

## Exhibit II: Letter from SEC Counsel Susan Mathews (Oct 5, 2000)



UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
450 Fifth Street, N.W.  
Washington, D.C. 20549

DIVISION OF  
ENFORCEMENT

Mr. Roy Mullaney  
Fax No. 410-280-2029

Dear Mr. Mullaney:

I am writing to confirm our phone conversation yesterday and to acknowledge receipt of your September 29 and October 4, 2000 faxes relating to Cisco Systems. In our conversation you provided information relating to potentially misleading earnings statements by Cisco Systems and transfers of large dollar amounts from insurance subsidiaries of General Electric to G.E. Capital. The Securities and Exchange Commission ("Commission") appreciates receiving information from members of the public concerning possible violations of the federal securities laws and will give serious consideration to the information you have provided.

However, as I informed you, the Commission conducts investigations into allegations of violations of the federal securities laws on a confidential basis. Therefore, the staff does not comment on whether the information provided to the Commission relates to an ongoing investigation or provide assurances that an investigation will be initiated.

Let me know if I can be of further assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "S. A. Mathews".

Susan A. Mathews  
Senior Counsel