

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
EMS Technologies, Inc.,)	
Transferor,)	
)	
LXE Inc.)	
Licensee,)	File No. SES-T/C-2011_____
)	
and)	
)	
Honeywell International Inc.)	
Transferee,)	
)	
to Transfer Control.)	
)	

JOINT APPLICATION

In accordance with Section 310(d) of the Communications Act of 1934, as amended (“Communications Act”),¹ EMS Technologies, Inc. (“EMS”), LXE Inc. (“LXE”), and Honeywell International Inc. (“Honeywell”) (collectively, the “Applicants”) through undersigned counsel, hereby request consent to the transfer of control over the mobile earth station authorization held by LXE by virtue of the acquisition of its parent company, EMS, by Honeywell.² Immediately following the merger, Honeywell will contribute its interest in LXE

¹ 47 U.S.C. § 310.

² Simultaneously with this Joint Application and in conjunction with the same transaction, the Applicants are also submitting applications to transfer control of LXE’s three private radio licenses (Call Signs WPDN241, WPEK467, and KB36376) and experimental license (Call Sign WE2XSI), as well as the domestic and international 214 authorizations held by EMS subsidiaries EMS Aviation, Inc. (File No. ITC-214-20081020-00470) and EMS Technologies Canada, Ltd. (File No. ITC-214-20030314-00148).

to Hand Held Products, Inc. (“Hand Held”), a wholly owned subsidiary of Honeywell. Accordingly, as a result of the Transaction, LXE will be indirectly controlled by Honeywell.

The Applicants respectfully request expedited Commission action on this Joint Application. There is good cause for this request given the limited window for funding the transaction in a still fragile financing environment, as well as the need to integrate the companies’ operations soon in order to make a competitive difference.

In support of this Joint Application, the Applicants respectfully submit the following information:

I. DESCRIPTION OF APPLICANTS

A. EMS Technologies, Inc. and LXE Inc.

EMS is a publicly traded Georgia corporation (NASDAQ: ELMG) with principal offices located at 660 Engineering Drive, Norcross, Georgia 30092. EMS is a leading innovator in the design and manufacture of wireless, satellite and defense solutions, and focuses its unique range of advanced technologies on the needs of broadband and mobile information users. EMS itself does not hold any Commission authorizations to provide telecommunications services, although in addition to LXE’s mobile earth station authorization, other EMS subsidiaries hold other Commission licenses.³ Further information about EMS can be found on the company’s web site at www.ems-t.com.

EMS’ wholly owned subsidiary, LXE, is a Georgia company with offices at 125 Technology Parkway, Norcross, GA 30092-2913. LXE along with its affiliate, EMS Global Tracking, Inc., are leading providers of mobile and portable computing devices for industrial applications, including global, satellite-based asset tracking systems and provides services

³ See *supra*, note 2.

pursuant to its authority granted under call sign E020074, and license number SES-LIC-20020228-0044. LXE is currently authorized to provide the Inmarsat D service over a total of 25,000 mobile earth terminals (“METs”).

B. Honeywell International Inc.

Honeywell is a publicly traded Delaware corporation (NYSE: HON) with its principal offices at 101 Columbia Road, Morristown, NJ 07962. Honeywell is a Fortune 100 diversified technology and manufacturing company, serving commercial and government customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Honeywell and its subsidiaries hold numerous equipment authorizations and a variety of licenses granted by the Commission, including authorizations for non-common carrier mobile earth station terminals under Part 25 of the Commission’s Rules, experimental licenses, and various wireless licenses.⁴ These licenses are used in support of Honeywell’s core manufacturing and technology solution operations.

II. DESCRIPTION OF THE TRANSACTION

On June 13, 2011, EMS and Honeywell entered into an Agreement and Plan of Merger (“Merger Agreement”) whereby Egret Acquisition Corp., a Georgia corporation and wholly owned subsidiary of Honeywell, will merge with and into EMS, with EMS surviving (“Transaction”). The acquisition will be accomplished through a tender offer for the majority of EMS’ publicly traded shares. Immediately following the merger, Honeywell will contribute the shares in EMS to

⁴ Honeywell or its subsidiaries hold wireless licenses granted by the Commission for aircraft, aeronautical, and aviation services, along with various land mobile licenses.

