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February 10, 2016

Office of the Secretary
The Public Service Commission of Delaware
861 Silver Lake Boulevard
Cannon Building, Suite 100
Dover, Delaware 19904

Re: Application of TeleCommunication System, Inc. and Comtech Communications Corp.

Dear Sir or Madam:

Enclosed for filing with the Public Service Commission of Delaware, please find the original and seven (11) copies of the Joint Petition of Telecommunications Systems, Inc. and Comtech Telecommunications Corp. for Approval to Acquire All Regulated Telecommunications Assets in Delaware. Please date-stamp the extra copy and return it to our office in the enclosed postage-prepaid envelope.

Please do not hesitate to contact our office with any questions.

Sincerely,



Thomas H. Rowland

Counsel for the Joint Petitioners

THR/ac
enclosures

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DELAWARE P.S.C.

BEFORE THE STATE OF DELAWARE
PUBLIC SERVICE COMMISSION

Joint Petition of)
)
TeleCommunication Systems, Inc.)
)
and) Docket No. 16-
)
Comtech Telecommunications Corp.)
)
For Approval to Acquire All Regulated)
Telecommunications Assets in Delaware)

JOINT PETITION

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Counsel for *Telecommunication Systems, Inc. and Comtech Telecommunications Corp.*

Dated: February 10, 2016

**BEFORE THE STATE OF DELAWARE
PUBLIC SERVICE COMMISSION**

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JOINT PETITION

Comtech Telecommunications Corp. (“Comtech”) and TeleCommunication Systems, Inc. (“TCS”), by their undersigned representatives and pursuant to Title 26 Public Utilities Delaware Administrative Code Part D, Section 215 and the rules of the Delaware Public Service Commission (“Commission”), respectfully request Commission approval, to the extent required, of an Agreement and Plan of Merger in which Comtech will acquire, through a merger of TCS with an into a wholly-owned subsidiary of Comtech, control of all TCS assets including all regulated telecommunications assets in Delaware and other jurisdictions. In support of this filing, Petitioners provide the following information:

I. Introduction and Request for Expedited Treatment

On November 22, 2015 Comtech and TCS entered into an Agreement and Plan of Merger (“Agreement”) whereby Comtech agreed to purchase all outstanding shares of capital stock of TCS (the “Acquisition”). As a result of Acquisition, Comtech will acquire control over all assets of TCS, including all regulated telecommunications assets of TCS’s wholly-owned subsidiary NextGen Communications, Inc. d/b/a Maryland NextGen Communications (“NextGen”) located

in Delaware and other jurisdictions. The Acquisition is scheduled to take effect in late February 2016. Petitioners submit that the public interest would be served by the prompt transition of control of the regulated telecommunications assets of TCS to Comtech as quickly as possible, and therefore urge that the Commission promptly approve the requested transfer at the earliest possible time.

II. Petitioners

A. TeleCommunication Systems, Inc.

TeleCommunication Systems, Inc. ("TCS") is a Maryland corporation headquartered at 275 West Street, Annapolis, MD 21401. 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. Biographies of the principal TCS management team can be viewed at the following link to the Company's website: <http://www.telecomsys.com/about/exec-bios/default.aspx>.

NextGen Communications, Inc. d/b/a Maryland NextGen Communications ("NextGen") is the wholly-owned subsidiary of TCS. NextGen is located at 275 West Street, Suite 400, Annapolis, MD 21401. NextGen holds a Certificate of Public Convenience and Necessity to

operate in Delaware as a provider of competitive local exchange telecommunications services, granted by the Commission on October 19, 2010 in Docket 10-260.

NextGen aggregates and transports emergency local, VoIP, telemetric, PBX, and mobile E9-1-1 traffic, manages and transmits location and calling number data, and provides call routing management for the delivery of emergency calls to Public Service Answering Points (PSAPs) throughout Delaware. NextGen's services are used by large wireless carriers, VoIP providers, cable TV system operators who provide telecommunications services and/or VoIP, telemetric operators, PBX users, and mobile voice service providers. NextGen does not provide long distance voice toll services or local exchange voice dial tone services to residential or business customers.

B. Comtech Telecommunications Corp.

Comtech is a Delaware corporation headquartered in Melville, New York. 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. Biographies of the principal Comtech management team can be viewed at the following website address: <http://www.comtechtel.com/manage.cfm> .

Typhoon Acquisition Corp. ("Merger Sub") is a Maryland corporation and wholly-owned subsidiary of Comtech that was newly formed by Comtech for the purpose of conducting a tender offer for outstanding shares of capital stock of TCS pursuant to the Agreement. Upon

completion of the Acquisition, Merger Sub will be merged with and into TCS, and TCS shall be the surviving corporation. As a result of that merger, Merger Sub will cease its separate corporate existence and TCS will be a wholly-owned subsidiary of Comtech.

