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Subject Company: Allen Telecom Inc.
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This document is being filed pursuant to Rule 425 under the Securities Act of 1933 and is deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934.

The following is a series of slides included in a presentation made to members of the financial analyst community by representatives of Andrew Corporation and Allen Telecom Inc.

Market Leadership



Safe Harbor

Some of the statements in this news release are forward looking statements and we caution our stockholders and others that these statements involve certain risks and uncertainties. Factors that may cause actual results to differ from expected results include the company's ability to consummate and integrate this acquisition and to realize the synergies and cost savings anticipated from this transaction, the effects of competitive products and pricing, economic and political conditions that may impact customers' ability to fund purchases of our products and services, the company's ability to achieve the cost savings anticipated from cost reduction programs, fluctuations in international exchange rates, the timing of cash payments and receipts, end user demands for wireless communication services, and other business factors. Investors should also review other risks and uncertainties discussed in company documents filed with the Securities and Exchange Commission.



Additional Information and Where to Find It

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Transaction Highlights

Transaction Structure:	100% stock-for-stock transaction
Common Equity Value:	\$504 million
Aggregate Value:	\$582 million
Closing Conditions:	HSR review Customary closing conditions
Target Closing:	Expected Q2 CY2003
Exchange Ratio:	1.775 Andrew shares / 1 Allen share
Pro Forma Ownership:	64% Andrew / 36% Allen
Board of Directors:	10 Andrew 2 Allen



Transaction Rationale

Strategic Benefits:

- Strengthens leadership position in the RF footprint market
 - RF coaxial cables
 - Power amplifiers
 - Filters
 - Base station antennas
- Adds new growth areas including Geolocation and Repeaters and In-Building Systems
 - Leading supplier of solutions in these markets
- Provides "end-to-end," highly integrated solutions to customers

Financial Benefits:

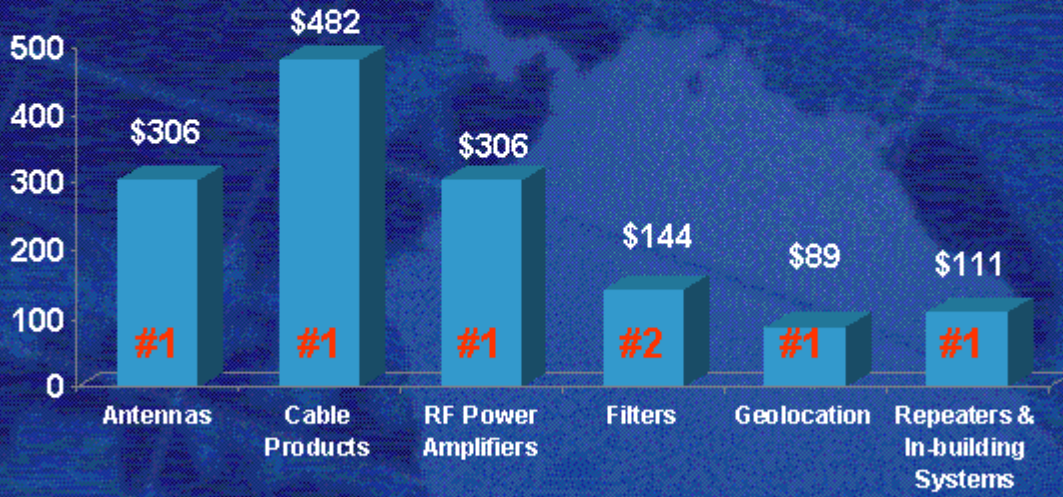
- Potential for significant cost savings
 - Estimated in excess of \$40 million in synergies post-integration
- Accretive to earnings in FY2004
- Strong balance sheet and enhanced financial flexibility



