

08-12-1998



Tab settings

To the Honorable Commissioner of Patents and Trademarks

100791896

original documents or copy thereof.

1. Name of conveying party (ies):

Trusted Information Systems, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Networks Associates, Inc.

Internal Address: 7-31-98

Street Address: 3965 Freedom Circle

City: Santa Clara State: CA ZIP: 95054

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 28, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/135354

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John L. Slafsky

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Enclosed

Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number: 23-2415 Attn: 18974-TM1083

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John L. Slafsky

Name of Person Signing

Signature

7-31-98

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

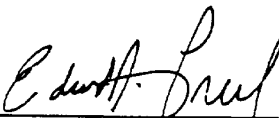
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THOR ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "TRUSTED INFORMATION SYSTEMS, INC." UNDER THE NAME OF "TRUSTED INFORMATION SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1998, AT 2:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2622761 8100M

981161803

AUTHENTICATION: 9050832

DATE: 04-28-98

TRADEMARK

REEL: 1767 FRAME: 0016

CERTIFICATE OF MERGER**MERGING****THOR ACQUISITION CORP.,
A DELAWARE CORPORATION****WITH AND INTO****TRUSTED INFORMATION SYSTEMS, INC.
A DELAWARE CORPORATION**

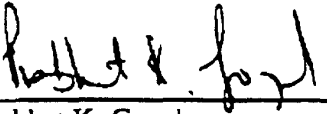
This Certificate of Merger, dated as of April 28, 1998, relates to the merger (the "Merger") of Thor Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Networks Associates, Inc., a Delaware corporation, with and into Trusted Information Systems, Inc., a Delaware corporation.

1. The name of each of the constituent corporations and their respective states of incorporation are as follows: Thor Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Networks Associates, Inc., a Delaware corporation; and Trusted Information Systems, Inc., a Delaware corporation.
2. An agreement and plan of reorganization providing for the Merger has been approved, adopted, certified, executed and acknowledged by each of the abovementioned constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation shall be Trusted Information Systems, Inc. (the "Surviving Corporation").
4. The Certificate of Incorporation of the Surviving Corporation is hereby amended to read in its entirety as set forth in Exhibit A hereto.
5. The executed agreement and plan of reorganization providing for the Merger is on file at the principal place of business of the Surviving corporation. The address of said principal place of business is as follows: 3060 Washington Road, Glenwood, Maryland 21738, Attention: Prabhat K. Goyal.

6. A copy of the agreement and plan of reorganization providing for the Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the abovementioned constituent corporations.

THOR ACQUISITION CORP.
a Delaware corporation

TRUSTED INFORMATION SYSTEMS, INC.
a Delaware corporation

By: 
Prabhat K. Goyal
President and Secretary

By: _____
Stephen T. Walker
President and Chief Executive Officer

THOR ACQUISITION CORP.
a Delaware Corporation

By: _____
Prabhat K. Goyal
President and Secretary

TRUSTED INFORMATION SYSTEMS, INC.
a Delaware corporation


By:  _____
Stephen T. Walker
President and Chief Executive Officer

Exhibit A

**CERTIFICATE OF INCORPORATION
OF
TRUSTED INFORMATION SYSTEMS, INC.
a Delaware corporation**

ARTICLE ONE

The name of this corporation is Trusted Information Systems, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

This Corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock authorized to be issued is One Hundred (100) shares with a par value of \$0.01.

ARTICLE FIVE

The name and mailing address of the Incorporator is as follows:

Stephen T. Walker
3060 Washington Road (Route 97)
Glenwood, Maryland 21738

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE EIGHT

The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE NINE

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE TEN

No Director of the Corporation shall be personally liable to the Corporation or to any stockholder of the Corporation for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the Director derived an improper personal benefit.

If the General Corporation Law of Delaware or any other statute of the State of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of Directors of the Corporation, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Delaware, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a Director provided by the foregoing provisions of this Article Ten.

Any repeal of or amendment to this Article Ten shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the corporation existing at the time of such repeal or amendment.

ARTICLE ELEVEN

To the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the extent permitted by law, the Corporation may fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

The Corporation may advance expenses (including attorneys' fees) incurred by a Director or officer in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such Director or officer is not entitled to indemnification. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

ARTICLE TWELVE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE THIRTEEN

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ARTICLE FOURTEEN

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE FIFTEEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FROM: EDGAR POSTMASTER, BDM:POSTMASTER
TO: SEC Filer, 72741, 15#
DATE: 4/29/98 11:49 AM

Re: ACCEPTED FORM TYPE 8-K

MSG ID: 84632-30675

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND
EXCHANGE
COMMISSION.

