

TRADEMARK ASSIGNMENT

This Trademark Assignment effective as of March 31, 2003, by MTS Systems Corporation, a Minnesota corporation, having a principal business address at 14000 Technology Drive, Eden Prairie, Minnesota 55344-2290 ("Assignor"), in favor of Hitachi Medical Corporation, a corporation organized under the laws of Japan, having its principal place of business at 2-1 Shintoyofuta, Kashiwa-shi, Chiba, 277-0804 JAPAN ("Assignee").

Background

Assignor is the owner of the mark listed on the attached Schedule A (the "Mark"), the federal and state registrations and applications therefor, and the goodwill developed through the use of the Mark.

Assignee is desirous of acquiring all rights to the Mark, and the registration therefor.

This instrument is being executed and delivered pursuant to Section 3.2 of that certain Asset Purchase Agreement dated as of the date hereof by and between Assignor and Assignee.

Assignment

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged:

3. Assignor intending to be legally bound hereby, does hereby sell, assign, transfer and set over to Assignee, Assignor's entire right, title, interest in and to the Mark (including, without limitation, all rights to sue for and receive all damages accruing from past, present and future infringements of the Mark) and the registration therefor as identified on Schedule A, together with the goodwill of the transferred business assets in connection with the Mark (the "Business"), the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives. The Business, to which the Mark pertains, has been transferred contemporaneously herewith in a separate asset purchase agreement.

4. Assignor hereby agrees to execute and deliver any additional documents, at no cost to Assignor, that Assignee reasonably determines may be necessary, or that may be required under federal or international law, to give effect to and record Assignee's ownership of any intellectual property rights in the Mark. Assignor hereby authorizes and requests any official throughout the world whose duty it is to register and record ownership in intellectual property rights, including, without limitation, the Register of Trademarks of the United States, to record Assignee as the assignee and owner of any and all Assignor's rights in the Mark.

IN WITNESS WHEREOF, the undersigned officer of Assignor has caused this instrument to be duly executed and delivered as of the date first set forth above.

MTS SYSTEMS CORPORATION

By: 

Name: Sidney W. Emerg, Jr.

Title: Chairman & Chief Executive Officer

J-PIV1749294.2

SCHEDULE A

Trademarks and Service Marks:

Reg. #:

Performance Controls, Inc.®

U.S. 2,140,940