COMMSCOPE INC
Form 424B3
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Registration No. 333-145398

SPECIAL MEETING OF STOCKHOLDERS
MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

The board of directors of Andrew Corporation has approved a merger to effect the acquisition of Andrew by CommScope, Inc., and Andrew is soliciting the vote of its stockholders to approve the merger.

If the merger is consummated, Andrew will become an indirect wholly owned subsidiary of CommScope and holders of Andrew common stock will receive for each share of Andrew common stock they own $13.50 in cash plus the stub portion of the merger consideration which, at the election of CommScope, will consist of either (i) $1.50 in cash, (ii) a fraction of a share of CommScope common stock equal to (A) $1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling $1.50. If the stub portion of the merger consideration includes a fraction of a share of CommScope common stock, no assurance can be given that the actual market value of the stub portion will equal or exceed $1.50 after the merger. If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in connection with the merger, representing approximately 8% of the outstanding shares of CommScope common stock immediately following the consummation of the merger, based on the closing price of a share of CommScope common stock on, and the number of shares of CommScope common stock outstanding as of, October 31, 2007. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger. CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV". On November 2, 2007, the last trading day before the date of this proxy statement/prospectus, the closing price of CommScope common stock was $46.04 per share. Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". On November 2, 2007, the closing price of Andrew common stock was $14.68 per share.

At the special meeting, stockholders of Andrew will be asked to adopt the merger agreement.

The date, time and place of the special meeting is as follows:

December 10, 2007
2:00 p.m., local time
The Westin O'Hare
6100 N. River Road
Rosemont, IL 60018

This proxy statement/prospectus provides you with information about CommScope, Andrew and the proposed merger. You may obtain other information about CommScope and Andrew from documents filed with the Securities and Exchange Commission. We encourage you to read this entire proxy statement/prospectus carefully.

Ralph E. Faison
President and Chief Executive Officer

Andrew Corporation

FOR A DISCUSSION OF SIGNIFICANT MATTERS THAT SHOULD BE CONSIDERED BEFORE VOTING AT THE SPECIAL MEETING, SEE THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 26.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORS HAVE APPROVED OR DISAPPROVED THE SHARES OF COMMSCOPE COMMON STOCK THAT MAY BE ISSUED IN THE MERGER OR DETERMINED WHETHER THIS PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This proxy statement/prospectus is dated November 5, 2007, and is first being mailed to the stockholders of Andrew on or about November 9, 2007.

THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

ANDREW CORPORATION
3 Westbrook Corporate Center
Westchester, IL 60154
(708) 236-6600

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 10, 2007

To the stockholders of Andrew Corporation:

You are cordially invited to attend a special meeting of stockholders of Andrew Corporation, a Delaware corporation, to be held on December 10, 2007 at 2:00 p.m., local time, at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018 for the following purposes:

To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of June 26, 2007, by and among CommScope, Inc., a Delaware corporation, DJRoss, Inc., a Delaware corporation and an indirect wholly owned subsidiary of CommScope, and Andrew, as the same may be amended from time to time, which we refer to in this proxy statement/prospectus as the merger agreement (adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement). We refer to this proposal in the proxy statement/prospectus as Proposal No. 1.

To consider and vote upon a proposal for an adjournment of the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. We refer to this proposal in the proxy statement/prospectus as Proposal No. 2.

To transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

You are entitled to vote only if you were a holder of Andrew common stock at the close of business on November 1, 2007.

YOUR PROXY IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING, PLEASE VOTE IN ANY ONE OF THE FOLLOWING WAYS:

USE THE TOLL-FREE TELEPHONE NUMBER SHOWN ON THE PROXY CARD;

USE THE INTERNET WEBSITE SHOWN ON THE PROXY CARD; OR

MARK, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PAID ENVELOPE. IT REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

By Order of the Board of Directors,

Justin C. Choi,
Senior Vice President, General Counsel and Secretary

Westchester, Illinois
November 5, 2007

ANDREW'S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT ADOPTION OF THE MERGER AGREEMENT IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ANDREW AND ITS STOCKHOLDERS, AND RECOMMENDS THAT ANDREW STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 1 AND "FOR" PROPOSAL NO. 2.

ADDITIONAL INFORMATION

This proxy statement/prospectus "incorporates by reference" important business and financial information about CommScope and Andrew from documents that are not included in or delivered with this proxy statement/prospectus. For a more detailed description of the information incorporated by reference in this proxy statement/prospectus and how you may obtain it, see the section entitled "Where You Can Find More Information."

You may also obtain any of the documents incorporated by reference from the appropriate company, the Securities and Exchange Commission, which we refer to as the SEC, or the SEC's Internet web site at http://www.sec.gov. Documents incorporated by reference in this proxy statement/prospectus are available from the appropriate company without charge, excluding all exhibits unless specifically incorporated by reference in such documents. Stockholders may obtain documents incorporated by reference in this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses:

CommScope, Inc.
Attn: Investor Relations
1100 CommScope Place, S.E.
P.O. Box 339
Hickory, North Carolina 28602
Telephone: (828) 324-2200
E-mail: investor.relations@CommScope.com

or

Andrew Corporation
Attn: Investor Relations
3 Westbrook Corporate Center
Suite 900
Westchester, Illinois 60154
Telephone: (800) 232-6767
E-mail: investor.relations@andrew.com

or

Morrow & Co., Inc.
470 West Avenue
Stamford, Connecticut 06902
Call Toll-Free (800) 607-0088
E-mail: Andrew.info@morrowco.com

If you would like to request documents, please do so by December 3, 2007, which is five business days before the special meeting, to receive them before the special meeting. If you request any information that is incorporated by reference into this proxy statement/prospectus, the appropriate company will respond to your request within one business day of receipt of your request, and send the requested documents to you by first class mail, or other equally prompt means.

ADDITIONAL INFORMATION	i
QUESTIONS AND ANSWERS ABOUT THE MERGER	1
SUMMARY OF THE PROXY STATEMENT/PROSPECTUS	7
MARKET PRICE AND DIVIDEND INFORMATION	14
SELECTED HISTORICAL FINANCIAL DATA OF COMMSCOPE	16
SELECTED HISTORICAL FINANCIAL DATA OF ANDREW	18
SELECTED PRO FORMA FINANCIAL DATA	20
UNAUDITED COMPARATIVE HISTORICAL AND PER SHARE DATA	23
FORWARD-LOOKING INFORMATION	24
RISK FACTORS	26
BUSINESS OF COMMSCOPE	47
BUSINESS OF ANDREW	48
THE SPECIAL MEETING	50
Date, Time and Place	50
Matters to be Considered at the Meeting	50
Record Date and Shares Entitled to Vote	50
Voting of Proxies; Revocation of Proxies	50
Vote Required for Stockholder Approval	51
Stock Ownership of Management and Certain Stockholders	51
Quorum; Abstentions and Broker Non-Votes	51
Solicitation of Proxies; Expenses	51
Appraisal Rights	52
Andrew Board Recommendation	55
PROPOSAL NO. 1 THE MERGER	56
General Description of the Merger	56
Background of the Merger	56
Andrew's Reasons for the Merger	60
Andrew Board of Directors' Recommendation	63
Opinion of Andrew's Financial Advisor	63
CommScope's Reasons for the Merger	71
Interests of Andrew Directors and Executive Officers in the Merger	71
Regulatory Approvals Required for the Merger	83
Restrictions on Sales of Shares to be Received in the Merger	83
Listing of CommScope Common Stock	84
Delisting and Deregistration of Andrew Common Stock	84
Appraisal Rights	84
Anticipated Accounting Treatment of the Merger	84
CommScope Board of Directors	84
Financing	84
MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES	87
THE MERGER AGREEMENT	90
Structure of the Merger	90
When the Merger Becomes Effective	91
Merger Consideration	91
Listing of CommScope Common Stock	92
Treatment of Stock Options and Restricted Stock Units	92
Treatment of Andrew Warrant and Andrew Notes	93
Exchange of Shares and Certificates	94
Covenants Relating to Conduct of Business	95
Other Covenants and Agreements	100
Representations and Warranties	101

Conditions to Completion of the Merger	102
Termination of Merger Agreement	104
Termination Fee	105
Amendments, Extensions and Waivers	107
Andrew Charter and By-laws	107
PROPOSAL NO. 2 POSSIBLE ADJOURNMENT OF THE SPECIAL MEETING	108
UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS	109
COMPARISON OF RIGHTS OF STOCKHOLDERS OF COMMSCOPE AND STOCKHOLDERS OF ANDREW	119
LEGAL MATTERS	127
EXPERTS	127
FUTURE ANDREW STOCKHOLDER PROPOSALS	127
WHERE YOU CAN FIND MORE INFORMATION	127

Annex A Agreement and Plan of Merger
Annex B Opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated
Annex C Section 262 of the Delaware General Corporation Law

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q: **WHAT IS THE MERGER?**

A: CommScope and Andrew have entered into an Agreement and Plan of Merger, dated as of June 26, 2007, which we refer to in this proxy statement/prospectus as the merger agreement. The merger agreement contains the terms and conditions of the proposed acquisition of Andrew by CommScope. Under the merger agreement, Andrew and DJRoss, Inc., an indirect wholly owned subsidiary of CommScope, will merge, with Andrew surviving as an indirect wholly owned subsidiary of CommScope. This transaction is referred to as the merger. For a more complete description of the merger, see the section entitled "Proposal No. 1 The Merger."

Q: **WHAT WILL ANDREW STOCKHOLDERS RECEIVE IN THE MERGER?**

A: As a result of the merger, Andrew stockholders will receive for each share of Andrew common stock they own

- $13.50 in cash, plus
- what we refer to as the stub portion of the merger consideration, which, at the election of CommScope, will consist of either
  - $1.50 in cash;
  - a fraction of a fully paid and nonassessable share of CommScope common stock equal to (A) $1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective; or
  - a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling $1.50.

CommScope must elect at least two business days before the effective date of the merger which option it will utilize. Therefore, the Andrew stockholders will vote to approve or disapprove the merger before CommScope is required to decide on the form of the consideration comprising the stub portion of the merger consideration. It is possible that Andrew stockholders could receive $15.00 in cash for each share of Andrew common stock they own, or they could receive a combination of cash and CommScope common stock depending on the election made by CommScope. If CommScope common stock is issued as part of the merger consideration, Andrew stockholders will also receive a cash payment in lieu of any fractional share of CommScope common stock that they would otherwise receive.

Q: **WHAT WILL BE THE NAME AND TRADING SYMBOL OF THE COMPANY AFTER THE MERGER?**

A: Following the merger, CommScope will retain its name and will continue to have its common stock listed on the New York Stock Exchange under the symbol "CTV" and Andrew common stock will be delisted from the Nasdaq Global Market and will no longer be registered under the Securities Exchange Act of 1934, as amended, and there will be no further market for Andrew common stock.

Q: **WHAT PERCENTAGE OF COMMSCOPE SHARES WILL BE HELD BY CURRENT ANDREW STOCKHOLDERS?**

A: If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in respect of Andrew common stock, the Andrew notes, and Andrew stock options and restricted shares in connection with the merger, representing approximately 8% of the outstanding

1

shares of CommScope common stock immediately following the consummation of the merger, assuming that a CommScope common stock price of $47.17 per share (which was the closing price on October 31, 2007) is used in the calculation and based on the number of shares of CommScope common stock outstanding as of October 31, 2007. The number of shares of CommScope common stock issued in connection with the merger will be lower if CommScope elects to pay the stub portion of the merger consideration only partially in CommScope common stock. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger.

Q:

WHO WILL SERVE ON THE BOARD OF DIRECTORS OF COMMSCOPE AFTER THE MERGER?

A:

There will be no change in the board of directors of CommScope as a result of the merger.

Q:

WHY AM I RECEIVING THIS PROXY STATEMENT/PROSPECTUS?

A:

You are receiving this proxy statement/prospectus because you have been identified as a stockholder of Andrew. This document serves as a proxy statement of Andrew, used to solicit proxies for the special meeting, and as a prospectus of CommScope, which may be used to offer shares of common stock, along with cash, in exchange for shares of Andrew common stock pursuant to the terms of the merger agreement. This document contains important information about the merger and the special meeting and you should read it carefully.

Q:

WHEN AND WHERE WILL THE SPECIAL MEETING TAKE PLACE?

A:

The special meeting of Andrew is scheduled to take place at 2:00 p.m., local time, on December 10, 2007, at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018.

Q:

WHO IS ENTITLED TO VOTE AT THE SPECIAL MEETING?

A:

Holders of record of Andrew common stock as of the close of business on November 1, 2007, which we refer to as the record date, are entitled to vote at the special meeting. Each Andrew stockholder has one vote for each share of Andrew common stock that the stockholder owns on the record date. On November 1, 2007, there were 156,098,818 shares of Andrew common stock outstanding.

Q:

WHAT VOTE IS REQUIRED TO APPROVE THE MERGER?

A:

Andrew stockholders must adopt the merger agreement, which adoption requires the affirmative vote of the holders of at least a majority of the shares of Andrew common stock issued and outstanding on the record date. Adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement.

Q:

WHAT ELSE IS REQUIRED TO CONSUMMATE THE MERGER?

A:

In addition to the receipt of the stockholder approval described above, certain regulatory approvals, including U.S. and certain foreign antitrust clearances, along with other closing conditions set forth in the merger agreement, must be satisfied or waived. For a more complete description of the conditions to the consummation of the merger, we urge you to read the section entitled "The Merger Agreement Conditions to Completion of the Merger" in this proxy statement/prospectus and the merger agreement attached to this proxy statement/prospectus as Annex A.

Q:

DO ANDREW'S STOCKHOLDERS HAVE PROTECTION AGAINST FLUCTUATIONS IN THE MARKET VALUE OF SHARES OF COMMSCOPE'S COMMON STOCK BETWEEN NOW AND THE EFFECTIVE TIME OF THE MERGER?

A:

Yes. CommScope can elect to use CommScope common stock to pay all or part of the stub portion of the merger consideration to be received by Andrew's stockholders in the merger. The number of shares of CommScope common stock that CommScope will be required to issue will increase or decrease based on the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective so that the market value, measured by such volume weighted average, of any shares of CommScope common stock that CommScope may elect to issue will remain constant. Nevertheless, it is possible that the actual market value of any shares of CommScope common stock so issued as of the effective time of the merger may be higher or lower than such weighted average.

Q:

HOW WILL ANDREW STOCK OPTIONS BE AFFECTED BY THE MERGER?

A:

All Andrew stock options will vest automatically as a result of the merger. Prior to the effective time of the merger, holders of Andrew stock options may elect to have some or all of their stock options cancelled as of the effective time of the merger in which case such holder will receive with respect to each share of Andrew common stock subject to the cancelled stock option an amount equal to the merger consideration less the exercise price of such cancelled stock option. Holders of Andrew stock options who do not elect to have their stock options cancelled as described in the previous sentence will have each non-cancelled stock option converted into an option to acquire a number of shares of CommScope common stock (the determination of the number of shares of CommScope common stock covered by such option in such conversion and the exercise price applicable to such converted option are described in more detail herein). For further information, see the section entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units."

Q:

HOW WILL ANDREW RESTRICTED STOCK UNITS BE AFFECTED BY THE MERGER?

A:

At the effective time of the merger, except as described below, each restricted stock unit (including performance stock units) will be assumed by CommScope and will be converted into the right to receive, upon vesting (which vesting will occur at the effective time of the merger to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement), shares of CommScope common stock (if CommScope common stock is issued as part of the merger consideration) and cash; the method for determining the number of shares of CommScope common stock and the amount of cash to be received are described in more detail herein. However, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted unit award agreement, a restricted stock unit will vest at the effective time of the merger and will be cancelled as of the effective time for an all-cash payment of $15.00 for each share of Andrew common stock underlying the restricted stock unit. For further information, see the section entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units."

Q:

WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO ME?

A:

The merger will be a taxable transaction for U.S. federal income tax purposes to a holder of Andrew common stock. The receipt of cash and CommScope common stock by a holder of Andrew common stock will cause the holder to recognize gain or loss for U.S. federal income tax purposes measured by the difference, if any, between the cash and the value of CommScope common stock the holder of Andrew common stock receives in the merger and the adjusted tax basis of the holder's shares of Andrew common stock.

Tax matters are very complicated, and the tax consequences of the merger to a particular Andrew stockholder will depend in part on such stockholder's circumstances. Accordingly, we urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.

For further information, see the section entitled "Material United States Federal Income Tax Consequences."

Q:

WHAT IS PROPOSAL NO. 2?

A:

If Andrew fails to receive a sufficient number of votes to approve Proposal No. 1, Andrew may propose to adjourn the special meeting, if a quorum is present, for a period of not more than 30 days for the purpose of soliciting additional proxies to approve Proposal No. 1. Andrew does not intend to propose adjournment at the special meeting if there are sufficient votes to approve Proposal No. 1. Andrew's proposal to adjourn the special meeting, if necessary, to solicit additional proxies is referred to herein as Proposal No. 2.

Q:

HOW DOES ANDREW'S BOARD OF DIRECTORS RECOMMEND THAT I VOTE?

A:

After careful consideration, Andrew's board of directors recommends that the Andrew stockholders vote **"FOR"** Proposal No. 1 to adopt the merger agreement and **"FOR"** Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. For further information about the Andrew board recommendation, see the sections entitled "The Special Meeting Board Recommendation," "Proposal No. 1 The Merger Reasons for the Merger" and "Proposal No. 2 Possible Adjournment of the Special Meeting."

Q:

WHAT RISKS SHOULD I CONSIDER IN DECIDING WHETHER TO VOTE IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT?

A:

You should carefully review the section of this proxy statement/prospectus entitled "Risk Factors," which presents risks and uncertainties related to the merger, CommScope common stock and the business of each of CommScope and Andrew.

Q:

WHEN DO YOU EXPECT THE MERGER TO BE CONSUMMATED?

A:

We anticipate that the consummation of the merger will occur by the end of 2007, but we cannot predict the exact timing. For further information, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

Q:

WHAT DO I NEED TO DO NOW?

A:

We urge you to read this proxy statement/prospectus carefully, including its annexes and exhibits, and to consider how the merger affects you. After such consideration, please provide your proxy instructions as soon as possible so that your shares may be represented at the special meeting. You may provide your proxy instructions in one of three different ways:

- Mail your signed and completed proxy card in the enclosed return envelope;
- Call the toll-free number included on your proxy card; or
- Vote via the Internet by following the instructions on your proxy card.

Please provide your proxy instructions only once and as soon as possible so that your shares can be voted at the special meeting. If your shares of Andrew common stock are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in "street name" and the proxy materials are being forwarded to you together with a voting instruction card. Your broker or other nominee will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker or other nominee regarding how to instruct your broker or other nominee to vote your shares.

Q:

WHAT HAPPENS IF I DO NOT VOTE, DO NOT FULLY COMPLETE OR RETURN A PROXY CARD OR OTHERWISE PROVIDE PROXY INSTRUCTIONS?

A:

Proposal No. 1 The failure to return your proxy card or otherwise provide proxy instructions will have the same effect as voting **"AGAINST"** the adoption of the merger agreement and could be a factor in establishing a quorum for the special meeting, which is required to transact business at the meeting.

Proposal No. 2 The failure to return your proxy card or otherwise provide proxy instructions could be a factor in establishing a quorum for the special meeting, which is required to transact business at the meeting. If, however, a quorum is otherwise present at the special meeting, the failure to return your proxy card or otherwise provide proxy instructions will have no effect on the approval of the adjournment of the special meeting, if necessary, to solicit additional proxies for adoption of the merger agreement.

If you submit a signed proxy without specifying the manner in which you would like your shares to be voted, your shares will be voted **"FOR"** the adoption of the merger agreement and, if necessary, **"FOR"** the adjournment of the special meeting to solicit additional proxies for adoption of the merger agreement.

Q:

MAY I VOTE IN PERSON?

A:

If your shares are registered directly in your name with Andrew's transfer agent, you are considered, with respect to those shares, the stockholder of record, and the proxy materials and proxy card are being sent directly to you on behalf of Andrew. If you are an Andrew stockholder of record, you may attend the special meeting to be held on December 10, 2007, and vote your shares in person, rather than signing and returning your proxy card or otherwise providing proxy instructions.

If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in "street name" and the proxy materials are being forwarded to you together with a voting instruction card. As the beneficial owner, you are also invited to attend the special meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the special meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the meeting.

Q:

MAY I CHANGE MY VOTE AFTER I HAVE PROVIDED PROXY INSTRUCTIONS?

A:

Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

- Send a written notice stating that you would like to revoke your proxy;
- Submit new proxy instructions either on a new proxy card, by telephone or via the Internet; or
- Attend the meeting and vote in person (if you are entitled to do so, as described in the preceding question and answer).

Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

Q:

SHOULD I SEND IN MY STOCK CERTIFICATES NOW?

No. After the merger is consummated, you will receive written instructions from Mellon Investor Services, L.L.C., acting as CommScope's exchange agent, which we refer to as the exchange agent, explaining how to exchange your stock certificates representing shares of Andrew common stock for cash and for shares of CommScope common stock, if shares are being issued as part of the merger consideration. Any shares of CommScope common stock issued as part of the merger consideration will be issued in uncertificated book entry form. You will also receive a cash payment in lieu of any fractional share of CommScope common stock. We refer to the shares of CommScope common stock issuable in the merger, along with the cash consideration and any cash payment in lieu of any fractional share, as the merger consideration. **Please do not send in your stock certificates with your proxy.**

Q: **HOW WILL ANDREW STOCKHOLDERS RECEIVE THE MERGER CONSIDERATION?**

A: Following the merger, Andrew stockholders will receive a letter of transmittal and instructions on how to obtain the merger consideration in exchange for your Andrew common stock. You must return the completed letter of transmittal and your Andrew stock certificates as described in the instructions, and you will receive the merger consideration as soon as practicable after the exchange agent receives your completed letter of transmittal and Andrew stock certificates. If you hold shares through a brokerage account, your broker will surrender the necessary stock certificates to the exchange agent.

Q: **AM I ENTITLED TO APPRAISAL RIGHTS?**

A: Under the General Corporation Law of Delaware, which we refer to as the DGCL, holders of Andrew common stock are entitled to appraisal rights in connection with the merger, but in order to exercise such appraisal rights a holder of Andrew common stock must comply with the applicable Delaware statute. For further information, see the section entitled "The Special Meeting Appraisal Rights" for additional information.

Q: **WHO IS PAYING FOR THIS PROXY SOLICITATION?**

A: Andrew is conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this proxy statement/prospectus, the proxy card and any additional information furnished to stockholders. Andrew has retained Morrow & Co., Inc. to aid in Andrew's proxy solicitation process. Andrew estimates that its proxy solicitor fees will be approximately $10,000, plus reimbursement of out-of-pocket expenses. Andrew may also reimburse brokerage houses and other custodians, nominees and fiduciaries for their costs of forwarding proxy and solicitation materials to beneficial owners.

Q: **DO I NEED TO ATTEND THE SPECIAL MEETING IN PERSON?**

A: No. It is not necessary for you to attend the special meeting to vote your shares if Andrew previously has received your proxy, although you are welcome to attend.

Q: **WHO CAN HELP ANSWER MY QUESTIONS?**

A: If you have questions about the merger, including the procedures for voting your shares, or would like additional copies, without charge, of this proxy statement/prospectus, you should contact:

Andrew Corporation
Attn: Investor Relations
3 Westbrook Corporate Center
Westchester, Illinois 60154
Telephone:(800) 232-6767
E-mail: investor.relations@andrew.com

Morrow & Co., Inc.
470 West Avenue
Stamford, Connecticut 06902
Call Toll-Free (800) 607-0088
E-mail: Andrew.info@morrowco.com

SUMMARY OF THE PROXY STATEMENT/PROSPECTUS

This summary highlights selected information from this document and may not contain all information that is important to you. To understand the merger more fully, you should read carefully this entire document, including its annexes and exhibits, and the documents incorporated by reference into this document. For further information, including a list of documents incorporated by reference, see the section entitled "Where You Can Find More Information." The merger agreement is attached as Annex A to this proxy statement/prospectus. We encourage you to read the merger agreement as it, and not this description, is the legal document that governs the merger.

Comparative Per Share Market Price Information

CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV". Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". On June 26, 2007, the last full trading day prior to the public announcement of the proposed merger, CommScope common stock closed at $55.16 per share on the New York Stock Exchange and Andrew common stock closed at $12.98 per share on the Nasdaq Global Market. On November 2, 2007, the last full trading day prior to the date of this proxy statement/prospectus, CommScope common stock closed at $46.04 per share on the New York Stock Exchange and Andrew common stock closed at $14.68 per share on the Nasdaq Global Market. For further information, see the section entitled "Market Price and Dividend Information" for additional historical prices of CommScope common stock and Andrew common stock.

The Companies

CommScope, Inc.
1100 CommScope Place, S.E.
P.O. Box 339
Hickory, North Carolina 28602
Telephone: (828) 324-2200

CommScope is a world leader in infrastructure solutions for communications networks. CommScope's highly-engineered cable and connectivity solutions enable a host of information-rich and interactive services that are delivered to the home, office and mobile devices. CommScope focuses on the "last mile" in communications networks, which is the distribution access, or final link to the customer. CommScope believes it is a global leader in structured cabling solutions for business enterprise applications and a global leader in broadband coaxial cables for the cable television industry. CommScope also designs, manufactures and markets a broad line of high-performance electronic, coaxial, and fiber optic cables and related products for data networking, Internet access, wireless communication, telephony and other broadband applications. In addition, CommScope is an industry leader in the design and manufacture of environmentally secure enclosures to integrate complex equipment for digital subscriber line (DSL) and Fiber-to-the-Node (FTTN) deployments by telecommunication service providers in the United States.

DJRoss, Inc. is an indirect wholly owned subsidiary of CommScope that was incorporated in Delaware on June 19, 2007. DJRoss does not engage in any operations and exists solely to facilitate the merger. For additional information about CommScope, see the section entitled "Business of CommScope."

Andrew Corporation
3 Westbrook Corporate Center
Suite 900
Westchester, Illinois 60154
Telephone: (800) 232-6767

Andrew Corporation designs, manufactures and delivers innovative and essential equipment and solutions for the global communications infrastructure market. Andrew serves operators and original equipment manufacturers from facilities in 35 countries. Andrew, headquartered in Westchester, Illinois, is an S&P Midcap 400 company founded in 1937. For additional information about Andrew, see the section entitled "Business of Andrew."

The Special Meeting

Date, Time and Place. The special meeting will take place at The Westin O'Hare, 6100 N. River Road, Rosemont, IL 60018 on December 10, 2007 at 2:00 p.m., local time.

What you are being asked to vote on. At the special meeting, Andrew stockholders will vote on Proposal No. 1 to adopt the merger agreement and Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. Adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement.

Who may vote. You may vote at the special meeting if you owned Andrew common stock at the close of business on the record date, November 1, 2007. On that date, there were 156,098,818 shares of Andrew common stock outstanding and entitled to vote. You may cast one vote for each share of Andrew common stock that you owned on the record date.

What vote is needed. The affirmative vote in person or by proxy of the holders of at least a majority of the shares of Andrew common stock issued and outstanding on the record date is required to approve Proposal No. 1. Approval of Proposal No. 2 requires the affirmative vote of the holders of at least a majority of the shares of Andrew common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter, if a quorum is present.

Share Ownership of Management. As of October 31, 2007, shares representing approximately 0.3% of the outstanding shares of Andrew common stock were held by Andrew's directors, executive officers and their respective affiliates.

For further information regarding the special meeting, see the section entitled "The Special Meeting."

Recommendations to Stockholders of Andrew

After careful consideration, Andrew's board of directors recommends that Andrew stockholders vote **"FOR"** Proposal No. 1 to adopt the merger agreement and **"FOR"** Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary. For further information, see the section entitled "The Special Meeting Andrew Board Recommendation."

Structure of the Merger

In the merger, DJRoss, Inc., an indirect wholly owned subsidiary of CommScope, will merge with and into Andrew, and Andrew will become an indirect wholly owned subsidiary of CommScope. Holders of Andrew common stock will receive, for each share of Andrew common stock they own, the merger consideration consisting of (1) $13.50 in cash and (2) the stub portion of the merger consideration, which will consist of, at CommScope's election, either (i) $1.50 in cash, (ii) a fraction of a fully paid and nonassessable share of CommScope common stock equal to (A) $1.50 divided by (B) the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective, or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling $1.50. All Andrew stock options will vest automatically as a result of the merger and holders of Andrew stock options may elect to cancel some or all of their stock options as of the effective time of the merger, in which case they will be entitled to receive in respect of each share of common stock subject to such cancelled options an amount equal to the merger consideration less the exercise price of such options. If the holders of Andrew stock options do not elect to cancel their stock options, such Andrew stock options will be converted into options to acquire CommScope common stock (the number of shares of CommScope common stock to be represented by such converted stock option is determined as described in the merger agreement). At the effective time of the merger, except as described below, each restricted stock unit (including performance stock units) will be assumed by CommScope and will be converted into the right to receive, upon vesting (which vesting will occur at the effective time of the merger to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement), the merger consideration. However, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement, a restricted stock unit will vest at the effective time of the merger and will be cancelled as of the effective time for an all-cash payment of $15.00 for each share of Andrew common stock underlying the restricted stock unit. The warrant issued to TruePosition, Inc. for the purchase of 1,000,000 shares of Andrew common stock at an exercise price of $17.70 per share of Andrew common stock, which we refer to as the Andrew warrant, will become exercisable for the merger consideration in accordance with the terms of the Andrew warrant. The $3^1/_4$% convertible subordinated notes due 2013, issued by Andrew, which we refer to as the Andrew notes, will cease to be convertible into Andrew common stock and will become convertible into the merger consideration in accordance with the terms of the indenture governing the Andrew notes.

Conversion of Andrew Stock in the Merger

Each share of Andrew common stock issued and outstanding immediately prior to the completion of the merger, but excluding shares of Andrew common stock held in the treasury of Andrew and shares for which appraisal rights have been asserted in accordance with the DGCL, will be converted into the right to receive $13.50 in cash, plus the stub portion of the merger consideration, which, at the election of CommScope, will consist of either (i) $1.50 in cash; (ii) a fraction of a share of CommScope common stock equal to $1.50 divided by the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective; or (iii) a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling $1.50.

The value of the merger consideration, based on such volume weighted average, will not be adjusted as a result of changes to the market price of CommScope or Andrew common stock prior to the effective time of the merger; however, the exchange ratio used to determine the number of shares of CommScope common stock, if any, to be issued as the stock portion of the merger consideration will be adjusted to reflect stock splits, reclassifications and other similar changes to CommScope's common stock or Andrew's common stock which occur on or after the date of the merger agreement and prior to the effective time of the merger. Because CommScope has the right to determine whether or not to issue CommScope common stock to pay the stub portion of the merger consideration, the exact form of consideration to be received by a holder of Andrew common stock for the stub portion of the merger consideration may not be finally determined until after the date of the special meeting.

If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in respect of Andrew common stock, the Andrew notes, and Andrew stock options and restricted shares in connection with the merger, representing approximately 8% of the outstanding shares of CommScope common stock immediately following the consummation of the merger, assuming that a CommScope common stock price of $47.17 per share (which was the closing price on October 31,

2007) is used in the calculation and based on the number of shares of CommScope common stock outstanding as of October 31, 2007. The number of shares of CommScope common stock issued in connection with the merger will be lower if CommScope elects to pay the stub portion of the merger consideration only partially in CommScope common stock. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger. For further information about the structure of the merger, see the section entitled "Proposal No. 1 The Merger General Description of the Merger."

Stock Options, Warrant and Notes

All Andrew stock options will automatically vest as a result of the merger and holders of Andrew stock options will be able to elect to have some or all of their options cancelled as of the effective time of the merger, in which case the holders of such stock options will be entitled to receive in respect of each share of common stock subject to such cancelled stock option an amount equal to the merger consideration less the exercise price of the cancelled stock option. If a holder of Andrew stock options does not elect to have all of such stock options cancelled, each stock option not cancelled will be converted into an option to acquire shares of CommScope common stock.

From and after the effective time of the merger, the Andrew warrant will become exercisable for the merger consideration in accordance with the terms of the Andrew warrant.

From and after the effective time of the merger, the Andrew notes will cease to be convertible into Andrew common stock and will become convertible into the merger consideration in accordance with the terms of the indenture governing the Andrew notes. In addition, following the merger, CommScope will be required to offer to repurchase any Andrew notes not converted into the merger consideration at a price equal to 100% of the principal amount thereof, together with accrued and unpaid interest up to, but excluding, the date of such repurchase.

For further information, see the sections entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units," " Treatment of Andrew Warrant and Andrew Notes," and " Conditions to Completion of the Merger."

Risk Factors

In evaluating the merger agreement, you should read this proxy statement/prospectus carefully and especially consider the factors discussed in the section entitled "Risk Factors."

Andrew's Reasons for the Merger

In reaching its decision to approve the merger, Andrew's board of directors consulted with senior management and Andrew's financial and legal advisors and considered a number of material factors. Those factors included, but were not limited to, a significant trend of industry consolidation, a purchase price that was deemed to be highly favorable and the product of a vigorous negotiation process, the lack of better strategic alternatives thought to be available to Andrew and the opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as Merrill Lynch, as to the fairness, from a financial point of view, of the merger consideration, as of the date of such opinion and subject to the assumptions and limitations set forth in such opinion. Andrew's board of directors also considered a number of negative factors explained in more detail below. For further information about Andrew's reasons for the merger, see the section entitled "Proposal No. 1 The Merger Andrew's Reasons for the Merger."

