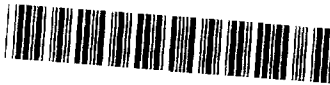


3/26/02

04-12-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARK 102052703

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

Tab settings

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

1. Name of conveying party(ies):
(See Rider 1: Names of Conveying Parties)

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 19, 2002

2. Name and address of receiving party(ies)
Clayton Dubilier & Rice Fund VI
 Name: Limited Partnership
 Internal Address: _____
 Street Address: 1403 Foulk Road, Suite 106
 City: Wilmington State: DE Zip: 19803

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Cayman Islands exempt limited partnership
 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

OFFICE OF PUBLISHING RECORDS
FINANCE SECTION
07 MAR 26 11 11 AM '02

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

A. Trademark Application No.(s)
(See attached Rider 4.A-List of Trademark Application Numbers)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
(See attached Rider 4.B.-List of Trademark Registration Numbers)

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

Name: Lesley Morisset
 Internal Address: Debevoise & Plimpton

 Street Address: 919 Third Avenue

 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 92

7. Total fee (37 CFR 3.41).....\$ 2,315

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Lesley Morisset Lesley Morisset 3/26/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 21

04/12/2002 TDIRAZI 00000017 76342631

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

01 FC:481 40.00 OP
 02 FC:482 2275.00 OP

TRADEMARK
 REEL: 002478 FRAME: 0942

Rider 1.: Names of Conveying Parties:

Acterna LLC - a limited liability company - Delaware

Airshow, Inc. - a corporation - Delaware

Applied Digital Access, Inc. - a corporation - Delaware

da Vinci Systems, Inc. - a corporation - Delaware

Itronix Corporation - a corporation - Delaware

Rider 4. A. – List of Trademark Application Numbers

From Acterna LLC:

THE KEEPERS OF COMMUNICATIONS	76/342,631
THE KEEPER OF COMMUNICATIONS	76/093,539
ACTERNA	76/342,630
ACTERNA	76/068,980
WAVETEK WANDEL GOLTERMANN	75/693,974
WAVETEK WANDEL GOLTERMANN	75/693,905
MISCELLANEOUS DESIGN	75/693,900
MISCELLANEOUS DESIGN	75/683,605
KEEPING NETWORKS AHEAD OF CHANGE	76/110,062
THE KEEPER	76/093,540
CERTINEON	76/068,979
NETOPTIMIZE	75/803,957
AIRALERT	75/534,735
TEST PAD	75/473,497

From Airshow, Inc.:

DIGITAL CABIN	75/894,797
AIRSHOWM@IL	76/023,329
AIRSHOW ENTERTAINER	76/134,056
AIRSHOW SmartScreen	76/134,059

From Itronix Corporation:

WE KNOW THE ROAD	75/764,618
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Rider 4. B. – List of Trademark Registration Numbers:

From Acterna LLC:

CENTEST	2,067,097
TTC TELECOMMUNICATIONS TECHNIQUES CORPORATION	1,459,008
TTC.COM	2,102,925
TTC	2,100,790
TTC	1,650,619
TTC	1,529,479
TTC	2,474,203
T-BERD	1,978,334
NETLENS	2,084,492
AUTOLOSS	2,002,466
MULTIPAT	1,778,717
FIBERSCAN	1,799,977
LANHAWK	1,695,248
LDA	1,630,662
FIREBERD	1,583,432
T-BERD	1,474,014
LP COM	1,375,620
SWEEPLESS SWEEP	1,474,012
ULTRAMIN	1,160,791
WAVETEK	806,928
DIGICHECK	2,390,170
[STYLE]	2,386,610
LANTEK	1,963,845
WAVETEK	972,829
STEALTHTRAK	2,385,069
PATHTRAK	2,329,081
LINKVIEW PRO	2,259,106

LINKVIEW	2,242,732
DOMINOSERVER	2,343,965
DOMINOPLUS	2,286,280
DOMINOGIGABIT	2,217,826
DOMINOWIZARD	2,109,837
ATMSIM	2,006,156
DOMINOFDDI	2,055,928
DOMINOATM	2,180,906
STBENCH	1,936,148
LANLINK	1,923,082
DA-30	1,898,674
DOMINOLAN	2,053,055
DOMINO	2,051,098
DOMINOWAN	2,051,097
RTBENCH	1,842,212
WG	1,790,173
INTERNETWORKING	1,742,552
WANDEL & GOLTERMANN	1,749,862
WG	1,771,149
VERSACON	1,254,406
DYNATECH	724,612
AIRAUDIT	2,340,082
UNIVERSAL FAD	2,308,194
INTERCEPTOR	1,888,232

