

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE	:	
COMMISSION,	:	
Plaintiff,	:	
v.	:	C-06-0009 (PJH)
McAFEE, INC. (f/k/a Network Associates, Inc.),	:	
Defendant.	:	

**[PROPOSED] ORDER APPROVING AMENDMENT OF THE DISTRIBUTION PLAN FOR A SECONDARY DISTRIBUTION FROM THE MCAFEE FAIR FUND**

The Court, having reviewed the Motion by the Distribution Agent to Amend the Distribution Plan for a Secondary Distribution from the McAfee Fair Fund, and for good cause shown,

IT IS HEREBY ORDERED:

The Distribution Plan is hereby amended and a secondary distribution from the McAfee Fair Fund is hereby approved consistent with the parameters set forth below.

1. The Distribution Plan provision which provides that, following the primary distribution from the McAfee Fair Fund, if “funds remain in the Fair Fund in addition to tax reserves, those funds shall be paid to the Commission for transfer to the United States Treasury” (Plan, ¶ 2.7), shall be deleted.

2. The Distribution Plan shall be amended as follows:

(a) To the extent that the Distribution Agent receives any requests to reissue payments from the primary distribution of the McAfee Fair Fund from Eligible Claimants after the entry of this Order, the Distribution Agent shall not honor such requests, but may exercise his discretion to honor any such request received prior to the entry of this Order;

(b) To the extent that any checks issued in the primary distribution of the McAfee Fair Fund remain uncashed after the entry of this Order, any such checks shall be voided;

(c) Following entry of this Order, the remaining balance of the CRIS shall be transferred to the Escrow Account for purposes of the secondary distribution of the McAfee Fair Fund, with the exception of a reserve for the reasonable costs of continued administration of the Fair Fund including reasonable fees and expenses of the Distribution Agent, Claims Administrator and Tax Administrator and any appropriate tax reserves;

(d) Following the transfer from the CRIS set forth in 2(c), the funds available in the McAfee Fair Fund shall be distributed on a *pro rata* basis to Eligible Claimants who successfully received a distribution in the primary distribution of funds from the Fair Fund and whose *pro rata* share in the secondary distribution would result in a payment equal to or in excess of a Minimum Distribution Amount of \$10.00;

(e) The checks issued in the secondary distribution of the McAfee Fair Fund shall bear a stale date of ninety (90) days after issuance and shall be voided thereafter;

(f) To the extent there remain undisbursed funds in the McAfee Fair Fund following the completion of the secondary distribution, such funds may be applied to any remaining reasonable costs of the administration of the Fair Fund and any remaining tax reserves, and then shall be transferred to the Securities and Exchange Commission to be transferred to the United States Treasury or the Commission's Investor Protection Fund; and

(g) All other provisions of the Distribution Plan consistent with the foregoing amendments shall remain in effect.

Dated: 12/21/10

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
IT IS SO ORDERED  
*Phyllis J. Hamilton*  
Judge Phyllis J. Hamilton  
UNITED STATES DISTRICT JUDGE