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Product Segmentation

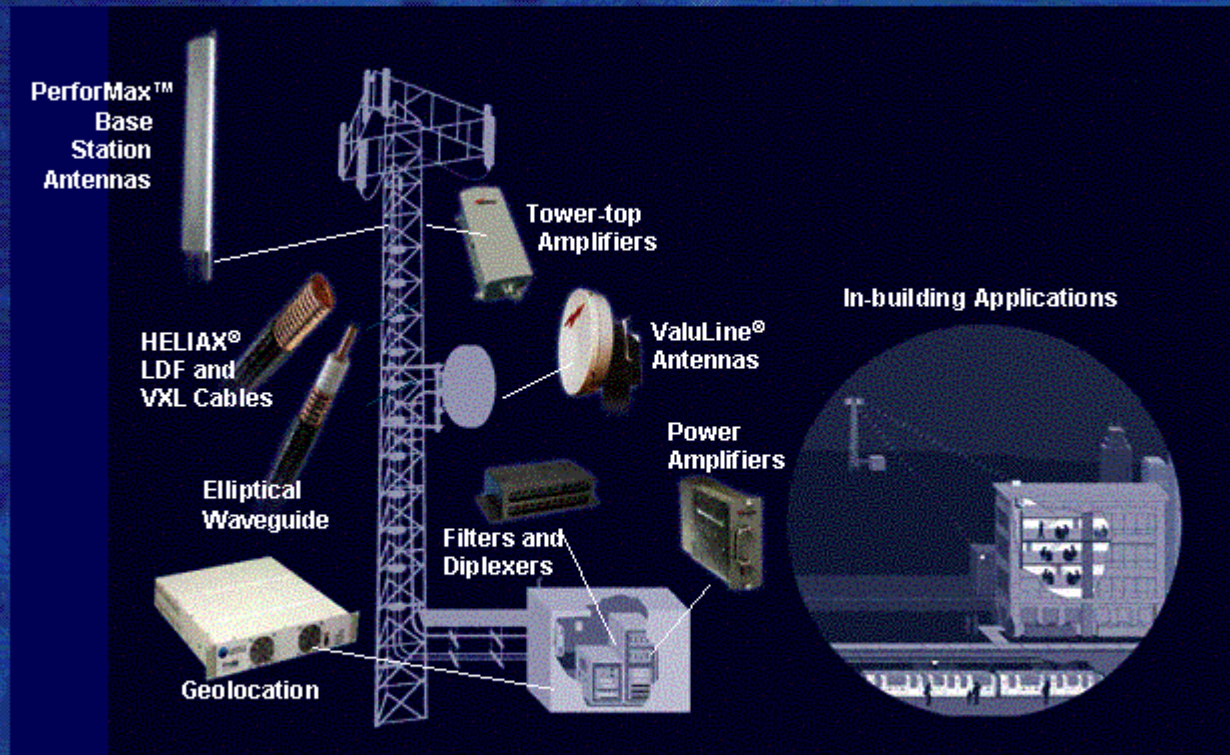
Annual Sales⁽¹⁾
(\$MM)





























Note: (1) Excludes \$42MM of Other revenue



Consolidating the RF Path

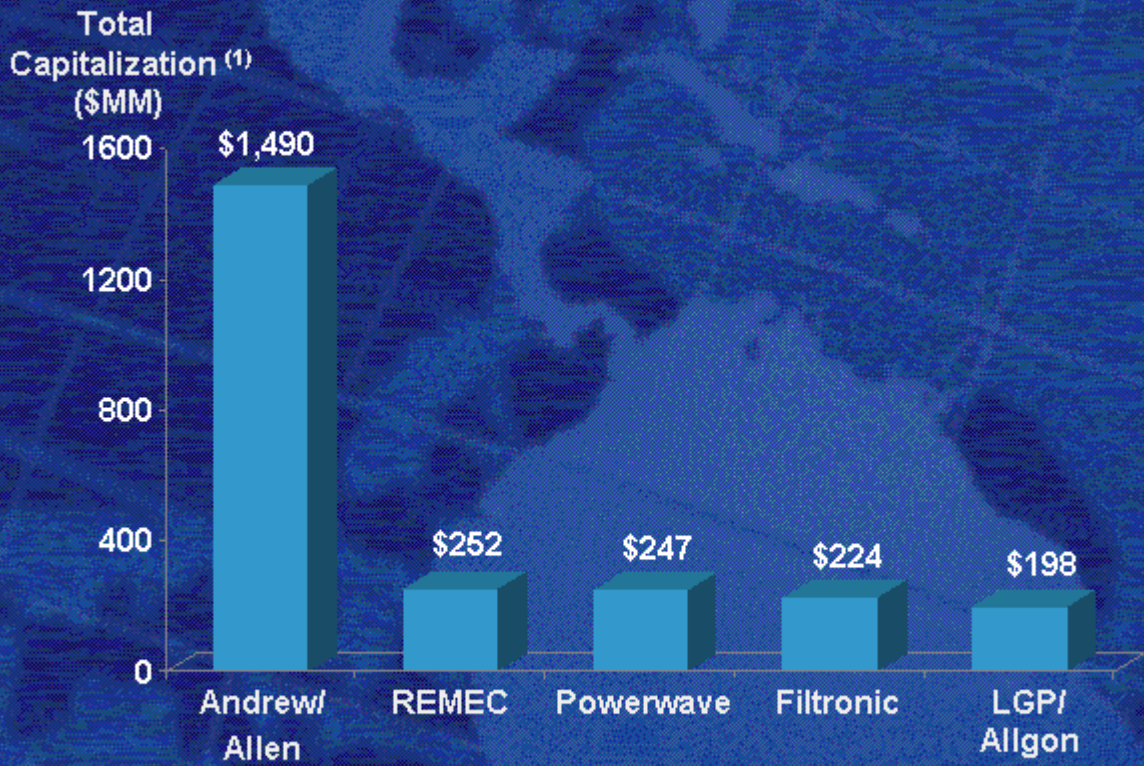


Established Leadership Across RF Footprint

	Andrew / Allen	RFS	REMEC	Powerwave	Filtronic	LGP / Allgon	Kathrein
Cable							
Base Station Antennas							
Power Amplifiers							
Filters							
In-Building Systems							
Geolocation							
Complete RF Subsystem							



Unrivaled Scale...

