

11-19-2002



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

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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):

Applied Digital Access, Inc. (DE Corporation)

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

2. Name and address of receiving party(ies):

Name: **Morgan Guaranty Trust Company of New York, as Administrative Agent**

Internal Address: _____

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10260

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 8, 1999

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

08/773,654

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Robyn Rahbar, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to credit card

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Robyn Rahbar, Esq.
Name of Person Signing

Robyn Rahbar
Signature

11/18/02
Date

Total number of pages including cover sheet, attachments, and documents: 8

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Main documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

ASSUMPTION AGREEMENT, dated as of November 8, 1999, made by APPLIED DIGITAL ACCESS, INC., a Delaware corporation (the "Additional Granting Party"), in favor of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as administrative agent (in such capacity, the "Administrative Agent") for the banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement referred to below and the other Secured Parties (as defined below). All capitalized terms not defined herein shall have the meaning ascribed to them in the Guarantee and Collateral Agreement referred to below, or if not defined therein, in the Credit Agreement.

WITNESSETH:

WHEREAS, Dynatech Corporation, a Delaware corporation ("Dynatech"), Dynatech LLC (formerly known as Telecommunications Techniques Co., LLC), a Delaware limited liability company (the "Borrower"), the Lenders and the Administrative Agent are parties to a Credit Agreement, dated as of May 21, 1998 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, in connection with the Credit Agreement, Dynatech, the Borrower and certain of its Subsidiaries are, or are to become, parties to the Guarantee and Collateral Agreement, dated as of May 21, 1998 (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement") in favor of the Administrative Agent, for the ratable benefit of the Secured Parties (as defined in the Guarantee and Collateral Agreement);

WHEREAS, the Additional Grantor is a member of an affiliated group of companies that includes the Borrower and each other Granting Party to the Guarantee and Collateral Agreement; the proceeds of the extensions of credit under the Credit Agreement will be used in part to enable the Borrower to make valuable transfers to one or more of the other Granting Parties (including the Additional Grantor) in connection with the operation of their respective businesses; and the Borrower and the other Granting Parties (including the Additional Grantor) are engaged in related businesses, and each such Granting Party (including the Additional Grantor) will derive substantial direct and indirect benefit from the making of the extensions of credit under the Credit Agreement;

WHEREAS, the Credit Agreement requires the Additional Granting Party to become a party to the Guarantee and Collateral Agreement; and

WHEREAS, the Additional Granting Party has agreed to execute and deliver this Assumption Agreement in order to become a party to the Guarantee and Collateral Agreement;

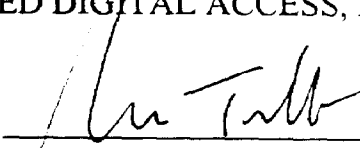
NOW, THEREFORE, IT IS AGREED:

1. Guarantee and Collateral Agreement. By executing and delivering this Assumption Agreement, the Additional Granting Party, as provided in Section 8.15 of the Guarantee and Collateral Agreement, hereby becomes a party to the Guarantee and Collateral Agreement as a Granting Party thereunder with the same force and effect as if originally named therein as a Guarantor and Grantor and, without limiting the generality of the foregoing, hereby expressly assumes all obligations and liabilities of a Guarantor and Grantor thereunder. The information set forth in Annex 1-A hereto is hereby added to the information set forth in Schedules 1, 3, 4, 5, 7 and 9 to the Guarantee and Collateral Agreement, and such Schedules are hereby amended and modified to include such information. The Additional Granting Party hereby represents and warrants that each of the representations and warranties of such Additional Grantor, in its capacities as a Guarantor and Grantor contained in Section 4 of the Guarantee and Collateral Agreement is true and correct in all material respects on and as the date hereof (after giving effect to this Assumption Agreement) as if made on and as of such date.

2. GOVERNING LAW. THIS ASSUMPTION AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO ITS PRINCIPLES OR RULES OF CONFLICT OF LAWS TO THE EXTENT SUCH PRINCIPLES OR RULES WOULD REQUIRE THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

IN WITNESS WHEREOF, the undersigned has caused this Assumption Agreement to be duly executed and delivered as of the date first above written.

APPLIED DIGITAL ACCESS, INC.

