

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of Comtech
Telecommunications Corp.'s Notice of
Acquisition of TeleCommunication Systems,
Inc. and its Wholly-Owned Subsidiary
NextGen Communications, Inc.

DOCKET NO. 16-2507-01
ORDER APPROVING MERGER AND
ACQUISITION

ISSUED: April 28, 2016

This matter is before the Public Service Commission of Utah (Commission) on a notice filed by Comtech Telecommunications Corp. (Comtech), alerting the Commission as to an agreement and plan of merger in which Comtech will merge with TeleCommunication Systems, Inc. (TCS) and take control of TCS's wholly-owned subsidiary, NextGen Communications, Inc.

On March 22, 2016, in response to a Commission action request, the Division of Public Utilities (Division) recommended that the application be approved. In recommending approval, the Division stated:

The Applicants expect that the merger will enable the combined entities to better meet the needs of enterprises, wholesale buyers, and other customers. The transaction will bring together two successful carrier organizations that have proven themselves in a highly competitive marketplace. The transaction will help create a stronger competitor by bringing together each organization's respective strengths. Operating as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

The Commission issued notices of filing, comment period, and hearing on March 23, 2016. The Administrative Law Judge for the Commission held a hearing on April 28, 2016. Thomas Rowland appeared telephonically for Comtech, joined by Kim Scovill, Comtech's vice president of legal and regulatory affairs. Assistant Attorney General Justin Jetter appeared for the Division, joined by Ron Slusher, utility analyst.

At hearing, Mr. Scovill testified that there has been no opposition to the proposed agreement and plan of merger, which is not subject to FCC approval. Mr. Slusher testified on behalf of the Division that the transactions described in the application appear to be in the public interest. No one appeared at the hearing to object to the proposed merger and acquisition.

Pursuant to Utah Admin. Code R746-349-7(A)(3):

If no objection to the proposed transaction is submitted in any filed comments or reply comments, the Commission will presume that approval of the transaction is in the public interest and use the information contained in the application and accompanying documents as evidence to support a Commission order.

There is no objection to the granting of the application. Therefore, under Utah Admin. Code R746-349-7(A)(3) and in light of the comments and testimony of record, the Commission presumes the application to be in the public interest.

ORDER

Given the foregoing, the Commission approves the proposed agreement and plan of merger. The Commission orders Comtech Telecommunications Corp. to notify the Commission upon completing any transaction that would necessitate amendment to, or cancelation of, an affected Certificate of Public Convenience and Necessity.

DATED at Salt Lake City, Utah, April 28, 2016.

/s/ Jennie T. Jonsson
Administrative Law Judge

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Approved and confirmed April 28, 2016 as the Order of the Public Service Commission
of Utah.

/s/ Thad LeVar, Chair

/s/ David R. Clark, Commissioner

/s/ Jordan A. White, Commissioner

Attest:

/s/ Gary L. Widerburg
Commission Secretary
DW#275482

Notice of Opportunity for Agency Review or Rehearing

Pursuant to Utah Code Ann. §§ 63G-4-301 and 54-7-15, a party may seek agency review or rehearing of this order by filing a request for review or rehearing with the Commission within 30 days after the issuance of the order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission fails to grant a request for review or rehearing within 20 days after the filing of a request for review or rehearing, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a Petition for Review with the Utah Supreme Court within 30 days after final agency action. Any Petition for Review must comply with the requirements of Utah Code Ann. §§ 63G-4-401, 63G-4-403, and the Utah Rules of Appellate Procedure.

CERTIFICATE OF SERVICE

I CERTIFY that on April 28, 2016, a true and correct copy of the foregoing was served upon the following as indicated below:

By U.S. Mail:

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