



Wireless Facilities, Inc. Announces Filing of Shelf Registration Statements

SAN DIEGO, Feb. 19 /PRNewswire-FirstCall/ -- Wireless Facilities, Inc. (Nasdaq: WFII) today announced that it has filed a universal shelf Registration Statement on Form S-3 and an acquisition shelf Registration Statement on Form S-4 with the Securities and Exchange Commission. The Company has no immediate plans to raise capital under the shelf Form S-3 or to utilize the shelf Form S-4 for an acquisition transaction.

Once declared effective by the Securities and Exchange Commission, the universal shelf on Form S-3 will permit WFI to sell, in one or more public offerings, shares of newly issued common stock, shares of newly issued preferred stock, warrants or debt securities, or any combination of such securities, for proceeds in an aggregate amount of up to \$200 million. In addition, the universal shelf, once declared effective by the Securities and Exchange Commission, will permit certain stockholders who purchased WFI's Series A and Series B preferred stock, to sell up to 5.4 million shares of common stock, all of which are currently included in the Company's diluted share count.

The acquisition shelf registration statement on Form S-4, once declared effective by the Securities and Exchange Commission, will enable WFI to issue up to \$200 million of its common stock in one or more acquisition transactions that the Company may make from time to time. These transactions may include the acquisition of assets, businesses or securities, whether by purchase, merger or any other form of business combination.

"While we have no immediate plans to raise capital under the universal shelf or to utilize the acquisition shelf for any particular transaction, our strategy is to continue to pursue complementary acquisitions, primarily within our government division, that expand our customer base. We believe that having effective registration statements will benefit the company and our stockholders by allowing us to quickly and opportunistically consummate strategic acquisitions," said Eric DeMarco, President and COO of WFI.

Registration statements relating to these securities have been filed with the Securities and Exchange Commission but have not yet become effective. These securities may not be sold, nor may offers to buy be accepted prior to the time the registration statements become effective. When the registration statements become effective, a copy of the prospectuses may be obtained from Martha Lessa, Director of Investor Relations. This press release shall not constitute an offer to sell or the solicitation of any offer to buy the securities described above, nor there any sale of these securities in any state in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

About Wireless Facilities, Inc.

Headquartered in San Diego, CA, Wireless Facilities, Inc. is an independent provider of outsourced communications and security systems engineering and integration services and other technical services for the wireless communications industry, the US government, and enterprise customers. The principal services we provide include the design, deployment, integration, and the overall management of wireless communications networks. We also provide communications systems engineering, systems integration, and the outsourcing of technical services such as operational test and evaluation and program management for the federal government and the design, deployment, and integration of security and other in-building systems including access control and intrusion detection for enterprise customers. The Company has performed work in over 100 countries since its founding in 1994.

For further information, please contact Martha Lessa, Director of Investor Relations, +1-858-228-2328, or Toll Free, +1-877-WFI-INV, martha.lessa@wfinet.com; or Rochelle Bold, Senior VP of Corporate Development and Strategic Planning, +1-858-228-2649, rochelle.bold@wfinet.com; both of Wireless Facilities, Inc.

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