Opinion of Andrew's Financial Advisor

On June 26, 2007, Merrill Lynch delivered to Andrew's board of directors its oral opinion, which opinion was subsequently confirmed in writing, to the effect that, as of that date and based upon the assumptions made, matters considered and limits of review set forth in its written opinion, the merger consideration pursuant to the merger agreement was fair, from a financial point of view, to the holders of Andrew common stock. A copy of Merrill Lynch's written opinion is attached to this proxy statement/prospectus as Annex B. Merrill Lynch was not requested to and did not provide any financial advisory services to Andrew in connection with the merger, including advice concerning the structure, the specific amount of the merger consideration, or any other aspects of the merger, other than the delivery of its opinion. Merrill Lynch did not participate in negotiations with respect to the merger consideration or the other terms of the merger or the merger agreement. We encourage you to read carefully both the section entitled "Proposal No. 1 The Merger Opinion of Andrew's Financial Advisor" and the opinion itself in its entirety for a description of the assumptions made, matters considered and limits on the scope of review undertaken by Merrill Lynch. Merrill Lynch's opinion was intended for the use and benefit of Andrew's board of directors, does not address the merits of the underlying decision by Andrew to enter into the merger agreement or any of the transactions contemplated thereby, including the merger, and does not constitute a recommendation to any Andrew stockholder as to how that stockholder should vote on the merger or any related matter.

CommScope's Reasons for the Merger

CommScope determined to pursue the merger to expand its global leadership in infrastructure solutions for communications networks, including structured cabling solutions for the business enterprise; broadband cable and apparatus for cable television applications; and antenna and cable products, base station subsystems, coverage and capacity systems, and network solutions for wireless applications. For further information, see the section entitled "CommScope's Reasons for the Merger."

Interests of Andrew Directors and Executive Officers

When considering the recommendations by the Andrew board of directors, you should be aware that a number of Andrew's executive officers and directors have interests in the merger that are different from those of other Andrew stockholders. For further information, see the section entitled "Proposal No. 1 The Merger Interests of Andrew Directors and Executive Officers in the Merger."

Restrictions on Sales of Shares to be Received in the Merger

The shares of CommScope common stock, if any, to be issued in the merger and received by persons who are deemed to be "affiliates" of Andrew on the date of the special meeting may be resold by them only in transactions permitted by the resale provisions of Rule 145 under the Securities Act of 1933, as amended, which we refer to as the Securities Act, or as otherwise permitted under the Securities Act. For further information, see the section entitled "Proposal No. 1 The Merger Restrictions on Sales of Shares to be Received in the Merger."

Solicitation

Andrew agreed to a number of limitations with respect to soliciting, negotiating and discussing acquisition proposals involving persons other than CommScope, and to certain related matters in the merger agreement. For further information regarding these limitations, see the section entitled "The Merger Agreement Covenants Relating to the Conduct of Business Solicitation."

Conditions to the Merger

The respective obligations of CommScope and Andrew to consummate the merger are subject to the satisfaction or waiver of certain conditions. For further information about the conditions, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

Termination

Either CommScope or Andrew can terminate the merger agreement under certain circumstances, which would prevent the merger from being consummated. For further information, see the section entitled "The Merger Agreement Termination of Merger Agreement."

A termination fee of $75 million may be payable by Andrew to CommScope upon the termination of the merger agreement under certain circumstances. For further information about the termination fee, see the section entitled "The Merger Agreement Termination Fee."

Expenses

Subject to limited exceptions, all fees and expenses incurred in connection with the merger agreement will be paid by the party incurring such expenses. CommScope and Andrew will share equally the filing fees required in connection with the filing by the parties of the premerger notification and report forms relating to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, and any foreign antitrust, competition or similar laws. For further information, see the section entitled "The Merger Agreement Other Covenants and Agreements Expenses."

Financing

The merger agreement is not conditioned upon the receipt of financing by CommScope. CommScope estimates that the total amount of funds necessary to complete the merger and pay related transaction costs (assuming CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock), including payment to Andrew stockholders and certain holders of Andrew stock options and restricted shares, the refinancing of existing indebtedness, payment of the merger consideration to holders of the Andrew notes (assuming full conversion of the Andrew notes), and payment of fees and expenses in connection with the merger, the financing arrangements and the related transactions, will be approximately $2.59 billion ($2.85 billion if CommScope elects to use all cash for the merger consideration). CommScope has obtained commitments for debt financing in an aggregate amount of $2.55 billion, the funding of which is subject to the satisfaction of the conditions set forth in the commitment letter pursuant to which the financing will be provided. Since obtaining the commitment letter, CommScope has engaged in discussions with the lead arrangers and the debt providers under the commitment letter regarding certain changes to the structure and terms of the senior secured credit facilities. As a result of these discussions, CommScope expects that the aggregate amount of the senior secured credit facilities will be reduced from $2.55 billion to $2.5 billion. These changes do not affect the availability of the senior credit facilities on the terms set forth in the commitment letter. The commitment letter is not being changed and remains in effect on its original terms. For further information, see the section entitled "Proposal No. 1 The Merger Financing."

Material Federal Income Tax Consequences of the Merger

The merger will be a taxable transaction for U.S. federal income tax purposes to a holder of Andrew common stock. The receipt of cash and CommScope common stock, if any, by a holder of Andrew common stock will cause the holder to recognize gain or loss for U.S. federal income tax purposes measured by the difference, if any, between the cash and the value of CommScope common stock the holder of Andrew common stock receives in the merger and the adjusted tax basis of the holder's shares of Andrew common stock. If the holding period of the Andrew common stock surrendered in the merger is greater than one year as of the date of the merger, the gain or loss will be long-term capital gain or loss. Each share of CommScope common stock, if any, received by a holder of Andrew common stock in the merger will have a tax basis equal to the fair market value of the share received. For further information, see the section entitled "Material United States Federal Income Tax Consequences."

Tax matters can be complicated, and the tax consequences of the merger to you will depend on the facts of your own situation. You should consult your own tax advisors to fully understand the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws.

Regulatory Approvals

To consummate the merger, CommScope and Andrew must make filings and obtain approvals or clearances from antitrust regulatory authorities in certain jurisdictions, including the United States. In the United States, CommScope must also comply with applicable federal and state securities laws and the rules and regulations of the New York Stock Exchange in connection with the issuance of shares of CommScope common stock, if any, in the merger and the filing of this proxy statement/prospectus with the SEC. For further information, see the section entitled "Proposal No. 1 The Merger Regulatory Approvals Required for the Merger."

Anticipated Accounting Treatment of the Merger

The merger will be accounted for as a purchase transaction by CommScope for financial reporting and accounting purposes under U.S. generally accepted accounting principles. The results of operations of Andrew will be included in the consolidated financial statements of CommScope from and after the consummation of the merger. For further information, see the section entitled "Proposal No. 1 The Merger Anticipated Accounting Treatment of the Merger."

Appraisal Rights

Holders of Andrew common stock are entitled to appraisal rights under the Delaware General Corporation Law in connection with the merger. For further information, see the sections entitled "The Special Meeting Appraisal Rights" and "Proposal No. 1 The Merger Appraisal Rights."

MARKET PRICE AND DIVIDEND INFORMATION

CommScope common stock is listed on the New York Stock Exchange under the symbol "CTV", and Andrew common stock is listed on the Nasdaq Global Market under the symbol "ANDW". The following tables present, for the periods indicated, the range of high and low per share sales prices for CommScope common stock as reported on the New York Stock Exchange and the range of high and low per share sales prices of Andrew common stock as reported on the Nasdaq Global Market. Neither CommScope nor Andrew has ever declared or paid any cash dividend on shares of its common stock.

CommScope's fiscal year ends on December 31, and Andrew's fiscal year ends on September 30.

CommScope Common Stock

	High	Low
Fiscal Year Ended December 31, 2005		
First Quarter	$ 19.23	$ 13.98
Second Quarter	$ 18.17	$ 13.83
Third Quarter	$ 19.73	$ 16.87
Fourth Quarter	$ 21.13	$ 16.38
Fiscal Year Ended December 31, 2006		
First Quarter	$ 29.42	$ 19.95
Second Quarter	$ 33.72	$ 25.92
Third Quarter	$ 33.67	$ 25.74
Fourth Quarter	$ 35.91	$ 29.25
Fiscal Year Ending December 31, 2007		
First Quarter	$ 43.79	$ 28.28
Second Quarter	$ 59.82	$ 41.90
Third Quarter	$ 63.51	$ 44.28
Fourth Quarter to date (through November 2, 2007)	$ 54.13	$ 44.80

Andrew Common Stock

	High	Low
Fiscal Year Ended September 30, 2005		
First Quarter (October 1, 2004 December 31, 2004)	$ 15.49	$ 12.18
Second Quarter (January 1, 2005 March 31, 2005)	$ 14.08	$ 11.28
Third Quarter (April 1, 2005 June 30, 2005)	$ 13.99	$ 10.83
Fourth Quarter (July 1, 2005 September 30, 2005)	$ 14.19	$ 10.38
Fiscal Year Ended September 30, 2006		
First Quarter (October 1, 2005 December 31, 2005)	$ 11.75	$ 10.07
Second Quarter (January 1, 2006 March 31, 2006)	$ 14.25	$ 10.43
Third Quarter (April 1, 2006 June 30, 2006)	$ 12.50	$ 8.68
Fourth Quarter (July 1, 2006 September 30, 2006)	$ 9.79	$ 7.08
Fiscal Year Ended September 30, 2007		
First Quarter (October 1, 2006 December 31, 2006)	$ 10.73	$ 8.80
Second Quarter (January 1, 2007 March 31, 2007)	$ 11.25	$ 9.89
Third Quarter (April 1, 2007 June 30, 2007)	$ 14.60	$ 10.49
Fourth Quarter (July 1, 2007 September 30, 2007)	$ 14.47	$ 13.38
Fiscal Year Ending September 30, 2008		
First Quarter to date (through November 2, 2007)	$ 14.70	$ 13.33

CommScope may elect to pay the stub portion of the merger consideration in cash, CommScope common stock or a combination thereof. The following table presents the closing sales price per share of CommScope common stock and Andrew common stock, as reported on the New York Stock Exchange and the Nasdaq Global Market, respectively, on June 26, 2007, the last full trading day before the public announcement of the proposed merger, and on October 31, 2007, and the approximate maximum number of shares of CommScope common stock issuable for the stub portion of the merger consideration assuming that the per share CommScope common stock price on each of such dates was used in the calculation of the exchange ratio and further assuming 176.6 million shares of Andrew fully diluted common stock were outstanding as of such dates:

	CommScope Common Stock	Andrew Common Stock	Approximate Maximum Number of Shares of CommScope Common Stock Issuable in the Merger
June 26, 2007	$ 55.16	$ 12.98	4.8 million
October 31, 2007	47.17	14.66	5.5 million

Following the consummation of the merger, CommScope common stock will continue to be listed on the New York Stock Exchange, and there will be no further market for the Andrew common stock.

SELECTED HISTORICAL FINANCIAL DATA OF COMMSCOPE

The following statements of operations data for each of the three years in the period ended December 31, 2006 and the balance sheet data as of December 31, 2006 and 2005 have been derived from CommScope's audited consolidated financial statements contained in its Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated into this proxy statement/prospectus by reference. The statements of operations data for the years ended December 31, 2003 and 2002 and the balance sheet data as of December 31, 2004, 2003 and 2002 have been derived from CommScope's audited consolidated financial statements for such years, which have not been incorporated into this proxy statement/prospectus by reference. The statements of operations data for each of the six month periods ended June 30, 2007 and 2006 and the balance sheet data as of June 30, 2007 have been derived from CommScope's unaudited consolidated financial statements, which are contained in CommScope's Quarterly Report on Form 10-Q for the period ended June 30, 2007, which is incorporated into this proxy statement/prospectus by reference. The historical financial information of CommScope does not include the results for the Connectivity Solutions business, acquired in 2004, for any date prior to January 31, 2004 and includes the results of OFS BrightWave, LLC through June 14, 2004, the date CommScope disposed of its equity interest in OFS BrightWave, LLC. CommScope's historical book value per share is computed by dividing total shareholders' equity by the number of common shares outstanding at the end of the period.

You should read this selected historical financial data together with the financial statements that are incorporated by reference into this proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of CommScope contained in such reports.

	Six Months Ended June 30,		Fiscal Year Ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
	(In millions, except per share data)						
Historical Consolidated Statements of Operations Data:							
Net sales	$ 954.6	$ 764.1	$ 1,623.9	$ 1,337.2	$ 1,152.7	$ 573.3	$ 598.5
Gross profit	294.5	193.3	444.1	344.5	254.8	114.6	120.6
Operating income (loss)(1)	150.1	57.4	158.6	74.9	5.9	(9.0)	(15.4)
Net income (loss)(1)	107.0	59.4	130.1	50.0	75.8	(70.6)	(67.2)
Net income (loss) available to common stockholders(1)	107.0	59.4	130.1	50.0	75.8	(70.6)	(67.2)
Income (loss) per common share basic	$ 1.76	$ 1.03	$ 2.22	$ 0.91	$ 1.32	$ (1.19)	$ (1.10)
Income (loss) per common share diluted	$ 1.46	$ 0.85	$ 1.84	$ 0.78	$ 1.15	$ (1.19)	$ (1.10)

	As of June 30, 2007	As of December 31, 2006	2005	2004	2003	2002
	(In millions, except per share data)					
Historical Consolidated Balance Sheet Data:						
Total assets	$ 1,485.3	$ 1,302.5	$ 1,102.2	$ 1,030.6	$ 739.8	$ 772.7
Total long-term debt	266.8	284.1	297.3	310.3	183.3	183.3
Stockholders' equity	896.7	739.1	522.0	449.5	455.7	517.5
Book value per share	$ 14.56	$ 12.37	$ 9.34	$ 8.25	$ 7.68	$ 8.74

(1) Effective January 1, 2006, CommScope adopted Statement of Financial Accounting Standards No. 123(R), Share-Based Payment: An amendment of FASB Statements No. 123 and 95, which requires CommScope to recognize in the statements of operations the grant-date fair value of

stock options and other equity-based compensation issued to employees. In accordance with the modified prospective transition method, prior periods have not been restated to reflect the impact of SFAS No. 123(R). The incremental reduction of income of adopting SFAS No. 123(R) was $3.3 million for the year ended December 31, 2006 and $3.4 million and $1.4 million for the six months ended June 30, 2007 and 2006, respectively. For further information regarding CommScope's adoption of SFAS No. 123(R), see note 13 contained in CommScope's Annual Report on Form 10-K for the year ended December 31, 2006 and note 9 contained in CommScope's Quarterly Report on Form 10-Q for the period ended June 30, 2007, which are incorporated into this proxy statement/prospectus by reference.

SELECTED HISTORICAL FINANCIAL DATA OF ANDREW

The following statements of operations data for each of the three years in the period ended September 30, 2006 and the balance sheet data as of September 30, 2006 and 2005 have been derived from Andrew's audited consolidated financial statements contained in its Annual Report on Form 10-K for the fiscal year ended September 30, 2006, which is incorporated into this proxy statement/prospectus by reference. The statements of operations data for the fiscal years ended September 30, 2003 and 2002 and the balance sheet data as of September 30, 2004, 2003 and 2002 have been derived from Andrew's audited consolidated financial statements for such years, which have not been incorporated into this proxy statement/prospectus by reference. The statements of operations data for each of the nine month periods ended June 30, 2007 and 2006 and the balance sheet data as of June 30, 2007 have been derived from Andrew's unaudited consolidated financial statements, which are contained in Andrew's Quarterly Report on Form 10-Q for the period ended June 30, 2007 and incorporated into this proxy statement/prospectus by reference. The historical financial information of Andrew does not include the results of Allen Telecom, Inc. for any date prior to July 15, 2003 or Celiant for any date prior to June 4, 2002. Andrew's historical book value per share is computed by dividing total stockholders' equity less preferred stock by the number of Andrew common shares outstanding at the end of the period.

You should read this selected historical financial data together with the financial statements that are incorporated by reference into this proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of Andrew contained in such reports.

	Nine Months Ended June 30,		Fiscal Year Ended September 30,				
	2007	**2006**	**2006**	**2005**	**2004**	**2003**	**2002**
	(Unaudited)						
	(In millions, except per share data)						
Historical Consolidated Statements of Operations Data:							
Net sales	$ 1,570.7	$ 1,547.0	$ 2,146.1	$ 1,961.2	$ 1,828.4	$ 1,011.7	$ 864.8
Gross profit	339.1	338.0	473.4	436.8	443.3	272.3	237.7
Income (loss) from continuing operations	(100.2)(1)	25.4	(34.3)(2)	38.9	28.9	17.0	10.5
Net income (loss)	(100.2)(1)	25.4	(34.3)(2)	38.9	28.9	13.9	(26.4)
Preferred stock dividends				0.2	0.7	6.5	
Net income (loss) available to common stockholders	(100.2)(1)	25.4	(34.3)(2)	38.6	28.2	7.4	(26.4)
Income (loss) per common share basic							
Continuing operations	$ (0.64)	$ 0.16	$ (0.22)	$ 0.24	$ 0.18	$ 0.10	$ 0.12
Net income (loss)	$ (0.64)	$ 0.16	$ (0.22)	$ 0.24	$ 0.18	$ 0.07	$ (0.30)
Income (loss) per common share diluted							
Continuing operations	$ (0.64)	$ 0.16	$ (0.22)	$ 0.24	$ 0.18	$ 0.10	$ 0.12
Net income (loss)	$ (0.64)	$ 0.16	$ (0.22)	$ 0.24	$ 0.18	$ 0.07	$ (0.30)

	As of June 30, 2007	As of September 30, 2006	2005	2004	2003	2002
	(Unaudited)					
	(In millions, except per share data)					
Historical Consolidated Balance Sheet Data:						
Total assets	$ 2,284.6	$ 2,408.9	$ 2,313.7	$ 2,239.7	$ 2,074.2	$ 1,123.7
Total long-term obligations	296.1	333.8	324.9	339.2	375.3	41.9
Redeemable preferred stock				6.0	9.2	
Total shareholders' equity	1,436.5	1,507.3	1,550.6	1,517.1	1,422.3	845.2
Book value per share	9.21	9.58	9.64	9.39	8.93	8.61

(1) In the third quarter ended June 30, 2007, Andrew recorded a $107.9 million goodwill impairment charge to reduce the goodwill balance of its Base Station Subsystem segment to fair value. Andrew tests its goodwill balance for possible impairment as of July 1 each year, or on an interim basis if circumstances dictate, based on the five reporting units of Andrew's business. As a result of the losses generated by Base Station Subsystems in the first six months of fiscal 2007, Andrew determined that an interim test of the goodwill balance for Base Station Subsystems was required. Andrew completed its assessment of Base Station Subsystems goodwill in the third quarter of fiscal 2007 and, as a result, recorded a non-cash impairment loss of $107.9 million. See Note 17 contained in Andrew's quarterly report on Form 10-Q for the period ended June 30, 2007 which is incorporated into this proxy statement/prospectus by reference.

(2) In fiscal 2006, Andrew recorded an $83.4 million charge to establish a full valuation allowance against Andrew's net U.S. deferred tax assets. See Note 8 contained in Andrew's fiscal 2006 annual report on Form 10-K which is incorporated into this proxy statement/prospectus by reference.

SELECTED PRO FORMA FINANCIAL DATA

The pro forma information shown in the following tables reflects the pro forma effect of accounting for the merger under the purchase method of accounting. The pro forma income statement data for the six months ended June 30, 2007 and the year ended December 31, 2006 assume a merger completion date of January 1, 2006. The pro forma balance sheet data assumes a merger completion date of June 30, 2007.

The pro forma financial information presented herein reflects the merger consideration composed entirely of cash and includes adjustments related to the acquisition that are expected to have a continuing impact on the combined results. These adjustments include increased depreciation and amortization on the acquired tangible and intangible assets, increased interest expense on the debt expected to be incurred to complete the acquisition, decreased interest income related to the expected use of cash, cash equivalents and short-term investments to complete the acquisition, amortization of deferred financing fees incurred in connection with the additional debt, and the tax impact of these pro forma adjustments. The pro forma adjustments included herein are subject to updates as additional information becomes available and as additional analyses are performed. The final adjustments may be materially different from the unaudited pro forma adjustments presented herein.

Because Andrew's fiscal year ends September 30, the pro forma data excerpted from the statement of operations for the fiscal year ended December 31, 2006 is based on Andrew's statement of operations for its fiscal year ended September 30, 2006; therefore Andrew's results of operations for the three months ended December 31, 2006 do not appear in the pro forma statements of operations data.

The information in the tables on the following pages is based on historical financial information and related notes that CommScope and Andrew have presented in their prior filings with the SEC. You should read all of the summary financial information provided in the following tables together with this historical financial information and related notes. The historical financial information is also incorporated into this document by reference.

CommScope anticipates that the merger will provide CommScope with financial benefits that include future cost savings and synergies. CommScope also expects to incur restructuring charges related to integrating CommScope and Andrew businesses. Neither these financial benefits nor the expected restructuring costs are reflected in the pro forma information. Accordingly, the pro forma information does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during the periods presented.

Selected Unaudited Pro Forma Condensed Combined Financial Data
For the Six Months Ended June 30, 2007 and the Fiscal Year Ended December 31, 2006
(In millions, except per share amounts)

	Six Months Ended June 30, 2007	Fiscal Year Ended December 31, 2006
Net sales	$ 2,003.1	$ 3,770.0
Operating costs and expenses:		
Cost of sales	1,506.8	2,884.1
Selling, general and administrative	262.9	522.9
Research and development	72.5	146.4
Merger costs		13.5
Pension termination gain		(14.2)
Asset impairment		3.9
Restructuring costs	3.6	20.3
Goodwill impairment	107.9	
Total operating costs and expenses	1,953.7	3,576.9
Operating income	49.4	193.1
Other income (expense), net	(0.1)	(3.3)
Interest expense	(95.7)	(189.8)
Interest income	2.2	0.6
Income (loss) before income taxes and OFS BrightWave transaction	(44.2)	0.6
Income tax expense before income tax effects of OFS BrightWave transaction	(20.8)	(69.6)
Income (loss) before OFS BrightWave transaction	(65.0)	(69.0)
Gain on OFS BrightWave note receivable, net of tax of $11,175		18.6
Net income (loss)	$ (65.0)	$ (50.4)
Net income (loss) per share:		
Basic	$ (1.07)	$ (0.86)
Assuming dilution	$ (1.07)	$ (0.86)
Weighted average shares outstanding:		
Basic	60.8	58.5
Assuming dilution	60.8	58.5

Selected Unaudited Pro Forma Condensed Combined Financial Data
As of June 30, 2007
(In millions)

Total cash, cash equivalents and short-term investments	$	107.3
Accounts receivable, net		827.3
Inventories		603.6
Prepaid expenses and other current assets		118.6
Total current assets		1,656.8
Property, plant and equipment, net		507.0
Goodwill		1,596.7
Other intangibles, net		668.9
Deferred income taxes		16.8
Other assets		104.5
Total Assets	$	4,550.7
Accounts payable	$	367.5
Other accrued liabilities		297.8
Notes payable and current portion of long-term debt		13.5
Total current liabilities		678.8
Long-term debt		2,561.5
Deferred income taxes		205.9
Other noncurrent liabilities		199.9
Total Liabilities		3,646.1
Common stock		0.7
Additional paid-in capital		594.8
Retained earnings		446.2
Accumulated other comprehensive income		8.4
Treasury stock, at cost		(145.5)
Total Stockholders' Equity		904.6
Total Liabilities and Stockholders' Equity	$	4,550.7

UNAUDITED COMPARATIVE HISTORICAL AND PER SHARE DATA

The following table summarizes unaudited per share information for CommScope and Andrew on a historical basis and on a pro forma combined basis for CommScope after the merger. It has been assumed for purposes of the pro forma financial information provided below that the merger was completed on January 1, 2006 for statements of operations purposes and June 30, 2007 for balance sheet purposes. The unaudited pro forma combined per share data for the fiscal year ended December 31, 2006 combines CommScope's historical information for the fiscal year ended December 31, 2006 with Andrew's historical information for the fiscal year ended September 30, 2006. CommScope's historical book value per share is computed by dividing total stockholders' equity by the number of common shares outstanding at the end of the period. Andrew's historical book value per share is computed by dividing total stockholders' equity by the number of common shares outstanding at the end of the period. The pro forma combined book value per share is computed by dividing total pro forma stockholders' equity by the pro forma number of common shares outstanding at the end of the period.

You should read this per share data together with the respective audited and unaudited financial statements and related notes of CommScope and Andrew that are incorporated by reference into this proxy statement/prospectus and the unaudited pro forma condensed financial information and notes related to such consolidated financial statements included elsewhere in this proxy statement/prospectus. The pro forma information below is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the period presented, nor is it necessarily indicative of the future operating results or financial position of CommScope after the merger.

	Six Months Ended June 30, 2007	Fiscal Year Ended December 31, 2006
CommScope Historical		
Historical per common share:		
Basic income per share from continuing operations	$ 1.76	$ 2.22
Diluted income per share from continuing operations	1.46	1.84
Book value per share	14.56	12.37

	Nine Months Ended June 30, 2007	Fiscal Year Ended September 30, 2006
Andrew Historical		
Historical per common share:		
Basic and diluted loss per share from continuing operations	$ (0.64)	$ (0.22)
Book value per share	9.21	9.58

	Six Months Ended June 30, 2007	Fiscal Year Ended December 31, 2006
Unaudited Pro Forma Combined		
Unaudited pro forma per share of CommScope common shares:		
Basic and diluted loss per share from continuing operations	$ (1.07)	$ (0.86)
Book value per share	14.69	12.50

FORWARD-LOOKING INFORMATION

This proxy statement/prospectus contains forward-looking statements regarding, among other things, the proposed acquisition of Andrew by CommScope and the anticipated consequences and benefits of such transaction, and other financial, business and operational items relating to CommScope and Andrew. Statements made in the future tense, and statements using words such as "intend," "goal," "estimate," "expect," "expectations," "project," "projections," "plans," "anticipates," "believe," "think," "confident" and "scheduled" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are not a guarantee of performance and are subject to a number of risks and uncertainties, many of which are difficult to predict and are beyond the control of CommScope or Andrew. These risks and uncertainties could cause actual results to differ materially from those expressed in or implied by the forward-looking statements, and therefore should be carefully considered. Relevant risks and uncertainties relating to the proposed transaction include, but are not limited to:

Andrew stockholders may not know, at the time of the Andrew stockholder vote, which form of consideration CommScope will elect for the stub portion of the merger consideration.

If CommScope elects to use its common stock for all or part of the stub portion of the merger consideration, the exchange ratio will be based on a specific measurement period which could result in a higher valuation of such common stock than its actual market value at or after the effective time of the merger.

CommScope and Andrew may be required to comply with material restrictions or conditions in order to obtain necessary regulatory approvals, and any delays in obtaining such approvals may delay and possibly prevent the merger.

CommScope and Andrew are subject to certain restrictions, prior to the effective time of the merger, on the conduct of their respective businesses under the merger agreement.

The anticipated benefits of the transaction may not be realized.

The anticipated synergies and cost savings of the transaction may not be realized.

There may be difficulty integrating CommScope's and Andrew's businesses and substantial costs may be incurred in connection with the integration.

There may be difficulty integrating CommScope's and Andrew's respective systems of internal controls.

The announcement and consummation of the merger may result in a loss of key personnel of CommScope and/or Andrew.

The announcement and consummation of the merger may result in a loss of customers of CommScope and/or Andrew.

CommScope will incur substantial indebtedness in connection with the merger.

If the conditions to the merger are not satisfied or waived, the merger may not occur.

Some of the conditions to the merger may be waived without resoliciting Andrew stockholder approval.

Some directors and executive officers of Andrew have interests that differ from, or are in addition to, those of Andrew stockholders in recommending approval of the merger agreement.

The merger agreement limits Andrew's ability to pursue alternative transactions to the merger.

Legal proceedings may be commenced by or against CommScope and/or Andrew.

For a more complete description of factors that could cause such a difference, including risks and uncertainties related to each of CommScope's and Andrew's business, see the section entitled "Risk Factors" as well as CommScope's filings with the SEC, which are available on CommScope's website or at http://www.sec.gov, and Andrew's filings with the SEC, which are available on Andrew's website or at http://www.sec.gov. The information contained in CommScope's and Andrew's websites is not incorporated by reference into this proxy statement/prospectus. In providing forward-looking statements, neither CommScope nor Andrew intends, and neither undertakes any duty or obligation, to update these statements as a result of new information, future events or otherwise.

RISK FACTORS

In addition to the matters addressed under "Forward-Looking Information," Andrew stockholders should carefully consider the following risks before deciding whether to vote for approval and adoption of the merger agreement and the transactions contemplated by the merger agreement. Andrew stockholders should also consider the other information in this proxy statement/prospectus and the other documents incorporated by reference into this proxy statement/prospectus. For further information, see the section entitled "Where You Can Find More Information."

RISK FACTORS RELATING TO THE MERGER

Although approximately 90% of the merger consideration is payable in cash, the remaining 10%, the stub portion of the merger consideration, is payable, at CommScope's election, in cash, CommScope common stock, or a combination thereof; Andrew stockholders will not know which form of consideration CommScope will elect for the stub portion of the merger consideration until after the Andrew stockholder vote.

CommScope can elect the form of consideration to be paid for the stub portion of the merger consideration at any time up to two trading days prior to the effective time of the merger. Therefore, the Andrew stockholders will vote to approve the merger before CommScope is required to decide on the form of consideration for the stub portion of the merger consideration. In addition, Andrew stockholders will have to determine whether or not to exercise their appraisal rights in connection with the merger before CommScope is required to decide on the form of the consideration for the stub portion of the merger consideration. Moreover, in making its determination, CommScope will be aware of the price to be used to determine the exchange ratio if it were to elect to use CommScope common stock and such information may affect its decision. For further information, see the section entitled "The Merger Agreement Merger Consideration."

Because at least 90% and up to all of the merger consideration is payable in cash, Andrew stockholders will have little or no participation in the future growth of CommScope.

Because at least 90% of the merger consideration, and possibly all of the merger consideration, will be payable in cash, if the merger is consummated then Andrew stockholders will have relatively little or possibly no participation in the future earnings, profit and growth of CommScope. Andrew stockholders will also have a limited (if any) ability to influence the decision on any matters that are subject to stockholder approval, including the election of directors, the acquisition or disposition of substantial assets, possible future mergers involving CommScope or amendments to CommScope's articles of incorporation, among other matters that may be subject to a vote of CommScope's stockholders.

If CommScope elects to pay all or part of the stub portion of the merger consideration in CommScope common stock, the exchange ratio and number of shares of CommScope common stock that Andrew stockholders will be entitled to receive will be based on a specific measurement period, which could result in a higher valuation than the actual market value of CommScope common stock at or after the effective time of the merger.

The shares of CommScope common stock, if any, issued as part of the stub portion of the merger consideration, will be determined based on the volume weighted average of the closing sale prices of CommScope common stock over an extended measurement period of ten trading days. The use of an extended measurement period is intended to provide Andrew stockholders with a negotiated level of "value" of CommScope common stock, without permitting one-day trading spikes, arbitrages or other unusual market activity to raise or lower the exchange ratio. However, the volume weighted average of the closing sale prices of CommScope common stock over such measurement period may be higher than the market price of CommScope common stock at or after the effective time of the merger and, therefore, the CommScope common stock issued pursuant to the merger, plus the cash portion of the merger consideration, may be less than $15.00 per share of Andrew common stock. For further information, see the section entitled "The Merger Agreement Merger Consideration."

Recent prices of CommScope's common stock can be found under the section entitled "Market Price and Dividend Information." The historical prices of CommScope's common stock included in this proxy statement/prospectus, however, are not indicative of what the price will be on the date the merger becomes effective or thereafter. The market price of CommScope's common stock has experienced and may continue to experience high volatility. For further information, see the risk factor entitled "CommScope's common stock price is subject to fluctuation and may be affected by factors different from those affecting Andrew's stock price." Neither CommScope nor Andrew can predict the future market prices of CommScope common stock.

CommScope and Andrew may be required to comply with material restrictions or conditions in order to obtain the regulatory approvals to complete the merger and any delays in obtaining regulatory approvals may delay and possibly prevent the merger.

The merger is subject to review by the U.S. Department of Justice and the U.S. Federal Trade Commission under the HSR Act, and by certain antitrust authorities outside of the United States. Under the HSR Act, CommScope and Andrew are required to make pre-merger notification filings and await the expiration or early termination of the applicable statutory waiting period prior to completing the merger. CommScope and Andrew each filed a Notification and Report Form pursuant to the HSR Act with the U.S. Department of Justice (which we refer to as the DOJ) and U.S. Federal Trade Commission on July 16, 2007. On August 15, 2007, CommScope and Andrew each received requests for additional information (commonly referred to as a "second request") from the Antitrust Division of the DOJ. The second requests were issued under the notification requirements of the HSR Act. The second requests extend the waiting period imposed by the HSR Act until 30 days after CommScope and Andrew have substantially complied with the second requests, unless that period is extended voluntarily by the parties or terminated sooner by the DOJ. CommScope and Andrew have been cooperating fully with the DOJ.

The governmental entities from which approvals are required may request additional information from the parties in order to complete their review of the transaction and may condition their approval of the merger on the satisfaction of certain regulatory conditions that may have the effect of imposing restrictions or additional costs on CommScope or Andrew. These conditions could include a complete or partial license, divestiture, spin-off or the sale of certain assets or businesses of either CommScope or Andrew, which may be on terms that are not as favorable to CommScope or Andrew as may have been attainable absent the merger, or other restrictions on the operation of the combined business. While CommScope and Andrew expect to obtain the required regulatory approvals, neither can be certain that all of the required antitrust approvals will be obtained, nor can the parties be certain that the approvals will be obtained within the time limits contemplated by the merger agreement. A delay in obtaining the required approvals may delay and possibly prevent the completion of the merger. For further information, see the section entitled "Proposal No. 1 The Merger Regulatory Approvals Required for the Merger."

