

Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET
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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):

Telecommunications Techniques Corporation

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

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

2. Name and address of receiving party(ies)

Name: TTC Reorg Corporation

Internal Address: Corporation Trust Center

Street Address: 1209 Orange Street

City: Wilmington State: DE Zip: 19801

- 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

3. Nature of conveyance:

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

Execution Date: May 15, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1650619

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stacy Lyons

Internal Address:

Arent Fox Kintner Plotkin & Kahn, PLLC

Street Address:

1050 Connecticut Avenue, NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

012300

(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.

Stacy Lyons
Name of Person Signing

Stacy Lyons
Signature

July 11, 2001
Date

Total number of pages including cover sheet, attachments, and document: 5

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

**AGREEMENT AND PLAN
OF
MERGER
OF
TTC REORG CORPORATION
AND
TELECOMMUNICATIONS TECHNIQUES CORPORATION**

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of May 15, 1998 by and between TTC Reorg Corporation, a Delaware corporation ("TTC Reorg" or the "Surviving Corporation"), and Telecommunications Techniques Corporation, a Maryland corporation (the "Disappearing Corporation").

WHEREAS, TTC Reorg is a corporation organized under and governed by the laws of the State of Delaware, and has its address at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle;

WHEREAS, the Disappearing Corporation is a corporation organized under and governed by the laws of the State of Maryland, and has its address at 20410 Observation Drive, Germantown, MD 20876;

WHEREAS, TTC Reorg and the Disappearing Corporation have determined that it is advisable and in the best interests of such corporations and their stockholders that the Disappearing Corporation merge with and into TTC Reorg upon the terms and conditions provided herein (the "Merger");

WHEREAS, pursuant to the laws of Delaware and Maryland, the boards of directors of TTC Reorg and of the Disappearing Corporation have adopted and recommended this Agreement, and the shareholders of the same have approved it;

WHEREAS, the shareholders of all of the outstanding stock of the Disappearing Corporation have consented to and approved the adoption of this Agreement;

WHEREAS, the Disappearing Corporation has only one class of stock outstanding; and

WHEREAS, Dynatech U.S.A., Inc. owns 100% of the outstanding common stock of the Disappearing Corporation.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be May 13, 1998 (the "Effective Date"). On the Effective Date, the Disappearing Corporation shall be merged with and into TTC Reorg and the separate existence of the Disappearing Corporation shall thereupon cease. TTC Reorg shall continue its corporate existence as the surviving corporation after the Effective Date.

2. Certificate of Incorporation. The Certificate of Incorporation of TTC Reorg, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Disappearing Corporation outstanding immediately prior to the Effective Date shall automatically be canceled, and no shares of the Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Disappearing Corporation, or otherwise to carry out the provisions of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed, and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.

6. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

TTC REORG CORPORATION
a Delaware corporation

By: John F. Reno
Name: John F. Reno
Title: President

TELECOMMUNICATIONS TECHNIQUES CORPORATION,
a Maryland corporation

By: John F. Reno
Name: John F. Reno
Title: President

Arent Fox **FACSIMILE TRANSMITTAL COVER SHEET**

FROM:
Stacy Lyons
Senior Legal Assistant
Tel: 202/857-6218
Fax: 202/857-6395

Date: July 11, 2001

No. of Pages: 6
(Including Cover Sheet)

PLEASE DELIVER TO:

Name

Fax No.

Verify No.

Attn: Assignment Division

703-306-5995

703-308-9723

Attorney Number: 1179 Client Number: 019450-00000

Hard Copy Sent: _____ Yes No

Comments:

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Arent Fox Kintner Plotkin & Kahn

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