CISCO SYSTEMS, INC.

FORM 8-K
(Current report filing)

Filed 04/02/96 for the Period Ending 03/29/96

Address	170 WEST TASMAN DR SAN JOSE, CA 95134-1706
Telephone	4085264000
CIK	0000858877
Symbol	CSCO
SIC Code	3576 - Computer Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/28

CISCO SYSTEMS INC

FORM 8-K
(Unscheduled Material Events)

Filed 4/2/1996 For Period Ending 3/29/1996

Address	170 WEST TASMAN DR
	SAN JOSE, California 95134-1706
Telephone	408-526-4000
CIK	0000858877
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/31

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): MARCH 29, 1996

CISCO SYSTEMS, INC.

(Exact name of registrant as specified in charter)

California	0-18225	77-0059951
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

170 West Tasman Drive, San Jose, California 95134
(Address of principal executive offices) (Zip Code)

Company's telephone number, including area code: (408) 526-4000

(Former name or former address, if changed since last report.)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

(a) On March 29, 1996, the Registrant acquired TGV Software, Inc., a Delaware corporation ("TGV"), by the statutory merger (the "Merger") of a wholly-owned subsidiary of the Registrant, Big Sky Acquisition Corporation, a Delaware corporation ("Merger Sub"), with and into TGV. The Merger was accomplished pursuant to the Agreement and Plan of Reorganization, dated as of January 23, 1996, as amended, among the Registrant, TGV and Merger Sub, and a related Certificate of Merger (collectively, "Merger Agreements"). The Merger of Merger Sub with and into TGV occurred following the approval of the Merger Agreements by the shareholders of TGV at a stockholders meeting held on March 25, 1996 and satisfaction of certain other closing conditions. As a result of the Merger, the Registrant became the owner of 100% of the issued and outstanding common stock of TGV and each outstanding share of TGV Common Stock was converted into 0.4 of a share of the Registrant's Common Stock. The terms of the Merger Agreements were the result of arm's-length negotiations among the parties.

A total of approximately 3,033,183 shares of the Registrant's Common Stock will be issued to former TGV shareholders, optionholders and warrantholders in exchange for the acquisition by Merger Sub of all outstanding TGV capital stock and all unexpired and unexercised options and warrants to acquire TGV capital stock. The shares issued to TGV shareholders were issued pursuant to a registration statement on Form S-4, pursuant to the Securities Act of 1933, as amended, which became effective as of March 4, 1996. TGV stock options and warrants to purchase TGV Common Stock were assumed by the Registrant and remain outstanding as options and warrants to purchase shares of the Registrant's Common Stock.

(b) TGV develops, markets and supports internetworking software products which enable connectivity between disparate computer systems over local area, enterprise-wide and global computing networks. TGV's MultiNet product line is based on TCP/IP (Transmission Control Protocol/Internet Protocol), the most widely used protocol for global interconnectivity. TGV's products consist of its proprietary protocol stack and an integrated suite of applications, including remote access, file and resource sharing, network management and email. TGV's products have been designed to work with computer systems utilizing the OpenVMS, UNIX and Microsoft Windows operating environments. The Registrant intends to continue such business.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Businesses Acquired. Not applicable.

(b) Pro Forma Financial Information. Not applicable.

(c) Exhibits:

Exhibit
Number

8.1 Opinion of Brobeck, Phleger & Harrison LLP regarding certain tax matters.

8.2 Opinion of Morrison & Foerster LLP regarding certain tax matters.

20.1 Press Releases of the Registrant dated January 23, 1996 and March 29, 1996.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CISCO SYSTEMS, INC.

