

YOUR NETWORK
RUNS ON COMMScope™

Fourth Quarter 2015 Results

February 19, 2016

Eddie Edwards

President and
Chief Executive Officer

Mark Olson

Executive Vice President and
Chief Financial Officer

Caution Regarding Forward Looking Statements

During this presentation or any other oral or written statements made by us or on our behalf may include forward-looking statements which reflect our current views with respect to future events and financial performance. These forward-looking statements are generally identified by their use of such terms and phrases as “intend,” “goal,” “estimate,” “expect,” “project,” “projections,” “plans,” “anticipate,” “should,” “could,” “designed to,” “foreseeable future,” “believe,” “think,” “scheduled,” “outlook,” “guidance” and similar expressions although not all forward-looking statements contain such terms. This list of indicative terms and phrases is not intended to be all-inclusive.

These statements are subject to various risks and uncertainties, many of which are outside our control, including, without limitation, our dependence on customers’ capital spending on communication systems; concentration of sales among a limited number of customers or distributors; changes in technology; our ability to fully realize anticipated benefits from prior or future acquisitions or equity investments; industry competition and the ability to retain customers through product innovation, introduction and marketing; risks associated with our sales through channel partners; the risk that internal production capacity and that of contract manufacturers may be insufficient to meet customer demand or quality standards for our products; our ability to maintain effective information management systems and to successfully implement major systems initiatives; product performance issues and associated warranty claims; significant international operations and the impact of variability in foreign exchange rates; our ability to compete in international markets due to export and import controls to which we may be subject; potential difficulties in realigning global manufacturing capacity and capabilities among our global manufacturing facilities, including delays or challenges related to removing, transporting or reinstalling equipment, that may affect our ability to meet customer demands for products; possible future restructuring actions; possible future impairment charges for fixed or intangible assets, including goodwill; cost of protecting or defending intellectual property; costs and challenges of compliance with domestic and foreign environmental laws; changes in cost and availability of key raw materials, components and commodities and the potential effect on customer pricing; risks associated with our dependence on a limited number of key suppliers; availability and adequacy of insurance; income tax rate variability and ability to recover amounts recorded as value-added tax receivables; risks of not realizing benefits from research and development projects; substantial indebtedness and maintaining compliance with debt covenants; our ability to incur additional indebtedness; our ability to generate cash to service our indebtedness; our ability to integrate the BNS business on a timely and cost effective manner; our reliance on TE Connectivity for transition services for the BNS business; our ability to realize expected growth opportunities and cost savings from the BNS business; and other factors beyond our control. These and other factors are discussed in greater detail in our 2015 Annual Report on Form 10-K. Although the information contained in this presentation represents our best judgment as of the date of this report based on information currently available and reasonable assumptions, we can give no assurance that the expectations will be attained or that any deviation will not be material. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date made. We are not undertaking any duty or obligation to update this information to reflect developments or information obtained after the date of this report, except as otherwise may be required by law.

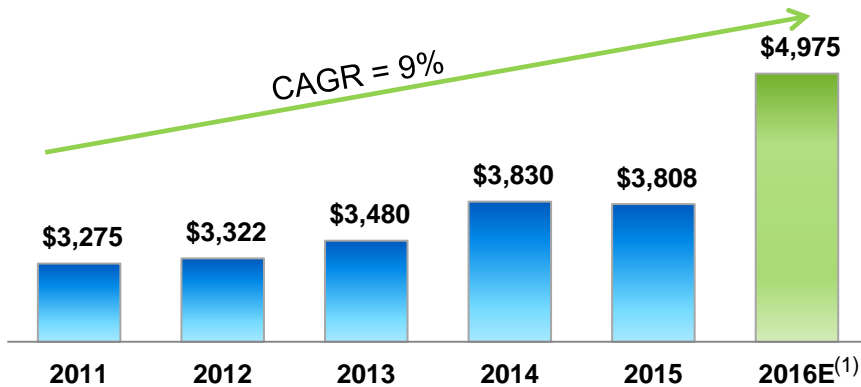
Non-GAAP Financial Measures

CommScope management believes that presenting certain non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors’ ability to analyze financial and business trends. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP measures may not be comparable to other similarly titled measures of other companies. In addition, CommScope management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period. GAAP to non-GAAP reconciliations are included in this presentation.

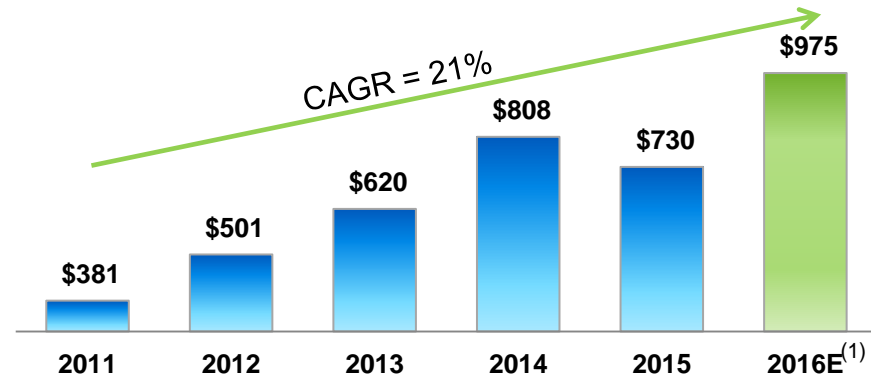
- Financial overview
- Fourth quarter 2015 results
- Segment review
- Cash flow and liquidity
- First quarter and calendar year 2016 outlook
- BNS integration progress

(All values in \$m)

Revenue



Adjusted Operating Income⁽²⁾

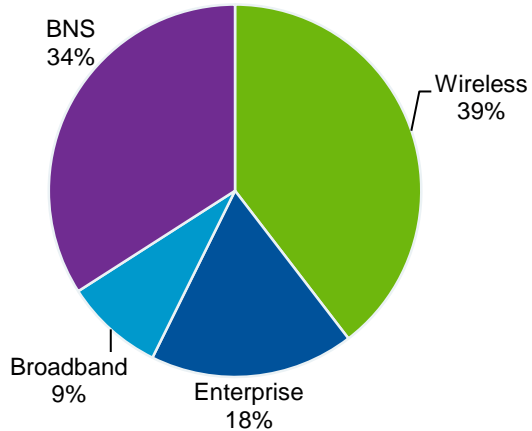


(1) Midpoint of 2016 outlook. Includes impact of BNS acquisition. Excludes amortization of purchased intangibles, purchase accounting, restructuring costs and other special items. See caution regarding forward looking statements in appendix.

