

AVIAT NETWORKS, INC.
Form 10-Q
February 10, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended December 27, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____

Commission File Number 001-33278

AVIAT NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5961564
(I.R.S. Employer
Identification No.)

5200 Great America Parkway
Santa Clara, California
(Address of principal executive offices)

95054
(Zip Code)

(408) 567-7000
(Registrant's telephone number, including area code)

No changes
(Former name, former address and former fiscal year, if changed since last report)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark: Report of Independent Registered Public Accounting Firm

F-2
Consolidated Statements of Assets and Liabilities as of June 30, 2014 and June 30, 2013

F-2
Consolidated Statements of Operations—For the Years Ended June 30, 2014, June 30, 2013 and June 30, 2012

F-4

Consolidated Statements of Changes in Net Assets—For the Years Ended June 30, 2014, June 30, 2013 and June 30, 2012

F-5

Consolidated Statements of Cash Flows—For the Years Ended June 30, 2014, June 30, 2013 and June 30, 2012

F-6

Consolidated Schedules of Investments as June 30, 2014 and June 30, 2013

F-7

Notes to Consolidated Financial Statements

F-42

(2) Exhibits

The agreements included or incorporated by reference as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of “materiality” that are different from “materiality” under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

Exhibit No.	Description
(a)(1)	Articles of Amendment and Restatement(1)
(b)(1)	Amended and Restated Bylaws(3)
(c)	Not Applicable
(d)(1)	Form of Share Certificate(2)
(d)(2)	Form of Indenture(12)
(d)(3)	Indenture dated as of December 21, 2010 relating to the 6.25% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(10)
(d)(3)(a)	Form of 6.25% Senior Convertible Note due 2015 (included as part of Exhibit (d)(3)(a))(10)

C-2

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(4)	Indenture dated as of February 18, 2011 relating to the 5.50% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(11)
(d)(4)(a)	Form of 5.50% Senior Convertible Note due 2016(8)
(d)(5)	Statement of Eligibility of U.S. Bank National Association on Form T-1(146)
(d)(6)	Intentionally deleted.
(d)(7)	Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(8)	First Supplemental Indenture dated as of March 1, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(15)
(d)(9)	Form of 7.00% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(8))(15)
(d)(10)	Second Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and between the Registrant and American Stock Transfer & Trust Company, LLC, as Trustee(16)
(d)(11)	Joinder Supplemental Indenture dated as of March 8, 2012, to the Indenture dated as of February 16, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Original Trustee, and U.S. Bank National Association, as Series Trustee(16)
(d)(12)	Form of 6.900% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(10))(16)
(d)(13)	Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee(17)
(d)(14)	Third Supplemental Indenture dated as of April 5, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(20)
(d)(15)	Form of 6.850% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(14))(20)
(d)(16)	Fourth Supplemental Indenture dated as of April 12, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(21)
(d)(17)	Form of 6.700% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(16))(21)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

- (d)(18) Indenture dated as of April 16, 2012 relating to the 5.375% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(22)
- (d)(19) Form of 5.375% Senior Convertible Note due 2017(23)

C-3

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(20)	Fifth Supplemental Indenture dated as of April 26, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(24)
(d)(21)	Form of 6.500% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(20))(24)
(d)(22)	Intentionally deleted.
(d)(23)	Intentionally deleted.
(d)(24)	Intentionally deleted.
(d)(25)	Intentionally deleted.
(d)(26)	Intentionally deleted.
(d)(27)	Intentionally deleted.
(d)(28)	Intentionally deleted.
(d)(29)	Intentionally deleted.
(d)(30)	Intentionally deleted.
(d)(31)	Intentionally deleted.
(d)(32)	Intentionally deleted.
(d)(33)	Intentionally deleted.
(d)(34)	Intentionally deleted.
(d)(35)	Intentionally deleted.
(d)(36)	Intentionally deleted.
(d)(37)	Intentionally deleted.
(d)(38)	Intentionally deleted.
(d)(39)	Intentionally deleted.
(d)(40)	Indenture dated as of August 14, 2012 relating to the 5.75% Senior Convertible Notes, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(37)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(41)	Form of 5.75% Senior Convertible Note due 2018(38)
(d)(42)	Intentionally deleted.
(d)(43)	Intentionally deleted.
(d)(44)	Intentionally deleted.
(d)(45)	Intentionally deleted.
(d)(46)	Intentionally deleted.
(d)(47)	Intentionally deleted.
(d)(48)	Intentionally deleted.
(d)(49)	Intentionally deleted.
(d)(50)	Intentionally deleted.
(d)(51)	Intentionally deleted.
(d)(52)	Nineteenth Supplemental Indenture dated as of September 27, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(48)
(d)(53)	Form of 5.850% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(52))(48)
(d)(54)	Twentieth Supplemental Indenture dated as of October 4, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(51)
(d)(55)	Form of 5.700% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(54))(51)
(d)(56)	Twenty-First Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)
(d)(57)	Form of 5.125% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(56))(54)
(d)(58)	Twenty-Second Supplemental Indenture dated as of November 23, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(54)

C-5

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(59)	Form of 6.625% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(58))(54)
(d)(60)	Twenty-Third Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(61)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(60))(55)
(d)(62)	Twenty-Fourth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(63)	Form of 5.750% Prospect Capital InterNote® due 2032 (included as part of Exhibit (d)(62))(55)
(d)(64)	Twenty-Fifth Supplemental Indenture dated as of November 29, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(55)
(d)(65)	Form of 6.500% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(64))(55)
(d)(66)	Twenty-Sixth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(67)	Form of 4.875% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(66))(56)
(d)(68)	Intentionally deleted.
(d)(69)	Intentionally deleted.
(d)(70)	Twenty-Eighth Supplemental Indenture dated as of December 6, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(56)
(d)(71)	Form of 6.375% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(70))(56)
(d)(72)	

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Twenty-Ninth Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)

C-6

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(73)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(72))(57)
(d)(74)	Intentionally deleted.
(d)(75)	Intentionally deleted.
(d)(76)	Thirty-First Supplemental Indenture dated as of December 13, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(57)
(d)(77)	Form of 6.250% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(76))(57)
(d)(78)	Thirty-Second Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(79)	Form of 4.625% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(78))(58)
(d)(80)	Intentionally deleted.
(d)(81)	Intentionally deleted.
(d)(82)	Thirty-Fourth Supplemental Indenture dated as of December 20, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(58)
(d)(83)	Form of 6.125% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(82))(58)
(d)(84)	Indenture dated as of December 21, 2012, by and between the Registrant and American Stock Transfer & Trust Company, as Trustee(59)
(d)(85)	Form of Global Note 5.875% Convertible Senior Note Due 2019 (included as part of Exhibit (d)(84))(59)
(d)(86)	Thirty-Fifth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(87)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(86))(61)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

(d)(88) Thirty-Sixth Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)

C-7

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(89)	Form of 5.000% Prospect Capital InterNote® due 2030 (included as part of Exhibit (d)(88))(61)
(d)(90)	Thirty-Seventh Supplemental Indenture dated as of December 28, 2012, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(61)
(d)(91)	Form of 6.000% Prospect Capital InterNote® due 2042 (included as part of Exhibit (d)(90))(61)
(d)(92)	Thirty-Eighth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(93)	Form of 4.375% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(92))(62)
(d)(94)	Thirty-Ninth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(95)	Form of 4.875% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(94))(62)
(d)(96)	Fortieth Supplemental Indenture dated as of January 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(62)
(d)(97)	Form of 5.875% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(96))(62)
(d)(98)	Forty-First Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(99)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(98))(63)
(d)(100)	Forty-Second Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)

(d)(101) Form of 4.750% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(100))(63)

C-8

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(102)	Forty-Third Supplemental Indenture dated as of January 10, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(63)
(d)(103)	Form of 5.750% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(102))(63)
(d)(104)	Forty-Fourth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(105)	Form of 4.125% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(104))(64)
(d)(106)	Forty-Fifth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(107)	Form of 4.625% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(106))(64)
(d)(108)	Forty-Sixth Supplemental Indenture dated as of January 17, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(64)
(d)(109)	Form of 5.625% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(108))(64)
(d)(110)	Forty-Seventh Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(111)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(110))(65)
(d)(112)	Forty-Eighth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
(d)(113)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(112))(65)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

- (d)(114) Forty-Ninth Supplemental Indenture dated as of January 25, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(65)
- (d)(115) Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(114))(65)

C-9

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(116)	Fiftieth Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(117)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(116))(66)
(d)(118)	Fifty-First Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(119)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(118))(66)
(d)(120)	Fifty-Second Supplemental Indenture dated as of January 31, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(66)
(d)(121)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(120))(66)
(d)(122)	Fifty-Third Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(123)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(122))(67)
(d)(124)	Fifty-Fourth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(125)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(124))(67)
(d)(126)	Fifty-Fifth Supplemental Indenture dated as of February 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(67)
(d)(127)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(126))(67)

(d)(128) Fifty-Sixth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)

C-10

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(129)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(128))(69)
(d)(130)	Fifty-Seventh Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(131)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(130))(69)
(d)(132)	Fifty-Eighth Supplemental Indenture dated as of February 22, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(69)
(d)(133)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(132))(69)
(d)(134)	Fifty-Ninth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(135)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(134))(70)
(d)(136)	Sixtieth Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(137)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(136))(70)
(d)(138)	Sixty-First Supplemental Indenture dated as of February 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(70)
(d)(139)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(138))(70)
(d)(140)	Sixty-Second Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

(d)(141) Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(140))(71)

(d)(142) Sixty-Third Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)

C-11

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(143)	Form of 4.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(142))(71)
(d)(144)	Sixty-Fourth Supplemental Indenture dated as of March 7, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(71)
(d)(145)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(144))(71)
(d)(146)	Sixty-Fifth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(147)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(146))(72)
(d)(148)	Sixty-Sixth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(149)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(148))(72)
(d)(150)	Sixty-Seventh Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(151)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(150))(72)
(d)(152)	Sixty-Eighth Supplemental Indenture dated as of March 14, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(72)
(d)(153)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(152))(72)
(d)(154)	Supplemental Indenture dated as of March 15, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the

Registrant and U.S. Bank National Association, as Trustee(73)

(d)(155) Form of Global Note 5.875% Senior Note due 2023(74)

C-12

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(156)	Sixty-Ninth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(157)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(156))(77)
(d)(158)	Seventieth Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(159)	Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(158))(77)
(d)(160)	Seventy-First Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(161)	Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(160))(77)
(d)(162)	Seventy-Second Supplemental Indenture dated as of March 21, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(77)
(d)(163)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(162))(77)
(d)(164)	Seventy-Third Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(165)	Form of 4.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(164))(78)
(d)(166)	Seventy-Fourth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(167)	

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Form of 4.125% to 6.000% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(166))(78)

(d)(168) Seventy-Fifth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)

(d)(169) Form of 5.500% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(168))(78)

C-13

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(170)	Seventy-Sixth Supplemental Indenture dated as of March 28, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(78)
(d)(171)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(170))(78)
(d)(172)	Seventy-Seventh Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(173)	Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(172))(79)
(d)(174)	Seventy-Eighth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(175)	Form of 4.625% to 6.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(174))(79)
(d)(176)	Seventy-Ninth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(177)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d))(176)(79)
(d)(178)	Eightieth Supplemental Indenture dated as of April 4, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(79)
(d)(179)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(178))(79)
(d)(180)	Eighty-First Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

(d)(181) Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(180))(80)

(d)(182) Eighty-Second Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)

C-14

Exhibit No.	Description				
(d)(183)	Form of 5.500% Prospect Capital InterNote® due 2031 (included as part of Exhibit (d)(182))(80)				
(d)(184)	Eighty-Third Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)				
(d)(185)	Form of 6.000% Prospect Capital InterNote® due 2043 (included as part of Exhibit (d)(184))(80)				
(d)(186)	Eighty-Fourth Supplemental Indenture dated as of April 11, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(80)				
(d)(187)	Form of Floating Prospect Capital InterNote® due 2023 (included as part of Exhibit (d)(186))(80)				
(d)(188)	Eighty-Fifth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(81)				
(d)(189)	Form of 5.000% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(188))(81)				
(d)(190)	Eighty-Sixth Supplemental Indenture dated as of April 18, 2013, to the Indenture dated as of	\$—	\$0.1	\$0.1	Level 2
Liabilities: Other accrued expenses:	offont-size:10pt;">				

Foreign exchange forward contracts	\$0.1	\$0.1	\$ 0.1	\$ 0.1	Level 2
------------------------------------	-------	-------	--------	--------	---------

We classify investments within Level 1 if quoted prices are available in active markets. Our Level 1 investments include shares in money market funds purchased from two major financial institutions. As of December 27, 2013 and June 28, 2013, these money market shares were valued at \$1.00 net asset value per share by these financial institutions.

We classify items in Level 2 if the investments are valued using observable inputs to quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources with reasonable levels of price transparency. Our bank certificates of deposit and foreign exchange forward contracts are classified within Level 2. Foreign currency forward contracts are measured at fair value using observable foreign currency exchange rates.

Our policy is to recognize asset or liability transfers among Level 1, Level 2 and Level 3 as of the actual date of the events or change in circumstances that caused the transfer. During the first two quarters of fiscal 2014 and 2013, we had no transfers between levels of the fair value hierarchy of our assets or liabilities measured at fair value.

Note 6. Credit Facility and Debt

On September 27, 2013, we amended and restated our credit facility with Silicon Valley Bank ("SVB") for a new term of three years expiring on September 26, 2016 (the "Maturity Date"). We also repaid the remaining \$1.7 million outstanding balance of the original \$8.3 million two-year term loan that we borrowed on January 30, 2012 to fund the redemption of the preference shares issued by our Singapore subsidiary. On October 29, 2013, November 20, 2013 and February 10, 2014, we entered into Amendment No. 1, No. 2 and No. 3, respectively, to the amended and restated credit facility providing for certain amendments to the financial covenants.

Our amended and restated credit facility provides for a committed amount of up to \$50.0 million, with a \$30.0 million sublimit that can be borrowed by our Singapore subsidiary. Borrowings that may be advanced under the amended and restated credit facility at the lesser of \$50.0 million or a borrowing base equal to \$10.0 million plus a specified percentage of the value of eligible accounts receivable of the Company, subject to certain reserves and eligibility criteria. The amended and restated credit facility can also be utilized to issue letters of credit. Principal, together with all accrued

and unpaid interest, is due and payable on the Maturity Date, provided that we may request, up to two times, one-year extensions of the Maturity Date, such extensions to be granted at the sole discretion of SVB. We may prepay loans under the amended and restated credit facility in whole or in part at any time without premium or penalty. We currently do not expect to repay any loans within the next 12 months. As of December 27, 2013, available credit under the amended and restated credit facility was \$36.8 million reflecting the borrowings of \$6.0 million and outstanding letters of credit of \$7.2 million.

Borrowings under the amended and restated credit facility carry an interest rate computed at the daily prime rate as published in the Wall Street Journal. Interest on Eurodollar loans is offered at LIBOR plus a spread of between 2.00% to 2.75% based on our consolidated leverage ratio for the preceding four fiscal quarter period. Interest is due and payable in arrears monthly for prime rate loans and, for LIBOR rate loans, at the end of an interest period or at each three-month interval if the interest period is greater than three months. During the first two quarters of fiscal 2014, the weighted average interest rate on our \$6.0 million loan was 3.25%. The previous \$8.3 million two-year term loan bore a fixed interest rate of 5% per annum.

The amended and restated credit facility contains a minimum liquidity ratio covenant and a minimum profitability (EBITDA) covenant. The facility also imposes certain restrictions on our ability to dispose of assets, permit a change in control, merge or consolidate, make acquisitions, incur indebtedness, grant liens, make investments, make certain restricted payments and enter into transactions with affiliates under certain circumstances. Certain of our assets, including accounts receivable, inventory, and equipment, are pledged as collateral for the credit facility. Upon an event of default, all obligations would be immediately due and payable. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default at a per annum rate of interest equal to 2.00% above the applicable interest rate.

