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Send original documents or copy thereof.

1. Name of conveying party (ies):
Networks Associates, 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 Technology, Inc.
 Internal Address: _____
 Street Address: 3965 Freedom Circle
 City: Santa Clara State: CA ZIP: 95054

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 31, 1998

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

4. Application number(s) or patent number(s):
 A. Trademark Application No(s)
See attached list

Additional numbers attached? Yes No

B. Trademark Registration No(s)
See attached list

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 applications and registrations involved: 67

7. Total fee (37 CFR 3.41) \$1,690.00
 Enclosed
 Authorized to be charged to deposit account

If insufficient funds charge to:
 8. Deposit account number:
23-2415 Attn: 18974-900
 (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 John Slafsky 1-1-99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

01/20/1999 SBURNS 00000068 1936202 Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 1650.00 DF

TRADEMARK
REEL: 1838 FRAME: 0361

LIST OF TRADEMARKS ASSIGNED

Mark	Registration No.	Registration Date
VIRUSSCAN	1,936,202	11/14/95
VIRUS FORUM	1,765,102	04/13/93
SITE METER	1,835,296	05/10/94
NET SHIELD	1,930,421	10/31/95
NETSHIELD	1,945,763	01/02/96
MCAFEE ASSOCIATES	1,803,121	11/09/93
MCAFEE	1,818,780	02/01/94
PGP	1,914,615	08/20/95
PRETTY GOOD PRIVACY	2,015,027	11/12/96
PRETTY GOOD	1,905,402	07/13/95
BOMB SHELTER	2,169,097	06/30/98
POWERTELNET	2,128,182	01/13/98
HUNTER	2,182,045	08/13/98
SECURECAST	2,189,024	09/15/98
PC MEDIC 97	2,180,232	08/11/98
SUPPORTMAGIC	1,697,449	06/30/92
MISCELLANEOUS DESIGN	1,698,872	07/07/92
LEADING HELP DESK TECHNOLOGY	1,974,400	05/14/96
M AND DESIGN	1,950,389	01/23/96
M AND DESIGN	2,026,546	12/31/96
MAGIC SOLUTIONS	1,974,568	05/21/96
MAGICSPY	1,813,543	12/28/93
MAGICTREE	1,707,866	08/18/92
MAGIC UNIVERSITY	1,994,417	08/20/96
MAGICWIN	1,765,688	04/20/93
MONEYMAGIC	1,957,451	02/20/96
REPORTMAGIC	1,695,884	06/23/92
SALESMAGIC	1,997,928	09/03/96

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SERVICEMAGIC	1,695,883	06/23/92
STATISTICAL INFORMATION RETRIEVAL (SIR)	1,952,553	01/30/96
MAGICWORD	1,790,369	08/11/93
MULTIMEDIA CLOAKING	2,000,452	09/10/96
CLOAKING	1,849,698	08/09/94
HEADROOM	1,550,003	08/01/89
NETROOM	1,656,635	09/10/91
DISCOVER AND DESIGN	1,781,156	07/13/93
DISCOVER	1,883,340	03/14/95
NET TOOLS	1,956,910	02/13/96
WEBSTALKER	2,184,442	08/25/98
FORCEFIELD	2,154,328	04/28/98
BUILDING A WORLD OF TRUST	2,092,179	08/26/97
BUILDING A WORLD OF TRUST	2,139,554	02/24/98
TRUSTED MAIL	1,373,110	11/26/85
TRUSTED MACH	1,819,411	02/01/94
DATA SECURITY LETTER AND DESIGN	1,838,649	06/07/94
TIS AND DESIGN	1,918,523	09/12/95
RECOVERKEY	2,143,451	03/10/98
GAUNTLET	1,997,399	08/27/96
TMACH	1,801,440	10/26/93
TMEG	1,999,794	05/10/96
TIS	2,015,343	11/12/96
NETSTALKER	2,135,237	07/10/98
STALKER (STYLIZED)	1,842,305	06/28/94
RECOVERKEY - INTERNATIONAL	2,143,597	03/10/98