(2) See appendix for reconciliation of adjusted operating income for 2011-2015

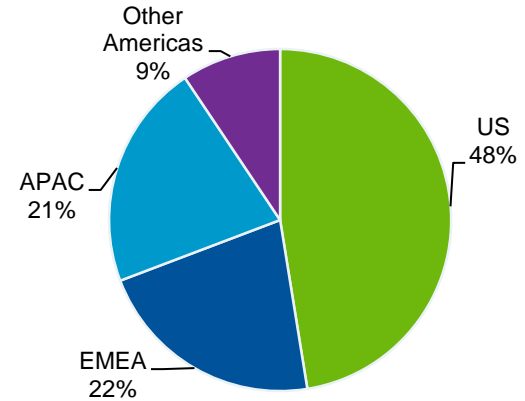
Segment Diversification

Q4 2015 Revenue



Geographic Diversification

Q4 2015 Revenue



Q4 2015 Results

Sales & Orders:

- Sales of \$1.14B, consistent with guidance
 - Excluding BNS and FX, down 6% YOY
- Orders of \$1.15B
 - Book-to-bill ratio of 1.01
 - First time wireless $\geq 1.0x$ since Q1 2014

Operating Results:

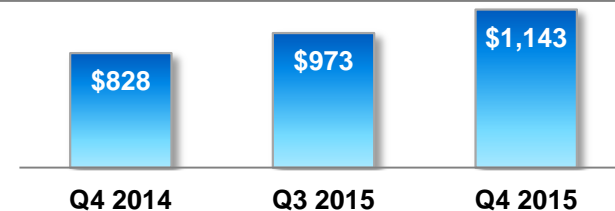
- GAAP Operating Income of \$22m reflects costs associated with BNS acquisition
- Adjusted Operating Income⁽¹⁾ increased 41% YOY to \$196m, or 17% of sales
 - Excluding BNS, down 4% YOY
 - Adjusted Operating Margin YOY expansion

Net Income & EPS:

- GAAP Net Loss of \$75m, or \$(0.39) per share
- Adjusted Net Income⁽¹⁾ of \$83m, or \$0.42 per diluted share, up 10% YOY

Consolidated Sales

(in millions)



Consolidated Adjusted Operating Income⁽¹⁾

(in millions)



Adjusted Diluted Earnings per Share⁽¹⁾



(1) See appendix for reconciliation

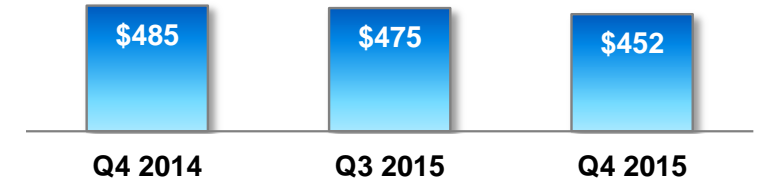
Wireless Segment

COMMSCOPE®

Global Leader in Wireless RF Infrastructure Solutions

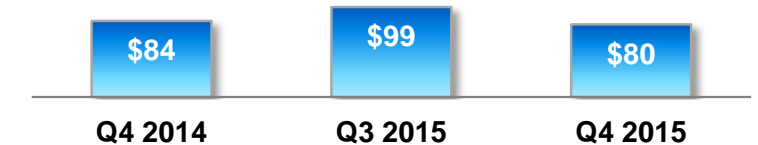
Wireless Sales⁽¹⁾

(in millions)



Adjusted Operating Income⁽²⁾

(in millions)

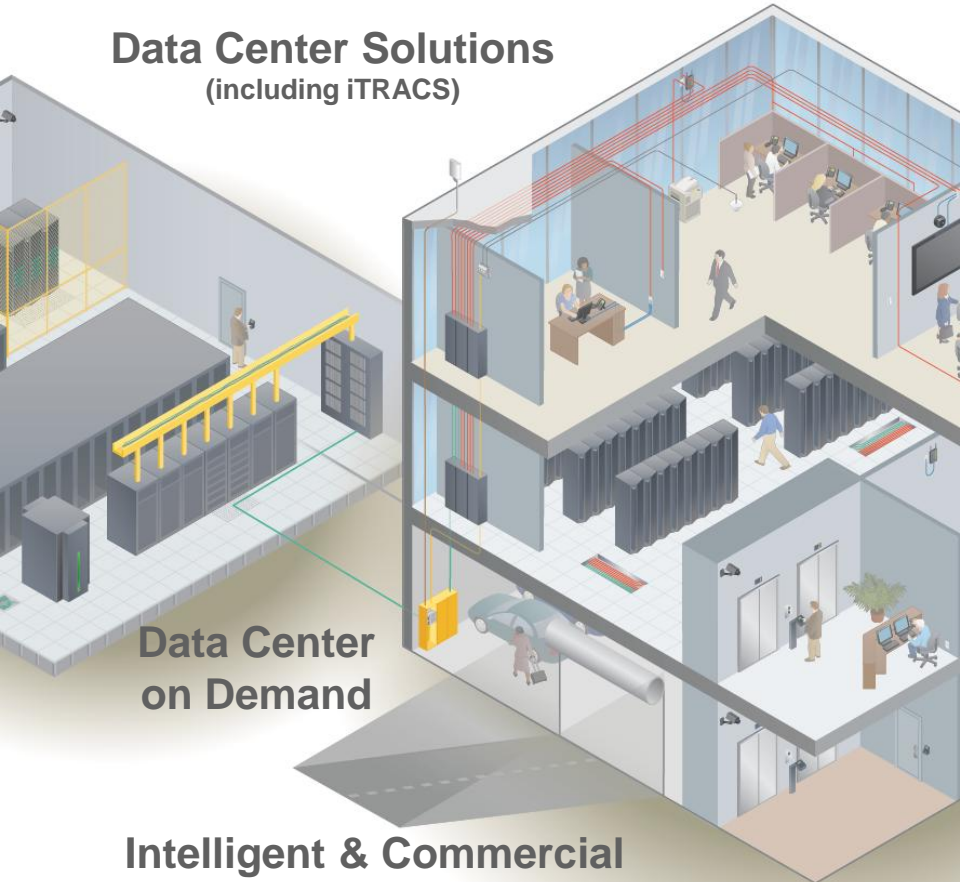


(1) Sales exclude inter-segment eliminations

(2) See appendix for reconciliation of Adjusted Operating Income



Data Center Solutions (including iTRACS)