As of December 27, 2013, we were not in compliance with the financial covenants contained in the amended and restated credit agreement. As a result of this non-compliance and the fact that the credit facility contains a subjective acceleration clause which could be triggered by the lender, the \$6.0 million borrowing was classified as a current liability as of December 27, 2013. Following amendment No. 3 to the amended and restated credit agreement, we were in compliance with all the financial covenants under the amended and restated credit agreement.

Note 7. Restructuring Activities

Fiscal 2013-2014 Plan

During the fourth quarter of fiscal 2013, we initiated a restructuring plan (the "Fiscal 2013-2014 Plan") to bring our cost structure in line with the changing business environment of the worldwide microwave radio and telecommunication markets, primarily in North America, Europe and Asia. Activities under the Fiscal 2013-2014 Plan include the downsizing of our Santa Clara, California headquarters and certain U.S. and international field offices, and reductions in force to reduce our operating expenses.

The following table summarizes our costs incurred during the second quarter and first two quarters of fiscal 2014, estimated additional costs to be incurred and estimated total costs expected to be incurred as of December 27, 2013 under the Fiscal 2013-2014 Plan:

	Costs Incurred During Quarter Ended December 27, 2013 (In millions)	Costs Incurred During Two Quarters Ended December 27, 2013	Cumulative Costs Incurred Through December 27, 2013	Estimated Additional Costs to be Incurred	Total Restructuring Costs Expected to be Incurred
Severance and benefits	\$0.3	\$0.9	\$2.7	\$1.3	\$4.0
Facilities and other	—	3.9	3.9	1.1	5.0
Total for Fiscal 2013-2014 Plan	\$0.3	\$4.8	\$6.6	\$2.4	\$9.0

During the first two quarters of fiscal 2014, our severance and benefits charges under the Fiscal 2013-2014 Plan primarily related to reductions in force in Santa Clara, California and several international locations. Facilities and other charges in the first two quarters of fiscal 2014 included obligations under a non-cancelable lease for facilities that we

ceased to use at our Santa Clara, California headquarters and certain U.S. and international field offices. We intend to complete a majority of the remaining restructuring activities in fiscal 2014.

Fiscal 2011 Plan

During the first quarter of fiscal 2011, we initiated a restructuring plan (the “Fiscal 2011 Plan”) to reduce our operational costs. The Fiscal 2011 Plan was intended to bring our cost structure in line with the changing dynamics of the worldwide microwave radio and telecommunication markets, primarily in North America, Europe and Asia. Activities under the Fiscal 2011 Plan included reductions in force to reduce our operating expenses and the downsizing or closure of our Morrisville, North Carolina, Santa Clara, California, Montreal, Canada and certain international field offices. The initiatives under the Fiscal 2011 Plan were completed in fiscal 2013.

The following table summarizes our costs incurred during the first two quarters of fiscal 2013 and total costs incurred under the Fiscal 2011 Plan:

	Costs Incurred During Quarter Ended December 28, 2012	Costs Incurred During Two Quarters Ended December 28, 2012	Total Restructuring Costs Incurred (Completed in Fiscal 2013)
Severance and benefits	\$0.2	\$0.5	\$12.6
Facilities and other	—	—	3.7
Total for Fiscal 2011 Plan	\$0.2	\$0.5	\$16.3

During the first two quarters of fiscal 2013, we continued executing restructuring activities to reduce our operating costs worldwide under the Fiscal 2011 Plan.

Restructuring Liabilities

Our restructuring liabilities consisted primarily of accrued severance and benefits as well as facilities restructuring reserves related to our office leases in California and North Carolina. The information in the following table summarizes the changes in our restructuring liabilities during the first two quarters of fiscal 2014:

	Severance and Benefits (In millions)	Facilities and Other	Total
Restructuring liabilities as of June 28, 2013	\$1.9	\$0.8	\$2.7
Provision and adjustments	0.9	3.9	4.8
Cash payments	(1.9	) (0.7	) (2.6
Restructuring liabilities as of December 27, 2013	\$0.9	\$4.0	\$4.9
Current portion of restructuring liabilities as of December 27, 2013			\$2.3
Long-term portion included in other long-term liabilities as of December 27, 2013			\$2.6

Fiscal 2014-2015 Plan

During the third quarter of fiscal 2014, in line with the drop in revenue that we experienced and our reduced forecast for the immediate future, we initiated a restructuring plan (the “Fiscal 2014-2015 Plan”) to reduce our operating costs, primarily in North America, Europe and Asia. Activities under the Fiscal 2014-2015 Plan primarily include reductions in force to reduce our operating expenses. We currently expect to incur approximately \$5.0 million to \$6.0 million of restructuring costs under the Fiscal 2014-2015 Plan.

Note 8. Divestiture

In March 2011, our board of directors approved a plan for the sale of our WiMAX business. On September 2, 2011, we sold to EION Networks, Inc. (“EION”) our WiMAX business and related assets consisting of certain technology,

inventory and equipment. We assigned customer contracts for WiMAX products and maintenance and agreed to license related patents to EION. We also agreed to indemnification for customary seller representations and warranties, and the provision of transitional services. As consideration for the sale of assets, EION agreed to pay us \$0.4 million in cash and up to \$2.8 million in additional cash payments contingent upon specific factors related to future WiMAX business performance. Currently we are not able to estimate the amount of consideration that we will receive beyond the \$0.4 million nor the probability of any such payment. Accordingly, any future consideration will be recorded as a contingent gain in the period that it is received. As of December 27, 2013, we had received \$0.1 million of such contingent payments. EION is also entitled to receive cash payments of up to \$2.0 million upon collection of certain WiMAX accounts receivable, of which \$1.6 million had been paid by us to EION and \$0.3 million was reversed resulting from the write-down of the corresponding WiMAX accounts receivable. As of December 27, 2013 and June 28, 2013, our accrued liabilities related to the disposition of the WiMAX business were \$0.1 million and \$0.1 million, respectively.

In the third quarter of fiscal 2011, we began accounting for the WiMAX business as a discontinued operation and, therefore, the operating results of our WiMAX business are included in discontinued operations in our condensed consolidated financial statements for all periods presented. The loss incurred in the first two quarters of fiscal 2013 was primarily due to write-down of certain WiMAX deferred cost of sales that were not transferred to EION and certain expenses we incurred to support a remaining customer obligation. The income incurred in the first two quarters of fiscal 2014 was primarily due to recovery of certain WiMAX deferred cost of sales that was previously written down.

Summary results of operations for the WiMAX business were as follows:

	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
	(In millions)			
Revenues	\$—	\$—	\$—	\$0.1
Income (loss) from operations related to WiMAX	\$0.3	\$(0.4	) \$0.4	\$(1.8
Gain (loss) on disposal	—	0.1	—	0.1
Income taxes	—	—	—	—
Income (loss) from discontinued operations	\$0.3	\$(0.3	) \$0.4	\$(1.7

Note 9. Stockholders' Equity

2007 Stock Equity Plan and Activities

As of December 27, 2013, we had one stock incentive plan for our employees and nonemployee directors, the 2007 Stock Equity Plan, as amended and restated effective November 17, 2011 (the "2007 Stock Plan"). The 2007 Stock Plan provides for accelerated vesting of certain share-based awards if there is a change in control of the Company. The 2007 Stock Plan also provides for the issuance of share-based awards in the form of stock options, stock appreciation rights, restricted stock awards and units, and performance share awards and units. We have various incentive programs under the 2007 Stock Plan, including annual and long-term incentive programs ("AIP" or "LTIP"), a global equity program ("GEP") and product development incentive programs ("PDIP").

Under the 2007 Stock Plan, option exercise prices are equal to the fair market value on the date the options are granted using our closing stock price. Options may be exercised for a period set at the time of grant, which is generally seven years after the date of grant. Options generally vest in installments on one of three vesting schedules: (1) 50% one year from the grant date and 25% each year thereafter over a three-year period from the date of grant; (2) one-third annually over a three-year period from the date of grant; or (3) one-fourth annually over a four-year period from date of grant. Stock options are issued to directors annually and generally vest in one year from the grant date. Restricted stock is not transferable until vested and the restrictions lapse upon the achievement of continued employment or service over a specified time period. Restricted stock issued to employees generally vests either one-third annually over a three-year period from the date of grant or in full three years after the grant date. Restricted stock is issued to directors annually and generally vests in full one year from the grant date.

Vesting of performance shares under our AIP, LTIP or GEP is subject to financial performance criteria including revenue, operating income, or cash flow targets for the periods as defined in the programs and continued employment

through the end of the applicable period. Performance shares under our PDIPs are issued to employees related to certain new product development projects and vest upon achievement of the product development milestones as defined in the programs.

During the first two quarters of fiscal 2014, we granted options to purchase 1,998,657 shares of our common stock to employees under our 2007 Stock Plan. During the first two quarters of fiscal 2014, 1,121,128 performance shares vested upon the achievement of financial performance targets and 367,874 performance shares canceled because the performance target threshold were not met.

Upon the exercise of stock options, vesting of restricted stock awards and units, or vesting of performance share awards and units, we issue new shares of our common stock to our employees. All awards that are canceled prior to vesting or expire unexercised are returned to the approved pool of reserved shares under the 2007 Stock Plan and made available for future grants. Shares of our common stock remaining available for future issuance under the 2007 Stock Plan totaled 3,393,404 as of December 27, 2013.

Share-Based Compensation

Total compensation expense for share-based awards included in our condensed consolidated statements of operations for the second quarter of fiscal 2014 and 2013 was as follows:

(In millions)	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
By Expense Category:				
Cost of product sales and services	\$0.1	\$0.1	\$0.1	\$0.2
Research and development	—	0.5	0.2	0.8
Selling and administrative	0.6	1.2	1.9	2.3
Total share-based compensation expense	\$0.7	\$1.8	\$2.2	\$3.3
By Types of Award:				
Options	\$0.5	\$0.6	\$1.0	\$1.3
Restricted stock awards and units	0.2	0.4	0.5	0.9
Performance shares	—	0.8	0.7	1.1
Total share-based compensation expense	\$0.7	\$1.8	\$2.2	\$3.3

As of December 27, 2013, there was \$3.9 million of total unrecognized compensation expense related to nonvested share-based awards granted under our 2007 Stock Plan. This expense is expected to be recognized over a weighted-average period of 2.1 years. The fair value of each option grant under our 2007 Stock Plan was estimated using the Black-Scholes option pricing model on the date of grant. A summary of the significant weighted average assumptions we used in the Black-Scholes valuation model is as follows:

	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
Expected dividends	—	% —	% —	% —
Expected volatility	53.5	% 65.9	% 54.3	% 65.9
Risk-free interest rate	1.10	% 0.47	% 1.28	% 0.47
Expected term (years)	4.50	4.38	4.50	4.38
Weighted average grant date fair value per share granted	\$0.97	\$1.27	\$1.09	\$1.27

Note 10. Segment and Geographic Information

We operate in one reportable business segment: the design, manufacturing and sale of a range of wireless networking products, solutions and services. We conduct business globally and our sales and support activities are managed on a geographic basis. Our Chief Executive Officer is our Chief Operating Decision Maker (the “CODM”).

We report revenue by region and country based on the location where our customers accept delivery of our products and services. Revenue by region for the second quarter and first two quarters of fiscal 2014 and 2013 was as follows:

(In millions)	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
North America	\$33.8	\$41.4	\$67.5	\$80.1
Africa and Middle East	26.0	63.9	63.0	112.9
Europe and Russia	10.0	9.2	18.6	21.6
Latin America and Asia Pacific	16.0	14.5	30.1	29.4
Total Revenue	\$85.8	\$129.0	\$179.2	\$244.0

During the second quarter and first two quarters of fiscal 2014 and 2013, we had one international customer in Africa (Mobile Telephone Networks Group or MTN Group) that accounted for more than 10% of our total revenue. MTN Group also accounted for more than 10% of our accounts receivable at December 27, 2013 and June 28, 2013.

Note 11. Income Taxes

Our effective tax rate varies from the U.S. federal statutory rate of 35% due to results of foreign operations that are subject to income taxes at different statutory rates and certain jurisdictions where we cannot recognize tax benefits on current losses. During interim periods, we accrue tax expenses for foreign jurisdictions that are anticipated to be profitable for fiscal 2014.

The determination of our provision for the second quarter and first two quarters of fiscal 2014 and 2013 was based on our estimated annual effective tax rate adjusted for losses in certain jurisdictions for which no tax benefit can be recognized. The net tax benefit for the second quarter and first six months of fiscal 2014 was primarily attributable to the benefit recognized from the adjustment to tax reserves in connection with a local country examination, offset by the tax expense related to profitable foreign subsidiaries.

We have a number of years with open tax audits which vary from jurisdiction to jurisdiction. Our major tax jurisdictions include the U.S., Singapore and Nigeria. The earliest years that are open and subject to potential audits for these jurisdictions are as follows: U.S. — 2003; Singapore — 2006; and Nigeria — 2004

Prior to fiscal 2014, we received several tax inquiries from several foreign taxing authorities to challenge a number of tax positions taken in those jurisdictions. During the current quarter, we received a revised assessment letter from the Inland Revenue Authority of Singapore (“Singapore”). Based on this latest assessment letter and in accordance with the local tax law, we made a prepayment of \$13.2 million related to tax years 2007 through 2010, reflecting all of the taxes incrementally assessed by Singapore. We continue to believe that our tax positions in Singapore are defensible and we continue to pursue remedies to object to this assessment. As the result of this most recent assessment, we recognized a discrete tax benefit of \$0.9 million in order to reduce tax reserves to the total amount due under the assessment.

We are also under examination by the Federal Inland Revenue Service (“Nigeria”) for fiscal year 2005 through 2010. While we cannot predict the ultimate outcome of the examination, we believe our current ASC 740-10 reserve is sufficient to cover any potential assessment. The Nigeria audit covers fiscal 2004 through 2010.

We account for interest and penalties related to unrecognized tax benefits as part of our provision for federal, foreign, and state income taxes. During the current quarter and first six months of fiscal 2014, we accrued \$0.3 million and \$0.5 million of additional interest, respectively.

The amount of unrecognized tax benefits may change in the next twelve months. During the current quarter, we re-measured the uncertain tax benefit liability based on the latest assessment letter from Singapore and recognized a

discrete benefit of \$0.9 million. We will continue to appeal the assessment. Given the uncertain nature of these on-going examinations, we cannot forecast the change.

Note 12. Derivative Financial Instruments and Hedging Activities

We use derivative instruments to manage our market exposures to foreign currency risk. Our objectives for using derivatives are to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. We do not hold or issue derivatives for trading purposes or make speculative investments in foreign currencies. All derivative instruments are carried on the balance sheet at fair value.

Our major foreign currency hedging activities are described below:

Cash Flow Hedges. We use currency forward contracts to hedge exposures related to certain forecasted foreign currency transactions relating to revenue, product costs, operating expenses and intercompany transactions. As of December 27, 2013, hedged transactions included our customer and intercompany backlog and, to a much lesser extent, outstanding purchase commitments denominated primarily in the Australian dollar, Euro, Polish zloty and Republic of South Africa rand. These derivatives are designated as cash flow hedges and typically have maturities from one to three months with a maximum of six months, which in general closely match the underlying forecasted transaction in duration.

We measure the effectiveness of the hedges of forecasted transactions on a monthly basis by comparing the fair values of the designated currency forward contracts with the fair values of the forecasted transactions. The effective portion of the contract's gain and loss is initially recognized in other comprehensive income or loss ("OCI") and, upon occurrence of the forecasted transaction, is reclassified into the income or expense line item to which the hedged transaction relates. Any ineffective portion of the derivative hedging gain or loss as well as changes in the fair value of the derivative's time value (which are excluded from the assessment of hedge effectiveness) is recorded in current period earnings, specifically, in cost of product sales as these gains and losses are considered by us to be operational in nature. If the forecasted transaction does not occur, or it becomes probable that it will not occur, the gain or loss on the related cash flow hedge is recognized immediately in cost of product sales.

