

## **PART IV**

### **Item 15. Exhibits, Financial Statement Schedules**

(a) 1. Financial Statements

The consolidated financial statements listed in the accompanying Index to Consolidated Financial Statements, appearing immediately after the Signature Page, are filed as part of this Annual Report on Form 10-K.

(a) 2. Financial Statement Schedule

Schedule II. Valuation and Qualifying Accounts - Years ended December 31, 2009, 2008 and 2007

All other schedules are omitted as the required information is inapplicable, or the information is presented in the financial statements or related notes.

**SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS** (in thousands):

<u>Classification</u>	<u>Years Ended December 31, 2009, 2008 and 2007</u>				<u>Balance at end of year</u>
	<u>Balance at beginning of year</u>	<u>Additions charged to costs and expenses</u>	<u>Deductions</u>	<u>Other</u>	
Allowance for Doubtful Accounts:					
2007	\$ 741	1,404	(1,041)(a)	-	1,104
2008	1,104	333	(653)(a)	72(b)	856
2009	856	921	(679)(a)	110(b)	1,208
Valuation Allowance for Deferred Tax Assets:					
2007	\$32,921	16,222(c)	(49)	-	49,094
2008	49,094	-	(20,545)(d)	-	28,549
2009	28,549	-	-	9,302(e)	37,851

(a) Deductions represent receivables that were charged off to the allowance or recovered during the year.

(b) Includes the balances at the date of acquisition for new businesses acquired during 2008 and 2009.

(c) In 2007, we increased the valuation allowance by \$16.2 million net, mainly for the benefits associated with certain foreign net operating losses. This increase in valuation allowance was based on management's assessment that, due to changing business conditions and the limitation of tax planning strategies, we were not likely to fully realize these deferred tax assets.

(d) The decrease in the valuation allowance in 2008 was attributable primarily to utilization of carryforwards with current period taxable income (\$4.1 million), reduction of existing carryforwards as a result of revisions to amounts available (\$5.9 million), the effect of changes in foreign currency exchange rates (\$9.2 million) and a release of a portion of the beginning-of-the-year valuation allowance based on revisions to projected taxable income in the relatively near term (\$1.3 million), supported by actual continuing profitability in the past several years.

(e) The valuation allowance increase in 2009 was attributable primarily to Canada including the effect of changes in foreign currency exchange rates (\$4.3 million), revaluing the deferred tax asset to reflect future lower tax rates in the period the asset will be includable in taxable income (\$3.5 million), the generation of additional deferred tax assets (\$5.1 million) and revision in estimate of prior year deferred tax assets (\$7.4 million). These increases were partially offset by utilization of carry forwards with current period taxable income (\$9.3 million) and a revision in estimated utilization of deferred tax assets in the prior year (\$4.9 million). The remaining increase is due to business acquisitions and other jurisdictions with deferred tax assets for which realization is not more likely than not.

a) 3. Exhibits

The following exhibits are filed as part of this report:

2.1 Asset Purchase Agreement dated as of October 31, 2006, between EMS Technologies, Inc. and Andrew Corporation (incorporated by reference to Exhibit 2.01 to our Report on Form 8-K dated December 1, 2006).

2.2 Amending Agreement, dated as of December 1, 2006, to the Asset Purchase Agreement dated as of October 31, 2006, between EMS Technologies, Inc. and Andrew Corporation (incorporated by reference to Exhibit 2.02 to our Report on Form 8-K dated December 1, 2006).

2.3 Agreement and Plan of Merger dated as of December 11, 2008, by and among EMS Technologies, Inc., EMS Acquisitions, Inc., Formation, Inc., and Nim Evatt solely as Stockholder Representative (incorporated by reference to Exhibit 2.1 to our Report on Form 8-K dated January 9, 2009).

2.4 Share Purchase Agreement dated as of November 20, 2008, by and among the Company, EMS Acquisition Company Limited, Satamatics Global Limited, and other various parties (incorporated by reference to Exhibit 2.1 to our Report on Form 8-K dated February 13, 2009).

