

09-13-2000

8.15.00

FORM PTO-1594  
(Rev. 6-93)



FORM COVER SHEET  
PKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Court  
thereof.

101455667

Please record the attached original documents or copy

1. Name of conveying party(ies):  
V-Bits, 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: December 6, 1999

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) 75/412,530

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  
 (for payment of 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.

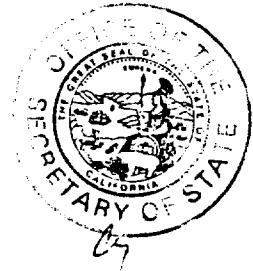
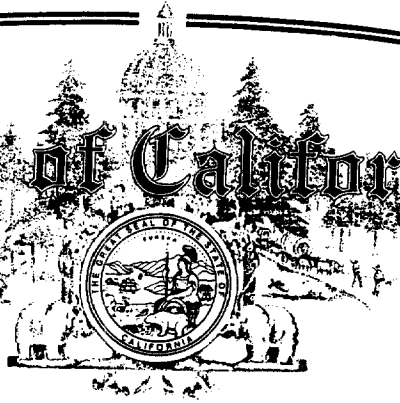
*Janet Cullum*  
 Janet Cullum      8/10/00  
 \_\_\_\_\_  
 Date

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

9/13/2000 NTHAI1 00000051 75412530  
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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 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

MAY 18 2000



*Bill Jones*

Secretary of State

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AGREEMENT OF MERGER

OF

ACQUIROR

AND

TARGET

FILED

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

DEC 06 1999

*Bill Jones*  
BILL JONES, Secretary of State

This Agreement of Merger, dated as of the 6th day of December, 1999 (the "Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and V-Bits, Inc., a California corporation ("Target").

RECITALS

A. Target was incorporated in the State of California on January 24, 1997 and on the date hereof has outstanding 5,525,028 shares of Common Stock ("Target Common Stock"), and 8,336,171 shares of Preferred Stock (the "Target Preferred Stock"). The Target Preferred Stock and the Target Common Stock are collectively referred to herein as the "Target Shares."

B. Acquiror and Target have entered into an Agreement and Plan of 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 and Acquiror 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.

TRADEMARK

REEL: 002133 FRAME: 0668

**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.

**REDACTED**

**REDACTED**

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

ACQUIROR

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

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

TARGET

By: \_\_\_\_\_  
Michael Moone, President and Chief Executive Officer

By: \_\_\_\_\_  
Lawrence Grunewald, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

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

ACQUIROR

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

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

TARGET

By: Michael Moone  
Michael Moone  
President and Chief Executive Officer

By: Lawrence Grunewald  
Lawrence Grunewald, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

FILED IN 66-112500 ON 11/20/66

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. That they are 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 Dec 6, 1999.

By: *John T. Chambers*  
John T. Chambers  
President and Chief Executive Officer

By: *Larry R. Carter*  
Larry R. Carter  
Senior Vice President, Chief Financial Officer and  
Secretary

OFFICERS' CERTIFICATE

OF

V-BITS, INC.

Michael Moone, President and Chief Executive Officer, and Lawrence Grunewald, Secretary, of V-Bits, Inc. ("Target") a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

1. That they are the duly elected, acting and qualified President and Chief Executive Officer and the Secretary, respectively, of Target.

**REDACTED**

3. The Merger Agreement in the form attached were duly approved by the board of directors of Target in accordance with the Corporations Code of the State of California Law.

4. Approval of the Merger Agreement by the holders of at least a majority of the outstanding shares of Common Stock and the holders of 66 2/3% of the outstanding shares of Preferred Stock was required. The percentage of the outstanding shares of each class of Target's shares entitled to vote on the Merger Agreement which voted to approve the Merger Agreement equaled or exceeded the vote required.

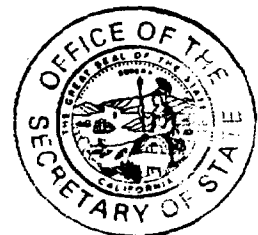
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Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in San Jose, California, on December 2, 1999.

By: Michael Moone  
Michael Moone  
President and Chief Executive Officer

By: Lawrence Grunewald  
Lawrence Grunewald, Secretary

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415 693-2000

www.cooley.com

MARY C. O'CONNOR  
650 843-5328  
moconnor@cooley.com

August 10, 2000

VIA CERTIFICATE OF MAILING

Box Assignments  
Commissioner of Patents and Trademarks  
Washington, D. C. 20231

**Re: Assignment of Marks Previously Owned by V-Bits, Inc. to Cisco Systems, Inc.  
Our file: Cisco Systems, Inc./General Acquisition of V-Bits, Inc./U.S.**

Dear Commissioner:

Enclosed for filing are the following: (1) Recordation Form Cover Sheet for Assignment; (2) Agreement of Merger of Cisco Systems, Inc. and V-Bits, Inc.; (3) Check in the amount of \$40.00; (4) Duplicate copy of this letter; and (5) Stamped, self-addressed acknowledgement postcard.

Please charge any deficiency or credit any overpayment of the enclosed fee to Deposit Account No. 03-3118. A duplicate copy of this letter as authorization is attached hereto for your convenience.

Please return the enclosed postcard noting the date of receipt of these documents. Thank you.

Respectfully submitted,

COOLEY GODWARD LLP



Mary C. O'Connor

Enclosures

cc: Jaime Guandique  
Janet L. Cullum, Esq.  
Todd S. Bontemps, Esq.

**Certificate of Mailing**

I hereby certify that this correspondence is being deposited with the United States Postal Service as First Class Mail, postage prepaid in an envelope addressed to: BOX Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231

Maria S Kramer (Signature)  
8/10/00 (Date)

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