As of December 27, 2013, it is expected that \$0.2 million of derivative net loss on both outstanding and matured derivatives recorded in AOCI will be reclassified to net income or loss during the next twelve months as a result of underlying hedged transactions also being recorded in net income or loss. Actual amounts ultimately to be reclassified to net income or loss on outstanding derivatives depend on the exchange rates in effect when they mature.

Balance Sheet Hedges. We also use foreign exchange forward contracts to mitigate the gains and losses generated from the re-measurement of certain monetary assets and liabilities denominated in a foreign currency, including primarily cash balances, third party accounts receivable and accounts payable, and intercompany transactions recorded on the balance sheet. These derivatives are not designated and do not qualify as hedge instruments and accordingly are carried at fair value with changes recorded in the cost of product sales in current period. Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities. These derivatives have maturities of approximately one month.

The following table presents the gross notional value of all our foreign exchange forward contracts outstanding as of December 27, 2013 and June 28, 2013:

(In millions)	December 27, 2013	June 28, 2013
Cash flow hedges:		
Australian dollar	\$0.1	\$0.5
Euro	2.9	2.8
Polish zloty	2.6	4.8
Total cash flow hedges	5.6	8.1
Balance sheet hedges:		
Australian dollar	1.1	2.1
Euro	3.2	1.4
Indian rupee	3.5	2.3
Philippine peso	3.0	3.1
Polish zloty	0.4	6.9
Republic of South Africa rand	2.2	2.4
Other	3.6	2.3
Total non-designated hedges	17.0	20.5
Total	\$22.6	\$28.6

The following table presents the fair value of derivative instruments included within our condensed consolidated balance sheet as of December 27, 2013 and June 28, 2013:

(In millions)	Asset Derivatives		Liability Derivatives			
	Balance Sheet Location	December 27, 2013	June 28, 2013	Balance Sheet Location	December 27, 2013	June 28, 2013
Derivatives designated as hedging instruments:						
Foreign exchange forward contracts	Other current assets	\$ —	\$0.1	Other accrued expenses	\$ —	\$ —
Derivatives not designated as hedging instruments:						
Foreign exchange forward contracts	Other current assets	—	—	Other accrued expenses	0.1	0.1
Total derivatives		\$ —	\$0.1		\$ 0.1	\$0.1

The following table summarizes the location and amount of the gains and losses on derivative instruments reported in our financial statements:

Locations of Gains (Losses) on Derivative Instruments	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
	(In millions)			
Designated as cash flow hedges (foreign exchange forward contracts):				
Effective portion of gain (loss) recognized in OCI	\$ (0.1)	\$ (0.1)	\$ (0.3)	\$ (0.2)
Effective portion of gain (loss) reclassified from AOCI into:				
Revenue	\$ 0.1	\$ —	\$ —	\$ 0.1
Loss associated with the derivatives' time value recognized in cost of product sales	\$ (0.1)	\$ (0.1)	\$ (0.1)	\$ (0.1)
Gain (loss) due to hedge ineffectiveness recognized in cost of product sales	\$ —	\$ —	\$ —	\$ —
Not designated as cash flow hedges (foreign exchange forward contracts):				
Gain (loss) recognized in cost of product sales	\$ 0.1	\$ —	\$ 0.1	\$ (0.3)

Operating Lease Commitments

We lease office and manufacturing facilities under non-cancelable operating leases expiring at various dates through April 2020. We lease approximately 129,000 square feet of office space in Santa Clara, California as our corporate headquarters. As of December 27, 2013, future minimum lease payments for our headquarters total \$16.3 million through April 2020. We vacated approximately half of our Santa Clara headquarters building and made it available for sublease at September 27, 2013.

As of December 27, 2013, our future minimum lease payments under all non-cancelable operating leases with an initial lease term in excess of one year are as follows:

Fiscal Years Ending in June	Amounts (In millions)
2014 (2 quarters remaining)	\$3.2
2015	5.0
2016	4.1
2017	2.9
2018	2.8
Thereafter (through April 2020)	5.1
Total	\$23.1

These commitments do not contain any material rent escalations, rent holidays, contingent rent, rent concessions, leasehold improvement incentives or unusual provisions or conditions. We sublease a portion of our facilities to third parties and total minimum rentals to be received in the future under our noncancelable subleases was \$0.4 million as of December 27, 2013.

Rental expense for operating leases, including rentals on a month-to-month basis was as follows:

	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
	(In millions)			
Rent expense	\$ 1.6	\$ 2.2	\$ 3.8	\$ 4.3

Purchase Orders and Other Commitments

From time to time in the normal course of business we may enter into purchasing agreements with our suppliers that require us to accept delivery of, and remit full payment for, finished products that we have ordered, finished products that we requested be held as safety stock, and work in process started on our behalf, in the event we cancel or terminate the purchasing agreement. Because these agreements do not specify fixed or minimum quantities, do not specify minimum or variable price provisions, and do not specify the approximate timing of the transaction, and we have no present intention to cancel or terminate any of these agreements, we currently do not believe that we have any future liability under these agreements. As of December 27, 2013, we had outstanding purchase obligations with our suppliers or contract manufacturers of \$31.9 million. In addition, we had contractual obligations of approximately \$3.0 million associated with major capital purchases and service agreements as of December 27, 2013.

Financial Guarantees and Commercial Commitments

Guarantees issued by banks, insurance companies or other financial institutions are contingent commitments issued to guarantee our performance under borrowing arrangements, such as bank overdraft facilities, tax and customs obligations and similar transactions or to ensure our performance under customer or vendor contracts. The terms of the guarantees are generally equal to the remaining term of the related debt or other obligations and are generally limited to two years or less. As of December 27, 2013, we had no guarantees applicable to our debt arrangements. We have entered into commercial commitments in the normal course of business including surety bonds, standby letters of credit agreements and other arrangements with financial institutions primarily relating to the guarantee of future performance on certain contracts to provide products and services to customers. As of December 27, 2013, we had commercial commitments of \$48.2 million outstanding that were not recorded on our consolidated balance sheets. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid on the performance guarantees.

Indemnifications

Under the terms of substantially all of our license agreements, we have agreed to defend and pay any final judgment against our customers arising from claims against such customers that our software products infringe the intellectual property rights of a third party. As of December 27, 2013, we have not received any notice that any customer is subject to an infringement claim arising from the use of our software products; we have not received any request to defend any customers from infringement claims arising from the use of our software products; and we have not paid any final judgment on behalf of any customer related to an infringement claim arising from the use of our software products. Because the outcome of infringement disputes is related to the specific facts of each case, and given the lack of previous or current indemnification claims, we cannot estimate the maximum amount of potential future payments, if any, related to our indemnification provisions. As of December 27, 2013, we had not recorded any liabilities related to these indemnifications.

Legal Proceedings

From time to time, we may be involved in various legal claims and litigation that arise in the normal course of our operations. While the results of such claims and litigation cannot be predicted with certainty, we currently believe that we are not a party to any litigation the final outcome of which is likely to have a material adverse effect on our financial position, results of operations or cash flows.

Contingent Liabilities

We record a loss contingency as a charge to operations when (i) it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements; and (ii) the amount of the loss can be reasonably estimated. Disclosure in the notes to the financial statements is required for loss contingencies that do not meet both those conditions if there is a reasonable possibility that a loss may have been incurred. Gain contingencies are not recorded until realized. We expense all legal costs incurred to resolve regulatory, legal and tax matters as incurred. Our Singapore subsidiary is in the process of evaluating its historical compliance with certain export regulations in Singapore. Depending on the results of this evaluation, we may take additional actions to ensure our compliance with these regulations in the future. As part of these additional actions, we could elect to make certain voluntary disclosures, which may, in certain circumstances, result in the imposition of various fines and penalties. Any fines and penalties will

be based on the specific facts and findings of our evaluation, as well as negotiation with Singapore authorities. At this time, we cannot estimate the amount or range of any fines and penalties, if any should be imposed.

Periodically, we review the status of each significant matter to assess the potential financial exposure. If a potential loss is considered probable and the amount can be reasonably estimated, we reflect the estimated loss in our results of operations. Significant judgment is required to determine the probability that a liability has been incurred or an asset impaired and whether such loss is reasonably estimable. Further, estimates of this nature are highly subjective, and the final outcome of these matters could vary significantly from the amounts that have been included in our consolidated financial statements. As additional information becomes available, we reassess the potential liability related to our pending claims and litigation and may revise estimates accordingly. Such revisions in the estimates of the potential liabilities could have a material impact on our results of operations and financial position.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q, including “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not materialize or prove correct, could cause our results to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements of, about, concerning or regarding: our plans, strategies and objectives for future operations, including with respect to growing our business and sustaining profitability and our restructuring efforts; our research and development efforts and new product releases and services; trends in revenue; drivers of our business and the markets in which we operate; future economic conditions, performance or outlook and changes in our industry and the markets we serve; the outcome of contingencies; the value of our contract awards; beliefs or expectations; the sufficiency of our cash and our capital needs and expenditures; our intellectual property protection; our compliance with regulatory requirements and the associated expenses; expectations regarding litigation; our intention not to pay cash dividends; seasonality of our business; the impact of foreign exchange and inflation; taxes; and assumptions underlying any of the foregoing. Forward-looking statements may be identified by the use of forward-looking terminology, such as “anticipates,” “believes,” “expects,” “may,” “should,” “would,” “will,” “intends,” “plans,” “estimates,” “strategy,” “projects,” “targets,” “goals,” “delivers,” “continues,” “forecasts,” “future,” “predict,” “might,” “could,” “potential,” or the negative of these terms, and similar words or expressions.

These forward-looking statements are based on estimates reflecting the current beliefs of the senior management of the Company. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should therefore be considered in light of various important factors, including those set forth in this document.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to, the following:

- continued price and margin erosion as a result of increased competition in the microwave transmission industry;
- the impact of the volume, timing and customer, product and geographic mix of our product orders;
- our ability to meet projected new product development dates or anticipated cost reductions of new products;
- our suppliers’ inability to perform and deliver on time as a result of their financial condition, component shortages or other supply chain constraints;
- customer acceptance of new products;
- the ability of our subcontractors to timely perform;
- continued weakness in the global economy affecting customer spending;
- retention of our key personnel;
- our ability to manage and maintain key customer relationships;
- uncertain economic conditions in the telecommunications sector combined with operator and supplier consolidation;
- the timing of our receipt of payment for products or services from our customers;

our failure to protect our intellectual property rights or defend against intellectual property infringement claims by others;

the results of our restructuring efforts;

the effects of currency and interest rate risks; and

the impact of political turmoil in countries where we have significant business.

Other factors besides those listed here also could adversely affect us. See “Item 1A. Risk Factors” in our fiscal 2013 Annual Report on Form 10-K for more information regarding factors that may cause our results to differ materially from those expressed or implied by the forward-looking statements contained in this Quarterly Report on Form 10-Q. You should not place undue reliance on these forward-looking statements, which reflect our management’s opinions only as of the date of the filing of this Quarterly Report on Form 10-Q. Forward-looking statements are made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), along with provisions of the Private Securities Litigation Reform Act of 1995, and we undertake no obligation, other than as imposed by law, to update forward-looking statements to reflect further developments or information obtained after the date of filing of this Quarterly Report on Form 10-Q or, in the case of any document incorporated by reference, the date of that document.

Overview of Business; Operating Environment and Key Factors Impacting Fiscal 2013 and 2014 Results

The following Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand our results of operations and financial condition. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes. In the discussion below, our fiscal year ending June 27, 2014 is referred to as “fiscal 2014” or “2014” and fiscal year ended June 28, 2013 as “fiscal 2013” or “2013”.

We generate revenue by designing, developing, manufacturing and supporting a range of wireless networking products, solutions and services for mobile and fixed communications service providers, private network operators, government agencies, transportation and utility companies, public safety agencies and broadcast system operators across the globe. Our products include point-to-point (PTP) digital microwave transmission systems designed for first/last mile access, middle mile/backhaul, and long distance trunking applications. We also provide network management software solutions to enable operators to deploy, monitor and manage our systems, third party equipment such as antennas, routers, and multiplexers, necessary to build and deploy a wireless transmission network, and a full suite of turnkey support services.

We work continuously to improve our established brands and to create new products that meet our customers’ evolving needs and preferences. Our fundamental business goal is to generate superior returns for our stockholders over the long term. We believe that increases in revenue, operating profits and earnings per share are the key measures of financial performance for our business.

Our strategic focus in fiscal 2014 will be to continue to accelerate innovation and optimize our product portfolio, improve costs and operational efficiencies, grow our revenue and create a sustainable, profitable business model. To do this, we continue to examine our products, markets, facilities, development programs, and operational flows to ensure we are focused on what we do well and what will differentiate us in the future. We will continue working to streamline management processes to attain the efficiency levels required by the markets in which we do business. Although the general trend of increasing demand for bandwidth to support mobile networks applies in all markets, we expect to see quarter-to-quarter fluctuations within markets and with individual customers based on customers’ past purchasing patterns. Seasonality is also a factor that impacts our business. Our fiscal third quarter revenue and orders have historically been lower than the revenue and orders in our second fiscal quarter because many of our customers utilize a significant portion of their capital budgets at the end of their fiscal years, which is typically the calendar year end and coincides with our second fiscal quarter. The majority of our customers begin a new fiscal year on January 1, and capital expenditures tend to be lower in an organization’s first quarter than in its fourth quarter. We anticipate that this seasonality will continue. The seasonality between the second quarter and third quarter may be affected by a variety of additional factors, including changes in the global economy and other factors.

During fiscal 2014, we expect to provide increased managed services, including network design, inventory management, final configuration and warehousing services, to certain customers in certain geographies. Our

operating results may be impacted by providing these services to the extent that we may need to postpone the recognition of revenue and incur upfront and ongoing expenses that are not offset with additional revenue from product sales associated with these services until a future period.

Please refer to the section entitled “Risk Factors” in Item 1A in our fiscal 2013 Annual Report on Form 10-K. Operations Review

In the second quarter of fiscal 2014 we experienced a drop in revenue due primarily to a slower than expected investment cycle in Africa, along with the postponed recognition of about \$4.5 million when we commenced shipments under a new managed services and warehousing agreement with a major customer in that region. The warehouse services element of that agreement precludes revenue recognition until final delivery is made to the customer from our warehouse.

The market for mobile backhaul continues to be our primary addressable market segment and, over the long term, the demand for increasing the backhaul capacity in our customers' networks continues to grow. In North America we supported long-term evolution (“LTE”) deployments of our mobile operator customers, public safety network deployments for state and local governments, and private network implementations for utilities and other customers. Internationally, our business continued to rely on a combination of customers increasing their capacity to handle subscriber growth, the ongoing build-out of some large 3G deployments, and the emergence of early stage LTE deployments. Our position continues to be to support our customers for LTE readiness and ensure that our technology roadmap is well aligned with evolving market requirements. We continue to find that our strength in turnkey and after-sale support services is a differentiating factor that wins business for us and enables us to expand our business with existing customers in all markets. However, as disclosed above and in the “Risk Factors” section in Item 1A of our fiscal 2013 Annual Report on Form 10-K, a number of factors could prevent us from achieving our objectives, including ongoing pricing pressures attributable to competition and macroeconomic conditions in the geographic markets that we service.

During the third quarter of fiscal 2014, in line with the drop in revenue that we experienced and our reduced forecast for the immediate future, we announced a new restructuring plan. Our restructuring expenses incurred during the first two quarters of fiscal 2014 related to the current Fiscal 2013-2014 Plan. We intend to complete a majority of the remaining restructuring activities under the current plan during fiscal 2014. See “Restructuring Charges” below.

