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US BANK/FCC JUN 20 2011

June 17, 2011

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

**Re: In the Matter of the Joint Application of EMS Technologies, Inc.
("Transferor") and Honeywell International Inc. ("Transferee") for
Grant of Authority to Complete an Indirect Transfer of Control
Authorized Domestic Section 214 Carriers**

Dear Ms. Dortch:

On behalf of EMS Technologies, Inc. ("EMS"), Honeywell International Inc. ("Honeywell"), enclosed please find an original and six (6) copies of an application for approval of an indirect transfer of control of EMS Technologies Canada, Ltd. and EMS Aviation, Inc. ("Licensees"), from EMS to Honeywell.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the required filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Catherine Wang
Nguyen Vu

Counsel for Honeywell International Inc.

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 4

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1			
(5) STREET ADDRESS LINE NO. 2 2020 K Street, NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Honeywell International, Inc.			
(14) STREET ADDRESS LINE NO. 1 101 Columbia Road			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Morristown		(17) STATE NJ	(18) ZIP CODE 07962
(19) DAYTIME TELEPHONE NUMBER (include area code) (973) 455-2000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004452231		(22) FCC USE ONLY	
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(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
<p>CERTIFICATION STATEMENT <u>I.M. Renee Britt</u>, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.</p>			
SIGNATURE <u><i>I.M. Renee Britt</i></u>		DATE <u>06/17/2011</u>	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No. 2 of 4

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USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME EMS Technoloaies. Inc.		
(14) STREET ADDRESS LINE NO. 1 125 Technology Parkway		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Norcross	(17) STATE GA	(18) ZIP CODE 30092
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0018306233		(22) FCC USE ONLY
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 3 of 4

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USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
EMS Technologies Canada. Ltd.

(14) STREET ADDRESS LINE NO. 1
1725 Woodward Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY **Ottawa** (17) STATE **ON** (18) ZIP CODE **K2V 1B8**

(19) DAYTIME TELEPHONE NUMBER (include area code) **(613) 591-9064** (20) COUNTRY CODE (if not in U.S.A.) **Canada**

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) **0008558561** (22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

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(28F) FCC CODE 1 (29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINATION SHEET)
FORM 159-C

Page No 4 of 4

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USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB- ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
EMS Aviation, Inc.

(14) STREET ADDRESS LINE NO. 1
121 Whittendale Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY **Morristown** (17) STATE **NJ** (18) ZIP CODE **08057**

(19) DAYTIME TELEPHONE NUMBER (include area code) **(856) 234-5020** (20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) **0020514949** (22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

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(26F) FEE DUE FOR (PTC) (27F) TOTAL FEE FCC USE ONLY

(28F) FCC CODE 1 (29F) FCC CODE 2

their parent company, EMS,¹ by Honeywell. EMS Canada and EMS Aviation² are non-dominant carriers authorized by the Commission to provide domestic and international telecommunications services. Immediately following the merger, Honeywell will contribute its interest in EMS to Hand Held Products, Inc. (“Hand Held”), a wholly owned subsidiary of Honeywell. Accordingly, as a result of the Transaction, EMS (and its subsidiaries) will be indirectly controlled by Honeywell.

Although the proposed transaction will result in a change in the ultimate ownership of EMS Canada and EMS Aviation, no assignment of authorizations, assets or customers will occur as an immediate consequence of the proposed transaction. Immediately following the transaction, EMS Canada and EMS Aviation will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will have no immediate effect on the customers of EMS Canada or EMS Aviation. In support of this Joint Application, the Applicants respectfully submit the following information.

I. REQUEST FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Joint Application is eligible for streamlined processing pursuant to Sections 63.12(a)-(b) of the Commission’s Rules, 47 C.F.R. §§ 63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) applies, as

¹ Simultaneously with this Joint Application and in conjunction with the same transaction, the Applicants are also submitting applications to transfer control of the domestic 214 authorizations held by EMS Aviation and EMS Canada and an earth station authorization, three private radio licenses, and an experimental license held by another EMS subsidiary, LXE Inc. As required by Section 63.04(b) of the Commission’s Rules, Exhibit B sets forth the required information to transfer EMS Canada’s and EMS Aviation’s domestic 214 authorities.

² EMS Aviation’s international Section 214 authority was originally granted to Sky Connect LLC. A notice was filed with the Commission of the *pro forma* assignment of the license to EMS Aviation. The assignment was granted effective February 10, 2011. See *International Authorizations Granted*, Public Notice, 26 FCC Rcd. 1359, at 5 (Feb. 10, 2011).

described more fully in Part V, below. Accordingly, this Joint Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

II. DESCRIPTION OF APPLICANTS

A. 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.³ These licenses are used in support of Honeywell's core manufacturing and technology solution operations. Honeywell does not hold authority under Section 214 to operate as a domestic or international carrier.

