

10/21/02
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102258089

To the Honorable Commissioner of Pa

Attached original documents or copy thereof.

1. Name of conveying party(ies):

McAfee.com Corporation

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

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

3. Nature of conveyance:

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

Execution Date: September 13, 2002

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 assignee 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/413413 SPAMKILLER

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: Joseph G. Adams

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:.....1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-2415 Attn: 18974-TM1326

(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.

Joseph G. Adams

Name of Person Signing

Signature

10-14-02

Date

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

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

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

10/22/2002 JIALAH2 00000033 76413413

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TRADEMARK
REEL: 2603 FRAME: 0496

Delaware

PAGE 1

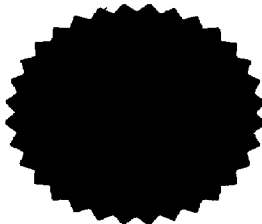
The First State

I, HARRIET SMITH WINDSOR, 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:

"MCAFFEE.COM CORPORATION", A DELAWARE 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 4 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2306741 8100M

AUTHENTICATION: 1983781

020573785

DATE: 09-16-02

TRADEMARK
REEL: 2603 FRAME: 0497

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
McAFEE.COM CORPORATION
INTO
NETWORKS ASSOCIATES, INC.**

**Pursuant to Section 253 of the
Delaware General Corporation Law**


Networks Associates, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify that:

1. McAfee.com Corporation, a Delaware corporation (the "Subsidiary"), was incorporated on December 23, 1998, pursuant to the DOCL and is existing thereunder.
2. The Corporation was incorporated on August 14, 1992, pursuant to the DGCL and is existing thereunder.
3. The Corporation owns of record approximately 96% of the outstanding shares of Class A Common Stock of the Subsidiary (the "Shares"), the Shares being the only stock of the Subsidiary outstanding.
4. By unanimous written consent dated as of September 13, 2002, the board of directors of the Corporation adopted the resolutions attached as Exhibit 1 hereto providing for the merger (the "Merger") of the Subsidiary with and into the Corporation, which resolutions have not been amended or rescinded and are in full force and effect.
5. The Corporation shall be the surviving corporation in the Merger and from and after the time of the Merger.
6. After the time of the Merger the Subsidiary shall no longer be a separate corporation.
7. This Certificate of Ownership and Merger shall be effective at 4:30 p.m. Eastern Time on September 13, 2002.

**IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and
Merger to be duly executed in its corporate name by its duly authorized officer.**

Dated: September 13, 2002

NETWORKS ASSOCIATES, INC.

By: 
Name: Stephen Richards
**Title: Chief Financial Officer and Chief
Operating Officer**

RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
NETWORKS ASSOCIATES, INC.

September 13, 2002

Merger of McAfee.com into Networks Associates

WHEREAS, the Board of Directors of Networks Associates, Inc. (the "Company") has determined that it is in the best interests of the Company and its stockholders to effect a recombination of McAfee.com Corporation ("McAfee.com") with the Company by way of an offer to exchange (the "Exchange Offer") 0.675 of a share of common stock, per value \$.01 per share, of the Company (the "Parent Shares") plus \$8.00 in cash, without interest, for each of the outstanding shares of Class A Common Stock, per value \$0.01 per share, of McAfee.com (the "McAfee.com Shares"), all on terms and conditions as substantially set forth in the Company's prospectus previously filed with the Securities and Exchange Commission (the "SEC") in connection with the Exchange Offer;

WHEREAS, the Board of Directors of the Company has determined that following completion of the Exchange Offer, McAfee.com will be merged with and into the Company (the "Merger"), whereby the remaining holders of McAfee.com Shares shall receive Parent Shares plus cash, without interest, in exchange for their McAfee.com Shares at the same offer consideration as was offered to holders of McAfee.com Shares in the Exchange Offer;

WHEREAS, for purposes of Section 16(b) ("Section 16(b)") of the Securities Exchange Act of 1934 ("Exchange Act"), the persons listed on Exhibit A hereto ("Section 16 Holders") could otherwise be deemed to be making an "acquisition" of the Parent Shares to be exchanged for the McAfee.com Shares held by such Section 16 Holders, plus cash, upon consummation of the Merger;

WHEREAS, such Section 16 Holders also hold options to acquire McAfee.com Shares which are derivative securities for purposes of Section 16 of the Exchange Act ("McAfee.com Stock Options") which upon consummation of the Merger will be automatically exchanged for options to acquire Parent Shares ("Parent's Stock Options"), plus the right to receive cash, and such exchange could otherwise be treated as a disposition of the McAfee.com Stock Options for purposes of Section 16(b); and

WHEREAS, the Board of Directors of the Company has determined that such acquisitions should not be subject to Section 16(b) but should have the benefit of the exemption provided for in Rule 16b-3(e) pursuant to the Exchange Act;

NOW, THEREFORE, IT IS:

RESOLVED, that as soon as practicable after the consummation of the Exchange Offer, pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the

Company shall cause McAfee.com to be merged with and into the Company, whereupon the separate existence of McAfee.com shall cease, and the Company shall be the surviving corporation (the "Surviving Corporation");

RESOLVED, that the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED, that the Merger shall become effective at the effective time specified in the Certificates of Ownership and Merger (the "Effective Time");

RESOLVED, that at the Effective Time, subject to appraisal rights under Delaware law, each McAfee.com Share outstanding immediately prior to the Effective Time (other than any McAfee.com Shares held by the Company) shall be converted into the right to receive a number of Parent Shares plus cash, without interest, equal to the offer consideration in the Exchange Offer;

RESOLVED, that from and after the Effective Time, McAfee.com shall no longer be a separate company;

RESOLVED, that the exchange of the number of McAfee.com Shares of and McAfee.com Stock Options held by each Section 16 Holder as indicated on Exhibit A hereto for Parent Shares and Parent Stock Options, respectively, plus cash, upon consummation of the Merger, allowing for adjustments for rounding and elimination of fractional shares, be and hereby is approved and such approval is expressly intended for the purpose of exempting such acquisitions under Rule 16b-3(e) pursuant to the Exchange Act.

Omnibus Resolutions

RESOLVED, that the officers of the Company are hereby authorized, directed and empowered to take all actions necessary or appropriate to effect the foregoing resolutions in the name of and on behalf of the Company, including the filing of any Certificates of Merger, or any other required documents with the Secretary of State of Delaware or any other state of incorporation of any constituent corporations to any of the above transactions.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized to execute, file and deliver, in the name of and on behalf of the Company and under its corporate seal or otherwise, such further agreements, documents and other instruments as any such officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions; and that the taking of any action or the execution of any instrument by an officer of the Company in connection with the foregoing resolutions shall be conclusive of his or her determination that the same was necessary to serve the best interests of the Company.

RESOLVED FURTHER, that all acts and deeds heretofore done by any director or officer of the Company intended to carry out the intent of the foregoing resolutions are hereby ratified and approved in all respects.

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