Hand Held, a wholly owned subsidiary of Honeywell.⁵ Accordingly, as a result of the Transaction, EMS (and its subsidiaries) will be indirectly controlled by Honeywell. As a result of the acquisition, EMS will become a wholly owned subsidiary of Honeywell, and Honeywell will become the ultimate parent of LXE. For the Commission's convenience, diagrams depicting the pre- and post-Transaction corporate structure of the companies are attached hereto as Exhibit A.

Honeywell is managerially, technically, and financially well-qualified to become the new ultimate owner of LXE. As noted above, Honeywell is a U.S.-based leading global manufacturer and technology provider in aerospace, automation and control, transportation and other sectors. Honeywell and its subsidiaries hold various authorizations granted by the Commission to support its core businesses. For additional detail on the financial and managerial qualifications of Honeywell, please see www.honeywell.com. LXE will have access to expanded managerial, technical and financial resources as a result of the Transaction and will remain well-qualified to provide high-quality telecommunications services supported by experienced Honeywell management.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction described herein will serve the public interest. The indirect transfer of control of LXE to Honeywell will allow Honeywell to expand and strengthen its operations in several divisions, including its aerospace division enabling it to enhance its satellite communications technology and solutions business. Customers will greatly benefit from new products and solutions, enabling them to leverage the strong global growth of high-speed wireless and satellite data services. Following the Transaction, LXE will have access to the expanded managerial and financial support of Honeywell. In addition, after the

⁵ The *pro forma* contribution of the EMS shares from Honeywell to Hand Held, a Delaware corporation, will not result in a change in the ultimate corporate parent of EMS.

Transaction is consummated, LXE will provide the same high-quality services as are currently offered. After the Transaction, LXE's mobile products and services customers will continue to have access to the same products and services that they currently receive without any immediate changes to their rates, terms and conditions. Moreover, the Transaction between these companies whose core businesses are manufacturing and technology solutions does not implicate any competitive concerns regarding the provision of telecommunications services.

IV. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by the grant of this Joint Application. The Applicants respectfully request that the Commission grant the application promptly and provide for any other authority that the Commission finds necessary or appropriate to enable the Applicants to consummate the proposed transaction.

Respectfully submitted,

/s/

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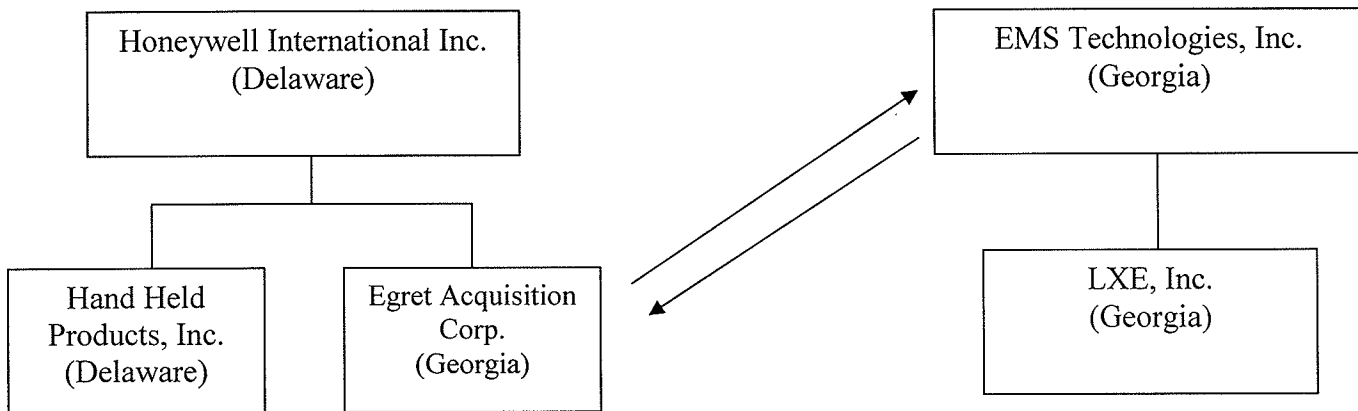
Counsel for EMS Technologies, Inc., and LXE Inc. *Counsel for Honeywell International Inc.*