B. EMS Technologies, Inc., EMS Technologies Canada, Ltd., and EMS Aviation, 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

³ Honeywell or its subsidiaries hold wireless licenses granted by the Commission for aircraft, aeronautical, and aviation services, along with various land mobile licenses.

in addition to EMS Aviation's and EMS Canada's 214 domestic and international authorizations, other EMS subsidiaries hold other Commission licenses.⁴ Further information about EMS can be found on the company's web site at www.ems-t.com.

EMS' wholly owned subsidiary, EMS Canada, a Canadian company with offices 1725 Woodward Dr., Ottawa, Ontario, K2C 0P9, provides wireless connectivity solutions addressing the enterprise mobility, communications-on-the-move, tracking and in-flight connectivity markets for both commercial and government users under its blanket domestic Section 214 authorization and international Section 214 authority pursuant to File No. ITC-214-20030314-00148, granted on April 25, 2003.

EMS Aviation, another wholly owned subsidiary of EMS, has its principal offices located at 121 Whittendale Drive, Suite A, Morristown, NJ 08057. EMS Aviation is a New Jersey company that provides satellite-based broadband communications under its blanket domestic Section 214 authorization and international Section 214 authority pursuant to File No. ITC-214-20081020-00470, granted on December 19, 2008.

III. 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 (the "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

⁴ See *supra*, note 1.

to 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 EMS Canada and EMS Aviation. 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 EMS Canada and EMS Aviation. 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. EMS Canada and EMS Aviation 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.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction described herein will serve the public interest. The indirect transfer of control of EMS Canada and EMS Aviation 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.

⁵ The 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. To the extent required by Section 63.24 of the Commission's Rules, Honeywell and Hand Held hereby notify the Commission of this *pro forma* intra-corporate transaction that will insert Hand Held into the ownership chain.

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, EMS Canada and EMS Aviation will have access to the expanded managerial and financial support of Honeywell. In addition, after the Transaction is consummated, EMS Canada and EMS Aviation will provide the same high-quality telecommunications services as are currently offered. 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.

The Transaction will not result in a change of carrier for any customer or any assignment of existing Commission authorizations. Further, EMS Canada's and EMS Aviation's customers receiving service pursuant to their Section 214 authorities will continue to obtain the same services that they currently receive without any immediate changes to the rates, terms and conditions following the Transaction. Accordingly, the Transaction will be virtually transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e), the Applicants submit the following information requested in Sections 63.18 (a)-(d) and (h)-(p) in support of this Joint Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

EMS Technologies, Inc.

FRN: 0018306233

600 Engineering Drive
Norcross, GA
Tel: (770) 263-9200

Licensee:

EMS Technologies Canada, Ltd.
1725 Woodward Drive
Ottawa, ON K2C 0P9
Tel: (613) 727-1771

FRN: 0008558561

Licensee:

EMS Aviation, Inc.
121 Whittendale Drive
Morristown, NJ 08057
Tel: (856) 234-5020

FRN: 0020514949

Transferee:

Honeywell International Inc.
101 Columbia Road
P.O. Box 4000
Morristown, NJ 07962
Tel: 973-455-2000

FRN: 0004452231

(b) Jurisdiction of Applicants:

Transferor: EMS is a Georgia corporation.

Licensee: EMS Canada is a Canadian company.

Licensee: EMS Aviation is a New Jersey corporation.

Transferee: Honeywell is a Delaware corporation.

(c) Correspondence concerning this Joint Application should be sent to:

<u>For Honeywell:</u> Catherine Wang Nguyen Vu Bingham McCutchen LLP 2020 K Street, NW Washington, D.C. 20006 (202) 373-6000 (Tel)	<u>With a Copy to:</u> George S. Smith II <i>General Counsel</i> Honeywell Scanning and Mobility Honeywell International, Inc. 700 Visions Dr. Skaneateles Falls, NY 13153
--	--

<p>(202) 373-6001 (Fax) catherine.wang@bingham.com nguyen.vu@bingham.com</p> <p><i>Counsel for Honeywell International Inc.</i></p>	<p>(315) 554-6000 (Tel) (315) 685-3172 (Fax)</p>
<p><u>For EMS:</u></p> <p>Alfred Mamlet Stephanie Roy Steptoe & Johnson LLP 1330 Connecticut Ave., NW Washington, D.C. 20036 (202) 429-6278 (Tel) (202) 429-3902 (Fax) amamlet@steptoe.com sroy@steptoe.com</p> <p><i>Counsel for EMS Technologies, Inc., EMS Technologies Canada, Ltd., and EMS Aviation, Inc.</i></p>	<p><u>With a Copy to:</u></p> <p>Timothy C. Reis <i>Vice President & General Counsel</i> EMS Technologies, Inc. 660 Engineering Drive Norcross, GA 30092 (770) 263-9200 (Tel) (770) 447-4397 (Fax)</p>

(d) Section 214 Authorizations Held

Transferor: EMS does not hold any domestic or international Section 214 authority.