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
WEBCAN	75/384322	11/04/97

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
EZ SETUP	75/346137	08/25/97
DISK MINDER	75/346104	08/25/97
CLEANUP WIZARD	75/346136	08/25/97
INSTANT UPDATE	75/393750	12/30/96
WINGAUGE	75/345670	08/25/97
TRASH GUARD	75/345662	08/25/97
REGISTRY WIZARD	75/346139	08/25/97
ZIP MANAGER	75/346138	08/25/97
ENTERPRISE SECURECAST	75/267143	03/31/97
REMOTE DESKTOP	75/218102	12/17/96
EZ SQL	75/354746	09/10/97
HELIX SOFTWARE CO. AND DESIGN	74/301200	08/03/92

**EXHIBIT B
TO THE ASSET CONTRIBUTION AGREEMENT
TRADEMARKS**

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made as of December 31, 1998 by and between Networks Associates, Inc., a Delaware corporation having its principal place of business located at 3965 Freedom Circle, Santa Clara, California ("NAI"), and Networks Associates Technology, Inc., a Delaware corporation having its principal place of business at 3965 Freedom Circle, Santa Clara, California ("NATI").

WHEREAS, NAI is the owner of certain tradenames, trademarks, service marks, trade dresses, logos, designs, and slogans, in word mark, stylized and/or design formats including without limitation the marks which are the subject of the registrations and pending applications identified in Schedule 1 hereto (the "**Marks**");

WHEREAS, NAI and NATI have entered into the Asset Contribution Agreement dated December 31, 1998 (the "Agreement"), as part of which NAI has agreed to assign to NATI the Marks except to the extent they shall constitute Excluded Trademarks (as defined in the Agreement);

WHEREAS, this Assignment of Trademarks will effectuate that assignment.

NOW, THEREFORE, for good and valuable consideration, including the promises and mutual covenants set forth in the Asset Contribution Agreement, NAI hereby assigns and transfers to NATI all of its rights, title and interest throughout the world in and to the Marks (other than the Excluded Trademarks), including without limitation, the registrations and applications pertaining thereto, together with the goodwill of the business symbolized by the Marks transferred hereby and the right to sue and recover damages for past, present and future infringements thereof and to stand in the place of NAI in all matters related thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the day and year first written above.

NAI
By: Prabhat K. Goyal

Name: PRABHAT GOYAL
Title: CHIEF FINANCIAL OFFICER

NATI
By: Prabhat K. Goyal

Name: Prabhat Goyal
Title: Secretary

SCHEDULE I
TO THE TRADEMARK ASSIGNMENT AGREEMENT

Country/State	Mark	Registration No.	Registration Date	Locator No.
United States	VIRUSSCAN	1,936,202	11/14/95	18974-TM1011
United States	VIRUS FORUM	1,765,102	04/13/93	18974-TM1012
United States	SITE METER	1,835,296	05/10/94	18974-TM1013
United States	NET SHIELD	1,930,421	10/31/95	18974-TM1014
United States	NETSHIELD	1,945,763	01/02/96	18974-TM1015
United States	MCAFFEE ASSOCIATES	1,803,121	11/09/93	18974-TM1016
United States	MCAFFEE	1,818,780	02/01/94	18974-TM1017
United States	PGP	1,914,615	08/29/95	18974-TM1021
United States	PRETTY GOOD PRIVACY	2,015,027	11/12/96	18974-TM1022
United States	PRETTY GOOD	1,905,402	07/18/95	18974-TM1023
United States	BOMB SHELTER	2,169,097	06/30/98	18974-TM1034
United States	POWERTELNET	2,128,182	01/13/98	18974-TM1043
United States	HUNTER	2,182,045	08/18/98	18974-TM1054
United States	SECURECAST	2,189,024	09/15/98	18974-TM1056
United States	PC MEDIC 97	2,180,232	08/11/98	18974-TM1057
United States	SUPPORTMAGIC	1,697,449	06/30/92	18974-TM1073
United States	MISCELLANEOUS DESIGN	1,698,872	07/07/92	18974-TM1097
United States	LEADING HELP DESK TECHNOLOGY	1,974,400	05/14/96	18974-TM1099
United States	M AND DESIGN	1,950,389	01/23/96	18974-TM1100
United States	M AND DESIGN	2,026,546	12/31/96	18974-TM1101

