

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HMS Investments, Inc.		01/30/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Herley Industries, Inc.		
Street Address:	3061 Industry Drive		
City:	Lancaster		
State/Country:	PENNSYLVANIA		
Postal Code:	17603		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2777402	HERLEY	
CORRESPONDENCE DATA			
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").

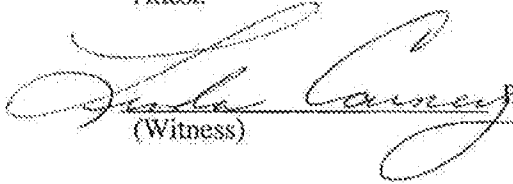
AND WHEREAS: it is desired that the assignment of said Trademark contemplated by the **Plan of Merger and Complete Liquidation** be made of record in the United States Patent and Trademark Office.

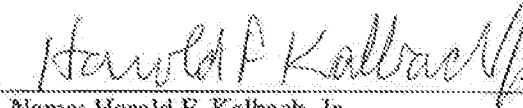
NOW, THEREFORE, pursuant to the **Plan of Merger and Complete Liquidation**, and for good and valuable consideration, receipt of which is hereby acknowledged, HMS Investments, Inc. does hereby assign and transfer unto said Herley Industries, Inc., and for Herley Industries, Inc.'s successors and assigns, 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:

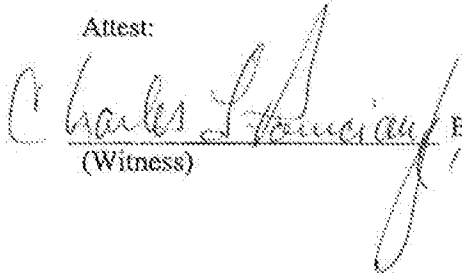
HMS INVESTMENTS, INC.


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