3.1 Second Amended and Restated Articles of Incorporation of EMS Technologies, Inc., effective March 22, 1999 (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the quarter ended April 4, 2009).

3.2 Bylaws of EMS Technologies, Inc. as amended through December 21, 2009. \*

4.1 Amendment No. 3, dated April 21, 2009, to Credit Agreement among EMS Technologies, Inc. and EMS Technologies Canada, LTD., the lenders party thereto, and Bank of America as Domestic and Canadian Administrative Agent. \*

4.2 Second amendment dated February 13, 2009, to EMS Technologies, Inc.'s Credit Agreement, dated as of February 29, 2008, among EMS Technologies, Inc. and EMS Technologies Canada, LTD., the lenders from time to time party thereto, and Bank of America as Domestic and Canadian Administrative Agent (incorporated by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q for the quarter ended April 4, 2009).

4.3 EMS Technologies, Inc. Shareholder Rights Plan dated as of August 6, 2009 (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K dated July 27, 2009).

10.1 Summary of compensation arrangements with non-employee members of the Board of Directors, as revised through February 18, 2010. \*

10.2 Compensation Arrangements with Certain Executive Officers (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended April 4, 2009).

10.3 Severance Agreement dated August 17, 2009, and effective September 17, 2009, between EMS Technologies, Inc. and David A. Smith (incorporated by reference to Exhibit 10.1 to our Report on Form 8-K dated September 17, 2009).

10.4 Letter dated April 29, 2006 between the Company and Paul B. Domorski concerning the terms of his employment as President and Chief Executive Officer (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended July 1, 2006).

10.5 Form of Restricted Stock Award Restriction Agreement, dated June 2, 2006, under the 1997 Stock Incentive Plan, entered between the Company and Paul B. Domorski (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended July 1, 2006).

10.6 Agreement, effective as of June 2, 2006, between the Company and Paul B. Domorski, concerning termination of employment under certain circumstances (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006).

10.7 Form of Amendment, December 15, 2008, to Agreement, effective as of June 2, 2006, between the Company and Paul Domorski (incorporated by reference to Exhibit 10.4 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.8 Form of Agreement between the Company and each of its executive officers other than the Chief Executive Officer, related to certain change-of-control events (incorporated by reference to Exhibit 10.6 to our Annual Report on Form 10-K for the year ended December 31, 2006).

10.9 Form of Amendment, December 15, 2008, to Agreement between the Company and each of its executive officers other than the Chief Executive Officer, related to certain change-of-control events (incorporated by reference to Exhibit 10.6 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.10 EMS Technologies, Inc. Officers' Deferred Compensation Plan, as amended and restated October 30, 2008 (incorporated by reference to Exhibit 10.7 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.11 EMS Technologies, Inc. Deferred Compensation Plan for Non-Employee Directors, as amended and restated October 30, 2008 (incorporated by reference to Exhibit 10.8 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.12 EMS Technologies, Inc. 1997 Stock Incentive Plan, as adopted January 24, 1997, and amended through May 10, 2004 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended July 3, 2004).

10.13 Form of Restricted Stock Award Restriction Agreement, dated July 28, 2006, under the 1997 Stock Incentive Plan, entered between the Company and Neilson A. Mackay, Executive Vice President of the Company (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006).

10.14 Form of Stock Option Agreement evidencing options granted after 2000 (other than in 2005) to executive officers under the EMS Technologies, Inc. 1997 Stock Incentive Plan, together with related Terms of Officer Stock Option, Form 1/25/01 (incorporated by reference to Exhibit 10.9 to our Annual Report on Form 10-K for the year ended December 31, 2007).

10.15 Form of Stock Option Agreement evidencing options granted in 2005 to executive officers under the EMS Technologies, Inc. 1997 Stock Incentive Plan, together with related Terms of Officer Stock Option, Form 1/25/01 (incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K for the year ended December 31, 2005).

10.16 Form of Stock Option Agreement evidencing options granted automatically to non-employee members of the Board of Directors, upon each election to an additional one-year term of service, under the EMS Technologies, Inc. 1997 Stock Incentive Plan (incorporated by reference to Exhibit 10.12 to our Annual Report on Form 10-K for the year ended December 31, 2005).