From da Vinci Systems, Inc.:

2K	2,264,425
COLORIST TOOLBOX	2,327,751
RESOLVE	2,141,398

From Applied Digital Access, Inc.:

T3AS	2,254,873
ADA	2,164,140
APPLIED DIGITAL ACCESS	2,164,126
ADA. APPLIED DIGITAL ACCESS	2,286,023
ADA. APPLIED DIGITAL ACCESS	2,172,605
APPLIED DIGITAL ACCESS	1,909,850
T3AS	1,909,971

From Airshow, Inc.:

AIRSHOW	1,374,657
AIRTELL	1,754,469
GENESYS	2,032,914
AIRSHOW EXPLORER	2,225,134
AIRSHOW NETWORK	2,119,015
AIRSHOW TV	2,226,771

From Itronix Corporation:

TELETECH	1,538,062
ITRONIX	1,802,621
ITRONIX THE MOBILE WORKFORCE SYSTEMS COMPANY	1,847,252
TELETESTER	1,780,804
WE KNOW THE ROAD	2,345,749
WE KNOW THE ROAD	2,345,750

NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), dated as of March 19, 2002 is made by Acterna LLC, a Delaware limited liability company (the "Company") and certain subsidiaries of the Company party hereto (the Company and the subsidiaries collectively, the "Grantors"), in favor of Clayton, Dubilier & Rice Fund VI Limited Partnership, a Cayman Islands exempted limited partnership ("Fund VI") in connection with the Investment Agreement, dated as of December 27, 2001 (as amended, supplemented or otherwise modified from time to time, the "Investment Agreement"), among the Company, Acterna Corporation, a Delaware corporation (the "Parent") and Fund VI.

W I T N E S S E T H:

WHEREAS, pursuant to the Investment Agreement, Fund VI has agreed to purchase from the Parent and the Company, \$75,000,000 in aggregate principal amount of 12% Senior Secured Convertible Notes due December 31, 2007 of the Company (the "Initial Notes");

WHEREAS, in connection with the Investment Agreement, the Parent and the Grantors executed and delivered a Guarantee and Collateral Agreement, dated as of December 27, 2001, in favor of Fund VI (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, each of the Grantors granted to Fund VI a security interest in its Intellectual Property, including Trademarks; and

WHEREAS, each of the Grantors has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce Fund VI to purchase the Initial Notes under the Investment Agreement, each of the Grantors agrees, for the benefit of Fund VI, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Investment Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. This Agreement evidences and confirms the grant by each of the Grantors of a security interest in its Trademarks (including, without limitation, those items listed on Schedule A hereto) and all Proceeds and products thereof, to Fund VI to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by each of the Grantors for the purpose of recording the security interest granted pursuant to the

Guarantee and Collateral Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of Fund VI thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Each of the Grantors does hereby further acknowledge and affirm that the rights and remedies of Fund VI with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Investment Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.



ACTERNA

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ACTERNA LLC

By: [Signature]
Name: Mark Tremallo
Title: Corporate Vice President and General Counsel

AIRSHOW, INC.

By: [Signature]
Name: Mark Tremallo
Title: Corporate General Counsel and Assistant Secretary

APPLIED DIGITAL ACCESS, INC.

By: [Signature]
Name: Mark Tremallo
Title: Corporate General Counsel and Secretary

"Express Mail" mailing label No. EK84052466505

Date of Deposit March 26, 2002

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

DA VINCI SYSTEMS, INC.

By: [Signature]
Name: Mark Tremallo
Title: Corporate General Counsel and Secretary

Beth AKERS
(Typed or printed name of person mailing paper or fee)

Beth Akers
(Signature of person mailing paper or fee)

ITRONIX CORPORATION

By: [Signature]
Name: Mark Tremallo
Title: Corporate General Counsel and Assistant Secretary

CLAYTON, DUBILIER & RICE FUND VI
LIMITED PARTNERSHIP

By: CD&R Associates VI Limited Partnership,
its general partner

By: CD&R Investment Associates VI, Inc.,
its managing general partner

By: Kevin J. Conway
Name: Kevin J. Conway
Title:

"Express Mail" mailing label No. EK84052466505

Date of Deposit March 26, 2002

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Beth Akers
(Typed or printed name of person mailing paper or fee)

Beth Akers
(Signature of person mailing paper or fee)



ACTERNA

STATE OF MASSACHUSETTS)
) ss
COUNTY OF BURLINGTON)

On the 12th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate Vice President and General Counsel of Acterna LLC, a Delaware limited liability company; who, being duly sworn, did depose and say that he is the Corporate Vice President and General Counsel in such limited liability company, the limited liability company described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Managing Members of such limited liability company; and that he acknowledged said instrument to be the free act and deed of said limited liability company.