Dated: April 1 , 1996	*By: /s/ Larry R. Carter*
	Larry R. Carter, Vice President, Finance and Administration, Chief Financial Officer and Secretary

EXHIBIT INDEX

DESCRIPTION OF DOCUMENT

Exhibit Number	
8.1	Opinion Brobeck, Phleger & Harrison LLP regarding certain tax matters.
8.2	Opinion of Morrison & Foerster LLP regarding certain tax matters.
20.1	Press Releases of the Registrant dated January 23, 1996 and March 29, 1996

EXHIBIT 8.1

OPINION OF BROBECK, PHLEGER & HARRISON LLP

[LETTERHEAD OF BROBECK, PHLEGER & HARRISON LLP APPEARS HERE]

March 29, 1996

Cisco Systems, Inc.
170 West Tasman Drive
San Jose, CA 95134

Ladies and Gentlemen:

This opinion is being delivered to you pursuant to Section 6.1(e) of the Agreement and Plan of Reorganization (the "Agreement") among Cisco Systems, Inc., a California corporation ("Cisco"), its wholly-owned subsidiary, Big Sky Acquisition, California corporation ("Sub"), and TGV Software, Inc., a California corporation ("TGV"), dated January 23, 1996. Pursuant to the Agreement and the related Agreement of Merger (collectively, the "Merger Agreements"), Sub will merge with and into TGV (the "Merger"), and TGV will become a wholly-owned subsidiary of Cisco.

Except as otherwise provided, capitalized terms referred to herein have the meanings set forth in the Merger Agreements. All section references, unless otherwise indicated, are to the Internal Revenue Code of 1986, as amended (the "Code").

We have acted as legal counsel to Cisco and Sub in connection with the Merger. As such, and for the purpose of rendering this opinion, we have examined (or will examine on or prior to the Effective Date) and are relying (or will rely) upon (without any independent investigation or review thereof) the truth and accuracy, at all relevant times, of the statements, covenants, representations and warranties contained in the following documents (including all schedules and exhibits thereto):

1. The Merger Agreements;

2. Representations made to us by Cisco and Sub in a letter reproduced as Exhibit A hereto;

3. Representations made to us by TGV in a letter reproduced as Exhibit B hereto;

4. Representations made by certain shareholders of TGV in "Shareholder Representation Agreements";

5. The Registration Statement;

6. An opinion of Morrison & Foerster substantially identical in form and substance to this opinion (the "Morrison's Tax Opinion"); and

7. Such other instruments and documents related to the formation, organization and operation of Cisco, TGV and Sub or to the consummation of the Merger and the transactions contemplated thereby as we have deemed necessary or appropriate.

In connection with rendering this opinion, we have assumed or obtained representations (and are relying thereon, without any independent investigation or review thereof) that:

1. Original documents (including signatures) are authentic, documents submitted to us as copies conform to the original documents, and there has been (or will be by the Effective Time) due execution and delivery of all documents where due execution and delivery are prerequisites to effectiveness thereof;

2. The Merger will be consummated in accordance with the Merger Agreement and will be effective under the laws of the State of Delaware;

3. The shareholders of TGV do not, and will not on or before the Effective Date, have an existing plan or intent to dispose of an amount of Cisco Common Stock to be received in the Merger (or to dispose of TGV capital stock in anticipation of the Merger) such that the shareholders of TGV will not receive and retain a meaningful continuing equity ownership in Cisco that is sufficient to satisfy the continuity of interest requirement as specified in Treas. Reg. (S)1.368-1(b) and as interpreted in certain Internal Revenue Service rulings and federal judicial decisions;

4. After the Merger, TGV will hold "substantially all" of its and Sub's properties within the meaning of Section 368(a)(2)(E)(i) of the Code and the regulations promulgated thereunder;

5. To the extent any expenses relating to the Merger (or the "plan of reorganization" within the meaning of Treas. Reg. (S)1.368-1(c) with respect to the Merger) are funded directly or indirectly by a party other than the incurring party, such expenses will be within the guidelines established in Revenue Ruling 73-54, 1973-1 C.B. 187;

6. No TGV shareholder guaranteed any TGV indebtedness outstanding during the period immediately prior to the Merger, and at all relevant times, including as of the Effective Time, (i) no outstanding indebtedness of TGV, Cisco or Sub has or will represent equity for tax purposes; and (ii) no outstanding equity of TGV,

Cisco or Sub has or will represent indebtedness for tax purposes; and

7. The Morrison Tax Opinion has been delivered and not withdrawn.

Based on our examination of the foregoing items and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that, for federal income tax purposes, the Merger will be a "reorganization" as defined in Section 368(a) of the Code.