Each of CommScope and Andrew is subject to certain restrictions on the conduct of its business under the terms of the merger agreement.

Under the terms of the merger agreement, each of CommScope and Andrew has agreed to certain restrictions on the operations of their respective businesses prior to the consummation of the merger that are customary for transactions similar to the merger. Each has agreed that it will limit the conduct of its business to those actions undertaken in the ordinary course of business. In addition, Andrew has agreed not to undertake, or has agreed to limit, certain corporate actions without the consent of CommScope. Among others, these actions include mergers and acquisitions or dispositions of assets, making loans to third parties, settling litigation matters of a certain size and undertaking capital expenditures in excess of prescribed limits. CommScope has agreed that without Andrew's consent it will not take certain actions that include amending its organization documents in a manner materially adverse to its stockholders and acquiring interests in an entity, which acquisition would be expected to impede or delay the governmental approvals required for the merger. For further information, see the section entitled "The Merger Agreement Covenants Relating to Conduct of Business." Because of these restrictions, each of CommScope and Andrew may be prevented from undertaking certain actions with respect to the conduct of its respective business prior to the consummation of the merger that it might otherwise have taken if not for the merger agreement. For further information, see the section entitled "Proposal No. 1 The Merger Restrictions on Sales of Shares to be Received in the Merger."

The anticipated benefits of the acquisition may not be realized.

CommScope and Andrew entered into the merger agreement with the expectation that the merger will result in various benefits including, among other things, benefits relating to enhanced revenues, a broader array of infrastructure solutions, the expansion of CommScope's global distribution and manufacturing capabilities, operational improvements and a diversification of CommScope's customer base. The merger will present challenges to management, including the integration of the operations, properties and personnel of Andrew and CommScope. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including, but not limited to, whether CommScope can integrate its and Andrew's businesses in an efficient and effective manner, whether there will be increased spending by wireless carriers, the ability of CommScope to manage potential volatility in commodities prices, the reaction of existing or potential competitors to the transaction, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy and could materially impact CommScope's business, financial condition and operating results.

CommScope may fail to realize the anticipated synergies and cost savings expected from the merger.

The success of CommScope after the merger will depend, in part, on its ability to realize the anticipated growth opportunities and cost savings from combining the businesses of CommScope and Andrew. CommScope expects to generate annual pre-tax cost savings (excluding transition cash costs expected to total approximately $70 million to $80 million in the first two years after completion) of approximately $90 million to $100 million in the second full year after completion of the transaction. CommScope expects to achieve approximately $50 million to $60 million of pre-tax cost savings in the first full year after completion of the merger. CommScope expects the cost savings to come from a combination of procurement savings, rationalization of duplicate locations, streamlining overhead and integration of infrastructure, and building upon best practices in technology and manufacturing. CommScope cannot provide any assurance that these cost savings can be achieved in the amounts or during the periods predicted. To realize these anticipated benefits, CommScope and Andrew must successfully combine their businesses in a manner that permits these synergies to be realized. In addition, the success of CommScope after the merger will depend, in part, on these synergies being achieved without adversely affecting revenues. If CommScope is not able to successfully achieve these objectives, such anticipated benefits may not be realized fully, or at all, or may take longer to realize than expected.

CommScope may have difficulty integrating its and Andrew's businesses and may incur substantial costs in connection with the integration.

Achieving the anticipated benefits of the merger will depend on the successful integration of CommScope's and Andrew's products, services, operations, personnel, technology and facilities in a timely and efficient manner.

Although neither CommScope nor Andrew anticipates material difficulties in connection with such integration, the possibility exists that such difficulties could be experienced in connection with the merger, especially given the relatively large size of the merger. The time and expense associated with converting the businesses of CommScope and Andrew to a common platform may exceed CommScope's expectations and limit or delay the intended benefits of the transaction. Similarly, the process of combining sales and marketing forces, consolidating administrative functions, and coordinating product and service offerings can take longer, cost more, and provide fewer benefits than initially projected. To the extent any of these events occurs, the benefits of the transaction may be reduced.

Integrating the CommScope and Andrew businesses will be a complex, time-consuming and expensive process. Before the merger, CommScope and Andrew operated independently, each with its own business, products, customers, employees, culture and systems. CommScope may face substantial difficulties, costs and delays in integrating the two businesses. These difficulties, costs and delays may include:

- Potential difficulty in combining the separate product technologies of CommScope and Andrew;
- Perceived adverse changes in product offerings available to customers or in customer service standards, whether or not these changes do, in fact, occur;
- Costs and delays in implementing common systems and procedures;
- Difficulties in combining research and development teams and processes;
- Potential charges to earnings resulting from the application of purchase accounting to the transaction;
- Difficulty comparing financial reports due to differing financial and/or internal reporting systems;
- Diversion of management resources from the business;
- The inability to retain existing customers of each company;
- Reduction or loss of customer orders due to the potential for market confusion, hesitation and delay;
- Challenges in retaining and integrating management and other key employees of CommScope and Andrew;
- Difficulty in coordinating infrastructure operations in an effective and efficient manner; and
- The inability to achieve the synergies anticipated to be realized from the merger on the timeline presently anticipated, or at all.

After the merger, CommScope may seek to combine certain operations and functions using common information and communication systems, operating procedures, financial controls and human resource practices, including training, professional development and benefit programs. CommScope may be unsuccessful in implementing the integration of these systems and processes in a timely and efficient manner. Any one or all of these factors may cause increased operating costs, worse than anticipated financial performance or the loss of customers and employees. Many of these factors are also outside the control of CommScope.

CommScope may have difficulty integrating CommScope's and Andrew's respective systems of internal control over financial reporting.

The failure to integrate CommScope's and Andrew's systems of internal control over financial reporting following the merger could affect adversely CommScope's ability to exercise effective internal control over financial reporting. A failure by CommScope to exercise effective internal control over financial reporting could result in a material misstatement in CommScope's annual or interim consolidated financial statements.

CommScope and Andrew both depend on key personnel, and the loss of any of these key personnel because of uncertainty regarding the merger, either before or after the merger, could hurt the businesses of CommScope after the merger.

CommScope and Andrew both depend on the services of their key personnel. Current and prospective employees of CommScope and Andrew may, either before or after the merger, experience uncertainty about their future roles with CommScope after the merger, which may affect the performance of such personnel adversely and the ability of each company to retain and attract key personnel. The loss of the services of one or more of these key employees or the inability of CommScope or Andrew to attract, train, and retain qualified employees could result in the loss of customers or otherwise inhibit the ability of CommScope to integrate and grow the combined businesses effectively after the merger.

The merger may result in a loss of customers.

Some customers may seek alternative sources of product and/or service after the announcement of the merger due to, among other reasons, a desire not to do business with CommScope after the merger or perceived concerns that CommScope may not continue to support and develop certain product lines. Difficulties in combining operations could also result in the loss of, or potential disputes or litigation with, customers. Any steps by management to counter such potential increased customer attrition may not be effective. Failure by management to retain customers could result in worse than anticipated financial performance.

As a result of the merger, including the financing necessary to consummate the merger, CommScope will have substantial indebtedness.

As a result of the merger, CommScope expects to incur substantial indebtedness, including the financing necessary to pay the cash portion of the merger consideration and transaction-related costs, in addition to debt assumed from Andrew. CommScope's substantial indebtedness could have the following consequences:

- CommScope's ability to obtain additional financing for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes may be impaired in the future;

- Based on estimated borrowings of $2.3 billion and an assumed interest rate of 7.29% (calculated using three-month LIBOR as of October 31, 2007 plus the maximum amount per the terms of the debt commitments), a substantial portion (approximately $200 million) of CommScope's annual cash flow after the merger and for at least the next several years must be dedicated to the payment of principal and interest on its indebtedness;

- CommScope will be substantially more leveraged than certain of its competitors, which might place it at a competitive disadvantage;

- CommScope will be subject to restrictive covenants that may negatively affect CommScope's operational or financial flexibility or CommScope's ability to pursue additional acquisitions;

- CommScope may be hindered in its ability to adjust rapidly to changing market conditions; and

- CommScope's high degree of leverage could make it more vulnerable in the event of a downturn in general economic conditions or its business.

30

If the conditions to the merger are not satisfied or waived, the merger may not occur.

Specified conditions set forth in the merger agreement must be satisfied or waived to complete the merger. If the conditions are not satisfied or waived, to the extent waiver is permitted by law or the rules or regulations of Nasdaq, the merger will not occur or will be delayed, and each of CommScope and Andrew may lose some or all of the intended benefits of the merger. To the extent that Andrew's common stock currently trades based on the merger consideration, if the merger is not consummated, the price of Andrew's common stock may decline.

The following conditions, in addition to other customary closing conditions, must be satisfied or waived, if permissible, before CommScope and Andrew are obligated to complete the merger:

- The merger agreement must be adopted by the holders of at least a majority of the issued and outstanding shares of Andrew common stock as of the Andrew record date;
- The waiting period (and any extension thereof) applicable to the merger pursuant to the HSR Act, or any other applicable competition, merger, antitrust or similar law shall have expired or been terminated;
- Specified governmental consents or certain other approvals shall have been obtained and be in full force and effect;
- There must not be any judgment, injunction, decree or order issued by any court or other governmental entity or any other statute, law, rule, legal restraint or prohibition which prohibits, materially restricts, makes illegal or enjoins consummation of the merger; and
- There must not be any action or proceeding pending by a governmental entity challenging or seeking to prevent the consummation of the merger.

For further information, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

CommScope or Andrew may waive one or more of the conditions to the merger without resoliciting Andrew stockholder approval for the merger.

Each of the conditions to CommScope's and Andrew's obligations to complete the merger may be waived, in whole or in part, to the extent permitted by applicable law or Nasdaq rules or regulations, by agreement of CommScope and Andrew if the condition is a condition to both CommScope's and Andrew's obligations to complete the merger, or by the party for which such condition is a condition of its obligation to complete the merger. The boards of directors of CommScope and Andrew will evaluate the materiality of any such waiver to determine whether amendment of this proxy statement/prospectus and resolicitation of proxies is necessary. However, CommScope and Andrew generally do not expect any such waiver to be significant enough to require resolicitation of Andrew stockholders. In the event that any such waiver is not determined to be significant enough to require resolicitation of Andrew stockholders, the companies will have the discretion to complete the merger without seeking further Andrew stockholder approval. For further information, see the section entitled "The Merger Agreement Conditions to Completion of the Merger."

Some directors and executive officers of Andrew have interests that differ from those of Andrew stockholders in recommending that Andrew stockholders vote in favor of adoption of the merger agreement.

Certain executive officers and directors of Andrew have interests in the merger that are different from and may conflict with the interests of Andrew stockholders generally. After the merger, some of Andrew's executive officers will become employees of, or may become consultants to, CommScope and may be offered equity-based or other incentives to remain with CommScope. The merger will cause accelerated vesting and trigger change-in-control provisions of certain equity-based awards of Andrew directors and executive officers. For further information, see the section entitled "Proposal No. 1 The Merger Interests of Andrew Directors and Executive Officers in the Merger."

The surviving corporation will indemnify, and advance expenses to, each current and former director and officer of Andrew and its subsidiaries against all losses in connection with any proceeding arising out of the fact that such person was a director or officer of Andrew or its subsidiaries, to the same extent that such person was indemnified prior to the date of the merger agreement. For six years after completion of the merger, CommScope will maintain policies of directors' and officers' liability and fiduciary insurance on terms no less favorable to the insured as those in effect as of the date of the merger agreement, subject to certain limitations, covering acts or omissions before the merger.

As of October 31, 2007, Andrew's executive officers and directors and their respective affiliates owned approximately 0.3% of the outstanding shares of Andrew common stock. Such interests may influence Andrew's directors in making their recommendation that Andrew stockholders vote in favor of adoption of the merger agreement and may influence officers in supporting the merger. For further information, see the section entitled "Proposal No. 1 The Merger Interests of Andrew Directors and Executive Officers in the Merger."

The merger agreement limits Andrew's ability to pursue an alternative transaction proposal to the merger, and requires Andrew to pay a termination fee if it does so under certain circumstances.

The merger agreement prohibits Andrew from soliciting, initiating, encouraging or facilitating certain alternative transaction proposals with any third party, subject to exceptions set forth in the merger agreement. For further information, see the section entitled "The Merger Agreement Covenants Relating to Conduct of Business Solicitation." Further, the merger agreement provides that Andrew may be required to pay a termination fee to CommScope equal to $75 million in certain circumstances. These provisions limit Andrew's ability to pursue offers from third parties that could result in greater value to stockholders of Andrew relative to the terms and conditions of the merger. Andrew's obligation to pay the termination fee may discourage a third party from pursuing a competing acquisition proposal that could result in greater value to Andrew stockholders. In addition, payment of the termination fee could adversely affect the financial condition of Andrew. For further information, see the section entitled "The Merger Agreement Covenants Relating to Conduct of Business Solicitation."

RISK FACTORS RELATING TO THE COMMSCOPE COMMON STOCK

CommScope's common stock price is subject to fluctuation and may be affected by factors different from those affecting Andrew's common stock price.

The market price of CommScope's common stock has experienced and may continue to experience high volatility. The stock market in general has experienced extreme price and volume fluctuations in recent years. Often, these changes may have been unrelated to the operating performance of the affected companies. The factors that could cause fluctuation in CommScope's common stock price may include, among other factors discussed in this section, the following:

- actual or anticipated variations in quarterly operating results;
- changes in financial estimates by securities analysts;
- CommScope's inability to meet or exceed securities analysts' estimates or expectations;
- conditions or trends in CommScope's industry;
- changes in the market valuations of other companies in CommScope's industry;
- announcements by CommScope or its competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives and the success of such acquisitions, including the proposed acquisition of Andrew;
- changes in capital commitments;
- additions or departures of key personnel;

actual or anticipated changes in the United States economy;

armed conflict, war or terrorism;

a prolonged downturn in the telecommunications industry; and

actual or anticipated sales of common stock by existing stockholders, whether in the market or in subsequent public offerings.

Many of these factors are beyond CommScope's control. These factors may cause the market price of its common stock to decline, regardless of its operating performance.

CommScope has not in the past and does not intend in the foreseeable future to pay cash dividends on its common stock.

CommScope has never declared or paid any cash dividends on its capital stock. CommScope does not currently intend to pay cash dividends in the foreseeable future but intends to reinvest earnings in its business. CommScope's existing debt instruments contain, and future debt instruments may contain, limits on its ability to declare and pay cash dividends on its common stock.

Shares of CommScope common stock have different rights than shares of Andrew common stock.

Following completion of the merger, Andrew stockholders will no longer be stockholders of Andrew, but instead may be stockholders of CommScope. Even though both Andrew and CommScope are Delaware corporations, there will be important differences in the current rights of stockholders of Andrew and the rights of stockholders of CommScope. For example, provisions in CommScope's certificate of incorporation and by-laws could have the effect of deterring hostile takeovers or delaying, deterring, or preventing a change of control of CommScope, including transactions in which stockholders might otherwise receive a premium for their shares over current market prices. For further information, see the section entitled "Comparison of Rights of Stockholders of CommScope and Stockholders of Andrew."

RISK FACTORS RELATING TO COMMSCOPE'S BUSINESS

CommScope is dependent on a limited number of key customers or distributors for a substantial portion of the net sales in each of its business segments.

Within each of CommScope's business segments, a limited number of key customers or distributors account for a substantial portion of CommScope's net sales.

Enterprise

CommScope distributes enterprise and certain other products to customers primarily through a large, worldwide network of independent distributors, system integrators and value-added resellers. For the year ended December 31, 2006, sales of such products to the top three distributors, system integrators and value-added resellers represented approximately 38% of CommScope's consolidated net sales. In particular, Anixter International Inc. and affiliates accounted for approximately 29% of CommScope's consolidated net sales during such period.

Broadband

Although the domestic cable television industry is comprised of thousands of cable systems, a small number of cable television system operators own a majority of cable television systems and account for a majority of the capital expenditures made by cable television system operators. Although CommScope sells to a wide variety of customers dispersed across many different geographic areas, sales to its five largest Broadband segment customers represented approximately 17% of its consolidated net sales for the year ended December 31, 2006.

Carrier

Sales of carrier products are concentrated among a limited number of large telecommunication service providers and original equipment manufacturers (OEMs) that supply such telecommunication service providers. Net sales to one OEM, CommScope's largest Carrier segment customer, accounted for approximately 7% of CommScope's consolidated net sales for the year ended December 31, 2006.

The concentration of CommScope's net sales among these key customers or distributors subjects CommScope to a variety of risks that could have a material adverse impact on its net sales and profitability, including, without limitation:

- loss of one or more of CommScope's key customers or distributors, including failure to renegotiate new distributor agreements;

- financial difficulties experienced by one or more of CommScope's key customers or distributors resulting in reduced purchases of its products and/or uncollectible accounts receivable balances;

- reductions in inventory levels held by distributors, which may be unrelated to purchasing trends by the ultimate customer;

- consolidations in the cable television and/or telecommunications industry could result in delays in purchasing decisions, or reduced purchases, by the merged businesses;

- the cable television and telecommunications industry are each subject to significant government regulation and implementation of new or existing laws or regulations could impact capital spending plans and, therefore, adversely impact CommScope's business;

- increases in the cost of capital and/or reductions in the amount of capital available to the cable television and telecommunications industry could reduce the level of their capital spending and, therefore, adversely impact CommScope's business;

- reductions in the level of capital spending in the corporate information technology sector could have an adverse impact on sales of CommScope's enterprise products;

- changes in the technology deployed by cable television or telecommunication customers could have an adverse impact on CommScope's business;

- reductions in the level of spending on network maintenance and/or capital improvements by cable television and/or telecommunications customers could have an adverse impact on CommScope's sales of broadband and/or carrier products; and

- competition for cable television operators from satellite and wireless television providers, telephone companies or others could result in lower capital spending and have an adverse impact on CommScope's sale of broadband products.

CommScope faces competitive pressures with respect to all of its major products.

In each of CommScope's major product groups, CommScope competes with a substantial number of foreign and domestic companies, some of which have greater resources (financial or otherwise) or lower operating costs than CommScope. The rapid technological changes occurring in the telecommunications industry could lead to the entry of new competitors. Existing competitors' actions, such as price reductions or introduction of new innovative products, use of internet auctions by customers or competitors, and new entrants may have a material adverse impact on CommScope's sales and profitability. CommScope cannot provide assurance that it will continue to compete successfully with its existing competitors or that it will be able to compete successfully with new competitors.

Fiber optic technology presents a potential substitute for some of the communications cable products that CommScope sells. A significant decrease in the cost of fiber optic systems could make these systems superior on a price/performance basis to copper systems. A significant decrease in the cost of fiber optic systems would reasonably be expected to have a materially adverse effect on CommScope's coaxial and twisted pair cable sales.

There are various complementary and competitive wireless technologies that could be a potential substitute for some of the communications cable products that CommScope sells. A significant technological breakthrough or significant decrease in the cost of deploying these wireless technologies could have a material adverse effect on CommScope's cable sales.

Successful implementation and roll-out of product innovations is necessary to preserve CommScope's customer relationships.

Many of CommScope's markets are characterized by advances in information processing and communications capabilities that require increased transmission speeds and greater capacity, or "bandwidth," for carrying information. These advances require ongoing improvements in the capabilities of cable and connectivity products. CommScope believes that its future success will depend in part upon its ability to enhance existing products and to develop and manufacture new products that meet or anticipate these changes. The failure to introduce successful new or enhanced products on a timely and cost-competitive basis or the inability to continue to market existing products on a cost-competitive basis could materially adversely affect CommScope's results of operations and financial condition.

Orders received from customers may be cancelled or may result in lower levels of orders in future periods.

The quarterly volume of orders received from customers may be volatile. Orders received from customers may not ultimately result in sales as customers may cancel or modify orders prior to shipment of the goods. In addition, the volume of orders received from one or more customers in one quarter may result in a lower volume of orders from those customers in subsequent quarters.

CommScope's dependence on commodities subjects CommScope to price fluctuations and potential availability constraints which could materially adversely affect its profitability.

CommScope's profitability may be materially affected by changes in the market price and availability of certain raw materials, most of which are linked to the commodity markets. The principal raw materials that CommScope purchases are rods, tapes, tubes and wires made of copper, steel or aluminum, plastics and other polymers, and optical fiber. Fabricated aluminum, copper and steel are used in the production of coaxial and twisted pair cables and polymers are used to insulate and protect cables. Prices for copper, aluminum, steel, fluoropolymers and certain other polymers, derived from oil and natural gas, have increased and experienced greater volatility as a result of increased global demand and supply disruptions. As a result, CommScope has significantly increased its prices for certain products and may have to increase prices again in the future. Delays in implementing price increases or a failure to achieve market acceptance of future price increases could have a material adverse impact on CommScope's results of operations. In an environment of falling commodities prices, CommScope may be unable to sell higher-cost inventory before implementing price decreases, which could have a material adverse impact on its results of operations.

CommScope is dependent on a limited number of key suppliers for certain raw materials.

For certain of CommScope's raw material purchases, including fluorinated ethylene propylene (which we refer to as FEP), copper rod, fine aluminum wire, steel wire and optical fiber, CommScope is dependent on key suppliers. FEP is the primary raw material used throughout the industry for producing flame-retarding cables for LAN applications in North America. There are few worldwide producers of FEP and market supplies have been periodically limited over the past several years. Availability of adequate supplies of FEP will be critical to future LAN cable sales growth in North America. If FEP is not available in adequate quantities on acceptable terms, CommScope's results of operations and financial condition could be materially adversely affected.

CommScope internally produces a significant portion of its requirements for fine aluminum wire, which is available externally from only a limited number of suppliers. CommScope's failure to manufacture or adequately expand its internal production of fine aluminum wire, and/or its inability to obtain these materials from other sources in adequate quantities on acceptable terms, could have a material adverse effect on CommScope's results of operations and financial condition.

Optical fiber is a primary material used for making fiber optic cables. There are few worldwide suppliers of the premium optical fibers that CommScope uses in its products. Availability of adequate supplies of premium optical fibers will be critical to future fiber optic cable sales growth. CommScope believes that its optical fiber supply arrangements with two suppliers address concerns about the continuing availability of these materials to CommScope, although there can be no assurance of this.

CommScope's key suppliers could experience financial difficulties, or there may be global shortages of the raw materials it uses, and its inability to find sources of supply on reasonable terms could materially adversely affect its ability to manufacture products in a cost-effective way.

If CommScope's products, or components or completed products purchased from its suppliers, experience performance issues, its business will suffer.

CommScope's business depends on delivering products of consistently high quality. To this end, CommScope's products, including components and raw materials purchased from its suppliers and completed goods purchased for resale, are rigorously tested for quality both by CommScope and its customers. Nevertheless, CommScope's products are highly complex and its customers' testing procedures are limited to evaluating CommScope's products under likely and foreseeable failure scenarios. For various reasons (including, among others, the occurrence of performance problems unforeseeable in testing), CommScope's products and components and raw materials purchased from its suppliers may fail to perform as expected. Performance issues could result from faulty design or problems in manufacturing. CommScope has experienced such performance issues in the past and remains exposed to such performance issues. In some cases, recall of some or all affected products, product redesigns or additional capital equipment may be required to correct a defect. In addition, CommScope generally warrants certain products for periods ranging from one to twenty-five years from the date of sale, depending upon the product subject to the warranty. In particular, CommScope warrants the operation of its SYSTIMAX products for a period of 20 years from installation. In some cases, CommScope indemnifies its customers against damages or losses that might arise from certain claims relating to its products. Although historical warranty and indemnity claims have not been significant, CommScope cannot assure you that future claims will not have a material adverse effect on its results of operations and financial position. Any significant or systemic product failure could also result in lost future sales of the affected product and other products, as well as customer relations problems.

If CommScope's integrated global manufacturing operations suffer production or shipping delays, CommScope may experience difficulty in meeting customer demands.

CommScope internally produces a significant portion of certain components used in its finished products, including bimetallic center conductors, braided core and fine aluminum wire, at certain of its domestic and international manufacturing facilities. Disruption of CommScope's ability to produce at or distribute from these facilities due to failure of its technology, fire, electrical outage, natural disaster, acts of terrorism, shipping interruptions or some other catastrophic event could materially adversely affect its ability to manufacture products at its other manufacturing facilities in a cost-effective and timely manner.

CommScope periodically realigns manufacturing capacity among its global facilities in order to reduce costs by improving manufacturing efficiency and to improve its long-term competitive position. The implementation of these initiatives may include significant shifts of production capacity among facilities.

There are significant risks inherent in the implementation of these initiatives, including, but not limited to, ensuring that: there is adequate production capacity to meet customer demand while capacity is being shifted among facilities; there is no decrease in product quality as a result of shifting capacity; adequate raw material and other service providers are available to meet the needs at the new production locations; equipment can be successfully removed, transported and re-installed; and adequate supervisory, production and support personnel are available to accommodate the shifted production.

In the event that manufacturing realignment initiatives are not successfully implemented, CommScope could experience lost future sales and increased operating costs as well as customer relations problems, which could have a material adverse effect on CommScope's results of operations.

If CommScope encounters capacity constraints with respect to its internal facilities and/or existing or new contract manufacturers, this could have an adverse impact on its business.

CommScope does not have sufficient production capacity, either through its internal facilities and/or through independent contract manufacturers, to meet customer demand for its products, CommScope may experience lost sales opportunities and customer relations problems, which could have a material adverse effect on its business.

If contract manufacturers that CommScope relies on to produce products or key components of products encounter production, quality, financial or other difficulties, CommScope may experience difficulty in meeting customer demands.

CommScope relies on unaffiliated contract manufacturers, both domestically and internationally, to produce certain products or key components of products. If CommScope is unable to arrange for sufficient production capacity among its contract manufacturers or if its contract manufacturers encounter production, quality, financial or other difficulties, CommScope may encounter difficulty in meeting customer demands. Any such difficulties could have an adverse effect on CommScope's business and financial results, which could be material.

CommScope's significant international operations present economic, political and other risks.

CommScope has a significant level of international manufacturing operations and international sales. CommScope has manufacturing facilities in Belgium, China, Brazil, Ireland and Australia. For the year ended December 31, 2006, international sales represented approximately 32% of CommScope's net sales. CommScope's international sales, manufacturing and distribution operations are subject to the risks inherent in operating abroad, including, but not limited to, risks with respect to currency exchange rates, economic and political destabilization, restrictive actions by foreign governments, nationalizations, the laws and policies of the United States affecting trade, foreign investment and loans, foreign tax laws, including the ability to recover amounts paid as value added taxes, compliance with local laws and regulations, armed conflict, terrorism, shipping interruptions, and major health concerns (such as infectious diseases).

CommScope may not fully realize the anticipated savings from prior restructuring actions and may need to undertake further restructuring actions in the future.

CommScope recognized pretax restructuring charges of $12.6 million during the year ended December 31, 2006. These charges were related to the global manufacturing initiative that commenced in the third quarter of 2005. Implementation of this initiative and the calculation of anticipated benefits was complex and the anticipated benefits may not be fully realized. In response to general business conditions, the then current level of business and the outlook for future business, CommScope may again need to initiate restructuring actions that could result in workforce reductions and restructuring charges, which could be material.

CommScope may need to recognize impairment charges related to fixed assets, amortizable intangible assets or goodwill or other intangible assets with indefinite lives.

CommScope has recognized impairment charges in the past as a result of adverse changes in business conditions or in conjunction with restructuring activities. As a result of an event or a change in circumstances or through CommScope's periodic testing, CommScope may, in the future, determine that one or more of its long-lived assets is impaired and that an impairment charge is required. Any such impairment charge could have a material effect on CommScope's results of operations and financial position.

CommScope has significant obligations under its employee benefit plans.

Significant changes to the assets and/or the liabilities related to CommScope's employee benefit obligations as a result of changes in actuarial estimates, asset performance or benefit changes, among others, could have a material impact on its financial position and/or results of operations.

In addition, legislative or regulatory changes could require CommScope to fund a material portion of its significant unfunded obligations, which could have a material adverse impact on its financial flexibility.

CommScope may incur costs and may not be successful in protecting its intellectual property and in defending claims that CommScope is infringing on the intellectual property of others.

CommScope may encounter difficulties, costs or risks in protecting its intellectual property rights or obtaining rights to additional intellectual property to permit it to continue or expand its business. Other companies, including some of CommScope's largest competitors, hold intellectual property rights in its industry, and the intellectual property rights of others could inhibit its ability to introduce new products unless CommScope secures licenses on commercially reasonable terms, as such are needed.

In addition, CommScope has been required and may be required in the future to initiate litigation in order to enforce any patents issued or licensed to CommScope or to determine the scope and/or validity of a third party's patent or other proprietary rights. CommScope also has been and may in the future be subject to lawsuits by third parties seeking to enforce their own intellectual property rights. Any such litigation, regardless of outcome, could subject CommScope to significant liabilities or require it to cease using proprietary third party technology and, consequently, could have a material adverse effect on its results of operations and financial condition.

In certain markets, CommScope may be required to address counterfeit versions of its products. CommScope may incur significant costs in pursuing the originators of such counterfeit products and, if CommScope is unsuccessful in eliminating them from the market, it may experience a diminution in the value of its products.

CommScope's ability to obtain additional capital on commercially reasonable terms may be limited.

Although CommScope believes its current cash, cash equivalents and short-term investments as well as future cash from operations and availability under its new credit facility provide adequate resources to fund ongoing operating requirements, CommScope may need to seek additional financing to compete effectively. CommScope's public debt ratings affect its ability to raise capital and the cost of that capital. On June 27, 2007, Standard and Poor's Rating Services (S&P) lowered its credit rating on CommScope to "BB-" from "BB" and placed the ratings on CreditWatch with negative implications. In addition, on October 12, 2007, Moody's Investor Service lowered CommScope's "Ba2" corporate family rating to "Ba3" with a stable outlook. On October 17, 2007, S&P removed CommScope from CreditWatch and affirmed CommScope's "BB-" rating with a stable outlook. Future downgrades of CommScope's debt ratings may increase its borrowing costs and affect its ability to access the debt or equity capital markets on terms and in amounts that would be satisfactory to CommScope.

If CommScope is unable to obtain capital on commercially reasonable terms, it could:

- reduce funds available to CommScope for purposes such as working capital, capital expenditures, research and development, strategic acquisitions and other general corporate purposes;
- restrict CommScope's ability to introduce new products or exploit business opportunities;
- increase CommScope's vulnerability to economic downturns and competitive pressures in the markets in which CommScope operates;
- limit CommScope's financial flexibility to finance a full or partial redemption of its $250 million aggregate principal amount of 1% convertible senior subordinated debentures; and
- place CommScope at a competitive disadvantage.

CommScope may incur additional indebtedness in the future under the credit facility, through future debt issuance, through assumption of liabilities in connection with future acquisitions or otherwise.

CommScope's business depends on effective information management systems.

CommScope relies on its enterprise resource planning systems to support such critical business operations as processing sales orders and invoicing, inventory control, purchasing and supply chain management, payroll and human resources, and financial reporting. CommScope periodically implements upgrades to such systems or migrate one or more of its affiliates, facilities or operations from one system to another. If CommScope is unable to adequately maintain such systems to support its developing business requirements or effectively manage any upgrade or migration, CommScope could encounter difficulties that could have an adverse impact on its business, internal controls over financial reporting, financial results, or its ability to timely and accurately report such results, which could be material.

A significant uninsured loss or a loss in excess of CommScope's insurance coverage could materially adversely affect its financial condition.

CommScope maintains insurance covering its normal business operations, including fire, property and casualty protection that CommScope believes is adequate. CommScope does not generally carry insurance covering wars, acts of terrorism, earthquakes or other similar catastrophic events. Because insurance has generally become more expensive, CommScope may not be able to obtain adequate insurance coverage on financially reasonable terms in the future. A significant uninsured loss or a loss in excess of CommScope's insurance coverage could materially adversely affect its financial condition.

Compliance with domestic and foreign environmental laws and potential environmental liabilities may have a material adverse impact.

CommScope is subject to various federal, state, local and foreign environmental laws and regulations governing, among other things, discharges to air and water, management of hazardous substances, handling and disposal of solid and hazardous waste, and investigation and remediation of hazardous substance contamination. Because of the nature of CommScope's business, CommScope has incurred and will continue to incur costs relating to compliance with these environmental laws and regulations. Compliance with current laws and regulations has not had and is not expected to have a material adverse effect on CommScope's financial condition. However, new laws and regulations, including those regulating the types of substances allowable in certain of CommScope's products, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new remediation or discharge requirements could require CommScope to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on its financial condition and results of operations. For example, the European Union has issued directives relating to hazardous substances contained in electrical and electronic equipment and the disposal of waste electrical and electronic equipment. If CommScope is unable to comply with these and similar laws in other jurisdictions, this could have a material adverse effect on its financial condition and results of operations.

Pursuant to the Comprehensive Environmental Response, Compensation and Liability Act and similar state statutes, current or former owners or operators of a contaminated property, as well as companies that generated, disposed of, or arranged for the disposal of hazardous substances at a contaminated property can be held jointly and severally liable for the costs of investigation and remediation of the contaminated property, regardless of fault. CommScope's present and past facilities have been in operation for many years and over that time, in the course of those operations, these facilities have used substances or generated and disposed of wastes which are or might be considered hazardous. CommScope has been indemnified by prior owners and operators of certain of these facilities for costs of investigation and/or remediation, but there can be no assurance that CommScope will not ultimately be liable for some or all of these costs. Therefore, it is possible that environmental liabilities may arise in the future which CommScope cannot now predict.

