

**Public Interest Statement**

By the instant application (“Application”), Commission consent, nunc pro tunc, is sought to a transaction that was completed effective January 17, 2020, that resulted in a transfer of indirect ultimate control of Cobham Advanced Electronic Solutions, Inc. (“Licensee”) and its licenses listed in the attached Application, from Cobham Limited (f/k/a Cobham plc) (“Transferor”) to AI Convoy Holdco Limited (“Transferee”).

In addition, Transferee hereby requests Commission grant of special temporary authority (“STA”) to permit Transferee to acquire de jure control of Licensee and its Experimental Stations WE2XDA, WI2XGD, WI2XIC, WI2XQC, WI2XXV (the “Stations”) during the pendency of this transfer of control application.

The completed transaction involved the following:

- Prior to completion of the transaction, Licensee was – through intervening wholly-owned subsidiaries – a wholly-owned subsidiary of Cobham plc. Cobham plc, a corporation organized under the laws of the United Kingdom, was prior to the completion of the transaction a publicly-owned company listed on the London Stock Exchange.
- Pursuant to the subject transaction, 100% of the outstanding stock of Cobham plc was acquired by AI Convoy Bidco Limited (“Bidco”), a company organized under the laws of the United Kingdom. Bidco is a subsidiary of Transferee, which is an indirect wholly-owned subsidiary of Advent International Corporation – a private equity investment firm organized under the laws of Delaware. As a result of the completion on the transaction, Cobham plc was renamed as Cobham Limited and was delisted from the London Stock Exchange and became (as well as its various subsidiaries) an indirect wholly-owned subsidiary of Advent International Corporation.
- The above transaction resulted in a substantial transfer of indirect control of Licensee (and the other Cobham plc subsidiaries holding Commission licenses) from Transferor to Transferee. Approval of this Application is in the public interest, convenience and necessity, as it will ensure compliance with the Commission’s requirements while preserving the continuity of the business operations of the Licensee. The failure to request prior Commission consent for the transaction was inadvertent, and largely the result of the transaction being an acquisition of a publicly held corporation under the laws of the United Kingdom. The parties apologize for not requesting Commission consent to the above-described transaction prior to its completion and have filed the appropriate applications as soon as practicable after discovering the issue and given the additional business difficulties associated with the COVID-19 virus. The parties have each reviewed their internal regulatory and transactional procedures and are confident that such errors will not re-occur in the future. In fact, each party has begun the process of developing internal FCC-related compliance procedures and training to ensure that similar issues do not arise again.

As specified in the instant filing, Transferee has the qualifications necessary to acquire indirect control of Licensee. For all of the foregoing reasons, it is respectfully submitted that grant of Commission consent, nunc pro tunc, to the transaction will serve the public interest and the Commission should grant its consent to the instant Application.

Active Licenses Subject to the Completed Transaction<sup>1</sup>

Licensee: Cobham Advanced Electronic Solutions Inc.

PMRS Licenses

WPKH610

WQIT411

WQXE826

WRDR266

Experimental Licenses

WE2XDA

WI2XGD

WI2XIC

WI2XQC

WI2XXV

Licensee: Cobham Mission Systems Davenport LSS Inc.

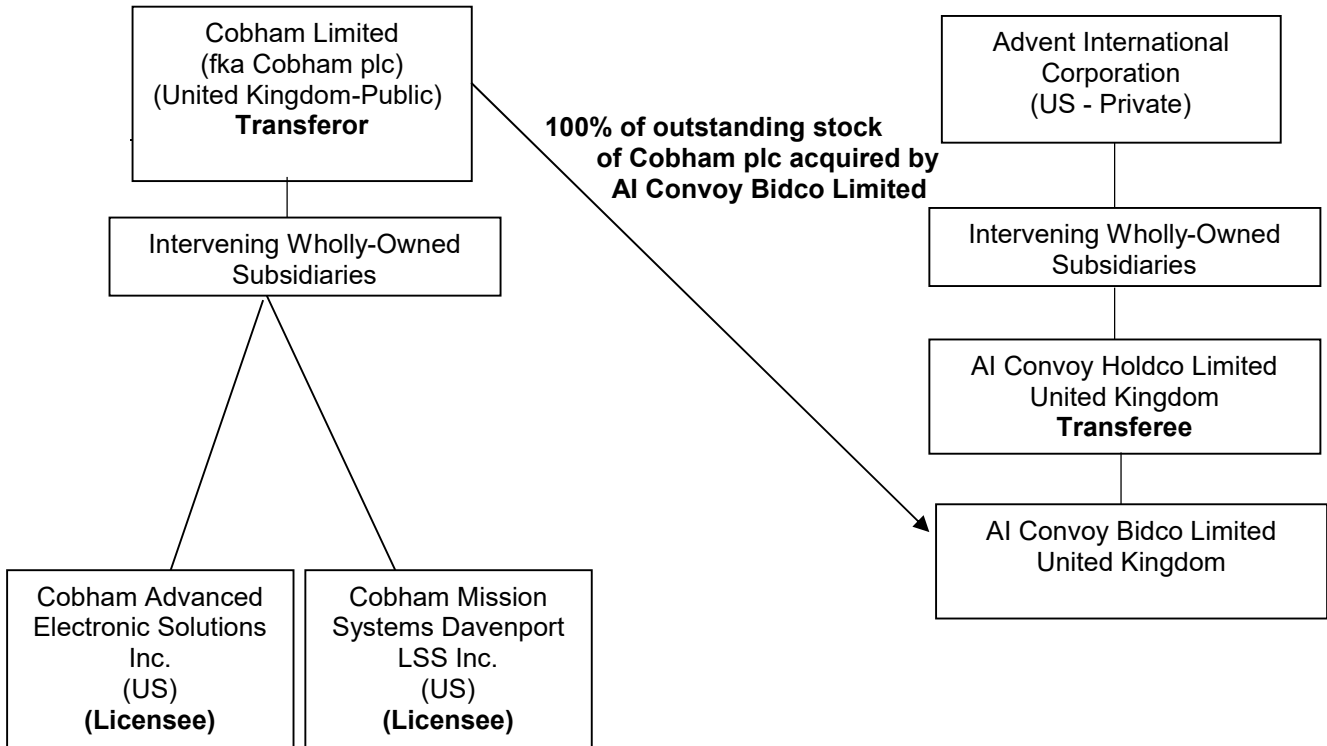
PMRS License

WQXD931

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<sup>1</sup> It is noted that one additional PMRS license (WQRZ429 – Licensee: TracStar Systems, Inc.) was listed in the Commission’s databases as active at the time of the completion of this transaction. However, on April 14, 2020 (File No. 0009042736), the Commission was notified that operations under this license had been permanently discontinued since at least 2016. As a result, this license cancelled pursuant to the Commission’s rules prior to the completion of the subject transaction. In addition, the Commission was advised by letter dated April 20, 2020 that operations under a Section 214 authorization (File Nos. ITC-214-20030424-00203; ITC-T/C-20030828-00422 – Grantee: Thrane & Thrane, Inc.) had been permanently discontinued as of at least May 1, 2009 and therefore the Section 214 authority was surrendered to the Commission. In light of this, transfer applications have not been filed for these authorities.

**Pre-Closing Organizational Structures**



**Post-Closing Organizational Structure**

