



BROCADE

802.398

May 10, 2002

Via First Class Mail

Mr. Claudio Stanzola
Manager, Licensing & Contracts
IEEE Standards Activities
446 Hoss Lane
P.O. Box 1331
Piscataway, New Jersey 08855-1331

Re: Letter of Assurance for IEEE standards

Dear Mr. Stanzola:

This letter sets forth Brocade's patent licensing policy regarding any IEEE standard, current or future. Brocade is not willing to waive its rights in its relevant, essential patent and patent applications (collectively "IPR"). However, Brocade is willing to negotiate licenses for its IPR on reasonable and nondiscriminatory terms and conditions. In particular, Brocade is willing to negotiate nonexclusive, worldwide licenses under its IPR to allow the manufacture, use, sale, offer for sale and importation of the portions of any product that implement and are compliant with all relevant portions of the standard; provided that these licenses may not extend to any part of function of a product that is not required to implement or comply with the standard.

Brocade's license grant may be conditioned upon the licensee's grant of a reciprocal license under the licensee's IPR and IPR owned by parties with which licensee is affiliated. In assessing what terms are reasonable, Brocade may refer to the royalty rates that a potential licensee has set for its own IPR and IPR of parties with which it may be affiliated. Brocade also reserves the right to grant licenses to its IPR as part of a cross-license with any other party.

Brocade has not performed a search of its patent portfolio for the purpose of determining whether Brocade has any IPR to any existing or pending IEEE standard. With this letter, Brocade submits that there is no further obligation to search its patent portfolio for future standards.

Please contact me at 408-392-5225 concerning any licensing matters.

Sincerely,

Brocade Communications Systems, Inc.



Ronald Epstein
VP, General Counsel

cc: Mr. Jonathan Thatcher

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