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RIVERSTONE NETWORKS INC Form RW April 04, 2002

> RIVERSTONE NETWORKS, INC. 5200 Great America Parkway Santa Clara, CA 95054

April 4, 2002

VIA EDGAR AND FACSIMILE

Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C. 20549 Attn: Edward M. Kelly, Esq.

> Re: Riverstone Networks, Inc. - Registration Statement on Form S-1 (File No. 333-58846) - Request for Withdrawal

Dear Mr. Kelly:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, Riverstone Networks, Inc. (the "Registrant") hereby requests the immediate withdrawal of its Registration Statement on Form S-1 (File No. 333-58846), together with all exhibits thereto, originally filed with the Commission on April 12, 2001, on the grounds that the Registrant has determined not to conduct a rescission offer at this time. No securities have been offered or sold pursuant to the Registration Statement for which withdrawal is being requested.

Sincerely,

/s/ Romulus Pereira

Romulus Pereira

President and Chief Executive Officer