DESCRIPTION OF TRANSACTION
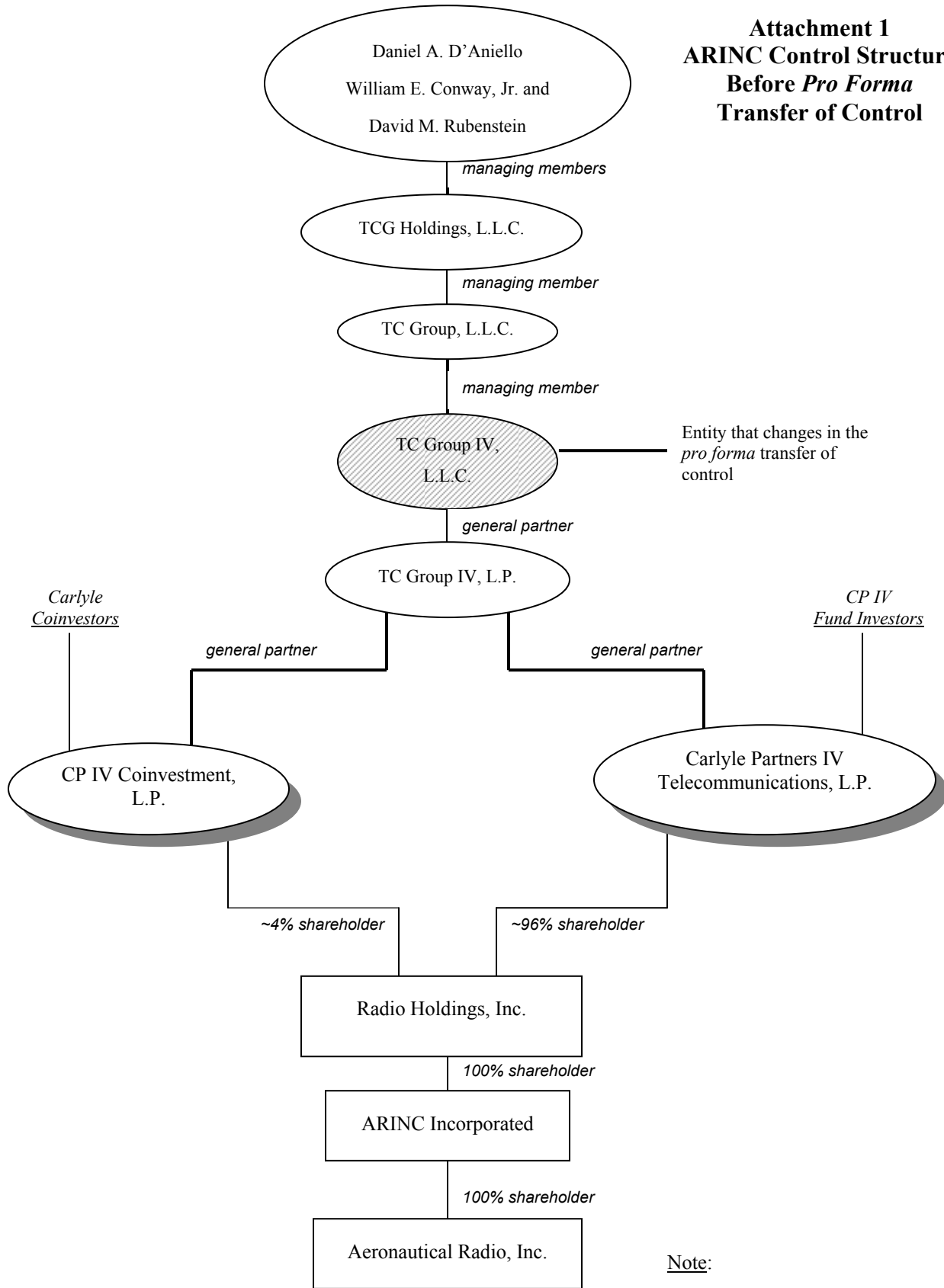
ARINC Incorporated ("ARINC") seeks Federal Communications Commission ("FCC" or "Commission") consent to a *pro forma* indirect transfer of control of all of the licenses, authorizations, and registrations held by ARINC and its subsidiary Aeronautical Radio, Inc. On February 13, 2008, TC Group IV, L.L.C., a Delaware limited liability company holding indirectly 100% of ARINC, was replaced with TC Group IV Managing GP, L.L.C., also a Delaware limited liability company. This transaction was carried out as part of a general corporate restructuring, with no new foreign investment. This transaction constitutes a non-substantial (*pro forma*) transfer of control because it did not change the ultimate ownership and control of the ARINC licenses previously approved by the FCC.[1] As described in detail in the recently approved applications for the underlying transfer of control of ARINC to Carlyle Partners IV, the public interest benefits arising from Carlyle Partners IV's investment in ARINC are well established.[2] This *pro forma* reorganization further enhances the flexibility of ARINC's capital structure without any adverse effects on competition.

ARINC respectfully requests a waiver of §5.79 of the Commission's Rules, which requires an application to be filed prior to the *pro forma* transfer of control. ARINC regrets this oversight and has taken measures to ensure future compliance.

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[1] *See* Aeronautical Radio, Inc. Application to Transfer Control of Wireless Licenses to Carlyle Partners IV, ULS File No. 0003102589, Consented to Sept. 18, 2007, *available at* http://wireless2.fcc.gov/UlsApp/ApplicationSearch/applMain.jsp?applID=4062750 (hereinafter Aeronautical Radio Transfer of ; ARINC Application to Transfer Control of Wireless Licenses to Carlyle Partners IV, ULS File No. 0003102492, Consented to Sept. 18, 2007, *available at* http://wireless2.fcc.gov/UlsApp/ApplicationSearch/applMain.jsp?applID=4062623.

[2] *See id.* As permitted by 47 C.F.R. § 1.923(b), these exhibits are incorporated herein by reference.

Daniel A. D'Aniello

William E. Conway, Jr. and

David M. Rubenstein

managing members

TCG Holdings, L.L.C.

managing member

TC Group, L.L.C.

managing member

TC Group IV, L.L.C.

Entity that changes in the
pro forma transfer of
control

general partner

TC Group IV, L.P.

Carlyle
Coinvestors

general partner

CP IV
Fund Investors

general partner

CP IV Coinvestment, L.P.

Carlyle Partners IV Telecommunications, L.P.

~4% shareholder

~96% shareholder

Radio Holdings, Inc.

100% shareholder

ARINC Incorporated

100% shareholder

Aeronautical Radio, Inc.

Note:

All entities formed in Delaware.

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managing member

TC Group, L.L.C.

managing member

TC Group IV
Managing GP,
L.L.C.

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the *pro forma* transfer of
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