

1. Description of the Proposed *Pro Forma* Transaction

As part of an internal corporate restructuring, Tyco Electronics (NV), Inc. (“TENV” or “Transferor”) will transfer all of the issued and outstanding shares of M/A-COM, Inc. (“M/A-COM” or “Licensee”), to Tyco Telecommunications (US) Inc. (“Tyco Telecom” or “Transferee”) (“Proposed *Pro Forma* Transaction”). Transferor, Transferee, and Licensee (together, “Parties”) are all indirect, wholly-owned subsidiaries of Tyco Electronics Ltd., a Bermuda limited company whose shares trade publicly on New York Stock Exchange and the Bermuda Stock Exchange under the ticker symbol “TEL.” Accordingly, the Proposed *Pro Forma* Transaction will not alter the ultimate ownership or control of the licenses at issue. M/A-COM is currently an indirect subsidiary of Tyco Electronics Ltd., and will remain so following the consummation of the Proposed *Pro Forma* Transaction.

The Proposed *Pro Forma* Transaction will consist of six simultaneous steps involving the intermediate holding and operating companies in the chain of ownership between Tyco Electronics Ltd. and M/A-COM, which is a direct, wholly-owned subsidiary of M/A-COM Tech Holdings, Inc. (“M/A COM Tech”), which is a direct, wholly-owned subsidiary of TENV, which in turn is a direct, wholly-owned subsidiary of TyCom (US) Holdings, Inc. (“TYUSHI”):

- **Step 1:** TSSL Holding Corp., the sole direct parent of Tyco Telecom, will merge into its sole direct parent TYUSHI, with TYUSHI surviving, making TYUSHI the sole direct parent of Tyco Telecom.
- **Step 2:** TyCom Simplex Holdings, Inc., the sole direct parent of Tyco Integrated Cable Systems, Inc., will merge into its sole direct parent TYUSHI, with TYUSHI surviving.
- **Step 3:** M/A COM Tech Holdings, Inc.—the immediate parent company of M/A-COM—will merge into TENV, with TENV surviving, and M/A-COM as a direct subsidiary of TENV.

- **Step 4:** TYUSHI will transfer the stock of its direct, wholly-owned subsidiary Tyco Integrated Cable Systems, Inc. to Tyco Telecom.
- **Step 5:** TYUSHI will transfer the stock of its direct, wholly-owned subsidiary Tyco Telecom to TENV, making Tyco Telecom a direct, wholly-owned subsidiary of TENV.
- **Step 6:** TENV will transfer the stock of M/A-COM to Tyco Telecom.

The diagrams in Attachment 2 illustrate these steps.

2. Other Licenses Included

The Parties also request that the Commission's grant of consent for the Proposed *Pro Forma* Transaction include authority for Tyco Telecom to acquire control from TENV 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 transaction following our approval thereof.¹

3. 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 the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of

¹ See *In re Applications of Craig O. McCaw and AT&T*, Memorandum Opinion and Order, 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."²

This application satisfies all four prongs of the Commission's public interest test. The Proposed *Pro Forma* Transaction will not result in any violation of the Act or any other applicable statutory provision. The Proposed *Pro Forma* Transaction will comply fully with the Commission's rules, and will not frustrate or impair the Commission's implementation, enforcement, or objectives of the Act or other statutes. The transaction serves the public interest because it allows Tyco Electronics Ltd. to restructure its businesses to improve efficiency, thus bettering serving shareholders and consumers, in both the short and long term.

² *SBC Communications Inc. and BellSouth Corp., Memorandum Opinion and Order*, 15 FCC Rcd. 25,459, 25,463-64 (Wireless and Int'l Burs. 2000) (citation omitted); *Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order*, 14 FCC Rcd. 14,712, 14,737-38 (1999) ("*Ameritech-SBC*"); *see, e.g., WorldCom, Inc. and MCI Communications Corp., Memorandum Opinion and Order*, 13 FCC Rcd. 18,025, 18,030-33 (1998); *Merger of MCI Communications Corp. and British Telecommunications plc, Memorandum Opinion and Order*, 12 FCC Rcd. 15,351, 15,367-68 (1997).