



PUBLIC NOTICE

Federal Communications Commission
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APPLICATION FILED FOR THE TRANSFER OF CONTROL OF EMS TECHNOLOGIES, INC. TO HONEYWELL INTERNATIONAL INC.

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 11-108

Comments Due: July 19, 2011

Reply Comments Due: July 26, 2011

On June 20, 2011, Honeywell International Inc. (Honeywell) and EMS Technologies, Inc. (EMS), EMS Technologies Canada, Ltd. (EMS Canada), and EMS Aviation, Inc. (EMS Aviation) (together, Applicants) filed an application, pursuant to section 63.03 of the Commission's rules, requesting authority for the transfer of control of EMS to Honeywell.¹

EMS Canada, a Canadian company, and EMS Aviation, a New Jersey company, provide nondominant communications services. Both companies are wholly owned subsidiaries of EMS, a publicly traded Georgia corporation that designs and manufactures wireless, satellite, and defense solutions, focusing on the needs of broadband and mobile information users.

Honeywell, a publicly traded Delaware corporation, is a technology and manufacturing company, serving commercial and government customers worldwide. Honeywell and its subsidiaries hold numerous equipment authorizations and a variety of licenses granted by the Commission. Honeywell does not hold authority under section 214 to operate as a domestic carrier. State Street Corporation (State Street), a U.S. financial services corporation, and its subsidiaries hold, in the aggregate, 10.1 percent of the outstanding shares of Honeywell. One of State Street's subsidiaries, State Street Bank and Trust Company (Trustee), holds 6.5 percent of the outstanding shares as the trustee for certain Honeywell savings plans. Applicants state that Trustee does not have discretionary voting power with respect to the shares of Common Stock held by the plans. Under the terms of the plans, Trustee is required to vote shares attributable to any participant in accordance with instructions received from the participant and to vote all shares for which it does not receive instruction in the same ratio as the shares for which instructions were received. The Trustee does not have investment or dispositive power with respect to the

¹ EMS Technologies, Inc. and Honeywell International Inc. Application for the Transfer of Control of Authorized Carriers, WC Docket No. 11-108 (filed June 20, 2011); *see also* 47 C.F.R. § 63.03; 47 U.S.C. § 214. Applicants also filed applications to transfer control of EMS Canada's and EMS Aviation's international section 214 authorizations, an earth station authorization, three private radio licenses, and an experimental license all held by another EMS subsidiary, LXE Inc. Any action on this section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed a supplement to their application on June 29, 2011.

Common Stock in the plan. As a result, Applicants state that State Street is not a beneficial owner of more than ten percent of the outstanding Common Stock of Honeywell. The following are the members of State Street's Board of Directors: Kennett F. Burnes, Peter Coym, Patrick De Saint-Aignan, Amelia C. Fawcett, David P. Gruber, Linda A. Hill, Joseph L. Hooley, Robert S. Kaplan, Charles R. Lamantia, Richard P. Sergel, Ronald L. Skates.²

Applicants propose that, pursuant to an Agreement and Plan of Merger entered into as of June 13, 2011 by EMS and Honeywell, Egret Acquisition Corp., a Georgia corporation and wholly owned subsidiary of Honeywell, will merge with EMS, with EMS surviving. Immediately following the acquisition—which will be accomplished via a tender offer for the majority of EMS' publicly traded shares—Honeywell will contribute its shares in EMS to Hand Held Products, Inc. (Hand Held), a Delaware corporation and wholly owned subsidiary of Honeywell.³ As a result, EMS and its subsidiaries will come under the indirect control of Honeywell.

The proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(1)(ii) of the Commission's rules and Applicants state that a grant of the application will serve the public interest, convenience, and necessity.⁴

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before July 19, 2011**, and reply comments **on or before July 26, 2011**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵ Comments should be filed using the Commission's Electronic Comment Filing System (ECFS). See *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, tracey.wilson@fcc.gov;

² Applicants state that the following board members are foreign citizens: Peter Coym (Germany); Patrick De Saint-Aignan (United States and France); Amelia C. Fawcett (United States and Britain).

³ The contribution of EMS shares from Honeywell to Hand Held will not result in a change in the ultimate corporate parent of EMS. To the extent required by Section 63.24 of the Commission's Rules, Honeywell and Hand Held have notified the Commission of this *pro forma* intra-corporate transaction that will insert Hand Held into the ownership chain.

⁴ 47 C.F.R. § 63.03(b)(1)(ii).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

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For further information, please contact Tracey Wilson at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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