Licensee: EMS Canada holds a blanket domestic Section 214 authorization, and an international Section 214 authority pursuant to File No. ITC-214-20030314-00148 granted on April 25, 2003.

Licensee: EMS Aviation holds a blanket domestic Section 214 authorization, and an international Section 214 authority pursuant to File No. ITC-20081020-0047 granted on December 19, 2008.

Transferee: Honeywell does not hold any domestic or international Section 214 authority.

(h) Pre- and Post-Transaction Ownership of Honeywell:

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

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 equity 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 own 100% of EMS, and indirectly, EMS Canada and EMS Aviation.

Honeywell will not have any interlocking directorates with a foreign carrier.⁷

- (i) The Transferee certifies that following consummation of the Transaction: (i) Transferee will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) Transferee will not become affiliated with a foreign carrier.
- (j) The Transferee certifies that through the indirect acquisition of control of EMS Canada and EMS Aviation, Transferee does not seek to provide international telecommunications services to any country where (i) Transferee is a foreign carrier, (ii) Transferee controls a foreign carrier in that country; (iii) any entity that owns more than 25% of Transferee, or controls Transferee, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25% of Transferee and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

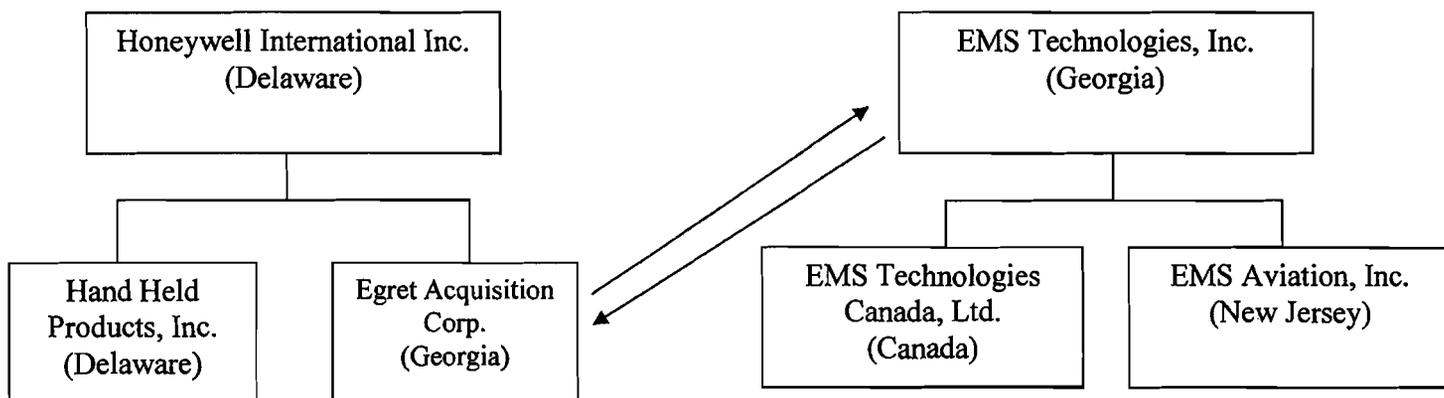
⁶ State Street Corporation and its subsidiaries hold in the aggregate 10.1% of the outstanding shares of Honeywell. Of that 10.1%, one of the subsidiaries, State Street Bank and Trust Company, held 6.5% of Honeywell's outstanding shares as trustee for Certain Honeywell savings plans. Therefore, the shares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

⁷ One of Honeywell's Directors, Jaime Chico Pardo, is also a Director of AT&T, Inc. ("AT&T"). While AT&T itself is not a foreign carrier, AT&T may have subsidiaries who operate as carriers in foreign countries.