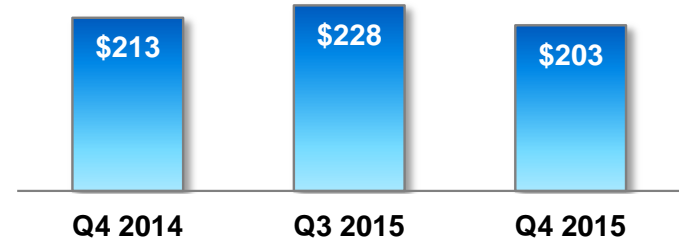
Data Center
on Demand

Intelligent & Commercial
Building Solutions

Structured Cabling Connectivity Solutions

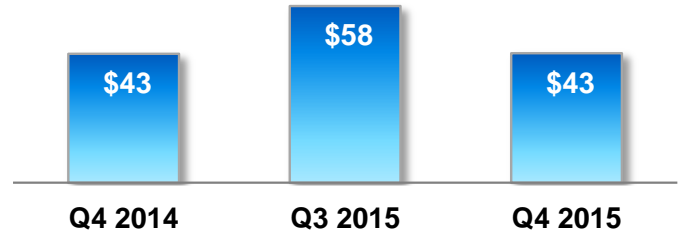
Enterprise Sales⁽¹⁾

(in millions)



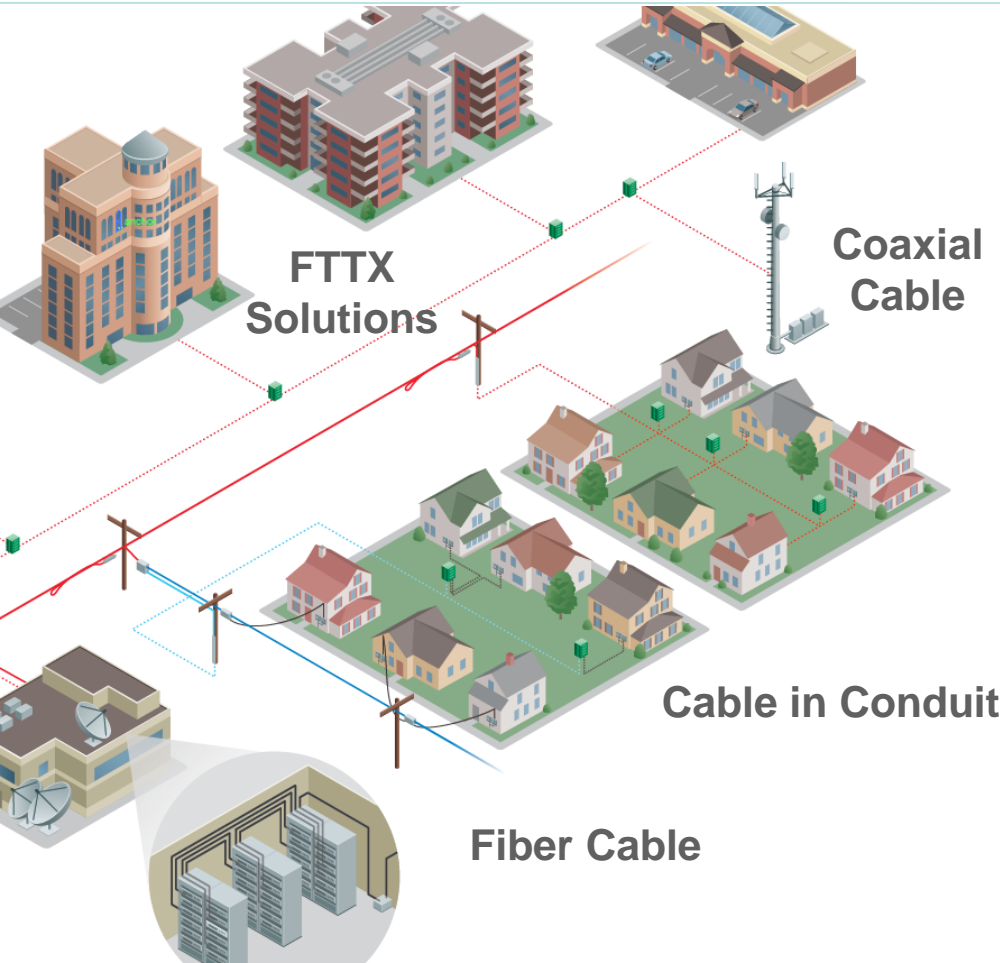
Adjusted Operating Income⁽²⁾

(in millions)



(1) Sales exclude inter-segment eliminations

(2) See appendix for reconciliation of Adjusted Operating Income



Coaxial and Fiber Optic Solutions for Cable Television Operators

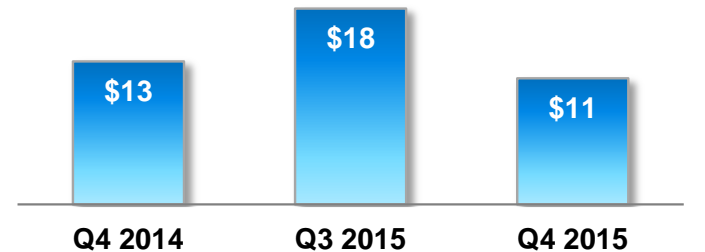
Broadband Sales⁽¹⁾

(in millions)



Adjusted Operating Income⁽²⁾

(in millions)



