements thereof, if any. The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to the SUCCESSOR.

Signed at Petaluma, California this 30TH day of July, 2004.

Gluon Networks, Inc., ASSIGNOR

By: 
Jeanne Thomas
VP Finance and Administration

Date: July 30TH, 2004