CommScope may experience significant variability in its quarterly and annual effective tax rate.

For the years ended December 31, 2006, 2005 and 2004, CommScope's effective tax rate has ranged from 29.7% to 32.8%. Variability in the mix and profitability of domestic and international activities, identification and resolution of various tax uncertainties and the failure to realize tax benefits related to equity-based compensation, among other matters, may significantly impact CommScope's effective income tax rate in the future. A significant increase in CommScope's effective income tax rate could have a material impact on its results of operations.

RISK FACTORS RELATED TO ANDREW'S BUSINESS

A jury has found that Andrew willfully infringed a third party's patent in providing a mobile location system to a customer located in the Middle East, and the jury awarded $45.3 million in damages to that third party.

On October 25, 2005, TruePosition, Inc. filed a complaint in the U.S. District Court for the District of Delaware, alleging that Andrew's sale of certain mobile location products to a customer located in the Middle East infringed a TruePosition patent. Mobile location systems installed in wireless networks are used to determine the position of mobile devices. The complaint sought, among other things, injunctive relief and unspecified monetary damages.

On September 14, 2007, a jury ruled in favor of TruePosition, finding that Andrew had willfully infringed a single TruePosition patent in providing a mobile location system to the customer, and the jury awarded $45.3 million in damages to TruePosition. The jury's verdict, including the damage award, is subject to the outcome of various post verdict motions and appeals that Andrew will pursue. In addition, the judge presiding over the case has not ruled on Andrew's equitable claims of equitable estoppel, unclean hands and implied license. Andrew will present those claims to the judge as part of the post trial submissions. TruePosition may continue to seek an injunction, may seek to increase the damages awarded, up to trebling the amount, and may seek to recover interest, fees and expenses (including the fees and expenses of its counsel).

As a result of the jury verdict in the case, Andrew plans to record a $45.3 million pre-tax charge to its earnings in the fourth quarter of fiscal 2007, which is Andrew's reasonable estimate of the probable loss if the jury verdict is not overturned. The litigation with TruePosition may result in the loss of future revenue opportunities, including opportunities to manufacture and sell products using uplink time difference of arrival (U-TDOA) technology; however, Andrew is not currently able to assess the likelihood or magnitude of such potential losses.

At issue in the litigation with TruePosition is a patent that TruePosition argued was infringed by an Andrew U-TDOA mobile location system that is being deployed under multiple phases with the customer. Andrew was awarded the initial two phases with this customer for an expanded deployment of this strategic project which, when completed, will cover approximately a thousand cell sites. There are additional phases, not all of which have been awarded by the customer, for approximately two thousand additional cell sites. The jury verdict includes claims related to all such cell sites, including those already installed and those to be installed. The patent at issue relates only to certain implementations using U-TDOA technology. As a result, other Andrew Geometrix® customer installations, including E-911 systems and Mobile Location Center offerings, that use different mobile location technologies are not impacted.

The goodwill balance on Andrew's balance sheet is tested at least annually for possible valuation impairment and any non-cash impairment charges could adversely affect Andrew's financial results.

Andrew tests its goodwill balance for possible impairment as of July 1 each year, or on an interim basis if circumstances dictate, based on the five reporting units of Andrew's business. As a result of the losses generated by Base Station Subsystems in the first six months of fiscal 2007, Andrew determined that an interim test of the goodwill balance for Base Station Subsystems was required. Andrew completed its assessment of Base Station Subsystems goodwill in the third quarter of fiscal 2007 and, as a result, recorded a non-cash impairment loss of $108 million. As of September 30, 2007, Andrew had a goodwill balance of $801 million, of which $308 million related to the Base Station Subsystems reporting unit. The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment. In estimating the fair value of the businesses for the purpose of Andrew's annual or periodic analyses, Andrew makes estimates and judgments about the future cash flows of its businesses. Although Andrew's cash flow forecasts are based on assumptions that are consistent with plans and estimates being used to manage the underlying businesses, there is significant judgment in determining the cash flows attributable to its businesses. If actual results are different from forecasts, future tests may indicate additional impairments of goodwill, and additional non-cash charges, that may adversely affect the results of operations. If, in the course of the annual or interim valuation testing procedures it is determined that a portion of the consolidated goodwill balance is impaired, any non-cash charge would adversely affect Andrew's financial results.

Deterioration of the wireless infrastructure industry could lead to reductions in capital spending budgets by wireless operators and original equipment manufacturers, which could adversely affect Andrew's revenues, gross margins and income.

Andrew's revenues and gross margins will depend significantly on the overall demand for wireless infrastructure subsystems products. A reduction in capital spending budgets by wireless operators and original equipment manufacturers caused by an economic downturn could lead to a softening in demand for Andrew's products and services, which could result in a decrease in revenues and earnings.

The telecommunications industry has experienced significant consolidation and this trend is expected to continue.

It is possible that Andrew and one or more of Andrew's competitors each supply products to the companies that have merged or will merge. This consolidation could result in delays in purchasing decisions by merged companies or in Andrew playing a decreased role in the supply of products to the merged companies. Delays or reductions in wireless infrastructure spending could have a material adverse effect on demand for Andrew's products. Andrew depends on several large original equipment manufacturers and wireless service providers for a significant portion of its business. In fiscal 2006, the top 25 customers accounted for 69% of Andrew's sales. Any disruption in Andrew's relationships with its major customers could adversely affect Andrew's sales, operating margins, and net income.

A substantial portion of Andrew's manufacturing capacity and business activity is outside the United States.

Conducting business in international markets involves risks and uncertainties such as foreign exchange rate exposure and political and economic instability that could lead to reduced international sales and reduced profitability associated with such sales, which would reduce Andrew's sales and income. A significant portion of Andrew's sales are outside the United States. Andrew anticipates that international sales will continue to represent a substantial portion of Andrew's total sales and that continued growth and profitability will require further international expansion. Identifiable foreign exchange rate exposures result primarily from currency fluctuations, accounts receivable from customer sales, the anticipated purchase of products from affiliates and third-party suppliers and the repayment of inter-company loans denominated in foreign currencies with Andrew's foreign subsidiaries. International business risks also include political and economic instability, tariffs and other trade barriers, longer customer payment cycles, burdensome taxes, restrictions on the repatriation of earnings, expropriation or requirements of local or shared ownership, compliance with local laws and regulations, terrorist attacks, developing legal systems, reduced protection of intellectual property rights in some countries, cultural and language differences, difficulties in managing and staffing operations and difficulties maintaining good employee relations. Andrew believes that international risks and uncertainties could lead to reduced international sales and reduced profitability associated with such sales, which would reduce our sales and income.

The competitive pressures Andrew faces could lead to reduced demand or lower prices for its products and services in favor of its competitors' products and services, which could harm Andrew's sales, gross margins and prospects.

Andrew encounters aggressive competition from a variety of competitors in all areas of its business, and competes primarily on the basis of technology, performance, price, quality, reliability, brand, distribution, customer service and support. If Andrew fails to develop new products and services, periodically enhance its existing products and services, or otherwise compete successfully, it would reduce its sales and prospects. Further, Andrew may have to lower the prices of many of its products and services to stay competitive. If Andrew cannot reduce its costs in response to competitive price pressures, its gross margins would decline.

Over the last four years Andrew has completed several acquisitions and may continue to make acquisitions in the future.

Andrew believes that these acquisitions provide strategic growth opportunities for Andrew. Andrew's failure to meet the challenges involved in successfully integrating acquisitions or to otherwise realize the anticipated benefits of acquisitions could adversely affect its results of operations. Realizing the benefits of acquisitions will depend on Andrew's ability to successfully integrate acquisitions with its existing operations. Andrew's inability to successfully integrate operations in a timely manner may result in Andrew not realizing the anticipated benefits or synergies of these acquisitions. The integration of companies is a complex, time-consuming and expensive process that could significantly disrupt Andrew's business. The anticipated benefits and synergies of acquisitions are based on projections and assumptions, not actual experience, and assume a successful integration. In addition, Andrew's ability to realize these benefits and synergies could be adversely impacted by practical or legal constraints on its ability to combine operations or implement workforce reductions and by risks relating to potential unknown liabilities.

If Andrew cannot continue to rapidly develop, manufacture and market innovative products and services that meet customer requirements for performance and reliability, Andrew may lose market share and its revenues may suffer.

The process of developing new wireless technology products and services is complex and uncertain, and failure to anticipate customers' changing needs and emerging technological trends accurately and to develop or obtain appropriate intellectual property could significantly harm Andrew's results of operations. Andrew must make long-term investments and commit significant resources before knowing whether its investments will eventually result in products that the market will accept. After a product is developed, Andrew must be able to manufacture sufficient volumes quickly and at low costs. To accomplish this, Andrew must accurately forecast volumes, product mix and configurations that meet customer requirements, which Andrew may not be able to do successfully.

Among the factors that make a smooth transition from current products to new products difficult are delays in product development or manufacturing, variations in product costs, delays in customer purchases of existing products in anticipation of new product introductions and customer demand for the new product. Andrew's revenues and gross margins may suffer if Andrew cannot make such a transition effectively and also may suffer due to the timing of product or service introductions by its suppliers and competitors. This is especially challenging when a product has a short life cycle or a competitor introduces a new product just before its own product introduction. Furthermore, sales of Andrew's new products may replace sales of some of its current products, offsetting the benefit of even a successful product introduction. If Andrew incurs delays in new product introductions, or does not accurately estimate the market effects of new product introductions, given the competitive nature of Andrew's industry, future demand for Andrew's products and Andrew's revenues may be seriously harmed.

Andrew's revenues and selling, general and administrative expenses may suffer if Andrew cannot continue to enforce the intellectual property rights on which its business depends or if third parties assert that Andrew violates their intellectual property rights.

Andrew generally relies upon patent, copyright, trademark and trade secret laws in the United States and similar laws in other countries, and agreements with Andrew's employees, customers, partners and other parties, to establish and maintain its intellectual property rights in technology and products used in its operations. However, any of Andrew's intellectual property rights could be challenged, invalidated or circumvented, or Andrew's intellectual property rights may not provide competitive advantages, which could significantly harm its business. Also, because of the rapid pace of technological change in the wireless industry, a portion of Andrew's business and Andrew's products may rely on key technologies developed by third parties, and Andrew may not be able to obtain licenses and technologies from these third parties on reasonable terms or at all. Third parties also may claim that Andrew is infringing upon their intellectual property rights. Even if Andrew does not believe that its products or business are infringing upon third parties' intellectual property rights, the claims can be time-consuming and costly to defend and may divert management's attention and resources away from Andrew's business. Claims of intellectual property infringement also might require Andrew to enter into costly settlement or license agreements. If Andrew cannot or does not license the infringed technology at all or on reasonable terms or substitute similar technology from another source, Andrew's sales, operating margins and income could suffer.

Andrew is subject to risks related to product defects which could result in product recalls and could subject it to warranty claims which are greater than anticipated.

If Andrew were to experience a product recall or an increase in warranty claims compared with its historical experience, Andrew's sales and operating results could be adversely affected. Andrew tests its products through a variety of means. However, there can be no assurance that testing will reveal latent defects in Andrew's products, which may not become apparent until after the products have been sold into the market. Accordingly, there is a risk that product defects will occur, which could require a product recall. Product recalls can be expensive to implement and, if a product recall occurs during the product's warranty period, Andrew may be required to replace the defective product. In addition, a product recall may damage Andrew's relationship with its customers, and Andrew may lose market share with its customers. Andrew offers warranties on most products. The specific terms and conditions of the warranties offered vary depending upon the products sold. Andrew accrues for warranty costs based on the number of units sold, the type of products sold, historical and anticipated rates of warranty claims and cost per claim. Andrew regularly reviews these forecasts and makes adjustments as needed. If Andrew were to experience product recall or an increase in warranty claims compared with its historical experience, its sales and operating results could be adversely affected.

If Andrew cannot continue to attract and retain highly-qualified people, Andrew's revenues, gross margin and income may suffer.

Andrew believes that its future success significantly depends on its ability to attract, motivate and retain highly qualified management, technical and marketing personnel. The competition for these individuals is intense. From time to time, there may be a shortage of skilled labor, which may make it more difficult and expensive for Andrew to attract, motivate and retain qualified employees. Andrew believes its inability to do so could negatively impact the demand for Andrew's products and services and consequently Andrew's financial condition and operating results.

Andrew's costs and business prospects may be affected by increased government regulation, a factor which is largely beyond its control.

Andrew is not directly regulated in the United States, but many of its U.S. customers and the telecommunications industry generally are subject to Federal Communications Commission regulations. In overseas markets, there are generally similar governmental agencies that regulate Andrew's customers. Andrew believes that regulatory changes could have a significant negative effect on its business and operating results by restricting its customers' development efforts, making current products obsolete or increasing competition. Andrew's customers must obtain regulatory approvals to operate certain of its products. Any failure or delay by any of Andrew's customers to obtain these approvals would adversely impact its ability to sell Andrew's products. The enactment by governments of new laws or regulations or a change in the interpretation of existing regulations could adversely affect the market for Andrew's products. The increasing demand for wireless communications has exerted pressure on regulatory bodies worldwide to adopt new standards for such products, generally following extensive investigation and deliberation over competing technologies. In the past, the delays inherent in this governmental approval process have caused, and may in the future cause, the cancellation or postponement of the deployment of new technologies. These delays could have a material adverse effect on Andrew's revenues, gross margins and income.

The Chinese government could delay issuance of anticipated new wireless network licenses.

The Chinese government is planning to issue licenses for its next generation wireless network. The new Chinese network will become the technical standard with which wireless infrastructure will be designed, manufactured and deployed in China. It is anticipated that these licenses will be issued within the next year. Additionally, Andrew anticipates an increase in wireless infrastructure spending associated with the build-out of the anticipated new network. Significant delays of license issuance could adversely affect Andrew's financial results.

Compliance with European Union environmental directives could be difficult and costly for Andrew.

The European Union has issued directives governing the design of energy-using products, the restriction of the use of certain hazardous substances and the waste (disposal) of electrical and electronic equipment. These directives require companies to change the way they design, manufacture, track and bring new products into the market. Certain products Andrew manufactures and distributes throughout the European Union will need to comply with these directives. If Andrew is not able to comply with these directives, customer shipments and financial results may be adversely affected.

The manufacture of Andrew's power amplifiers and certain of Andrew's filter products have been outsourced to companies that specialize in electronics contract manufacturing.

The manufacturing of Andrew's power amplifier products has been performed by a leading electronics contract manufacturer for the past several years. Additionally, in September 2006, Andrew announced that it is outsourcing the manufacture of its European and North American-made filters to another leading electronics contract manufacturer. Andrew will continue to manufacture certain filter products at its Shenzhen, China facility. The use of contract electronics manufacturers by Andrew increases the risk of product supply disruption and intellectual property misappropriation. Disruption of product supplies could affect customer relationships, sales and profits. Intellectual property misappropriation could affect Andrew's competitiveness in power amplifier and certain filter product lines which would depress long-term sales and profits.

Allegations of health risks from wireless equipment may negatively affect Andrew's results of operations.

Allegations of health risks from the electromagnetic fields generated by base stations and mobile handsets, and the lawsuits and publicity relating to them, regardless of merit, could affect Andrew's operations negatively by leading consumers to reduce their use of mobile phones or by causing Andrew to allocate resources to these issues.

Andrew intends to sell its Satellite Communications business and anticipates recording an impairment of Satellite Communication's assets in the quarter ended September 30, 2007.

On May 3, 2007, Andrew announced its intention to sell its Satellite Communications business. Since the announcement, Andrew has engaged in discussions with potential buyers and is currently negotiating a potential sale. While Andrew believes a sale of the Satellite Communications business is probable, there can be no assurance that Andrew will complete a transaction on terms acceptable to it, or at all. If Andrew does not complete the intended divestiture, Andrew will have incurred significant transaction expenses and may continue to realize ongoing operating losses. The sale of the Satellite Communications business is subject to board and CommScope's approval.

As of the end of Andrew's fourth quarter, which ended September 30, 2007, Andrew determined that, as a result of continuing operating losses, lower short-term business prospects as compared to previous forecasts, and, despite significant numbers of initial indications of interest, the low number of remaining substantive bids resulting from Andrew's efforts to sell the Satellite Communications business, an indicator of impairment existed in accordance with SFAS 144, Accounting for the Impairment or Disposal of Long-Lived Assets. As such, Andrew performed a test of the recoverablility of the carrying value of the long-lived assets and recorded a non-cash impairment charge in the quarter ended September 30, 2007 of $19 million to reduce the carrying value of long-lived assets to their estimated fair value.

Andrew also performed "step one" of its annual goodwill impairment test in accordance with paragraph 19 of SFAS 142, Goodwill and Other Intangible Assets, for the Satellite Communications reporting unit as of July 1, 2007. Based on this test, Andrew determined that the fair value at July 1, 2007 was less than the carrying value of Satellite Communication's net assets and therefore a potential goodwill impairment existed. Upon completing the required "step two" impairment test, Andrew recorded a non-cash goodwill impairment charge for the quarter ended September 30, 2007 of $13 million to reduce the carrying value of goodwill.

BUSINESS OF COMMSCOPE

CommScope is a world leader in infrastructure solutions for communications networks. CommScope's highly-engineered cable and connectivity solutions enable a host of information-rich and interactive services that are delivered to the home, office and mobile devices. CommScope focuses on the "last mile" in communications networks, which is the distribution access, or final link to the customer. CommScope believes it is a global leader in structured cabling solutions for business enterprise applications and a global leader in broadband coaxial cables for the cable television industry. CommScope also designs, manufactures and markets a broad line of high-performance electronic, coaxial, and fiber optic cables and related products for data networking, Internet access, wireless communication, telephony and other broadband applications. In addition, CommScope is an industry leader in the design and manufacture of environmentally secure enclosures to integrate complex equipment for digital subscriber line (DSL) and Fiber-to-the-Node (FTTN) deployments by telecommunication service providers in the United States. CommScope believes that business enterprises, wired and wireless broadband service providers, carriers and consumers are faced with a growing need for higher bandwidth infrastructure solutions as new applications are developed and network traffic increases.

CommScope is a global manufacturer, employing state-of-the-art processes in 11 manufacturing facilities on five continents, and sells its products directly to customers and through a global network of distributors, system integrators and value-added resellers. CommScope sells its products in more than 130 countries. CommScope has organized and managed its business based on the following three reportable business segments, which are based on major product categories:

- Enterprise
- Broadband
- Carrier

Through the Enterprise segment, CommScope is a leading global provider of structured cabling systems for business applications. Such cabling systems are transmission networks inside a building or campus of buildings that connect voice and data communication devices, video and building automation devices, switching equipment and other information-management systems. Structured cabling systems consist of various components, including transmission media (cable), circuit administration hardware, connectors, jacks, plugs, adapters, transmission electronics, electrical protection devices, support hardware and software. The products in this segment are primarily sold through independent distributors, system integrators, and value-added resellers.

Through the Broadband segment, CommScope designs, manufactures and markets coaxial and fiber optic cables and supporting apparatus. The coaxial and fiber optic cables are primarily used in Hybrid Fiber Coaxial (HFC) networks being deployed throughout the world. HFC networks utilize a combination of fiber optic and coaxial cable and are widely recognized as one of the most cost-effective ways to offer multi-channel video, voice and data services. These products are primarily sold directly to cable television system operators.

Through the Carrier segment, CommScope sells a variety of products including secure environmental enclosures, cables and other components used by wireless providers, and structured cabling systems for telephone central offices. These products are sold to telecommunication service providers (carriers) or OEMs that sell equipment to carriers. CommScope's sturdy environmental enclosures are used to protect electronic devices and equipment being deployed in the outside plant or inside buildings. Its wireless products include innovative, high-frequency cables and components for connecting wireless antennae to their transmitters.

BUSINESS OF ANDREW

Andrew, together with its subsidiaries, is engaged in the design, manufacture, and supply of communications equipment, services, and systems for global communications infrastructure markets. Andrew's products are primarily based on Andrew's core competency, the radio frequency (RF) path. Andrew has unique technical skills and marketing strengths in developing products for RF systems. Andrew's products are used in the infrastructure for traditional wireless networks, third generation (3G) technologies, voice, data, video and Internet services, as well as applications for microwave and satellite communications, and other specialized applications.

Effective October 1, 2006, Andrew restructured its five product businesses into two operating groups, Wireless Network Solutions and Antenna and Cable Products, in order to reflect the customer segments these groups serve and to leverage the many opportunities for collaboration and efficiencies in supporting global customers. Andrew's five product businesses are: Antenna and Cable Products, Base Station Subsystems, Network Solutions, Wireless Innovations and Satellite Communications. Antenna and Cable Products includes a diverse product offering for the wireless infrastructure segment including base station antennas, coaxial cable and connectors and microwave antennas. Base Station Subsystems products are integral components of wireless base stations and include products such as power amplifiers, filters, duplexers and combiners that are sold individually or as parts of integrated subsystems. Network Solutions includes geolocation products, network optimization analysis systems, and engineering and consulting services. Wireless Innovations products are used to extend and enhance the coverage of wireless networks in areas where signals are difficult to send or receive, such as tunnels, subways and airports, and include both complete systems and individual components. Satellite Communications is comprised of the following product lines: direct-to-home (DTH) satellite antennas, earth station antennas and systems (ESA) and high frequency (HF) / radar products. The creation of the new operating segments was accompanied by changes to the executive management team that aligned with this new structure and streamlined the leadership of Andrew.

Andrew has a significant international manufacturing and distribution presence. Sales of products exported from the United States or manufactured abroad accounted for approximately 57% of Andrew's sales in fiscal 2006, 56% in fiscal 2005, and 54% in fiscal 2004. Over the last decade, Andrew has significantly increased its international manufacturing and distribution capabilities in some of the fastest developing wireless infrastructure areas. Developing countries represent some of the greatest growth opportunities for wireless communication, as wireless is the most cost efficient way to provide communications infrastructure to these regions. Andrew believes that developing markets such as China and India have significant long-term growth potential for the company. Andrew built new manufacturing facilities in China and India in fiscal 1998 and has continued to expand operations in these regions. These facilities have allowed Andrew to more effectively reach customers and increase sales in Asia. In fiscal 2005 Andrew began relocating a significant portion of the manufacturing of its filter product line to China.

On May 3, 2007, Andrew announced its intention to sell the Satellite Communications business. The final terms of any divestiture transaction are subject to board approval and the approval of CommScope, and there can be no assurance as to the terms, timing, or consummation of any such transaction. Satellite Communications sales were 4% of Andrew's third quarter sales and 5% of Andrew's year-to-date sales for fiscal 2007.

TruePosition Litigation

On October 25, 2005, TruePosition, Inc. filed a complaint in the U.S. District Court for the District of Delaware, alleging that Andrew's sale of certain mobile location products to a customer located in the Middle East infringed a TruePosition patent. Mobile location systems installed in wireless networks are used to determine the position of mobile devices. The complaint sought, among other things, injunctive relief and unspecified monetary damages.

On September 14, 2007, a jury ruled in favor of TruePosition, finding that Andrew had willfully infringed a single TruePosition patent in providing a mobile location system to the customer, and the jury awarded $45.3 million in damages to TruePosition. Andrew believes the verdict is in error and Andrew will seek to have it reversed. The jury's verdict, including the damage award, is subject to the outcome of various post verdict motions and appeals that Andrew will vigorously pursue. In addition, the judge presiding over the case has not ruled on Andrew's equitable claims of equitable estoppel, unclean hands and implied license. Andrew will present those claims to the judge as part of the post trial submissions. TruePosition may continue to seek an injunction, may seek to increase the damages awarded, up to trebling the amount, and may seek to recover interest, fees and expenses (including the fees and expenses of its counsel). However, Andrew believes the damages awarded are inappropriate, as would be any increase, any award of interest, fees or expenses or the issuance of an injunction.

As a result of the jury verdict in the case, Andrew plans to record a $45.3 million pre-tax charge to its earnings in the fourth quarter of fiscal 2007, which is Andrew's reasonable estimate of the probable loss if the jury verdict is not overturned. Andrew plans to vigorously pursue all available means to overturn the verdict.

At issue in the litigation with TruePosition is a patent that TruePosition argued was infringed by an Andrew uplink time difference of arrival (U-TDOA) mobile location system that is being deployed under multiple phases with the customer. Andrew was awarded the initial two phases with this customer for an expanded deployment of this strategic project which, when completed, will cover approximately a thousand cell sites. There are additional phases, not all of which have been awarded by the customer, for approximately two thousand additional cell sites. The jury verdict includes claims related to all such cell sites, including those already installed and those to be installed. The patent at issue relates only to certain implementations using U-TDOA technology. As a result, other Andrew Geometrix® customer installations, including E-911 systems and Mobile Location Center offerings, that use different mobile location technologies are not impacted.

THE SPECIAL MEETING

Date, Time and Place

These proxy materials are delivered to you in connection with the solicitation by Andrew's board of directors of proxies to be voted at the special meeting, which is to be held at The Westin O'Hare, 6100 N. River Road in Rosemont, IL 60018 on December 10, 2007 at 2:00 p.m., local time. On or about November 9, 2007, Andrew commenced mailing this proxy statement/prospectus and the enclosed form of proxy to its stockholders entitled to vote at the meeting. The special meeting may be adjourned or postponed to another date or place for proper purposes, including for the purpose of soliciting additional proxies.

Matters to be Considered at the Meeting

At the special meeting, holders of Andrew common stock will be asked to consider and vote on proposals, as more fully described in the proxy statement/prospectus:

- To consider and vote on Proposal No. 1 to adopt the merger agreement (adoption of the merger agreement by Andrew stockholders will constitute approval of all of the transactions contemplated in the merger agreement);
- To consider and vote on Proposal No. 2 to adjourn the special meeting to solicit additional proxies for approval of Proposal No. 1, if necessary; and
- To transact other business as may properly come before the special meeting or any adjournments or postponements of the special meeting.

The proxies may vote, at their discretion, upon such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting. At the present time, Andrew knows of no other matters that will be presented for consideration at the special meeting.

Record Date and Shares Entitled to Vote

Only holders of record of Andrew common stock at the close of business on the record date, November 1, 2007, are entitled to notice of, and to vote at, the special meeting. There were approximately 3,403 holders of record of Andrew common stock at the close of business on the record date. Because many of such shares are held by brokers and other institutions on behalf of stockholders, Andrew is unable to estimate the total number of stockholders represented by these record holders. There were 156,098,818 shares of Andrew common stock issued and outstanding at the close of business on the record date. Each share of Andrew common stock entitles the holder thereof to one vote on each matter submitted for stockholders' approval.

Voting of Proxies; Revocation of Proxies

Andrew stockholders may vote using any one of the following methods:

- phone the toll-free number listed on your proxy card and follow the recorded instructions;
- go to the Internet website listed on your proxy card and follow the instructions provided;
- complete, sign and mail your proxy card in the postage-paid envelope; or
- attend the special meeting and vote in person (if such stockholder is permitted to vote in person).

Andrew stockholders may revoke their proxy at any time prior to its exercise by:

giving written notice of revocation to the Secretary of Andrew;

appearing and voting in person at the special meeting (if such stockholder is permitted to vote in person); or

properly completing and executing a later dated proxy and delivering it to the Secretary of Andrew at or before the special meeting.

Your presence, without voting at the meeting, will not automatically revoke your proxy, and any revocation during the meeting will not affect votes previously taken.

Vote Required for Stockholder Approval

The affirmative vote in person or by proxy of the holders of at least a majority of the shares of Andrew common stock issued and outstanding on the record date is required to adopt Proposal No. 1.

Abstentions will have the same effect as votes cast against the adoption of Proposal No. 1.

The failure of a stockholder to vote in person or by proxy will also have the effect of a vote against Proposal No. 1.

The affirmative vote in person or by proxy of holders of at least a majority of the shares of Andrew common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter is required to adopt Proposal No. 2.

Abstentions will have the same effect as votes cast against the adoption of Proposal No. 2.

Stock Ownership of Management and Certain Stockholders

As of October 31, 2007, directors and executive officers of Andrew and their affiliates owned and were entitled to vote 394,106 shares of Andrew common stock, or approximately 0.3% of the total shares of Andrew common stock outstanding on that date.

Quorum; Abstentions and Broker Non-Votes

The presence of the holders of a majority of the shares entitled to vote at the special meeting either in person or by proxy constitutes a quorum. Therefore, you will be considered part of the quorum if you return a signed and dated proxy card, if you vote by telephone or Internet, or if you attend the meeting (if you are permitted to vote in person). Abstentions are counted as "shares present" at the meeting for purposes of determining whether a quorum exists.

Proxies submitted by brokers that do not indicate a vote for the merger because the brokers do not have discretionary voting authority and have not received instructions from you as to how to vote on the proposals (which we refer to as broker non-votes) are considered "shares present" for purposes of determining whether a quorum exists. Broker non-votes will have the same effect as a vote against the adoption of both Proposal No. 1 and Proposal No. 2.

Solicitation of Proxies; Expenses

The accompanying proxy is being solicited on behalf of Andrew's board of directors. Andrew will pay all of the costs of preparing, mailing and soliciting the proxies and materials used in this solicitation. Andrew will ask banks, brokers and other nominees and fiduciaries to forward the proxy materials to the beneficial owners of Andrew common stock and to obtain the authority to execute proxies. Andrew will reimburse them for their reasonable expenses.

In addition to mailing proxy materials, Andrew's directors, officers and employees may solicit proxies in person, by telephone or otherwise. Andrew also has employed Morrow & Co., Inc. to solicit proxies on its behalf and will pay them approximately $10,000, plus reimbursement of out-of-pocket expenses for their services.

Appraisal Rights

Holders of Andrew common stock have appraisal rights under the Delaware General Corporation Law in connection with the merger. Under the DGCL, holders of Andrew common stock have the right to dissent from the merger and to receive payment in cash for the fair value of such holder's common stock as determined by the Delaware Court of Chancery, together with a fair rate of interest, if any, as determined by the court, in lieu of the consideration such holder would otherwise be entitled to pursuant to the merger agreement. These rights are known as appraisal rights. Stockholders electing to exercise appraisal rights must comply strictly with the statutory procedures set out in the provisions of Section 262 of the DGCL in order to perfect their rights. In addition, holders of Andrew common stock will have to determine whether or not to exercise their appraisal rights in connection with the merger before CommScope is required to decide on the form of the consideration for the stub portion of the merger consideration.

The following is intended as a brief summary of the material provisions of the Delaware statutory procedures required to be followed by a stockholder in order to dissent from the merger and perfect its appraisal rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Section 262 of the DGCL, the full text of which appears in Annex C to this proxy statement/prospectus.

Any holder of Andrew common stock seeking to exercise its right to dissent from the merger and demand appraisal of its shares of Andrew common stock, or wishing to preserve its right to do so, should carefully review Section 262 and is urged to consult a legal advisor. Failure to precisely follow any of the statutory procedures set forth in Section 262 of the DGCL may result in a termination or waiver of your appraisal rights.

Section 262 requires that stockholders be notified that appraisal rights will be available not less than 20 days before the stockholders' meeting to vote on the merger. A copy of Section 262 must be included with such notice. This proxy statement/prospectus constitutes Andrew's notice to its stockholders of the availability of appraisal rights in connection with the merger in compliance with the requirements of Section 262. If you wish to consider exercising your appraisal rights, you should carefully review the text of Section 262 contained in Annex C to this proxy statement/prospectus since failure to timely and properly comply with the requirements of Section 262 will result in the loss of your appraisal rights under the DGCL.

If you elect to demand appraisal of your shares, you must satisfy each of the following conditions:

- You must deliver to us a written demand for appraisal of your shares before the vote with respect to the merger is taken. This written demand for appraisal must be in addition to and separate from any proxy or vote abstaining from or voting against the adoption of the merger agreement. Voting against or failing to vote for the adoption of the merger agreement by itself does not constitute a demand for appraisal within the meaning of Section 262;

- You must not vote in favor of the adoption of the merger agreement. A vote in favor of the adoption of the merger agreement, by proxy, over the Internet, by telephone or in person, will constitute a waiver of your appraisal rights in respect of the shares so voted and will nullify any previously filed written demands for appraisal. A proxy which does not contain voting instructions will, unless revoked, be voted in favor of the merger agreement. **Therefore, a stockholder who votes by proxy and who wishes to exercise appraisal rights must vote against the merger agreement or abstain from voting on the merger agreement;** and

- You must continue to hold your shares of Andrew common stock from the date of making the demand through the completion of the merger.

If you fail to comply with any of these conditions and the merger is completed, you will be entitled to receive the merger consideration for your shares of common stock as provided in the merger agreement, but you will have no appraisal rights with respect to your shares of common stock.

All demands for appraisal should be addressed to Andrew Corporation, 3 Westbrook Corporate Center, Suite 900, Westchester, Illinois 60154, Attention: Corporate Secretary, and must be delivered before the vote on the merger agreement is taken at the special meeting, and should be executed by, or on behalf of, the record holder of the shares of common stock. The demand must reasonably inform Andrew of the identity of the stockholder and the intention of the stockholder to demand appraisal of his, her or its shares.

To be effective, a demand for appraisal by a holder of common stock must be made by, or in the name of, such registered stockholder, fully and correctly, as the stockholder's name appears on his or her stock certificate(s). **Beneficial owners who do not also hold the shares of record may not directly make appraisal demands to us. The beneficial holder must, in such cases, have the registered owner, such as a broker, bank or other nominee, submit the required demand in respect of those shares.** If shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, execution of a demand for appraisal should be made by or for the fiduciary; and if the shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand should be executed by or for all joint owners. An authorized agent, including an authorized agent for two or more joint owners, may execute the demand for appraisal for a stockholder of record; however, the agent must identify the record owner or owners and expressly disclose the fact that, in executing the demand, he or she is acting as agent for the record owner. A record owner, such as a broker, who holds shares as a nominee for others, may exercise his or her right of appraisal with respect to the shares held for one or more beneficial owners, while not exercising this right for other beneficial owners. In that case, the written demand should state the number of shares as to which appraisal is sought. Where no number of shares is expressly mentioned, the demand will be presumed to cover all shares held in the name of the record owner.