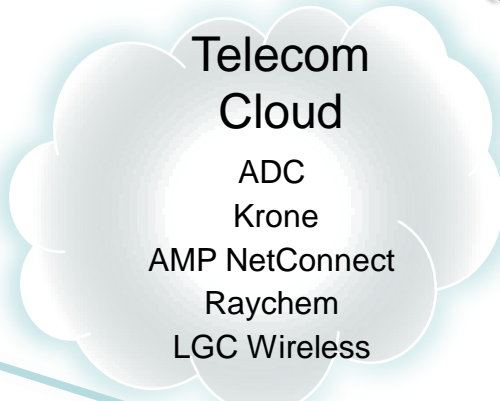
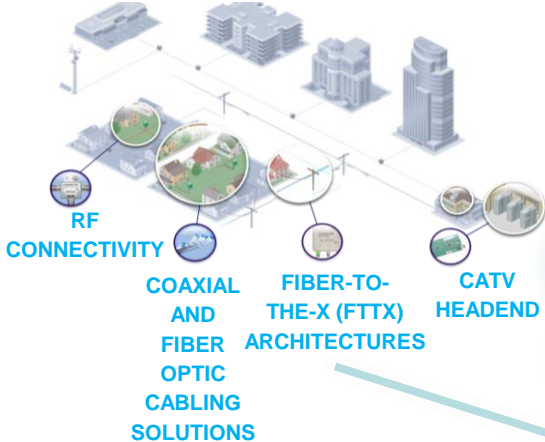
(1) Sales exclude inter-segment eliminations

(2) See appendix for reconciliation of Adjusted Operating Income

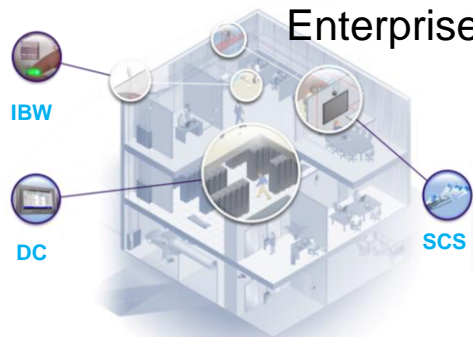
BNS Segment

(Acquisition closed August 28, 2015)

Broadband



Enterprise



Wireless



Leader in Fiber Optic Connectivity

BNS Sales⁽¹⁾⁽²⁾

(in millions)



Adjusted Operating Income⁽³⁾

(in millions)



(1) Sales exclude inter-segment eliminations

(2) See Description of Pro Forma Results in appendix

(3) See appendix for reconciliation of Adjusted Operating Income

Cash Flow Highlights

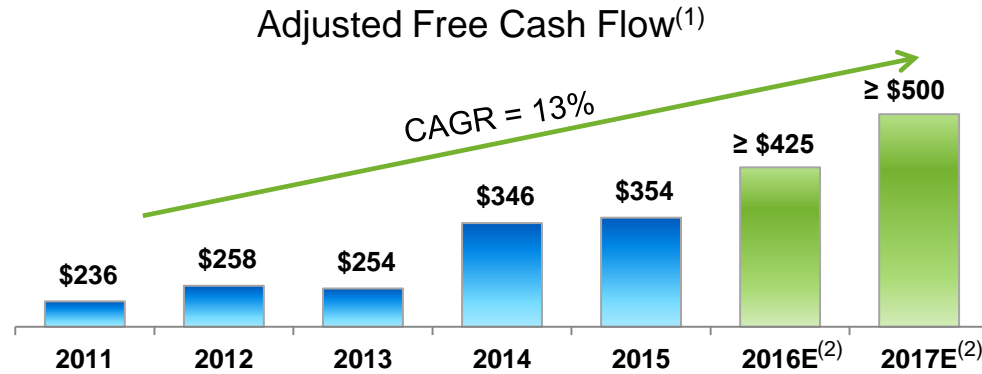
(in millions)	Q4 2014	Q4 2015	Full Year 2014	Full Year 2015
Cash flow from operations	\$ 128	\$ 116	\$ 289	\$ 302
Capital expenditures, net of capital expenditures related to BNS integration	(12)	(15)	(37)	(44)
Cash paid for transaction & integration costs	*	25	*	96
Debt redemption premium	--	--	94	--
Adjusted free cash flow	\$ 116	\$ 125	\$ 346	\$ 354
Cash taxes paid	\$ 25	\$ 27	\$ 99	\$ 123
Cash interest paid	\$ 62	\$ 125	\$ 185	\$ 207

* Not significant

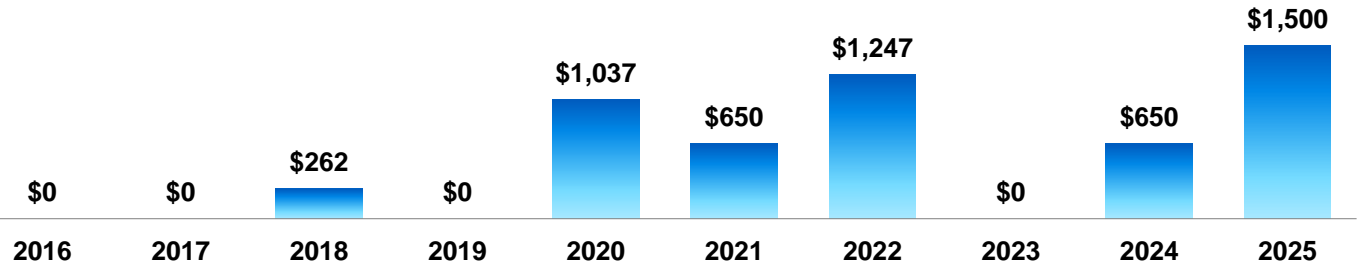
Liquidity of \$841 million at December 31, 2015

Cash and Cash Equivalents: \$563m

Availability Under Revolver: \$278m



Major Debt Maturities As of December 2015⁽³⁾



(1) See appendix for reconciliation of adjusted free cash flow for 2011-2015

(2) Includes impact of BNS acquisition. Excludes cash paid for transaction and integration costs and other special items. See caution regarding forward looking statements in appendix.

(3) Excludes mandatory prepayments of \$12.5 million annually for \$1.25 billion term loan due 2022

Q1 2016 Guidance

- Sales of \$1.075 billion - \$1.150 billion
- Adjusted operating income of \$165 million - \$195 million
- Adjusted earnings per diluted share of \$0.32 - \$0.37, based on 196 million weighted average diluted shares
- Adjusted effective tax rate of 34% - 35%

Full Year 2016 Outlook

- Sales of \$4.90 billion - \$5.05 billion
- Adjusted operating income of \$950 million - \$1 billion
- Adjusted earnings per diluted share of \$2.25 - \$2.35, based on 196 million weighted average diluted shares and up 24% YOY at the midpoint
- Adjusted effective tax rate of 34% - 35%
- Adjusted free cash flow of more than \$425 million

(1) Excludes impact of amortization of purchased intangibles, restructuring costs, transaction and integration costs, purchase accounting and other special items. Assumes relatively stable business conditions.