III. Designated Contacts

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this Petition should be sent to:

Counsel:

Thomas H. Rowland
Kevin D. Rhoda
Rowland & Moore LLP
200 West Superior Street, Suite 400
Chicago, Illinois 60654
(312) 803-1000, Ext. 31
tom@telecomreg.com
krhoda@telecomreg.com

For NextGen:

Thomas Ginter
VP Next Generation 9-1-1
TeleCommunication Systems, Inc.
2401 Elliott Avenue, 2nd Floor
Seattle WA 98121
425-444-8371

For Comtech:

Dr. Stanton D. Sloane
Chief Executive Officer and President
Comtech Telecommunications Corp.
68 South Service Road, Suite 230
Melville, New York 11747
Tel: (631) 962-7000

IV. Description of Transaction

Pursuant to an Agreement and Plan of Merger among TCS, Comtech and 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"). A copy of the Agreement can be viewed at the U.S. Security and Exchange Commission's website: https://www.sec.gov/Archives/edgar/data/23197/000157104915009516/t1502751_ex2-1.htm.

Further documents related to the Transaction can be viewed at the following links located on Comtech's corporate website:

<http://files.shareholder.com/downloads/CMTL/1058210319x0x862987/F0EFF1FE-4D2E-4B0E-8173-CA22AF7B9FA9/TransactionPresentation.pdf>

<http://files.shareholder.com/downloads/CMTL/1058210319x0x862988/F76D777C-3ADB-4192-AB73-0AA35A473756/Transaction-Press-Release.pdf>

<http://files.shareholder.com/downloads/CMTL/1058210319x0x862989/D29A3FA6-45EE-4835-B59D-8D7F9EADD9FF/General-Questions-and-Answers.pdf>

<http://files.shareholder.com/downloads/CMTL/1058210319x0x862991/3E56EA90-017B-4030-9896-60BB4082AD59/Employee-Questions-and-Answers.pdf>

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 Global Market 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 is an adviser to the First Eagle Funds. FEIM holds approximately 10.1% of Comtech's outstanding shares, and is located at 1345 Avenue of the Americas, 48th Floor New York, NY 10105. Exhibit A contains a description of the pre-Acquisition and post-Acquisition organizational charts for TCS and Comtech. Copies of

Comtech's current Securities and Exchange Commission ("SEC") financial filings can be found at the following Internet links:

SEC Form 8-K (September 28, 2015):

<http://www.comtechtel.com/secfiling.cfm?filingID=23197-15-39>

SEC Form 10-Q (December 9, 2015):

<http://www.comtechtel.com/secfiling.cfm?filingID=23197-15-45>

SEC Form 8-K (December 15, 2015):

<http://www.comtechtel.com/secfiling.cfm?filingID=1571049-15-9989>

V. Public Interest Considerations

The acquisition will be conducted in a manner that will be transparent to NextGen's enterprise customers and any future name change or service changes will be preceded by appropriate notices as well as any required regulatory filings. The transaction will not result in any immediate change of carrier for customers and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Indeed, the transaction will effectively be transparent to customers. Following consummation of the transaction, NextGen will continue to provide high-quality cellular network computing services that include public safety solutions for 9-1-1 call delivery without interruption and without immediate change in rates, terms or conditions. The only change immediately following closing of the transaction from a customer's perspective is that NextGen's indirect ownership will change, with Comtech being its ultimate owner.

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. Thus, the Acquisition will not adversely affect the operation of NextGen and there are no anticipated negative economic impacts related to jobs and facilities in Georgia as a result of the proposed transfer. 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.

VI. Request for Waiver

Applicants seek a waiver of the 26 Del. C. §208 requirement to maintain a business location within the State of Delaware for the sole purpose of maintaining copies of books and business records for its Delaware operations because such a requirement would impose on Comtech a significant burden and business expense. Accordingly, Comtech respectfully requests permission to keep the books, records, accounts, papers and memoranda relating to its Delaware operations with the books and business records at its corporate offices. Comtech will maintain an authorized agent for service of process within the State of Delaware, and agrees to furnish to the Commission certified copies of its books, accounts, papers, records and memoranda relating to its Delaware operations, at its sole expense, as required by the Commission.

VII. Verifications

Verification statements on behalf of NextGen and Comtech are attached hereto and incorporated within.