If you hold your shares of common stock in a brokerage account or in other nominee form and you wish to exercise appraisal rights, you should consult with your broker or the other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee.

Within 10 days after the effective time of the merger, the surviving corporation must give written notice that the merger has become effective to each stockholder who has properly filed a written demand for appraisal and who did not vote in favor of the merger agreement. At any time within 60 days after the effective time, any stockholder who has demanded an appraisal has the right to withdraw the demand and to accept the merger consideration specified by the merger agreement for his or her shares of common stock. Within 120 days after the effective date of the merger, any stockholder who has complied with Section 262 will, upon written request to the surviving corporation, be entitled to receive a written statement setting forth the aggregate number of shares not voted in favor of the merger agreement and with respect to which demands for appraisal rights have been received and the aggregate number of holders of such shares. Such written statement will be mailed to the requesting stockholder within 10 days after such written request is received by the surviving corporation or within 10 days after expiration of the period for delivery of demands for appraisal, whichever is later. Within 120 days after the effective time, either the surviving corporation or any stockholder who has complied with the requirements of Section 262 may file a petition in the Delaware Court of Chancery demanding a determination of the fair value of the shares held by all stockholders entitled to appraisal. Upon the filing of the petition by a stockholder, service of a copy of such petition shall be made upon the surviving corporation. The surviving corporation has no obligation to file such a petition in the event there are dissenting stockholders. Accordingly, the failure of a stockholder to file such a petition within the period specified could nullify the stockholder's previously written demand for appraisal.

If a petition for appraisal is duly filed by a stockholder and a copy of the petition is delivered to the surviving corporation, the surviving corporation will then be obligated, within 20 days after receiving service of a copy of the petition, to provide the Delaware Court of Chancery with a duly verified list containing the names and addresses of all stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached by the surviving corporation. After notice to dissenting stockholders who demanded appraisal of their shares, the Delaware Court of Chancery is empowered to conduct a hearing upon the petition, and to determine those stockholders who have complied with Section 262 and who have become entitled to the appraisal rights provided thereby. The Delaware Court of Chancery may require the stockholders who have demanded appraisal for their shares to submit their stock certificates to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any stockholder fails to comply with that direction, the Delaware Court of Chancery may dismiss the proceedings as to that stockholder.

After determination of the stockholders entitled to appraisal of their shares of common stock, the Delaware Court of Chancery will appraise the shares, determining their fair value exclusive of any element of value arising from the accomplishment or expectation of the merger, together with a fair rate of interest, if any. When the value is determined, the Delaware Court of Chancery will direct the payment of such value, with interest thereon accrued during the pendency of the proceeding, if the Delaware Court of Chancery so determines, to the stockholders entitled to receive the same, upon surrender by such holders of the certificates representing those shares.

In determining fair value, and, if applicable, a fair rate of interest, the Delaware Court of Chancery is required to take into account all relevant factors. In *Weinberger v. UOP, Inc.*, the Delaware Supreme Court discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that "proof of value by any techniques or methods which are generally considered acceptable in the financial community and otherwise admissible in court" should be considered, and that "fair price obviously requires consideration of all relevant factors involving the value of a company."

Section 262 provides that fair value is to be "exclusive of any element of value arising from the accomplishment or expectation of the merger." In *Cede & Co. v. Technicolor, Inc.*, the Delaware Supreme Court stated that such exclusion is a "narrow exclusion [that] does not encompass known elements of value," but which rather applies only to the speculative elements of value arising from such accomplishment or expectation. In Weinberger, the Delaware Supreme Court construed Section 262 to mean that "elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered."

You should be aware that the fair value of your shares as determined under Section 262 could be more than, the same as, or less than the value that you are entitled to receive under the terms of the merger agreement.

Costs of the appraisal proceeding may be imposed upon the surviving corporation and the stockholders participating in the appraisal proceeding by the Delaware Court of Chancery as the Court deems equitable in the circumstances. Upon the application of a stockholder, the Delaware Court of Chancery may order all or a portion of the expenses incurred by any stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorneys' fees and the fees and expenses of experts, to be charged pro rata against the value of all shares entitled to appraisal. Any stockholder who had demanded appraisal rights will not, after the effective time of the merger, be entitled to vote shares subject to that demand for any purpose or to receive payments of dividends or any other distribution with respect to those shares, other than with respect to payment as of a record date prior to the effective time; however, if no petition for appraisal is filed within 120 days after the effective time of the merger, or if the stockholder delivers a written withdrawal of his or her demand for appraisal and an acceptance of the terms of the merger within 60 days after the effective time of the merger, then the right of that stockholder to appraisal will cease and that stockholder will be entitled to receive the merger consideration for shares of his, her or its common stock pursuant to the merger agreement. Any withdrawal of a demand for appraisal made more than 60 days after the effective time of the merger may only be made with the written approval of the surviving corporation and must, to be effective, be made within 120 days after the effective time.

In view of the complexity of Section 262, stockholders who may wish to dissent from the merger and pursue appraisal rights should consult their legal advisors.

Andrew Board Recommendation

The merger agreement was unanimously approved by the directors present at the meeting called for that purpose, which included all of the directors. Andrew's board of directors recommends that Andrew stockholders vote to approve the adoption of the merger agreement.

ANDREW'S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT THE ADOPTION OF THE MERGER AGREEMENT IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ANDREW AND ITS STOCKHOLDERS AND HAS APPROVED THE ADOPTION OF THE MERGER AGREEMENT. ANDREW'S BOARD OF DIRECTORS RECOMMENDS THAT ALL ANDREW STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 1.

ANDREW'S BOARD OF DIRECTORS HAS DETERMINED AND BELIEVES THAT THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, IF A QUORUM IS PRESENT, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF PROPOSAL NO. 1 IS ADVISABLE TO, AND IN THE BEST INTERESTS OF, ANDREW AND ITS STOCKHOLDERS AND HAS APPROVED AND ADOPTED THE PROPOSAL. ACCORDINGLY, ANDREW'S BOARD OF DIRECTORS RECOMMENDS THAT ALL ANDREW STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 2.

PROPOSAL NO. 1 THE MERGER

General Description of the Merger

At the effective time, DJRoss, Inc. will be merged with and into Andrew. Andrew will be the surviving corporation in the merger and will continue as an indirect wholly owned subsidiary of CommScope. In the merger, each share of Andrew common stock outstanding at the effective time will automatically be converted into the right to receive:

- $13.50 in cash; plus
- The stub portion of the merger consideration, which, at the election of CommScope, will consist of either
  - $1.50 in cash;
  - a fraction of a share of CommScope common stock equal to $1.50 divided by the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective (which we refer to as the measurement period); or
  - a combination of cash and a fraction of a share of CommScope common stock (determined as described above) together equaling $1.50.

If CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock, approximately 5.5 million shares of CommScope common stock would be issued in respect of Andrew common stock, the Andrew notes, and Andrew stock options and restricted shares in connection with the merger, representing approximately 8% of the outstanding shares of CommScope common stock immediately following the consummation of the merger, assuming that a CommScope common stock price of $47.17 per share (which was the closing price on October 31, 2007) is used in the calculation and based on the number of shares of CommScope stock outstanding as of October 31, 2007. The number of shares of CommScope common stock issued in connection with the merger will be lower if CommScope elects to pay the stub portion of the merger consideration only partially in CommScope common stock. If CommScope elects to pay the stub portion of the merger consideration entirely in cash, no shares of CommScope common stock would be issued in connection with the merger. In determining which form of consideration will be used for the stub portion of the merger consideration, CommScope intends to consider the totality of the information then available to it including, without limitation, the following primary factors: the per share trading price of CommScope's common stock during the measurement period as compared to the recent historical trading prices of CommScope common stock; the amount of cash, cash equivalents and short-term investments available to CommScope and the amount of cash estimated to be required for normal operations; the views of the rating agencies; CommScope's business outlook (including management's views as to CommScope's future revenues, earnings and cash flow); and conditions in the equity and financing markets (including the terms of its debt financing). In particular, CommScope intends to assess, immediately prior to closing, the terms of its financing arrangements and the impact of additional borrowings on its future operations, as well as CommScope's common stock price during the measurement period, with a view to optimizing CommScope's financial position.

Background of the Merger

Andrew's board of directors has regularly reviewed Andrew's strategic objectives and the means of achieving those objectives, including potential strategic initiatives and various business combinations. In particular, Andrew's board has considered the possibility of combining its position in the wireless infrastructure segment with a company that has a leading position in wireline connectivity solutions.

On May 31, 2006, Andrew entered into an agreement and plan of merger with ADC Telecommunications, Inc. providing for a merger between Andrew and ADC in which each share of

Andrew common stock would be converted into 0.57 of a share of ADC common stock having an implied market value as of the close of business on May 30, 2006, the last trading day prior to the date of that agreement, of $12.76 per share of Andrew common stock. The market price of ADC's common stock declined following the signing of the merger agreement between Andrew and ADC. By the close of business on Friday, August 4, 2006, the market value of 0.57 of a share of ADC's common stock had fallen to $6.97, a 45% decline since the time the merger agreement between Andrew and ADC had been signed.

On Monday, August 7, 2006, CommScope made an unsolicited offer to acquire Andrew for $9.50 in cash per Andrew share.

On August 9, 2006, Andrew and ADC agreed to terminate the May 31, 2006 merger agreement between Andrew and ADC without liability to either party. Andrew's board of directors sought the termination of the merger agreement with ADC due to the precipitous decline in the value of the ADC common stock and because of the belief that then current market conditions raised significant questions about the ability to obtain necessary stockholder approval. To effect the mutual termination, Andrew paid ADC $10 million and agreed that ADC would be paid another $65 million in the event Andrew consummated a business combination transaction within 12 months of August 9, 2006.

Also on August 9, 2006, Andrew's board of directors carefully reviewed and considered, in consultation with its advisors, CommScope's August 7, 2006 offer of $9.50 in cash per share of Andrew common stock. Andrew's board of directors concluded that such offer did not adequately reflect the value of Andrew, its business prospects, and its industry-leading products, global customer base, and skilled global workforce. Accordingly, Andrew's board of directors rejected CommScope's August 7, 2006 proposal.

On August 10, 2006, CommScope withdrew its cash offer of $9.50 per share of Andrew common stock.

In early 2007, Mr. Faison met with the chief executive of another major company in the telecommunications equipment business, referred to herein as Strategic Party #2. Strategic Party #2 indicated that it might have an interest in exploring a possible business combination transaction with Andrew.

On February 5, 2007, senior representatives of the management of Andrew met with senior representatives of the management of CommScope in Chicago to discuss the possibility of a business combination between Andrew and CommScope.

On March 14, 2007, Mr. Faison contacted the chief executive officer of Strategic Party #2 to inquire whether that company might have an interest in commencing discussions about a possible business combination transaction. The chief executive officer of Strategic Party #2 was aware of rumors that CommScope might have a continuing interest in acquiring Andrew and indicated that Strategic Party #2 might have an interest in a business combination transaction with Andrew structured as a "merger of equals". The chief executive officer of Strategic Party #2 informed Mr. Faison that he planned to discuss Andrew at an upcoming meeting of the board of directors of Strategic Party #2.

On March 15, 2007, CommScope sent an unsolicited letter to Andrew proposing that CommScope acquire Andrew for $13.50 in cash per share of Andrew common stock.

On March 19, 2007, Andrew amended its retention agreement with Citigroup Global Markets Inc., which we refer to as Citigroup, originally entered into in January 2006, to provide that Citigroup would act as financial advisor to Andrew in connection with the consideration of a possible business combination transaction with CommScope, Strategic Party #2 or Strategic Party #3.

On March 19, 2007, Mr. Faison met with representatives of a private equity sponsor, referred to herein as Private Equity Sponsor #1, and with the chief executive of another major company in the telecommunications equipment business, referred to herein as Strategic Party #3, to discuss the possibility of a business combination between Andrew and Strategic Party #3 that might be facilitated by Private Equity Sponsor #1.

On March 20, 2007, Andrew's board of directors met with Andrew's senior management and with representatives of Andrew's financial advisors, Citigroup, and Andrew's legal advisors, Mayer, Brown, Rowe & Maw LLP, which we refer to as Mayer Brown, to discuss the March 15, 2007 CommScope proposal. At this meeting Andrew's board of directors reviewed with Andrew's senior management and its financial and legal advisors the CommScope proposal, CommScope's business and Andrew's business prospects and possible strategic alternatives. Mr. Faison reviewed for the board his recent contacts with Strategic Party #2, Strategic Party #3 and Private Equity Sponsor #1. At the conclusion of this meeting Andrew's board of directors determined to reject CommScope's $13.50 per share proposal as inadequate.

On March 23, 2007, representatives of Citigroup discussed Andrew's rejection of the March 15 proposal with representatives of CommScope's financial advisor, Banc of America Securities LLC, who indicated that CommScope might be prepared to increase the proposed purchase price if CommScope were permitted to conduct due diligence regarding Andrew.

Andrew determined to permit CommScope to perform preliminary due diligence and, on April 3, 2007, entered into a confidentiality agreement with CommScope relating to the protection of Andrew's confidential information provided to CommScope, which included a standstill provision terminating on May 18, 2007. On April 5, 2007, representatives of Andrew's management met in Chicago with representatives of CommScope's senior management and made a presentation about Andrew's business.

On April 19, 2007, representatives of Banc of America Securities LLC indicated that CommScope might be prepared to increase its proposal to acquire Andrew to $13.75 per share in cash. Later on April 19, 2007, Andrew's board of directors was informed of this possible increase and determined to reject this revised indication of interest and to terminate further discussions with CommScope.

On May 2, 2007, Mr. Faison and Marty Kittrell, Andrew's Chief Financial Officer, met with representatives of a private equity sponsor, referred to herein as Private Equity Sponsor #2, to determine if there was possible interest on the part of Private Equity Sponsor #2 in an acquisition of Andrew.

On May 3, 2007, Andrew released its financial results for the second fiscal quarter of 2007; in the two trading days following such release the per share closing price of Andrew's common stock on the Nasdaq Global Market rose approximately 16% from $11.27 to $13.09.

On May 8, 2007, Mr. Faison contacted Frank M. Drendel, CommScope's Chairman and Chief Executive Officer, to suggest that either CommScope substantially improve its proposal or terminate discussions. On May 9, 2007, CommScope submitted a substantially improved proposal to Andrew in which it proposed to pay $15.00 per share of Andrew common stock, consisting of an unspecified amount of cash, plus up to 12 million shares of CommScope common stock.

On May 10, 2007, Andrew's board of directors met with Andrew's senior management and with representatives of Andrew's financial and legal advisors to discuss CommScope's substantially improved May 9 proposal. At this meeting, Andrew's board of directors discussed Andrew's other possible strategic alternatives, including the fact that Andrew had not been able to induce Strategic Party #2, Strategic Party #3, Private Equity Sponsor #1 or Private Equity Sponsor #2 to make a business combination proposal and that it appeared unlikely that any other strategic party or private equity sponsor would be reasonably likely to be in a position to make a business combination proposal that would be superior to a $15.00 per share transaction with CommScope. Andrew's board of directors authorized Andrew's management and advisors to pursue a transaction with CommScope on the best terms that could be negotiated, including maximum certainty as to price regarding any portion of the consideration to be paid in the form of shares of CommScope common stock.

On May 17, 2007, Andrew and CommScope entered into a confidentiality agreement relating to the protection of CommScope's confidential information provided to Andrew. Also on May 17, 2007, Andrew and CommScope entered into an agreement providing that Andrew could not solicit other acquisition proposals (but could respond to unsolicited acquisition proposals) until June 5, 2007.

Between May 10, 2007 and June 5, 2007, Andrew and CommScope engaged in negotiations regarding the terms of a possible transaction and each continued to conduct its due diligence investigation of the other.

On June 5, 2007, negotiations were suspended when an impasse was reached regarding the proposed terms of the transaction, including possible closing conditions and price certainty of the portion of the consideration that was to be paid in the form of shares of CommScope common stock.

On June 13, 2007, Andrew and CommScope resumed their discussions and on June 15, 2007, CommScope improved its proposal to offer Andrew stockholders $15.00 per share of Andrew common stock, $13.50 of which to be payable in cash and $1.50 of which to be payable in cash, CommScope common stock or a combination thereof at the election of CommScope. The value of any CommScope common stock used as consideration would be fixed based on the volume weighted average of the closing sale prices for a share of CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger became effective. CommScope believed that its proposal, including both the increased aggregate amount and the structure of the consideration, would provide Andrew stockholders both with an attractive premium for their shares and reasonable certainty as to the value of the merger consideration, since at least 90% would be in cash, yet would allow CommScope the flexibility to use CommScope common stock for a portion of the merger consideration if CommScope determined it would be desirable to do so based on market and business conditions existing at the time of the merger (even though the decision would be made after the Andrew stockholder vote). In particular, CommScope wanted the flexibility to determine the form of consideration for the stub portion of the merger consideration after the measurement period and after the terms of its financing arrangements had been determined with a view to optimizing CommScope's financial position.

On June 19, 2007, Andrew formally retained Merrill Lynch to provide an independent fairness opinion regarding the proposed merger.

On June 21, 2007, Andrew's board of directors held a special meeting in Chicago. A representative of Mayer Brown reviewed with the board its fiduciary duties under applicable law. Representatives of Citigroup and Merrill Lynch reviewed with Andrew's board of directors their respective financial analyses of the proposed business combination with CommScope. In addition, representatives of Andrew's management and Ernst & Young LLP reported on their due diligence findings regarding CommScope. The representative of Mayer Brown reviewed certain terms of the draft merger agreement and CommScope's financing commitment. Representatives of Andrew and CommScope, and their respective legal counsel, continued to negotiate the final terms of the merger agreement from June 13 through June 26, 2007.

On June 26, 2007, Andrew's board of directors held a special telephonic meeting at which representatives of Andrew's management and representatives of Citigroup, Merrill Lynch, and Mayer Brown were present. At this meeting, the board of directors reviewed the final terms of the merger agreement. Representatives of Merrill Lynch reviewed its financial analyses and delivered to Andrew's board of directors Merrill Lynch's oral opinion, which opinion was subsequently confirmed in writing, to the effect that, as of June 26, 2007 and based upon the assumptions made, matters considered and limits of review set forth in its written opinion, the merger consideration pursuant to the merger was fair, from a financial point of view, to the holders of Andrew common stock. For further information regarding this opinion, see the section entitled "Proposal No. 1 The Merger Opinion of Andrew's Financial Advisor." Following further discussions and deliberations, Andrew's board of directors unanimously approved and declared advisable the merger agreement and the transactions that it contemplates and resolved to recommend that Andrew stockholders approve and adopt the merger agreement and the transactions that it contemplates.

On the evening of June 26, 2007, Andrew and CommScope entered into the merger agreement and the proposed transaction was publicly announced on the morning of June 27, 2007.

Andrew's Reasons for the Merger

In determining whether to approve the merger agreement, Andrew's board of directors considered a variety of factors that might impact the long-term, as well as the short-term, interests of Andrew and its stockholders, including whether these interests may be best served by the continued independence of Andrew. As part of its deliberations, Andrew's board of directors took into consideration, among other factors, the historical, current and projected financial condition, results of operations, stock performance, capitalization and operating, strategic and financials risks of Andrew.

In making the determination described above, Andrew's board of directors consulted with Andrew's management, legal advisors, tax advisors and accountants and was advised by Citigroup, Andrew's financial advisor, and Merrill Lynch, which delivered to the board its opinion as to the fairness from a financial point of view of the merger consideration. Andrew's board of directors considered a number of factors, including, among other things, the following principal positive factors (the order does not reflect relative significance):

Industry Consolidation. As the telecommunication carrier industry has undergone significant consolidation in recent years, the telecommunications equipment industry has undergone a corresponding trend of consolidation. Andrew's board of directors believes that it is necessary over the long run to expand its scale and product offerings through complementary consolidation in order to effectively serve its customers. Andrew's board of directors believes that the proposed merger with CommScope is the best opportunity for Andrew to participate in this industry consolidation on highly favorable terms to Andrew and its stockholders.

Favorable Valuation. Andrew's board of directors considered the fact that the merger consideration of $15.00 per share of Andrew common stock compares favorably with the current and historical financial condition and results of operations of Andrew, as well as its near and long-term prospects, including the risks and uncertainties associated with successfully executing on Andrew's stand-alone growth strategies. Andrew's board of directors also considered the fact that the merger consideration of $15.00 per share of Andrew common stock compares favorably with consideration received by stockholders in other transactions that Andrew's board of directors believe to be comparable.

Attractive Premium. Andrew's board of directors considered the relationship of the merger consideration of $15.00 per share of Andrew common stock to the recent market prices for Andrew's common stock. The merger consideration represents a premium of approximately 13% over Andrew's average closing share price for the 30 trading days prior to the public announcement of the proposed merger, a 21% premium over Andrew's average closing share price for the 60 trading days prior to the public announcement of the proposed merger and a 16% premium over Andrew's closing share price on June 26, 2007, the last trading day prior to the public announcement of the proposed merger.

Best Strategic Alternative Available. Andrew's board of directors considered the fact that over approximately the previous 15 months Andrew has explored various strategic alternatives with the assistance of its financial and legal advisors and that the merger with CommScope is the most favorable strategic alternative that Andrew was able to identify as a result of this process. The process of exploring strategic alternatives included an analysis of various alternatives available to Andrew, including remaining an independent public company, soliciting interest from private equity firms, and the possibility of acquisitions of, or mergers with, other companies in Andrew's industry, as well as the risks and uncertainties associated with each of these alternatives.

Vigorous Negotiation Process. Andrew's board of directors considered the fact that the negotiations between Andrew and CommScope have been pursued vigorously in the view of Andrew's board of directors and had been pursued in a manner calculated by Andrew's board of directors to achieve the highest price reasonably available for Andrew's stockholders. In this regard, Andrew's board of directors considered the fact that since August 2006 the price that CommScope has proposed to pay for Andrew has increased from approximately $1.6 billion in the aggregate to approximately $2.6 billion in the aggregate, an increase of over 60%.

Certainty of Value. Andrew's board of directors considered the fact that the merger consideration consists of at least 90% cash and that the portion of the merger consideration that may be paid in the form of shares of CommScope common stock will have a fixed value of $1.50 per share of Andrew common stock based on the volume weighted average closing sale prices of CommScope's common stock over the ten trading days ending two trading days prior to the effective date of the merger. Andrew's board of directors considered the fact that, although CommScope will have the discretion to determine the form of payment of the stub portion of the merger consideration after the Andrew stockholders vote on the merger, the method for fixing the value of this consideration based on market prices for CommScope's common stock shortly before the effective date of the merger limits Andrew's stockholders' exposure to fluctuations in the market value of CommScope's common stock prior to the effective time of the merger.

Certainty of Payment. Andrew's board of directors considered CommScope's ability to pay the merger consideration, including CommScope's financial condition and fully committed financing with minimal and customary conditions. Andrew's board of directors also considered the fact that the merger agreement does not contain a condition relating to CommScope's ability to obtain financing.

Fairness Opinion. Andrew's board of directors considered Merrill Lynch's oral opinion, which opinion was subsequently confirmed in writing, to the effect that, as of June 26, 2007 and based upon the assumptions made, matters considered and limits of review set forth in its written opinion, the merger consideration pursuant to the merger was fair, from a financial point of view, to the holders of Andrew common stock. For further information regarding this opinion, see the section entitled "Opinion of Andrew's Financial Advisor." A copy of the written opinion rendered by Merrill Lynch, setting forth the assumptions made, matters considered and limits of review, is attached as Annex B to this proxy statement/prospectus and is hereby incorporated herein by reference. Stockholders are urged to read this opinion in its entirety. Andrew's board of directors was aware that Merrill Lynch became entitled to certain fees upon the delivery of its fairness opinion. For further information, see the section entitled "Proposal No. 1 The Merger Opinion of Andrew's Financial Advisor" for a discussion of the fees payable to Merrill Lynch.

Terms of the Merger Agreement. Andrew's board of directors considered the fact that the terms of the merger agreement were determined through arm's length negotiations between Andrew and its outside legal and financial advisors, on the one hand, and CommScope and its outside legal and financial advisors, on the other hand. Among other provisions of the merger agreement considered important by Andrew's board of directors were:

- The provision of the merger agreement that permits Andrew's board of directors to respond to unsolicited acquisition proposals that are reasonably likely to lead to a superior proposal, subject to customary conditions;

- The "fiduciary out" provisions of the merger agreement that permit Andrew's board of directors, upon payment by Andrew of a $75 million termination fee, to terminate the merger agreement to accept an unsolicited takeover proposal that Andrew's board of directors determines in good faith, after receipt of advice of its outside legal counsel, that, in light of such superior proposal, the failure of Andrew's board of directors to do so is reasonably likely to result in a breach of its fiduciary obligations to Andrew's stockholders under applicable law.

Likelihood of Success. Andrew's board of directors considered the likelihood of satisfaction of all conditions to consummation of the merger and the likelihood of obtaining the required regulatory approvals.

Appraisal Rights. Andrew's board of directors considered the fact that appraisal rights will be available to stockholders who properly exercise their rights under Delaware law, which would give such stockholders the ability to seek and be paid a judicially determined appraisal of the "fair value" of their shares of Andrew common stock after the completion of the merger.

Anticipated Strength of CommScope after the Merger. Andrew's board of directors considered the strategic rationale for the combination of Andrew's and CommScope's business and the anticipated strength of CommScope after the merger and the fact that if CommScope determines to pay a portion of the merger consideration in the form of shares of CommScope common stock that Andrew's stockholders would have an opportunity to participate in the potential future growth of CommScope after the merger.

Andrew's board of directors also considered certain risks and other potentially negative factors, including the following:

Taxable Transaction. The fact that Andrew's stockholders will generally be required to pay U.S. federal income taxes on any gains that result from their receipt of the merger consideration.

Little or No Future Participation. The fact that Andrew's stockholders will have no continuing equity interest in CommScope following the proposed merger if CommScope elects to pay all of the merger consideration in the form of cash and relatively little continuing equity interest in CommScope following the proposed merger if CommScope elects to pay a portion of the merger consideration in the form of CommScope common stock, and therefore would participate relatively little or possibly not at all in any potential future growth or earnings of CommScope after the merger.

Regulatory Approvals. The need to obtain certain regulatory clearances or approvals, such as those under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended and certain competition law clearances or approvals outside the United States.

Termination Fee. The existence of a $75 million termination fee payable in certain circumstances under the terms of the merger agreement that would make it more costly for another potential purchaser to acquire Andrew and could deter third parties from making competing offers to acquire Andrew.

No "Go-Shop" Right. The fact that Andrew was unsuccessful in its attempt to negotiate a right to actively solicit competing offers for a period of time after the public announcement of the merger agreement.

Interests of Our Officers and Directors. The fact that certain of Andrew's directors and executive officers have interests in connection with the merger that are different from, or in addition to, the interests of Andrew's stockholders generally. For further information, see the section entitled "Proposal No. 1 The Merger Interests of Andrew Directors and Executive Officers in the Merger."

Possibility the Merger will not Close. The risks and costs to us if the merger is not effected, including the diversion of management and employee attention, employee attrition and the effect on business and customer relationships.

Andrew's board of directors believes that, overall, the potential benefits of the merger to Andrew's stockholders outweigh the risks of the merger and the negative factors described above and that the merger provides the maximum value reasonably available to stockholders.

The foregoing discussion of information and factors considered by Andrew's board of directors is not intended to be exhaustive, but is believed to include a summary of all of the material factors considered by Andrew's board of directors. In view of the variety of factors considered in connection with its evaluation of the merger, Andrew's board of directors did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determinations and recommendations. In addition, individual members of Andrew's board of directors may have given different weights to different factors.

Andrew Board of Directors' Recommendation

AFTER CAREFUL CONSIDERATION, ANDREW'S BOARD OF DIRECTORS RECOMMENDS THAT ANDREW STOCKHOLDERS VOTE "FOR" PROPOSAL NO. 1 TO ADOPT THE MERGER AGREEMENT.

Opinion of Andrew's Financial Advisor

Merrill Lynch was retained by Andrew's board of directors to evaluate the fairness, from a financial point of view, of the consideration to be received by holders of Andrew common stock pursuant to the proposed transaction. On June 26, 2007, Merrill Lynch rendered its oral opinion to Andrew's board, which opinion was subsequently confirmed in writing that, as of that date, based upon and subject to the assumptions made, matters considered and qualifications and limitations on the scope of review undertaken by Merrill Lynch, as set forth in its opinion, the consideration to be received by holders of Andrew common stock pursuant to the proposed merger was fair, from a financial point of view, to the holders.

The full text of Merrill Lynch's written opinion, which sets forth material information relating to the opinion, including the assumptions made, matters considered and qualifications and limitations on the scope of review undertaken by Merrill Lynch, is attached as Annex B to this proxy statement/prospectus and is incorporated into this proxy statement/prospectus by reference in its entirety. This description of Merrill Lynch's opinion is qualified in its entirety by reference to, and should be reviewed together with, the full text of the opinion. You are urged to read the opinion and consider it carefully.

Merrill Lynch's opinion is addressed to the board of directors of Andrew for the use and benefit of the board, and addresses only the fairness as of the date of the opinion, from a financial point of view, of the merger consideration to be received pursuant to the proposed merger by holders of Andrew common stock. The terms of the proposed transaction, including the consideration to be received by holders of Andrew common stock, were determined through negotiations between Andrew and CommScope and were not determined or recommended by Merrill Lynch. Merrill Lynch's opinion does not address the merits of Andrew's underlying decision to engage in the proposed merger nor does it constitute, nor should it be construed as, a recommendation to any of Andrew's stockholders as to how to vote on the proposed merger or on any matter related thereto. In addition, Merrill Lynch was not asked to address, nor does its opinion address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Andrew, other than the holders of Andrew common stock.

Merrill Lynch's opinion does not express any opinion as to the prices at which shares of Andrew's common stock or shares of CommScope's common stock will trade following the announcement or consummation of the proposed merger.

In arriving at its opinion, Merrill Lynch, among other things:

- Reviewed certain publicly available business and financial information relating to Andrew and CommScope that Merrill Lynch deemed to be relevant;
- Reviewed certain information, including financial forecasts, relating to the business, earnings, cash flow, assets, liabilities and prospects of Andrew and CommScope which were furnished to Merrill Lynch by Andrew or CommScope, as well as the amount and timing of the cost savings and related expenses and synergies expected to result from the proposed merger (referred to herein as the Expected Synergies) furnished to Merrill Lynch by Andrew;
- Conducted discussions with members of senior management and representatives of Andrew and CommScope concerning the matters described in the two preceding bullet points, as well as their respective businesses and prospects before and after giving effect to the proposed merger and the Expected Synergies;
- Reviewed the market prices and valuation multiples for shares of Andrew common stock and shares of CommScope common stock and compared them with those of certain publicly traded companies that Merrill Lynch deemed to be relevant;
- Reviewed the results of operations of Andrew and CommScope and compared them with those of certain publicly traded companies that Merrill Lynch deemed to be relevant;
- Compared the proposed financial terms of the proposed transaction with the financial terms of certain other transactions that Merrill Lynch deemed to be relevant;
- Reviewed the potential pro forma impact of the proposed merger;
- Reviewed the merger agreement;
- Reviewed the debt commitment financing letter, dated June 25, 2007, by and among CommScope, Bank of America, N.A., Wachovia Bank, N.A. and certain affiliates of such banks; and
- Reviewed such other financial studies and analyses and took into account such other matters as Merrill Lynch deemed necessary, including Merrill Lynch's assessment of general economic, market and monetary conditions.

In preparing its opinion, Merrill Lynch assumed and relied on the accuracy and completeness of all information supplied or otherwise made available to it, discussed with or reviewed by or for it, or publicly available. Merrill Lynch did not assume any responsibility for independently verifying this information and did not undertake an independent evaluation or appraisal of any of the assets or liabilities of Andrew or CommScope and was not furnished with any such evaluation or appraisal, nor did Merrill Lynch evaluate the solvency or fair value of Andrew or CommScope under any state or federal laws relating to bankruptcy, insolvency or similar matters. In addition, Merrill Lynch did not assume any obligation to conduct any physical inspection of the properties or facilities of Andrew or CommScope. With respect to the financial forecast information furnished to or discussed with Merrill Lynch by Andrew or CommScope, and the Expected Synergies furnished to or discussed with Merrill Lynch by Andrew, Merrill Lynch assumed that the information had been reasonably prepared and reflected the best currently available estimates and judgment of Andrew's or CommScope's management as to the expected future financial performance of Andrew or CommScope, as the case may be, and the Expected Synergies. Merrill Lynch expressed no view as to such forecasts, Expected Synergies or the assumptions on which they were based. Merrill Lynch also assumed that the proposed merger and the other transactions contemplated by the merger agreement will be consummated as described in the merger agreement.

Merrill Lynch's opinion was necessarily based upon market, economic and other conditions as they existed and could be evaluated on, and on the information made available to it as of, the date of the opinion. Subsequent developments may affect the opinions and Merrill Lynch has no obligation to update, revise or reaffirm its opinion. Merrill Lynch assumed that in the course of obtaining the necessary regulatory or other consents or approvals (contractual or otherwise) for the merger, no restrictions, including any divestiture requirements or amendments or modifications, will be imposed that will have a material adverse effect on the contemplated benefits of the merger.