In addition to the assumptions set forth above, this opinion is subject to the exceptions, limitations and qualifications set forth below.

1. This opinion represents and is based upon our best judgment regarding the application of federal income tax laws arising under the Code, existing judicial decisions, administrative regulations and published rulings and procedures. Our opinion is not binding upon the Internal Revenue Service or the courts, and there is no assurance that the Internal Revenue Service will not successfully assert a contrary position. Furthermore, no assurance can be given that future legislative, judicial or administrative changes, on either a prospective or retroactive basis, would not adversely affect the accuracy of the conclusions stated herein. Nevertheless, we undertake no responsibility to advise you of any new developments in the application or interpretation of the federal income tax laws.

2. This opinion addresses only the classification of the Merger as a reorganization under Section 368(a) of the Code, and does not address any other federal, state, local or foreign tax consequences that may result from the Merger or any other transaction (including any transaction undertaken in connection with the Merger). In particular, we express no opinion regarding (i) whether and the extent to which any TGV shareholder who has provided or will provide services to TGV, Cisco or Sub will have compensation income under any provision of the Code; (ii) the effects of such compensation income, including but not limited to the effect upon the basis and holding period of the Cisco stock received by any such shareholder in the Merger; (iii) the potential application of the "golden parachute" provisions (Sections 280G, 3121(v)(2) and 4999) of the Code, the alternative minimum tax provisions (Sections 55, 56 and 57) of the Code or Sections 305, 306, 357, 424, and 708, or the regulations promulgated thereunder; (iv) other than the fact that the merger will be a reorganization within the meaning of Code Section 368 and the consequences that follow directly and solely from such characterization, the corporate level tax consequences of the Merger to Cisco, Sub or TGV, including without limitation the recognition of any gain and the survival and/or availability, after the Merger, of any of the federal income tax attributes or elections of TGV, after application of any provision of the Code, as well as the regulations promulgated thereunder and judicial interpretations thereof; (v) the basis of any equity interest in TGV acquired by Cisco in the Merger; (vi) the tax consequences of any transaction in which TGV stock or a right to acquire TGV stock was received; and (vii)

the tax consequences of the Merger (including the opinion set forth above) as applied to stockholders of TGV and/or holders of options or warrants for TGV stock or that may be relevant to particular classes of TGV stockholders and/or holders of options or warrants for TGV stock such as dealers in securities, corporate shareholders subject to the alternative minimum tax, foreign persons, and holders of shares acquired upon exercise of stock options or in other compensatory transactions.

3. No opinion is expressed as to any transaction other than the Merger as described in the Merger Agreements or to any transaction whatsoever, including the Merger, if all the transactions described in the Merger Agreements are not consummated in accordance with the terms of such Merger Agreements and without waiver or breach of any material provision thereof or if all of the representations, warranties, statements and assumptions upon which we relied are not true and accurate at all relevant times. In the event any one of the statements, representations, warranties or assumptions upon which we have relied to issue this opinion is incorrect, our opinion might be adversely affected and may not be relied upon.

4. This opinion has been delivered to you for the purpose of satisfying the conditions set forth in Section 6.1(e) of the Agreement and is intended solely for your benefit; it may not be relied upon for any other purpose or by any other person or entity, and may not be made available to any other person or entity without our prior written consent. We do hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement, the prospectus constituting a part thereof and any further amendments thereto. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ BROBECK, PHLEGER & HARRISON LLP

BROBECK, PHLEGER & HARRISON LLP

<u>**EXHIBIT 8.2**</u>

OPINION OF MORRISON & FOERSTER LLP

[LETTERHEAD OF MORRISON & FOERSTER LLP]

March 29, 1996

TGV Software, Inc.
101 Cooper Street
Santa Cruz, California 95060

Ladies and Gentlemen:

This opinion is being delivered to you pursuant to Section 6.1(e) of the Agreement and Plan of Reorganization (the "Agreement") by and among Cisco Systems, Inc., a California corporation ("Cisco"), its wholly-owned subsidiary, Big Sky Acquisition, California corporation ("Sub"), and TGV Software, Inc., a California corporation ("TGV"), dated January 23, 1996. Pursuant to the Agreement and the related Agreement of Merger (collectively, the "Merger Agreements"), Sub will merge with and into TGV (the "Merger"), and TGV will become a wholly-owned subsidiary of Cisco.

