

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HMS Investments, Inc.		01/30/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Herley Industries, Inc.		
<b>Street Address:</b>	3061 Industry Drive		
<b>City:</b>	Lancaster		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	17603		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2777402	HERLEY	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(215)635-7212		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-690-3830		
Email:	gtannenbaum@fsalaw.com		
Correspondent Name:	Gary Tannenbaum, Esq.		
Address Line 1:	1201 N. Orange Street		
Address Line 2:	Suite 728		
Address Line 4:	Wilmington, DELAWARE 19801		
ATTORNEY DOCKET NUMBER:	7634.00100		
NAME OF SUBMITTER:	Gary Tannenbaum		
Signature:	/gary tannenbaum/		
Date:	02/09/2011		

OP \$40.00 2777402

Total Attachments: 2

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## TRADEMARK ASSIGNMENT

This Assignment is made effective this January 30, 2011, by HMS Investments, Inc., a Delaware corporation, having its sole office address at 103 Foulk Road, Wilmington, Suite 200, Wilmington, Delaware 19803, in favor of Herley Industries, Inc., a Delaware corporation, having its principal place of business at 3061 Industry Drive, Lancaster, Pennsylvania 17603.

WHEREAS HMS Investments, Inc. has adopted and used, and, through a related party license agreement, continues to use the HERLEY AND DESIGN mark, which is registered with the US Patent and Trademark Office under registration number 2777402 (hereinafter referred to as the "Trademark").

WHEREAS: HMS Investments and Herley Industries, Inc. have entered into a **Plan of Merger and Complete Liquidation** pursuant to which HMS Investments will be merged with and into Herley Industries, Inc., and all of the assets and liabilities of HMS Investments, including the Trademark, shall be assigned to Herley Industries, Inc., and the separate corporate existence of HMS Investments shall cease (hereinafter, the "Merger").

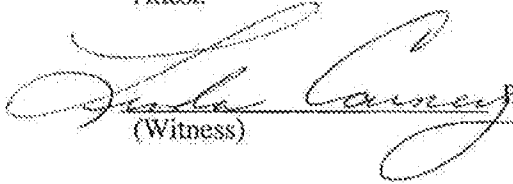
AND WHEREAS: it is desired that the assignment of said Trademark contemplated by the **Plan of Merger and Complete Liquidation** be made of record in the United States Patent and Trademark Office.

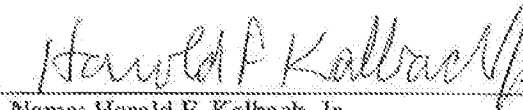
NOW, THEREFORE, pursuant to the **Plan of Merger and Complete Liquidation**, and for good and valuable consideration, receipt of which is hereby acknowledged, HMS Investments, Inc. does hereby assign and transfer unto said Herley Industries, Inc., and for Herley Industries, Inc.'s successors and assigns, all right, title and interest in and to said Trademark, together with the goodwill of the business symbolized by said Trademark, and the registration thereof; and for aforesaid considerations HMS Investments, Inc. hereby covenants, agrees and undertakes to execute whenever requested by Herley Industries, Inc., all applications, assignments, lawful oaths and any other documents that Herley Industries, Inc. may reasonably deem necessary or desirable for securing to Herley Industries, Inc., or for maintaining for Herley Industries, Inc., the Trademark hereby assigned or agreed to be assigned; all without further compensation to HMS Investments, Inc.

IN WITNESS WHEREOF, HMS Investments, Inc. and Herley Industries, Inc. have each caused this Assignment to be executed by a duly authorized officer as of January 30, 2011.

Attest:

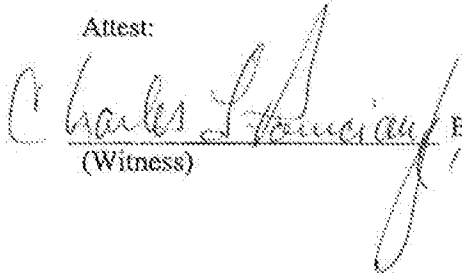
HMS INVESTMENTS, INC.

  
BY: \_\_\_\_\_  
(Witness)

  
Name: Harold F. Kalbach, Jr.  
Title: Vice President

Attest:

HERLEY INDUSTRIES, INC.

  
BY: \_\_\_\_\_  
(Witness)

  
Name: Anello C. Garefino  
Title: Vice President Finance & CFO