

I. DESCRIPTION OF THE ASSIGNMENTS CONTEMPLATED IN THE PROPOSED TRANSACTION

On April 16, 2009, Tyco Electronics Group S.A. (“Tyco Electronics Luxembourg”) and Tyco Electronics Ltd. (“Tyco Electronics Parent”), the indirect parent companies of Commission licensee M/A-COM, Inc. (“M/A-COM” or “Assignor”), executed an Asset Purchase Agreement to sell to Harris Corporation (“Harris” or “Assignee”) substantially all of the assets of M/A-COM and its affiliates related to its worldwide wireless network systems business which designs, builds, distributes, maintains, and supplies wireless communication systems, including land mobile radio and broadband equipment systems and networks and equipment for the public safety, utility, federal, military and commercial markets (the “Business”)—including M/A-COM’s authorized radiocommunication facilities that are part of the Business (the “Proposed Transaction”).

There are four entities party to the Proposed Transaction:

- ***M/A-COM, Inc.*** M/A-COM is the licensee and assignor in the Proposed Transaction. M/A-COM is a Florida corporation headquartered in Lowell, Massachusetts, and a leading supplier of critical communications systems and equipment for public safety, utility, federal, and select commercial markets. M/A-COM’s products range from some of the most advanced IP-based voice and data networks to traditional wireless systems that offer customers reliability, interoperability, scalability, and security. M/A-COM is an indirect, wholly-owned subsidiary of Tyco Electronics Luxembourg and Tyco Electronics Parent.
- ***Tyco Electronics Group S.A.*** Tyco Electronics Luxembourg is the first of the two sellers in the Proposed Transaction. Tyco Electronics Luxembourg is a corporation organized under the laws of the Grand Duchy of Luxembourg and operates as a holding company.

Tyco Electronics Luxembourg is M/A-COM's indirect parent company and an indirect, wholly-owned subsidiary of Tyco Electronics Parent.

- ***Tyco Electronics Ltd.*** Tyco Electronics Parent is the second of the two sellers in the Proposed Transaction. Tyco Electronics Parent is a company limited by shares and organized under the laws of Bermuda.¹ Tyco Electronics Parent is a leading global provider of engineered electronic components, network solutions, undersea telecommunication systems, wireless systems, and specialty products, with fiscal year 2008 sales of \$14.8 billion to customers in more than 150 countries. Tyco Electronics Parent designs, manufactures, and markets products for customers in a broad array of industries including automotive; data communication systems and consumer electronics; telecommunications; aerospace, defense and marine; medical; alternative energy and lighting; and public safety communications. Tyco Electronics Parent employs 7,000 engineers and maintains worldwide manufacturing, sales, and customer service capabilities. Tyco Electronics Parent is a publicly traded company listed on the New York Stock Exchange and the Bermuda Stock Exchange. Tyco Electronics Parent is the ultimate, indirect parent company of both M/A-COM and Tyco Electronics Luxembourg.
- ***Harris Corporation.*** Harris will be the purchaser and assignee of the licenses in the Proposed Transaction. Harris is a Delaware corporation headquartered in Melbourne, Florida, and an international communications and information technology company serving government and commercial markets in more than 150 countries. Harris provides

¹ On January 14, 2009, Tyco Electronics announced its intent, subject to shareholder approval, to change Tyco Electronics' place of organization from Bermuda to Switzerland. Neither the shareholder vote nor the change of place of organization has yet occurred. *See* News Release, Tyco Electronics, Tyco Electronics Announces Intent To Change Place of Incorporation From Bermuda to Switzerland (Jan. 14, 2009), <http://newsroom.tycoelectronics.com/index.php?s=43&item=305>.

mission-critical communications products, systems, and services for global markets, including defense communications and electronics, government communications, broadcast communications, and wireless transmission network solutions. Harris has 16,000 employees worldwide and fiscal year 2008 revenues of \$5.4 billion.

II. OTHER LICENSES INCLUDED

The Assignor and Assignee request that the grant of this application for consent to the Proposed Transaction include authority for Harris to acquire indirect control from Tyco Electronics Luxembourg and Tyco Electronics Parent of any authorizations, construction permits, or applications controlled by M/A-COM and applications filed by M/A-COM, including any authorization, construction permit, or application issued to M/A-COM's subsidiaries and affiliates during the pendency of this proceeding and during the period required to consummate the Proposed Transaction following the FCC's approval thereof.²

III. PUBLIC INTEREST STATEMENT

Section 310(d) of the Communications Act of 1934, as amended ("Act"), requires that the Commission determine whether an assignment application is consistent with the public interest, convenience, and necessity. The Commission considers four overriding questions in making that assessment: "(1) whether the transaction would result in a violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of

² See *Applications of Craig O. McCaw, Transferor, and American Telephone and Telegraph Company, Transferee, For Consent to the Transfer of Control of McCaw Cellular Communications, Inc. and its Subsidiaries*, Memorandum Opinion and Order, File Nos. ENF-93-44 and 05288-CL-TC-1-93 et al., 9 FCC Rcd. 5836, 5909 ¶ 137 n.300 (1994).

Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."³

Commission grant of this application would satisfy all four prongs of the Commission's public interest test. The Proposed Transaction would not result in any violation of the Act or any other applicable statutory provision. The Proposed Transaction would comply fully with the Commission's rules, and would not frustrate or impair the Commission's implementation, enforcement, or objectives of the Act or other statutes. The proposed assignment would serve the public interest because it allows Tyco Electronics Luxembourg, Tyco Electronics Ltd., and Harris to structure their businesses to create independent, focused companies that better serve shareholders and each of the businesses, in both the short term and long term.

At present, Harris manufactures industry leading radio technology, including software defined radios, high level encryption capable of supporting top secret communications, and digital waveform technology. The acquisition of MA/COM will accelerate Harris's entry into the land mobile radio market and provide complementary distribution channels for existing products.

³ *Applications of SBC Communications Inc. and BellSouth Corporation For Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, WT Docket No. 00-81 and File Nos. 0000117778, et al., 15 FCC Rcd. 25,459, 25,464 ¶ 13 (2000) (citation omitted); *Applications of Ameritech Corp., Transferor, and SBC Communications Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 252, 63, 90, 95 and 101 of the Commission's Rules*, Memorandum Opinion and Order, CC Docket No. 98-141, 14 FCC Rcd. 14,712, 14,737-38 ¶ 48 (1999) (citation omitted); *see, e.g., Application of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom Inc.*, Memorandum Opinion and Order, CC Docket No. 97-211, 13 FCC Rcd. 18,025, 18,030-33 (1998); *The Merger of MCI Communications Corporation and British Telecommunications plc*, Memorandum Opinion and Order, GN Docket No. 96-245, 12 FCC Rcd. 15,351, 15,367-68 (1997).