

IXIA
Audit Committee
of the Board of Directors

Charter

(As Adopted by the Board of Directors
of the Company on February 21, 2007)

The Board of Directors of Ixia (the "Company") has adopted this Charter to govern the composition of its Audit Committee (the "Committee") and the scope of the Committee's authority, duties and responsibilities, and to set forth specific actions the Board of Directors expects the Committee to undertake to fulfill those duties and responsibilities.

I. Statement of Purpose

The Committee is appointed by the Board of Directors of Ixia (the "Board" or the "Board of Directors") to assist the Board in overseeing and monitoring (i) the integrity of the financial statements of the Company, (ii) the qualifications and independence and selection and appointment of the Company's independent registered public accounting firm (the "independent auditors"), (iii) the performance of the Company's internal audit function and independent auditors, (iv) the integrity of the Company's systems of internal accounting and financial controls and (v) the Company's compliance with legal and regulatory requirements. The policies and procedures of the Committee shall remain flexible in order to best react to changing conditions.

II. Composition of the Audit Committee

The Committee shall be comprised of at least three members of the Board of Directors, with the number of members to be determined from time to time by the Board. The members shall be designated by the Board of Directors.

Each member of the Committee shall, in the judgment of the Board of Directors, be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment and shall meet all independence and experience requirements set forth in the Marketplace Rules of The Nasdaq Stock Market, Inc. (the "Nasdaq Rules") and applicable law, including (i) being independent as defined under Rule 4200 of the Nasdaq Rules, (ii) meeting the criteria for independence set forth in Section 301 of the Sarbanes-Oxley Act of 2002 (the "Act"), (iii) not owning or controlling 20% or more of the Company's voting securities or such lower measurement as may be established by the Securities and Exchange Commission (the "SEC") in rulemaking under Section 301 of the Act, and (iv) being able to read and understand fundamental financial statements at the time of appointment to the Committee. In addition, at least one member of the Committee must be an "audit committee financial expert" as defined under the Act and the regulations promulgated thereunder.

No Committee member may accept any consulting, advisory or other compensatory fee from the Company other than for service as a member of the Board of Directors and its committees.

Unless the Board has previously designated a person to serve as the Chairperson of the Committee, the members of the Committee may designate a Chairperson by majority vote.

III. Meetings

The Committee shall meet at least four times annually or more frequently if circumstances dictate. One or more of these meetings shall include separate executive sessions with the Company's Chief Financial Officer, the Company's Corporate Controller and other members of the Company's executive management and the independent auditors. In addition, the Committee shall meet with the independent auditors and management to review the Company's quarterly financial results.

Members of the Committee and/or invited attendees may participate by conference telephone, as long as all members can hear one another, and such participation shall constitute presence at the meetings. A Secretary of the Meeting (generally corporate counsel or the Committee Chairman) shall be chosen at the start of each meeting. Minutes shall be reviewed and approved by the Committee and retained with the Company's corporate records by Secretary of the Company. Copies of the minutes shall be furnished to all Board members.

IV. Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including full access to the Company's employees and officers and internal or external advisors and consultants. If in the course of fulfilling its duties the Committee wishes to consult with outside legal, accounting or other advisors, the Committee may retain these advisors without seeking the Board's approval. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of (i) compensation to the independent auditors for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services, (ii) compensation to any independent counsel and advisors employed by the Committee and (iii) reimbursement for the Committee's administrative expenses.

V. Duties and Responsibilities of the Audit Committee

The duties and responsibilities of the Committee shall include the following:

1. Be directly responsible and have sole authority for the selection, appointment, compensation, retention and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.