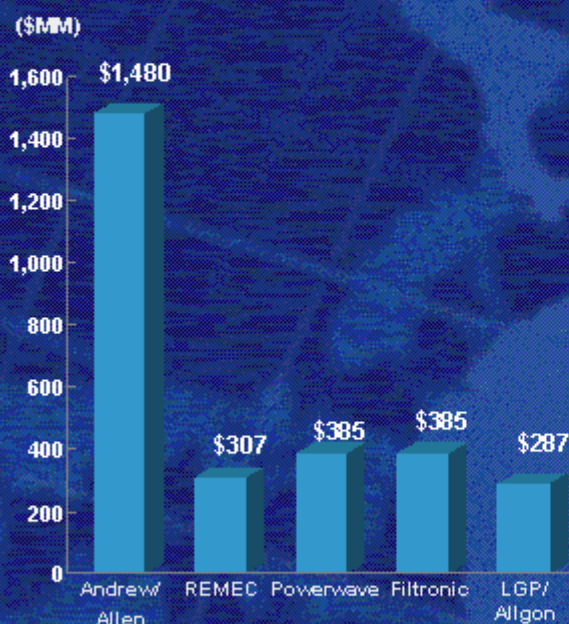


Note: (1) Total capitalization defined as market value of equity on 2/14/03 and book value of total debt and convertible securities

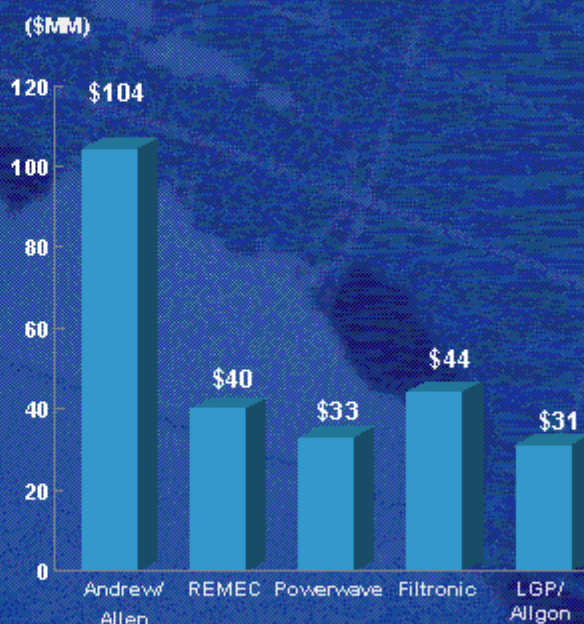


...and Market Strength

CY2002 Sales ⁽¹⁾



CY2002 R&D ⁽¹⁾

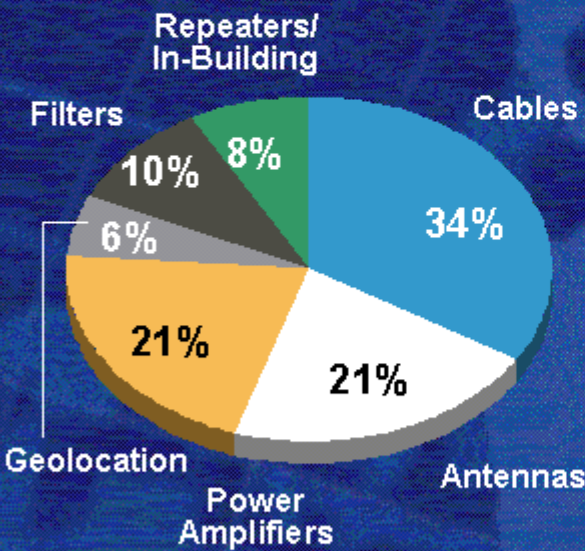


Note: (1) Based on latest quarterly SEC filings and earnings releases; Andrew pro forma for Celiant; REMEC based on street estimated post merger integration figures