Except as otherwise provided, capitalized terms referred to herein have the meanings set forth in the Merger Agreements. All section references, unless otherwise indicated, are to the Internal Revenue Code of 1986, as amended (the "Code"),

We have acted as legal counsel to TGV in connection with the Merger. As such, and for the purpose of rendering this opinion, we have examined (or will examine on or prior to the Effective Date) and are relying (or will rely) upon (without any independent investigation or review thereof) the truth and accuracy, at all relevant times, of the statements, covenants, representations and warranties contained in the following documents (including all schedules and exhibits thereto):

1. The Merger Agreements;

2. Representations made to us by Cisco and Sub in a letter reproduced as Exhibit A hereto;

3. Representations made to us by TGV in a letter reproduced as Exhibit B hereto;

4. Representations made by certain shareholders of TGV in "Shareholder Representation Agreements";

5. The Registration Statement;

6. An opinion of Brobeck, Phleger & Harrison substantially identical in form and substance to this opinion (the "Brobeck Tax Opinion"); and

7. Such other instruments and documents related to the formation, organization and operation of Cisco, TGV and Sub or to the consummation of the Merger and the transactions contemplated thereby as we have deemed necessary or appropriate.

In connection with rendering this opinion, we have assumed or obtained representations (and are relying thereon, without any independent investigation or review thereof) that:

1. Original documents (including signatures) are authentic, documents submitted to us as copies conform to the original documents, and there has been (or will be by the Effective Time) due execution and delivery of all documents where due execution and delivery are prerequisites to effectiveness thereof;

2. The Merger will be consummated in accordance with the Merger Agreement and will be effective under the laws of the State of Delaware;

3. The shareholders of TGV do not, and will not on or before the Effective Date, have existing plan or intent to dispose of an amount of Cisco Common Stock to be received in the Merger (or to dispose of TGV capital stock in anticipation of the Merger) such that the shareholders of TGV will not receive and retain a meaningful continuing equity ownership in Cisco that is sufficient to satisfy the continuity of interest requirement as specified in Treas. Reg. (S)1.368-1(b) and as interpreted in certain Internal Revenue Service rulings and federal judicial decisions;

4. After the Merger, TGV will hold "substantially all" of its and Sub's properties within the meaning of Section 368(a)(2)(E)(i) of the Code and the regulations promulgated thereunder;

5. To the extent any expenses relating to the Merger (or the "plan of reorganization" within the meaning of Treas. Reg. (S)1.368-1(c) with respect to the Merger) are funded directly or indirectly by a party other than the incurring party, such expenses will be within the guidelines established in Revenue Ruling 73-74, 1973-1 C.B. 187 ;

6. No TGV shareholder guaranteed any TGV indebtedness outstanding during the period immediately prior to the Merger, and at all relevant times, including as of the Effective Time, (i) no outstanding indebtedness of TGV, Cisco or Sub has or will represent

equity for tax purposes; and (ii) no outstanding equity of TGV, Cisco or Sub has or will represent indebtedness for tax purposes; and

7. The Brobeck Tax Opinion has been delivered and not withdrawn.

Based on our examination of the foregoing items and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that, for federal income tax purposes, the Merger will a "reorganization" as defined in Section 368(a) of the Code.

In addition to the assumptions set forth above, this opinion is subject to the exceptions, limitations and qualifications set forth below.

1. This opinion represents and is based upon our best judgment regarding the application of federal income tax laws arising under the Code, existing judicial decisions, administrative regulations and published rulings and procedures. Our opinion is not binding upon the Internal Revenue Service or the courts, and there is no assurance that the Internal Revenue Service will not successfully assert a contrary position. Furthermore, no assurance can be given that future legislative, judicial or administrative changes, on either a prospective or retroactive basis, would not adversely affect the accuracy of the conclusions stated herein. Nevertheless, we undertake no responsibility to advise you of any new developments in the application or interpretation of the federal income tax laws.