By: 
 Name: Mark V.B. Tremallo
 Title: Assistant Secretary

Acknowledged and Agreed to as of the date hereof by:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
 as Administrative Agent

By: 
 Name: COLLEEN B. GALLE
 Title: VICE PRESIDENT

Schedule 1

Notice Address of the Guarantor

Applied Digital Access, Inc.
9855 Scranton Road, San Diego, CA 92121

Schedule 3

Location of Jurisdiction of Organization
and Chief Executive Office or Sole Place of Business

<u>Entity</u>	<u>Jurisdiction of Organization</u>	<u>Chief Executive Office or Sole Place of Business</u>
Applied Digital Access, Inc.	Delaware	9855 Scranton Road, San Diego CA 92121

Schedule 4

Location of Inventory and Equipment

<u>Entity</u>	<u>Location of Inventory and Equipment</u>
Applied Digital Access, Inc.	9855 Scranton Road, San Diego, CA 92121

Schedule 7
Accounts

<u>Entity</u>	<u>Location of Records Concerning Accounts</u>
Applied Digital Access, Inc.	9855 Scranton Road, San Diego, CA 92121

Schedule 9
Filings

<u>Entity</u>	<u>Filing Locations</u>
Applied Digital Access, Inc.	Secretary of State of Delaware Secretary of State of California

SCHEDULE 5

PATENTS ISSUED

<u>TITLE</u>	<u>INVENTOR(S)</u>	<u>PATENT NO. AND ISSUE DATE</u>	<u>SERIAL NO. AND APPLICATION DATE</u>
Alarm Correlation System for a Telephone Network; System for Correlating Performance Monitoring/Testing Data of a Channel	Hartmann, Tyburski	5,495,470 02/27/96	93/157,899 11/23/93
Relative Synchronization System for a Telephone Network	Engdahl, Hartmann, Tyburski	5,500,853 03/19/96	93/157,900 11/23/93
Packetized Remote Test System for a Telephone Network	Bronte, Hartmann, Lever, Pope	5,553,056 09/03/96	94/330,214 10/24/94
Frame Synchronization in a Performance Monitoring and Test System	Cadieux, Hartmann	5,557,616 09/17/96	95/450,494 05/26/95
Adaptive DS-1 Frame Format Conversion Device for Remotely Monitoring and Testing the Performance of Telephone Circuits	Behr, Ellebracht, Hartmann, Hecker, Wissing, Wright, Young	5,566,161 10/15/96	94/372,819 12/23/94
Digital Signal comparison Circuit in a Performance Monitoring and Test System; in a Telephone Network	Cadieux, Hartmann, Pope	5,581,228 12/03/96	95/451,170 05/26/95
Protect Path Switching in a Performance Monitoring and Test System	Cadieux, Engdahl, Hartmann, Pope	5,602,828 02/11/97	95/451,686 05/26/95

Multichannel Alignment System and Method	Bronte, Hartmann, Lever, Pope	5,621,720 04/15/97	96/601,264 02/14/96
System and Method for Accessing Embedded Channels	Cadieux, Engdahl, Hartmann, Pope	5,623,480 04/22/97	95/451,676 05/26/95
Performance Monitoring and Test System for a Telephone Network	Cadieux, Engdahl, Hartmann, Pope	5,691,976 11/25/97	93/118,443 09/07/93
Facilities Data Link Handler in a Performance Monitoring and Test System	Hartmann, Pope	5,703,871 12/30/97	95/451,172 05/26/95
Method and Apparatus for Determining the Origin of an Alarm Indication Signal	Ellebracht, Hartmann, Hecker, Pope, Wright	5,757,776 05/26/98	96/720,567 09/30/96
Method and Apparatus for Adopting Performance Report Messages in a Telecommunications System	Ellebracht, Hartmann, Hecker, Pope, Wright	5,774,456 06/30/98	96/723,096 09/30/96
Method and Apparatus for Determining Origin of a Remote Alarm Indication Signal	Ellebracht, Hartmann, Hecker, Pope, Wright	5,790,531 08/04/98	96/723,097 09/30/96
Delay Adjustment Circuit in a Performance Monitoring and Test System	Cadieux, Hartmann, Pope	5,875,217 02/23/99	95/452,347 05/26/97
Performance Monitoring and Test System for a Telephone Network	Cadieux, Engdahl, Hartmann, Pope	5,956,324 09/21/99	97/960,775 10/30/97

PATENT APPLICATIONS PENDING

TITLE	INVENTOR(S)	SERIAL NO. AND APPLICATION DATE
Method and Apparatus for Analyzing Events in a Telecommunication System	Nelson, Hartmann, Tyburski	96/713,027
Method and Apparatus for Storing and Retrieving Performance Data Collected By a Network Interface Unit	Pope, Wright, Strich, Hartmann, Ellebracht, Ramsayer	96/723,654 09/773,654 12/24/96
Firewall Performance Monitoring and Limited Access System	Allred, Nelson, Milliman	08/721,184
System and Method of Analyzing Network Protocols	Gregson	09/27/96 08/188,923
		11/09/98

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