COMPANY: NETWORK ASSOCIATES INC
FORM TYPE: 8-K NUMBER OF DOCUMENTS: 1
RECEIVED DATE: 29-Apr-1998 14:41 ACCEPTED DATE: 29-Apr-1998
14:41
FILING DATE: 29-Apr-1998 14:41
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0000891618-98-001994

FILE NUMBER(S):
1. 000-20558

THE PASSWORD FOR LOGIN CIK 0000891618 WILL EXPIRE 20-May-1998 21:08.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE
INQUIRIES.

REGISTRANT(S):

1. CIK: 0000890801
COMPANY: NETWORK ASSOCIATES INC
FORM TYPE: 8-K
FILE NUMBER(S):
1. 000-20558

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)

April 28, 1998

NETWORKS ASSOCIATES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction of incorporation)

0-20558

(Commission File No.)

77-0316593

(IRS Employer Identification Number)

3965 Freedom Circle

Santa Clara, California 95054

(Address of Principal Executive Offices)

(408) 988-3832

(Registrant's Telephone Number, Including Area Code)

TRADEMARK

REEL: 1767 FRAME: 0025

Item 2. Acquisition or Disposition of Assets

On April 28, 1998, Networks Associates, Inc., a Delaware corporation ("Networks"), and Trusted Information Systems, Inc., a Delaware corporation ("Trusted"), completed a merger (the "Merger") pursuant to which Thor Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Networks, was merged with and into Trusted, and Trusted became a wholly-owned subsidiary of Networks.

Item 7. Financial Statements and Exhibits

(a) Exhibits

- 2.1 Agreement and Plan of Reorganization by and among Networks Associates, Inc., Trusted Information Systems, Inc., and Thor Acquisition Corp, dated February 22, 1998.

Incorporated by reference in the Registration Statement on Form S-4, filed by Networks Associates, Inc. on March 25, 1998.

SIGNATURE

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

NETWORKS ASSOCIATES, INC.

Dated: April 28, 1998

By: Prabhat K. Goyal
Prabhat K. Goyal
Chief Financial Officer

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811
WWW.WSGR.COM

JOHN ARNOT WILSON
RETIRED

July 31, 1998

Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re: REQUEST FOR RECORDATION OF MERGER

Mark: ACTIVE SECURITY
Application No.: 75/135354
Original Applicant: Trusted Information Systems, Inc. (now
Networks Associates, Inc.)
Filing Date: July 17, 1996
Attorney Docket No.: 18974-TM1083

Dear Commissioner:

Enclosed for filing is (i) a copy of the Certificate of Merger Merging Thor Acquisition Corp., a wholly-owned subsidiary of Networks Associates, Inc., With and Into Trusted Information Systems, Inc. and (ii) a copy of the subsequent Securities and Exchange Commission Form 8-K evidencing Trusted Information Systems, Inc. as a wholly-owned subsidiary of Networks Associates, Inc. Also enclosed is an executed Recordation Form Cover Sheet for the application listed above.

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.8 (a)	
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:	
<u>Claire M. DeLong</u> Print Name	<u>7/31/98</u> Date of Deposit
<u>Claire M. DeLong</u> Signature	<u>7/31/98</u> Date

SS2::ODMA\PCDOCS\SQL1\2523561

TRADEMARK
REEL: 1767 FRAME: 0029


Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$40.00 for the recording of this Merger. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 Attn: 18974-TM1083.

Please return the confirmation of the Request for Recordation of Merger with the stamped reel and frame numbers to the address shown below and please take note that all correspondence regarding the enclosed Certificate of Merger, Form 8-K printout and the related application should be directed to:

Andrew P. Bridges
John L. Slafsky
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

I would appreciate your acknowledging receipt of the attached Certificate of Merger, Form 8-K printout, Recordation Form Cover Sheet and filing fee by stamping the enclosed postcard with the date received and returning it to me.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Sharon L. Schor
Legal Assistant

Enclosures

cc: Andrew P. Bridges (w/encls.)
John L. Slafsky (w/encls.)