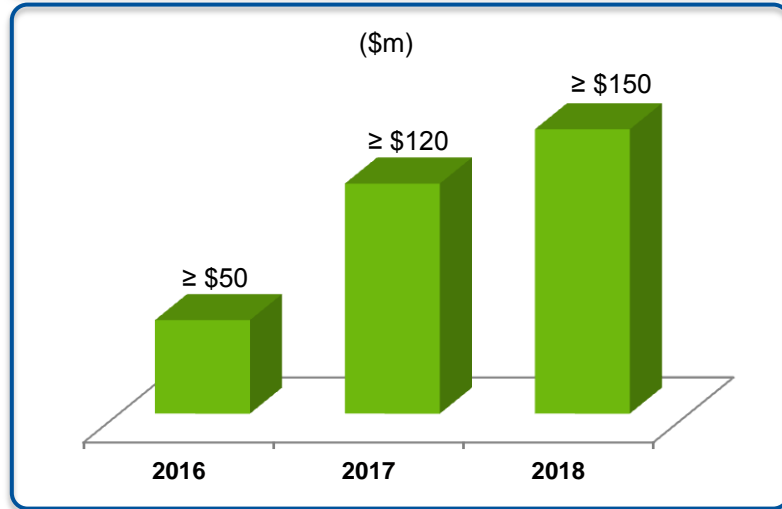
BNS Integration Progress

- Organizational Structure
 - Additional details at May Analyst Day
 - Synergy Activity
-

Plan:

Estimated Run Rate Synergies

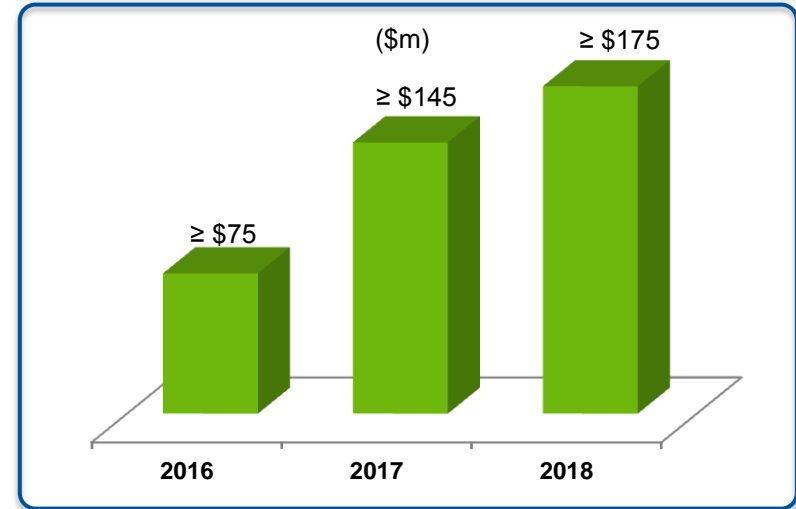
≥ \$150 million



Updated:

Estimated Run Rate Synergies

≥ \$175 million



Highlights

- Sales force reorganization
- Announced two facility closures (San Jose, CA and Sidney, NE)
- Have begun moving off select transition service agreements with TE

Non-GAAP Financial Measures

CommScope management believes that presenting certain non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors' ability to analyze financial and business trends. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP measures may not be comparable to other similarly titled measures of other companies. In addition, CommScope management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period.

Pro Forma Results

The pro forma BNS amounts are based on their historical results prepared on a carve-out basis of accounting and, therefore, may not be indicative of the actual results when operated as part of CommScope. The pro forma adjustments represent management's best estimates based on information available at the time the pro forma information was prepared and may differ from the adjustments that may actually have been required. Accordingly, the pro forma financial information should not be relied upon as being indicative of the results that would have been realized.

Full Year 2015 Results⁽¹⁾

Sales & Orders:

- Sales of \$3.81B
 - Enterprise growth offset by lower Wireless and Broadband sales
 - Foreign exchange rates negatively impacted sales by 3%
- Orders of \$3.72B
 - Book-to-bill ratio of 0.98

Operating Results:

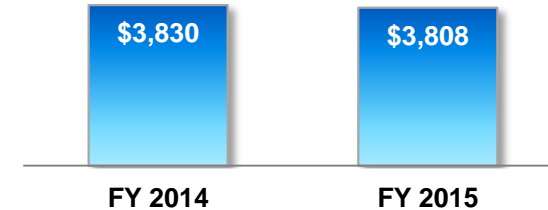
- Adjusted Operating Income⁽²⁾ decreased 10% YOY to \$730m, or 19% of sales

Net Income & EPS:

- GAAP Net Loss of \$71m, or \$(0.37) per share
- Adjusted Net Income⁽²⁾ of \$362m, or \$1.86 per diluted share

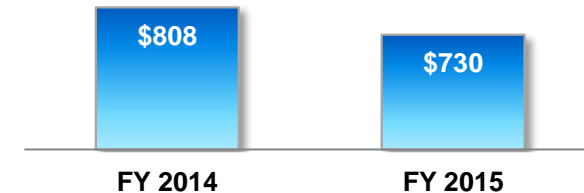
Consolidated Sales

(in millions)



Consolidated Adjusted Operating Income⁽²⁾

(in millions)



Adjusted Diluted Earnings per Share⁽²⁾



(1) The results of the BNS business are included in CommScope's results from Aug 28, 2015 through Dec 25, 2015, their fiscal period end.