2. This opinion addresses only the classification of the Merger as a reorganization under Section 368(a) of the Code, and does not address any other federal, state, local or foreign tax consequences that may result from the Merger or any other transaction (including any transaction undertaken in connection with the Merger). In particular, we express no opinion regarding (i) whether and the extent to which any TGV shareholder who has provided or will provide services to TGV, Cisco or Sub will have compensation income under any provision of the Code; (ii) the effects of such compensation income, including but not limited to the effect upon the basis and holding period of the Cisco stock received by any such shareholder in the Merger; (iii) the potential application of the "golden parachute" provisions (Sections 280G, 3121(v)(2) and 4999) of the Code, the alternative minimum tax provisions (Sections 55, 56 and 57) of the Code or Sections 305, 306, 357, 424, and 708, or the regulations promulgated thereunder; (iv) other than the fact that the merger will be a reorganization within the meaning of Code Section 368 and the consequences that follow directly and solely from such characterization, the corporate level tax consequences of the Merger to Cisco, Sub or TGV, including without limitation the recognition of any gain and the survival and/or availability, after the Merger, of any of the federal income tax attributes or elections of TGV, after application of any provision of the Code, as well as the regulations promulgated thereunder and judicial

interpretations thereof; (v) the basis of any equity interest in TGV acquired by Cisco in the Merger; (vi) the tax consequences of any transaction in which TGV stock or a right to acquire TGV stock was received; and (vii) the tax consequences of the Merger (including the opinion set forth above) as applied to stockholders of TGV and/or holders of options or warrants for TGV stock or that may be relevant to particular classes of TGV stockholders and/or holders of options or warrants for TGV stock such as dealers in securities, corporate shareholders subject to the alternative minimum tax, foreign persons, and holders of shares acquired upon exercise of stock options or in other compensatory transactions.

3. No opinion is expressed as to any transaction other than the Merger as described in the Merger Agreements or to any transaction whatsoever, including the Merger, if all the transactions described in the Merger Agreements are not consummated in accordance with the terms of such Merger Agreements and without waiver or breach of any material provision thereof or if all of the representations, warranties, statements and assumptions upon which we have relied are not true and accurate at all relevant times. In the event any one of the statements, representations, warranties or assumptions upon which we relied to issue this opinion is incorrect, our opinion might be adversely affected and may not be relied upon.

4. This opinion has been delivered to you for the purpose of satisfying the conditions set forth in Section 6.1(e) of the Agreement and is intended solely for your benefit; it may not be relied upon for any other purpose or by any other person or entity, and may not be made available to any other person or entity without our prior written consent. We do hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement, the prospectus constituting a part thereof and any further amendments thereto. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ Morrison & Forester LLP

<u>EXHIBIT 20.1</u>

PRESS RELEASES

CISCO SYSTEMS TO ACQUIRE TGV SOFTWARE, INC.

BUYOUT PROVIDES SOFTWARE TO BUILD CORPORATE INTRANETS AND SCALE GLOBAL INTERNET

SAN JOSE, Calif. -- January 23, 1996 -- Cisco Systems Inc. today announced an agreement to acquire TGV Software Inc. (NASDAQ: TGVI), a leading supplier of Internet software products that enable connectivity between disparate computer systems over local area, enterprise-wide and global computing networks. The acquisition extends Cisco's software product line to include network applications and services which are used to build corporate intranets and support the growing global Internet and World Wide Web. TGV's management, employees and product line will become part of Cisco's Internet Business Unit.

Cisco will acquire TGV in a stock swap in which shares of Cisco stock will be exchanged for all outstanding shares, options and warrants of TGV. Under the terms of the agreement, one (1) share of Cisco common stock will be exchanged for every five (5) outstanding shares of TGV common stock. The transaction will be accounted for as a pooling of interests. The closing price of Cisco common stock on January 23, 1996 was $77.875 per share, giving the transaction an approximate value of $115 million. The transaction is expected to be completed by the close of March 1996, and is subject to various conditions, including clearance under the Hart-Scott-Rodino Antitrust Act and approval by TGV stockholders.

