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RIVERSTONE NETWORKS INC
Form RW
February 03, 2005

Riverstone Networks, Inc.
5200 Great America Parkway
Santa Clara, California 95054

February 3, 2005

Via Edgar

Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

Attention: Robert Bell

Re: Riverstone Networks, Inc.
Request for Withdrawal of Registration Statement on Form S-3

(File No. 333-89758)

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended, Riverstone Networks, Inc. (the Company) hereby requests the withdrawal of its Registration Statement on Form S-3 (File No. 333-89758), together with all exhibits thereto (collectively, the Registration Statement). The Registration Statement was originally filed with the Securities and Exchange Commission (the Commission) on June 4, 2002 and amended on March 3, 2003 and April 4, 2003.

This request for withdrawal is based upon the Company s conclusion that it does not currently meet the eligibility requirements for use of Form S-3. No securities were sold in connection with the Registration Statement. The Registration Statement has not been declared effective by the Commission.

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The Company hereby respectfully requests that a written order granting the withdrawal of the Registration Statement be issued by the Commission as soon as possible. The Company also requests, in accordance with Rule 457(p) of the Securities Act, that all fees paid to the Commission in connection with the filing of the Registration Statement be credited to the Company's account for future use.

Should you have any questions regarding this matter, please contact Thomas W. Kellerman of Morgan, Lewis & Bockius LLP, the Company's outside counsel, at (650) 843-7550.

Very truly yours,

/s/ NOAH D. MESEL
Noah D. Mesel

Senior Vice President and General Counsel

Riverstone Networks, Inc.