(2) See appendix for reconciliation

Income Statements



(Unaudited -- In thousands)

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Net sales	\$ 1,142,541	\$ 827,895	\$ 3,807,828	\$ 3,829,614
Operating costs and expenses:				
Cost of sales	743,511	542,475	2,462,008	2,432,345
Selling, general and administrative	227,101	129,376	687,389	484,891
Research and development	49,146	29,543	135,964	125,301
Amortization of purchased intangible assets	76,905	44,826	220,602	178,265
Restructuring costs, net	18,855	7,590	29,488	19,267
Asset impairments	5,450	(2,133)	90,784	12,096
Total operating costs and expenses	1,120,968	751,677	3,626,235	3,252,165
Operating income	21,573	76,218	181,593	577,449
Other income (expense), net	(7,505)	4,188	(13,061)	(86,405)
Interest expense	(75,909)	(36,526)	(234,661)	(178,935)
Interest income	792	1,345	4,128	4,954
Income (loss) before income taxes	(61,049)	45,225	(62,001)	317,063
Income tax (expense) benefit	(14,098)	2,586	(8,874)	(80,291)
Net income (loss)	\$ (75,147)	\$ 47,811	\$ (70,875)	\$ 236,772
Earnings (loss) per share:				
Basic	\$ (0.39)	\$ 0.25	\$ (0.37)	\$ 1.27
Diluted (a)	\$ (0.39)	\$ 0.25	\$ (0.37)	\$ 1.24
Weighted average shares outstanding:				
Basic	191,040	187,738	189,876	186,905
Diluted (a)	191,040	192,215	189,876	191,450
(a) Calculation of diluted earnings (loss) per share:				
Net income (loss) (basic)	\$ (75,147)	\$ 47,811	\$ (70,875)	\$ 236,772
Weighted average shares (basic)	191,040	187,738	189,876	186,905
Dilutive effect of stock options	-	4,477	-	4,545
Denominator (diluted)	191,040	192,215	189,876	191,450

See notes to consolidated financial statements included in our Form 10-K.

Balance Sheets

(Unaudited -- In thousands)

	December 31,	
	2015	2014
Assets		
Cash and cash equivalents	\$ 562,884	\$ 729,321
Accounts receivable, less allowance for doubtful accounts of \$19,392 and \$8,797, respectively	833,041	612,007
Inventories, net	441,815	367,185
Prepaid expenses and other current assets	166,900	67,875
Deferred income taxes	—	51,230
Total current assets	2,004,640	1,827,618
Property, plant and equipment, net of accumulated depreciation of \$243,806 and \$207,342, respectively	528,706	289,371
Goodwill	2,690,636	1,451,887
Other intangible assets, net	2,147,483	1,260,927
Other noncurrent assets	131,166	87,255
Total assets	\$ 7,502,631	\$ 4,917,058
Liabilities and Stockholders' Equity		
Accounts payable	\$ 300,829	\$ 177,806
Other accrued liabilities	371,743	289,006
Current portion of long-term debt	12,520	9,001
Total current liabilities	685,092	475,813
Long-term debt	5,231,131	2,659,897
Deferred income taxes	202,487	339,945
Pension and postretirement benefit liabilities	37,102	29,478
Other noncurrent liabilities	124,099	104,306
Total liabilities	6,279,911	3,609,439
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.1 par value: Authorized shares: 200,000,000; Issued and outstanding shares: None at December 31, 2015 or 2014	—	—
Common stock, \$0.01 par value: Authorized shares: 1,300,000,000; Issued and outstanding shares: 191,368,727 and 187,831,389 at December 31, 2015 and 2014, respectively	1,923	1,888
Additional paid-in capital	2,216,202	2,141,433
Retained earnings (accumulated deficit)	(812,394)	(741,519)
Accumulated other comprehensive loss	(171,678)	(83,548)
Treasury stock, at cost: 986,222 shares and 961,566 shares at December 31, 2015 and 2014, respectively	(11,333)	(10,635)
Total stockholders' equity	1,222,720	1,307,619
Total liabilities and stockholders' equity	\$ 7,502,631	\$ 4,917,058

Statements of Cash Flows



(Unaudited -- In thousands)

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Operating Activities:				
Net income (loss)	\$ (75,147)	\$ 47,811	\$ (70,875)	\$ 236,772
Adjustments to reconcile net income (loss) to net cash generated by operating activities:				
Depreciation and amortization	104,015	60,638	303,500	259,504
Equity-based compensation	7,610	5,361	28,665	21,092
Deferred income taxes	(9,288)	(1,747)	(101,826)	(33,278)
Asset impairments	5,450	(2,133)	90,784	12,096
Excess tax benefits from equity-based compensation	(5,560)	(828)	(24,754)	(11,411)
Changes in assets and liabilities:				
Accounts receivable	109,147	80,821	(6,984)	(18,824)
Inventories	94,646	45,347	162,164	(4,324)
Prepaid expenses and other current assets	(31,693)	(9,776)	(65,271)	1,502
Accounts payable and other accrued liabilities	(79,954)	(88,695)	6,921	(109,922)
Other noncurrent liabilities	(969)	(12,397)	(13,320)	(49,265)
Other noncurrent assets	(2,258)	9,089	(11,966)	715
Other	325	(5,705)	5,022	(15,239)
Net cash generated by operating activities	116,324	127,786	302,060	289,418
Investing Activities:				
Additions to property, plant and equipment	(17,079)	(12,051)	(56,501)	(36,935)
Proceeds from sale of property, plant and equipment	3,198	2,963	3,417	4,575
Cash paid for acquisitions, net of cash acquired	(43,515)	(1,620)	(3,000,991)	(41,794)
Proceeds from sales of businesses and long-term investments	—	4,013	2,817	12,761
Cash paid for long-term investments	—	—	—	(15,000)
Other	195	140	646	441
Net cash used in investing activities	(57,201)	(6,555)	(3,050,612)	(75,952)
Financing Activities:				
Long-term debt repaid	(116,490)	(2,195)	(619,056)	(1,124,392)
Long-term debt proceeds	—	26	3,246,875	1,315,026
Long-term debt financing costs	(429)	—	(74,319)	(23,257)
Proceeds from the issuance of common shares under equity-based compensation plans	4,297	1,305	25,570	12,052
Excess tax benefits from equity-based compensation	5,560	828	24,754	11,411
Other	(698)	—	(698)	—
Net cash generated by (used in) financing activities	(107,760)	(36)	2,603,126	190,840
Effect of exchange rate changes on cash and cash equivalents	(6,441)	(8,308)	(21,011)	(21,305)
Change in cash and cash equivalents	(55,078)	112,887	(166,437)	383,001
Cash and cash equivalents, beginning of period	617,962	616,434	729,321	346,320
Cash and cash equivalents, end of period	\$ 562,884	\$ 729,321	\$ 562,884	\$ 729,321

See notes to consolidated financial statements included in our Form 10-K.

