

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Powerwave Technologies, Inc.		09/11/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	P-Wave Holdings, LLC
Street Address:	10877 Wilshire Boulevard, 18th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90024
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2595659	P
Registration Number:	3386311	P
Registration Number:	1782480	ALLGON
Registration Number:	2131938	POWERWAVE
Registration Number:	2483000	POWERWAVE
Registration Number:	3386310	POWERWAVE
Registration Number:	2131941	POWERWAVE TECHNOLOGIES
Registration Number:	2483001	POWERWAVE TECHNOLOGIES
Registration Number:	3392898	POWERWAVE TECHNOLOGIES
Registration Number:	3064008	TAP-IN
Serial Number:	85267555	INSIDE OUT SOLUTIONS

CORRESPONDENCE DATA

Fax Number: 6502130260

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

CH \$290.00 2595659

via US Mail.

Phone: (650) 812-1300
Email: patrademarks@manatt.com
Correspondent Name: Gail I. Nevius Abbas, Esq.
Address Line 1: 1841 Page Mill Rd., Suite 200
Address Line 2: Manatt, Phelps & Phillips, LLP
Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	44479-040(3131)POWERWAVE
NAME OF SUBMITTER:	Patricia Picou Green, Paralegal
Signature:	/Patricia Picou Green/
Date:	09/11/2012

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of September 11, 2012, by POWERWAVE TECHNOLOGIES, INC., a Delaware corporation (as "Pledgor"), in favor of P-WAVE HOLDINGS, LLC, in its capacity as agent pursuant to the Credit Agreement (in such capacity, the "Agent").

WITNESSETH:

WHEREAS, Pledgor is party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Agent pursuant to which Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, Pledgor hereby agrees with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Pledgor hereby pledges and grants to the Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of Pledgor:

- (a) Trademarks of Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security

Agreement.


SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

POWERWAVE TECHNOLOGIES, INC.

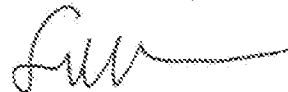
By: 
Name: Kevin T. Michaels
Title: Chief Financial Officer

Accepted and Agreed:

"AGENT"

P-WAVE HOLDINGS, LLC



By:



Steven G. Eisner
Vice President

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS

MARK	Class/Goods	App. No. App. Date	Reg. No. Reg. Date
	9-Power amplifiers; racks, combiners and cabinets for power amplifiers.	76/138204 09/29/00	2,595,659 07/16/02
	6- Antenna brackets made of metal 9- Antennas; Tower mounted antennas; Tilting modules for antennas; Converters; Master control units for antennas; Electrical power distribution units; Current injectors for antenna and base station systems; Filters for antenna systems; Base stations comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Radio frequency power amplifiers for use in wireless communications; Base station conditioners for base station systems; Integrated radios; Digital radio heads; Base station filters and microwave filters for base station systems; Radio frequency couplers; Combiners for base station systems that compress noise and signals; Diplexers, namely, diplex filters for antenna systems; Triplexes, namely, filters for antenna systems; Boosters for antenna systems and base station systems; Repeaters for antenna systems and base station systems; Repeater networks for wireless communications; Wireband radio heads; Distributed antenna systems comprised of optical and radio frequency conversion modules, repeaters, wide band radioheads, antennas, and amplifiers; Base station sub-systems comprising of filters, couplers, and radio frequency power amplifiers for use in wireless communications; Cabinets and frames for radio frequency power amplifiers for use in wireless communications; Microwave radio links; Antenna line devices, namely, antennas, tower mounted amplifiers, tilting modules, converters, master control units, couplers, diplexers, and triplexers; Wireless IP and voice transmission systems comprised of antenna systems, namely, an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers, and base station systems, namely, boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Computer software for use in controlling, operating, managing, or maintaining wireless communications systems or wireless infrastructure equipment; Antenna systems, namely, an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers; Base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless coverage systems, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers, and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless data communication devices, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency	78/617538 04/26/05	3386311 02/19/08

