

### **Basis for Application**

For administrative and economic efficiencies, Honeywell International Inc. ("HII") and its wholly-owned subsidiary, Honeywell Inc. ("HI"), have agreed to merge HI with and into HII. The parties intend to consummate the merger effective on or about 11:59 PM, December 31, 2001, subject to obtaining all appropriate administrative approval. Accordingly, the instant application is being filed to obtain FCC approval of the pro forma assignment of the subject licenses from HI to HII.