Revenue

We manage our sales activities primarily on a geographic basis in North America and three international geographic regions: Africa and Middle East, Europe and Russia, and Latin America and Asia Pacific. Revenue by region for the second quarter and first two quarters of fiscal 2014 and 2013 and the related changes are shown in the table below:

(In millions, except percentages)	Quarter Ended				Two Quarters Ended			
	December 27, 2013	December 28, 2012	\$ Change	% Change	December 27, 2013	December 28, 2012	\$ Change	% Change
North America	\$33.8	\$41.4	\$(7.6)	(18.4)%	\$67.5	\$80.1	\$(12.6)	(15.7)%
Africa and Middle East	26.0	63.9	(37.9)	(59.3)%	63.0	112.9	(49.9)	(44.2)%
Europe and Russia	10.0	9.2	0.8	8.7%	18.6	21.6	(3.0)	(13.9)%
Latin America and Asia Pacific	16.0	14.5	1.5	10.3%	30.1	29.4	0.7	2.4%
Total Revenue	\$85.8	\$129.0	\$(43.2)	(33.5)%	\$179.2	\$244.0	\$(64.8)	(26.6)%

Our revenue in North America decreased \$7.6 million, or 18.4%, during the second quarter of fiscal 2014 compared with the same quarter of fiscal 2013. Revenue from wireless operator customers was down as they reach completion of their LTE network building period and we expect this trend to continue in the near term. We also saw lower revenue from private government and utility networks due to the timing of purchases and project deliveries to those customers. On a year-to-date basis, North America revenue is down \$12.6 million, or 15.7%, compared to the first half of fiscal 2013 for the same reasons as the quarter volumes are down from the prior year.

Our revenue in Africa and Middle East was down \$37.9 million, or 59.3% for the second quarter in fiscal 2014 over the same quarter in fiscal 2013. The majority of this decrease was from our business in Africa, where our customers continued to closely manage their capital spending. Revenue was also affected by the first deliveries under a new managed services and warehousing agreement with a major customer in the region. This agreement involves some deliveries to an Aviat managed warehouse, which results in revenue not being recognized until final delivery is made to the customer from the warehouse. On a year-to-date basis, Africa and Middle East revenue was down \$49.9 million, or 44.2%, from the same period in fiscal 2013, mostly from reduced capital spending by our largest customer in the region, along with the managed services and warehousing arrangement mentioned above.

Revenue in Europe and Russia increased \$0.8 million, or 8.7%, for the second quarter of fiscal 2014 compared with the same quarter in fiscal 2013. This increase came from normal variances in purchase patterns with our larger customers in the sector. On a year-to-date basis, Europe and Russia revenue was down \$3.0 million, or 13.9%, from the same period in fiscal 2013. This variation was due to timing of customer purchasing.

Revenue in Latin America and Asia Pacific increased \$1.5 million, or 10.3%, during the second quarter of fiscal 2014 compared with the same quarter in fiscal 2013. The increase was primarily due to deliveries to two new customers in these regions. On a year-to-date basis revenue in Latin America and Asia Pacific was up \$0.7 million, or 2.4%, largely on the addition of new customers in the regions.

Our revenue from product sales was down by \$42.3 million, or 44.9%, for the second quarter of fiscal 2014 compared with the same quarter in fiscal 2013. The decrease came primarily from strong sales in Africa and North America in the second quarter of fiscal 2013 that were not repeated at the same level in the second quarter of fiscal 2014. Product sales in the other sales regions were the same or slightly greater the previous year. Product sales in the other sales regions were less than the previous year, for the reasons mentioned above. Our services revenue was down by \$0.9 million, or 2.6%, during the second quarter of fiscal 2014 compared with the same quarter of fiscal 2013. The decrease in the second quarter of fiscal 2014 came from reduced services delivered in Africa and Middle East, offset in part by increases in Asia Pacific and North America.

Our revenue from product sales was down by \$62.6 million, or 35.2%, for the first two quarters of fiscal 2014 compared with the same period in fiscal 2013. The decrease came primarily from strong sales in Africa in the first two quarters of fiscal 2013 that were not repeated at the same level in the first two quarters of fiscal 2014. North America, Asia Pacific, and European product sales were also down compared to the first two quarters of fiscal 2013, with a smaller increase in Latin America. Our services revenue was down by \$2.2 million, or 3.3%, during the first two quarters of fiscal 2014 compared with the same period of fiscal 2013. The decrease in the first two quarters of fiscal 2014 came from reduced services delivered in Africa and Middle East, mostly offset by increases in North America, Asia Pacific and Europe.

During the second quarter and the first half of fiscal 2014 and 2013, the MTN Group in Africa accounted for more than 10% of our total revenue. We have entered into separate and distinct contracts with MTN Group as well as separate arrangements with MTN Group subsidiaries. The loss of all MTN Group business could adversely affect our results of operations, cash flows and financial position.

Gross Margin

(In millions, except percentages)	Quarter Ended				Two Quarters Ended			
	December 27, 2013	December 28, 2012	Change	% Change	December 27, 2013	December 28, 2012	Change	% Change
Revenue	\$85.8	\$129.0	\$(43.2)	(33.5)%	\$179.2	\$244.0	\$(64.8)	(26.6)%
Cost of revenue	64.5	90.3	(25.8)	(28.6)%	134.8	171.6	(36.8)	(21.4)%
Gross margin	\$21.3	\$38.7	\$(17.4)	(45.0)%	\$44.4	\$72.4	\$(28.0)	(38.7)%
% of revenue	24.8	% 30.0	%		24.8	% 29.7	%	

Gross margin for the second quarter of fiscal 2014 was lower by \$17.4 million, or 45.0%, compared with the same quarter of fiscal 2013. Most of the gross margin decrease came from lower sales volume in the quarter, primarily in Africa and Middle East, with a smaller drop in North America. These decreases were offset in part by small increases in Latin America, APAC and Europe. Gross margin as a percentage of revenue decreased in the second quarter of fiscal 2014 compared with the same quarter of fiscal 2013, primarily due to lower product gross margin rates in Africa

and

24

Middle East, Europe and APAC, and less favorable absorption of supply chain costs driven by lower volume. Much of these gross margin rate variances were driven by market price changes and changes in the mix of products and services delivered.

On a year-to-date basis gross margin was \$28.0 million less than the same period in fiscal 2013. The main reason for the decline is the reduced revenue realized in Africa and Middle East, North America, and Europe along with lower market prices and differing product mixes in all regions.

Research and Development Expenses

(In millions, except percentages)	Quarter Ended				Two Quarters Ended			
	December 27, 2013	December 28, 2012	\$ Change	% Change	December 27, 2013	December 28, 2012	\$ Change	% Change
Research and development	\$9.4	\$9.8	\$(0.4)	(4.1)%	\$19.1	\$19.1	\$—	— %
% of revenue	11.0	% 7.6	%		10.7	% 7.8	%	

Our research and development (“R&D”) expenses decreased \$0.4 million, or 4.1%, in the second quarter of fiscal 2014 compared with the same quarter in fiscal 2013, primarily due to a \$0.5 million decrease in share-based compensation expenses resulting from stock award vesting in the first two quarters of fiscal 2014. Our R&D expenses were flat for the first half of fiscal 2014 compared with the same period in fiscal 2013. There was a 0.6 million decrease in share-based compensation expenses which was offset by increases in R&D supply costs reflecting our investment in our new product development projects during the first two quarters of fiscal 2014. We continue to invest in new product features, new functionality and lower cost platforms that we believe will enable our product lines to retain their technology leads in a cost effective manner.

Selling and Administrative Expenses

(In millions, except percentages)	Quarter Ended				Two Quarters Ended			
	December 27, 2013	December 28, 2012	\$ Change	% Change	December 27, 2013	December 28, 2012	\$ Change	% Change
Selling and administrative	\$22.2	\$23.7	\$(1.5)	(6.3)%	\$44.4	\$47.0	\$(2.6)	(5.5)%
% of revenue	25.9	% 18.4	%		24.8	% 19.3	%	

Our selling and administrative expenses declined \$1.5 million, or 6.3%, and \$2.6 million, or 5.5%, respectively, in the second quarter and first two quarters of fiscal 2014 compared with the same periods of fiscal 2013, primarily due to a \$1.1 million and \$2.0 million, respectively, reduction in bad debt expense as we recovered certain receivables that were previously written off due to customer insolvency, a \$0.5 million and \$0.9 million, respectively, decrease in agent commissions driven by lower fee-based revenues, and a \$0.6 million and \$0.4 million, respectively, decrease in share-based compensation expenses resulting from stock award vestings in the first two quarters of fiscal 2014, partially offset by a \$0.6 million of transactional taxes assessments in the second quarter of fiscal 2014.

Restructuring Charges

During the fourth quarter of fiscal 2013, we initiated the Fiscal 2013-2014 Plan that was intended to bring our cost structure in line with the changing business environment of the worldwide microwave radio and telecommunication markets, primarily in North America, Europe and Asia. Activities under the Fiscal 2013-2014 Plan included the downsizing of our Santa Clara, California headquarters and certain international field offices, and reductions in force to reduce our operating expenses.

During the first quarter of fiscal 2011, we initiated the Fiscal 2011 Plan to reduce our operational costs primarily in North America, Europe and Asia. Activities under the Fiscal 2011 Plan included the reductions in force to reduce our operating expenses and downsizing or closures of our Morrisville, North Carolina, Santa Clara, California, Montreal, Canada offices and certain international field offices. The Fiscal 2011 Plan has been completed as of the end of fiscal 2013.

Our restructuring charges by plan for the second quarter of fiscal 2014 and 2013 are summarized in the table below:

(In millions, except percentages)	Quarter Ended				Two Quarters Ended			
	December 27, 2013	December 28, 2012	\$ Change	% Change	December 27, 2013	December 28, 2012	\$ Change	% Change
Restructuring charges	\$0.3	\$0.2	\$0.1	50.0 %	\$4.8	\$0.5	\$4.3	860.0 %
By Plan:								
Fiscal 2013-2014 Plan	\$0.3	\$—	\$0.3		\$4.8	\$—	\$4.8	
Fiscal 2011 Plan	\$—	\$0.2	\$(0.2)		\$—	\$0.5	\$(0.5)	

Our restructuring expenses consisted primarily of severance and related benefit charges and facilities costs related to obligations under non-cancelable leases for facilities that we ceased to use. Restructuring charges for the second quarter of fiscal 2014 included a \$0.3 million employee termination charge. Restructuring charges for the first two quarters of fiscal 2014 included a \$3.9 million facilities charge related to ceasing to use a portion of our Santa Clara headquarters building and a \$0.9 million employee termination charge. We intend to complete a majority of the remaining restructuring activities under the Fiscal 2013-2014 Plan in fiscal 2014. During the third quarter of fiscal 2014, we initiated a new restructuring plan and currently expect to incur approximately \$5.0 million to \$6.0 million of restructuring costs under the Fiscal 2014-2015 Plan.

Interest Income and Interest Expense

(In millions)	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
Interest income	\$0.1	\$0.2	\$0.1	\$0.5
Interest expense	\$(0.1)	\$(0.2)	\$(0.2)	\$(0.5)

Interest income reflected interest earned on our cash equivalents which were comprised of money market funds and certificates of deposit.

Interest expense was primarily related to interest associated with borrowings, term loan and letters of credit under our credit facilities.

Income Taxes

(In millions, except percentages)	Quarter Ended			Two Quarters Ended		
	December 27, 2013	December 28, 2012	\$ Change	December 27, 2013	December 28, 2012	\$ Change
Income (loss) from continuing operations before income taxes	\$(10.7)	\$4.9	\$(15.6)	\$(24.2)	\$5.6	\$(29.8)
Provision for (benefit from) income taxes	\$(0.5)	\$9.9	\$(10.4)	\$(0.3)	\$11.4	\$(11.7)
% of income (loss) from continuing operations before income taxes	4.7 %	202.0 %		1.2 %	203.6 %	

We estimate our annual effective rate at the end of each quarterly period, and we record the tax effect of certain discrete items in the interim period in which they occur, including changes in judgment about uncertain tax positions and deferred tax valuation allowances. The determination of the effective tax rate reflects tax expense and benefit generated in certain foreign jurisdictions. However, jurisdictions with a year-to-date loss where no tax benefit can be recognized are excluded from the annual effective tax rate.

We recognized an adjustment of \$2.2 million during the second quarter of fiscal 2014 to correct immaterial errors arising from fiscal 2007 through September 27, 2013. The result of this adjustment was to decrease provision for income taxes and our reserve for uncertain tax positions. This had no impact to our statement of cash flows for fiscal 2013 and

fiscal 2014 periods. We believe the impact of the adjustment is not material to our annual and quarterly financial statements as a whole for current or prior periods.

Income (loss) from Discontinued Operations

(In millions)	Quarter Ended			Two Quarters Ended		
	December 27, 2013	December 28, 2012	\$ Change	December 27, 2013	December 28, 2012	\$ Change
Income (loss) from discontinued operations, net of tax	\$0.3	\$(0.3)	) \$0.6	\$0.4	\$(1.7)	) \$2.1

Our discontinued operations consist of the WiMAX business, which was sold to EION on September 2, 2011. We completed the business transition with EION in fiscal 2012. The loss incurred in the first two quarters of fiscal 2013 was primarily due to write-down of certain WiMAX deferred cost of sales that were not transferred to EION. The income incurred in the first two quarters of fiscal 2014 was primarily due to recovery of certain WiMAX deferred cost of sales that was previously written down.

Liquidity and Capital Resources

Sources of Cash

As of December 27, 2013, our total cash and cash equivalents were \$64.7 million. Approximately \$20.9 million, or 32.3% of our total cash and cash equivalents, was held by entities domiciled in the United States. The remaining balance of \$43.8 million, or 67.7%, was held by entities outside the United States. Of the amount of cash and cash equivalents held by our foreign subsidiaries at December 27, 2013, \$34.6 million was held in jurisdictions where our undistributed earnings are indefinitely reinvested and would be subject to U.S. taxes if repatriated.

As of December 27, 2013, our principal sources of liquidity consisted of the \$64.7 million in cash and cash equivalents, \$36.8 million of available credit under our \$50.0 million credit facility with SVB, and future collections of receivables from customers. As of December 27, 2013, we were not in compliance with the financial covenants contained in the amended and restated credit agreement. Following amendment No. 3 to the amended and restated credit agreement that we entered into on February 10, 2014, we were in compliance with all the financial covenants under the amended and restated credit agreement. We regularly require letters of credit from some customers, and, from time to time, these letters of credit are discounted without recourse shortly after shipment occurs in order to meet immediate liquidity requirements and to reduce our credit and sovereign risk. Historically our primary sources of liquidity have been cash flows from operations, credit facilities and cash proceeds from sale of our equity securities. During the first two quarters of fiscal 2014, our total cash and cash equivalents decreased by \$25.3 million primarily due to \$5.4 million of cash being used for capital expenditures, \$2.8 million repayments on our term loan and \$17.6 million of cash used in operating activities.