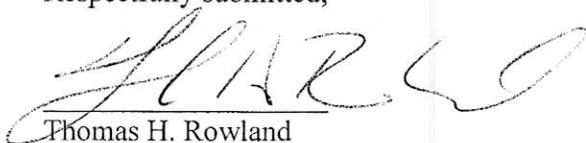
VIII. Conclusion

Petitioners submit that the information provided herein demonstrates that all applicable requirements for approval of a transfer of control are satisfied and that the public interest, convenience and necessity will be served by the expeditious grant of this Petition. Further,

Petitioners request that the Commission expeditiously act on the Petition so that the Acquisition can be completed in an appropriately timely manner.

Dated: February 10, 2016

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'THROW', is written over a horizontal line.

Thomas H. Rowland
Kevin D. Rhoda

Rowland & Moore LLP
200 West Superior Street, Suite 400
Chicago, Illinois 60654
(312) 803-1000, Ext. 31
tom@telecomreg.com
krhoda@telecomreg.com

Counsel for the Joint Applicants

CERTIFICATE OF SERVICE

I, Kevin D. Rhoda, do hereby certify that I have, on this 10th day of February 2016, caused to be served upon the following individuals, by U.S. Mail, a copy of the foregoing Joint Application before the Delaware Public Utilities Commission on behalf of TeleCommunication System, Inc. and Comtech Communications Corp.

State of Delaware
Division of the Public Advocate
820 N French St # 438
Wilmington, DE 19801

s/ Kevin D. Rhoda

Kevin D. Rhoda
Rowland & Moore LLP

Counsel for the Joint Petitioners

Exhibit A

TeleCommunication Systems, Inc.
Corporate Structure
Prior to Acquisition by Comtech
Telecommunications Corp.

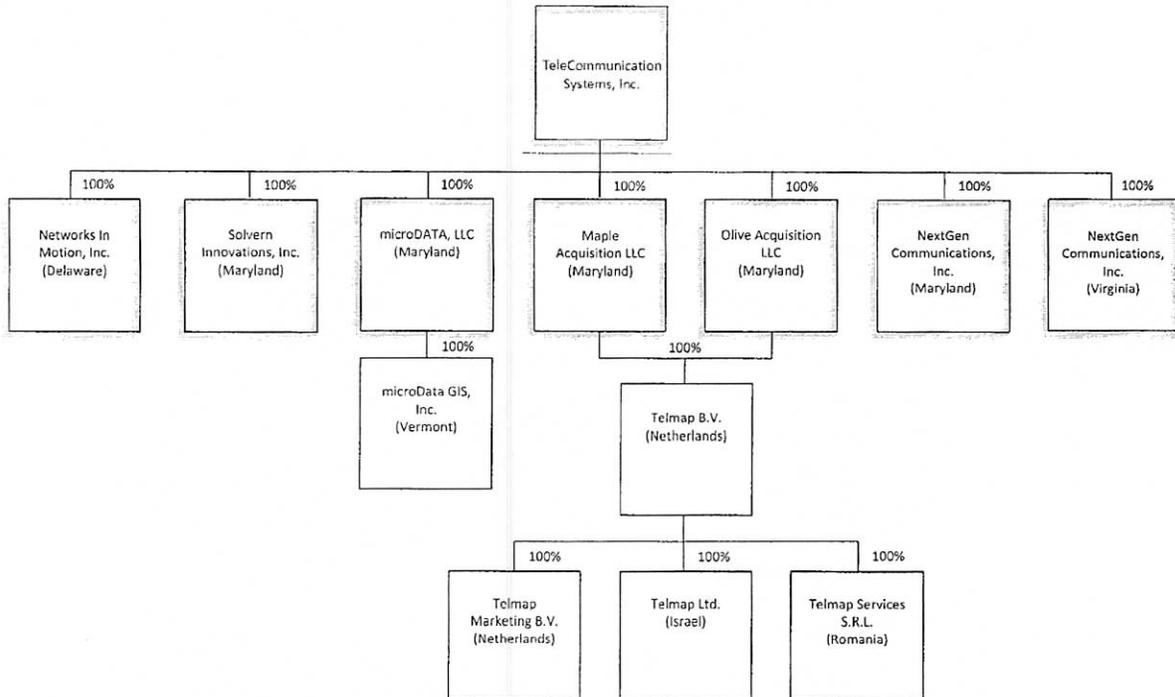
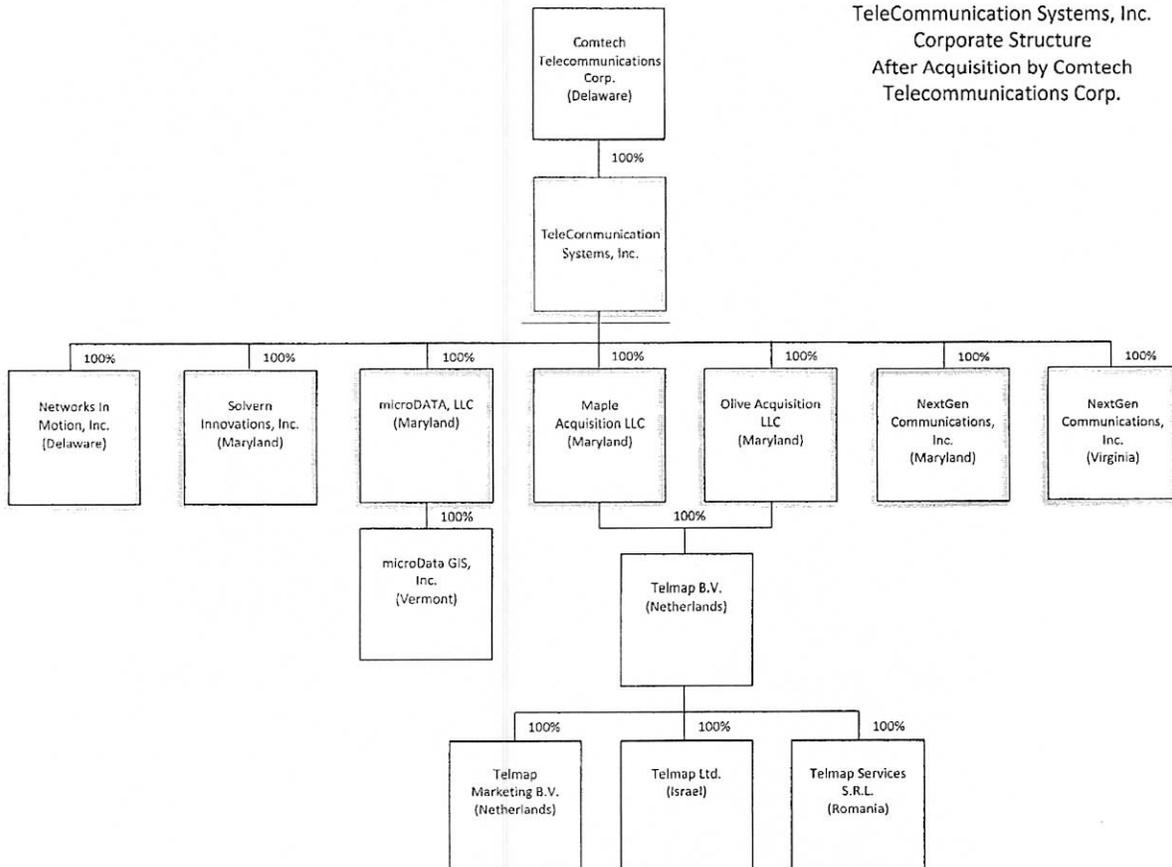


