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TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

4.27.07

1. Name of conveying party(ies):

Paradyne Corporation

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Verso Technologies, Inc.

Internal Address: _____

Address: _____

Street Address: 400 Galleria Parkway, Suite 200

City: Atlanta

State: GA

Country: United States of America Zip: 30339

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship United States of America
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 26, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

APR 27 2007

B. Trademark Registration No.(s)

2900705

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

United States Trademark: IMARC; Classes IC 009, US 021, 023, 026, 036, 038; Filing Date February 10, 2003; Serial No. 78212759; Registration date November 2, 2004

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Robert C. Hussle, Esq.

Internal Address: Rogers & Hardin LLP

Street Address: 2700 International Tower, 229 Peachtree

Street NE

City: Atlanta

State: GA Zip: 30303-1601

Phone Number: (404) 522-5700

Fax Number: (404) 525-2224

Email Address: rch@rh-law.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

(40.00 DP)

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Robert C. Hussle
Signature

Robert C. Hussle, Esq.
Name of Person Signing

4/26/07
Date

Total number of pages including cover sheet, attachments, and document: _____

01 of 06

INTELLECTUAL PROPERTY ASSIGNMENT

This Intellectual Property Assignment Agreement (this "Assignment") is made and entered into this 26th day of March, 2007 by and among Paradyne Networks, Inc., a Delaware corporation ("Seller") and Paradyne Corporation, a Delaware corporation ("Paradyne Corp") and together with Seller, "Paradyne") and Verso Technologies, Inc., a Minnesota corporation ("Buyer").

RECITALS

WHEREAS, Paradyne Corp is a wholly owned subsidiary of Seller and is the owner of record of the Transferred IP set forth in Schedules A and B.

WHEREAS, Seller and Buyer have entered into that certain Asset Purchase Agreement, dated as of December 29, 2006 (the "Agreement"); and

WHEREAS, under the terms of the Agreement, Seller has agreed to, among other things, assign to Buyer all of its right, title and interest in, to and under the Transferred IP (as defined in the Agreement) set forth in Schedules A and B.

ASSIGNMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Paradyne does hereby transfer, sell, assign, convey and deliver to Buyer all right, title and interest of Paradyne in, to and under the Transferred IP set forth on Schedules A and B and all good will of the Business (as such term is defined in the Agreement) associated therewith. Paradyne hereby covenants and agrees, that from time to time forthwith upon the reasonable written request of Buyer, Paradyne will, at Buyer's cost and expense, do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered, each and all of such further acts, deeds, assignments, transfers, conveyances and assurances as may reasonably be required by Buyer in order to transfer, assign, convey and deliver unto and vest in Buyer title to all right, title and interest of Paradyne in, to and under the Transferred IP.

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 Transferred IP. Nothing contained in this Assignment shall be deemed to supersede any of the obligations, agreements, representations, covenants or warranties of Seller and Buyer contained in the Agreement.

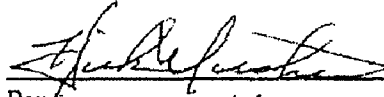
This Assignment shall be construed and interpreted according to the laws of the State of California, applicable to contracts to be wholly performed within the State of California.

This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Assignment by facsimile or e-mail shall be effective as delivery of a manually executed counterpart of this Assignment.

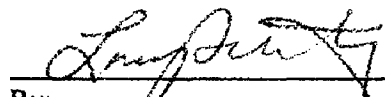


IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized officers.