Cash used in operating activities was \$17.6 million in the first two quarters of fiscal 2014, primarily due to our net loss of \$23.5 million adjusted by non-cash expense items of \$6.8 million, a decrease in reserve for uncertain tax positions and deferred taxes of \$14.9 million, decreases in accounts payable and accrued expenses of \$3.4 million, an increase in unbilled costs of \$6.9 million and an increase in inventories of \$2.6 million, partially offset by decreases in accounts receivables of \$10.8 million and in net prepaid income taxes of \$2.5 million, and increases in customer advance payments and unearned income of \$9.3 million and in accrued restructuring liabilities of \$2.2 million. The decrease in the reserve for uncertain tax positions and deferred taxes was primarily due a tax payment made to a jurisdiction during the second quarter of \$13.2 million. The decreases in accounts payable and accrued expenses were primarily due to the timing of payments to our contract manufacturers and suppliers as well as the payout of employee bonuses. The increase in unbilled costs was due to the timing of billing of projects. The increase in inventories was due to timing of customer shipments. The decrease in accounts receivable was due to collections during the first two quarters exceeding billings. The decrease in net prepaid income taxes was due to a tax refund that we received from a tax jurisdiction during the quarter. The increase in customer advance payments and unearned income was due to the timing of revenue recognition on several large contracts. The increase in restructuring liabilities was primarily related to the facility exit cost liability we incurred associated with our Santa Clara headquarters building under the Fiscal 2013-2104 Plan. We used \$2.6 million in cash during the first two quarters of fiscal 2014 on expenses related to

restructuring liabilities.

27

During the remainder of fiscal year 2014, we expect to spend approximately \$4.4 million for capital expenditures, primarily on equipment for development of new products and improvement of our information technology infrastructure which will enable more automated supply chain management and financial reporting and lead to process and cost efficiency and a greater ability to scale our business.

We believe that our existing cash and cash equivalents, the available line of credit under our credit facility and future cash collections from customers will be sufficient to provide for our anticipated requirements for working capital and capital expenditures for the next 12 months and the foreseeable future. There can be no assurance, however, that our business will generate cash flow, we will be in compliance with the financial covenants contained in our amended and restated credit agreement, or that anticipated operational improvements will be achieved. If we are not in compliance with the financial covenants, the availability of our credit facility is not certain until a waiver or an amendment of the financial covenants is obtained. If we are unable to maintain cash balances or generate sufficient cash flow from operations to service our obligations that may arise in the future, we may be required to sell assets, reduce capital expenditures, or obtain financing. If we need to obtain additional financing, we cannot be assured that it will be available on favorable terms, or at all. Our ability to make scheduled principal payments or pay interest on or refinance any future indebtedness depends on our future performance and financial results, which, to a certain extent, are subject to general conditions in or affecting the microwave communications market and to general economic, political, financial, competitive, legislative and regulatory factors beyond our control.

Available Credit Facility, Borrowings and Repayment of Debt

On September 27, 2013, we amended and restated our credit facility with SVB for a new term of three years expiring on September 26, 2016. On October 29, 2013, November 20, 2013 and February 10, 2014, we entered into Amendment No. 1, No. 2 and No. 3, respectively, to the amended and restated credit facility providing for certain amendments to the financial covenants.

Our amended and restated credit facility provides for a committed amount of up to \$50.0 million, with a \$30.0 million sublimit that can be borrowed by our Singapore subsidiary. Borrowings that may be advanced under the amended and restated credit facility at the lesser of \$50.0 million or a borrowing base equal to \$10.0 million plus a specified percentage of the value of eligible accounts receivable of the Company, subject to certain reserves and eligibility criteria. The amended and restated credit facility can also be utilized to issue letters of credit. Principal, together with all accrued and unpaid interest, is due and payable on the Maturity Date, provided that we may request, up to two times, one-year extensions of the Maturity Date, such extensions to be granted at the sole discretion of SVB. We may prepay loans under the amended and restated credit facility in whole or in part at any time without premium or penalty. We currently do not expect to repay any loans within the next 12 months. As of December 27, 2013, available credit under the amended and restated credit facility was \$36.8 million reflecting the borrowings of \$6.0 million and outstanding letters of credit of \$7.2 million.

Borrowings under the amended and restated credit facility carry an interest rate computed at the daily prime rate as published in the Wall Street Journal. Interest on Eurodollar loans is offered at LIBOR plus a spread of between 2.00% to 2.75% based on our consolidated leverage ratio for the preceding four fiscal quarter period. Interest is due and payable in arrears monthly for prime rate loans and, for LIBOR rate loans, at the end of an interest period or at each three-month interval if the interest period is greater than three months. During the first two quarters of fiscal 2014, the weighted average interest rate on our \$6.0 million loan was 3.25%. The previous \$8.3 million two-year term loan bore a fixed interest rate of 5% per annum.

The amended and restated credit facility contains a minimum liquidity ratio covenant and a minimum profitability (EBITDA) covenant. The facility also imposes certain restrictions on our ability to dispose of assets, permit a change in control, merge or consolidate, make acquisitions, incur indebtedness, grant liens, make investments, make certain restricted payments and enter into transactions with affiliates under certain circumstances. Certain of our assets, including accounts receivable, inventory, and equipment, are pledged as collateral for the credit facility. Upon an event of default, all obligations would be immediately due and payable. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default at a per annum rate of interest equal to 2.00% above the applicable interest rate.

As of December 27, 2013, we were not in compliance with the financial covenants contained in the amended and restated credit agreement. As a result of this non-compliance and the fact that the credit facility contains a subjective acceleration clause which could be triggered by the lender, the \$6.0 million borrowings were classified as a current

28

liability as of December 27, 2013. Following amendment No. 3 to the amended and restated credit agreement, we were in compliance with all the financial covenants under the amended and restated credit agreement.

Restructuring Payments

We have liabilities for restructuring activities totaling \$4.9 million as of December 27, 2013, \$2.3 million of which is classified as current liability and expected to be paid out in cash over the next 12 months. We expect to fund these future payments with available cash and cash flow provided by operations.

Contractual Obligations and Commercial Commitments

The amounts disclosed in our fiscal 2013 Annual Report on Form 10-K include our commercial commitments and contractual obligations. During the first two quarters of fiscal 2014, no material changes occurred in our contractual cash obligations to repay debt, to purchase goods and services and to make payments under operating leases or our commercial commitments and contingent liabilities on outstanding letters of credit, guarantees and other arrangements as disclosed in our fiscal 2013 Annual Report on Form 10-K. Please refer to Note 13, "Commitments and Contingencies" in this Quarterly Report on Form 10-Q.

Contingent Liabilities

Our Singapore subsidiary is in the process of evaluating its historical compliance with certain export regulations in Singapore. Depending on the results of this evaluation, we may take additional actions to ensure our compliance with these regulations in the future. As part of these additional actions, we could elect to make certain voluntary disclosures, which may, in certain circumstances, result in the imposition of various fines and penalties. Any fines and penalties will be based on the specific facts and findings of our evaluation, as well as negotiation with Singapore authorities. At this time, we cannot estimate the amount or range of any fines and penalties, if any should be imposed. Please refer to Note 13, "Commitments and Contingencies" in this Quarterly Report on Form 10-Q.

Critical Accounting Estimates

For information about our critical accounting estimates, see the "Critical Accounting Estimates" section of "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our fiscal 2013 Annual Report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates. We employ established policies and procedures governing the use of financial instruments to manage our exposure to such risks.

Exchange Rate Risk

We conduct business globally in numerous currencies and are therefore exposed to foreign currency risks. We use derivative instruments to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. We do not hold or issue derivatives for trading purposes or make speculative investments in foreign currencies.

We use foreign exchange forward contracts to hedge forecasted foreign currency transactions relating to forecasted sales and purchase transactions. These derivatives are designated as cash flow hedges and are carried at fair value. The effective portion of the gain or loss is initially reported as a component of accumulated other comprehensive income (loss), and upon occurrence of the forecasted transaction, is subsequently reclassified into the income or expense line item to which the hedged transaction relates. We also enter into foreign exchange forward contracts to mitigate the change in fair value of specific non-functional currency assets and liabilities on the balance sheet. All balance sheet hedges are marked to market through earnings every period. Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities.

As of December 27, 2013, we had foreign currency forward contracts outstanding with a total notional amount of \$22.6 million consisting of 13 different currencies. The following is a summary of the gross notional amount of our outstanding contracts grouped by the underlying foreign currency as of December 27, 2013:

Currency	Notional Contract Amount (Local Currency) (In millions)	Notional Contract Amount (USD)
Australian dollar	1.4	\$1.2
Euro	4.5	6.1
Indian rupee	220.5	3.5
Philippine peso	130.5	3.0
Polish zloty	9.2	3.0
Republic of South Africa rand	22.8	2.2
Other currencies	N/A	3.6
Total of all currency forward contracts		\$22.6

Net foreign exchange loss recorded in our consolidated statements of operations during the second quarter and first half of fiscal 2014 and 2013 was as follows:

(In millions)	Quarter Ended		Two Quarters Ended	
	December 27, 2013	December 28, 2012	December 27, 2013	December 28, 2012
Foreign exchange loss, net	\$(0.2)	\$(0.5)	\$(0.4)	\$(0.8)

A 10% adverse change in currency exchange rates for our foreign currency derivatives held as of December 27, 2013 would have an impact of approximately \$1.9 million on the fair value of such instruments. This quantification of exposure to the market risk associated with foreign exchange financial instruments does not take into account the offsetting impact of changes in the fair value of our foreign denominated assets, liabilities and firm commitments. Certain of our international business was transacted in non-U.S. dollar currency environments. As discussed above, we utilize foreign currency hedging instruments to minimize the currency risk of international transactions. The impact of translating the assets and liabilities of foreign operations to U.S. dollars is included as a component of stockholders' equity. As of December 27, 2013 and June 28, 2013, the cumulative translation adjustment decreased our stockholders' equity by \$2.9 million and \$3.4 million, respectively.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our cash equivalents and borrowings under our SVB credit facility.

Exposure on Cash Equivalents

We had \$64.7 million in total cash and cash equivalents as of December 27, 2013. Cash equivalents totaled \$27.1 million as of December 27, 2013 and were comprised of money market funds and certificates of deposit. Cash equivalents have been recorded at fair value on our balance sheet.

We do not use derivative financial instruments in our short-term investment portfolio. We invest in high-credit quality issues and, by policy, limit the amount of credit exposure to any one issuer and country. The portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity. The portfolio is also diversified by maturity to ensure that funds are readily available as needed to meet our liquidity needs. This policy reduces the potential need to sell securities in order to meet liquidity needs and therefore the potential effect of changing market rates on the value of securities sold.

The primary objective of our short-term investment activities is to preserve principal while maximizing yields, without significantly increasing risk. Our cash equivalents earn interest at fixed rates; therefore, changes in interest rates

will not generate a gain or loss on these investments unless they are sold prior to maturity. Actual gains and losses due to the sale of our investments prior to maturity have been immaterial. The weighted average days to maturity for cash equivalents held as of December 27, 2013 was two days, and these investments had an average yield of 0.52% per annum. A 10% change in interest rates on our cash and cash equivalents is not expected to have a material impact on our financial position, results of operations or cash flows.

Exposure on Borrowings

During the first two quarters of fiscal 2014, we had \$6.0 million of borrowings outstanding under our \$50.0 million SVB credit facility that incurred interest at the prime rate. We also recorded interest on our \$8.3 million borrowing drawn on January 30, 2012 and paid off on September 27, 2013 at the fixed rate of 5% per annum. During the first two quarters of fiscal 2014, our weighted average interest rate was 3.5% and we recorded total interest expense of \$0.1 million on these borrowings.

A 10% change in interest rates on the current borrowings or on future borrowings is not expected to have a material impact on our financial position, results of operations or cash flows since interest on our borrowings is not material to our overall financial position.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Management has conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 27, 2013.

Changes in Internal Control over Financial Reporting

There has been no change in our internal controls over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Please refer to Legal Proceedings under Note 13, "Commitments and Contingencies" in this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

Investors should carefully review and consider the information regarding certain factors which could materially affect our business, operating results, cash flows and financial condition set forth under Item 1A, Risk Factors, in our fiscal 2013 Annual Report on Form 10-K.

We do not believe that there have been any other material additions or changes to the risk factors previously disclosed in our fiscal 2013 Annual Report on Form 10-K, although we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

Item 6. Exhibits

The following exhibits are filed herewith or incorporated by reference to exhibits previously filed with the SEC:

Exhibit Number	Descriptions
10.1	Amendment No. 1 to First Amended and Restated Loan and Security Agreement, dated as of October 29, 2013, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 30, 2013, File No. 001-33278)
10.2	Amendment No. 2 to First Amended and Restated Loan and Security Agreement, dated as of November 20, 2013, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on November 21, 2013, File No. 001-33278)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AVIAT NETWORKS, INC.

(Registrant)

Date: February 10, 2014

By: /s/ John J. Madigan
 John J. Madigan
 Vice President, Corporate Controller and
 Principal Accounting Officer
 (Principal accounting officer and
 duly authorized officer)

EXHIBIT INDEX

The following exhibits are filed herewith or incorporated by reference to exhibits previously filed with the SEC:

Exhibit Number	Descriptions
10.1	Amendment No. 1 to First Amended and Restated Loan and Security Agreement, dated as of October 29, 2013, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on October 30, 2013, File No. 001-33278)
10.2	Amendment No. 2 to First Amended and Restated Loan and Security Agreement, dated as of November 20, 2013, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on November 21, 2013, File No. 001-33278)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

35
 dden;height:20px;font-size:10pt;">

(d)(502)

Two Hundred Forty-Second Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(503)

Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(502))(124)

(d)(504)

Two Hundred Forty-Third Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(505)

Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(504))(124)

(d)(506)

Two Hundred Forty-Fourth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(507)

Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(506))(124)

(d)(508)

Two Hundred Forty-Fifth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S.

Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(509)

Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(508))(124)

(d)(510)

Two Hundred Forty-Sixth Supplemental Indenture dated as of January 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(124)

(d)(511)

Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(510))(124)

C-38

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(512)	Two Hundred Forty-Seventh Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(513)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(512))(125)
(d)(514)	Two Hundred Forty-Eighth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(515)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(514))(125)
(d)(516)	Two Hundred Forty-Ninth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(517)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(516))(125)
(d)(518)	Two Hundred Fiftieth Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(519)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(518))(125)
(d)(520)	Two Hundred Fifty-First Supplemental Indenture dated as of January 30, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(125)
(d)(521)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(520))(125)
(d)(522)	Two Hundred Fifty-Second Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(523)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(522))(126)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

(d)(524) Two Hundred Fifty-Third Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)

(d)(525) Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(524))(126)

C-39

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(526)	Two Hundred Fifty-Fourth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(527)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(526))(126)
(d)(528)	Two Hundred Fifty-Fifth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(529)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(528))(126)
(d)(530)	Two Hundred Fifty-Sixth Supplemental Indenture dated as of February 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(126)
(d)(531)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(530))(126)
(d)(532)	Two Hundred Fifty-Seventh Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(533)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(532))(127)
(d)(534)	Two Hundred Fifty-Eighth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(535)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(534))(127)
(d)(536)	Two Hundred Fifty-Ninth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(537)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(536))(127)

(d)(538) Two Hundred Sixtieth Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)

C-40

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(539)	Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(538))(127)
(d)(540)	Two Hundred Sixty-First Supplemental Indenture dated as of February 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(127)
(d)(541)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(540))(127)
(d)(542)	Two Hundred Sixty-Seventh Supplemental Indenture dated as of February 19, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(128)
(d)(543)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(542))(128)
(d)(544)	Two Hundred Sixty-Second Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(545)	Form of 4.000% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(544))(129)
(d)(546)	Two Hundred Sixty-Third Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(547)	Form of 5.000% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(546))(129)
(d)(548)	Two Hundred Sixty-Fourth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)
(d)(549)	Form of 5.500% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(548))(129)
(d)(550)	Two Hundred Sixty-Fifth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)

(d)(551) Form of 6.000% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(550))(129)

(d)(552) Two Hundred Sixty-Sixth Supplemental Indenture dated as of February 21, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(129)

C-41

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(553)	Form of 6.500% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(552))(129)
(d)(554)	Two Hundred Sixty-Eighth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(555)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(554))(130)
(d)(556)	Two Hundred Sixty-Ninth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(557)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(556))(130)
(d)(558)	Two Hundred Seventieth Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(559)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(558))(130)
(d)(560)	Two Hundred Seventy-First Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(561)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(560))(130)
(d)(562)	Two Hundred Seventy-Second Supplemental Indenture dated as of February 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(130)
(d)(563)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(562))(130)
(d)(564)	Two Hundred Seventy-Third Supplemental Indenture dated as March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee,

by and between the Registrant and U.S. Bank National Association, as Trustee(131)