Exhibit A

Illustrative Pre- and Post-Transaction Corporate Charts

Pre-Transaction



Post-Transaction

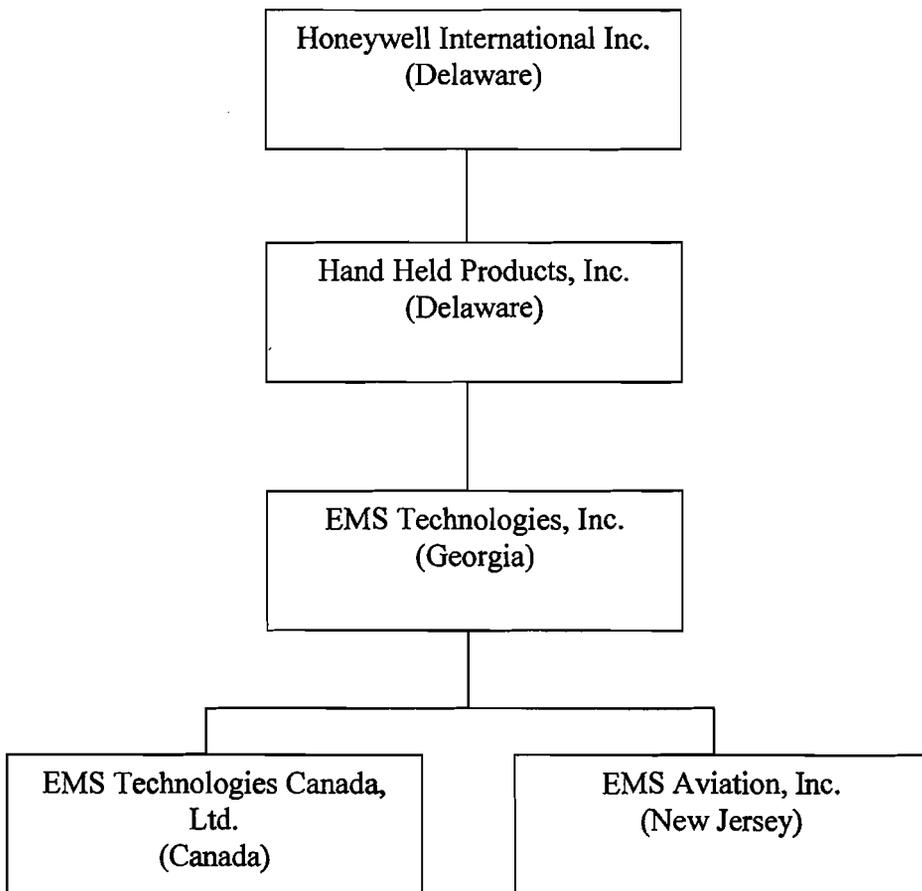


EXHIBIT B

Information Required by Section 63.04(b) for Transfer of Control of Domestic 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following information requested in Section 63.04(a)(6) - (a)(12) in support of this Joint Application.

(a)(6) Description of the Transaction:

Please see Part III of the Joint Application, above, for a description of the transaction.

(a)(7) Description of Geographic Areas

Honeywell does not hold any domestic or international Section 214 authority. EMS Aviation and EMS Canada provide domestic 214 services across the United States as part of a terrestrial network that complements their MSS-based services.

(a)(8) Streamlined Processing

Applicants respectfully submit that this Joint Application qualifies for presumptive streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules because the Transaction will not create any acquisition-specific effects in any interexchange or local exchange market. In particular, none of the exclusionary criteria set forth in Section 63.03(b) applies, as described more fully in Part V of the Joint Application, above.

(a)(9) Other Commission Applications to the Transaction

Simultaneously with this Joint Application and in conjunction with the same Transaction, the Applicants are also submitting applications to transfer control of EMS Canada's and EMS Aviation's international Section 214 authorizations, and an earth station authorization, three private radio licenses, and an experimental license all held by another EMS subsidiary, LXE Inc.

(a)(10) Special Consideration

Applicants are requesting expedited consideration of this Joint Application to allow for consummation of the Transaction in a timely manner.

(a)(11) Waiver Requests

No waiver requests are being sought in conjunction with the Transaction.

(a)(12) Public Interest Statement

Applicants submit that the Transaction described herein will serve the public interest. The indirect transfer of control of EMS Canada and EMS Aviation 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, EMS Canada and EMS Aviation will have access to the expanded managerial and financial support of Honeywell. In addition, after the Transaction is consummated, EMS Canada and EMS Aviation will provide the same high-quality telecommunications services as are currently offered. 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. The Transaction will not result in a change of carrier for any customer or any assignment of existing Commission authorizations. Further, EMS Canada's and EMS Aviations' customers receiving service pursuant to their Section 214 authorities will continue to obtain the same services that they currently receive without any immediate changes to the rates, terms and conditions following the Transaction. Accordingly, the Transaction will be virtually transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.