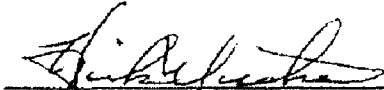
"SELLER"


By: KIRK MISAKA
Title: CFO

"BUYER"


By: _____
Title: Vice President

"PARADYNE CORP"

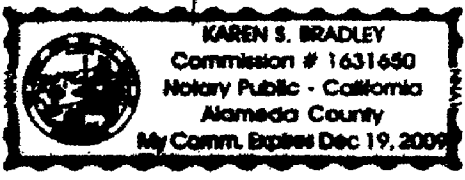

By: KIRK MISAKA
Title: CFO



STATE OF CALIFORNIA :
COUNTY OF ALAMEDA :

On the 26 day of March, 2007, before me personally came KIRK D. MISAKA, to me known (or satisfactorily proven), who being by me duly sworn, did depose and say that he is the CFO of Zhone Technologies, the corporation described in, and which executed the foregoing instrument, and that he was fully authorized to execute this Assignment on behalf of said corporation.

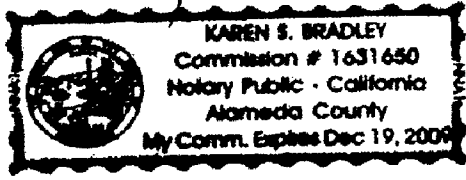
Karen S Bradley (SEAL)
Notary Public



STATE OF CALIFORNIA :
COUNTY OF ALAMEDA :

On the 26 day of March, 2007, before me personally came KIRK D. MISAKA, to me known (or satisfactorily proven), who being by me duly sworn, did depose and say that he is the CFO of Paradyne Corp., the corporation described in, and which executed the foregoing instrument, and that he was fully authorized to execute this Assignment on behalf of said corporation.

Karen S Bradley (SEAL)
Notary Public



SCHEDULE A

TRADEMARK

Country Name	Trademark	Class	Filing Date	Serial #	Registration Date	Registration #	Status
United States	IMARC	IC 009, US 021, 023, 026, 036, 038	February 10, 2003	78212759	November 2, 2004	2900705	LIVE

4 NSD\74303.1

SCHEDULE B

PATENTS

Country Name	Patent Title	Filing Date	Application #	Registration Date	Registration #	Status
United States	System and Method for the Compression of Proprietary Encapsulations	December 8, 1997	08/987,182	May 8, 2001	6229823	ISSUED
United States	Circuit and Method for Detecting and Correcting Data Clocking Errors	July 14, 1999	09/353,120	April 12, 2005	6879650	ISSUED
United States	System and Method for Indicating an Accurate Committed Information Rate	August 25, 1999	09/383,285	August 19, 2003	6608839	ISSUED
United States	Port Trend Analysis System and Method for Trending Port Burst Information associated with a Communications Device	May 30, 2000	09/580,700	May 16, 2006	7047164	ISSUED

5 NSD\74303.1

ROGERS & HARDIN

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

JANET C. GUY
DIRECT: (404) 954-7523
DIRECT FAX: (404) 230-0984
EMAIL: JGUY@RH-LAW.COM

2700 INTERNATIONAL TOWER, PEACHTREE CENTER
229 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30303-1601
(404) 522-4700
FACSIMILE: (404) 525-2224

April 26, 2007

VIA FEDERAL EXPRESS

Mail Stop Assignment Recordation Services
Commissioner for Trademarks
Trademark Assistance Center
Madison East, Concourse Level Room C 55
600 Dulany Street
Alexandria, VA 22314

Re: Assignment of Trademarks to Verso Technologies, Inc.

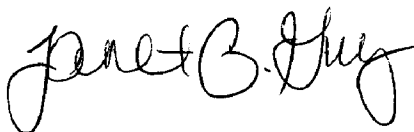
Ladies and Gentlemen:

Enclosed please find the following documents to assign trademarks from Paradyne Corporation to Verso Technologies, Inc.:

1. Recordation Form Cover Sheet;
2. Intellectual Property Assignment (5 pages); and
3. A check for the recordation fee in the amount of \$40.00, made to "Director of U.S. Patent and Trademark Office".

If you have any questions, please call me directly at (404) 954-7523.

Very truly yours,



Janet C. Guy
Paralegal

Enclosures

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04-27-2007

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

RECORDED: 04/27/2007

TRADEMARK
REEL: 003536 FRAME: 0474