(d)(565) Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(564))(131)

C-42

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(566)	Two Hundred Seventy-Fourth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(567)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(566))(131)
(d)(568)	Two Hundred Seventy-Fifth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(569)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(568))(131)
(d)(570)	Two Hundred Seventy-Sixth Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(571)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(570))(131)
(d)(572)	Two Hundred Seventy-Seventh Supplemental Indenture dated as of March 6, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(131)
(d)(573)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(572))(131)
(d)(574)	Supplement No. 1 to the Two Hundred Sixty-Seventh Supplemental Indenture dated as of March 11, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(132)
(d)(575)	Form of 4.75% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(574))(132)
(d)(576)	Two Hundred Seventy-Eighth Supplemental Indenture dated as March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(577)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(576))(133)

- (d)(578) Two Hundred Seventy-Ninth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
- (d)(579) Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(578))(133)

C-43

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(580)	Two Hundred Eightieth Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(581)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(580))(133)
(d)(582)	Two Hundred Eighty-First Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(583)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(582))(133)
(d)(584)	Two Hundred Eighty-Second Supplemental Indenture dated as of March 13, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(133)
(d)(585)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(584))(133)
(d)(586)	Two Hundred Eighty-Fourth Supplemental Indenture dated as March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(587)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(586))(134)
(d)(588)	Two Hundred Eighty-Fifth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(589)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(588))(134)
(d)(590)	Two Hundred Eighty-Sixth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(591)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(590))(134)

(d)(592) Two Hundred Eighty-Seventh Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)

C-44

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(593)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(592))(134)
(d)(594)	Two Hundred Eighty-Eighth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(134)
(d)(595)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(594))(134)
(d)(596)	Two Hundred Eighty-Ninth Supplemental Indenture dated as March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(597)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(596))(135)
(d)(598)	Two Hundred Ninetieth Supplemental Indenture dated as of March 20, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(599)	Form of 4.750% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(598))(135)
(d)(600)	Two Hundred Ninety-First Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(601)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(600))(135)
(d)(602)	Two Hundred Ninety-Second Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)
(d)(603)	Form of 5.750% Prospect Capital InterNote® due 2026 (included as part of Exhibit (d)(602))(135)
(d)(604)	Two Hundred Ninety-Third Supplemental Indenture dated as of March 27, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(135)

(d)(605) Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(604))(135)

(d)(606) Two Hundred Ninety-Fourth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)

C-45

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(607)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(606))(136)
(d)(608)	Two Hundred Ninety-Fifth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(609)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(608))(136)
(d)(610)	Two Hundred Ninety-Sixth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(611)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(610))(136)
(d)(612)	Two Hundred Ninety-Seventh Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(613)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(612))(136)
(d)(614)	Two Hundred Ninety-Eighth Supplemental Indenture dated as of April 3, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(136)
(d)(615)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(614))(136)
(d)(616)	Supplemental Indenture dated as of April 7, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(137)
(d)(617)	Form of 5.000% Senior Notes due 2019 (included as part of Exhibit (d)(616))(137)
(d)(618)	Two Hundred Ninety-Ninth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)

(d)(619) Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(618))(138)

C-46

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(620)	Three Hundredth Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(621)	Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(620))(138)
(d)(622)	Three Hundred First Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(623)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(622))(138)
(d)(624)	Three Hundred Second Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(625)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(624))(138)
(d)(626)	Three Hundred Third Supplemental Indenture dated as of April 10, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(138)
(d)(627)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(626))(138)
(d)(628)	Indenture dated as of April 11, 2014, by and between Prospect Capital Corporation and American Stock Transfer & Trust Company, as Trustee(139)
(d)(629)	Form of Global Note of 4.75% Senior Convertible Notes Due 2020 (included as part of Exhibit (d)(628))(139)
(d)(630)	Three Hundred Fourth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(631)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(630))(140)
(d)(632)	Three Hundred Fifth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)

(d)(633) Form of 4.250% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(632))(140)

C-47

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(634)	Three Hundred Sixth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(635)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(634))(140)
(d)(636)	Three Hundred Seventh Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(637)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(636))(140)
(d)(638)	Three Hundred Eighth Supplemental Indenture dated as of April 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(140)
(d)(639)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(638))(140)
(d)(640)	Three Hundred Ninth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(641)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(640))(141)
(d)(642)	Three Hundred Tenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(643)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(642))(141)
(d)(644)	Three Hundred Eleventh Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(645)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(644))(141)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

(d)(646) Three Hundred Twelfth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)

(d)(647) Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(646))(141)

C-48

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(648)	Three Hundred Thirteenth Supplemental Indenture dated as of April 24, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(141)
(d)(649)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(648))(141)
(d)(650)	Three Hundred Fourteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(651)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(650))(142)
(d)(652)	Three Hundred Fifteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(653)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(652))(142)
(d)(654)	Three Hundred Sixteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(655)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(654))(142)
(d)(656)	Three Hundred Seventeenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(657)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(656))(142)
(d)(658)	Three Hundred Eighteenth Supplemental Indenture dated as of May 1, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(142)
(d)(659)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(658))(142)

(d)(660) Three Hundred Nineteenth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)

C-49

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(661)	Form of 3.750% Prospect Capital InterNote® due 2018 (included as part of Exhibit (d)(660))(143)
(d)(662)	Three Hundred Twentieth Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(663)	Form of 4.500% Prospect Capital InterNote® due 2019 (included as part of Exhibit (d)(662))(143)
(d)(664)	Three Hundred Twenty-First Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(665)	Form of 5.250% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(664))(143)
(d)(666)	Three Hundred Twenty-Second Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(667)	Form of 5.750% Prospect Capital InterNote® due 2024 (included as part of Exhibit (d)(666))(143)
(d)(668)	Three Hundred Twenty-Third Supplemental Indenture dated as of May 8, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(143)
(d)(669)	Form of 6.250% Prospect Capital InterNote® due 2039 (included as part of Exhibit (d)(668))(143)
(d)(670)	Three Hundred Twenty-Fourth Supplemental Indenture dated as of November 17, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(151)
(d)(671)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(670))(151)
(d)(672)	Three Hundred Twenty-Fifth Supplemental Indenture dated as of November 28, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as

Trustee(152)

(d)(673) Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(672))(152)

(d)(674) Three Hundred Twenty-Sixth Supplemental Indenture dated as of December 4, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(153)

C-50

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(675)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(674))(153)
(d)(676)	Three Hundred Twenty-Seventh Supplemental Indenture dated as of December 11, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(154)
(d)(677)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(676))(154)
(d)(678)	Three Hundred Twenty-Eighth Supplemental Indenture dated as of December 18, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(155)
(d)(679)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(678))(155)
(d)(680)	Three Hundred Twenty-Ninth Supplemental Indenture dated as of December 29, 2014, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(156)
(d)(681)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(680))(156)
(d)(682)	Three Hundred Thirtieth Supplemental Indenture dated as of January 2, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(157)
(d)(683)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(682))(157)
(d)(684)	Three Hundred Thirty-First Supplemental Indenture dated as of January 8, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(158)
(d)(685)	Form of 4.250% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(684))(158)
(d)(686)	Three Hundred Thirty-Second Supplemental Indenture dated as of January 15, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(159)

(d)(687) Form of 4.500% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(686))(159)

C-51

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(688)	Three Hundred Thirty-Third Supplemental Indenture dated as of January 23, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(160)
(d)(689)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(688))(160)
(d)(690)	Three Hundred Thirty-Fourth Supplemental Indenture dated as of January 29, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(161)
(d)(691)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(690))(161)
(d)(692)	Three Hundred Thirty-Fifth Supplemental Indenture dated as of February 5, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(162)
(d)(693)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(692))(162)
(d)(694)	Three Hundred Thirty-Sixth Supplemental Indenture dated as of February 20, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(163)
(d)(695)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(694))(163)
(d)(696)	Three Hundred Thirty-Seventh Supplemental Indenture dated as of February 26, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(164)
(d)(697)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(696))(164)
(d)(698)	Three Hundred Thirty-Eighth Supplemental Indenture dated as of March 5, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(165)
(d)(699)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(698))(165)

- (d)(700) Three Hundred Thirty-Ninth Supplemental Indenture dated as of March 12, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(166)
- (d)(701) Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(700))(166)

C-52

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(702)	Three Hundred Fortieth Supplemental Indenture dated as of March 19, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(167)
(d)(703)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(702))(167)
(d)(704)	Three Hundred Forty-First Supplemental Indenture dated as of March 26, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(168)
(d)(705)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(704))(168)
(d)(706)	Three Hundred Forty-Second Supplemental Indenture dated as of April 2, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(169)
(d)(707)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(706))(169)
(d)(708)	Three Hundred Forty-Third Supplemental Indenture dated as of April 9, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(170)
(d)(709)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(708))(170)
(d)(710)	Three Hundred Forty-Fourth Supplemental Indenture dated as of April 16, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(171)
(d)(711)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(710))(171)
(d)(712)	Three Hundred Forty-Fifth Supplemental Indenture dated as of April 16, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(171)
(d)(713)	

Form of 3.375% to 6.375% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(712))(171)

(d)(714) Three Hundred Forty-Sixth Supplemental Indenture dated as of April 23, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(172)

C-53

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(715)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(714))(172)
(d)(716)	Three Hundred Forty-Seventh Supplemental Indenture dated as of April 23, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(172)
(d)(717)	Form of 3.375% to 6.375% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(716))(172)
(d)(718)	Three Hundred Forty-Eighth Supplemental Indenture dated as of April 30, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(173)
(d)(719)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(718))(173)
(d)(720)	Three Hundred Forty-Ninth Supplemental Indenture dated as of April 30, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(173)
(d)(721)	Form of 3.375% to 6.375% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(720))(173)
(d)(722)	Three Hundred Fiftieth Supplemental Indenture dated as of May 7, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(174)
(d)(723)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(722))(174)
(d)(724)	Three Hundred Fifty-First Supplemental Indenture dated as of May 7, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(174)
(d)(725)	Form of 3.375% to 6.375% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(724))(174)
(d)(726)	

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Three Hundred Fifty-Second Supplemental Indenture dated as of May 21, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(175)

(d)(727) Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(726))(175)

C-54

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(728)	Three Hundred Fifty-Third Supplemental Indenture dated as of May 29, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(176)
(d)(729)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(728))(176)
(d)(730)	Three Hundred Fifty-Fourth Supplemental Indenture dated as of May 29, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(176)
(d)(731)	Form of 5.100% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(730))(176)
(d)(732)	Three Hundred Fifty-Fifth Supplemental Indenture dated as of June 4, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(177)
(d)(733)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(732))(177)
(d)(734)	Three Hundred Fifty-Sixth Supplemental Indenture dated as of June 4, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(177)
(d)(735)	Form of 5.100% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(734))(177)
(d)(736)	Three Hundred Fifty-Seventh Supplemental Indenture dated as of June 11, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(178)
(d)(737)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(736))(178)
(d)(738)	Three Hundred Fifty-Eighth Supplemental Indenture dated as of June 11, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(178)
(d)(739)	Form of 5.100% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(738))(178)

(d)(740) Three Hundred Fifty-Ninth Supplemental Indenture dated as of June 18, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(179)

C-55

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(741)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(740))(179)
(d)(742)	Three Hundred Sixtieth Supplemental Indenture dated as of June 18, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(179)
(d)(743)	Form of 5.100% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(742))(179)
(d)(744)	Three Hundred Sixty-First Supplemental Indenture dated as of June 25, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(180)
(d)(745)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(744))(180)
(d)(746)	Three Hundred Sixty-Second Supplemental Indenture dated as of June 25, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(180)
(d)(747)	Form of 5.100% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(746))(180)
(d)(748)	Three Hundred Sixty-Third Supplemental Indenture dated as of July 2, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(181)
(d)(749)	Form of 4.625% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(748))(181)
(d)(750)	Three Hundred Sixty-Fourth Supplemental Indenture dated as of July 2, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(181)
(d)(751)	Form of 5.100% Prospect Capital InterNote® due 2021 (included as part of Exhibit (d)(750))(181)
(d)(752)	Three Hundred Sixty-Fifth Supplemental Indenture dated as of July 9, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(182)

(d)(753) Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(752))(182)

(d)(754) Three Hundred Sixty-Sixth Supplemental Indenture dated as of July 9, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(182)

C-56

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(755)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(754))(182)
(d)(756)	Three Hundred Sixty-Seventh Supplemental Indenture dated as of July 16, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(183)
(d)(757)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(756))(183)
(d)(758)	Three Hundred Sixty-Eighth Supplemental Indenture dated as of July 16, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(183)
(d)(759)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(758))(183)
(d)(760)	Three Hundred Sixty-Ninth Supplemental Indenture dated as of July 23, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(184)
(d)(761)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(760))(184)
(d)(762)	Three Hundred Seventieth Supplemental Indenture dated as of July 23, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(184)
(d)(763)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(762))(184)
(d)(764)	Three Hundred Seventy-First Supplemental Indenture dated as of July 30, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(185)
(d)(765)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(764))(185)
(d)(766)	Three Hundred Seventy-Second Supplemental Indenture dated as of July 30, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(185)

(d)(767) Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(766))(185)

C-57

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(768)	Three Hundred Seventy-Third Supplemental Indenture dated as of August 6, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(186)
(d)(769)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(768))(186)
(d)(770)	Three Hundred Seventy-Fourth Supplemental Indenture dated as of August 6, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(186)
(d)(771)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(770))(186)
(d)(772)	Three Hundred Seventy-Fifth Supplemental Indenture dated as of August 13, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(187)
(d)(773)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(772))(187)
(d)(774)	Three Hundred Seventy-Sixth Supplemental Indenture dated as of August 13, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(187)
(d)(775)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(774))(187)
(d)(776)	Three Hundred Seventy-Seventh Supplemental Indenture dated as of August 20, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(188)
(d)(777)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(776))(188)
(d)(778)	Three Hundred Seventy-Eighth Supplemental Indenture dated as of August 20, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(188)
(d)(779)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(778))(188)

- (d)(780) Three Hundred Seventy-Ninth Supplemental Indenture dated as of August 27, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(189)
- (d)(781) Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(780))(189)

C-58

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(782)	Three Hundred Eightieth Supplemental Indenture dated as of August 27, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(189)
(d)(783)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(782))(189)
(d)(784)	Three Hundred Eighty-First Supplemental Indenture dated as of September 11, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(191)
(d)(785)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(784))(191)
(d)(786)	Three Hundred Eighty-Second Supplemental Indenture dated as of September 11, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(191)
(d)(787)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(786))(191)
(d)(788)	Three Hundred Eighty-Third Supplemental Indenture dated as of September 17, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(192)
(d)(789)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(788))(192)
(d)(790)	Three Hundred Eighty-Fourth Supplemental Indenture dated as of September 17, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(192)
(d)(791)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(790))(192)
(d)(792)	Three Hundred Eighty-Fifth Supplemental Indenture dated as of September 24, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor

Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(193)

(d)(793) Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(792))(193)

(d)(794) Three Hundred Eighty-Sixth Supplemental Indenture dated as of September 24, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(193)