Quarter Segment Information



(Unaudited -- In millions)

Sales by Segment

	Q4 2015	Q3 2015	Q4 2014	% Change	
				Sequential	YOY
Wireless	\$ 451.7	\$ 475.3	\$ 484.8	(5.0) %	(6.8) %
Enterprise	203.4	227.8	212.5	(10.7) %	(4.3) %
Broadband	99.0	128.5	130.6	(23.0) %	(24.2) %
BNS	388.5	141.1	-	175.3 %	NM
Inter-segment eliminations	(0.1)	(0.1)	(0.1)	NM	NM
Total Net Sales	\$ 1,142.5	\$ 972.6	\$ 827.9	17.5 %	38.0 %

Non-GAAP Adjusted Operating Income by Segment

	Q4 2015	Q3 2015	Q4 2014	% Change	
				Sequential	YOY
Wireless	\$ 80.2	\$ 99.3	\$ 84.0	(19.2) %	(4.5) %
Enterprise	42.7	58.2	42.5	(26.6) %	0.5 %
Broadband	11.4	17.7	12.9	(35.6) %	(11.6) %
BNS	62.1	25.8	-	140.7 %	NM
Total Non-GAAP Adjusted Operating Income	\$ 196.4	\$ 201.0	\$ 139.4	(2.3) %	40.9 %

NM – Not meaningful

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Full Year Segment Information

(Unaudited -- In millions)

Sales by Segment

	<u>2015</u>	<u>2014</u>	<u>% Change</u> <u>YOY</u>
Wireless	\$ 1,938.5	\$ 2,469.8	(21.5) %
Enterprise	864.4	850.5	1.6 %
Broadband	476.1	511.1	(6.8) %
BNS	529.6	-	NM
Inter-segment eliminations	(0.8)	(1.8)	NM
Total Net Sales	<u>\$ 3,807.8</u>	<u>\$ 3,829.6</u>	(0.6) %

Non-GAAP Adjusted Operating Income by Segment

	<u>2015</u>	<u>2014</u>	<u>% Change</u> <u>YOY</u>
Wireless	\$ 381.1	\$ 600.3	(36.5) %
Enterprise	205.2	166.6	23.2 %
Broadband	55.6	41.5	34.0 %
BNS	87.9	-	NM
Total Non-GAAP Adjusted Operating Income	<u>\$ 729.8</u>	<u>\$ 808.4</u>	(9.7) %

NM – Not meaningful

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Adjusted Net Income Reconciliation

(Unaudited -- In thousands)

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Operating income, as reported	\$ 21.6	\$ 76.2	\$ 181.6	\$ 577.4
Adjustments:				
Amortization of purchased intangible assets	76.9	44.8	220.6	178.3
Restructuring costs, net	18.9	7.6	29.5	19.3
Equity-based compensation	7.6	5.4	28.7	21.1
Asset impairments	5.5	(2.1)	90.8	12.1
Transaction and integration costs	14.8	7.5	96.9	12.1
Purchase accounting adjustments ⁽¹⁾	51.2	-	81.7	(11.9)
Total adjustments to operating income	174.9	63.2	548.2	231.0
Non-GAAP adjusted operating income	\$ 196.4	\$ 139.4	\$ 729.8	\$ 808.4
Income (loss) before income taxes, as reported	\$ (61.0)	\$ 45.2	\$ (62.0)	\$ 317.1
Income tax (expense) benefit, as reported	(14.1)	2.6	(8.9)	(80.3)
Net income (loss), as reported	\$ (75.1)	\$ 47.8	\$ (70.9)	\$ 236.8
Adjustments:				
Total pretax adjustments to operating income	174.9	63.2	548.2	231.0
Pretax amortization of deferred financing costs & OID ⁽²⁾	5.2	3.2	22.3	32.4
Pretax acquisition related interest ⁽²⁾	-	-	29.2	-
Pretax loss on debt transactions ⁽³⁾	-	-	-	93.9
Pretax gain on sale of equity investment ⁽³⁾	-	(3.5)	(2.7)	(12.3)
Tax effects of adjustments and other tax items ⁽⁴⁾	(22.2)	(38.0)	(164.4)	(155.1)
Non-GAAP adjusted net income	\$ 82.8	\$ 72.6	\$ 361.7	\$ 426.7
Diluted EPS, as reported	\$ (0.39)	\$ 0.25	\$ (0.37)	\$ 1.24
Non-GAAP adjusted diluted EPS ⁽⁵⁾	\$ 0.42	\$ 0.38	\$ 1.86	\$ 2.23

(1) For the year ended December 31, 2014, includes the reduction in the estimated fair value of contingent consideration payable related to the Redwood acquisition.

(2) Included in interest expense.

(3) Included in other income (expense), net.

(4) The tax rates applied to adjustments reflect the tax expense or benefit based on the tax jurisdiction of the entity generating the adjustment. There are certain items for which we expect little or no tax effect. Adjustments for 2015 also reflect the exclusion of an increase in a valuation allowance.

(5) Diluted shares used in the calculation of non-GAAP adjusted diluted EPS for the three months and year ended December 31, 2015 are \$195.1 million and \$194.2 million, respectively.

Note: Components may not sum to total due to rounding.

See Description of Non-GAAP Financial Measures

Adjusted Operating Income Reconciliation by Quarter



(Unaudited -- In millions)

	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014
Operating income (loss), as reported	\$ 21.6	\$ (42.5)	\$ 109.4	\$ 93.1	\$ 76.2
Amortization of purchased intangible assets	76.9	54.3	44.6	44.8	44.8
Restructuring costs, net	18.9	6.9	1.9	1.9	7.6
Equity-based compensation	7.6	5.7	10.1	5.3	5.4
Asset impairments	5.5	85.3	-	-	(2.1)
Transaction and integration costs	14.8	60.8	9.9	11.4	7.5
Purchase accounting adjustments	51.2	30.5	-	-	-
Non-GAAP adjusted operating income	\$ 196.4	\$ 201.0	\$ 175.9	\$ 156.5	\$ 139.4
Non-GAAP adjusted operating margin %	17.2%	20.7%	20.3%	19.0%	16.8%
Depreciation	21.9	15.6	11.5	11.6	12.7
Non-GAAP adjusted EBITDA	\$ 218.2	\$ 216.6	\$ 187.4	\$ 168.1	\$ 152.0

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Note: For the year ended December 31, 2015, as measured pursuant to indentures governing our senior notes and PIK notes, pro forma Adjusted EBITDA was \$991.6 million, which included the impact of the BNS and Airvana acquisitions (\$163.2 million) and savings from announced cost reduction initiatives (\$38.1 million) so that the impact of the acquisitions and cost reduction initiatives are fully reflected in the twelve-month period. See our Form 10-K for further information.