MARK	Class/Goods	App. No App. Date	Reg. No. Reg. Date
	<p>power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless Infrastructure systems, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless communications devices, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners</p> <p>37- Installation and maintenance of antenna systems and base station systems</p> <p>42- Design, development, and technical support of end-to-end wireless infrastructure systems and wireless communication systems, namely, antenna systems and base station systems</p>		
ALLGON	9-Cellular radio base station antennas; multicolor receivers, power monitoring units, and land mobile radio base station antennas.	74/284259 06/11/92	1782480 07/20/93
POWERWAVE	9-Radio frequency power amplifiers	75/143289 08/01/96	2131938 01/27/98
POWERWAVE	9-Racks, combiners, and cabinets for radio frequency power amplifiers for use in wireless communications.	75/611598 12/23/98	2483000 08/28/01
POWERWAVE	<p>6-Antenna brackets made of metal</p> <p>9- Antennas; Tower mounted antennas; Tilting modules for antennas; Converters; Master control units for antennas; Electrical power distribution units; Current injectors for antenna and base station systems; Filters for antenna systems; Base stations comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Radio frequency power amplifiers for use in wireless communications; Base station conditioners for base station systems; Integrated radios; Digital radio heads; Basestation filters and microwave filters for base station systems; Radio frequency couplers; Combiners for base station systems that compress noise and signals; Diplexers, namely, diplex filters for antenna systems; Triplexes, namely, filters for antenna systems; Boosters for antenna systems and base station systems; Repeaters for antenna systems and base station systems; Repeater networks for wireless communications; Wireband radio heads; Distributed antenna systems comprised of optical and radio frequency conversion modules, repeaters, wide band radio heads, antennas, and amplifiers; Base station sub-systems comprising of filters, couplers, and radio frequency power amplifiers for use in wireless communications; Cabinets and frames for radio frequency power amplifiers for use in wireless communications; Microwave radio links; Antenna line devices, namely, antennas, tower mounted amplifiers, tilting modules, converters, master control units, couplers, diplexers, and triplexers; Wireless IP and voice transmission systems comprised of antenna systems, namely, an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers, and base station systems, namely, boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Computer software for use in controlling, operating, managing, or maintaining wireless communications systems or wireless infrastructure equipment; Antenna systems, namely, an antenna, tower mounted amplifier, tilting</p>	78/617536 04/26/05	3386310 02/19/08

MARK	Class/Goods	App. No App. Date	Reg. No. Reg. Date
	<p>modules, converters, a master control unit, couplers, diplexers, and triplexers; Base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless coverage systems, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers, and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters power transceivers, current injectors and combiners; Wireless data communication devices, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless Infrastructure systems, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners; Wireless communications devices, namely, antenna systems comprised of an antenna, tower mounted amplifier, tilting modules, converters, a master control unit, couplers, diplexers, and triplexers and base station systems comprised of boosters, radio frequency power amplifiers for use in wireless communications, filters, power transceivers, current injectors and combiners</p> <p>37- Installation and maintenance of antenna systems and base station systems</p> <p>42- Design, development, and technical support of end-to-end wireless infrastructure systems and wireless communication systems, namely, antenna systems and base station systems</p>		
POWERWAVE TECHNOLOGIES	9-Radio frequency power amplifiers.	75/143533 08/01/96	2131941 01/27/98
POWERWAVE TECHNOLOGIES	9-Racks, combiners, and cabinets for radio frequency power amplifiers for use in wireless communications.	75/611599 12/23/98	2483001 08/28/01
POWERWAVE TECHNOLOGIES	<p>9-Antennas; Tower Mounted Antennas; Antenna Brackets; Tilting modules; Converters; Master Control Units; Power Distribution Units; Current Injectors; Filters for Antenna Systems; Base Stations; Power Amplifiers for wireless communication systems; Base Station Conditioners; Integrated Radios; Digital Radio Heads; Base Station Filters; Microwave Filters; Couplers; Combiners; Diplexers; Triplexers; Boosters; Repeaters; Repeater networks; Wireband Radio Heads; distributed antenna systems; Base Station Sub-systems comprising filters, couplers, and power amplifiers; Cabinets and frames for power amplifiers; Microwave Radio Links; Antenna Line Devices; Wireless IP and voice transmission systems; computer software for use in controlling, operating, managing, or maintaining wireless communications systems or wireless infrastructure equipment; antenna systems; base station systems; wireless coverage systems; wireless data communications devices; wireless infrastructure equipment; wireless communications devices</p> <p>42- Design, development, production, delivery, installation, support, deployment, operation and maintenance of end-to-end wireless infrastructure systems and wireless communication systems.</p>	78/617540 04/26/05	3392898 03/04/08
TAP-IN	9-Telecommunications products, namely, computer hardware and software which extends cellular signals beyond normal ranges.	76/261630 05/23/01	3064008 02/28/06

REGISTERED TRADEMARK APPLICATIONS

MARK	Class/Goods	App. No App. Date	Reg. No. Reg. Date
INSIDE OUT SOLUTIONS	9- Antennas, tower mounted antennas, antenna brackets, filters for antenna systems, telecommunications base station equipment for cellular and fixed networking and communications applications; power amplifiers, conditioners for telecommunications base station equipment, broadband radios, mobile radios and internet radios, radio transmitters, filters for telecommunications base station equipment, antenna filters, electronic combiners for connecting antennas and receivers, repeaters for radio stations, antennas for radio; antennas for wireless communications apparatus for voice transmission; computer software for use in controlling, operating and managing wireless communications systems	85/267555 03/15/11	

URLs

www.powerwave.com

Common Law (Unregistered) Marks

Connecting the Wireless World™

Inside Out Solutions™ -- Borrower has an application pending for this mark, which has been allowed.

Intellimast™

InView Management System™

LinkNet™

MicroFlex™

NetOne™

NetWay™

NetworkOne™

Nexus™

Performance Boost™

PowerBoost™

RapidFlex™

SubTerra™

VersaFlex™