



## ASSIGNMENT OF INTELLECTUAL PROPERTY

This Assignment of Intellectual Property (this "Assignment") is effective as of October 18, 2004, from Foundstone, Inc., a company organized under the laws of Delaware, with its principal place of business at 27201 Puerta Real, Suite 400, Mission Viejo, California 92691 ("Company"), to Networks Associates Technology, Inc., a company organized under the laws of Delaware, with its principal place of business at 3965 Freedom Circle, Santa Clara, California 95054 ("NATI"), and a wholly owned subsidiary of McAfee, Inc., a company organized under the laws of Delaware, with its principal place of business at 3965 Freedom Circle, Santa Clara, California 95054 ("Parent").

WHEREAS, pursuant to the terms and conditions of the Merger Agreement, Company has agreed to assign and transfer to Parent, among other things, certain intellectual property;

WHEREAS, in order to further effect the assignment and transfer of such intellectual property, Parent has requested that Company execute and deliver to NATI this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Subject to the terms of the Merger Agreement, Company agrees to and hereby does assign, sell, transfer, grant and convey to NATI, its successors and assigns, all of Company's worldwide right, title and interest in and to the following:

(a) All the Company-Owned Intellectual Property, and all copies and tangible embodiments thereof in whatever form or medium, including but not limited to that Intellectual Property listed in Exhibit A hereto, and all rights to sue and recover damages for past, present and future infringement, dilution, misappropriation, violation, unlawful imitation or breach thereof.

2. Company authorizes and requests the United States Patent and Trademark Office and/or head of any foreign patent office to issue all patent registrations which may issue on any applications for any Patents, including but not limited to those listed in Exhibit A, to NATI, its successors and assigns, in accordance with this Assignment.

3. Company authorizes and requests the Registrar of Copyrights and/or head of any foreign Copyright Office to issue all copyright registrations which may issue on any applications for any Copyrights to NATI, its successors and assigns, in accordance with this Assignment.

4. Company authorizes and requests the United States Patent and Trademark Office and/or head of any foreign Trademark Office to issue all trademark/service mark registrations which may issue on any applications for any trademark/service marks, including but not limited

to those listed in Exhibit A, or any portion thereof to NATI, its successors and assigns, in accordance with this Assignment.

5. Promptly upon the request of NATI, Company shall execute such documents and perform such actions as may be necessary to perfect the assignment of rights contained in this Assignment.

6. Nothing herein shall affect, or be deemed to affect, the representations, warranties, covenants, and indemnities contained in the Merger Agreement.

IN WITNESS WHEREOF, Company has caused this instrument to be executed by its duly authorized corporate officer on this 18<sup>th</sup> day of October, 2004.

**Foundstone, Inc.**

By: 

Name: Kent H. Roberts

Title: President

**EXHIBIT A****Patent Applications**

<b>KMOB Case No.</b>	<b>Country</b>	<b>Title of Invention</b>	<b>Application No.</b>	<b>Filing Date</b>
FNDSTN.013A	US	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	10/050675	1/15/2002
FNDSTN.013VPC	WIPO	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	PCTUS02/01093	1/15/2002
FNDSTN.013VAU	Australia	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	2002245262 Australian national phase of PCTUS02/01093	1/15/2002 (Effective filing date based on PCT filing date)
FNDSTN.013VCA	Canada	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	2473444 Canadian national phase of PCTUS02/01093	1/15/2002 (Effective filing date based on PCT filing date)

<b>KMOB Case No.</b>	<b>Country</b>	<b>Title of Invention</b>	<b>Application No.</b>	<b>Filing Date</b>
FNDSTN.013VCN	China	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	Unknown Chinese national phase of PCTUS02/01093	1/15/2002 (Effective filing date based on PCT filing date)
FNDSTN.013VJP	Japan	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	2003-560745 Japanese national phase of PCTUS02/01093	1/15/2002 (Effective filing date based on PCT filing date)
FNDSTN.013VEP	Europe	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	Unknown European regional phase of PCTUS02/01093	1/15/2002 (Effective filing date based on PCT filing date)
FNDSTN.014PR	US	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	60/349193	1/15/2002

<b>KMOB Case No.</b>	<b>Country</b>	<b>Title of Invention</b>	<b>Application No.</b>	<b>Filing Date</b>
FNDSTN.025A	US	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	10/387221	3/10/2003
FNDSTN.026A	US	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	10/387358	3/10/2003
FNDSTN.028A	US	SYSTEM AND METHOD FOR NETWORK VULNERABILITY DETECTION AND REPORTING	10/387223	3/10/2003
FNDSTN.029A	US	SYSTEM AND METHODS FOR DETECTING NON-STANDARD ERROR MESSAGES PROVIDED BY A COMPUTER NETWORK SITE	10/387222	3/10/2003
FNDSTN.029C1	US	SYSTEMS AND METHODS FOR DETECTING NON-STANDARD ERROR MESSAGES PROVIDED BY A COMPUTER NETWORK SITE	10/728740	12/5/2003
FNDSTN.032A	US	SYSTEM AND METHOD FOR IDENTIFYING OPERATING SYSTEMS	10/821046	4/8/2004

<b>KMOB Case No.</b>	<b>Country</b>	<b>Title of Invention</b>	<b>Application No.</b>	<b>Filing Date</b>
FNDSTN.035A	US	SYSTEM AND METHOD OF MANAGING NETWORK SECURITY RISKS	10/813917	3/31/2004
FNDSTN.036A	US	SYSTEM AND METHOD OF NETWORK ENDPOINT SECURITY	[TBD]	[TBD]

**Federal Trademark Applications/Registrations**

MARK	CLIENT CODE	CLASS(ES)	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
FOUNDSTONE United States	001T	9, 41, 42	75/932,289 03/01/00	2,534,783 01/29/02	Registered
VISION United States	007T	9	78/044,946 01/25/01	2,613,542 08/27/02	Registered
FOUNDSECURE United States	010T	42	78/039,038 12/12/00	2,730,587 06/24/03	Registered
FOUNDSCAN United States	011T	42	78/032,308 10/25/00	2,710,120 04/22/03	Registered
FOUNDSCORE United States	012T	42	78/052,029 03/08/01	2,768,091 09/23/03	Registered
VULNTRAK United States	015T	9	78/109,198 02/15/02	2,787,572 11/25/03	Registered
ULTIMATE HACKING United States	018T	41	78/146,813 07/23/02	2,884,056 09/14/04	Registered



**Foreign Trademark Applications/Registrations**

MARK	CLIENT CODE	CLASS(ES)	APP. NO. APP. DATE	REG. NO. REG. DATE	STATUS
FOUNDSTONE European Community	N/A	9, 41, 42	2356921 08/28/01	2/13/03	Registered
FOUNDSCORE European Community	N/A	42	2356624 08/28/01	2/13/03	Registered
FOUNDSECURE European Community	N/A	9, 41, 42	2356533 08/28/01	2/13/03	Registered
FOUNDSCAN European Community	N/A	9, 41, 42	2356616 08/28/01	2/13/03	Registered
VULNTRAK European Community	015WEU	9	002808475 08/08/02	002808475 12/17/03	Registered
ULTIMATE HACKING European Community	017WEU	16, 41	3019387 01/23/03		Pending - Published