

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/20/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nextest Systems Corporation		03/20/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Nextest Systems Corporation
Street Address:	600 Riverpark Drive
Internal Address:	NR700-2-3
City:	North Reading
State/Country:	MASSACHUSETTS
Postal Code:	01864
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3026946	NEXTEST
Registration Number:	3040252	NEXTEST
Registration Number:	3087184	MAVERICK

**CORRESPONDENCE DATA**

Fax Number: (978)370-2290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 978-370-3936  
 Email: trademarks@teradyne.com  
 Correspondent Name: Michele Brown-Tosi  
 Address Line 1: 600 Riverpark Drive  
 Address Line 2: NR700-2-3  
 Address Line 4: North Reading, MASSACHUSETTS 01864

ATTORNEY DOCKET NUMBER:	NEXTEST MERGER TMS
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**CH \$90.00 3026946**

NAME OF SUBMITTER:	Jill Shedd
Signature:	/Jill Shedd #55610/
Date:	01/16/2009
<b>Total Attachments: 8</b> source=NextestCAtoDEMerger#page1.tif source=NextestCAtoDEMerger#page2.tif source=NextestCAtoDEMerger#page3.tif source=NextestCAtoDEMerger#page4.tif source=NextestCAtoDEMerger#page5.tif source=NextestCAtoDEMerger#page6.tif source=NextestCAtoDEMerger#page7.tif source=NextestCAtoDEMerger#page8.tif	

RECORDATION OF MERGER DOCUMENT

Nextest Systems Corporation (Nextest CA), a California corporation has been merged into Nextest Systems Corporation (Nextest DE), a corporation organized and existing under the laws of Delaware as of March 20, 2006. Thus, all listed trademarks listed as assigned or owned by Nextest CA are now lawfully assigned or owned by Nextest DE. The list of said trademarks is as follows:

Table with 3 columns: Mark, Registration Number, Registration Date. Rows include NEXTEST (3026946, 12/13/2005), NEXTEST (3040252, 01/10/2006), and MAVERICK (3087184, 05/02/2006).

Executed this 16th day of January, 2009.

Handwritten signature of Chester Cekala

Chester Cekala, Chief IP Counsel

State of Massachusetts )

County of Middlesex )

On this 16th day of January, 2009, before me, Chet Cekala (a notary public in and for said county), personally appeared Chet Cekala, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Handwritten signature of Michele T. Brown-Tosi

MICHELE T. BROWN-TOSI
Notary Public

My Commission Expires:



Commonwealth of Massachusetts
My Commission Expires
December 3, 2016

(Seal)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEXTTEST SYSTEMS CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "NEXTTEST SYSTEMS CORPORATION" UNDER THE NAME OF "NEXTTEST SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MARCH, A.D. 2006, AT 2:38 O'CLOCK P.M.

3783483 8100M

090036756

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7081660

DATE: 01-14-09

TRADEMARK  
REEL: 003920 FRAME: 0494

**CERTIFICATE OF MERGER**

**OF**

**NEXTEST SYSTEMS CORPORATION,  
a California corporation**

**INTO**

**NEXTEST SYSTEMS CORPORATION,  
a Delaware corporation**

**(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

Nextest Systems Corporation, a Delaware corporation, hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Nextest Systems Corporation, a Delaware corporation ("Nextest Delaware"); and
- (b) Nextest Systems Corporation, a California corporation ("Nextest California").

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Nextest California and by Nextest Delaware in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving corporation is Nextest Systems Corporation, a Delaware corporation, which will continue its existence as the surviving corporation under its present name upon the effective date of the merger.

(4) The certificate of incorporation of Nextest Delaware shall be the certificate of incorporation of the surviving corporation after the effectiveness of the merger.

(5) The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, Nextest Delaware, located at 1901 Monterey Road, San Jose, CA 95112.

(6) A copy of the Agreement of Merger will be furnished by Nextest Delaware, on request and without cost, to any shareholder of Nextest California or stockholder of Nextest Delaware.

(7) The authorized capital stock of Nextest California is 85,000,000 shares of Common Stock, no par value, and 15,000,000 shares of Preferred Stock, no par value.

(8) The effective date of this merger shall be March 20, 2006.

IN WITNESS WHEREOF, Nextest Delaware has caused this Certificate of Merger to be signed by Robin Adler, Chief Executive Officer, on the 26<sup>th</sup> of March, 2006.

NEXTEST SYSTEMS CORPORATION,  
a Delaware corporation

By: Robin Adler  
Robin Adler, Chief Executive Officer

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEXTTEST SYSTEMS CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 2006, AT 2:43 O'CLOCK P.M.



3783483 8100

090036756

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7081659

DATE: 01-14-09

TRADEMARK  
REEL: 003920 FRAME: 0498



**CERTIFICATE OF AMENDMENT**  
**OF THE**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**NEXTEST SYSTEMS CORPORATION**

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Nextest Systems Corporation, a Delaware corporation (the "Corporation"), hereby certifies as follows

1. The original Certificate of Incorporation was filed with the Secretary of State of Delaware on March 29, 2004.
2. An Amended and Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on March 15, 2006.
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment adds the following paragraph to the end of Article Fourth of this Corporation's Amended and Restated Certificate of Incorporation:

"Upon the filing of this Certificate of Amendment with the Delaware Secretary of State (the "Effective Date"), each two shares of the Common Stock of the Corporation issued and outstanding shall be reclassified and combined into one (1) share of Common Stock of the Corporation. There shall be no fractional shares issued. Stockholders who otherwise would be entitled to receive fractional shares shall be entitled to receive a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the price per share of the Common Stock in the initial public offering of the Common Stock; provided, however, that in the event that the initial public offering of the Common Stock does not occur within ten (10) business days after the Effective Date, the Board of Directors shall determine the fair market value of one share of Common Stock as of the Effective Date for purposes of such cash payment. The ownership of a fractional interest will not give the holder thereof any voting, dividend or other rights except to receive payment therefore as described herein."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the provisions of the Corporation's Amended and Restated Certificate of Incorporation and with Sections 242 and 228 of the General Corporation Law of the State of Delaware.

2006. This Certificate of Amendment is executed at San Jose, California, March 20,

NEXTEST SYSTEMS CORPORATION

By: Robin Adler  
Robin Adler,  
Chief Executive Officer