

1 KILPATRICK TOWNSEND & STOCKTON
2 LLP

3 GREGORY S. GILCHRIST (State Bar No.
4 111536)

5 DAVID B. PERRY (State Bar No. 255925)

6 Two Embarcadero Center, 8th Floor

7 San Francisco, California 94111

8 Telephone: 415.576.0200

9 Facsimile: 415.576.0300

10 Email: ggilchrist@kilpatricktownsend.com

11 dperry@kilpatricktownsend.com

12 Attorneys for Defendant WI-LAN INC.

13 MCKOOL SMITH, P.C.

14 Robert A. Cote (*pro hac vice*)

15 Email: rcote@mckoolsmith.com

16 One Bryant Park, 47th Floor

17 New York, NY 10036

18 Telephone: (212) 402-9400

19 Facsimile: (212) 402-9444

20 Michael G. McManus (*pro hac vice*)

21 Email: mmcmanus@mckoolsmith.com

22 1700 K Street NW, Suite 740

23 Washington, DC 20006

24 Telephone: (202) 370-8300

25 Facsimile: (202) 370-8344

26 Attorneys for Defendant WI-LAN INC.

27 UNITED STATES DISTRICT COURT

28 NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

22 CALIX NETWORKS, INC., a Delaware
23 Corporation,

24 Plaintiff,

25 vs.

26 WI-LAN, INC., a Canadian Corporation,

27 Defendant.

Case No. 09-6038 CRB

**STIPULATION OF DISMISSAL WITH
PREJUDICE**

Pursuant to Rule 41(a)(1) of the Federal Rules of Civil Procedure, Plaintiff Calix, Inc. ("Calix") and Defendant Wi-LAN Inc. ("Wi-LAN"), by and through their respective counsel hereby stipulate to the dismissal with prejudice of all claims and counterclaims in this action as follows:

Plaintiff Calix hereby dismisses, with prejudice, all claims in the complaint filed on December 28, 2009 [Dkt. No. 1] and Wi-LAN hereby dismisses, with prejudice, all claims set forth in its First Amended Answer and Counterclaim filed October 20, 2010 [Dkt. No. 77].

For the avoidance of doubt, the aforesaid dismissals with prejudice encompass all claims and counterclaims in this case, including all claims and counterclaims in the case entitled, *Wi-LAN Inc. v. Calix, Inc.*, which was initiated in the United States Federal District Court, Eastern District of Texas (as Case No. 2:10-CV-117), and transferred to the United States Federal District Court, Northern District of California as Case No. C-11-00004 EMC, and which has since been consolidated with this action.

Each party shall bear its own attorneys' fees and costs.

Respectfully submitted,

DATED: June 7, 2011.

MCKOOL SMITH, P.C.

By /s/ Michael G. McManus
Michael G. McManus (*pro hac vice*)
Attorneys for Defendant
Wi-LAN, Inc.

DATED: June 7, 2011.

REED SMITH LLP

By /s/ William R. Overend
William R. Overend
Attorneys for Plaintiff
Calix Networks, Inc.

SIGNATURE ATTESTATION

I hereby attest that I have obtained the concurrence in the filing of this document for any signatures on this document indicated by a "conformed" signature (/s/) and I have on file records to support this concurrence for subsequent production for the Court if so ordered or for inspection upon request.

DATED: June 7, 2011.

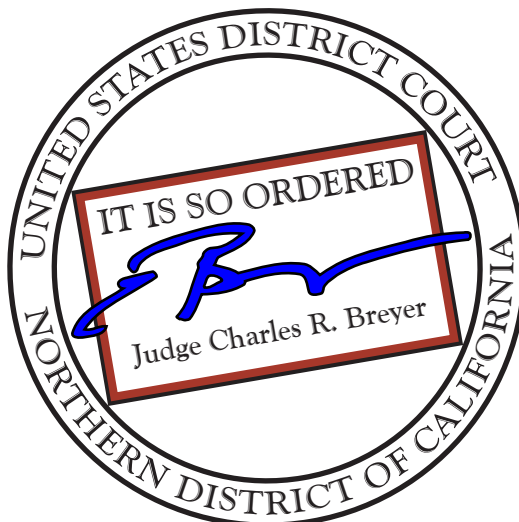
MCKOOL SMITH, P.C.

By /s/ Michael G. McManus
 Michael G. McManus
 Attorneys for Defendant
 Wi-LAN Inc..

CERTIFICATE OF SERVICE

The undersigned hereby certifies that all counsel of record who are deemed to have consented to electronic service are being served this date with a copy of this document via the Court's CM/ECF system per General Order No. 45(IX)(B). Any other counsel of record will be served by electronic mail, facsimile transmission, and/or first class mail on this same date.

/s/ Michael G. McManus
 Michael G. McManus



Signed: June 7, 2011