



DELIVERY ACCEPTANCE CERTIFICATE

THIS is the Delivery Acceptance Certificate ("Certificate") under Lease Schedule No. _____, dated _____ 2000, to the Master Lease Agreement No. _____, dated _____ ("Master Lease Agreement") between CISCO SYSTEMS CAPITAL (INDIA) PVT LTD ("Lessor") and _____, ("Lessee").

Delivery Acceptance Date: _____

1. This Certificate is issued under the Master Lease Agreement and the Lease Schedule No. _____ to the Master Lease Agreement ("**Lease Schedule**"). Terms used in this Certificate which are defined in the Master Lease Agreement or the Lease Schedule shall have their corresponding meaning in this Certificate.
2. Lessee acknowledges that each item of Equipment and/or Software specified in Exhibit A of this Certificate:
 - (a) has been delivered to, inspected by, and accepted by Lessee as of the Delivery Acceptance Date,
 - (b) is of a size, design, capacity and manufacture acceptable to Lessee and suitable for Lessee's purposes, and
 - (c) is in good condition,
3. Lessee represents and acknowledges that:
 - (a) no Event of Default under any Lease entered into under the Master Lease Agreement has occurred or is continuing, and
 - (b) the representations and warranties in the Schedule and the Master Lease Agreement are correct and complete as though made as at the Delivery Acceptance Date, and shall continue to be correct and complete throughout the Lease Term of each item of Equipment accepted under this Certificate (and Lessee will immediately inform Lessor by notice in writing if any such representation or warranty is or becomes incorrect or incomplete).
4. This Certificate shall be executed and returned to Lessor by Lessee's authorized officer no later than five days after Lessee's receipt and acceptance or deemed acceptance (as described in the applicable Schedule) of the Equipment and/or Software. The person signing this Certificate on Lessee's behalf, by signing this Certificate, certifies that he or she has read and acknowledges all terms and conditions of the Lease and the Master Lease Agreement on Lessee's behalf and is duly authorized to execute this Certificate on Lessee's behalf. In addition, this signed Certificate constitutes an instruction on the Lessee to Lessor to pay for the Equipment specified in Exhibit A.

_____, Lessee

By: _____

Title: _____

EXHIBIT A
TO
DELIVERY ACCEPTANCE TO LEASE SCHEDULE NO _____
TO
MASTER LEASE AGREEMENT NO. _____
EQUIPMENT AND SOFTWARE DESCRIPTION, LOCATION AND COST

Lessor: CISCO SYSTEMS CAPITAL (INDIA) PVT LIMITED
Lessee:
Lease:

Reseller:

<u>Quantity:</u>	<u>Description:</u>	<u>Serial No.</u>	<u>Invoice No.</u>
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INITIALS: _____