

Description of Transaction and Public Interest Statement

By this application, TeleCommunication Systems, Inc. (“TCS”), a Maryland corporation headquartered in Annapolis, Maryland, seeks Commission authority for the assignment of the licenses for the Ku-band VSAT satellite earth stations listed in the FCC Form 312 to which this exhibit is attached, to Comtech Telecommunications Corp. (“Comtech”), a Delaware corporation headquartered in Melville, New York.¹

Comtech designs, develops, produces and markets innovative products, systems and services for the provision of advanced telecommunications solutions. Comtech conducts business through three complementary segments: telecommunications transmission, mobile data communications and RF microwave amplifiers. Comtech sells its products to a diverse customer base in the global commercial and government communications markets. Comtech believes it is a leader in most of the market segments that it serves. Two of the company’s existing subsidiaries, Comtech Mobile Datacom Corporation and Comtech EF Data Corp., hold FCC satellite earth station licenses.

TCS develops and delivers highly reliable and secure wireless communication technology. TCS delivers cellular network computing services that include public safety solutions for 9-1-1 call delivery, precision location platforms, and applications that include navigation, locator applications and text messaging, as well as secure wireless communications systems and professional services, including cybersecurity operations and training. Customers use TCS’ “mobile cloud” software functionality through connections to and from network operations centers. TCS conducts business with the U.S. federal government as a prime contractor under major technology contract vehicles, as well as state, local and foreign government entities.

Pursuant to an Agreement and Plan of Merger among TCS, Comtech and Typhoon Acquisition Corp., a Maryland corporation and wholly owned subsidiary of Comtech (“Merger Sub”), Merger Sub commenced on December 7, 2015 a tender offer to purchase all of the outstanding shares of common stock of TCS for \$5.00 per share in cash (the “Offer”). If consummated, the Offer will be followed by a merger of Merger Sub with and into TCS, with TCS, the holder of the FCC Licenses, surviving the merger as a wholly owned subsidiary of Comtech. Comtech is a publicly-traded corporation on the NASDAQ exchange under the ticker symbol CMTL. The only entity that holds more than ten percent (10%) of Comtech’s equity is First Eagle Investment Management, L.L.C. (“FEIM”), a U.S. investment management company based in New York City that

¹ The parties to this application are also seeking transfer of control via a separate application of TCS’s C-band fixed earth station licenses (Call Signs E070086, E090026, and E120093). The only other licenses held by TCS for which transfer of control approval is being requested are experimental licenses for which transfer applications are being contemporaneously filed with the FCC’s Office of Engineering and Technology.

is an adviser to the First Eagle Funds. FEIM holds approximately 10.1% of Comtech's shares, and is located at 1345 Avenue of the Americas, 48th Floor New York, NY 10105.

Following consummation of the proposed transaction, Comtech will continue to develop the technologies and services currently provided by TCS, which will benefit the existing customers that rely on TCS for the array of wireless communications products and services it provides, including the provision of transmission capacity using the facilities covered by the FCC Licenses. Accordingly, the parties respectfully submit that the transaction will serve the public interest, convenience and necessity, and thus should be approved as expeditiously as possible.