

02-24-1999



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To the Honorable Commissioner of Patents

... original documents or copy thereof.

100970589

1. Name of conveying party (ies):

Helix Software Company, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- Other \_\_\_\_\_

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

3. Nature of conveyance:

8-17-98

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: December 24, 1997

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

Name: Networks Associates, 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 \_\_\_\_\_

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) 75/219663 75/219665  
75/227205 75/345662 75/345670 75/346104  
75/346136 75/346137 75/346138 75/346139  
75/393750

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: 11

7. Total fee (37 CFR 3.41) \$290.00

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

Name of Person Signing

*John Slafsky*  
Signature

8-17-98

Date

Total number of pages including cover sheet, attachments, and document: 4

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

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HELIX SOFTWARE COMPANY, INC.

INTO

NETWORKS ASSOCIATES, INC.

Networks Associates, Inc. a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 14th day of August, 1992, pursuant to the Delaware General Corporation Law.

SECOND: That this corporation owns all the outstanding shares of stock of Helix Software Company, Inc., a corporation incorporated on the 19th day of June, 1990, pursuant to the Georgia Business Corporations Code.

THIRD: Code Section 14-2-1104 of the Georgia Business Corporation Code authorizes the merger of an at least 90% owned Georgia subsidiary into its foreign parent corporation.

FOURTH: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the 23rd day of December, 1997, determined to and did merge into itself Helix Software Company, Inc.

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TRADEMARK  
REEL: 1859 FRAME: 0227

RESOLVED, that Networks Associates, Inc. merge, and it hereby does merge into itself Helix Software Company, Inc. and assumes all its obligations;

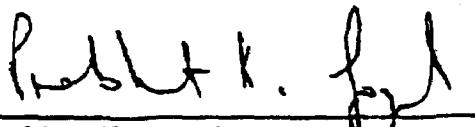
FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware and the Secretary of the State of Georgia; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger in the State of Delaware and Articles of Merger in the State of Georgia setting forth a copy of the resolutions to merge Helix Software Company, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the applicable Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect such merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended and terminated and abandoned by the Board of Directors of Networks Associates, Inc. at any time prior to the date of filing the merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, Networks Associates, Inc. has caused this Certificate to be signed by Prabhat K. Goyal, its Chief Financial Officer this 23 day of December, 1997.

NETWORKS ASSOCIATES, INC.

By:   
Prabhat K. Goyal  
Chief Financial Officer

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 OWNERSHIP, WHICH MERGES:

"HELIX SOFTWARE COMPANY, INC.", A GEORGIA CORPORATION, WITH AND INTO "NETWORKS ASSOCIATES, INC." UNDER THE NAME OF "NETWORKS ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 1:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 8836688

DATE: 12-29-97

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971447735

TRADEMARK  
REEL: 1859 FRAME: 0229

**DECLARATION IN SUPPORT OF SPECIMENS AND DATE OF FIRST USE**

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application, document or any registration resulting therefrom, declares that he is properly authorized to execute this Declaration on behalf of Tucker-Rocky Corporation, Inc.; he believes Tucker-Rocky Corporation, Inc. to be the owner of the mark sought to be registered; that the specimens submitted herewith in the above-referenced Application were used in commerce at least as early as the filing date of the Application; that the mark was first used by Applicant on or in connection with the goods in Class 4 at least as early as September 1, 1995, was first used by Applicant in interstate commerce at least as early as September 1, 1995, and is now in use in such commerce; that the mark was first used by Applicant on or in connection with the goods in Class 7 at least as early as September 1, 1995, was first used by Applicant in interstate commerce as early as September 1, 1995, and is now in use in such commerce; that the mark was first used by Applicant on or in connection with the goods in Class 12 at least as early as September 1, 1995, was first used by Applicant in interstate commerce at least as early as September 1, 1995, and is in use in such commerce; and all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

TUCKER-ROCKY CORPORATION, INC.

By:   
Name: Michael P. Hutson  
Title: Treasurer

Date: Oct. 21, 1998

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 and the related applications should be directed to:

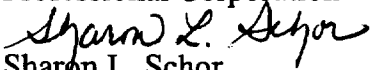
Andrew P. Bridges  
John L. Slafsky  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

Please note that when the applications for the above-listed marks were filed the original applicant mistakenly set forth that it was a New York corporation when, in fact, it was incorporated under the laws of the state of Georgia. Copies of Applicant's Request for Correction of State of Incorporation are being filed simultaneously with this Request for Recordation of Merger. Copies of the Requests for Correction are being enclosed for reference purposes only.

In addition, copies of Revocations of Power of Attorney and Appointment of New Attorney, filed simultaneously with this document, are enclosed for reference purposes only.

I would appreciate your acknowledging receipt of the attached Certificate of Ownership and Merger, Recordation Form Cover Sheet, filing fee, Requests for Correction of State of Incorporation and Revocations of Power of Attorney and Appointment of New Attorney 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.)