

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Raytheon Company		10/17/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Fairchild Semiconductor Corporation
Street Address:	82 Running Hill Road
City:	South Portland
State/Country:	MAINE
Postal Code:	04106
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76310293	POWEREDGE

CORRESPONDENCE DATA	
Fax Number:	(207)791-1350
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	wworden@pierceatwood.com
Correspondent Name:	William L. Worden, Esq.
Address Line 1:	One Monument Square
Address Line 4:	Portland, MAINE 04101-1110

ATTORNEY DOCKET NUMBER:	17732-4723
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NAME OF SUBMITTER:	William L. Worden, Esq.
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<p>Total Attachments: 7 source=w0194166#page1.tif source=w0194166#page2.tif source=w0194166#page3.tif source=w0194166#page4.tif source=w0194166#page5.tif source=w0194166#page6.tif</p>
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CH \$40.00 76310293

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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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):

Raytheon Company

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 10/17/2003

2. Name and address of receiving party(ies)

Name: Fairchild Semiconductor Corporation

Internal

Address: _____

Street Address: 82 Running Hill Road

City: South Portland State: ME Zip: 04106

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76-310,293

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: William L. Worden, Esq.

Internal Address: Pierce Atwood

Street Address: One Monument Square

City: Portland State: ME Zip: 04101-1110

6. Total number of applications and registrations involved: _____

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

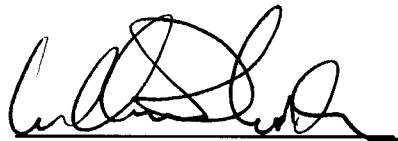
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DO NOT USE THIS SPACE

9. Signature.

William L. Worden, Esq.

Name of Person Signing



Signature

December 19, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF TRADEMARK

WHEREAS, Raytheon Company, a corporation organized and existing under the laws of the state of Delaware ("Seller"), is the owner of the Trademark identified on Exhibit A attached hereto; and

WHEREAS, Fairchild Semiconductor Corporation, a corporation organized and existing under the laws of the state of Delaware ("Buyer"), is desirous of acquiring said Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller does hereby assign, sell and transfer unto the Buyer all right, title and interest in and to the Trademark identified on Exhibit A, including without limitation, the right to apply for and secure registration or other statutory protection for the Trademark in the name of the Buyer, the right to apply for and obtain renewal of any registrations thereof, the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with any and all past, present or future infringements of the Trademark and the right to the goodwill of the business symbolized thereby. Notwithstanding anything herein to the contrary, this assignment is and shall remain subject to the terms and conditions of the consent agreement executed by the Seller and Powerwave Technologies Inc. having an effective date of September 15, 2003 and to the rights and licenses retained by or granted to Seller and affiliates of Seller pursuant to the Asset Purchase Agreement between Seller and Buyer having an effective date of September 12, 2003.

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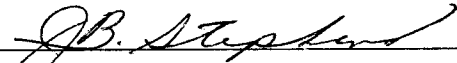
EXHIBIT A

United States Trademark:

Poweredge, Filing Date 09/07/2001, Serial No. 76/310,293

IN WITNESS WHEREOF, Seller and Buyer, by their duly authorized officers, have executed this assignment, as an instrument under seal as of this 17th day of October, 2003.

RAYTHEON COMPANY

By: 
Title: Sr. Vice President and General Counsel

FAIRCHILD SEMICONDUCTOR CORPORATION

By: _____
Title: _____

COMMONWEALTH OF MASSACHUSETTS)
) :SS Boston
COUNTY OF MIDDLESEX)

The foregoing instrument was acknowledged before me this 17th day of October, 2003 by Jay B Stephens of Raytheon Company as his act and deed, and the free act and deed of said corporation.



Notary Public
My commission Expires:

Brooke M. Bartleson
Notary Public
My Commission Expires
July 3, 2009

STATE OF MAINE)
) :SS
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of October, 2003 by _____ of Fairchild Semiconductor Corporation as his act and deed, and the free act and deed of said corporation.

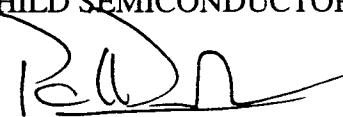
Notary Public
My commission Expires:

IN WITNESS WHEREOF, Seller and Buyer, by their duly authorized officers, have executed this assignment, as an instrument under seal as of this 17th day of October, 2003.

RAYTHEON COMPANY

By: _____
Title: _____

FAIRCHILD SEMICONDUCTOR CORPORATION

By:  _____
Title: V.P., General Counsel

COMMONWEALTH OF MASSACHUSETTS)
) :SS Boston
COUNTY OF MIDDLESEX)

The foregoing instrument was acknowledged before me this ____ day of October, 2003 by _____ of Raytheon Company as his act and deed, and the free act and deed of said corporation.

Notary Public
My commission Expires:

STATE OF MAINE)
) :SS
COUNTY OF Cumberland)

The foregoing instrument was acknowledged before me this 17th day of October, 2003 by Paul Delva of Fairchild Semiconductor Corporation as his act and deed, and the free act and deed of said corporation.

Diane L. Lovejoy
Notary Public
My commission Expires:

DIANE L. LOVEJOY
Notary Public, Maine
My Commission Expires August 12, 2010