[Signature]
Notary Public

(PLACE STAMP AND SEAL ABOVE)

Express Mail mailing label No. EK 84052466505

Date of Deposit March 26, 2002

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Beth Akers
(Typed or printed name of person mailing paper or fee)

Beth Akers
(Signature of person mailing paper or fee)



ACTERNA

STATE OF MASSACHUSETTS)
) ss
COUNTY OF BURLINGTON)

On the 12th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate General Counsel and Assistant Secretary of Airshow, Inc., a Delaware corporation; who, being duly sworn, did depose and say that he is the Corporate General Counsel and Assistant Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.

Richard M. Zerella
Notary Public

(PLACE STAMP AND SEAL ABOVE)

"Express Mail" mailing label No. EK 840 524665 US

Date of Deposit March 26, 2002

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Beth AKUS
(Typed or printed name of person mailing paper or fee)

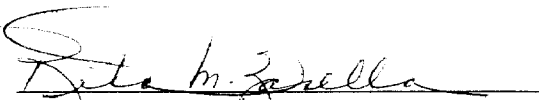
Beth Akus
(Signature of person mailing paper or fee)



ACTERNA

STATE OF MASSACHUSETTS)
) SS
COUNTY OF BURLINGTON)

On the 12th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate General Counsel and Secretary of Applied Digital Access, Inc., a Delaware corporation; who, being duly sworn, did depose and say that he is the Corporate General Counsel and Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

(PLACE STAMP AND SEAL ABOVE)

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Beth Akers
(Typed or printed name of person mailing paper or fee)

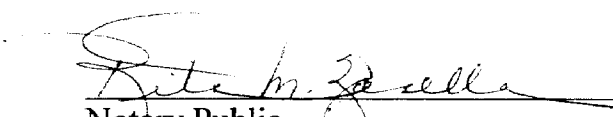
Beth Akers
(Signature of person mailing paper or fee)



ACTERNA

STATE OF MASSACHUSETTS)
) ss
COUNTY OF BURLINGTON)

On the 12th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate General Counsel and Secretary of da Vinci Systems, Inc., a Delaware corporation; who, being duly sworn, did depose and say that he is the Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

(PLACE STAMP AND SEAL ABOVE)

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Beth Akers
(Typed or printed name of person mailing paper or fee)

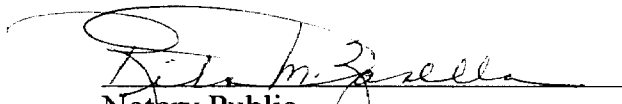
Beth Akers
(Signature of person mailing paper or fee)



ACTERNA

STATE OF MASSACHUSETTS)
) ss
COUNTY OF BURLINGTON)

On the 12th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate General Counsel and Assistant Secretary of Itronix Corporation, a Delaware corporation; who, being duly sworn, did depose and say that he is the Assistant Secretary in such corporation, the corporation described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

(PLACE STAMP AND SEAL ABOVE)

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Beth Akas
(Typed or printed name of person mailing paper or fee)

Beth Akas
(Signature of person mailing paper or fee)

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss

On the 19th day of March, 2002, before me personally came Mark Tremallo, who is personally known to me to be the Corporate Vice President and General Counsel of Acterna LLC, a Delaware limited liability company; who, being duly sworn, did depose and say that he is the Corporate Vice President and General Counsel in such limited liability company, the limited liability company described in and which executed the foregoing instrument; that he executed and delivered said instrument pursuant to authority given by the Managing Members of such limited liability company; and that he acknowledged said instrument to be the free act and deed of said limited liability company.

Noreen P. Denihan
Notary Public
NOREEN P. DENIHAN
Notary Public, State of New York
No. 4878570 - Nassau County
Term Expires 8-19-05

(PLACE STAMP AND SEAL ABOVE)

"Express Mail" mailing label No. EK84052466505
Date of Deposit March 26, 2002

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Beth Akers
(Typed or printed name of person mailing paper or fee)
Beth Akers
(Signature of person mailing paper or fee)