Adjusted Operating Income Reconciliation by Year



(Unaudited -- In millions)

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Operating income (loss), as reported	\$ 181.6	\$ 577.4	\$ 329.7	\$ 238.2	\$ (188.4)
Amortization of purchased intangible assets	220.6	178.3	174.9	175.7	174.9
Restructuring costs, net	29.5	19.3	22.1	23.0	18.7
Equity-based compensation	28.7	21.1	16.1	7.5	6.5
Asset impairments	90.8	12.1	45.5	40.9	126.1
Transaction and integration costs	96.9	12.0	27.2	6.3	132.6
Purchase accounting adjustments	81.7	(11.9)	2.5	-	105.4
Other	-	-	2.1	9.4	4.8
Non-GAAP adjusted operating income	\$ 729.8	\$ 808.4	\$ 620.1	\$ 501.1	\$ 380.5
Non-GAAP adjusted operating margin %	19.2%	21.1%	17.8%	15.1%	11.6%

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Quarterly Adjusted Operating Income Reconciliation by Segment



(Unaudited -- In millions)

Fourth Quarter 2015 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	BNS	Total
Operating income (loss), as reported	\$ 50.4	\$ 16.0	\$ 5.8	\$ (50.6)	\$ 21.6
Amortization of purchased intangible assets	24.2	17.4	3.9	31.5	76.9
Restructuring costs, net	3.3	2.7	1.2	11.7	18.9
Equity-based compensation	1.7	1.0	0.4	4.4	7.6
Asset impairments	-	5.5	-	-	5.5
Transaction and integration costs	0.5	0.2	0.1	14.0	14.8
Purchase accounting adjustments	-	-	-	51.1	51.2
Non-GAAP adjusted operating income	\$ 80.2	\$ 42.7	\$ 11.4	\$ 62.1	\$ 196.4
Non-GAAP adjusted operating margin %	17.7%	21.0%	11.5%	16.0%	17.2%

Third Quarter 2015 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	BNS	Total
Operating income (loss), as reported	\$ (2.2)	\$ 39.3	\$ 2.0	\$ (81.6)	\$ (42.5)
Amortization of purchased intangible assets	23.1	17.4	3.8	10.0	54.3
Restructuring costs, net	1.3	-	0.2	5.3	6.9
Equity-based compensation	2.1	1.3	0.5	1.8	5.7
Asset impairments	74.4	-	10.9	-	85.3
Transaction and integration costs	0.6	0.3	0.2	59.8	60.8
Purchase accounting adjustments	-	-	-	30.5	30.5
Non-GAAP adjusted operating income	\$ 99.3	\$ 58.2	\$ 17.7	\$ 25.8	\$ 201.0
Non-GAAP adjusted operating margin %	20.9%	25.6%	13.8%	18.3%	20.7%

Fourth Quarter 2014 Non-GAAP Adjusted Operating Income Reconciliation by Segment

	Wireless	Enterprise	Broadband	BNS	Total
Operating income, as reported	\$ 47.8	\$ 21.5	\$ 6.9	\$ -	\$ 76.2
Amortization of purchased intangible assets	23.1	17.4	4.4	-	44.8
Restructuring costs, net	7.5	-	0.1	-	7.6
Equity-based compensation	3.0	1.7	0.7	-	5.4
Asset impairments	(2.1)	-	-	-	(2.1)
Transaction and integration costs	4.7	1.9	0.9	-	7.5
Non-GAAP adjusted operating income	\$ 84.0	\$ 42.5	\$ 12.9	\$ -	\$ 139.4
Non-GAAP adjusted operating margin %	17.3%	20.0%	9.9%	0.0%	16.8%

Components may not sum to total due to rounding

See Description of Non-GAAP Financial Measures

Adjusted Free Cash Flow Reconciliation



(Unaudited -- In millions)

Adjusted Free Cash Flow

	<u>Q4 2015</u>	<u>Q4 2014</u>	<u>Full Year 2015</u>	<u>Full Year 2014</u>	<u>Full Year 2013</u>	<u>Full Year 2012</u>	<u>Full Year 2011</u>
Cash flow from operations	\$ 116.3	\$ 127.8	\$ 302.1	\$ 289.4	\$ 237.7	\$ 286.1	\$ 131.0
Capital expenditures	(17.1)	(12.1)	(56.5)	(36.9)	(36.8)	(28.0)	(39.5)
Capital spending for BNS acquisition integration	1.7	-	12.7	-	-	-	-
Transaction and integration costs	24.5	*	96.1	*	*	*	137.6
Debt redemption premium	-	-	-	93.9	33.0	-	-
Fee paid to terminate management agreement	-	-	-	-	20.2	-	-
TruePosition settlement	-	-	-	-	-	-	7.0
Adjusted Free Cash Flow	\$ 125.4	\$ 115.7	\$ 354.4	\$ 346.4	\$ 254.1	\$ 258.2	\$ 236.1

* Not significant

(Unaudited -- In millions)

BNS Revenue by Quarter

	<u>2015</u>
PF Q1 ⁽¹⁾	\$ 424.9
PF Q2 ⁽¹⁾	471.0
PF Q3 ⁽¹⁾	415.8
Q4	<u>388.5</u>
Total	<u>\$ 1,700.2</u>
	<u>PF 2014⁽¹⁾</u>
PF Q1	\$ 467.6
PF Q2	504.0
PF Q3	503.2
PF Q4	<u>417.1</u>
	<u>\$ 1,891.8</u>

(1) See Description of Pro Forma Results

Components may not sum to total due to rounding