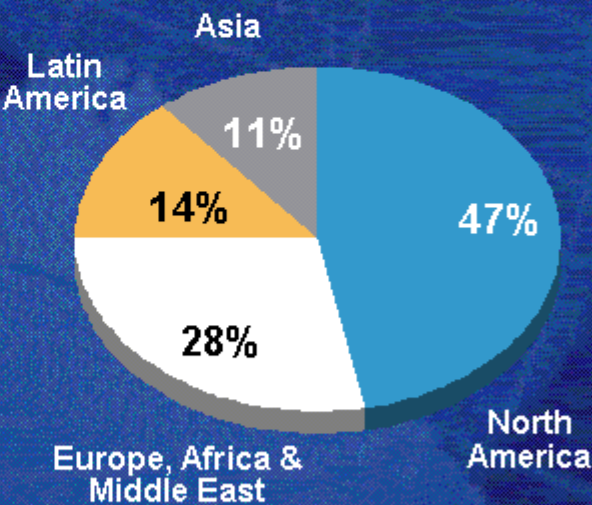


Diversified Revenue Base

Product Segments



Geographic Mix



Established Relationships with Blue Chip Customers

Operators/Users

 AT&T Wireless

 中国移动通信
CHINA MOBILE


 CHINA UNICOM

 cingular
WIRELESS

 NTT
Do Co Mo

 NEXTEL

 Sprint

 T-Mobile

 Telefonica

 Telstra®

 verizon

 vodafone

 orange

 VoiceStream

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OEMs/Integrators

 ALCATEL

 stratex
NETWORKS

 ERICSSON

 HARRIS

 HUAWEI TECHNOLOGY

 Lucent Technologies
Bell Labs Innovations

 MOTOROLA

 NEC

 NOKIA

 NORTEL
NETWORKS

 SIEMENS

Others

 ALLIANCE
CABLES INC.

 AMERICAN
TOWER

 CROWN
CASTLE

 JAGUAR

 HUTTON

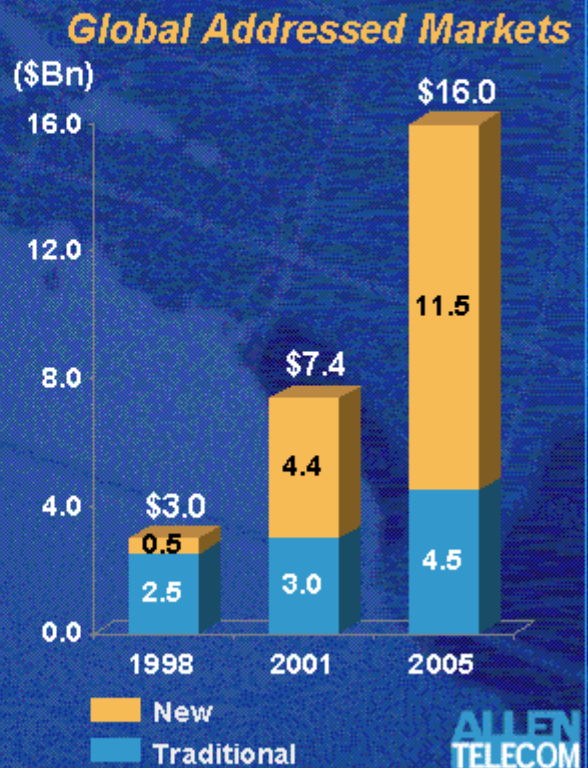
 OnStar

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Strategy For Growth

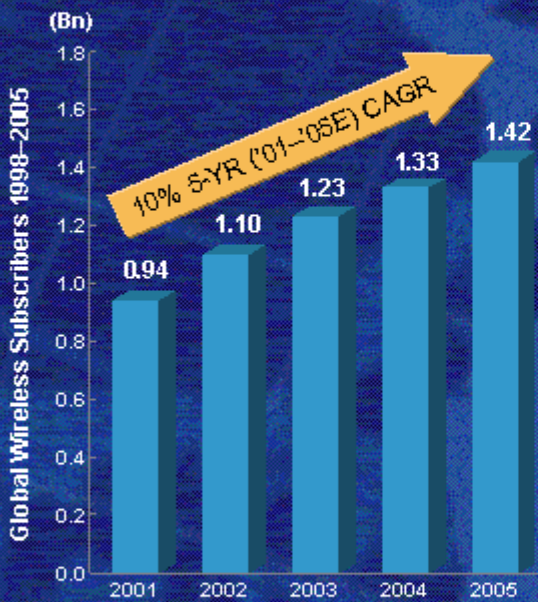
- Increase Our Addressed Wireless Markets
- Increase Our Market Share
- Expand Globally