In connection with the preparation of its opinion, Merrill Lynch was not authorized by Andrew or its board of directors to solicit, nor has it solicited, third party indications of interest for the acquisition of all or any part of Andrew.

At the June 26, 2007 Andrew board of directors meeting and in connection with preparing its opinion for the board of directors, Merrill Lynch made a presentation of certain financial analyses of the transaction. The following is a summary of the material analyses contained in the presentation that was delivered to the board of directors. Some of the summaries of financial analyses include information presented in tabular format. In order to understand fully the financial analyses performed by Merrill Lynch, the tables must be read together with the accompanying text of each summary. The tables alone do not constitute a complete description of the financial analyses, including the methodologies and assumptions underlying the analyses, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by Merrill Lynch.

Neither the reference to a specific analysis nor its order of appearance in the summary below is meant to indicate that the analysis was given more weight than any other analysis. In reaching its conclusion, Merrill Lynch arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole and believes the totality of the factors considered and performed by Merrill Lynch in connection with its opinion operated collectively to support its determinations as to the fairness from a financial point of view to the holders of Andrew common stock of the merger consideration contemplated to be received by holders of Andrew common stock. Merrill Lynch did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis.

In arriving at its opinion, Merrill Lynch made its determination as to the fairness, from a financial point of view, as of the date of the opinion, of the merger consideration contemplated to be received by holders of Andrew common stock, on the basis of the financial analyses described below. The following summary is not a complete description of all of the analyses performed and factors considered by Merrill Lynch in connection with its opinion, but rather is a summary of the material financial analyses performed and factors considered by Merrill Lynch. The preparation of a fairness opinion is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis. Selecting portions of the analyses or of the summary below, without considering the analyses as a whole, could create an incomplete view of the processes underlying Merrill Lynch's analyses.

With respect to the analyses summarized below, the analyses reflect selected companies and transactions, and not necessarily all companies or transactions, that may be considered relevant in evaluating Andrew or the transaction. In addition, no company or transaction used as a comparison is either identical or directly comparable to Andrew or the transaction. These analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading or acquisition values of the companies concerned.

The estimates of future performance of Andrew provided by Andrew's management in or underlying Merrill Lynch's analyses are not necessarily indicative of future results or values, which may be significantly more or less favorable than those estimates. In performing its analyses, Merrill Lynch considered industry performance, general business and economic conditions and other matters, many of which are beyond Andrew's control. Estimates of the financial value of companies do not purport to be appraisals or reflect the prices at which these companies actually may be sold. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, neither Merrill Lynch nor any other person assumes responsibility if future results are materially different from those forecasted.

The opinion and financial analyses of Merrill Lynch were only one of many factors considered by the board of directors of Andrew in its evaluation of the transaction and should not be viewed as determinative of the views of the Andrew board of directors with respect to the transaction or the merger consideration contemplated to be received by holders of Andrew common stock.

Management Case and Street Case

For the purposes of the analyses discussed below, Merrill Lynch used financial forecasts provided by Andrew's management for the fiscal years 2007 through 2010, which are referred to as the "Management Case." For the "Street Case," Merrill Lynch used First Call consensus and publicly available research guidance.

Merger Consideration

Merrill Lynch reviewed the implied value of the per share merger consideration to be received by the holders of Andrew common stock, in the form of:

(1) $13.50 in cash; and

(2) at CommScope's election, either (i) $1.50 in cash, *or* (ii) a fraction of a share of CommScope's common stock equal to the Exchange Ratio (as defined below), *or* (iii) a combination of cash and such fraction of a share of CommScope's common stock, together equaling $1.50.

The "Exchange Ratio" is the quotient obtained by dividing (A) $1.50 by (B) the volume weighted average of the closing prices for CommScope common stock over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective.

Based upon the terms above, the implied value to be received by the holders of Andrew common stock in the proposed merger is $15.00 per share of Andrew common stock, which is referred to as the "implied offer price."

Premiums Analysis

Merrill Lynch compared the implied offer price of $15.00 to the average daily closing prices for Andrew common stock for various periods prior to the announcement of the proposed merger. Merrill Lynch noted the following offer premiums:

Time Period	Andrew Common Stock Price	Premium Implied by Implied Offer Price of $15.00
June 25, 2007	$ 13.00	15.4%
30 Trading Day Average	13.25	13.2%
90 Trading Day Average	11.72	28.0%
180 Trading Day Average	10.91	37.5%
52 Week Average	10.31	45.5%

Historical Stock Trading Analysis

Merrill Lynch reviewed the historical closing low and high trading prices for shares of Andrew common stock as reported by FactSet Research Systems Inc., an online investment research and database service used by many financial institutions. Merrill Lynch observed that (i) for the 52 weeks ending June 25, 2007, the closing low and high trading prices for the shares were $7.08 and $13.91, respectively, and (ii) for the 90 trading days ending June 25, 2007, the closing low and high trading for the shares were $9.99 and $13.78, respectively, as compared to the implied offer price per share of Andrew common stock of $15.00.

Research Analyst Stock Price Targets

Merrill Lynch reviewed seventeen recently publicly available research analyst reports for Andrew and observed that eleven of such reports provided price targets for Andrew common stock for the twelve months following such reports. The range of the research analyst stock price targets for Andrew common stock in these reports was $11.00 to $16.00. Merrill Lynch discounted these stock price targets using an assumed cost of equity of 14%, which resulted in a range of $9.75 to $14.00, as compared to the implied offer price per share of Andrew common stock of $15.00.

Comparable Company Analysis

Merrill Lynch compared selected financial and stock price trading data for Andrew with similar data for nine publicly traded companies that Merrill Lynch deemed to be comparable to Andrew.

- Amphenol Corporation;
- CommScope, Inc.;
- General Cable Corporation;
- Belden Inc.;
- ADC Telecommunications, Inc.;
- Adtran, Inc.;
- Harris Stratex Networks, Inc.;
- Powerwave Technologies, Inc.; and
- Anaren, Inc.

For each of the companies identified above, Merrill Lynch calculated various valuation multiples, including:

- the ratio of share price to the estimated earnings per share, or EPS, for calendar year 2007; and
- the ratio of enterprise value to the estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, for calendar year 2007.

For purposes of its analysis, Merrill Lynch calculated the enterprise value as the market capitalization (as of June 25, 2007) plus total debt, minority interests and preferred stock, less cash and marketable securities. To calculate these valuation multiples, Merrill Lynch used EBITDA projections obtained from Wall Street research, First Call EPS estimates as of June 25, 2007 and closing trading prices of equity securities of each identified company on June 25, 2007.

Merrill Lynch calculated the following trading multiples for the above publicly traded companies identified as comparable to Andrew:

Methodology	Low	Median	Mean	High
Price / CY2007 Estimated EPS	16.4x	19.6x	20.5x	30.0x
Enterprise Value / CY2007 Estimated EBITDA	8.7x	11.3x	10.7x	11.8x

Based upon its analysis of the full ranges of multiples calculated for the companies identified above and its consideration of various factors and judgments about current market conditions and the characteristics of the companies (including qualitative factors and judgments involving non-mathematical considerations), Merrill Lynch determined relevant ranges of multiples for the companies (which relevant ranges were narrower than the full ranges of these multiples).

The following table summarizes the derived relevant ranges of multiples for the publicly traded companies identified as comparable to Andrew and the ranges of share prices of Andrew common stock, rounded to the nearest $0.25, implied by such multiples, as compared to the implied offer price per share of Andrew common stock of $15.00:

Methodology	Multiple Range		Implied Price of Common Stock	
Street Case:				
Price / CY2007 Estimated EPS	18.0x	21.0x	$11.00	$13.00
Management Case:				
Price / CY2007 Estimated EPS	18.0x	21.0x	$13.00	$15.00
Enterprise Value / CY2007 Estimated EBITDA	9.0x	11.0x	$11.75	$14.50

You should note that no company used in the above analysis is identical to Andrew. In evaluating companies identified by Merrill Lynch as comparable to Andrew or otherwise relevant to its analysis of Andrew, Merrill Lynch made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters. Many of these matters are beyond Andrew's control, such as the impact of competition on Andrew's business, the industry generally or the companies identified above, industry growth and the absence of any material change in Andrew's financial condition and prospects, the industry, the financial markets in general or the companies identified above. A complete analysis involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies identified above and other factors that could affect the public trading values of these companies.

Comparable Transaction Analysis

Using publicly available information, Merrill Lynch examined certain multiples paid or proposed to be paid in certain transactions that Merrill Lynch deemed to be relevant. The precedent transactions that Merrill Lynch considered to be relevant were:

Announcement Date	Target Name	Acquiror Name
May 2007	Aeroflex Incorporated	Veritas Capital
August 2006	Andrew Corporation	CommScope, Inc.
June 2006	Filtronic Segment	Powerwave Technologies, Inc.
May 2006	Andrew Corporation	ADC Telecommunications, Inc.
February 2006	Artesyn Technologies, Inc.	Emerson Electric Co.
October 2005	Marconi	Ericsson (L M) Tel Adr

October 2005	Teradyne Connection Systems	Amphenol Corporation
June 2005	Pirelli Energy and Telecom	Goldman Sachs Capital Partners
March 2004	Belden CDT Telecom Assets	Superior Essex Inc.
March 2004	KRONE	ADC Telecommunications, Inc.
February 2004	Cable Design Tech Cp Cl A	Belden, Inc.
December 2003	LGP Allgon	Powerwave Technologies, Inc.
October 2003	Avaya Connectivity Systems	CommScope, Inc.
February 2003	Allen Telecom Inc.	Andrew Corporation

All calculations of multiples paid or proposed to be paid in the transactions identified above were based on public information available near the time of public announcement of these transactions. Merrill Lynch's analysis did not take into account different market and other conditions during the period in which the transactions identified above occurred.

For each of the transactions identified above, Merrill Lynch calculated the ratio of enterprise value implied by the transaction to the estimated EBITDA for the identified company for the latest twelve month ("LTM") period prior to when the relevant transaction was announced. The table below summarizes LTM EBITDA trading multiples for the above transactions identified as comparable to the proposed transaction:

Benchmark	**Low**	**Median**	**Mean**	**High**
Transaction Value / LTM EBITDA (for all transactions)	5.8x	12.3x	11.9x	16.0x
Transaction Value / LTM EBITDA (for transactions with transaction value greater than $1 billion)	5.8x	11.5x	10.3x	12.5x

Based upon its analysis of the full ranges of multiples calculated for the transactions identified above and its consideration of various factors and judgments about current market conditions and the characteristics of the transactions and the companies involved in such transactions (including qualitative factors and judgments involving non-mathematical considerations), Merrill Lynch determined the relevant range of multiples for the transactions (which relevant range was narrower than the full ranges of such multiples).

The following table summarizes the derived relevant range of multiples for the transactions identified above and the range of share prices of Andrew common stock, rounded to the nearest $0.25, implied by these multiples, as compared to the implied offer price per share of Andrew common stock of $15.00:

Methodology	**Multiple Range**	**Implied Price of Common Stock**
Transaction Value / LTM EBITDA (based upon Management Case for fiscal year ending September 30, 2007)	10.5x 12.5x	$12.75 $15.25

You should note that no transaction utilized in the analysis above is identical to the proposed transaction. A complete analysis involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies involved in these transactions and other factors that could affect the transaction multiples in these transactions to which the proposed transaction is being compared.

Discounted Cash Flow Analysis

Merrill Lynch performed a discounted cash flow analysis of Andrew, without giving effect to the proposed transaction, for the period from the fourth quarter of fiscal year ending September 30, 2007 through fiscal year ending September 30, 2010.

A discounted cash flow analysis is a traditional method of evaluating the value of an asset by estimating the future unlevered free cash flows of an asset and taking into consideration the time value of money by calculating the "present value" of these estimated cash flows. "Present value" refers to the current value of one or more future cash payments, or cash flows, from an asset and is obtained by discounting those future unlevered free cash flows by a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity cost of capital, expected returns and other appropriate factors. Other financial terms utilized below are "terminal value," which refers to the value of all future cash flows from an asset at a particular point in time, and "unlevered free cash flows," which refers to a calculation of the future free cash flows of an asset without factoring in any debt servicing costs.

Merrill Lynch calculated terminal values as of fiscal year ending September 30, 2010 based on terminal multiples of 9.0x to 11.0x applied to the EBITDA for fiscal year ending September 30, 2010. The estimated unlevered free cash flows for the period from the fourth quarter of fiscal year ending September 30, 2007 through fiscal year ending September 30, 2010 and the terminal values as of September 30, 2010 were then discounted to present values using a range of discount rates from 12.5% to 14.5% in order to derive the unlevered enterprise values for Andrew.

To arrive at the estimated equity values per share of Andrew common stock, Merrill Lynch calculated the equity values for Andrew by deducting net debt of Andrew from the unlevered enterprise values, and then adding the present value of future tax benefits derived from net operating losses, or NOLs. Net cash includes short term and long term debt adjusted for the value of cash and cash equivalents. The net cash used for the purpose of this analysis was approximately $1.1 million based on information reported by Andrew. The present value of NOLs used for the purpose of this analysis was approximately $41.8 million based upon the Management Case. Such NOLs were discounted by assumed after-tax cost of debt of 4.9%.

Based on this analysis, Merrill Lynch derived a range of implied values per share, rounded to the nearest $0.25, of Andrew common stock of $13.75 to $17.00 using the Management Case, and $10.75 to $13.50 using the Street Case, as compared to the implied offer price per share of Andrew common stock of $15.00.

While discounted cash flow analysis is a widely accepted and practiced valuation methodology, it relies on a number of assumptions, including terminal value multiples and discount rates. The valuation derived from the discounted cash flow analysis is not necessarily indicative of Andrew's present or future value or results.

Pro Forma Combination Analysis

Merrill Lynch prepared pro forma analyses for the financial impact of the proposed merger using the Management Case for Andrew and the Street Case for CommScope. Based on such analyses, Merrill Lynch determined that the proposed transaction would be accretive to the stockholders of the combined entity, after synergies, in each of fiscal years 2008 and 2009.

Miscellaneous

The board of directors of Andrew retained Merrill Lynch based upon Merrill Lynch's experience and expertise. Merrill Lynch is an internationally recognized investment banking firm with substantial experience in transactions similar to the proposed transaction. Merrill Lynch, as part of its investment banking business, is continually engaged in the valuation of businesses and securities in connection with business combinations and acquisitions and for other purpose.

Andrew has agreed to pay Merrill Lynch a fee of $1,500,000, which fee is contingent upon its delivery of its opinion, but not upon the content of its opinion. Andrew has also agreed to reimburse Merrill Lynch for an agreed upon amount of its reasonable out of pocket expenses, including the reasonable fees and disbursements of legal counsel. In addition, Andrew has agreed to indemnify Merrill Lynch and its affiliates and their respective employees, agents, officers, directors and controlling persons from and against all losses arising out of or in connection with the proposed merger or Merrill Lynch's engagement by the Andrew board of directors. Merrill Lynch has, in the past, provided financial advisory and financing services to Andrew and to CommScope and may continue to do so and has received, and may receive, fees for the rendering of these services. In addition, in the ordinary course of its business, Merrill Lynch may actively trade the common stock and other securities of Andrew, as well as the common stock and other securities of CommScope, for its own account and for the accounts of customers and, accordingly, may at any time hold a long or short position in such securities.

CommScope's Reasons for the Merger

CommScope determined to pursue the merger to expand its global leadership in infrastructure solutions for communications networks, including structured cabling solutions for the business enterprise; broadband cable and apparatus for cable television applications; and antenna and cable products, base station subsystems, coverage and capacity systems, and network solutions for wireless applications. CommScope believes the merger can provide numerous benefits, including, but not limited to, the following:

- Opportunity to build upon complementary, global product offerings to provide customers with a broader array of infrastructure solutions for video, voice, data and mobility; and
- Potential to create significant stockholder value and expand earnings and cash flow by:
  - Enhancing growth opportunities by combining marquee brands, innovative technologies and global service models;
  - Expanding CommScope's global distribution and manufacturing capabilities;
  - Strengthening CommScope's industry-leading research and development and intellectual property portfolio;
  - Creating meaningful operating, cost and sales synergies;
  - Diversifying CommScope's customer base; and
  - Positioning CommScope to capitalize on industry trends.

No assurance can be given that these synergies or benefits can be achieved. For further information, see the section entitled "Risk Factors CommScope may fail to realize the anticipated synergies and cost savings expected from the merger."

Interests of Andrew Directors and Executive Officers in the Merger

In considering the recommendation of Andrew's board of directors with respect to the merger, Andrew stockholders should be aware that members of Andrew's board of directors and Andrew's executive officers have interests in the merger that differ from, or are in addition to, the interests of Andrew stockholders. Andrew's board of directors was aware of the interests described below and considered them, among other matters, when approving the merger agreement and recommending that Andrew stockholders vote to adopt the merger agreement. These interests are summarized below.

Stock Options and Other Stock-Based Awards. Under the Andrew Corporation 2000 Management Incentive Program and the Stock Option Plan for Non-Employee Directors, all outstanding options to purchase shares of Andrew common stock issued under those plans, including those held by directors and executive officers of Andrew, vest automatically at the closing of the proposed merger with CommScope. Based upon options outstanding as of October 31, 2007, options held by directors and executive officers of Andrew representing 947,727 shares of Andrew common stock will be subject to accelerated vesting at the effective time of the merger. In addition, 886,602 total restricted stock units granted under the Andrew Corporation 2000 Management Incentive Plan and the Andrew Corporation 2005 Long-Term Incentive Plan held by directors and executive officers of Andrew will be subject to accelerated vesting at the effective time of the merger. All options to purchase shares of Andrew common stock issued under the Andrew Corporation 1988 Management Incentive Program are fully vested in accordance with the terms of such plan and applicable award documents.

The Andrew Corporation 2000 Management Incentive Program, as administered and interpreted by the Compensation Committee of Andrew's board of directors, provides for the following option exercise periods:

- Options that vest upon a change in control, such as the merger, are exercisable for a period of 90 days thereafter. In addition, to the extent options that vest upon a change in control are not exercised within such 90-day period, such options shall revert to the vesting and exercise terms applicable to such options immediately prior to the change in control. (Vesting of options occurs after a four- or five-year period following date of grant, as provided in the applicable award agreement, and vested options are exercisable following a termination of employment by reason other than retirement, disability or death until the earlier of (i) the expiration of the applicable option term or (ii) the expiration of a 3-month period following termination. Vested options are exercisable following a termination of employment by reason of retirement or disability until the earlier of (i) the expiration of the applicable option term or (ii) the expiration of a three-year period following termination.)

- Options that have otherwise vested prior to a change in control, such as the merger, will continue to be exercisable according to the terms of the plan and the applicable option agreements as if a change in control had not occurred. The 90-day exercise period described above shall not apply to such already-vested options.

The Andrew Corporation Stock Option Plan for Non-Employee Directors, as administered and interpreted by Andrew's Chief Financial Officer, provides for the following option exercise periods:

- Options that vest upon a change in control, such as the merger, are exercisable for a period of 90 days thereafter. In addition, to the extent options that vest upon a change in control are not exercised within such 90-day period, such options shall revert to the vesting and exercise terms applicable to such options immediately prior to the change of control.

- Options that have otherwise vested prior to a change in control, such as the merger, will continue to be exercisable according to the terms of the plan and the applicable option agreements as if a change in control had not occurred. The 90-day exercise period described above shall not apply to such already-vested options.

The following table sets forth, as of October 31, 2007, the number of shares of Andrew common stock subject to unvested options held by directors and executive officers of Andrew, the weighted average exercise prices of those options and the number of shares of Andrew common stock subject to unvested restricted stock units held by directors and executive officers of Andrew, all of which will vest upon completion of the merger.

Name of Director or Executive Officer	Number of Shares Subject to Unvested Options	Weighted Average Exercise Price per Share($)	Number of Shares Subject to Unvested Restricted Stock Units
William Bax	0	n/a	15,000
Thomas A. Donahoe	2,400	$ 9.45	20,000
Jere D. Fluno	2,400	$ 9.45	20,000
William O. Hunt	2,400	$ 9.45	20,000
Gerald A. Poch	2,400	$ 9.45	20,000
Anne F. Pollack	0	n/a	20,000
Glen O. Toney	2,400	$ 9.45	20,000
Andrea L. Zopp	0	n/a	15,000
Justin C. Choi	64,125	$ 12.03	42,750
John E. DeSana	60,126	$ 10.14	59,117
John R.D. Dickson	41,619	$ 10.18	38,346
Ralph E. Faison	388,000	$ 10.13	255,850
Terry N. Garner	41,850	$ 10.16	37,000
Robert J. Hudzik	41,352	$ 10.16	38,218
Marty R. Kittrell	73,700	$ 10.12	68,267
James L. LePorte III	31,050	$ 10.27	28,750
Roger J. Manka	68,774	$ 10.39	54,250
Carleton M. (Mickey) Miller	49,855	$ 9.91	56,537
Jude T. Panetta	27,250	$ 11.29	19,300
Daniel J. Hartnett	20,878	$ 10.08	16,435
Mark A. Olson	27,148	$ 10.23	21,782

Under the terms of the merger agreement, not less than five days prior to the effective time of the merger, all holders of then outstanding options to purchase shares of Andrew common stock, including those held by directors and executive officers of Andrew, may elect to have some or all of their options cancelled. Such option holders shall be entitled to receive in respect of each share of Andrew common stock subject to the cancelled option immediately after the effective time of the merger, an amount equal to the merger consideration less the exercise price of the cancelled Andrew stock option, which exercise price shall be deducted from the cash portion of the merger consideration. All amounts payable in respect of such cancelled options shall be subject to applicable withholding of taxes.

Holders of Andrew stock options who do not elect to have all of their options cancelled as provided above will have their options converted to options to acquire a number of shares of common stock of CommScope equal to the product (rounded to the nearest whole number) of

(i) the number of shares of Andrew common stock subject to the Andrew option immediately prior to the effective time of the merger; and

(ii) the option exchange ratio, at an exercise price per share (rounded to the nearest whole cent) equal to:

(A) the exercise price per share of Andrew common stock of such Andrew option immediately prior to the effective time of the merger, divided by

(B) the option exchange ratio.

For this purpose, "option exchange ratio" means $15.00 divided by the volume weighted average of the closing sale prices of a share of CommScope common stock on the NYSE Composite Transactions

Tape over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective. No fractional shares of CommScope common stock will be issued in the merger. Cash will be paid in lieu of fractional shares.

Restricted stock units (including, to the extent applicable, performance stock units) granted under the stock plans of Andrew, at the effective time of the merger, will be assumed by CommScope and will be converted into the right to receive, upon vesting (which vesting will occur at the effective time of the merger to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement),

(A) the number of whole shares of CommScope common stock equal to the product of:

(1) the number of shares of Andrew common stock underlying such restricted stock units (including performance stock units) multiplied by

(2) the stock portion of the merger consideration (if any), rounded down to the nearest whole number of shares of CommScope common stock; and

(B) that amount of cash equal to the product of:

(1) the number of shares of Andrew common stock underlying such restricted stock units (including performance stock units) multiplied by

(2) the cash portion of the merger consideration.

No fractional shares of CommScope common stock will be issued in the merger. Cash will be paid in lieu of fractional shares.

However, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit award agreement, a restricted stock unit (including, to the extent applicable, a performance stock unit) will vest at the effective time of the merger and will be cancelled as of the effective time for an all-cash payment of $15.00 for each share of Andrew common stock underlying the restricted stock unit.

For a more complete description of the treatment of Andrew stock options and restricted stock units, see the section entitled "The Merger Agreement Treatment of Stock Options and Restricted Stock Units."

Change in Control Agreements. The closing of the merger will constitute a change in control under agreements Andrew has entered into with the following executive officers: Ralph E. Faison, Justin C. Choi, John E. DeSana, John R.D. Dickson, Robert J. Hudzik, Marty R. Kittrell, Roger J. Manka, Carleton M. (Mickey) Miller, Jude T. Panetta, James L. LePorte III, Daniel J. Hartnett, and Mark A. Olson. In the event the merger is completed and during the period beginning 90 days prior to the effective time of the merger and ending 24 months thereafter any of the foregoing executive officers terminates his employment for good reason or is terminated other than for cause (as such terms are defined in the Andrew change in control agreements), he will be entitled to the following payments and benefits:

- An amount payable in cash equal to the executive officer's base pay multiplied by: (A) 3.0 for Mr. Faison; (B) 2.5 for Messrs. Choi, DeSana, Dickson, Hudzik, Kittrell, Manka, Miller and Panetta; and (C) 1.0 for each other executive officer listed above;

- An amount payable in cash equal to the executive officer's estimated bonus (which shall be the greatest of (A) the target bonus in effect for the fiscal year in which the completion of the merger occurs, (B) the target bonus in effect for the fiscal year in which the executive officer's termination of employment occurs, (C) the average annual bonus actually payable to the executive officer for the three fiscal years immediately prior to the fiscal year in which the

completion of the merger occurs or (D) the average annual bonus actually payable to the executive officer for the three fiscal years immediately prior to the fiscal year in which termination of employment occurs, multiplied by: (i) 3.0 for Mr. Faison; (ii) 2.5 for Messrs. Choi, DeSana, Dickson, Hudzik, Kittrell, Manka, Miller, and Panetta; and (iii) 1.0 for each other executive officer listed above;

An amount payable in cash equal to the executive officer's bonus for the fiscal year in which the completion of the merger occurs (which shall be the greater of (A) the estimated bonus as determined above or (B) the actual bonus the executive officer would have earned for the fiscal year in which the completion of the merger occurs based on performance prior to the completion of the merger, reduced, if applicable, by any bonus otherwise payable to the executive officer for such fiscal year);

If termination occurs in a fiscal year after the fiscal year in which the completion of the merger occurs, a pro rata estimated bonus (as determined above) for the fiscal year in which the executive officer's termination of employment occurs, based on the number of days in the fiscal year preceding the termination date;

An amount equal to the profit-sharing and matching contributions the executive officer would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during the applicable severance period designated in the executive officer's change in control agreement (which severance period is (A) 36 months for Mr. Faison; (B) 30 months for Messrs. Choi, DeSana, Dickson, Hudzik, Kittrell, Manka, Miller and Panetta; and (C) 12 months for each other executive officer listed above), determined by adding the contributions made to such plans on the executive officer's behalf expressed as a percentage of base salary for each of the 3 years immediately prior to his employment termination date and multiplying the sum by his base salary as of his employment termination date;

Immediate and full vesting of any long-term incentive awards. To the extent that the amount of any long-term incentive award is determined based on the attainment of performance goals, the amount of such award shall be determined assuming the greatest of (A) target performance, (B) actual performance prior to completion of the merger, or (C) average performance over the three-year period preceding the year in which completion of the merger occurs;

Continued participation (and, if applicable, continued coverage for his spouse and dependents) in Andrew's welfare benefit plans, including group health, life and disability plans (or plans providing equivalent benefits) for a maximum period equal to the executive officer's applicable severance period ((A) 36 months for Mr. Faison, (B) 30 months for Messrs. Choi, DeSana, Dickson, Hudzik, Kittrell, Manka, Miller and Panetta; and (C) 12 months for Messrs. LePorte, Hartnett and Olson);

Continued eligibility for perquisites for a maximum period equal to the executive officer's applicable severance period at the level provided to the executive officer immediately prior to the merger; and

Payment of expenses incurred for outplacement services up to $25,000.

The Andrew change in control agreements provide that payment of at least 50% of the foregoing amounts that are payable in cash would be made within 30 days after the later of the executive officer's termination of employment or completion of the merger and the remaining amount, if any, would be paid no later than 13 months after such event, as determined by the company in its discretion. These distribution provisions are subject to change, however, for purposes of compliance with changes in federal tax law.

It is expected that these agreements will be amended to comply with Section 409A of the Internal Revenue Code. As a result, these agreements will provide that within 30 days after an executive officer's qualifying termination, 50% of his or her total severance would be paid. However, if that 50% exceeds an amount prescribed in the 409A regulations (currently $450,000), such excess will not be paid until 6 months and 1 day following the executive officer's termination of employment. The remaining severance (50% of the total) would be paid 13 months following the executive officer's termination of employment.

In addition to the amounts described above, the executive officers listed above would also be entitled to the following:

- A "gross-up" payment in an amount to cover any "golden parachute" excise tax imposed on the executive officer under Section 4999 of the Internal Revenue Code and any federal, state and local income tax and excise tax imposed on that executive officer as a result of the receipt of the gross-up payment (but there shall be no "gross-up" payment by reason of any excise tax imposed on the executive officer by Section 409A of the Internal Revenue Code).

Agreement with Terry N. Garner. Andrew entered into a letter agreement dated December 21, 2006, with Terry N. Garner, which was modified by an amendment dated September 25, 2007. Such modified letter agreement supersedes and replaces an earlier agreement into which Mr. Garner had entered with Allen Telecom Inc. prior to the acquisition of Allen Telecom Inc. by Andrew. Under the modified letter agreement with Andrew, Mr. Garner's employment will terminate December 31, 2007 unless his employment term is extended by mutual agreement for an additional 90 days at any time prior to December 1, 2007. Subject to Mr. Garner's execution of a standard form of release and waiver, upon Mr. Garner's employment termination at the end of his employment term or extended employment term, provided he has not voluntarily resigned or been terminated for cause or terminated by reason of death and provided he has performed his duties in a reasonably satisfactory manner, Mr. Garner will be entitled to the following payments and benefits:

- Base salary and accrued paid time off through the employment termination date;

- An annual bonus for the fiscal year ended September 30, 2007 contingent on the achievement of the company and business group performance objectives, to be paid in December of 2007;

- A lump sum cash severance payment equal to $2,200,000, to be paid on the first day of the seventh month after Mr. Garner's termination date;

- Full vesting of Mr. Garner's equity awards with stock options and stock appreciation rights (which we refer to as SARs) remaining exercisable for the longer of (i) their original post-termination exercise period (determined by treating Mr. Garner's employment termination as a retirement) or (ii) the longest post-termination exercise period permitted by Code Section 409A without causing such options and SARs to be characterized as nonqualified deferred compensation, but in no event shall the exercise period extend beyond the applicable option or SAR term;

- Company-paid premiums for coverage under Andrew's group health plan for a period of 36 months, such period subject to reduction to the extent that comparable group health benefits are made available by another employer; and

- Any benefits to which Mr. Garner is entitled under the terms of Andrew's tax-qualified and nonqualified retirement plans.

The foregoing severance payments and benefits shall be forfeitable and discontinued in the event that Mr. Garner engages in competitive activity during the one-year period following his employment termination date.

In addition, the modified letter agreement provides for Mr. Garner to cooperate with Andrew and provide certain services for a period of 36 months after his termination date if requested to do so.

Andrew will reimburse Mr. Garner for any reasonable and necessary expenses he incurs in the course of complying with this provision.

Mr. Garner will also be entitled to the foregoing payments and benefits if his employment terminates before the end of his employment term or extended employment term by reason of his disability (as defined in the modified letter agreement). If Mr. Garner's employment terminates by reason of his death, or if Mr. Garner is terminated by the company for cause (as defined in the modified letter agreement), he will be entitled to receive his base salary and accrued paid time off through his death or employment termination date.

Based on Andrew's current calculations for purposes of Section 280G of the Internal Revenue Code, if Mr. Garner were terminated under circumstances that would result in payment of the benefits under his modified letter agreement, he would be entitled to aggregate benefits in an amount equal to $2,996,925, comprised of the following: (i) $2,200,000 (lump sum cash severance), (ii) $185,500 (bonus), (iii) $84,800 (long-term incentive cash payment), (iv) $47,533 (attributable to previously unvested stock options), (v) $419,092 (attributable to previously unvested restricted stock), and (vi) $60,000 (benefit continuation).

New CommScope Retention Program. Effective as of the effective time of the merger, Messrs. Hartnett and Olson will be covered by a retention program to be adopted by CommScope for certain key employees, which program will require the participants to remain employed by CommScope for a period not longer than one year after the effective time of the merger; provided, however, that payment of the retention amount will be made not later than the earlier of (a) one year after the effective time of the merger or (b) the date on which a participant's employment is terminated either by CommScope without cause or by the participant for good reason (as such terms will be defined in the retention program) within such one-year period. CommScope's retention program will provide benefits to the foregoing individuals in amounts not less than the amounts shown in the table below, but not to exceed $940,000 in the aggregate for the period between the signing of the merger agreement and the closing of the merger for Messrs. Hartnett and Olson and the seven other non-executive officer employees who are currently expected to participate in the retention program:

Name of Executive	Retention Payment Formula	Estimated Retention Payment	
Daniel J. Hartnett	1x base + target bonus	$	310,000(1)
Mark A. Olson	1x base + target bonus		363,000(2)

(1) The sum of $222,000 (base salary) plus $89,000 (target bonus).

(2) The sum of $242,000 (base salary) plus $121,000 (target bonus).

CommScope's current Chairman and CEO will remain Chairman and CEO after the merger. Employment decisions regarding the Andrew's executive officers after the merger have not yet been finalized. It is possible that some or all of Andrew's executive officers will be terminated in connection with the merger on terms that would entitle them to benefits under the change in control agreements in the year in which the consummation of the merger occurs as described above. In addition, some or all of Andrew's executive officers will be entitled to certain benefits under other arrangements in connection with the consummation of the merger.

Other Change in Control Payments

Employee Retirement Benefit Restoration Plan. Upon completion of the merger, any portion of a participant's account under the Andrew Corporation Employee Retirement Benefit Restoration Plan that was not previously forfeited or vested will become fully vested and payable. The balance of such account will be credited from the beginning of the plan year in which the merger occurs through the effective date of the merger with earnings and losses at a rate equal to the weighted average rate of return achieved by the participant with respect to his or her accounts under the Andrew Profit Sharing Trust for the same period. Following the completion of the merger, each participant (or beneficiary thereof) in the plan will be entitled to a lump sum payment of his or her plan account as determined in accordance with the terms of the plan.

