

Description of Transaction and Request for Consent to Transfer of Control

I. INTRODUCTION

By this Application, and pursuant to Section 310(d) of the Communications Act of 1934, as amended, (the “Communications Act”), EMS Technologies, Inc. (“EMS”), LXE Inc. (“LXE”), and Honeywell International Inc. (“Honeywell”) (collectively, the “Applicants”), hereby request consent to the transfer of control of LXE, a wholly owned subsidiary of EMS, to Honeywell by virtue of the acquisition of LXE’s parent company, EMS, by Honeywell. Immediately following the merger, Honeywell will contribute its interest in LXE to Hand Held Products, Inc. (“Hand Held”), a wholly owned subsidiary of Honeywell. LXE is the holder of an experimental license (Call Sign WE2XSI), along with certain other licenses.¹

In support of this Application, the Applicants respectfully submit the following information.

II. DESCRIPTION OF THE PARTIES

A. Honeywell

Honeywell is a publicly traded Delaware corporation (NYSE: HON) with its principal offices at 101 Columbia Road, Morristown, NJ 07962. Honeywell is a Fortune 100 diversified technology and manufacturing company, serving commercial and government customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Honeywell and its subsidiaries hold numerous equipment authorizations and a variety of licenses granted by the Commission, including authorizations for non-common carrier mobile earth station terminals under Part 25 of the Commission’s Rules, experimental licenses, and various wireless licenses.² These licenses are used in support of Honeywell’s core manufacturing and technology solution operations. Honeywell does not hold authority under Section 214.

B. EMS and LXE

EMS is a publicly traded Georgia corporation (NASDAQ: ELMG) with principal offices located at 660 Engineering Drive, Norcross, Georgia 30092. EMS is a leading innovator in the design and manufacture of wireless, satellite and defense solutions, and focuses its unique range

¹ LXE is also the holder of an earth station authorization (Call Sign E020074) and three private land mobile radio service authorizations (Call Signs WPDN241, WPEK467, and KB36376). Simultaneously with this Application and in conjunction with the Transaction, the Parties are also submitting 1) applications for authority to transfer control of these authorizations, and 2) applications for the transfer of control of the authorized domestic and international communications common carriers, EMS subsidiaries EMS Aviation, Inc. (File No. ITC-214-20081020-00470) and EMS Technologies Canada, Ltd. (File No. ITC-214-20030314-00148).

² Honeywell or its subsidiaries hold wireless licenses granted by the Commission for aircraft, aeronautical, and aviation services, along with various land mobile licenses.

of advanced technologies on the needs of broadband and mobile information users. EMS itself does not hold any Commission authorizations to provide telecommunications services, although EMS subsidiaries hold Commission licenses.³ Further information about EMS can be found on the company's web site at www.ems-t.com.

LXE is a Georgia corporation and is a wholly owned subsidiary of EMS with offices at 125 Technology Parkway, Norcross, GA 30092-2913. LXE, along with its affiliate, EMS Global Tracking, Inc., are leading providers of mobile and portable computing devices for industrial applications, including global, satellite-based asset tracking systems. LXE uses its experimental license in a production process.

Following consummation of the transaction, Honeywell will own 100% of EMS, and indirectly, of LXE.

III. DESCRIPTION OF THE TRANSACTION

On June 13, 2011, EMS and Honeywell entered into an Agreement and Plan of Merger ("Merger Agreement") whereby Egret Acquisition Corp., a Georgia corporation and wholly owned subsidiary of Honeywell, will merge with and into EMS, with EMS surviving ("Transaction"). The acquisition will be accomplished through a tender offer for the majority of EMS' publicly traded shares. Immediately following the merger, Honeywell will contribute the shares in EMS to Hand Held, a wholly owned subsidiary of Honeywell.⁴ Accordingly, as a result of the Transaction, EMS (and its subsidiaries) will be indirectly controlled by Honeywell. As a result of the acquisition, EMS will become a wholly owned subsidiary of Honeywell, and Honeywell will become the ultimate parent of LXE. For the Commission's convenience, diagrams depicting the pre- and post-Transaction corporate structure of the companies are attached hereto as Exhibit A.

Honeywell is managerially, technically, and financially well-qualified to become the new ultimate owner of LXE. As noted above, Honeywell is a U.S.-based leading global manufacturer and technology provider in aerospace, automation and control, transportation and other sectors. Honeywell and its subsidiaries hold various authorizations granted by the Commission to support its core businesses. For additional detail on the financial and managerial qualifications of Honeywell, please see www.honeywell.com. LXE will have access to expanded managerial, technical and financial resources as a result of the Transaction and will remain well-qualified to provide high-quality services supported by experienced Honeywell management.

IV. PUBLIC INTEREST CONSIDERATIONS

Pursuant to Section 310(d) of the Communications Act, Applicants submit that the Transaction described herein will serve the public interest, convenience, and necessity. The indirect transfer of control of LXE to Honeywell will allow Honeywell to expand and strengthen

³ See *supra*, note 1.

⁴ The *pro forma* contribution of the EMS shares from Honeywell to Hand Held, a Delaware corporation, will not result in a change in the ultimate corporate parent of EMS.

its operations in several divisions, including its aerospace division, enabling it to enhance its satellite communications technology and solutions business. Customers will greatly benefit from new products and solutions, enabling them to leverage the strong global growth of high-speed wireless and satellite data services. Following the Transaction, LXE will have access to the expanded managerial and financial support of Honeywell. Moreover, the Transaction between these companies whose core businesses are manufacturing and technology solutions does not implicate any competitive concerns.

For the foregoing reasons, the Applicants ask the Commission to approve the Transaction.

Respectfully submitted,

/s/

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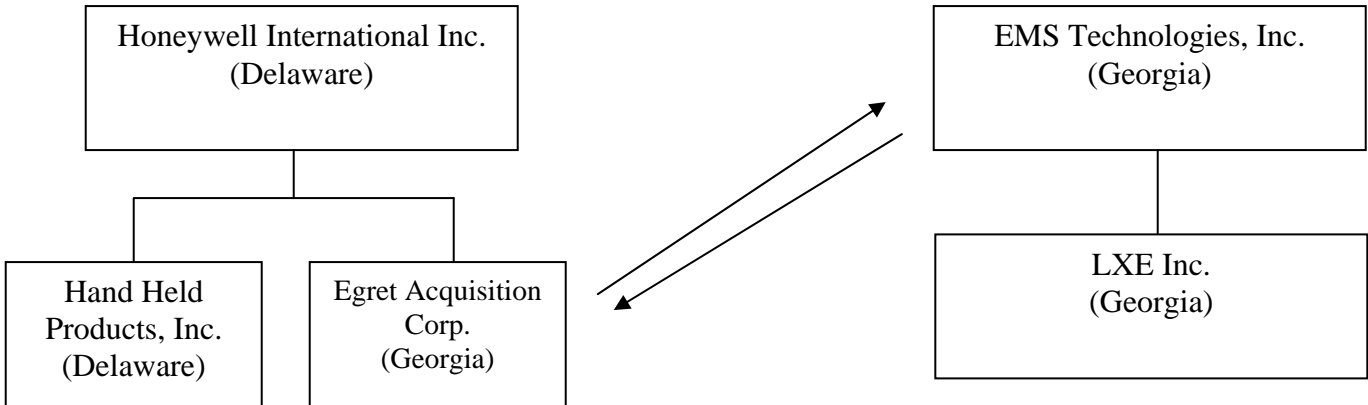
Counsel for Honeywell International Inc.

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Exhibit A

Illustrative Pre- and Post-Transaction Corporate Charts

Pre-Transaction



Post-Transaction

