

## DESCRIPTION OF TRANSACTION & PUBLIC INTEREST JUSTIFICATION

This application is one of a series of Transfer of Control applications submitted as part of the transaction described below.

In this transaction, Harris Corporation (“Harris”), a Delaware corporation, and L3 Technologies, Inc. (“L3”), a Delaware corporation, have agreed to combine their respective businesses in an all stock merger of equals. Pursuant to the terms of the merger agreement governing the transaction, Leopard Merger Sub Inc., a wholly-owned subsidiary of Harris and a party to the merger agreement, will merge with and into L3, which transaction is referred to as the merger, with L3 surviving as a wholly-owned subsidiary of Harris. Harris and L3 each hold, directly or indirectly, a number of FCC authorizations or FCC licensees, and each is a publicly held corporation. Based on the estimated number of shares of Harris common stock and L3 common stock that will be outstanding immediately prior to completion of the merger, it is estimated that current Harris shareholders will own approximately 54 percent, and current L3 shareholders will own approximately 46 percent, of the issued and outstanding shares of the combined company immediately following the completion of the merger. As described above, L3 and its subsidiaries will continue to exist post-closing as subsidiaries of Harris, and all licenses held by L3 entities will remain with the current licensees. In addition, Harris will remain the top-level (ultimate parent) company of the combined entity, with its only expected 10 percent or greater shareholder following the proposed transaction being a single institutional investor -- The Vanguard Group Inc. (“Vanguard”). Based on available records, Vanguard currently owns approximately 11 percent of both Harris and L3, and thus is projected to own approximately 11 percent of the merged company.

Accordingly, the ULS applications seek the Commission’s consent to transfer control of private wireless, aviation and maritime licenses held by L3 entities from L3 to Harris in order to effectuate the transaction. In addition to the Transfer of Control applications filed through ULS, the Applicants are also filing Transfer of Control applications for experimental licenses held by L3 entities through the OET Experimental Licensing System and earth station authorizations held by L3 entities through IBFS. With respect to these applications, no waivers of the FCC’s rules are necessary or requested.

Prompt grant of these applications would serve the public interest. L3 is an established provider of global intelligence, surveillance and reconnaissance (ISR), communications and networked, and electronic systems that uses FCC licenses for a wide range of critical support functions for national security, including emergency response and plant security at secure manufacturing facilities; development of experimental communications systems to support defense, homeland security, and aviation; and to manage the safe operation of aircraft and ships. L3, and its customers, will continue to require access to these capabilities following its merger with Harris, which, as noted, is also a long-established FCC licensee. In addition, Harris and L3 have complementary businesses with a shared culture of innovation and operational excellence to accelerate growth and improve margins. The proposed transaction will create a global defense technology company with a broad portfolio of capabilities and increased scale to address evolving customer needs.

## **DESCRIPTION OF TRANSACTION & PUBLIC INTEREST JUSTIFICATION (cont.)**

Applicants also request that any Commission approval of the applications filed for this transaction include authority for Harris to acquire control of: (1) any experimental licenses and authorizations issued to L3 or its subsidiaries while this transaction is pending before the Commission and the period required for consummation of the transaction, and (2) any experimental applications that have been filed by L3 or its subsidiaries that are pending at the time of consummation of the proposed transaction. Such action would be consistent with prior decisions of the Commission.