Performance Cash Agreement. If the merger is completed prior to the end of the performance period applicable to performance cash awards granted under the Andrew Management Incentive Program, upon completion of the merger, all outstanding performance cash awards that were not previously forfeited or vested shall become fully vested and payable as if the performance goal established for such awards had been attained as of the merger effective date, and each grantee will be entitled to a lump sum payment of his or her performance cash awards as determined in accordance with the terms of the plan and the applicable award agreements.

The following table illustrates the aggregate benefits to which Andrew executive officers would be entitled if they are terminated this year under circumstances entitling them to severance under the Andrew Executive Severance Benefit Plan.

	Net Estimated Value as of October 31, 2007 of Payments and Acceleration for Code Section 280G Purposes Under Change in Control Agreement		
Name of Executive	**Value without Gross-Up**	**Estimated Gross-Up**	**Total**
Ralph E. Faison	$ 9,854,547(1)	$ 0	$ 9,854,547
Justin C. Choi	2,325,922(2)	884,430	3,210,352
John R.D. Dickson	1,951,410(3)	749,981	2,701,391
John E. DeSana	3,149,034(4)	1,209,243	4,358,277
Marty R. Kittrell	3,469,944(5)	0	3,469,944
James L. LePorte III	1,089,594(6)	0	1,089,594
Daniel J. Hartnett	734,140(7)	246,224	980,364
Robert J. Hudzik	2,138,332(8)	814,519	2,952,851
Mark A. Olson	885,076(9)	291,291	1,176,366
Roger J. Manka	3,149,321(10)	1,246,274	4,395,595
Carleton M. (Mickey) Miller	3,120,278(11)	1,121,025	4,241,303
Jude T. Panetta	1,680,643(12)	0	1,680,643
Terry N. Garner	2,996,925(13)	0	2,996,925

(1) Value equal to the sum of: (i) $4,273,425 (3.0 times base salary and bonus), (ii) $842,023 (long-term incentive cash payment), (iii) $791,375 (guaranteed bonus), (iv) $176,208 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 36-month severance period), (v) $449,847 (attributable to previously unvested stock options), (vi) $3,205,170 (attributable to previously unvested restricted stock), (vii) $91,500 (benefit continuation) and (viii) $25,000 (outplacement services).

(2) Value equal to the sum of: (i) $1,310,084 (2.5 times base salary and bonus), (ii) $92,476 (long-term incentive cash payment), (iii) $215,779 (guaranteed bonus), (iv) $43,589 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $53,587 (attributable to previously unvested stock options), (vi) $509,157 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(3) Value equal to the sum of: (i) $1,083,867 (2.5 times base salary and bonus), (ii) $91,476 (long-term incentive cash payment), (iii) $179,446 (guaranteed bonus), (iv) $33,213 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust

and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $46,776 (attributable to previously unvested stock options), (vi) $415,383 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(4)

Value equal to the sum of: (i) $1,805,082 (2.5 times base salary and bonus), (ii) $140,504 (long-term incentive cash payment), (iii) $331,745 (guaranteed bonus), (iv) $66,293 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $69,383 (attributable to previously unvested stock options), (vi) $634,777 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(5)

Value equal to the sum of: (i) $1,905,500 (2.5 times base salary and bonus), (ii) $185,400 (long-term incentive cash payment), (iii) $350,200 (guaranteed bonus), (iv) $70,899 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $85,858 (attributable to previously unvested stock options), (vi) $770,837 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(6)

Value equal to the sum of: (i) $451,673 (1.0 times base salary and bonus), (ii) $69,079 (long-term incentive cash payment), (iii) $185,983 (guaranteed bonus), (iv) $14,117 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 12-month severance period), (v) $32,405 (attributable to previously unvested stock options), (vi) $295,837 (attributable to previously unvested restricted stock), (vii) $15,500 (benefit continuation) and (vii) $25,000 (outplacement services).

(7)

Value equal to the sum of: (i) $310,985 (1.0 times base salary and bonus), (ii) $39,984 (long-term incentive cash payment), (iii) $88,853 (guaranteed bonus), (iv) $7,664 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 12-month severance period), (v) $25,289 (attributable to previously unvested stock options), (vi) $205,865 (attributable to previously unvested stock options), (vii) $30,500 (benefit continuation) and (viii) $25,000 (outplacement services).

(8)

Value equal to the sum of: (i) $1,235,189 (2.5 times base salary and bonus), (ii) $80,340 (long-term incentive cash payment), (iii) $226,276 (guaranteed bonus), (iv) $40,154 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $47,187 (attributable to previously unvested stock options), (vi) $407,937 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(9)

Value equal to the sum of: (i) $363,075 (1.0 times base salary and bonus), (ii) $58,092 (long-term incentive cash payment), (iii) $121,025 (guaranteed bonus), (iv) $10,053 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 12-month severance period), (v) $29,203 (attributable to previously unvested stock options), (vi) $248,128 (attributable to previously unvested restricted stock), (vii) $30,500 (benefit continuation) and (viii) $25,000 (outplacement services).

(10)

Value equal to the sum of: (i) $1,805,322 (2.5 times base salary and bonus), (ii) $152,233 (long-term incentive cash payment), (iii) $331,789 (guaranteed bonus), (iv) $66,304 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $70,608 (attributable to previously unvested stock options), (vi) $621,815 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(11)
Value equal to the sum of: (i) $1,791,170 (2.5 times base salary and bonus), (ii) $139,421 (long-term incentive cash payment), (iii) $329,188 (guaranteed bonus), (iv) $65,655 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $67,328 (attributable to previously unvested stock options), (vi) $626,267 (attributable to previously unvested restricted stock), (vii) $76,250 (benefit continuation) and (viii) $25,000 (outplacement services).

(12)
Value equal to the sum of: (i) $1,138,150 (2.5 times base salary and bonus), (ii) $80,340 (long-term incentive cash payment), (iii) $187,460 (guaranteed bonus), (iv) $35,703 (profit sharing and matching contributions the executive would have received under the Andrew Profit Sharing Trust and Andrew Employee Retirement Benefit Restoration Plan during his 30-month severance period), (v) $15,672 (attributable to previously unvested stock options), (vi) $159,568 (attributable to previously unvested restricted stock), (vii) $38,750 (benefit continuation) and (viii) $25,000 (outplacement services).

(13)
Value equal to the sum of: (i) $2,200,000 (lump sum cash severance), (ii) $84,800 (long-term incentive cash payment), (iii) $185,500 (bonus), (iv) $47,533 (attributable to previously unvested stock options), (v) $419,092 (attributable to previously unvested restricted stock), and (vi) $60,000 (benefit continuation).

The following table illustrates the benefits payable to certain executive officers upon the consummation of the merger pursuant to other arrangements, including the accelerated vesting of stock options and restricted stock units, the accelerated vesting and payout of long-term cash incentive awards and the accelerated vesting and payout of participants' accounts under the Employee Retirement Benefit Restoration Plan.

Estimated Value as of October 31, 2007 of Accelerated Payments and Benefits Upon Change in Control Without Employment Termination

Name of Executive Officer	Previously Unvested Stock Options*	Previously Unvested Restricted Stock**	Employee Retirement Benefit Restoration Plan Account***	Long-Term Cash Incentives	Total Value
Ralph E. Faison	$ 1,889,560(1)	$ 3,837,750(14)	$ 177,446(27)	$ 842,023	$ 6,746,779
Justin C. Choi	190,451(2)	641,250(15)	0	92,477	924,178
John R.D. Dickson	200,604(3)	575,190(16)	150,941(28)	91,476	1,018,211
John E. DeSana	292,212(4)	886,755(17)	200,104(29)	140,504	1,519,575
Marty R. Kittrell	359,656(5)	1,024,005(18)	77,587(30)	185,400	1,646,648
James L. LePorte III	146,866(6)	431,250(19)	38,193(31)	68,819	685,128
Daniel J. Hartnett	102,720(7)	246,525(20)	7,564(32)	39,984	396,793
Robert J. Hudzik	200,144(8)	573,270(21)	208,850(33)	80,340	1,062,604
Mark A. Olson	129,496(9)	326,730(22)	36,184(34)	58,092	550,502
Roger J. Manka	317,048(10)	813,750(23)	36,811(35)	152,233	1,319,842
Carleton M. (Mickey) Miller	253,762(11)	848,055(24)	47,867(36)	139,421	1,289,105
Jude T. Panetta	101,097(12)	289,500(25)	31,198(37)	80,340	502,135
Terry N. Garner	202,554(13)	555,000(26)	61,451(38)	84,800	903,805

*
Illustrates the economic value of all unvested options held by each executive officer assuming the acceleration of all such unvested options in the merger and the exercise of such options. Calculated by multiplying the shares subject to unvested options by the difference between $15.00 and the weighted average exercise price of such unvested options.

** Illustrates the economic value of all unvested restricted shares held by each executive officer assuming the acceleration of all such unvested restricted shares in the merger. Calculated by multiplying the number of unvested restricted shares by $15.00.

*** Does not include pro rated portion of profit sharing contribution for 2007.

(1) 388,000 unvested options × ($15.00 $10.13 (weighted avg. exercise price))

(2) 64,125 unvested options × ($15.00 $12.03 (weighted avg. exercise price))

(3) 41,619 unvested options × ($15.00 $10.18 (weighted avg. exercise price))

(4) 60,126 unvested options × ($15.00 $10.14 (weighted avg. exercise price))

(5) 73,700 unvested options × ($15.00 $10.12 (weighted avg. exercise price))

(6) 31,050 unvested options × ($15.00 $10.27 (weighted avg. exercise price))

(7) 20,878 unvested options × ($15.00 $10.08 (weighted avg. exercise price))

(8) 41,352 unvested options × ($15.00 $10.16 (weighted avg. exercise price))

(9) 27,148 unvested options × ($15.00 $10.23 (weighted avg. exercise price))

(10) 68,774 unvested options × ($15.00 $10.39 (weighted avg. exercise price))

(11) 49,855 unvested options × ($15.00 $9.91 (weighted avg. exercise price))

(12) 27,250 unvested options × ($15.00 $11.29 (weighted avg. exercise price))

(13) 41,850 unvested options × ($15.00 $10.16 (weighted avg. exercise price))

(14) 255,850 unvested restricted shares × $15.00

(15) 42,750 unvested restricted shares × $15.00

(16) 38,346 unvested restricted shares × $15.00

(17) 59,117 unvested restricted shares × $15.00

(18) 68,267 unvested restricted shares × $15.00

(19) 28,750 unvested restricted shares × $15.00

(20) 16,435 unvested restricted shares × $15.00

(21) 38,218 unvested restricted shares × $15.00

(22) 21,782 unvested restricted shares × $15.00

(23) 54,250 unvested restricted shares × $15.00

(24) 56,537 unvested restricted shares × $15.00

(25) 19,300 unvested restricted shares × $15.00

(26) 37,000 unvested restricted shares × $15.00

(27) Vested balance as of October 31, 2007: $106,468 (60% vested).

(28) Vested balance as of October 31, 2007: $90,565 (60% vested).

(29) 100% vested as of October 31, 2007.

(30) Vested balance as of October 31, 2007: $46,552 (60% vested).

(31) Vested balance as of October 31, 2007: $22,916 (60% vested).

(32) Vested balance as of October 31, 2007: $4,539 (60% vested).

(33) 100% vested as of October 31, 2007.

(34) Vested balance as of October 31, 2007: $21,710 (60% vested).

(35) Vested balance as of October 31, 2007: $22,087 (60% vested).

(36) Vested balance as of October 31, 2007: $28,720 (60% vested).

(37) Vested balance as of October 31, 2007: $18,719 (60% vested).

(38) 100% vested as of October 31, 2007.

The following table identifies for each Andrew executive officer as of October 31, 2007, (i) the aggregate number of shares subject to his vested exercisable in-the-money Andrew stock options, (ii) the weighted average exercise price of such vested exercisable in-the-money options, (iii) the value of such vested exercisable in-the-money options based on the difference between $15.00 and the weighted average exercise price, (iv) the aggregate number of shares subject to his outstanding unvested Andrew stock options that will become fully vested and exercisable in connection with the merger, (v) the weighted average exercise price of such unvested options that will be accelerated in the merger, (vi) the value of such accelerated options based on the difference between $15.00 and the weighted average exercise price, and (vii) the value of all such vested in-the-money and unvested options.

Name of Executive Officer	(i) Aggregate Shares Subject to Vested Outstanding In-the Money Options*	(ii) Weighted Average Exercise Price of Vested Outstanding In-the Money Options	(iii) Value of Vested Outstanding In-the Money Options**	(iv) Aggregate Shares Subject to Unvested Options to be Accelerated in the Merger	(v) Weighted Average Exercise Price of Unvested Options to be Accelerated in the Merger	(vi) Value of Unvested Options to be Accelerated in the Merger***	(vii) Value of All Options (the sum of (iii) and (vi))****
Ralph E. Faison	583,700	$ 12.08	$ 1,704,404	388,000	$ 10.13	$ 1,889,560	$ 3,593,964
Justin C. Choi	12,500	13.64	17,000	64,125	12.03	190,451	207,451
John R.D. Dickson	81,550	12.20	228,340	41,619	10.18	200,604	428,944
John E. DeSana	131,800	12.09	383,538	60,126	10.14	292,212	675,750
Marty R. Kittrell	166,500	12.16	472,860	73,700	10.12	359,656	832,516
James L. LePorte III	60,750	13.17	111,172	31,050	10.27	146,866	258,038
Daniel J. Hartnett	31,850	12.86	68,159	20,878	10.08	102,720	170,879
Robert J. Hudzik	82,450	12.25	226,737	41,352	10.16	200,144	426,881
Mark A. Olson	69,075	12.05	203,771	27,148	10.23	129,496	333,267
Roger J. Manka	111,850	12.92	232,648	68,774	10.39	317,048	549,696
Carleton M. (Mickey) Miller	63,100	14.24	47,956	49,855	9.91	253,762	301,718
Jude T. Panetta	53,750	11.37	195,112	27,250	11.29	101,097	296,209
Terry N. Garner	36,800	14.58	15,456	41,850	10.16	202,554	218,010

* Number does not include options that have already been exercised.

** Illustrates the economic value of all vested in-the-money options held by each executive officer. Calculated by multiplying the shares subject to vested in-the-money options by the difference between $15.00 and the weighted average exercise price of such vested in-the-money options.

*** Illustrates the economic value of all unvested options held by each executive officer assuming the acceleration of all such unvested options in the merger and the cancellation of such options immediately upon completion of the merger in exchange for merger consideration less the exercise price. Calculated by multiplying the shares subject to unvested options by the difference between $15.00 and the weighted average exercise price of such unvested options.

**** Illustrates the economic value of all options held by each executive officer assuming the acceleration of all such unvested options in the merger and the cancellation of all options immediately upon completion of the merger in exchange for merger consideration less the exercise price. Calculated by adding the values in columns (iii) and (vi).

Directors and Executive Officers Indemnification and Insurance. The merger agreement provides that the surviving corporation in the merger will indemnify, and provide advance expenses to, each person who has been at any time on or before the date of the merger agreement, or who becomes before the completion of the merger, an officer, director or employee of Andrew or any of its subsidiaries against all losses, claims, damages, costs, expenses, liabilities or judgments or amounts that are paid in settlement of or in connection with any claim, action, suit, proceeding or investigation based in whole or in part on or arising in whole or in part out of the fact that such person is or was a director, officer or employee of Andrew or any of its subsidiaries, and pertaining to any matter existing or occurring, at or prior to the completion of the merger, whether asserted or claimed in connection with the approval of the merger agreement and the transactions contemplated thereby, to the same extent that such persons are indemnified or have the right to advancement of expenses as of the date of the merger agreement.

The merger agreement also provides that for six years after the completion of the merger, CommScope will maintain directors' and officers' liability insurance for acts or omissions occurring at or prior to the completion of the merger, covering each person who was, as of the date of the merger agreement, covered by Andrew's directors' and officers' liability insurance, on terms no less favorable than those in effect as of the date of the merger agreement. CommScope's obligation to provide this insurance coverage is subject to a cap of 250% of the amount of premiums paid by Andrew in its last full fiscal year for its existing insurance coverage. If CommScope cannot maintain the existing or equivalent insurance coverage without exceeding the 250% cap, CommScope is required to maintain only that amount of insurance coverage that can be obtained by paying an annual premium equal to the 250% cap.

Director Separation Agreement. The former Chairman of Andrew's board of directors, Charles R. Nicholas, has an agreement with Andrew under which Mr. Nicholas is entitled to a payment of $250,000 for each of the two years immediately following his retirement from the board. Mr. Nicholas retired from Andrew's board on February 7, 2007, and has begun to receive payments under his agreement.

Regulatory Approvals Required for the Merger

To consummate the merger, CommScope and Andrew must make filings with and obtain approvals or clearances from antitrust regulatory authorities. Transactions such as the merger are subject to review by the Department of Justice and the Federal Trade Commission in the United States, by certain countries located in the European Union, and by other countries to determine whether they comply with applicable antitrust laws. Under the provisions of the HSR Act, the merger may not be consummated until the specified waiting period requirements of the HSR Act have been satisfied. On July 16, 2007, CommScope and Andrew each filed a Notification and Report Form pursuant to the HSR Act with the U.S. Department of Justice (which we refer to as the DOJ) and the U.S. Federal Trade Commission. On August 15, 2007, CommScope and Andrew each received requests for additional information (commonly referred to as a "second request") from the Antitrust Division of the DOJ. The second requests were issued under the notification requirements of the HSR Act. The second requests extend the waiting period imposed by the HSR Act until 30 days after CommScope and Andrew have substantially complied with the second requests, unless that period is extended voluntarily by the parties or terminated sooner by the DOJ. CommScope and Andrew have been cooperating fully with the DOJ. In the United States, CommScope must also comply with applicable federal and state securities laws and the rules and regulations of the New York Stock Exchange in connection with the issuance of shares of CommScope common stock, if any, in the merger and the filing of this proxy statement/prospectus with the SEC.

Restrictions on Sales of Shares to be Received in the Merger

The issuance of shares of CommScope common stock, if any, to be received by Andrew stockholders in the merger will be registered under the Securities Act and, except as described in this section, may be freely traded without restriction. CommScope's registration statement on Form S-4, of which this proxy statement/prospectus forms a part, does not cover the resale of shares of CommScope common stock to be received in connection with the merger by persons who are deemed to be "affiliates" of Andrew on the date of the special meeting. The shares of CommScope common stock, if any, to be issued in the merger and received by persons who are deemed to be "affiliates" of Andrew on the date of the special meeting of stockholders may be resold by them only in transactions permitted by the resale provisions of Rule 145 under the Securities Act or otherwise permitted under the Securities Act. Persons who are deemed to be "affiliates" of Andrew prior to the merger include individuals or entities that control, are controlled by, or are under common control with Andrew on the date of the special meeting, and may include officers and directors, as well as principal stockholders, of Andrew on the date of the special meeting. Affiliates of Andrew will be notified separately of their affiliate status.

Listing of CommScope Common Stock

The shares of CommScope common stock, if any, to be issued in the merger and the shares of CommScope common stock, if any, to be reserved for issuance in connection with the outstanding Andrew options, warrants, and restricted stock units assumed by CommScope in the merger and upon conversion of the Andrew notes are required to be approved for listing on the New York Stock Exchange.

Delisting and Deregistration of Andrew Common Stock

If the merger is completed, Andrew common stock will be delisted from the Nasdaq Global Market and will no longer be registered under the Securities Exchange Act of 1934, as amended.

Appraisal Rights

Holders of Andrew common stock are entitled to appraisal rights under the Delaware General Corporation Law in connection with the merger. For further information, see the section entitled "The Special Meeting Appraisal Rights."

Anticipated Accounting Treatment of the Merger

The merger will be accounted for using the purchase method of accounting pursuant to Statement of Financial Accounting Standards No. 141, *Business Combinations.* Under the purchase method of accounting, the total estimated purchase price is allocated to the net tangible and intangible assets of Andrew acquired in connection with the merger, based on their estimated fair values. These allocations will be based upon a valuation that has not yet been finalized.

CommScope Board of Directors

The board of directors of CommScope will not change in connection with the consummation of the merger. CommScope's directors are currently divided into three classes. The members of each class are elected to serve three-year terms, with the term of office of each class ending in successive years. The directors of CommScope are the following: Frank M. Drendel (term ending in 2009); Boyd L. George (term ending in 2010); George N. Hutton, Jr. (term ending in 2010); Katsuhiko (Kat) Okubo (term ending in 2010); Richard C. Smith (term ending in 2009); June E. Travis (term ending in 2008); and James N. Whitson (term ending in 2008).

Financing

CommScope estimates that the total amount of funds necessary to complete the merger and pay the related transaction costs (assuming CommScope elects to pay the stub portion of the merger consideration entirely in shares of CommScope common stock) is approximately $2.59 billion ($2.85 billion if CommScope elects to use all cash in the merger consideration), which includes approximately $2.15 billion to be paid to Andrew stockholders and certain holders of Andrew stock options and restricted shares, with the remaining funds to be used to refinance existing indebtedness, including CommScope's and Andrew's existing senior credit facilities, to pay the merger consideration to holders of the Andrew notes (assuming full conversion of the Andrew notes), and to pay fees and expenses in connection with the merger, the financing arrangements and the related transactions. CommScope currently estimates that the amount of borrowings necessary to complete the merger and pay the related transaction costs will be $2.325 billion if the stub portion of the merger consideration is entirely paid in cash and $2.060 billion if the stub portion of the merger consideration is entirely paid in shares of CommScope common stock; the actual amount of borrowings will be determined by the amount of cash, cash equivalents and short-term investments on hand as of the effective time of the merger, the amount of cash estimated to be required for normal operations and the form of consideration used to pay the stub portion of the merger consideration. Factors that CommScope intends to consider in determining which form of consideration will be used for the stub portion of the merger consideration are described in the section entitled "Proposal No. 1 The Merger General Description of the Merger." For further information, see the section entitled "Unaudited Pro Forma Condensed Combined Financial Statements."

CommScope has received a debt commitment letter, dated June 26, 2007, from Bank of America, N.A., which we refer to as Bank of America, Wachovia Bank, National Association, which we refer to as Wachovia Bank (we refer to Bank of America and Wachovia Bank together as the debt providers), Banc of America Securities LLC, and Wachovia Capital Markets, LLC (we refer to Banc of America Securities LLC and Wachovia Capital Markets, LLC together as the lead arrangers).

Pursuant to the commitment letter, each of the debt providers has agreed to provide to CommScope, on the terms and subject to the conditions set forth in the commitment letter, one-half of an aggregate of $2.55 billion in senior secured credit facilities, consisting of:

- a $2.3 billion seven-year senior secured term loan facility, the proceeds of which will be used to finance (in part) the merger consideration (including payment of the merger consideration in respect of the Andrew notes, to the extent required), refinance existing indebtedness, and pay related fees and expenses; and

- a $250.0 million six-year senior secured revolving credit facility, the proceeds of which may be used for the same purposes as the senior secured term loan facility on the date of consummation of the merger, so long as after giving effect to any drawing CommScope has at least $200.0 million in a combination of unused availability under the revolving credit facility plus unrestricted cash on hand, which we refer to as the liquidity requirement, and thereafter for ongoing working capital and general corporate purposes of CommScope and its subsidiaries.

Since obtaining the commitment letter, CommScope has engaged in discussions with the lead arrangers and the debt providers regarding certain changes to the structure and terms of the senior secured credit facilities. As a result of these discussions, CommScope expects that the aggregate amount of the senior secured credit facilities will be reduced from $2.55 billion to $2.5 billion, by:

- changing the $2.3 billion seven-year senior secured term loan facility to a $750.0 million six-year term loan facility and a $1.35 billion seven-year senior secured term loan facility; and

- increasing the six-year senior secured revolving credit facility from $250.0 million to $400.0 million.

These changes do not affect the availability of the senior credit facilities on the terms set forth in the commitment letter. The commitment letter is not being changed and remains in effect on its original terms. Instead, CommScope and the lead arrangers are proposing these changes in order to support the syndication of the senior secured credit facilities on acceptable terms. Because of continued instability in the debt financing markets, including the market for senior bank credit facilities, it is possible that CommScope will elect to make further changes to the structure and terms of the senior credit facilities in order to complete syndication. However, any such changes would not impair the obligation of the debt providers to fund the senior credit facilities on the terms set forth in the commitment letter.

CommScope believes that it will have sufficient funds, including under the senior secured credit facilities and cash, cash equivalents and short-term investments, available to pay the entire merger consideration, including the stub portion of the merger consideration, in cash, while retaining an amount of cash estimated to be required for normal operations, without seeking additional financing. The need for any additional financing, however, will depend on a number of factors, including the amount of additional financing (if any) necessary for CommScope to meet the liquidity requirement on the date of consummation of the merger. CommScope does not presently intend to obtain commitments for any such additional financing, and it is possible that CommScope would not be able to obtain additional financing on satisfactory terms, or at all, in which event CommScope might be unable to use cash to pay all or part of the stub portion of the merger consideration. For further information, see the section entitled "Risk Factors CommScope's ability to obtain additional capital on commercially reasonable terms may be limited."

The debt commitments will expire December 31, 2007, but will automatically be extended to March 31, 2008 if the merger agreement is extended to such date in accordance with its terms. The debt commitments are subject to the satisfaction of certain conditions, including without limitation the following:

- the negotiation, execution and delivery of definitive documentation with respect to the senior credit facilities reasonably satisfactory to the lead arrangers and the lenders under the senior credit facilities;

- the absence of a material adverse change (as defined in the merger agreement) of Andrew since the date of the merger agreement;

- consummation of the merger in accordance with the terms of the merger agreement in all material respects and in compliance with applicable law and regulatory approvals, without any provision of the merger agreement having been altered, amended or otherwise changed or supplemented or any condition therein waived, in each case, in a manner materially adverse to the lenders, without the prior written consent of the lead arrangers (such consent not to be unreasonably withheld, conditioned or delayed);

- CommScope and its subsidiaries having only certain specified indebtedness (after giving effect to the merger and the other related transactions);

- the administrative agent for the senior credit facilities having a valid and perfected first priority (subject to certain exceptions to be set forth in the loan documentation) lien and security interest in the collateral for the senior credit facilities, subject to certain exceptions and limitations, or the making of arrangements reasonably satisfactory to the administrative agent duly providing for the same;

- receipt by the administrative agent for the senior credit facilities of customary closing documents and certificates, legal opinions and other deliverables; and

- receipt by the lenders of all documentation and other information required by regulatory authorities under applicable "know your customer" and anti-money laundering rules and regulations, including the Uniting and Strengthening America By Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the PATRIOT Act).

The only representations relating to CommScope, Andrew, their subsidiaries or their businesses, the making of which are a condition to availability of the senior credit facilities at the consummation of the merger, are (1) such of the representations made by Andrew in the merger agreement as are material to the interests of the lenders (including, without limitation, there not having been between December 31, 2006 and the date of the merger agreement any changes, circumstances or events that, individually or in the aggregate, have had, or would reasonably be likely to have, a material adverse effect (as defined in the merger agreement) on Andrew), but only to the extent that CommScope has the right to terminate its obligations under the merger agreement as a result of a breach of such representation in the merger agreement and (2) certain representations relating to, among other things, the authorization, enforceability, priority and security of the senior credit facilities.

As of the date of this proxy statement/prospectus, no alternative financing arrangements or alternative financing plans have been made in the event that the senior credit facilities are not available as anticipated.

MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following is a general discussion of certain material U.S. federal income tax consequences of the merger to holders of Andrew common stock. This summary is based on the provisions of the Internal Revenue Code of 1986, as amended (the Code), applicable current and proposed U.S. Treasury Regulations, judicial authority, and administrative rulings and practice, all of which are subject to change, possibly on a retroactive basis. This discussion is limited to U.S. holders (as defined below) that hold their shares of Andrew common stock as capital assets for U.S. federal income tax purposes (generally, assets held for investment), unless otherwise indicated below. This discussion does not address all aspects of U.S. federal income tax that may be relevant to a holder in light of its particular circumstances, or that may apply to a holder that is subject to special treatment under the U.S. federal income tax laws (including, for example, insurance companies, dealers in securities or foreign currencies, traders in securities who elect the mark-to-market method of accounting for their securities, holders subject to the alternative minimum tax, persons that have a functional currency other than the U.S. dollar, tax-exempt organizations, financial institutions, mutual funds, partnerships or other pass-through entities for U.S. federal income tax purposes, controlled foreign corporations, passive foreign investment companies, certain expatriates, corporations that accumulate earnings to avoid U.S. federal income tax, holders who hold shares of Andrew common stock as part of a hedge, straddle, constructive sale or conversion transaction or holders who acquired their shares of Andrew common stock through the exercise of employee stock options or other compensation arrangements).

In addition, this discussion does not address any tax considerations under state, local or foreign tax laws, or U.S. federal laws other than those pertaining to the U.S. federal income tax that may apply to holders.

Each holder is urged to consult such holder's own tax advisor to determine the particular tax consequences to such holder including the application and effect of any state, local or foreign income and other tax laws, of the receipt of cash and CommScope common stock, if any, in exchange for Andrew common stock pursuant to the merger.

If a partnership holds Andrew common stock, the tax treatment of a partner will generally depend on the status of the partners and the activities of the partnership. If you are a partner of a partnership holding Andrew common stock, you should consult your tax advisor.

For purposes of this discussion, the term "U.S. holder" means:

- a citizen or individual resident of the U.S. for U.S. federal income tax purposes;

- a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the U.S. or any state or the District of Columbia;

- a trust if it (1) is subject to the primary supervision of a court within the U.S. and one or more U.S. persons, as defined under Section 7701(a)(30) of the Code (U.S. persons), have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person; or

- an estate the income of which is subject to U.S. federal income tax regardless of its source.

A "non-U.S. holder" is a person (other than a partnership) that is not a U.S. holder.

Tax Consequences of the Merger to U.S. Holders

The receipt of cash and CommScope common stock, if any, in the merger (or pursuant to the exercise of appraisal rights) by U.S. holders of Andrew common stock will be a taxable transaction for U.S. federal income tax purposes. In general, for U.S. federal income tax purposes, a U.S. holder of Andrew common stock will recognize gain or loss equal to the difference between:

- the amount of cash and the fair market value of the CommScope stock, if any, (determined as of the date of the merger) received in exchange for Andrew common stock; and

- the U.S. holder's adjusted tax basis in such Andrew common stock.

If the holding period of the Andrew common stock surrendered in the merger (or pursuant to the exercise of appraisal rights) is greater than one year as of the date of the merger, the gain or loss will be long-term capital gain or loss. The deductibility of a capital loss recognized on the exchange is subject to limitations under the Code. If a U.S. holder acquired different blocks of Andrew common stock at different times and different prices, such holder must determine its adjusted tax basis and holding period separately with respect to each block of Andrew common stock.

Each share of CommScope common stock received by a U.S. holder in the merger will have a tax basis equal to the fair market value of the share received (determined as of the date of the merger). A new holding period for each share of stock will begin on the day after the merger.

Tax Consequences of the Merger to Non-U.S. Holders

A non-U.S. holder generally will not be subject to U.S. federal income tax on any gain realized on the disposition of Andrew common stock in the merger unless:

- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year in which the merger occurs and specific other conditions are met;

- the gain is effectively connected with the conduct of a trade or business in the United States of the non-U.S. holder, subject to an applicable treaty providing otherwise; or

- the non-U.S. holder owned, directly or under certain constructive ownership rules of the Code, more than 5% of Andrew common stock at any time during the five-year period preceding the merger, and Andrew is or has been a "United States real property holding corporation" for U.S. federal income tax purposes (which Andrew does not believe it is or has been) at any time during the shorter of a five-year period preceding the merger or the period that the non-U.S. holder held Andrew common stock.

An individual non-U.S. holder described in the first bullet point above will generally be subject to tax at a 30% rate on the gain derived from the merger, which may be offset by U.S. source capital losses, even though the individual is not considered a resident of the United States under the Code. A non-U.S. holder described in the second bullet point above will be taxed on a net income basis on the net gain derived from the merger and in the same manner as if it were a U.S. person, and, if a non-U.S. holder is a foreign corporation, it may be subject, in addition, to the branch profits tax equal to 30% of its effectively connected earnings and profits or at such lower rate as may be specified by an applicable income tax treaty.

Information Reporting and Backup Withholding

Certain Andrew stockholders who receive cash or stock received in the merger (or pursuant to the exercise of appraisal rights) may be subject to U.S. information reporting and backup withholding. Backup withholding (currently at a rate of 28%) will apply with respect to the amount of cash received and the fair market value CommScope common stock, if any, received by a non-corporate U.S. holder (determined as of the date of the merger), unless the U.S. holder provides proof of an applicable exemption or a correct taxpayer identification number, and otherwise complies with the applicable requirements of the backup withholding rules. Corporations are generally exempt from backup withholding. Each non-corporate stockholder should complete and sign the substitute Form W-9 that will be part of the letter of transmittal to be returned to the paying agent in order to provide the information and certification necessary to avoid backup withholding, unless an applicable exemption exists and is otherwise proved in a manner satisfactory to the paying agent. In order for a foreign individual to qualify as an exempt recipient, he or she must submit a signed statement (such as a Certificate of Foreign Status on Internal Revenue Service Form W-8 BEN) attesting to his or her exempt status. Any amounts withheld under the backup withholding tax rules from a payment to a stockholder will be allowed as a refund or credit against the stockholder's United States federal income tax liability, provided that the required procedures are followed. Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules may be refunded or credited against a U.S. holder's U.S. federal income tax liability, if any, provided that such U.S. holder furnishes the required information to the Internal Revenue Service in a timely manner.

