

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
STRATEX NETWORKS, INC.**

AUTHORITY AND PURPOSE

The Audit Committee of STRATEX NETWORKS, INC., a Delaware corporation (the “Corporation”) is appointed by the Corporation’s Board of Directors (the “Board”) to assist the Board in connection with corporate accounting and the quality and integrity of the financial reports of the Corporation. The Audit Committee (the “Committee”) shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation’s Bylaws and applicable law.

STATEMENT OF POLICY

The Committee shall provide assistance to the Board in connection with corporate accounting and the quality and integrity of the financial reports of the Corporation. In so doing, the Committee shall endeavor to maintain free and open means of communication between the directors, the independent auditors, the “internal” auditors, and the financial management of the Corporation. In addition, the Committee shall review the policies and procedures adopted by the Corporation to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles and applicable rules and regulations of the Securities and Exchange Commission and the National Association of Securities Dealers (the “NASD”) applicable to Nasdaq listed issuers.

COMMITTEE STRUCTURE AND MEMBERSHIP

The Committee shall be comprised of three or more directors, as determined by the Board. The Committee members shall be designated by the Board and shall serve at the discretion of the Board.

Each member of the Committee shall be an independent director as defined by the NASD. For purposes hereof, an “independent director” shall be one:

1. who accepts no consulting, advisory or other compensatory fee from the Corporation other than in his or her capacity as a member of the Committee, the Board or any other committee of the Board or is not otherwise an affiliated person of the Corporation, and
2. who is free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director.
3. who meets other specific requirements as may be required by the regulations of the NASD.

At least one member of the Committee shall be a “financial expert,” as defined by Section 407 of the Sarbanes-Oxley Act of 2002, having an understanding of generally accepted accounting principles and financial statements, experience in the preparation or auditing of financial statements of companies generally comparable to the Corporation, experience in the application of generally accepted accounting principles in connection with the accounting for estimates, accruals and reserves, experience with internal accounting controls and procedures for financial reporting and an understanding of audit committee functions.

Each member of the Committee shall be able to read and understand fundamental financial statements in accordance with the rules of the NASD applicable to Nasdaq listed issuers. At least one member shall have past employment experience in finance or accounting, a professional certification in accounting or other comparable experience or background that results in the individual’s possessing the requisite financial sophistication, including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities.

POWERS

The Committee has the power to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. The Committee is empowered to retain independent counsel, accountants or others to assist it in the conduct of any investigation. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Those tasks are the responsibility of management and the independent auditor. The Board and the Committee are in place to represent the Corporation’s stockholders. Accordingly, the independent auditor is ultimately accountable to the Board and the Committee.

RESPONSIBILITIES

With respect to the Corporation’s independent auditors:

1. The Committee is responsible for the appointment, compensation and oversight of the work of the Corporation’s independent auditors. The Committee shall pre-approve all auditing services (including the provision of comfort letters) and non-audit services provided by the independent auditors to the Corporation, other than as may be allowed by applicable law. The Committee may delegate to one or more designated Committee members the authority to grant pre-approvals required by the foregoing sentence. The decisions of any Committee member to whom authority is delegated hereunder shall be presented to the Committee at each of its scheduled meetings. The independent auditors shall be ultimately accountable to the Board and to the Committee as representatives of the Corporation’s stockholders.
2. The Committee will review the independence of the independent auditors, including a review of management consulting services, tax services, other services and related fees, provided by the independent auditors. The Committee will require the independent auditors at least annually to provide a formal written statement delineating all relationships between the independent auditors and the Corporation consistent with the rules of the NASD applicable to Nasdaq listed issuers and request information from the independent auditors and management to determine the presence of any conflict of interest.

In addition, the Committee will:

1. Review this Charter annually.
2. Review and concur with management on the scope and responsibilities of the internal audit program and on the appointment of the firm serving in such capacity.
3. Review and discuss with management, before release, the audited financial statements and the Management's Discussion and Analysis to be included in the Corporation's Annual Report in Form 10-K. Recommend to the Board whether or not the audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
4. Review and discuss with management and the independent auditors, before release, the unaudited financial results in the Corporation's quarterly earnings release.

In consultation with the independent auditors, and management, consider and review at the completion of the annual examinations and such other times as the Committee may deem appropriate:

1. The Corporation's annual financial statements and related notes.
2. The independent auditors' audit of the financial statements and their report thereon.
3. The independent auditors' reports, if any, regarding critical accounting policies and alternative treatments of financial information.
4. Any significant changes required in the independent auditors' audit plan.
5. Any disputes with management encountered during the course of the audit and any difficulties encountered during the audit.
6. The adequacy of the Corporation's system of internal financial controls.
7. Any material deficiency in, or suggested improvement to, the procedures or practices employed by the Corporation as reported by the independent auditors in their annual management letter.
8. Any correspondence with regulators or governmental agencies and any employee complaints or reports that raise material issues regarding the Corporation's financial statements or accounting policies.
9. Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
10. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61.
11. Obtain from the independent auditors assurance that it has complied with Section 10A of the Securities Exchange Act of 1934.

12. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by the Corporation's employees of concerns regarding questionable accounting or auditing matters necessary or appropriate to meet all applicable rules and requirements of the SEC and the NASD applicable to Nasdaq listed issuers.
13. Review policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditors or internal auditors.
14. Review and approve all "related party" transactions (i.e. transactions reportable under Item 404 of S-K).
15. Meet at least quarterly with the chief financial officer, and the independent auditor in separate executive sessions.
16. Prepare a report in the Corporation's proxy statement in accordance with SEC requirements.

Special meetings of the Committee can be called by the Chairman of the Audit Committee at the request of any member of the Audit Committee, the Board of Directors, the independent public accountants, the Chief Financial Officer, or the Chief Executive Officer.

The Committee shall maintain minutes of each of its meetings.