Dated: June 17, 2011

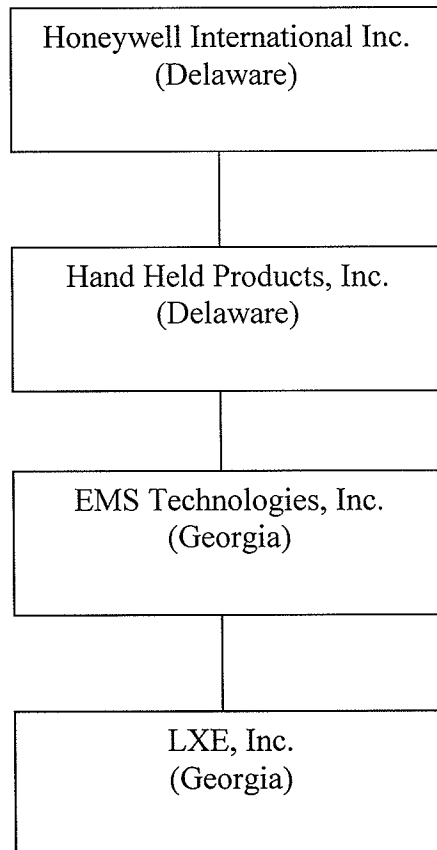
Exhibit A

Illustrative Pre- and Post-Transaction Corporate Charts

Pre-Transaction



Post-Transaction



ATTACHMENT 1

Response to FCC Form 312, Question 40

Ownership and Corporate Officers and Directors

OWNERSHIP

The following entity currently holds a ten percent (10%) or greater interest in Honeywell International Inc.:

Name:	State Street Corporation
Address:	One Lincoln Street Boston, MA 02111
Citizenship:	U.S.
Interest Held:	10.1% ⁶
Principal Business:	Financial Services

No entity currently holds a 10% or greater interest in State Street Corporation.

Following the consummation of the Transaction, the following entity will hold a ten percent (10%) or greater interest in Honeywell:

Name:	State Street Corporation
Address:	One Lincoln Street Boston, MA 02111
Citizenship:	U.S.
Interest Held:	10.1%
Principal Business:	Financial Services

Following consummation of the Transaction, Honeywell will indirectly own 100% of EMS and LXE.

⁶ State Street Corporation and its subsidiaries hold in the aggregate 10.1% of the outstanding shares of Honeywell. Of that 10.1%, one of the subsidiaries, State Street Bank and Trust Company, held 6.5% of Honeywell's outstanding shares as trustee for certain Honeywell savings plans. Therefore the shares held for State Street's own account is less than 10%.

CORPORATE OFFICERS

David M. Cote	Chairman and CEO
Tim Mahoney	President and CEO, Aerospace
Roger Fradin	President and CEO, Automation and Control Solutions
Alex Ismail	President and CEO, Transportation Systems
Andreas Kramvis	President and CEO, Specialty Materials
Katherine L. Adams	SVP, General Counsel
David J. Anderson	SVP, CFO
Rhonda Germany	VP, Strategy and Business Development
Bask Iyer	CIO
Mark R. James	SVP, Human Resources and Communications
Krishna Mikkilineni	SVP, Engineering and Operations, President of HON Technology Solutions
Shane Tedjarati	President and CEO, Honeywell China and India

BOARD OF DIRECTORS

David M. Cote	Chairman and CEO of Honeywell International Inc.
Gordon M. Bethune	
Kevin Burke	
Jaime Chico Pardo	
D. Scott Davis	
Linnet F. Deily	
Judd Gregg	
Clive R. Hollick	
George Paz	
Bradley T. Sheares	

ATTACHMENT 2

Earth Station License Held by LXE Inc.

Licensee	Call Sign	Service	Grant Date	Expiration
LXE Inc.	E020074	Domestic Mobile-Satellite Service	3/7/2003	3/7/2018