

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Teradyne, Inc.		11/14/2008	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	TX1-492-14-06, MAC
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202-3714
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	0876524	ZEHNTEL
Registration Number:	1121751	GENRAD
Registration Number:	2709152	TERADYNE
Registration Number:	3026945	VICTORY
Registration Number:	3073502	DELTASCAN
Registration Number:	3250770	ULTRA FLEX
Registration Number:	3255049	FLEX
Registration Number:	3509407	GRADE-X
Serial Number:	77078067	TERADYNE SELECT PARTNER
Serial Number:	77397887	BECAUSE TESTING MATTERS
Serial Number:	77414772	OPENFLEX
Serial Number:	77414780	OPENFLEX CERTIFIED
Serial Number:	77433515	NEPTUNE

OP \$490.00 0876524

Serial Number:	77552180	NEPTUNE
Serial Number:	77554751	
Serial Number:	77599971	IG-XL
Serial Number:	78598344	CLEARVUE
Serial Number:	78611608	XSTATION
Serial Number:	78955107	IVIEW

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.004470 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	12/03/2008

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 14, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TERADYNE, INC.,
a Massachusetts corporation

By: MA Bradley
Name: MA Bradley
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

TERADYNE, INC.
TRADEMARK NOTICE
NOVEMBER 2008

TRADEMARK
REEL: 003897 FRAME: 0571

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TERADYNE, INC.,
a Massachusetts corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Anthea Del Bianco
Name: Anthea Del Bianco
Title: Vice President

Schedule 1

Teradyne, Inc.
(Massachusetts Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ZEHNTTEL	0876524	9/9/69
GENRAD	1121751	7/10/79
TERADYNE	2709152	4/22/03
VICTORY	3026945	12/13/05
DELTASCAN	3073502	3/28/06
ULTRA FLEX	3250770	6/12/07
FLEX and Design	3255049	6/26/07
GRADE-X	3509407	9/30/08

Pending Applications

Mark	Application No.	Filing Date
TERADYNE SELECT PARTNER	77078067	1/8/07
BECAUSE TESTING MATTERS	77397887	2/15/08
OPENFLEX	77414772	3/6/08
OPENFLEX CERTIFIED	77414780	3/6/08
NEPTUNE	77433515	3/27/08
NEPTUNE and Design	77552180	8/21/08
Design Only	77554751	8/25/08
IG-XL	77599971	10/24/08
CLEARVUE	78598344	3/30/05
XSTATION	78611608	4/19/05
IVIEW	78955107	8/18/06