THE MERGER AGREEMENT

The following is a summary of the material terms of the merger agreement. This summary does not purport to describe all of the terms of the merger agreement and is qualified by reference to the complete merger agreement which is included as Annex A to this proxy statement/prospectus and incorporated by reference herein. All stockholders of Andrew are urged to read the entire merger agreement carefully.

The merger agreement has been included to provide Andrew stockholders with information regarding its terms and Andrew recommends that Andrew stockholders read the entire merger agreement carefully. Except for its status as the contractual document that establishes and governs the legal relations among the parties with respect to the merger, CommScope and Andrew do not intend for the text of the merger agreement to be a source of factual, business or operational information about CommScope or Andrew. That kind of information can be found elsewhere in this proxy statement/prospectus and in the documents incorporated herein by reference. The merger agreement contains representations and warranties of the parties as of specific dates and may have been used for the purposes of allocating risk between the parties rather than establishing matters as facts. Those representations and warranties are qualified in several important respects, which you should consider as you read them in the merger agreement, including contractual standards of materiality that may be different from what may be viewed as material to Andrew stockholders. Accordingly, investors should not rely on the representations and warranties in the merger agreement as characterizations of the actual state of facts about CommScope or Andrew. In particular, the assertions embodied in the representations and warranties contained in the merger agreement are qualified by information in confidential disclosure schedules provided by Andrew and CommScope to each other in connection with the signing of the merger agreement. These disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the merger agreement. Except for the parties themselves, under the terms of the merger agreement only certain other specifically identified persons are third party beneficiaries of the merger agreement who may enforce it and rely on its terms. Except for Andrew stockholders, who are third party beneficiaries of Article II of the merger agreement regarding the exchange of shares in the merger, as stockholders, you are not third party beneficiaries of the merger agreement and therefore may not directly enforce or rely upon its terms and conditions. You should not rely on the representations, warranties or covenants of the merger agreement as characterizations of the actual state of facts or condition of CommScope, Andrew or any of their respective affiliates. Information concerning the subject matter of the representations and warranties may have changed since the date of the merger agreement and subsequently developed or new information qualifying a representation or warranty may have been included in this proxy statement/prospectus.

Structure of the Merger

At the effective time of the merger, DJRoss, Inc. (which we refer to as DJRoss), a Delaware corporation and an indirect wholly owned subsidiary of CommScope, will merge with and into Andrew. Andrew will be the surviving corporation in the merger and will become an indirect wholly owned subsidiary of CommScope.

Andrew's certificate of incorporation will be amended and restated in its entirety to be identical to the certificate of incorporation of DJRoss in effect prior to the merger, except that the name shall be changed to "Andrew Corporation", at the effective time of the merger and, as so amended, will be the surviving corporation's certificate of incorporation until duly amended. Andrew's by-laws will be similarly amended at the effective time of the merger and, as so amended, will be the surviving corporation's by-laws until duly amended. The directors and officers of DJRoss will be the directors and officers of the surviving corporation from and after the effective time of the merger until their respective successors are duly elected or appointed and qualified.

CommScope and Andrew may mutually agree to revise the structure of the merger described above at any time prior to the receipt of the approval of the merger agreement and the merger from Andrew stockholders, or at any time after such approval has been obtained if, with appropriate disclosure, any required further approval of the revised structure is obtained from Andrew stockholders.

When the Merger Becomes Effective

CommScope and Andrew will cause a certificate of merger to be executed and filed with the Secretary of State of the State of Delaware on the closing date of the merger. CommScope and Andrew have agreed that the closing date of the merger will be the tenth business day (but not a day immediately preceding or following a holiday) following the satisfaction or waiver of the conditions to the merger as described in the merger agreement, unless an earlier date is designated by CommScope. The merger will become effective at the time when the certificate of merger is duly filed or such other time as agreed upon by the parties and set forth in the certificate of merger. We refer to that time as the effective time of the merger.

Merger Consideration

The merger agreement provides that, at the effective time of the merger, each share of Andrew common stock issued and outstanding immediately prior to the effective time of the merger, but excluding shares of Andrew common stock held in the treasury of Andrew and shares held by Andrew stockholders who perfect and exercise their appraisal rights, will be converted into the right to receive, without any interest and less any withholding taxes, (1) $13.50 in cash (which we refer to as the cash merger consideration) plus (2) at the election of CommScope (at its sole discretion, by written notice to Andrew at least two business days before the closing date), one of the following three forms of consideration (which we refer to as the election merger consideration):

- $1.50 in cash;
- a fraction (which we refer to as the exchange ratio) of a fully paid and nonassessable share of CommScope common stock equal to (A) $1.50 divided by (B) the volume weighted average of the closing sale prices of a share of CommScope common stock on the NYSE Composite Transactions Tape over the ten consecutive trading days ending two trading days prior to the day on which the merger becomes effective (which we refer to as the average CommScope common stock price); or
- a combination of cash and a fraction of a share of CommScope common stock (determined as described above), together equaling $1.50.

At the effective time of the merger, (1) all shares of Andrew common stock held as treasury stock by Andrew, if any, will be automatically extinguished, and no consideration will be paid in exchange for such shares and (2) each issued and outstanding share of common stock of DJRoss will be converted into one share of the surviving corporation.

After the completion of the merger, each certificate that previously represented shares of Andrew common stock will only represent the right to receive the cash merger consideration, the election merger consideration and any cash in lieu of fractional shares of Andrew common stock, if any (which we refer to collectively as the merger consideration), together with the Pre-surrender CommScope Distributions (as defined below), without interest. In addition, after the effective time of the merger, Andrew will not register any transfers of the shares of Andrew common stock.

The exchange ratio will be adjusted to reflect fully the appropriate effect of any stock split, reverse stock split, stock dividend (including any dividend or distribution of securities convertible into CommScope common stock or Andrew common stock), reorganization, recapitalization, reclassification or other like change with respect to CommScope common stock or Andrew common stock having a record date on or after the date of the merger agreement and prior to the effective time of the merger.

If any CommScope common stock is included in the election merger consideration, no fractional shares of CommScope common stock will be issued in the merger. Instead, the exchange agent will pay each Andrew stockholder who would have otherwise been entitled to a fractional share of CommScope common stock (after aggregating all fractional shares of CommScope common stock that otherwise would be received by such stockholder) an amount in cash (rounded to the nearest whole cent), without interest, determined by multiplying such fraction by the average CommScope common stock price.

Until an Andrew stock certificate has been surrendered, no dividends or other distributions with respect to CommScope common stock with a record date after the effective time of the merger will be paid to the holder of such unsurrendered stock certificate of Andrew, and no cash payment in lieu of fractional shares will be paid to any such holder. Following surrender of an Andrew stock certificate, the holder will be entitled to receive, without interest, (1) the merger consideration, together with the amount of dividends or other distributions with a record date after the effective time of the merger paid with respect to the whole shares of CommScope common stock, if any, included in such merger consideration, and (2) at the appropriate payment date, the amount of dividends or other distributions with a record date after the effective time of the merger and a payment date subsequent to such surrender payable with respect to whole shares of CommScope common stock, if any, included in such merger consideration (which we refer to collectively as the Pre-surrender CommScope Distributions).

Listing of CommScope Common Stock

CommScope has agreed to use all reasonable best efforts to cause the shares of CommScope common stock issuable in the merger and the shares of CommScope common stock to be reserved for issuance with respect to stock options and restricted stock units issued under the Andrew stock plans, upon exercise of the Andrew warrant and upon conversion of the Andrew notes, to be authorized for listing on the New York Stock Exchange, upon notice of issuance, exercise or conversion, as applicable.

Treatment of Stock Options and Restricted Stock Units

All Andrew stock options will vest automatically as a result of the merger and holders of outstanding options to purchase shares of Andrew common stock may elect, not less than five days prior to the effective time of the merger, to have some or all of their stock options cancelled as of the effective time of the merger. In exchange for such cancellation, holders of each such option will be entitled to receive for each share of Andrew common stock subject to the cancelled stock option an amount equal to the merger consideration less the exercise price of the cancelled option, without interest and less any withholding taxes. The exercise price will be deducted from the cash portion of the election merger consideration and the cash merger consideration, and if the exercise price of the cancelled option is in excess of such cash portion, the number of CommScope common shares issuable will be reduced by a number of shares having a value equal to such excess based on the average CommScope common stock price.

Holders of outstanding options to purchase shares of Andrew common stock who do not elect to have all of their options cancelled as of the effective time of the merger will have each outstanding option not so cancelled converted into an option to acquire, subject to certain requirements of the Internal Revenue Code, (i) a number of shares of CommScope common stock equal to the product (rounded to the nearest whole number) of (1) the number of shares of Andrew common stock subject to such option immediately prior to the effective time of the merger and (2) the "option exchange ratio," which equals (A) $15.00 *divided by* (B) the average CommScope common stock price, and (ii) at an exercise price per share (rounded to the nearest whole cent) equal to (1) the exercise price per share of Andrew common stock of such option immediately prior to the effective time of the merger *divided by* (2) the option exchange ratio.

Restricted stock units (including, to the extent applicable, performance stock units) granted under the stock plans of Andrew, at the effective time of the merger, will be assumed by CommScope and will be converted into the right to receive, upon vesting, (1) the number of whole shares of CommScope common stock equal to the product of (A) the number of shares of Andrew common stock underlying such restricted stock units (including performance stock units) *multiplied by* (B) the stock portion of the election merger consideration (if CommScope common stock is issued as part of the merger consideration), rounded down to the nearest whole number of shares of CommScope common stock and (2) that amount of cash equal to the product of (x) the number of shares of Andrew common stock underlying such restricted stock units (including performance stock units) *multiplied by* (y) the sum of the cash portion of the election merger consideration and the cash merger consideration. No fractional shares of CommScope common stock will be issued in the merger. Cash will be paid in lieu of fractional shares.

Notwithstanding the foregoing, to the extent provided in the applicable stock plans of Andrew or the terms of any restricted stock unit (including any performance stock unit) award agreement evidencing an award, a restricted stock unit (including, to the extent applicable, a performance stock unit) of Andrew will vest upon a change of control (such as the merger) and will be cancelled as of the effective time of the merger in exchange for a cash payment in an amount equal to the product of (1) the number of shares of Andrew common stock underlying such restricted stock unit (including performance stock unit) immediately prior to the effective time of the merger *multiplied by* (2) $15.00.

Any shares of Andrew common stock issued under the stock plans of Andrew with restrictions or limitations on transfer will be treated in accordance with the terms of the respective stock plans under which such shares were issued, and the shares of CommScope common stock issued in exchange for such shares of Andrew common stock will have the same restrictions and limitations, if any, as such shares of Andrew common stock at the effective time of the merger.

Treatment of Andrew Warrant and Andrew Notes

At the effective time of the merger, the Andrew warrant will become exercisable for the merger consideration in accordance with its terms. The terms of the Andrew warrant specify that the Andrew warrant shall, after the merger, be exercisable into the kind and number of shares of stock or other securities or property of the corporation surviving such merger to which the holder of the number of shares of Andrew common stock deliverable (immediately prior to the time of such merger) upon exercise of the Andrew warrant would have been entitled upon such merger. Andrew is to provide the holder of the Andrew warrant with not less than 20 days written notice prior to the applicable record date or effective date of the occurrence of the merger (the notice shall set forth in detail all material facts and circumstances surrounding and relating to the merger).

At the effective time of the merger, the Andrew notes will become convertible into the merger consideration in accordance with the terms of the indenture, dated August 8, 2003, between Andrew and BNY Midwest Trust Company (which we refer to as the Andrew indenture) that governs the Andrew notes. The Andrew indenture provides that Andrew and CommScope shall execute a supplemental indenture providing that each note shall be convertible into the kind and amount of consideration receivable upon the merger by a holder of a specified number of shares of Andrew common stock immediately prior to the merger. As a closing condition, CommScope and Andrew, together with the trustee under the Andrew indenture, shall have entered into a supplemental indenture to the Andrew indenture providing for modification of the conversion rights of the holders of Andrew notes. In addition, following the merger, CommScope will be required to offer to repurchase any Andrew notes not converted into the merger consideration in accordance with the terms of the Andrew indenture, at a price equal to 100% of the principal amount thereof, together with accrued and unpaid interest up to, but excluding, the date of such repurchase.

Exchange of Shares and Certificates

Your right to receive the merger consideration will occur automatically at the effective time of the merger unless you perfect and exercise your appraisal rights.

Promptly after the effective time of the merger, Mellon Investor Services, L.L.C. (or another institution reasonably satisfactory to Andrew and CommScope, which we refer to as the exchange agent) will mail to each holder of record of a stock certificate or certificates that immediately prior to the effective time of the merger represented outstanding shares of Andrew common stock (which we refer to as Andrew stock certificates), (1) a letter of transmittal and (2) instructions for use in effecting the surrender of such stock certificates in exchange for the merger consideration and any Pre-surrender CommScope Distributions.

Please do not return Andrew stock certificates with the enclosed proxy card.

Upon surrender of an Andrew stock certificate to the exchange agent, together with a duly completed and executed letter of transmittal and any other documents as may reasonably be required by the exchange agent, you will be entitled to receive from the exchange agent the following:

- the number of whole shares of CommScope common stock, if any, to which you are entitled in accordance with the merger agreement;
- the cash portion, if any, of the election merger consideration, without interest, to which you are entitled in accordance with the merger agreement;
- the cash merger consideration, without interest;
- the cash payment in lieu of any fractional shares of CommScope common stock, if any, without interest; and
- any Pre-surrender CommScope Distributions, without interest.

If a transfer of shares of Andrew common stock is not registered in the transfer records of Andrew, the merger consideration for such shares and the Pre-surrender CommScope Distributions, if any, may be paid to a person other than the record holder of the surrendered Andrew stock certificate if:

- the stock certificate is properly endorsed or otherwise is in proper form for transfer; and
- the person requesting such payment either:
  - pays any transfer or other taxes required by reason of the issuance of CommScope common stock and the payment of cash to a person other than the registered holder of the surrendered certificate; or
  - establishes to the satisfaction of CommScope that such tax has been paid or is not applicable.

At the effective time of the merger, the stock transfer books of Andrew shall be closed and there shall be no further registration of transfers on the stock transfer books of the surviving corporation of the shares of Andrew common stock which were outstanding immediately prior to the effective time of the merger. If, after the effective time of the merger, Andrew stock certificates are presented to the surviving corporation or the exchange agent for any reason, they will be canceled and exchanged as provided above.

If your stock certificate has been lost, stolen or destroyed, the exchange agent will issue the applicable merger consideration for the shares represented by that certificate and the Pre-surrender CommScope Distributions (if any), if you provide an affidavit certifying that such certificate has been lost, stolen or destroyed. However, CommScope may, in its reasonable discretion require you to deliver an agreement of indemnification in form reasonably satisfactory to CommScope, or a bond in such

94

amount as CommScope may reasonably direct as indemnity, against any claim that may be made against CommScope or the exchange agent in respect of such stock certificate alleged to have been lost, stolen or destroyed.

Six months after the effective time of the merger, any portion of the shares of CommScope common stock and cash deposited with the exchange agent (which we refer to as the exchange fund) that remains undistributed to the former stockholders of Andrew will be delivered to CommScope. After the expiration of the six-month period, each holder of a certificate representing shares of Andrew common stock may look only to CommScope for payment of his or her claim for the merger consideration and the Pre-surrender CommScope Distributions, if any.

None of CommScope, DJRoss, the surviving corporation or the exchange agent will be liable to any person in respect of any shares of CommScope common stock (or dividends or distributions with respect to such shares) or cash from the exchange fund delivered to a public official pursuant to any applicable abandoned property, escheat or similar law. Any shares of CommScope common stock, any cash or any dividends or distributions with respect to CommScope common stock issuable in respect of any Andrew stock certificate will become the property of the surviving corporation if such stock certificate is not surrendered prior to seven years after the effective time of the merger, or immediately prior to such earlier date on which such shares or cash payments would otherwise escheat to, or become the property of, any governmental entity.

Covenants Relating to Conduct of Business

Each of Andrew and CommScope has undertaken certain covenants in the merger agreement restricting the conduct of its respective business between the date of the merger agreement and the effective time of the merger.

Affirmative Covenants Relating to Conduct of Business

Except as expressly required by, or provided for, in the merger agreement, or agreed to by the other party in writing, each of CommScope, Andrew and each of their respective subsidiaries is required to carry on its business in the ordinary course, consistent with past practice, maintain its existence in good standing under applicable law and use commercially reasonable efforts to (1) preserve intact its current business organization, (2) keep available the services of its current officers and key employees and (3) preserve its relationships with its customers, suppliers and other persons with which it has significant business relations.

Further, during the period from the date of the merger agreement to the effective time of the merger, Andrew and its subsidiaries are required to (1) maintain with financially responsible insurance companies, insurance in such amounts and against such risks and losses as are customary for companies of the size and financial condition of Andrew, and which are engaged in businesses similar to that of Andrew and its subsidiaries and (2) continue to timely file all reports and other documents that they are required to file with the SEC and pay all fees due and payable in connection with such filings, and furnish CommScope, if requested, with any work papers and other materials, including those prepared by Andrew's independent auditors, used in preparation of such filings.

Required Consent from CommScope

Without the prior written consent of CommScope, and with certain exceptions and subject to certain conditions described in the merger agreement (which exceptions and conditions apply to certain but not all of the following items), neither Andrew nor any of its subsidiaries may take any of the following actions or authorize, commit or agree to take any of the following actions during the period from the date of the merger agreement and the effective time of the merger:

Declare, set aside or pay any dividends on, make any other distributions in respect of, or enter into any agreement with respect to the voting of, any of its capital stock;

Split, combine or reclassify any of its capital stock or authorize the issuance of any other securities in respect of, in lieu of or in substitution for shares of its capital stock;

Purchase, redeem or acquire any shares of its capital stock or any other of its securities or any rights, warrants or options to acquire any such shares or other securities;

Issue, grant, sell, deliver, pledge or otherwise encumber or subject to any lien, any shares of capital stock or other voting securities or any rights, warrants or options, warrants or convertible notes, to acquire such shares or securities, other than (1) the issuance of common stock or options upon the exercise of Andrew options or the Andrew warrant, or conversion of the Andrew notes, (2) the issuance by a wholly owned subsidiary of Andrew of capital stock to such subsidiary's parent company or (3) the issuance of common stock, options to purchase common stock or restricted stock units in the ordinary course of business to participants in employee stock purchase plans;

Amend its certificate of incorporation or by-laws;

Acquire, or agree to acquire, by merging or consolidating with, or by purchasing any equity interest or a security convertible into or exchangeable for any equity interest in or a portion of the assets of, any person or business that is not an affiliate of Andrew which are material to Andrew and its subsidiaries' business, other than acquisitions permitted by the merger agreement;

Sell, pledge, dispose of, transfer, lease, license or otherwise encumber any property or assets, except certain sales in the ordinary course of business consistent with past practice;

Make any loans, advances or capital contributions to, or investments in, any person or entity other than certain transactions permitted by the merger agreement;

Borrow money or issue any debt securities or assume, guarantee, endorse or become responsible for the debt obligations of any person or entity, other than in the ordinary course of business;

Draw on existing credit facilities, other than in the ordinary course of business;

Pay, discharge, settle or satisfy any material claim, action or proceeding, except settlements in the ordinary course of business or for which reserves have been established as of the date of the merger agreement;

Make any material tax election, except in the ordinary course of business;

Increase in any manner the compensation or fringe benefits of (or enter into any commitment to pay any pension or benefit to), or pay any bonus to, any of its officers, directors or employees, except pursuant to existing commitments;

Enter into any collective bargaining agreement;

Commit itself to, or enter into, any employment agreement with its chief executive officer, any executive who directly reports to its chief executive officer or any executive who reports to a direct report to its chief executive officer;

Adopt any new benefit, compensation stock option plan, or amend, supplement or accelerate any existing benefit, stock option or compensation plan, except pursuant to existing commitments or as required by applicable laws;

Change accounting methods, principles or practices unless required by U.S. generally accepted accounting principles or any applicable laws with the concurrence of its independent auditors;

Enter into, modify or amend in any material respect, or terminate, waive, release or assign any material benefit or claim under, any material joint venture, strategic partnership, alliance, license or sublicense or other material contract, except for certain transactions permitted by the merger agreement;

Enter into any material new line of business;

Subject itself to any material non-compete or other similar restriction on the conduct of its business that would be binding on its business following completion of the merger; or

Make or agree to make any new capital expenditures, other than certain expenditures set forth in the merger agreement.

Required Consent from Andrew

Without the prior written consent of Andrew, neither CommScope nor any of its subsidiaries may take any of the following actions or authorize, commit or agree to take any of the following actions during the period from the date of the merger agreement and the effective time of the merger:

Amend its certificate of incorporation or by-laws that would reasonably be expected to be materially adverse to CommScope's stockholders; or

Acquire or agree to acquire, by merging or consolidating with, or by purchasing any equity interest or any security convertible into or exchangeable for any equity interest in or a portion of the assets of, or by any other manner, any person, which acquisition, merger, consolidation or purchase would reasonably be expected to materially impede or delay the receipt of any approvals from any governmental entities contemplated by the merger agreement.

Solicitation

Andrew has agreed that, except in certain circumstances as described below, Andrew and its subsidiaries will not, nor will it authorize or permit any of its officers, directors, employees, investment bankers, financial advisors, attorneys, accountants or other representatives to, take any of the following actions:

Solicit, initiate, encourage (including by way of furnishing any information) or take any other action intended to facilitate, induce or encourage any inquiries or the making, submission or announcement of any proposal or offer that constitutes, or could reasonably be expected to lead to, a proposed "alternative transaction" (as defined below);

Participate in any discussions or negotiations regarding, or furnish any information with respect to, any possible or proposed alternative transaction;

Approve, endorse or recommend any alternative transaction; or

Enter into any letter of intent, agreement or commitment contemplating or otherwise relating to any possible or proposed alternative transaction.

Andrew has agreed that it and its subsidiaries will, as of the date of the merger agreement, cease, and will cause their respective officers, directors, employees, investment bankers, financial advisors, attorneys, accountants or other representatives to cease, any and all existing activities, discussions, or negotiations with any third parties conducted up to the date of the merger agreement with respect to any possible or proposed alternative transaction and will use its reasonable best efforts to enforce any confidentiality agreement relating to those possible or proposed alternative transactions.

The merger agreement also provides that Andrew will, as promptly as practicable after the receipt of any alternative transaction proposal or any inquiry or request for information relating to any alternative transaction proposal, notify CommScope of the material terms and conditions of the alternative transaction proposal, request or inquiry and the identity of the person making the alternative transaction proposal, request or inquiry and will provide CommScope with a copy of all written materials provided by or to it in connection with any alternative transaction proposal, request or inquiry. Andrew also has agreed to notify CommScope of any meeting of the board of directors of Andrew at which any alternative transaction proposal is reasonably likely to be considered.

An "alternative transaction" means any of the following transactions:

- any transaction or series of related transactions with one or more third parties involving:
  - any purchase from Andrew or acquisition by any person or entity or group of more than 20% of the total outstanding voting securities of Andrew;
  - any tender offer or exchange offer that, if consummated, would result in any person, entity or group beneficially owning 20% or more of the total outstanding voting securities of Andrew;
  - any merger, consolidation or business combination or similar transaction involving Andrew, as a whole; or
  - any sale, lease, exchange, transfer, license, acquisition or disposition of more than 20% of the assets of Andrew (including equity securities of any subsidiary of Andrew) on a consolidated basis; or
- any liquidation or dissolution of Andrew.

Notwithstanding anything to the contrary described above, the merger agreement allows Andrew, in response to an unsolicited, bona fide proposal for an alternative transaction that is determined in accordance with the merger agreement by Andrew's board of directors to be, or to be reasonably likely to lead to, a "superior proposal" (as defined below), to take the following actions (but only (1) if and to the extent (x) Andrew's board of directors has concluded in good faith, after receipt of advice of outside legal counsel, that failure to take such action is reasonably likely to result in a breach of its fiduciary obligations and (y) Andrew has given CommScope three business days' prior written notice of its intentions to furnish information or engage in negotiations and of the identity or the person, entity or group making such superior proposal and the material terms and conditions of such superior proposal and (2) if Andrew has not breached in any material respect the provisions in the merger agreement prohibiting solicitation of competing bids):

- furnish its nonpublic information to a person proposing such superior proposal, provided that before furnishing nonpublic information to the person proposing the superior proposal, Andrew enters into a confidentiality agreement with the person proposing the superior proposal that is at least as restrictive as the confidentiality agreement entered into between Andrew and CommScope (except that such confidentiality agreement need not include a standstill); and Andrew provides a copy of any materials provided to the person making the superior proposal to CommScope; and
- engage in negotiations with such person regarding such superior proposal, but in no event shall Andrew enter into any definitive agreement (other than a confidentiality agreement) to effect a superior proposal unless Andrew's board of directors approves such superior proposal and authorizes Andrew to enter into a binding written agreement with respect to such superior proposal and, in connection with the termination of the merger agreement and entering into the agreement reflecting the superior proposal, pays to CommScope the termination fee as further described below.

A "superior proposal" means any unsolicited, bona fide written proposal made by a third party to acquire, directly or indirectly, pursuant to a tender offer, exchange offer, merger, consolidation or other business combination:

- 50% or more of the assets of Andrew on a consolidated basis; or

- 50% or more of the outstanding voting securities of Andrew and as a result of which the stockholders of Andrew immediately preceding such transaction would hold less than 50% of the aggregate equity interests in the surviving or resulting entity of such transaction; and

on terms that Andrew's board of directors has determined in good faith, after taking into account the advice of its outside legal counsel and its financial advisor and all of the terms and conditions of such proposal and the merger agreement (including any proposal by CommScope to amend the terms of the merger agreement), (1) to be more favorable to Andrew's stockholders (in their capacities as stockholders) than the terms of the merger agreement and (2) to be reasonably capable of being consummated on the terms proposed, taking into account all other legal, financial, regulatory and other aspects of such proposed alternative transaction and the person proposing such alternative transaction, including, if the proposed alternative transaction involves any financing, the likelihood of obtaining such financing and the terms on which such financing may be secured.

In response to the receipt of an unsolicited proposed alternative transaction that is determined to be a superior proposal, the board of directors of Andrew may withhold, withdraw, amend or modify its recommendation in favor of the merger agreement and, in the case of a tender or exchange offer made directly to Andrew stockholders, may recommend that Andrew stockholders accept the tender or exchange offer, which we refer to as a "change of recommendation," if Andrew's board of directors believes in good faith, after receipt of advice of outside legal counsel that, in light of the superior proposal, failure to change its recommendation is reasonably likely to result in a breach of its fiduciary obligations.

Prior to announcing any change of recommendation, Andrew must:

- Provide CommScope with three business days' prior written notice (1) expressly stating Andrew's intent to effect a change of recommendation and (2) describing any modifications to the material terms and conditions of the superior proposal and the identity of the person, entity or group making the superior proposal from the description contained in the notice previously provided to CommScope upon receipt of the superior proposal;

- Make available to CommScope a copy of any materials made available to the person or entity proposing the superior proposal; and

- During such three-business-day period, if requested by CommScope, engage in good faith negotiations to amend the merger agreement in such a manner that the alternative transaction proposal is no longer a superior proposal.

In addition to the circumstances described above, Andrew's board of directors may effect a change of recommendation (but only insofar as the same involves withholding, withdrawing, amending or modifying its recommendation in favor of the approval and adoption of the merger agreement) if there shall have occurred and be continuing any other event, occurrence or circumstance as a result of which, in the good faith judgment of Andrew's board of directors, after consultation with outside counsel of Andrew, the failure to effect a change in recommendation would violate the fiduciary duties of Andrew's board of directors to Andrew's stockholders.

Other Covenants and Agreements

The merger agreement contains certain other covenants and agreements, including covenants relating to:

- Cooperation between Andrew and CommScope in the preparation of this proxy statement/prospectus;
- Timeliness of holding Andrew's stockholders meeting to approve the merger agreement and the recommendation of the board of directors of Andrew with respect to approval to be sought at such meeting (subject to the provisions permitting the board of directors of Andrew to change its recommendation);
- Confidentiality and access by each party to certain information about the other party;
- Cooperation to obtain (and to keep each other apprised of the status of) all governmental approvals and other consents required to complete the merger;
- Obtaining certain directors' and officers' liability insurance policies and providing certain indemnification provisions in the certificate of incorporation and by-laws of the surviving corporation in the merger;
- Cooperation with respect to any public announcements regarding the merger;
- Listing on the New York Stock Exchange of CommScope common stock issuable under the merger agreement and the CommScope common stock to be reserved for issuance under the Andrew stock plans, the Andrew warrant and the Andrew indenture;
- Maintaining at least a comparable level of employee benefits for and recognizing the time of service for purposes of employee benefits for employees of Andrew continuing to be employed by CommScope following merger subject to certain exceptions provided in the merger agreement;
- Assumption by CommScope of all employment, severance and other compensation agreements and arrangements of Andrew and any of its subsidiaries existing on the date of the merger agreement and any other such agreements entered into after the date of the merger agreement, prior to the effective time of the merger and in accordance with the merger agreement;
- Maintaining each Andrew domestic benefit plan that is a welfare plan providing benefits to retirees and other current and future former employees of Andrew (and their respective spouses and dependents);
- Notifying the other party to the merger of the occurrence of any event that would be reasonably likely to cause the failure of any of the conditions to the closing of the merger to be satisfied;
- Responding to stockholder litigation; and
- Arranging debt financing for the purpose of funding the transactions contemplated by the merger agreement. For further information, see the section entitled "Proposal No. 1 The Merger Financing."

Expenses

Subject to limited exceptions, all fees and expenses incurred in connection with the merger agreement will be paid by the party incurring such expenses. However, CommScope and Andrew will share equally the filing fees required in connection with the filing by the parties of the pre-merger notification and report forms relating to the merger under the HSR Act and any foreign antitrust or competition laws.

Divestitures in Connection with Antitrust and Competition Laws

In the event any governmental entity acting pursuant to any antitrust, competition or other similar law requires, as a condition to granting any waiver or consent to the merger, the divestiture of, or limitation on, any businesses, assets or property of CommScope, Andrew or any of their respective subsidiaries, CommScope and Andrew shall divest, or place limits on, such business, assets or property, provided that such actions would not reasonably be expected to result in the loss of annualized revenue of CommScope and Andrew on a combined basis of more than $225 million.

Representations and Warranties

The merger agreement contains representations and warranties made by each of CommScope and Andrew as to itself and its subsidiaries that expire at the effective time of the merger. Many of these representations or warranties do not extend to matters where the failure of the representation and warranty to be accurate would not have a material adverse effect on the party making the representation or warranty.

Some of these representations and warranties are made by both parties (in the case of CommScope, jointly and severally with DJRoss) relating to:

- Corporate existence, qualification to conduct business and corporate standing and power;
- Ownership of subsidiaries and capital structure;
- Corporate authority to enter into and perform under the merger agreement and enforceability of the merger agreement;
- Board of directors approval and in the case of Andrew, stockholder approval;
- Absence of a breach of the certificate of incorporation, by-laws, law or material agreements as a result of the merger;
- Filings with the SEC and other governmental entities;
- Accuracy of the information supplied for this proxy statement/prospectus;
- Financial statements;
- Absence of certain changes or events, including litigation;
- Compliance with laws and regulations;
- Inapplicability of anti-takeover statutes;
- Payment of fees to finders or brokers in connection with the merger agreement; and
- Ownership by CommScope or Andrew of the other party's common stock.

In addition, the merger agreement contains representations and warranties made by Andrew relating to:

Labor and other employment matters and employee benefit plans;

Tax matters;

Absence of environmental liabilities;

Intellectual property matters;

Opinions of financial advisor;

Existence and enforceability of material contracts;

Internal control over financial reporting and disclosure controls over information filed with the SEC;

Absence of undisclosed interested party transactions; and

Real property matters.

The merger agreement also contains representations and warranties made by CommScope and DJRoss jointly and severally relating to the Financing Commitments. For further information, see the section entitled "Proposal No. 1 The Merger Financing."

Conditions to Completion of the Merger

The obligations of CommScope and Andrew to complete the merger are subject to the satisfaction or waiver of certain conditions including:

The adoption of the merger agreement by Andrew stockholders;

The expiration or termination of the applicable waiting periods under antitrust or competition laws;

The receipt of all other governmental and regulatory consents, approvals and authorizations necessary to consummate the merger, unless failure to obtain those consents or approvals would not reasonably be expected to have a material adverse effect on CommScope (determined after giving effect to the merger);

The absence of any law, order or injunction prohibiting completion of the merger;

The absence of any action or proceeding by any governmental entity challenging or seeking to prevent or delay the merger;

If any CommScope common stock is included in the election merger consideration, the SEC having declared effective the registration statement on Form S-4 of such CommScope common stock (which we refer to as the CommScope registration statement), of which this proxy statement/prospectus forms a part;

If any CommScope common stock is included in the election merger consideration, the authorization for listing by the New York Stock Exchange of the CommScope common stock to be issued in the merger; and

The amendment or supplement of the Andrew indenture to cause the Andrew notes to be convertible into the merger consideration following the effective time of the merger.

In addition, CommScope's obligation to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

The representations and warranties of Andrew contained in the merger agreement (other than certain representations and warranties relating to fundamental matters such as capitalization and authority to enter into the merger agreement) being true when made and as of the closing date of the merger (except those expressly made as of a specific date, which must be true in all respects as of such date), unless the failure of such representations or warranties to be true (determined without regard to any materiality qualifiers) does not have, and would not be expected to have, a material adverse effect on Andrew;

The representations and warranties of Andrew contained in the merger agr