2. Based on policies and procedures developed by the Committee, approve in advance all auditing services (which may include providing comfort letters in connection with securities underwritings) and non-audit services (other than those prohibited under Section 201 of the Act and the rules promulgated thereunder) to be provided by the independent auditors to the Company with such de minimis exceptions as are permitted under the Act and other applicable law. The Committee may delegate to one or more designated members of the Committee who are independent members of the Board the authority to grant such pre-approvals, provided that the decision of any member to whom authority is so delegated shall be presented to the full Committee at its next scheduled meeting. Without limiting the generality of the foregoing, the Committee shall review all tax services with respect to, among other things, their impact on the independence of the independent auditors.
3. Set clear policies for the Company's hiring of employees or former employees of the independent auditors.
4. Annually evaluate the independence of the Company's independent auditors, including whether the independent auditors' quality controls are adequate and whether the provision of non-audit services by such auditors is compatible with maintaining the auditors' independence and present the Committee's conclusions to the full Board on at least an annual basis. As part of such evaluation, the Committee shall:
 - a. receive the written disclosures and letter from the Company's independent auditors required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, as modified or supplemented, and discuss with the auditors any issues required to be discussed regarding their objectivity and independence;
 - b. confirm that the Company's independent auditors do not employ and allow to participate in the Company's audit in any capacity the Company's Chief Executive Officer, Controller, Chief Financial Officer or any person serving in an equivalent position for the Company for the one year period preceding the date of the initiation of the audit; and
 - c. assure regular rotation of the lead and concurring audit partners and that they have not performed audit services for the Company during such periods as are prescribed by Section 203 of the Act and the rules promulgated thereunder.
5. Annually evaluate the qualifications and performance of the Company's current independent auditors and, based on such evaluation and the evaluation of the auditors' independence, determine whether the current auditors should be reappointed or replaced and the selection of any replacement. As part of such evaluation, the Committee shall:
 - a. review and evaluate the lead partner of the independent auditors; and

- b. confirm that the independent auditors are registered with the Public Company Accounting Oversight Board.
6. Meet with the independent auditors and financial management of the Company in advance of the annual audit to review the proposed scope of the annual audit, the proposed scope of the quarterly reviews and the procedures to be followed in conducting the audit and the reviews, and the engagement letters(s) covering all services to be provided.
7. Review and discuss with the Company's independent auditors reports of
 - a. all critical accounting policies and practices to be used;
 - b. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Company's independent auditors; and
 - c. other material written communications between the Company's independent auditors and the management of the Company, such as
 - (i) any representation letter from management regarding their responsibilities and their review of the summary of aggregated differences, if any;
 - (ii) reports on observations and recommendations on accounting, auditing, internal controls, or operational matters;
 - (iii) schedules of unadjusted differences, including schedules of material adjustments and reclassifications proposed; and
 - (iv) a listing of adjustments and reclassifications not recorded, if any.
8. Review and discuss with the independent auditors any audit problems or difficulties the accountants may have encountered during the annual audit, including any restrictions placed on the scope of the audit, difficulties obtaining required information, significant areas of disagreement with management, areas where the planned scope of the audit was changed because of concerns or difficulties, significant audit adjustments and any other matters required to be discussed by Statement of Auditing Standards ("SAS") No. 61, as amended by SAS 90 and as further modified or supplemented.
9. Review and discuss with management, at least quarterly, significant issues, estimates, and judgments that may have a material impact on the Company's financial statements, internal controls, or may be a matter of public interest or exposure.
10. Review and discuss, prior to filing, with the Company's financial management and independent auditors, the financial statements contained in the Company's Annual

Report on Form 10-K and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Discuss any significant financial judgments made in connection with the preparation of such financial statements. Receive assurances from the Company's financial management that the financial statements proposed to be included in the Company's Annual Report contain no material misstatements. Receive assurances from the independent auditors that they have read the other information and considered whether such information, or the manner of its presentation, is materially consistent with information, or the manner of its presentation, appearing in the financial statements. If deemed appropriate, after consideration of the reviews and assurances, recommend to the Board that the financial statements be included in the Annual Report on Form 10-K.