More Room To Grow

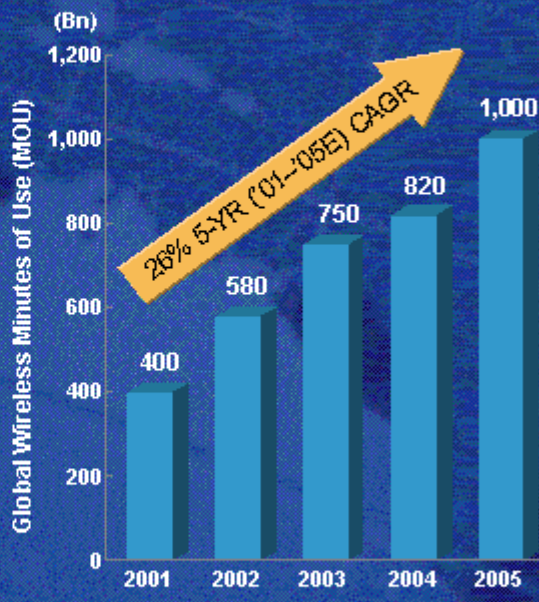


Market Opportunity

Global Wireless Subscribers



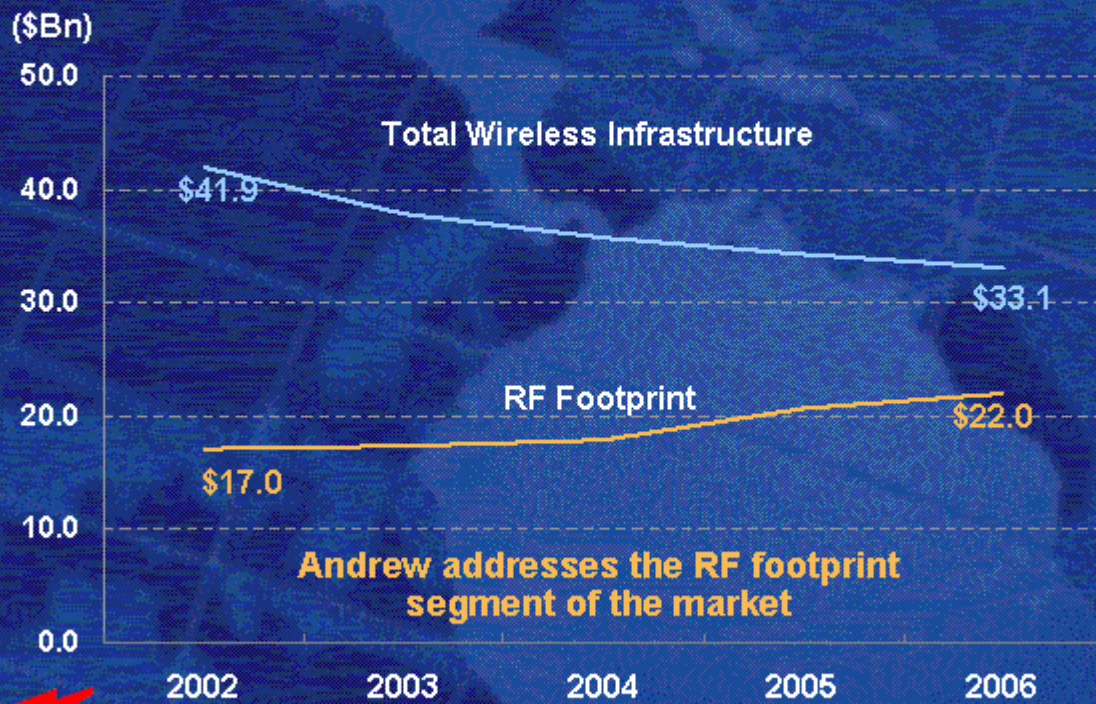
Global Minutes of Use (MOU)



Source: Street Estimates, Gartner Group



Our Market Still Projects Modest Growth

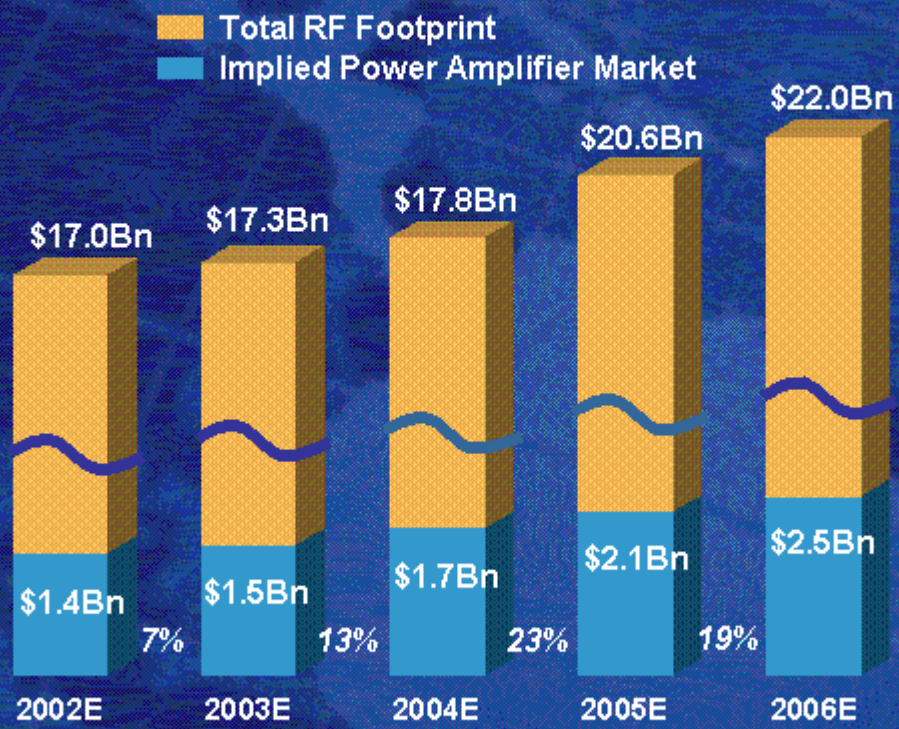


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Source: Morgan Stanley Research January 2003, Dell'Oro Group

