FCC Form 703
Exhibit

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST JUSTIFICATION

This application is one of a series of Transfer of Control applications submitted as part of the transaction described below.

In the transaction, Harris Corporation ("Harris") will acquire Exelis, Inc. ("Exelis") (together, "the Applicants") through a cash and stock transaction. Both Harris and Exelis are publicly held corporations. At the close of the transaction, Harris shareholders will own approximately 85 percent of the combined company, and Exelis shareholders will own approximately 15 percent. Exelis and its subsidiaries will continue to exist post-closing as subsidiaries of Harris, and all licenses held by Exelis entities will remain with the current licensees.

These applications seek the Commission's consent to transfer control from Exelis to Harris of experimental licenses held by Exelis entities in order to effectuate the transaction. In addition to the Transfer of Control applications filed through ELS, the Applicants are also filing Transfer of Control applications in ULS for private wireless and aeronautical licenses held by Exelis entities.

Grant of these applications would serve the public interest. Exelis is a multi-national defense contractor that uses FCC licenses for a wide range of critical support functions, including emergency response and plant security at secure manufacturing facilities; development of experimental communications systems to support defense, homeland security, and aviation; and to manage the safe operation of aircraft. Exelis will continue to require access to these capabilities following its acquisition by Harris.