11. Review and discuss, prior to filing, with the Company's financial management and independent auditors, the financial statements contained in the Company's Quarterly Reports on Form 10-Q and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Receive assurances from the Company's financial management that the financial statements included in the Company's reports do not contain any material misstatements and review the representation letter from management regarding their responsibilities and their review of the summary of aggregated differences, if any, for the quarter. Receive assurances that the auditors have performed a review of interim information in accordance with Statement on Auditing Standards No. 100 "Interim Financial Information" and that they are not aware of any material modification that should be made to the interim financial information for it to conform with Generally Accepted Accounting Principles.
12. Monitor the operation of the Company's Disclosure Committee by reviewing the minutes of the Committee's meetings held prior to filing the Company's reports on SEC Form's 10-K and 10-Q and inquiring about the adequacy of disclosures in the reports, including disclosures with respect to all related party transactions or other potential conflict of interests situations involving a principal shareholder, a member of the Board or senior management, or any off-balance sheet transactions.
13. Review with the Chief Executive Officer and the Chief Financial Officer the Company's disclosure controls and procedures and, at least quarterly, management's conclusions about the efficacy of such disclosure controls and procedures, including any deficiencies in or material non-compliance with such controls and procedures.
14. Discuss at least annually with the Company's independent auditors and financial management the adequacy and effectiveness of the Company's internal controls, including any significant changes in internal controls reported to the Committee by management and the status of corrective actions taken, or to be taken, to remediate all significant deficiencies and material weaknesses identified during the course of management's testing of internal controls over financial reporting and its quarterly evaluations of the effectiveness of the Company's disclosure and procedures. Review the management letters issued by the independent auditors and

management's response thereto. Periodically assess any action management has taken or progress it has made in addressing issues raised by the independent auditors.

15. Review and discuss with management, prior to release, the Company's earnings press releases (including the use of non-GAAP financial measures therein) as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's responsibility to discuss earnings releases as well as financial information and earnings guidance may be done generally – (i.e., discussions of the types of information to be disclosed and the type of presentation to be made).
16. Periodically discuss with management and the independent auditors the effect of regulatory and accounting developments and off-balance sheet structures on the Company's financial statements.
17. Review the responsibilities, budget and staffing of the Company's financial management and the quality of the Company's financial and accounting personnel.
18. Annually receive a report from the Chief Financial Officer on the adequacy of the Company's computerized information and accounting systems and related internal controls.
19. At least annually, receive a report from the Company's director of corporate income taxes regarding significant income tax matters, including accounting for uncertain tax positions and unrealized tax benefits and the status of governmental tax audits.
20. At least annually, receive a report from the Company's Chief Executive Officer and Chief Financial Officer reviewing the Company's policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and steps taken to monitor and control such exposures.
21. Annually review the Company's Business Ethics Policy and ensure that management has established a system to enforce such Policy.
22. Oversee compliance with the Company's Code of Ethics for Chief Executive Officer and Senior Financial Officers and report on such compliance to the Board.
23. Discuss at least annually with the Company's outside legal counsel or any general counsel the effectiveness of the Company's legal compliance programs, any legal matters that may have a material impact on the Company's financial statements and any material reports or inquiries received from regulators or government agencies.
24. Authorize and oversee investigations deemed appropriate into any matters within the Committee's scope of responsibility.
25. Prepare the report of the Committee or other disclosure required by the proxy rules of the SEC to be included in the Company's annual proxy statement. The Committee charter and/or any significant changes thereto will be disclosed at least once every three years in the Company's proxy statement.

26. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. In addition, ensure that all submissions by Company employees of concerns regarding questionable accounting or auditing matters are treated confidentially and anonymously.
27. Perform any other duties or responsibilities expressly delegated to the Committee by the Board.
28. Report actions of the Committee regularly to the Board with such recommendations as the Committee deems appropriate.
29. Annually review the sufficiency of this Charter and recommend any proposed changes to the Board for approval.
30. Annually review and evaluate the Committee's performance of its duties and responsibilities and report thereon to the Board.
31. Conduct executive sessions from time to time with such members of senior management and operations and financial personnel as may be requested by the Committee to be present.

VI. Committee Evaluation

The Board shall conduct an annual evaluation of the Committee.

VII. Limitation of the Committee's Role

The duties of the Committee are ones of oversight and supervision. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The fundamental responsibility for the Company's financial statements and disclosure rests with management. The responsibility for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements is that of the independent auditors. The Board recognizes that the Committee will rely on the advice and information it receives from the Company's management and independent auditors. The Board does, however, expect the Committee to exercise independent judgment in assessing the quality of the Company's financial reporting process and its internal controls. The Board also expects that the Committee will maintain free and open communications with the other directors, the Company's independent auditors and the financial management of the Company.

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