TRADEMARK
REEL: 1838 FRAME: 0366

Country/State	Mark	Registration No.	Registration Date	Locator No.
United States	MAGIC SOLUTIONS	1,974,568	05/21/96	18974-TM1103
United States	MAGICSPY	1,813,543	12/28/93	18974-TM1104
United States	MAGICTREE	1,707,866	08/18/92	18974-TM1105
United States	MAGIC UNIVERSITY	1,994,417	08/20/96	18974-TM1106
United States	MAGICWIN	1,765,688	04/20/93	18974-TM1107
United States	MONEYMAGIC	1,957,451	02/20/96	18974-TM1109
United States	REPORTMAGIC	1,695,884	06/23/92	18974-TM1110
United States	SALESMAGIC	1,997,928	09/03/96	18974-TM1111
United States	SERVICEMAGIC	1,695,883	06/23/92	18974-TM1113
United States	STATISTICAL INFORMATION RETRIEVAL (SIR)	1,952,553	01/30/96	18974-TM1115
United States	MAGICWORD	1,790,369	08/31/93	18974-TM1119
United States	MULTIMEDIA CLOAKING	2,000,452	09/10/96	18974-TM1123
United States	CLOAKING	1,849,698	08/09/94	18974-TM1124
United States	HEADROOM	1,550,003	08/01/89	18974-TM1125
United States	NETROOM	1,656,635	09/10/91	18974-TM1126
United States	DISCOVER AND DESIGN	1,781,156	07/13/93	18974-TM1127
United States	DISCOVER	1,883,340	03/14/95	18974-TM1128
United States	NET TOOLS	1,956,910	02/13/96	18974-TM1193
United States	WEBSTALKER	2,184,442	08/25/98	18974-TM1206
United States	FORCEFIELD	2,154,328	04/28/98	18974-TM1207

TRADEMARK
REEL: 1838 FRAME: 0367

Country/State	Mark	Registration No.	Registration Date	Locator No.
United States	BUILDING A WORLD OF TRUST	2,092,179	08/26/97	18974-TM1208
United States	BUILDING A WORLD OF TRUST	2,139,554	02/24/98	18974-TM1209
United States	TRUSTED MAIL	1,373,110	11/26/85	18974-TM1210
United States	TRUSTED MACH	1,819,411	02/01/94	18974-TM1211
United States	DATA SECURITY LETTER AND DESIGN	1,838,649	06/07/94	18974-TM1212
United States	TIS AND DESIGN	1,918,523	09/12/95	18974-TM1213
United States	RECOVERKEY	2,143,451	03/10/98	18974-TM1214
United States	GAUNTLET	1,997,399	08/27/96	18974-TM1215
United States	TMACH	1,801,440	10/26/93	18974-TM1216
United States	TMEG	1,999,794	09/10/96	18974-TM1217
United States	TIS	2,015,343	11/12/96	18974-TM1218
United States	NETSTALKER	2,135,237	02/10/98	18974-TM1219
United States	STALKER (STYLIZED)	1,842,305	06/28/94	18974-TM1220
United States	RECOVERKEY - INTERNATIONAL	2,143,597	03/10/98	18974-TM1221

Country/State	Mark	Application No.	Filing Date	Locator No.
United States	WEBSKAN	75/384322	11/04/97	18974-TM1003
United States	EZ SETUP	75/346137	08/25/97	18974-TM1030
United States	DISK MINDER	75/346104	08/25/97	18974-TM1032
United States	CLEANUP WIZARD	75/346136	08/25/97	18974-TM1033
United States	INSTANT UPDATE	75/393750	12/30/96	18974-TM1035
United States	WINGAUGE	75/345670	08/25/97	18974-TM1036
United States	TRASH GUARD	75/345662	08/25/97	18974-TM1037
United States	REGISTRY WIZARD	75/346139	08/25/97	18974-TM1040
United States	ZIP MANAGER	75/346138	08/25/97	18974-TM1042
United States	ENTERPRISE SECURECAST	75/267143	03/31/97	18974-TM1055
United States	REMOTE DESKTOP	75/218102	12/17/96	18974-TM1058
United States	EZ SQL	75/354746	09/10/97	18974-TM1091
United States	HELIX SOFTWARE CO. AND DESIGN	74/301200	08/03/92	18974-TM1122