

DESCRIPTION OF THE TRANSACTION

This application seeks Federal Communications Commission ("FCC") consent to assign an experimental license issued to MeshNetworks, Inc., under call sign WC2XUE, to Motorola, Inc.

MeshNetworks, Inc., is a leading developer of a wide range of sophisticated mobile ad-hoc networking, broadband radio and position-location products and technologies that enable users of mobile communications devices to create their own self-forming and self-healing broadband networks. These networks also allow users to move beyond the limitations of "hotspots" that typically restrict wireless service to within 300 feet of an access point and instead build "hot zones" that offer continuous outdoor coverage over large metropolitan areas. Motorola is a global leader in wireless, broadband and automotive communications technologies and licenses MeshNetworks MeshConnex™ software for 802.11 wireless LANs and distributes their MeshNetworks Enabled Architecture (MEA™) product line.

Motorola acquired MeshNetworks during the fourth quarter of 2004. The transaction allowed Motorola to provide its customers a broader solutions portfolio to build scalable broadband wireless networks capable of delivering next generation content including data, video, location and voice over IP (VoIP) services. The acquisition also provided Motorola with technologies that benefited customers across all of its businesses ranging from mission critical and enterprise markets to automotive and home entertainment applications. In addition, the acquisition represented another step in Motorola's commitment to deliver seamless mobility to all of its customers.

The experimental license issued under call sign WC2XUE was granted under File No. 0079-EX-ML-2003, and is pending renewal under File No. 0201-EX-RR-2005. MeshNetworks uses the license in connection with the research and development associated with its products and technologies. Specifically, the authorization allows MeshNetworks to conduct tests and demonstrations on prototype equipment operating in the frequency bands 2.4-2.4835 GHz, 2.5-2.686 GHz, 4.94-4.99 GHz, 5.725-5.875 GHz and 5.85-5.925 GHz.

During a pre-closing due diligence review of the records associated with this transaction, Motorola determined that an application for an assignment of the experimental license should be filed with the Commission. Through a miscommunication among the transaction team, the acquisition closed without such a filing. The parties regret this inadvertent oversight and assure the Commission that it was not a deliberate attempt to circumvent the Commission's rules. Both organizations are committed to complete and full compliance with the FCC rules and regulations and have internally addressed the requirement that an application for such transfers or assignments must be submitted to and approved by the FCC before any change of control or ownership. Both organizations have also reinforced the importance of this existing item on their due diligence and closing checklists.

PUBLIC INTEREST STATEMENT

The parties submit that the public interest would be served by the approval of the requested application. The assignment is necessary to continue research and development of innovative communications products and technologies. In particular, a grant would allow Motorola to enhance its on-going efforts to develop products to support the mobile networking, broadband radio and position-location communications needs of the public.