

Exhibit A
Description of Transaction and Public Interest Statement

Pursuant to Section 5.79 of the Commission's rules,¹ the parties to this application hereby request Commission approval of the transfer of control of an experimental license² held by TransCore ITS, Inc. ("TransCore ITS") to operate on 902-904, 909.75-921.75, and 2450-2483.5 MHz for the testing, development, and demonstration of Location and Monitoring Service technology from TransCore Holdings, Inc. ("TransCore"), the corporate parent of TransCore ITS, to Roper Industries, Inc. ("Roper").

TransCore is a leading provider of technology-based services and products that enable customers to efficiently manage ground transportation systems, assets, and transactions. TransCore and its subsidiaries provide radio frequency identification and satellite-based communication technologies used primarily by transportation-sector customers for mobile asset tracking, security applications, and comprehensive toll system and processing services. Roper designs, manufactures, and distributes energy systems and controls; scientific and industrial imaging products and related software; industrial technology products; and instrumentation products and services.

On October 6, 2004, Roper entered into an agreement to acquire TransCore, the ultimate parent company of TransCore ITS, from an investor group led by KRG Capital Partners, L.L.C. Unfortunately, because the operations covered by this experimental license were a very small part of the broader and much larger corporate merger, the need for prior FCC approval was not realized prior to the consummation of the transaction. The transaction closed on December 13, 2004.

¹ 47 C.F.R. § 5.79.

² See FCC File No. 0134-EX-PL-2003 (call sign WD2XEL).

Subsequent to the closing, the unauthorized transfers of control of the TransCore experimental license came to light during the parties' discussion of other unrelated matters with FCC counsel. The parties disclosed the transfer after learning that the transfer of control did not comply with the FCC's rules, and notified the Commission that they intended to file this transfer of control application as soon as possible.³ Accordingly, the certification that control will not be transferred until the Commission's approval is granted cannot be made.⁴

The transfer of control is in the public interest. The transaction has not altered the day-to-day operations of TransCore or TransCore ITS. TransCore and its subsidiaries are operating as a standalone segment within Roper and are continuing to provide the telecommunications services currently authorized by the FCC. Moreover, TransCore's current senior management team continues to direct the business. By maintaining continuity of management and service personnel, the parties have avoided service disruptions and customers' contacts have remained the same. Moreover, the acquisition of TransCore by Roper serves the public interest by producing efficiencies in the business and financial operations of these companies. Therefore, approval of the transfer of control would serve the public interest, convenience, and necessity.

The parties sincerely regret the oversight and are taking steps to ensure future compliance with FCC rules and regulations. Specifically, the parties will consult FCC counsel to ensure receipt of FCC approval prior to undertaking any future corporate transactions that could result in a change in control. The parties also will review the FCC's rules and policies to ensure on-going regulatory compliance.

³ See Notification of Transfer of Control from TransCore Holdings, Inc. to Roper Industries, Inc., File Nos. SES-MOD-20040527-00733/34 (dated Jan. 12, 2005).

⁴ The electronic filing process does not allow for any modification of the certifications on the signature page of the electronic form. Thus, this clarification can be made only in an attachment.