Exhibit A

TeleCommunication Systems, Inc.
Corporate Structure
After Acquisition by Comtech
Telecommunications Corp.



STATE OF Ny)

COUNTY OF Suffolk)

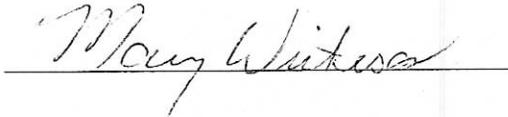
Verification

I, Michael D. Porcelain, being first duly sworn, depose and state that I am Senior Vice President and Chief Financial Officer for Comtech Telecommunications Corp. and that I have read the foregoing Petition and know the contents thereof and the statements therein contained are true, to the best of my knowledge, information and belief.



Michael D. Porcelain
Senior Vice President and Chief Financial Officer
Comtech Telecommunications Corp.

Subscribed and Sworn
to before me this 8
day of February 2016.



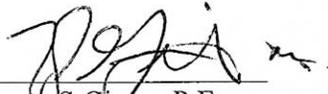
MARY WINTERSON
Notary Public, State of New York
No. 01W16306638
Qualified in Suffolk County
Commission Expires June 23, 2018

STATE OF WASHINGTON

KING COUNTY

Verification

I, Thomas S. Ginter, being first duly sworn, depose and state that I am Vice President of Next Generation 9-1-1 for TeleCommunication Systems, Inc. and that I have read the foregoing Petition and know the contents thereof and the statements therein contained are true, to the best of my knowledge, information and belief.



Thomas S Ginter, P.Eng.

VP Next Generation 9-1-1,
TeleCommunication Systems, Inc.

Subscribed and Sworn
to before me this 26th
day of January 2016.