C-59

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Exhibit No.	Description
(d)(795)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(794))(193)
(d)(796)	Three Hundred Eighty-Seventh Supplemental Indenture dated as of October 1, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(194)
(d)(797)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(796))(194)
(d)(798)	Three Hundred Eighty-Eighth Supplemental Indenture dated as of October 1, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(194)
(d)(799)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(798))(194)
(d)(800)	Three Hundred Eighty-Ninth Supplemental Indenture dated as of October 8, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(†)
(d)(801)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(800))(†)
(d)(802)	Three Hundred Ninetieth Supplemental Indenture dated as of October 8, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee(†)
(d)(803)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(802))(†)
(f)	Not Applicable
(g)	Form of Investment Advisory Agreement between Registrant and Prospect Capital Management LLC(2)
(h)(1)	Fourth Amended and Restated Selling Agent Agreement, dated November 7, 2014, by and among, the Registrant, Prospect Capital Management LLC, Prospect Administration LLC, Incapital LLC and the Agents named therein and added from time to time(150)
(h)(2)	Form of Equity Distribution Agreement(150)
(i)	Not Applicable
(j)(1)	

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Amended and Restated Custody Agreement, dated as of September 23, 2014, by and between the Registrant and U.S. Bank National Association(147)

(j)(2) Custody Agreement, dated as of April 24, 2013, by and between the Registrant and Israeli Discount Bank of New York Ltd.(7)

C-60

Exhibit No.	Description
(j)(3)	Custody Agreement, dated as of October 28, 2013, by and between the Registrant and Fifth Third Bank(122)
(j)(4)	Custody Agreement, dated as of May 9, 2014, by and between the Registrant and Customers Bank(144)
(j)(5)	Custody Agreement, dated as of May 9, 2014, by and between the Registrant and Peapack-Gladstone Bank(145)
(j)(6)	Custody Agreement, dated as of October 10, 2014, by and between Prospect Yield Corporation, LLC and U.S. Bank National Association(147)
(k)(1)	Form of Administration Agreement between Registrant and Prospect Administration LLC(2)
(k)(2)	Form of Transfer Agency and Registrar Services Agreement(4)
(k)(3)	Form of Trademark License Agreement between the Registrant and Prospect Capital Investment Management, LLC(2)
(k)(4)	Agreement and Plan of Merger dated August 3, 2009 between Prospect Capital Corporation and Patriot Capital Funding, Inc.(6)
(k)(5)	Master Purchase and Sale and Contribution Agreement, dated as of March 19, 2012, by and among Prospect Capital Corporation, First Tower Corp., certain other entities related to Prospect Capital Corporation and certain shareholders of First Tower Corp.(18)
(k)(6)	Fifth Amended and Restated Loan and Servicing Agreement, dated August 29, 2014, among Prospect Capital Funding LLC, Prospect Capital Corporation, the lenders from time to time party thereto, the managing agents from time to time party thereto, U.S. Bank National Association as Calculation Agent, Paying Agent and Documentation Agent, KeyBank National Association as Facility Agent, Key Equipment Finance Inc. and Royal Bank of Canada as Syndication Agents, and KeyBank National Association as Structuring Agent, Sole Lead Arranger and Sole Bookrunner(19)
(l)(1)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(146)
(l)(2)	Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP, as special New York counsel for the Registrant(146)
(l)(3)	Opinion and Consent of Venable LLP, as special Maryland counsel for the Registrant(150)
(m)	Not Applicable
(n)(1)	Consent of independent registered public accounting firm (BDO USA, LLP)(149)
(n)(2)	Report of independent registered public accounting firm on "Senior Securities" table(146)
(n)(3)	Power of Attorney(146)

(n)(4) Consent of independent certified public accountants (McGladrey LLP)(149)

(n)(5) Consent of independent registered public accounting firm(190)

C-61

Exhibit No.	Description
(n)(6)	Report of independent registered public accounting firm on "Senior Securities" table(190)
(o)	Audited Consolidated Financial Statements of First Tower Holdings of Delaware LLC and its subsidiaries as of December 31, 2013 and 2012, and for the year ended December 31, 2013 and the period from March 14, 2012 (inception date) through December 31, 2012(148)
(p)	Not Applicable
(q)	Not Applicable
(r)	Code of Ethics(14)
99.1	Form of Preliminary Prospectus Supplement For Common Stock Offerings(146)
99.2	Form of Preliminary Prospectus Supplement For Preferred Stock Offerings(146)
99.3	Form of Preliminary Prospectus Supplement For Debt Offerings(146)
99.4	Form of Preliminary Prospectus Supplement For Rights Offerings(146)
99.5	Form of Preliminary Prospectus Supplement For Warrant Offerings(146)
99.6	Form of Preliminary Prospectus Supplement For Unit Offerings(146)

(1) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on May 9, 2014.

(2) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 6, 2004.

(3) Incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on August 26, 2011.

(4) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-114552), filed on July 23, 2004.

(5) Incorporated by reference to Exhibit 4.22 of the Registrant's Form 10-Q filed on May 6, 2013.

(6) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on August 5, 2009.

(7) Incorporated by reference to Exhibit 10.258 of the Registrant's Form 10-K filed on August 21, 2013.

(8) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on February 18, 2011.

(9) Intentionally deleted.

(10) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2010.

(11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on February 18, 2011.

(12) Incorporated by reference to the corresponding exhibit number to the Registrant's Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 1, 2011.

(13) Intentionally deleted.

(14) Incorporated by reference to Exhibit 14 of the Registrant's Form 10-K filed on August 26, 2015.

(15) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637),

filed on March 1, 2012.

C-62

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (16) No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 8, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (17) No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on March 14, 2012.

(18) Incorporated by reference to Exhibit 2.1 of the Registrant's Form 8-K filed on March 21, 2012.

(19) Incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K filed on September 2, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (20) No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 5, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (21) No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 12, 2012.

(22) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2012.

(23) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on April 16, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (24) No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on April 26, 2012.

(25) Intentionally deleted.

(26) Intentionally deleted.

(27) Intentionally deleted.

(28) Intentionally deleted.

(29) Intentionally deleted.

(30) Intentionally deleted.

(31) Intentionally deleted.

(32) Intentionally deleted.

(33) Intentionally deleted.

(34) Intentionally deleted.

(35) Intentionally deleted.

(36) Intentionally deleted.

(37) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on August 14, 2012.

(38) Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on August 14, 2012.

(39) Intentionally deleted.

(40) Intentionally deleted.

(41) Intentionally deleted.

(42) Intentionally deleted.

(43) Intentionally deleted.

(44) Intentionally deleted.

(45) Intentionally deleted.

(46) Intentionally deleted.

(47) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (48) No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637), filed on September 27, 2012.

(49) Intentionally deleted.

(50) Intentionally deleted.

(51) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-176637),

filed on October 4, 2012.

(52) Intentionally deleted.

(53) Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment

(54) No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 23, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment

(55) No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on November 29, 2012.

C-63

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (56)No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 6, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (57)No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 13, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (58)No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 20, 2012.

(59)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on December 21, 2012.

(60)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (61)No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on December 28, 2012.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (62)No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 4, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (63)No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 10, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (64)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 17, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (65)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (66)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on January 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (67)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 7, 2013.

(68)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (69)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 22, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (70)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on February 28, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (71)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 7, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (72)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 14, 2013.

(73)Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on March 15, 2013.

(74)Incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K filed on March 15, 2013.

(75)Intentionally deleted.

(76)Intentionally deleted.

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (77)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 21, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (78)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on March 28, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (79)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 4, 2013.

C-64

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (80)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 11, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (81)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (82)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on April 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (83)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 2, 2013.

(84)Intentionally deleted.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (85)No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 9, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (86)No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 23, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (87)No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on May 31, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (88)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 6, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (89)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 13, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (90)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 20, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (91)No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on June 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (92)No. 36 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (93)No. 37 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 11, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (94)No. 38 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 18, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (95)No. 39 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on July 25, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (96)No. 40 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 1, 2013.

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (97)No. 41 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 8, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (98)No. 42 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 15, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (99)No. 43 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on August 22, 2013.

C-65

- (100) Incorporated by reference to the corresponding exhibit number to the Registrant's pre-effective Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on August 27, 2013.
- (101) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 45 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 6, 2013.
- (102) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 46 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 12, 2013.
- (103) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 47 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 19, 2013.
- (104) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 48 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333- 183530), filed on September 26, 2013.
- (105) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 49 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 3, 2013.
- (106) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 50 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 10, 2013.
- (107) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 11, 2013.
- (108) Intentionally deleted.
- (109) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 51 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-183530), filed on October 18, 2013.
- (110) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 24, 2013.
- (111) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on October 31, 2013.
- (112) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 5, 2013.
- (113) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 7, 2013.
- (114) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 7 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 15, 2013.
- (115) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 21, 2013.
- (116) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on November 29, 2013.
- (117)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 5, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (118)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 12, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (119)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 19, 2013.

C-66

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (120)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on December 27, 2013.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (121)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (122)No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 9, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (123)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 16, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (124)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (125)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on January 30, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (126)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (127)No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 13, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (128)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 19, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (129)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 21, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (130)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on February 27, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (131)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 6, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (132)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 11, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (133)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 13, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (134)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 20, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (135)No. 28 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on March 27, 2014.

(136)

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 3, 2014.

(137) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 7, 2014.

(138) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 10, 2014.

(139) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K filed on April 16, 2014.

C-67

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (140)No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 17, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (141)No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on April 24, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (142)No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 1, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (143)No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (File No. 333-190850), filed on May 8, 2014.

(144)Incorporated by reference to Exhibit 10.12 of the Registrant's Form 10-K filed on August 25, 2014.

(145)Incorporated by reference to Exhibit 10.13 of the Registrant's Form 10-K filed on August 25, 2014.

(146) Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on September 2, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. (147)1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on October 14, 2014.

(148)Incorporated by reference to Exhibit 99.1 of the Registrant's Form 10-K/A filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Pre-Effective Amendment No. (149)2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (150)No. 1 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 3, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (151)No. 2 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 20, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (152)No. 3 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on November 28, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (153)No. 4 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on December 4, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (154)No. 5 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on December 11, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (155)No. 6 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on December 18, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (156)No. 7 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on December 29, 2014.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (157)No. 8 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on January 5, 2015.

(158)Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 9 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

January 8, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (159)No. 10 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on January 15, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (160)No. 11 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on January 23, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (161)No. 12 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on January 29, 2015.

C-68

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (162)No. 13 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on February 5, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (163)No. 14 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on February 20, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (164)No. 15 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on February 26, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (165)No. 16 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on March 5, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (166)No. 17 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on March 12, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (167)No. 18 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on March 19, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (168)No. 19 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on March 26, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (169)No. 20 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on April 2, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (170)No. 21 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on April 9, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (171)No. 22 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on April 16, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (172)No. 23 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on April 23, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (173)No. 24 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on April 29, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (174)No. 25 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on May 7, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (175)No. 26 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on May 21, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (176)No. 27 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on May 29, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (177)No. 28 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on June 4, 2015.

(178)

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 29 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on June 11, 2015.

(179) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 30 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on June 18, 2015.

(180) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 31 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on June 25, 2015.

(181) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 32 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on July 2, 2015.

(182) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 33 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on July 9, 2015.

(183) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 34 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on July 16, 2015.

(184) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 35 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on July 23, 2015.

(185) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 36 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on July 30, 2015.

(186) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 37 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on August 6, 2015.

(187) Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment No. 38 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on August 13, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (188)No. 39 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on August 20, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (189)No. 40 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on August 27, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (190)No. 41 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on August 28, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (191)No. 42 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on September 16, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (192)No. 43 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on September 17, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (193)No. 44 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on September 24, 2015.

Incorporated by reference to the corresponding exhibit number to the Registrant's Post-Effective Amendment (194)No. 45 to the Registration Statement under the Securities Act, as amended, on Form N-2 (333-198505), filed on October 1, 2015.

† Filed herewith.

*To be filed by amendment.

ITEM 26. MARKETING ARRANGEMENTS

The information contained under the heading "Plan of Distribution" on this Registration Statement is incorporated herein by reference and any information concerning any underwriters will be contained in the accompanying prospectus supplement, if any.

ITEM 27. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

C-70

Commission registration fee	\$655,220
NASDAQ Global Select Additional Listing Fees	155,000
Accounting fees and expenses	500,000
Legal fees and expenses	1,000,000
Printing and engraving	500,000
Miscellaneous fees and expenses	100,000
Total	\$2,910,000

** These amounts are estimates.

All of the expenses set forth above shall be borne by the Company.

ITEM 28. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL

As of October 31, 2014, the following list sets forth entities in which the Registrant owns a controlling interest, the state under whose laws the entity is organized, and the percentage of voting securities or membership interests owned by the Registrant in such entity. Except for Prospect Capital Funding LLC, Prospect Small Business Lending LLC and Prospect Yield Corporation, LLC, none of these entities are consolidated for purposes of financial reporting.

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
SB Forging Company, Inc. (Delaware)	100.0	%
Arctic Oilfield Equipment USA, Inc. (Delaware)	100.0	%
Arctic Energy Services, LLC (Delaware)	70.0	%
CP Holdings of Delaware LLC (Delaware)	100.0	%
CP Energy Services Inc. (Delaware)	82.9	%
CP Well Testing Services Company LLC (Delaware)	82.9	%
CP Well Testing, LLC (Delaware)	82.9	%
Fluid Management Services, Inc. (Delaware)	82.9	%
Fluid Management Services, LLC (Delaware)	82.9	%
Artexoma Logistics, LLC (Delaware)	82.9	%
ProHaul Transports, LLC (Oklahoma)	82.9	%
Wright Foster Disposals, LLC (Delaware)	82.9	%
Wright Transport, Inc. (Delaware)	82.9	%
Wright Trucking, Inc. (Delaware)	82.9	%
Foster Testing Co., Inc. (Delaware)	82.9	%
Watershark, LLC (Oklahoma)	82.9	%
Echelon Aviation LLC (Delaware)	100.0	%
Echelon Aviation II, LLC (Delaware)	100.0	%
Echelon Prime Coöperatief U.A. (Netherlands)	100.0	%
AerLift Leasing Limited (Isle of Man)	60.7	%
AerLift Leasing Jet Limited (Ireland)	50.0	%
Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
AerLift Aircraft Leasing Limited (Isle of Man)	60.7	%
AerLift Leasing Isle of Man MSN 28415 Limited (Isle of Man)	60.7	%
Alpha Fifteenth Waha Lease Limited (Isle of Man)	60.7	%
Bravo Fifteenth Waha Lease Limited (Isle of Man)	60.7	%
Fourteenth Waha Lease Limited (Isle of Man)	60.7	%
Wahafлот Leasing 963 (Bermuda) Limited (Bermuda)	60.7	%

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Wahafлот Leasing 1 Limited (Cyprus)	60.7	%
16TH Waha Lease (Labuan) Limited (Labuan)	60.7	%
Waha Lease (Labuan) Limited (Labuan)	60.7	%
AerLift Leasing Netherlands B.V. (Netherlands)	60.7	%
AerLift Leasing Isle of Man 1 Limited (Isle of Man)	60.7	%
AerLift Leasing France MSN 24698 S.a.r.l. (France)	60.7	%
Energy Solutions Holdings Inc. (Delaware)	100.0	%
Change Clean Energy & Power, LLC (Delaware)	100.0	%
Change Clean Energy LLC (Delaware)	100.0	%
DownEast Power Company, LLC (Delaware)	100.0	%
Biochips, LLC (Maine)	51.0	%
Yatesville Coal Company, LLC (Delaware)	100.0	%
North Fork Collieries LLC (Delaware)	100.0	%
Freedom Marine Services Solutions, LLC (Delaware)	100.0	%
Vessel Company, LLC (Louisiana)	100.0	%
Vessel Company II, LLC (Delaware)	100.0	%
MV Gulf Endeavor L.L.C. (Louisiana)	100.0	%
MV Clint L.L.C. (Louisiana)	100.0	%
MV JF Jett L.L.C. (Louisiana)	100.0	%
Vessel Company III, LLC (Delaware)	100.0	%
MV FMS Courage LLC (Louisiana)	100.0	%
MV FMS Endurance LLC (Louisiana)	100.0	%
First Tower Holdings of Delaware LLC (Delaware)	100.0	%
First Tower Finance Company LLC (Mississippi)	80.1	%
First Tower, LLC (Mississippi)	80.1	%
First Tower Loan, LLC (Louisiana)	80.1	%
Gulfco of Louisiana, LLC (Louisiana)	80.1	%
Gulfco of Mississippi, LLC (Mississippi)	80.1	%
Gulfco of Alabama, LLC (Alabama)	80.1	%
Tower Loan of Illinois, LLC (Mississippi)	80.1	%
Tower Loan of Mississippi, LLC (Mississippi)	80.1	%
Tower Loan of Missouri, LLC (Mississippi)	80.1	%
Tower Auto Loan, LLC (Mississippi)	80.1	%
American Federated Holding Company (Mississippi)	80.1	%
American Federated Insurance Company, Inc. (Mississippi)	80.1	%
American Federated Life Insurance Company, Inc. (Mississippi)	80.1	%
Harbortouch Holdings of Delaware Inc. (Delaware)	100.0	%
Harbortouch Payments, LLC (Delaware)	53.5	%
Credit Card Processing USA, LLC (New Jersey)	53.5	%

