



POLICIES AND PROCEDURES FOR COMMUNICATIONS TO INDEPENDENT DIRECTORS

(May 17, 2006)

The Board of Directors believes that management speaks for the Company. Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our Chief Financial Officer, at cfarrell@occamnetworks.com, or to Occam Networks, Inc., 77 Robin Hill Road, Santa Barbara, CA 93117, Attn: Chief Financial Officer. Our Chief Financial Officer monitors these communications and will provide a summary of all received messages to the Board of Directors at each regularly scheduled meeting of the Board of Directors. Our Board of Directors generally meets on a quarterly basis. Where the nature of a communication warrants, our Chief Financial Officer may determine, in his or her judgment, to obtain the more immediate attention of the appropriate committee of the Board or non-management director, of independent advisors or of Company management, as our Chief Financial Officer considers appropriate.

Our Chief Financial Officer may decide in the exercise of his or her judgment whether a response to any stockholder communication is necessary.

This procedure for stockholder communications with the non-management directors is administered by the Company's Nominating and Governance Committee. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.

Please note: Requests for investor relations materials should be made to Occam Networks, Inc., 77 Robin Hill Road, Santa Barbara, CA 93117, Attn: Chief Financial Officer or to cfarrell@occamnetworks.com.