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Power Amplifier Market

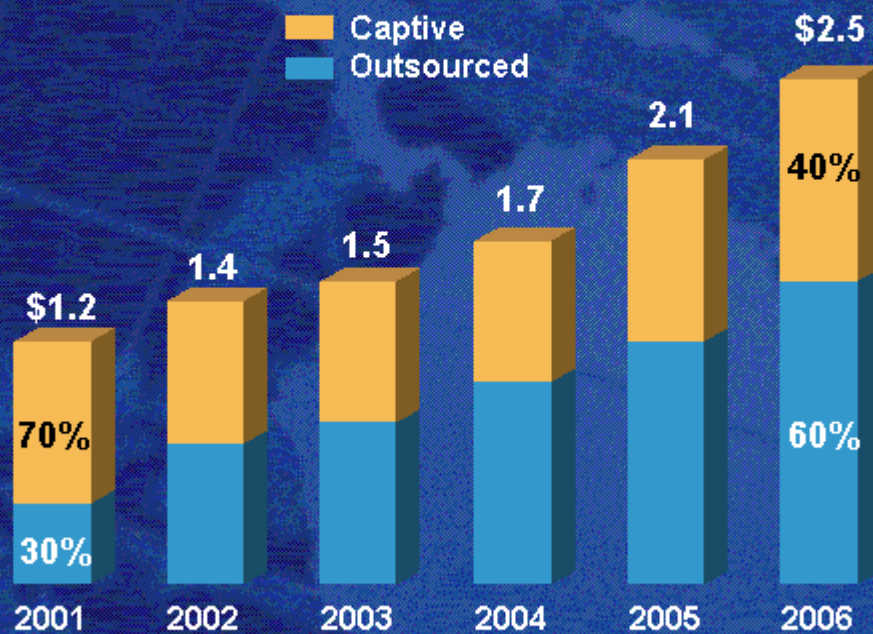


Source: Morgan Stanley, January 2003



Global Power Amplifier Market

OEMs accelerating outsourcing



Source: Morgan Stanley, Andrew



Andrew Overview



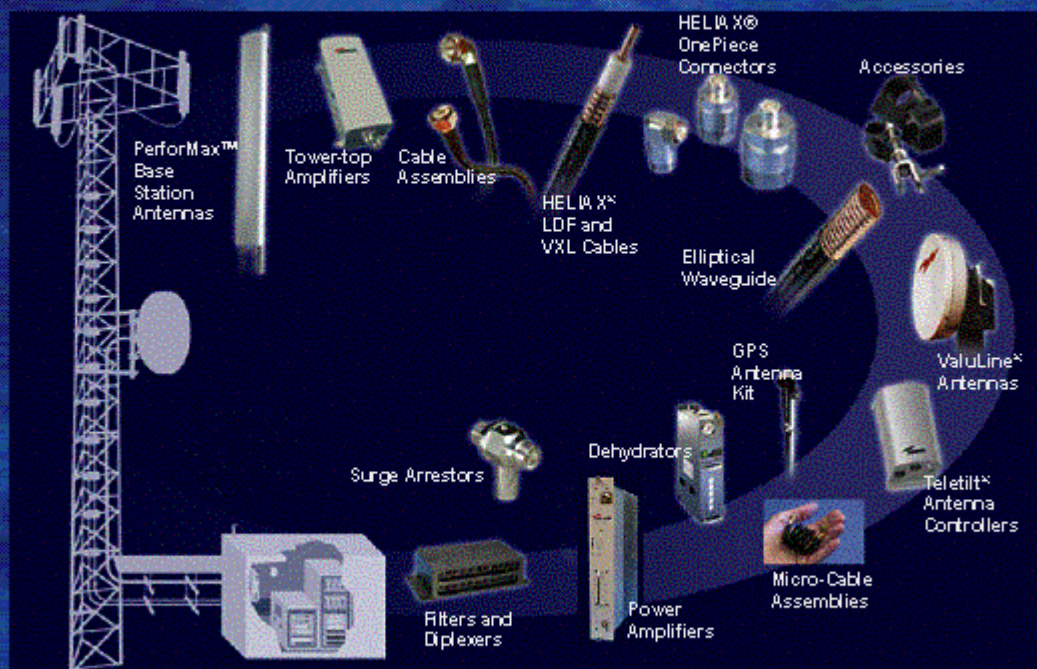
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Andrew Overview

- Leading pure play in wireless subsystem infrastructure technology
 - Fiscal 2002 revenues of \$865MM
 - Founded in 1937; Headquartered in Orland Park, IL
 - Over 4,500 employees worldwide
 - \$900MM market capitalization
- Blue Chip customer base
 - Over 1,000 customers in 170 countries
 - 71 sales offices worldwide
 - Manufacturing facilities in 12 countries
- Broad wireless subsystem infrastructure platform
 - Wireless Infrastructure
 - Fixed Telecom Subsystem Solutions
 - Broadcast Antenna Systems
 - Telematics
 - In-Building Communications



