

EXHIBIT A
to
UCC Financing Statement

Debtor: Cadence Design Systems, Inc., a Delaware Corporation

Secured Party: Credit Lyonnais, a bank organized under the laws of the Republic of France, acting through its New York Branch, as Agent under the Revolving Credit Agreement dated as of April 11, 1996, among Cadence Design Systems, Inc., the financial institutions signatory thereto as Lenders and Credit Lyonnais

The collateral covered by this financing statement consists of all right, title and interest of Debtor in, to and under all of the following property, whether now owned or owing, or hereafter acquired or arising (including, but not limited to, under any trade names, styles or divisions thereof), and whether owned or consigned by or to or leased by or to Debtor, and regardless of where located:

1. The shares of stock Debtor's domestic subsidiaries other than the outstanding capital stock of Integrated Measurement Systems, Inc. held by Debtor on February 8, 1996, and 65% of the outstanding capital stock of Cadence Design Systems K.K., Cadence Design Systems Ltd., Valid Europe S.A., Cadence Design Systems S.A., Cadence Korea, Ltd., Cadence Design Systems (Canada), Cadence Design Systems A.B., Cadence Taiwan, Inc., Cadence Design Systems S.r.l. and Cadence Design Systems Hong Kong Asia (collectively, the "Pledged Shares");
2. All other shares of stock or equity securities of, or ownership interests in, any issuer of the Pledged Shares or any other person or entity, in each case whether or not represented by a certificated security or other instrument, except, as to Debtor, (i) the outstanding capital stock of Integrated Measurement Systems, Inc. held by Debtor on February 8, 1996, (ii) the outstanding capital stock of any of Debtor's foreign subsidiaries other than 65% of the outstanding capital stock of Cadence Design Systems K.K., Cadence Design Systems Ltd., Valid Europe S.A., Cadence Design Systems S.A., Cadence Korea, Ltd., Cadence Design Systems (Canada), Cadence Design Systems A.B., Cadence Taiwan, Inc., Cadence Design Systems S.r.l. and Cadence Design Systems Hong Kong Asia and any other present or future foreign subsidiaries of Debtor whose revenues shall equal or exceed 1% of the consolidated revenues of the Debtor and its subsidiaries, as measured during the most recent fiscal quarter and (iii) notes or other instruments evidencing loans and advances to employees of Debtor or any of its subsidiaries or any equity securities so long as the aggregate unrecovered initial cost of such notes, other instruments and equity securities does not exceed \$3,000,000;