

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
POWERWAVE TECHNOLOGIES, INC., ¹)	Case No. 13-10134 (MFW)
)	
Debtor.)	
)	

NOTICE OF AUCTION AND SALE HEARING

PLEASE TAKE NOTICE THAT:

1. On February 22, 2013, the above-captioned debtor and debtor in possession (collectively, the “Debtor”) filed a motion (the “Motion”)² [Docket No. 134] for entry of orders, among other things (i) approving bidding procedures (the “Bidding Procedures”) in connection with the sale (the “Sale”) of substantially all assets (collectively, the “Powerwave Assets”) of the Debtor and/or entry into a plan sponsor agreement, (ii) scheduling an auction and a hearing (the “Sale Hearing”) to consider approval of the Debtor entering into Sale Transaction or Plan Sponsor Agreement, (iii) approving the form and manner of notice thereof and (iv) granting related relief. The Motion additionally requests entry of an order or orders (i) authorizing and approving a Sale free and clear of liens, claims, encumbrances and interests, (ii) approving the assumption and assignment of executory contracts and unexpired leases and (iii) granting related relief.

2. The Debtor is seeking to sell the Powerwave Assets to the Successful Bidder or Back-Up Bidder. Approval of the sale of assets to either the Successful Bidder or Back-Up Bidder may result in, among other things, the assumption, assignment and/or transfer by the Debtor of certain executory contracts and leases. If you are a party to an executory contract or lease with the Debtor, you will receive a separate notice that contains relevant dates and other information that may impact you as a party to an executory contract or lease.

3. On March 4, 2013, the United States Bankruptcy Court for the District of Delaware entered the Bidding Procedures Order. Pursuant to the Bidding Procedures Order, if the Debtor receives any Qualified Bids (as defined in the Bidding Procedures), the auction for the Powerwave Assets shall take place on **April 8, 2013, at 10:00 a.m. (prevailing Eastern Time)**, at the offices of Proskauer Rose LLP, Eleven Times Square, New York, New York 10036-8299, or at such other place and time as the Debtor shall notify all Qualified Bidders and other invitees. Only parties that have submitted a Qualified Bid in accordance with the Bidding Procedures, attached to the Bidding Procedures Order as Schedule 1, by no later than **April 4, 2013, at 5:00 p.m. (prevailing Eastern Time)** (the “Bid Deadline”), may participate at the Auction. Any party that wishes to take part in this process and submit a bid for the Powerwave

¹ The last four digits of the Debtor’s federal tax identification number are 3423.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Assets must submit its bid prior to the Bid Deadline and in accordance with the Bidding Procedures.

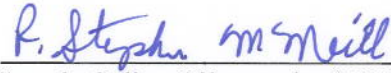
4. The Sale Hearing to consider approval of the Sale of the Powerwave Assets to the Buyer or such other Successful Bidder or Back-Up Bidder free and clear of all liens, claims and encumbrances will be held before the Honorable Mary Walrath in the United States Bankruptcy Court District of Delaware, 824 N. Market St., Wilmington, DE 19801 on **April 10, 2013, at 3:00 p.m. (prevailing Eastern Time)** (the "Sale Hearing"), or at such other time thereafter as counsel may be heard. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing.

5. Objections, if any, to the Sale, or the relief requested in the Motion (other than with respect to cure amounts and adequate assurance which are subject to a separate notice) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) be filed with the Clerk of the Bankruptcy Court, 824 N. Market St., Wilmington, DE 19801, on or before **5:00 p.m. (prevailing Eastern Time) on April 3, 2013**, or such later date and time as the Debtor may agree; and (d) be served so as to be received no later than 5:00 p.m. (prevailing Eastern Time) on the same day, upon counsel for the Debtor, Proskauer Rose LLP, 70 West Madison Street, Suite 3800, Chicago, Illinois 60602, Attn: Mark K. Thomas and Peter J. Young; (ii) counsel for the Committee, Sidley Austin LLP, 787 7th Avenue, New York, New York 10019, Brian J. Lohan and Michael G. Burke; and (iii) counsel for the Prepetition Agent, Weil, Gotshal & Manges LLP, 200 Crescent Court, Suite 300, Dallas, TX 75201, Attn: Martin A. Sosland and Joseph H. Smolinsky (collectively, the "Notice Parties"). **UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER HEARING AND NOTICE.**

6. This Notice and the Sale Hearing is subject to the complete terms and conditions of the Motion, the Bidding Procedures Order, and the Bidding Procedures, which shall control in the event of any conflict and the Debtor encourages parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the Powerwave Assets or in obtaining a copy of any related document, subject to any necessary confidentiality agreement, may make a written request to: counsel for the Debtor, Proskauer Rose LLP, 70 West Madison Street, Suite 3800, Chicago, Illinois 60602, Attn: Mark K. Thomas and Peter J. Young; (ii) counsel for the Committee, Sidley Austin LLP, 787 7th Avenue, New York, New York 10019, Brian J. Lohan and Michael G. Burke; and (iii) counsel for the Prepetition Agent, Weil, Gotshal & Manges LLP, 200 Crescent Court, Suite 300, Dallas, TX 75201, Attn: Martin A. Sosland and Joseph H. Smolinsky. In addition, copies of the Motion, the Bidding Procedures Order and this Notice can be found: (a) on the Court's website, <http://ecf.deb.uscourts.gov>; (b) on the case management website maintained by Kurtzman Carson Consultants LLC, noticing and claims agent for the Debtor, <http://www.kccllc.net/Powerwave>, and (c) with the Clerk of the Bankruptcy Court, 824 N. Market St., Wilmington, DE 19801.

Dated: March 4, 2013
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP



Laurie Selber Silverstein (DE Bar No. 2396)

Jeremy W. Ryan (DE Bar No. 4057)

R. Stephen McNeill (DE Bar No. 5210)

1313 North Market Street, Sixth Floor

P.O. Box 951

Wilmington, DE 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Co-Counsel for Debtor and Debtor in Possession

-and-

PROSKAUER ROSE LLP

Mark K. Thomas

Peter J. Young

Three First National Plaza

70 West Madison, Suite 3800

Chicago, IL 60602-4342

Telephone: (312) 962-3550

Facsimile: (312) 962-3551

-and-

PROSKAUER ROSE LLP

Jared Zajac

Eleven Times Square

New York, NY 10036-8299

Telephone: (212) 969-3000

Facsimile: (212) 969-2900