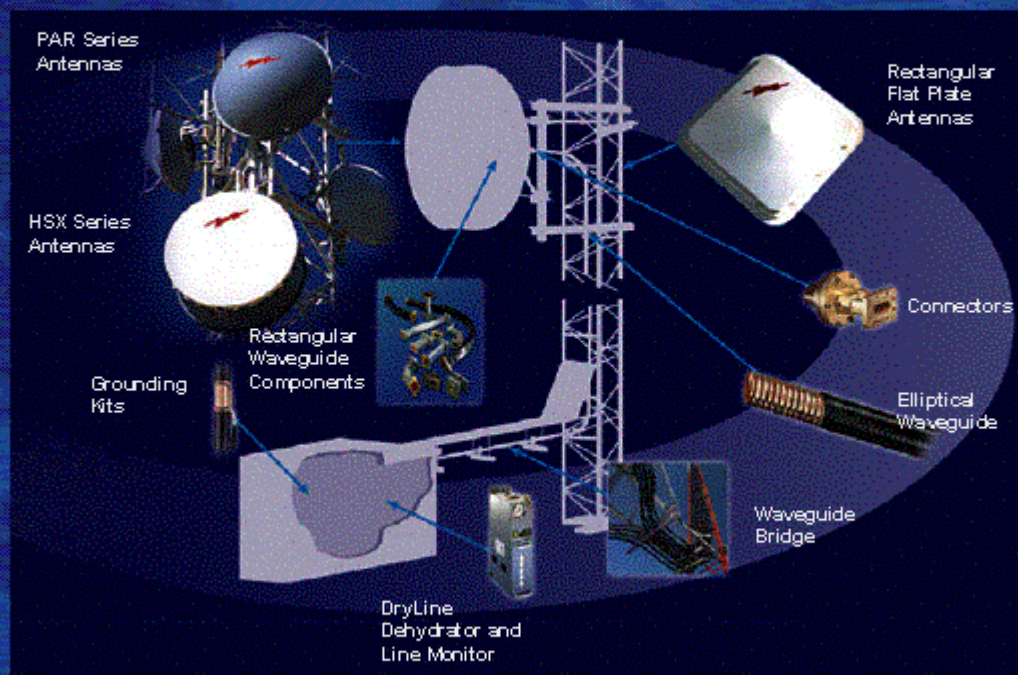
A Leader in Growth Markets— Wireless Communications



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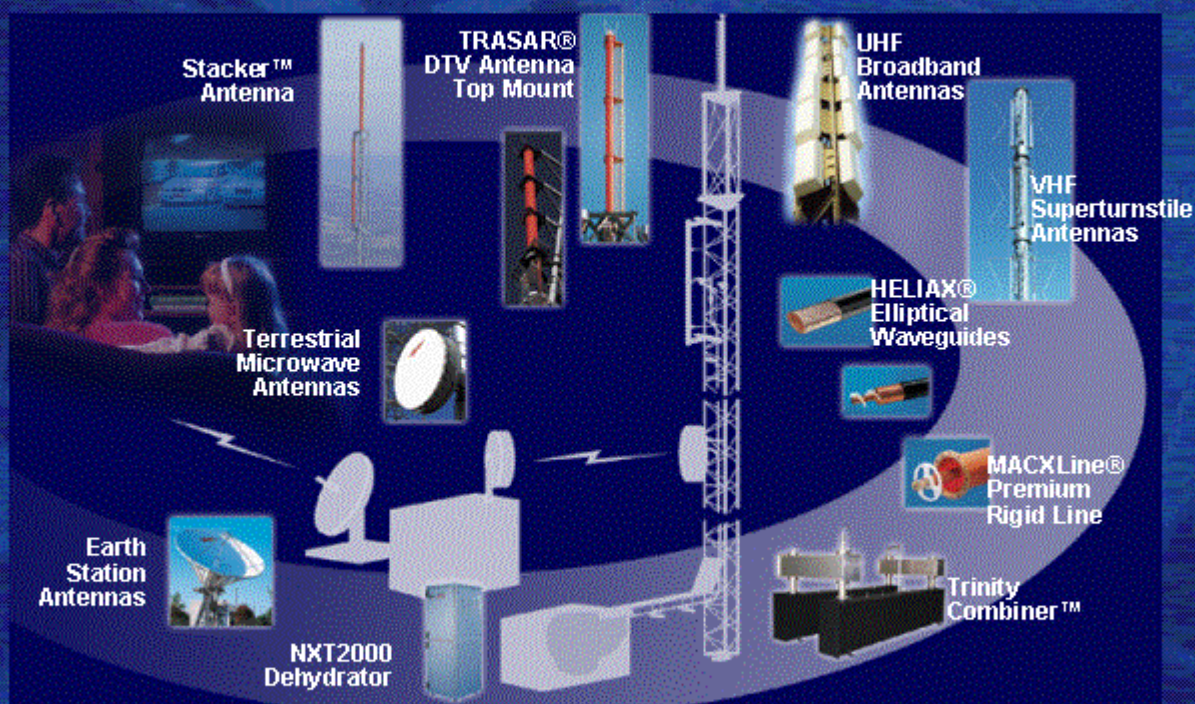
A Leader in Growth Markets— Fixed Telecom Subsystems



