

Description of Transaction and Public Interest Statement

By this application, TeleCommunication Systems, Inc. (“TCS”), a Maryland corporation headquartered in Annapolis, Maryland, seeks Commission authority for the assignment of experimental license Call Sign WE2XES to Comtech Telecommunications Corp. (“Comtech”), a Delaware corporation headquartered in Melville, New York. Approval of the assignment to Comtech of two other TCS experimental licenses, Call Signs WC2XWA and WE2XMK, issued under the FCC Registration Number (“FRN”) 0005049846, was previously granted on December 18, 2015. *See* OET File Nos. File Nos. 0068-EX-TC-2015 and 0069-EX-TC-2015. Due to an oversight by TCS, the license that is the subject of this application, issued under a different FRN (0018765040), was not disclosed to Comtech, and was not included in the earlier applications seeking approval of Comtech’s acquisition of TCS. The parties regret this error; however, the underlying transaction, which is fully described below, has already been approved by the FCC.¹

As previously stated in File Nos. 0068-EX-TC-2015 and 0069-EX-TC-2015, Comtech designs, develops, produces and markets innovative products, systems and services for the provision of advanced telecommunications solutions. Comtech conducts business through three complementary segments: telecommunications transmission, mobile data communications and RF microwave amplifiers. Comtech sells its products to a diverse customer base in the global commercial and government communications markets. Comtech believes it is a leader in most of the market segments that it serves. Two of the company’s existing subsidiaries, Comtech Mobile Datacom Corporation and Comtech EF Data Corp., hold FCC satellite earth station licenses.

TCS develops and delivers highly reliable and secure wireless communication technology. TCS delivers cellular network computing services that include public safety solutions for 9-1-1 call delivery, precision location platforms, and applications that include navigation, locator applications and text messaging, as well as secure wireless communications systems and professional services, including cybersecurity operations and training. Customers use TCS’ “mobile cloud” software functionality through connections to and from network operations centers. TCS conducts business with the U.S. federal government as a prime contractor under major technology contract vehicles, as well as state, local and foreign government entities.

Pursuant to an Agreement and Plan of Merger among TCS, Comtech and Typhoon Acquisition Corp., a Maryland corporation and wholly owned subsidiary of Comtech (“Merger Sub”), Merger Sub commenced on December 7, 2015 a tender offer to purchase all of the outstanding shares of common stock of TCS for \$5.00 per share in

¹ In addition to the experimental licenses noted here, the FCC’s International Bureau approved on January 25, 2016 the transfer of control to Comtech of five satellite earth station licenses held by TCS. *See* FCC File Nos. SES-T/C-20151216-00941 and SES-T/C-20151216-00942.

cash. On February 23, 2016, Merger Sub was merged with and into TCS, with TCS, the holder of the FCC Licenses, surviving the merger as a wholly owned subsidiary of Comtech. Comtech is a publicly-traded corporation on the NASDAQ exchange under the ticker symbol CMTL. The only entity that holds more than ten percent (10%) of Comtech's equity is First Eagle Investment Management, L.L.C. ("FEIM"), a U.S. investment management company based in New York City that is an adviser to the First Eagle Funds. FEIM holds approximately 10.1% of Comtech's shares, and is located at 1345 Avenue of the Americas, 48th Floor New York, NY 10105.

Comtech will continue to develop the technologies and services currently provided by TCS, which will benefit the existing customers that rely on TCS for the array of wireless communications products and services it provides. Accordingly, the parties respectfully submit that the transaction serves the public interest, convenience and necessity. For these reasons, the assignment of this additional experimental license should be approved.