

**Explanation of Corporate Reorganization  
and  
Public Interest Statement**

Subject to the approval by the Federal Communications Commission, sought by this application, and by virtue of two mergers which will occur immediately after one another and which are described below, QUALCOMM Incorporated (“QUALCOMM”), a world leader in developing and delivering innovative digital wireless communications technologies and products, will acquire Flarion Technologies, Inc. (“Flarion”), a developer of technology for mobile broadband Internet protocol (“IP”) services. Flarion currently holds one license in the Experimental Radio Service.<sup>1</sup> QUALCOMM holds numerous FCC licenses in the Experimental and Satellite Radio Services and the Lower 700 MHz Band.

Under the Plan of Reorganization, Flourite Acquisition Corp., (Flourite) a wholly-owned subsidiary of QUALCOMM, will merge with and into Flarion, with Flarion as the surviving corporation, controlled by QUALCOMM as the corporate parent of Flourite. The stock of Flarion will be converted into a right to receive consideration upon the completion of the transaction. Immediately following the effective date of this merger, Flarion will merge with and into Quartz Acquisition Corporation (“Quartz”), a wholly-owned subsidiary of QUALCOMM, with Quartz as the surviving corporation.

Thus, at the end of the two above-described mergers, control of Flarion will be transferred to Quartz, a wholly-owned subsidiary of QUALCOMM, and Quartz will hold the licenses now held by Flarion. This transfer will serve the public interest because it will support advanced development of both QUALCOMM’s and Flarion’s technologies. The combination of Flarion’s and QUALCOMM’s engineering resources will allow for increased technological innovation, a quality both companies value highly. The strength of the combined companies will support more rapid deployment of those innovations, thus serving the public interest.

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<sup>1</sup> The Parties request that, if pending application File No. 0364-EX-PL-2005 is granted prior to the grant of this application, the grant of this application include consent to the transfer of control of the new experimental authority associated with that pending application.