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A Leader in Growth Markets— Broadcast Antenna Systems



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A Leader in Growth Markets— Broadband Satellite Systems



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A Leader in Growth Markets— In-Building/Distributed Communications



Allen Telecom Overview



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Allen Telecom Overview

- Leading supplier of wireless infrastructure with strong market share
- Strong relationships with 6 of 7 leading OEM's as well as over 200 global wireless carriers

Market Share Leader

Base Station Subsystems and Components

#2 in World

Wireless Repeaters and In-Building Systems

#1 in World

Base Station Antennas

#2 in World

Network-Based Geolocation (E911)

#1 in World



Base Station Subsystems and Components

- One of two major worldwide players in filters / combiners
- Preferred supplier to six of top seven OEM's
 - Integrated suppliers to OEM's
- Fiber Distribution Systems
- New Product Pipeline



Repeaters and In-Building Coverage

- World's largest manufacturer of Wireless Repeaters
- Current growth driven by innovative solutions
 - In-train Repeaters – Provide continuous coverage and high-speed hand-off
 - Boosters – Extends reach of existing networks
- Urban Distributed Antenna Systems
- In-Building Coverage Systems



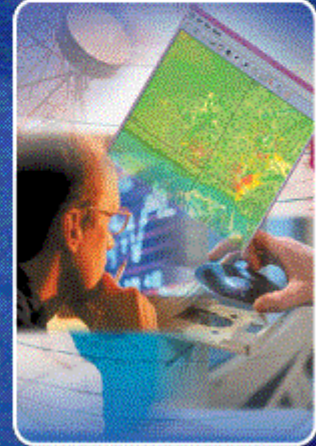
Base Station and Mobile Antennas

- 80% of Allen's business driven by base station
- Leading domestic market share
Base Station and Mobile Antennas
- Growth Opportunities
 - Dual-Band (base station & mobile)
 - Satellite Digital Audio Radio (SDAR)
 - Customers include XM Radio and Sirius



Wireless Engineering and Consulting Services

- #1 Spectrum Management Solutions
 - Microwave Radio Links
- RF Consulting and Engineering
 - Software Solutions
 - Network Design
 - Radiation Safety



Geolocation Products

- Network-based E911 solutions
- Signed multi-year contracts with Verizon Wireless and AT&T Wireless in 2001
 - \$8 million in shipments in CY2001
 - \$87 million in shipments in CY2002
- New multi-year contracts in 2002
 - Triton PCS
 - Rural Cellular
 - Advantage Cellular
 - Centennial Wireless
 - HickoryTech
 - Eloqui
 - Dobson
- Backlog approximately \$87 million as of December 31, 2002



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Allen's Network-Based E911 Solution

- Approximately 156,000 E911 calls per day
- FCC is mandating that carriers implement an E911 solution between 2002 and 2005
 - Solutions can be either network based or handset based
- Allen's network based solution – Geometrix®
 - GSM
 - TDMA
 - CDMA
 - 1xRTT
 - iDEN
 - Analog



At the base station



The Future for Geolocation

- Success/Failure of Competitive Alternatives
- FCC Regulatory/Enforcement
- Expansion of Existing Contracts
 - GSM
 - 1xRTT
- Single Nationwide Network \$300–\$400 million
- The largest of only two providers of network-based systems



Pro Forma Financial Overview



Compelling Financial Profile

- Accretive to pro forma earnings per share post-integration
- Accelerates revenue growth and diversification
- Unrivalled scale and product breadth
 - Pro forma CY2002 revenues of \$1.5 billion
 - Pro forma CY2002 R&D spending of \$104 million
- Substantial revenue upside in new growth areas
- Significant merger synergy opportunities
- Strong balance sheet and enhanced financial flexibility
- Combined positive cash flow



Integration

- Integration planning has commenced
 - Manufacturing
 - Research and development
 - Operations and materials costs
 - Sales and marketing
 - Administration
- Estimated \$40MM+ synergies post-integration
 - \$20MM estimated achieved during FY2004
 - \$40MM annual run rate by Q4 FY2004
- Combined platform generates new customer opportunities



Pro Forma Financial Summary

(\$MM)	Andrew CY2002 ⁽¹⁾	Allen CY2002	Pro Forma CY2002 ⁽²⁾
<u>Income Statement</u>			
Revenues	1,063	417	1,480
Gross Profit	287	103	390
<u>Balance Sheet</u>			
Total Assets	1,098	529	1,627
Cash	71	48	119
Net Debt	(8)	28	20



Note: (1) Pro forma for the acquisition of Celliant
(2) Excludes synergies and transaction adjustments



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