

09-13-2000

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FORM PTO-1594
(Rev. 6-93)

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks
thereof.

101455664

Original documents or copy

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

Individual(s) Association

General Partnership Limited Partnership
 Corporation-State (California)
 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: March 24, 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)
75/659,931

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 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
 (to pay any deficiency 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 Cullum 9/10/00
 Janet Cullum 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

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State of California



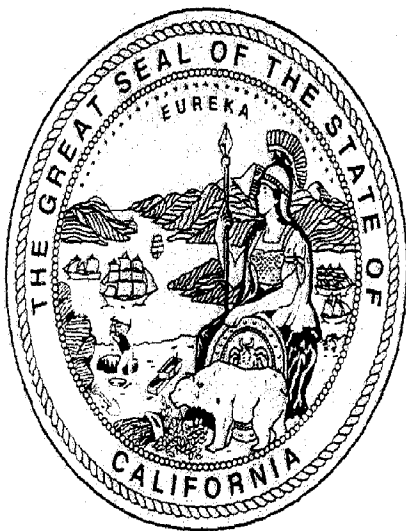
SECRETARY OF STATE

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

That the attached transcript of _____ 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

MAY 18 2000



Bill Jones

Secretary of State

A0541884

FILED
In the office of the Secretary of State
of the State of California

MAR 24 2000

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AGREEMENT OF MERGER

OF

CISCO SYSTEMS, INC.

AND

GROWTH NETWORKS INC.

This Agreement of Merger is dated as of the 24th day of March, 2000 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and Growth Networks Inc., a California corporation ("Target").

RECITALS

A. Target was incorporated in the State of California on November 3, 1998 and immediately prior to the Effective Time of the Merger (as defined below) will have outstanding 7,065,800 shares of Common Stock ("Target Common Stock") and 8,640,878 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.

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TRADEMARK

REEL: 002133 FRAME: 0613

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

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

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TRADEMARK
REEL: 002133 FRAME: 0614

Agreement shall occur automatically at the Effective Time of the Merger without action by the holders thereof. Each holder of Target Common Stock and Target Preferred Stock shall thereupon be entitled to receive shares of Acquiror Common Stock in accordance with the Agreement and Plan of Reorganization.

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.

REDACTED

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

GROWTH NETWORKS INC.

By: _____
Ron Bernal, President

By: _____
Elias Blawie, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

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

GROWTH NETWORKS INC.

By: _____
Ron Bernal, President

By: _____
Elias Blawie, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

OFFICERS' CERTIFICATE
OF
TARGET

Ronald D. Bernal, President, and Elias J. Blawie, Secretary, of Growth Networks Inc., a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

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

REDACTED

3. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation in accordance with the Corporations Code of the State of California.

4. Approval of the Agreement of Merger by the holders of at least a majority of the Preferred Stock and a majority of the Common Stock was required. The percentage of the outstanding shares of each class of the Corporation's shares entitled to vote on the Agreement of Merger which voted to approve the Agreement of Merger equaled or exceeded the vote required.

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TRADEMARK

REEL: 002133 FRAME: 0618


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 Mountain View, California, on March 24, 2000.

By:



Ronald D. Bernal, President

By:



Elias J. Blawie, Secretary

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

3. The Agreement of Merger in the form attached was approved by the Board of Directors of Acquiror in accordance with the California Corporations Code.

4. No vote of the shareholders of Acquiror was required pursuant to Section 1201(b) of the California Corporations Code.

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 March 24, 2000.

By: *John Chamber*
President and Chief Executive Officer

By: *Laura Cant*
Senior Vice President, Chief Financial Officer and Secretary

