

08-11-2000

7-17 00

FORM PTO-1594  
(Rev. 6-93)



101430297

COVER SHEET  
ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
SightPath, Inc.

Individual(s)       Association

General Partnership     Limited Partnership

Corporation-State (Delaware)

Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  
 No

3. Nature of conveyance:

Assignment     Merger

Security Agreement     Change of Name

Other \_\_\_\_\_

Execution Date: May 16, 2000

2. Name and address of receiving party(ies):

Name: Cisco Systems, Inc.

Internal Address: \_\_\_\_\_

Street Address: 170 West Tasman Drive

City: San Jose      State: CA      ZIP 95134-1706

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State California

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes     No

(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached?  Yes     No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/608,587

Additional numbers attached?     Yes     No

B. Trademark Registration No.(s)

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

Name: Cooley Godward LLP

Internal Address: Janet L. Cullum

Street Address: Five Palo Alto Square, 3000 El Camino Real

City: Palo Alto      State: CA      ZIP 94306

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41):.....  
\$ 40.00

Enclosed

Authorized to be charged to deposit account  
(for any underpayment or credit any overpayment)

8. Deposit account number:  
03-3118  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Janet L. Cullum      7/4/00  
Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

08/10/2000 MTHA11 00000130 75608587  
01 FC:481 40.00 0P

# State of California



## SECRETARY OF STATE

9

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 03 2000



*Bill Jones*

Secretary of State

A0545456

1183477 SUEV  
AGREEMENT OF MERGER

OF

CISCO SYSTEMS, INC.

AND

SIGHTPATH, INC.

*OPK*  
**FILED**  
In the Office of the Secretary of State  
of the State of California

MAY 16 2000

*Bill Jones*  
BILL JONES, Secretary of State

This Agreement of Merger is dated as of the 16th day of May, 2000 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and SightPath, Inc., a Delaware corporation ("Target").

RECITALS

A. Target was incorporated in the State of Delaware and immediately prior to the Effective Time of the Merger (as defined below) will have outstanding 4,781,544 shares of Common Stock ("Target Common Stock") and 6,597,222 shares of Preferred Stock ("Target Preferred Stock").

B. Acquiror and Target have entered into an Agreement and Plan of Merger and Reorganization (the "Agreement and Plan of Reorganization") providing for certain representations, warranties, covenants and agreements in connection with the transactions contemplated hereby. This Merger Agreement and the Agreement and Plan of Reorganization are intended to be construed together to effectuate their purpose.

C. The Boards of Directors of Target and Acquiror deem it advisable and in their mutual best interests and in the best interests of the shareholders of Target, that Target be acquired by Acquiror through a merger ("Merger") of Target with and into Acquiror.

D. The Boards of Directors of Acquiror and Target and the shareholders of Target have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. Target shall be merged with and into Acquiror, and Acquiror shall be the surviving corporation.

2. The Merger shall become effective at such time (the "Effective Time") as this Merger Agreement and the officers' certificate of Target are filed with the Secretary of State of the State of California pursuant to Section 1103 of the Corporations Code of the State of California.

**REDACTED**

TRADEMARK

REEL: 002118 FRAME: 0967

**REDACTED**

7. At the Effective Time of the Merger, the separate existence of Target shall cease, and Acquiror shall succeed, without other transfer, to all of the rights and properties of Target and shall be subject to all the debts and liabilities thereof in the same manner as if Acquiror had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Target shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.

**TRADEMARK**

**REEL: 002118 FRAME: 0968**

**REDACTED**

**TRADEMARK**

**REEL: 002118 FRAME: 0969**

IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first written above.

CISCO SYSTEMS, INC.

By: John T. Chambers  
John T. Chambers, President

By: Larry R. Carter  
Larry R. Carter, Secretary

TARGET

By: \_\_\_\_\_  
James Ricotta, President

By: \_\_\_\_\_  
Martin Meyer, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

TRADEMARK

REEL: 002118 FRAME: 0970

IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first written above.

CISCO SYSTEMS, INC.

By: \_\_\_\_\_  
John T. Chambers, President

By: \_\_\_\_\_  
Larry R. Carter, Secretary

SIGHTPATH, INC.

By: \_\_\_\_\_  
James Ricotta, President

By: \_\_\_\_\_  
Martin Meyer, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

**OFFICERS' CERTIFICATE  
OF  
ACQUIROR**

The undersigned, John T. Chambers and Larry R. Carter, hereby certify on behalf of Cisco Systems, Inc., a California corporation ("Acquiror"), that Mr. Chambers is the duly elected President and Chief Executive Officer and Mr. Carter is the duly elected Senior Vice President, Chief Financial Officer and Secretary of Acquiror and they further certify on behalf of Acquiror that:


1. They are the duly elected, acting and qualified President and Secretary, respectively, of Acquiror.

**REDACTED**



Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in San Jose, California on May 16, 2000.

By:   
President and Chief Executive Officer

By:   
Senior Vice President, Chief Financial Officer and Secretary

**OFFICERS' CERTIFICATE  
OF  
SIGHTPATH, INC.**

James Ricotta, President, and Martin Meyer, Secretary, of SightPath, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify:

1. They are the duly elected, acting and qualified President and the Secretary, respectively, of the Corporation.

**REDACTED**

Agreement of Merger which voted to approve the Agreement of Merger equaled or exceeded the vote required.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed in Boston, Massachusetts, on May 16, 2000.

By:

  
James Ricotta, President

By:

  
Martin Meyer, Secretary

BST99 1120830-1.055874.0013

