



March 27, 2002

IEEE-SA Standards Board Patent Committee
IEEE
445 Hoes Lane
Piscataway, NJ 08855

Re.: Patent Assurance; 802.3 and 802.9

To whom this may concern:

Vertical Networks is the owner of numerous US and foreign patents, including US Patent Nos. 5,533,018, 5,687,174, 5,361,261, 5,406,559, 5,617,418, 5,506,846, 5,594,734, 5,440,556 and 5,566,169 (and related pending and issued foreign and reissue patent applications/patents based thereon) acquired by assignment from National Semiconductor Corporation on June 30, 1998. Vertical Networks believes that one or more of these Vertical-owned patents may be applicable to portions and/or amendments of one or more of the following IEEE standards: 802.3 and 802.9.

Vertical Networks hereby confirms that, in the event that one or more of the above mentioned IEEE standards cannot be practiced without the use of a patent owned by Vertical Networks, upon written request to Vertical Networks, Vertical Networks will make available to any party a non-exclusive license under such patents on a non-discriminatory basis and on reasonable terms and conditions including its then current royalty rates, and provided a similar grant under licensee's patents within the scope of the license granted to licensee is made available to Vertical Networks, Inc., upon its request. Vertical Networks' assurance is premised on the following Note from the IEEE Letter of Assurance for Essential Patents: "The Patent Holder is not deemed to discriminate for denying a license based on pending or ongoing patent litigation with an applicant. It is not deemed unreasonable for the Patent Holder to include a reciprocity requirement within the license."

Vertical Networks also hereby confirms that it will honor any valid and effective license granted by National Semiconductor Corporation prior to June 30, 1998. For any licenses granted on or after June 30, 1998, the assurances provided in this letter supersede any assurances provided by National Semiconductor Corporation relevant to the above-identified patents, including the letters submitted to the IEEE by National Semiconductor Corporation that were dated March 8, 1993, September 18, 1995 and June 7, 1994.

Sincerely,

A handwritten signature in black ink, appearing to read 'Scott Pickett', written over a circular scribble.

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