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Integrated Contract Services, Inc. (Delaware)	100.0	%
Manx Energy, Inc. (Delaware)*	42.0	%
NMMB Holdings, Inc. (Delaware)	100.0	%
NMMB, Inc. (Delaware)	83.5	%
refuel agency, Inc. (Delaware)	83.5	%
Armed Forces Communications, Inc. (New York)	83.5	%
Prospect Capital Funding LLC (Delaware)	100.0	%
Prospect Small Business Lending LLC (Delaware)	100.0	%
Prospect Yield Corporation, LLC (Delaware)	100.0	%
Wolf Energy Holdings Inc. (Delaware)	100.0	%
Wolf Energy, LLC (Delaware)	100.0	%
Coalbed, LLC (Delaware)	100.0	%
Appalachian Energy LLC (Delaware)	100.0	%
C & S Operating, LLC (Delaware)	100.0	%
The Healing Staff, Inc. (Texas)	100.0	%
R-V Industries, Inc. (Pennsylvania)	88.3	%
STI Holding, Inc. (Delaware)	100.0	%
Borga, Inc. (California)	100.0	%
Vets Securing America, Inc. (Delaware)	100.0	%
APH Property Holdings, LLC (Delaware)	100.0	%
American Property REIT Corp. (Maryland)	100.0	%
APH Guarantor, LLC (Delaware)	100.0	%
1557 Terrell Mill Road, LLC (Delaware)	92.6	%
5100 Live Oaks Blvd, LLC (Delaware)	97.7	%
APH Carroll Resort, LLC (Delaware)	95.0	%
ARIUM Resort, LLC (Delaware)	95.0	%
Arlington Park Marietta, LLC (Delaware)	93.3	%
Lofton Place, LLC (Delaware)	93.2	%
Vista Palma Sola, LLC (Delaware)	93.2	%
APH Gulf Coast Holdings, LLC (Delaware)	99.3	%
NPH Property Holdings, LLC (Delaware)	100.0	%
NPH Property Holdings II, LLC (Delaware)	100.0	%
American Consumer Lending Limited (Cayman Islands)	100.0	%
American Consumer Lending, LLC (Delaware)	100.0	%
National Property REIT Corp. (Maryland)	100.0	%
American Consumer Lending III, LLC (Delaware)	100.0	%
NPH Guarantor, LLC (Delaware)	100.0	%
ACL Loan Holdings, Inc. (Delaware)	100.0	%
ACL Loan Company, Inc. (Delaware)	100.0	%
ACL Loan Company III, Inc. (Delaware)	100.0	%
ACL Consumer Loan Trust (Delaware)	100.0	%
ACL Consumer Loan Trust III (Delaware)	100.0	%
APH Carroll 41, LLC (Delaware)	94.0	%
APH Carroll Bartram Park, LLC (Delaware)	93.0	%
NPH Carroll Atlantic Beach, LLC (Delaware)	93.0	%

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
NPH McDowell, LLC (Delaware)	90.0	%
Matthews Reserve II, LLC (Delaware)	90.0	%
City West Apartments II, LLC (Delaware)	90.0	%
Mission Gate II, LLC (Delaware)	90.0	%
Vinings Corner II, LLC (Delaware)	90.0	%
Uptown Park Apartments II, LLC (Delaware)	90.0	%
St. Marin Apartments II, LLC (Delaware)	90.0	%
UPH Property Holdings, LLC (Delaware)	100.0	%
United Property REIT Corp. (Maryland)	100.0	%
Canterbury Green Apartments, LLC (Delaware)	92.5	%
Canterbury Green Apartments TRS, LLC (Delaware)	92.5	%
Columbus OH Apartments HoldCo, LLC (Delaware)	65.4	%
Abbie Lakes OH Partners, LLC (Delaware)	65.4	%
Kengary Way OH Partners, LLC (Delaware)	65.4	%
Jefferson Chase OH Partners, LLC (Delaware)	65.4	%
Lakepoint OH Partners, LLC (Delaware)	65.4	%
Heatherbridge OH Partners, LLC (Delaware)	65.4	%
Sunbury OH Partners, LLC (Delaware)	65.4	%
Lakeview Trail OH Partners, LLC (Delaware)	65.4	%
Goldenstrand OH Partners, LLC (Delaware)	65.4	%
Michigan Storage, LLC (Delaware)	85.0	%
Michigan Storage TRS LLC (Delaware)	85.0	%
Ford Road Self Storage, LLC (Delaware)	85.0	%
Ball Avenue Self Storage, LLC (Delaware)	85.0	%
23 Mile Road Self Storage, LLC (Delaware)	85.0	%
36th Street Self Storage, LLC (Delaware)	85.0	%
Ann Arbor Kalamazoo Self Storage, LLC (Delaware)	85.0	%
Waldon Road Self Storage, LLC (Delaware)	85.0	%
Jolly Road Self Storage, LLC (Delaware)	85.0	%
Haggerty Road Self Storage, LLC (Delaware)	85.0	%
Eaton Rapids Road Self Storage, LLC (Delaware)	85.0	%
Tyler Road Self Storage, LLC (Delaware)	85.0	%
South Atlanta Portfolio Holding Company, LLC (Delaware)	92.6	%
South Atlanta Eastwood Village LLC (Georgia)	92.6	%
South Atlanta Monterey Village LLC (Georgia)	92.6	%
South Atlanta Hidden Creek LLC (Georgia)	92.6	%
South Atlanta Meadow Springs LLC (Georgia)	92.6	%
South Atlanta Meadow View LLC (Georgia)	92.6	%
South Atlanta Peachtree Landing LLC (Georgia)	92.6	%
AWC, LLC (Delaware)	100.0	%
CCPI Holdings, Inc. (Delaware)	100.0	%
CCPI Inc. (Delaware)	94.9	%
CCPI Europe Limited (England)	94.9	%
Mefec B.V. (Netherlands)	94.9	%
Credit Central Holdings of Delaware, LLC (Delaware)	100.0	%

Edgar Filing: AVIAT NETWORKS, INC. - Form 10-Q

Name of Entity and Place of Jurisdiction	% of Voting Securities Owned	
Credit Central Loan Company, LLC (South Carolina)	74.8	%
Credit Central, LLC (South Carolina)	74.8	%
Credit Central South, LLC (South Carolina)	74.8	%
Credit Central of Tennessee, LLC (South Carolina)	74.8	%
Credit Central of Texas, LLC (South Carolina)	74.8	%
MITY Holdings of Delaware Inc. (Delaware)	100.0	%
MITY, Inc. (Utah)	94.9	%
MITY-LITE, Inc. (Utah)	94.9	%
Broda Enterprises ULC (British Columbia, Canada)	94.9	%
Broda USA, Inc. (Utah)	94.9	%
Nationwide Acceptance Holdings LLC (Delaware)	100.0	%
Nationwide Acceptance LLC (Delaware)	93.8	%
Hercules Insurance Agency LLC (Illinois)	93.8	%
Nationwide CAC LLC (Illinois)	93.8	%
Nationwide Cassel LLC (Illinois)	93.8	%
Nationwide Installment Services LLC (Illinois)	93.8	%
Nationwide Loans LLC (Illinois)	93.8	%
Nationwide Nevada LLC (Illinois)	93.8	%
Nationwide Northwest LLC (Illinois)	93.8	%
Nationwide Southeast LLC (Illinois)	93.8	%
Nationwide West LLC (Illinois)	93.8	%
NIKO Credit Services LLC (Illinois)	93.8	%
Valley Electric Holdings I, Inc. (Delaware)	100.0	%
Valley Electric Holdings II, Inc. (Delaware)	100.0	%
Valley Electric Company, Inc. (Delaware)	94.9	%
VE Company, Inc (Delaware)	94.9	%
Valley Electric Co. of Mt. Vernon, Inc. (Washington)	94.9	%
Watershed Acquisition LP (Delaware)	100.0	%
Watershed GP LLC (Delaware)	100.0	%
Nicholas Financial LLC (Delaware)	100.0	%
0988007 BC Unlimited Liability Company (British Columbia, Canada)	100.0	%

* The Registrant has the right to vote a controlling interest of the voting securities of Manx Energy, Inc. pursuant to proxies.

Prospect Capital Management LLC, a Delaware limited liability company, does not own any shares of the Registrant. Without conceding that Prospect Capital Management controls the Registrant, an affiliate of Prospect Capital Management is the general partner of, and may be deemed to control, the following entities:

C-74

Name	Jurisdiction of Organization
Prospect Street Ventures I, LLC	Delaware
Prospect Management Group LLC	Delaware
Prospect Street Broadband LLC	Delaware
Prospect Street Energy LLC	Delaware
Prospect Administration LLC	Delaware
Prospect Capital Fund Management LLC	Delaware
Priority Senior Secured Income Management, LLC	Delaware
Pathway Energy Infrastructure Management, LLC	Delaware
Prospect Street Co-Investment Fund, LLC	Delaware
Prospect Capital Investment Management, LLC	Delaware
Prospect Street Connecticut Capital, Inc.	Massachusetts

ITEM 29. NUMBER OF HOLDERS OF SECURITIES

The following table sets forth the approximate number of record holders of our common stock at October 31, 2014.

Title of Class	Number of Record Holders
Common Stock, par value \$.001 per share	123

ITEM 30. INDEMNIFICATION

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. Our charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law, subject to the requirements of the 1940 Act.

Our charter authorizes us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to obligate ourselves to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. Our bylaws obligate us, to the maximum extent permitted by Maryland law and subject to the requirements of the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director or officer and at our request, serves or has served another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise as a director, officer, partner, member, manager or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse their reasonable expenses in advance of final disposition of a proceeding. The charter and bylaws also permit us to indemnify and advance expenses to any person who served a predecessor of us in any of the capacities described above and any of our employees or agents or any employees or agents of our predecessor. In accordance with the 1940 Act, we will not indemnify any person for any liability to which such person would be subject by reason of such person's willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money,

C-75

property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

The Investment Advisory Agreement provides that, absent willful misfeasance, bad faith or gross negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Capital Management LLC (the "Adviser") and its officers, managers, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of the Adviser's services under the Investment Advisory Agreement or otherwise as an Investment Adviser of the Company.

The Administration Agreement provides that, absent willful misfeasance, bad faith or negligence in the performance of its duties or by reason of the reckless disregard of its duties and obligations, Prospect Administration LLC and its officers, manager, agents, employees, controlling persons, members and any other person or entity affiliated with it are entitled to indemnification from the Company for any damages, liabilities, costs and expenses (including reasonable attorneys' fees and amounts reasonably paid in settlement) arising from the rendering of Prospect Administration LLC's services under the Administration Agreement or otherwise as administrator for the Company.

The Administrator is authorized to enter into one or more sub-administration agreements with other service providers (each a "Sub-Administrator") pursuant to which the Administrator may obtain the services of the service providers in fulfilling its responsibilities hereunder. Any such sub-administration agreements shall be in accordance with the requirements of the 1940 Act and other applicable U.S. Federal and state law and shall contain a provision requiring the Sub-Administrator to comply with the same restrictions applicable to the Administrator.

ITEM 31. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER

A description of any other business, profession, vocation or employment of a substantial nature in which the Adviser, and each managing member, director or executive officer of the Adviser, is or has been during the past two fiscal years, engaged in for his or her own account or in the capacity of director, officer, employee, partner or trustee, is set forth in Part A of this Registration Statement in the section entitled "Management." Additional information regarding the Adviser and its officers and directors is set forth in its Form ADV, as filed with the Securities and Exchange Commission (SEC File No. 801-62969), and is incorporated herein by reference.

ITEM 32. LOCATION OF ACCOUNTS AND RECORDS

All accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940, and the rules thereunder are maintained at the offices of:

- (1) the Registrant, Prospect Capital Corporation, 10 East 40th Street, 42nd Floor, New York, NY 10016;
- (2) the Transfer Agent, American Stock Transfer & Trust Company;

(3) the Custodians, U.S. Bank National Association, Israeli Discount Bank of New York Ltd. and Fifth Third Bank;
and

(4) the Adviser, Prospect Capital Management LLC, 10 East 40th Street, 42nd Floor, New York, NY 10016.

ITEM 33. MANAGEMENT SERVICES

Not Applicable.

ITEM 34. UNDERTAKINGS

C-76

1. The Registrant undertakes to suspend the offering of shares until the prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than the net proceeds as stated in the prospectus.

The Registrant undertakes if the securities being registered are to be offered to existing stockholders pursuant to warrants or rights, and any securities not taken by stockholders are to be reoffered to the public, to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by underwriters during the subscription period, the amount of unsubscribed securities to be purchased by underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters of the securities being registered is to be made on terms differing from those set forth on the cover page of the prospectus, we will file a post-effective amendment to set forth the terms of such offering.

3. The Registrant undertakes:

a. to file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

b. that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof;

c. to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

d. that, for the purpose of determining liability under the 1933 Act to any purchaser, each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use; and

e. that, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities: The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell

such securities to the purchaser: (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act; (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

C-77

4. The Registrant undertakes that it will not sell any units consisting of combinations of securities that have not previously been described in a registration statement of the Registrant or an amendment thereto that was subject to review by the Commission and that subsequently became effective.

C-78

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form N-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on the 8th day of October 2015.

PROSPECT CAPITAL CORPORATION

By: /s/ JOHN F. BARRY III
John F. Barry III
Chief Executive Officer and Chairman of the Board
of Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 1, 2015. This document may be executed by the signatories hereto on any number of counterparts, all of which constitute one and the same instrument.

Signature	Title
/s/ JOHN F. BARRY III John F. Barry III	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ M. GRIER ELIASEK M. Grier Eliasek	Chief Operating Officer and Director
/s/ BRIAN H. OSWALD Brian H. Oswald	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)
/s/ WILLIAM J. GREMP* William J. Grempe	Director
/s/ ANDREW C. COOPER* Andrew C. Cooper	Director
/s/ EUGENE S. STARK* Eugene S. Stark	Director

*By: /s/ M. GRIER ELIASEK
M. Grier Eliasek,
as Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description
(d)(800)	Three Hundred Eighty-Ninth Supplemental Indenture dated as of October 8, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
(d)(801)	Form of 4.750% Prospect Capital InterNote® due 2020 (included as part of Exhibit (d)(800))
(d)(802)	Three Hundred Ninetieth Supplemental Indenture dated as of October 8, 2015, to the Indenture dated as of February 16, 2012, as amended by that certain Agreement of Resignation, Appointment and Acceptance dated as of March 12, 2012, by and among the Registrant, American Stock Transfer & Trust Company, LLC, as Retiring Trustee, and U.S. Bank National Association, as Successor Trustee, by and between the Registrant and U.S. Bank National Association, as Trustee
(d)(803)	Form of 5.250% Prospect Capital InterNote® due 2022 (included as part of Exhibit (d)(802))