10.17 EMS Technologies, Inc. 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the year ended December 31, 2005).

10.18 Form of Stock Option Agreement evidencing options granted in 2005 to employees under the EMS Technologies, Inc. 2000 Stock Incentive Plan, together with related Terms of Stock Option, Form 02/16/00 (incorporated by reference to Exhibit 10.16 to our Annual Report on Form 10-K for the year ended December 31, 2005).

10.19 Form of Stock Option Agreement evidencing options granted (other than in 2005) to employees under the EMS Technologies, Inc. 2000 Stock Incentive Plan, together with related Terms of Stock Option, Form 02/16/00 (incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the year ended December 31, 2005).

10.20 Form of Restricted Stock Award Memo evidencing shares of stock issued, subject to certain restrictions, to employees under the 2000 Stock Incentive Plan, together with related Terms of Restricted Stock, Form 5-02-08 (incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.21 Form of Stock Option Agreement evidencing options granted automatically to non-employee members of the Board of Directors upon their initial election to the Board, under the EMS Technologies, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the year ended December 31, 2007).

10.22 EMS Technologies, Inc. 2007 Stock Incentive Plan, effective May 18, 2007 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2007).

10. 23 Form of Stock Option Agreement evidencing options granted automatically to non-employee members of the Board of Directors, upon each election to an additional one-year term of service, under the EMS Technologies, Inc. 2007 Stock Incentive Plan, together with related Terms of Director Stock Option,

Form 5-18-07 (incorporated by reference to Exhibit 10.18 to our Annual Report on Form 10-K for the year ended December 31, 2007).

10.24 Form of Stock Option Agreement evidencing options granted to executive officers under the EMS Technologies, Inc. 2007 Stock Incentive Plan, together with related Term of Officer Stock Options, Form 5/18/07 (incorporated by reference to Exhibit 10.19 to our Annual Report on Form 10-K for the year ended December 31, 2007).

10.25 Form of Indemnification Agreement between the Company and each of its directors (incorporated by reference to Exhibit 10.22 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.26 Form of Indemnification Agreement between the Company and each of Don T. Scartz, Timothy C. Reis, Gary B. Shell, Neilson A. Mackay and the Company's Vice President and Chief Accounting Officer (incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K for the year ended December 31, 2008).

10.27 EMS Technologies, Inc. Executive Annual Incentive Compensation Plan, as amended and restated May 18, 2007 (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).

10.28 Letter Agreement dated May 2, 2008, between the Company and Don T. Scartz (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended June 28, 2008).

10.29 Supplemental Retirement Income Agreement, dated November 16, 2007, between the Company and Don T. Scartz (incorporated by reference to Exhibit 10.22 to our Annual Report on Form 10-K for the year ended December 31, 2007).

10.30 Letter dated March 19, 2007 concerning compensation arrangements with Vice President of Corporate Development (now President and Chief Executive Officer) (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2007).

10.31 Letter Agreement dated May 1, 2008, between the Company and James S. Childress (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended June 28, 2008).

10.32 Form of Restricted Stock Award Restriction Agreement under the 2007 Stock Incentive Plan, entered between the Company and Gary B. Shell, Senior Vice President and Chief Financial Officer, and in substantially similar form with its Vice President and Chief Accounting Officer and one of its non-executive employees (incorporated by reference to Exhibit 10.31 to our Annual Report on Form 10-K for the year ended December 31, 2008).

14.1 EMS Technologies, Inc. Code of Business Ethics and Conduct, as revised February 6, 2004 (incorporated by reference to Exhibit 14.1 to our Annual Report on Form 10-K for the year ended December 31, 2008).

18 Preferability letter from KPMG on change in date of annual goodwill impairment testing performed by the Company. \*

21.1 Subsidiaries of the registrant. \*

23.1 Consent of Independent Registered Public Accounting Firm. \*

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*

32.1 Certification of the Company's Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. \*

\* Filed herewith