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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Network Intercept, Inc.

6-16-03

- Individual(s)
- General Partnership
- Corporation-State California
- 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: April 29, 2003

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

A. Trademark Application No.(s)

75/832061 ENTERCEPT

B. Trademark Registration No.(s)

- 2,201,010 CLICKNET
- 2,449,196 DESIGN (E)
- 2,717,942 ENTERCEPT
- 2,695,347 SECURESELECT

TRADEMARK SECTION
JUN 13 AM 7:54

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: 5

7. Total fee (37 CFR 3.41) \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-2415 Attn: 18974-900

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

06/17/2003 DBYRNE 00000079 2201010

DO NOT USE THIS SPACE

01 FC:0521 40.00 OP
02 FC:0522 100.00 OP

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

J.G.A.

Signature

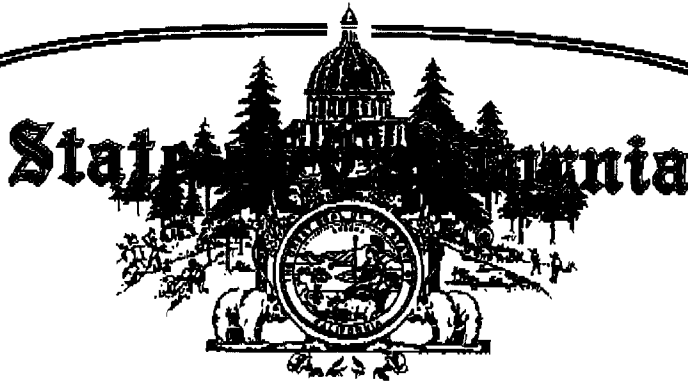
6-12-03

Date

Total number of pages including cover sheet, attachments, and document: 3

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

00708129



SECRETARY OF STATE

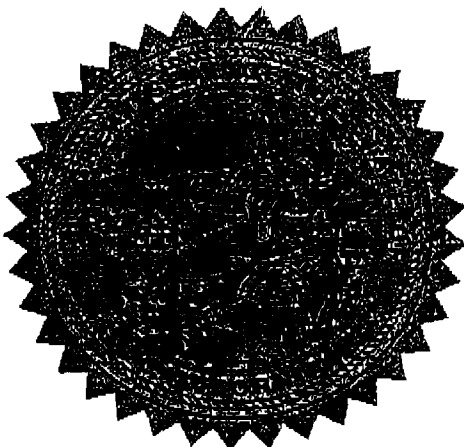
I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN - 6 2003

Kevin Shelley
Secretary of State



00708129

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN - 4 2003

KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF OWNERSHIP
MERGING**

NETWORK ENTERCEPT, INC.

INTO

NETWORKS ASSOCIATES, INC.

I, the undersigned, Kent Roberts, Executive Vice President and Secretary of Networks Associates, Inc. ("Networks"), do hereby certify:

1. That I am the Executive Vice President and Secretary of Networks.
2. That Networks is duly organized and existing under the laws of the State of Delaware, the provisions of which permit a merger in the manner provided by Section 1110 of the California Corporations Code.
3. That Networks owns 100% of the outstanding shares of Network Entercept, Inc. ("Entercept"), a corporation duly organized and existing under the laws of the State of California.
4. That the following resolution was duly adopted and approved by the Board of Directors of Networks:

RESOLVED, that, pursuant to Section 1110 of the California Corporations Code, Networks merge, and it hereby does merge into itself, Entercept, a direct wholly owned subsidiary of Networks, and assumes all of its obligations.

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Executed on May 30, 2003.



Kent Roberts
Executive Vice President and Secretary

