

9-19-00

09-29-2000

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



101476409

To the Honorable Commissioner of Patents and Trademarks. Please record th
thereof.

<p>1. Name of conveying party(ies): <u>Monterey Networks, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State (Delaware)</p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Cisco Systems, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>170 West Tasman Drive</u></p> <p>City: <u>San Jose</u> State: <u>CA</u> ZIP <u>95134-1706</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>California</u></p> <p><input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p>Other _____</p> <p>Execution Date: <u>September 28, 1999</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) Please see attached</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Cooley Godward LLP</u></p> <p>Internal Address: <u>Janet L. Cullum</u></p> <p>Street Address: <u>Five Palo Alto Square, 3000 El Camino Real</u></p> <p>City: <u>Palo Alto</u> State: <u>CA</u> ZIP <u>94306</u></p>	<p>6. Total number of applications involved: 5</p> <p>7. Total fee (37 CFR 3.41):..... \$ <u>140.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account (to charge any deficiency or credit any overpayment)</p> <p>8. Deposit account number: <u>03-3118</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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 9/15/00
Date

Total number of pages including cover sheet, attachments, and document: 8

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

09/28/2000 DNGUYEN 00000144 75727449

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Schedule A
Monterey Networks, Inc.'s
Trademarks to be Assigned to
Cisco Systems, Inc.

Mark	App. No./Date	Class
REYVIEW	75/727,449 6/11/99	9
MONTEREY	75/726,608 6/11/99	9
REYMASTER	75/729,272 6/15/99	9
INTELLIGENCE IN THE OPTICAL CORE	75/683,973 4/16/99	9
WAVELENGTH ROUTER	75/523,742 7/23/98	9

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

CISCO SYSTEMS, INC.

AND

MONTEREY NETWORKS, INC.

FILED *Wjh*
in the office of the Secretary of State
of the State of California

SEP 29 1999

Bill Jones
JONES, Secretary of State

This Agreement of Merger, dated as of the 28th day of September, 1999 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and Monterey Networks, Inc., a Delaware corporation ("Target").

RECITALS

A. Target was incorporated in the State of Delaware on May 6, 1998 and on the date hereof has outstanding 9,326,742 shares of Common Stock ("Target Common Stock"), 17,559,327 shares of Series A Preferred Stock (the "Target Series A Preferred Stock") and 3,250,000 shares of Series B Preferred Stock (the "Target Series B Preferred Stock"). The Target Series A Preferred Stock and the Target Series B Preferred Stock are hereinafter collectively referred to as the "Target Preferred Stock," and together with the shares of Target Common Stock 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 stockholders 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 stockholders 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 is 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 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
1) John T. Chambers, President

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

MONTEREY NETWORKS, INC.

By: _____
Joe Bass, President and Chief Executive Officer

By: _____
Judith M. O'Brien, 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, President

By: _____
Larry R. Carter, Secretary

MONTEREY NETWORKS, INC.

By: Joe Bass
Joe Bass, President and Chief Executive Officer

By: Judith M. O'Brien
Judith M. O'Brien, Secretary

[SIGNATURE PAGE TO AGREEMENT OF MERGER]