"Our customers are looking for additional support for TCP/IP traffic throughout the enterprise and TGV offers value-added software capable of delivering valuable applications and services," said John Chambers, president and CEO of Cisco Systems. "Users also want to further leverage the native intelligence of their intranets. We plan to open up key areas of TGV MultiNet software interoperability for application-level advances in areas including multimedia," added Chambers.

"Bringing TGV and Cisco together gives our customers a single enterprise- wide networking solution," said Craig Conway, president and CEO of TGV Software. "We can offer network managers superior network application and services to build corporate intranets and utilize the worldwide Internet. At the same time, consumer network users will benefit from better integration of TCP/IP technology into their network equipment," added Conway.

(more)

For enhanced application support, Cisco will integrate value-added links between TGV software and Cisco's Internetwork Operating System (Cisco IOS(TM)) software. Cisco IOS software is a sophisticated networking software suite, that ensures robust, reliable internetworks by supporting both LAN and WAN protocols, optimizing WAN services and controlling internetwork access. TGV's innovative MultiNet TCP/IP software is optimized for UNIX, DEC and Windows environments to provide users with value-added application support, including electronic mail, tape backup capabilities, file transfer, load balancing and print services. Additional benefits of TGV MultiNet software include server-based centralized administration and management of network operations, including Point-to-Point Protocol (PPP) dial-up support and simpler IP address assignment with Dynamic Host Configuration Protocol (DHCP) and BootP.

TGV Software, Inc. employs more than 130 people and is headquartered in Santa Cruz, California. The company develops, markets and supports TCP/IP internetworking software products which enable connectivity between disparate computer systems over local area, enterprise-wide and global computing networks. TGV's principal product line is marketed under the name of MultiNet. MultiNet for Windows integrates a robust suite of TCP/IP applications including a 32-bit VxD kernel, NFS client, FTP client and server, VT100-320 and TN3270 emulations, network printing, Pronto Mail V2.0 electronic mail, Enhanced Mosaic V2.1 web browser and network diagnostics.

Cisco Systems (NASDAQ: CSCO) is the leading global supplier of internetworking solutions, including routers, LAN and ATM switches, dial-up access servers and network management software. These products, integrated by the Cisco IOS(TM) software, link geographically dispersed LANs, WANs and IBM networks. Cisco news and product/service information are available at World Wide Web site http://www.cisco.com. Cisco is headquartered in San Jose, Calif.

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CISCO SYSTEMS COMPLETES ACQUISITION OF TGV SOFTWARE, INC.

SAN JOSE, Calif. -- March 29, 1996 -- Cisco Systems Inc. today announced the completion of its purchase of TGV Software, Inc. (NASDAQ: TGVI) effective March 29, 1996. The acquisition follows an agreement to a stock swap in which shares of Cisco stock will be exchanged for all outstanding shares, options and warrants of TGV. Under the terms of the agreement, one (1) share of Cisco common stock will be exchanged for every two and one-half (2.5) outstanding shares of TGV common stock. The transaction will be accounted for as a pooling of interests.

TGV management, employees and product line are now part of Cisco's Internet Business Unit. The acquisition extends Cisco's software product line to include network applications and services that are used to build corporate intranets, support the growing global Internet and scale the World Wide Web.

TGV Software, Inc. employs more than 130 people and is headquartered in Santa Cruz, Calif. The company is a leading developer and supplier of Internet software products that enable connectivity between disparate computer systems over local area, enterprise-wide and global computing networks. TGV's principal product line is marketed under the name of MultiNet. MultiNet for Windows integrates a robust suite of TCP/IP applications, including a 32-bit VxD kernel; NFS client; FTP client and server; VT100-320 and TN3270 emulations; network printing; Pronto Mail V2.0 electronic mail; Enhanced Mosaic V2.1 web browser; and network diagnostics.

Cisco Systems (NASDAQ: CSCO) is the leading global supplier of internetworking solutions for corporate intranets and the global Internet. Cisco's products, including routers, LAN and ATM switches, dial-up access servers and network management software, are integrated by the Cisco IOS(TM) software to link geographically dispersed LANs, WANs and IBM networks. Company news and product/service information are available at World Wide Web site http://www.cisco.com. Cisco is headquartered in San Jose, Calif.

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