

PUBLIC INTEREST STATEMENT

By the instant application (“Application”), Commission consent is sought to the *pro forma* transfer of control of Cobham Defense Electronic Systems Corporation (“CDES”), and the Commission-licensed facilities specified herein, with respect to an internal restructuring to be effected in the near future.

Currently, CDES is directly owned 100% by Cobham Defense Systems Inc. (“CDS”). CDS¹ is 100% owned by Cobham Holdings Inc., which in turn is owned, through intervening subsidiaries, by the ultimate corporate parent Cobham plc. By this Application, Commission consent is sought with respect to the following aspects of the internal transaction, which is currently anticipated to be completed on or about June 30, 2014:

- CDES will merge with and into Sensor & Antenna Systems, Lansdale Inc. (“SASL”) (SASL is CDES’ direct subsidiary, which is currently owned 100% by CDES), with SASL being the surviving entity and becoming the post-transaction licensee entity.
- The corporate name of the post-transaction licensee SASL will be changed to “Cobham Defense Electronics Inc.”
- As described above, as a result of the above merger, the post-transaction licensee will be a different legal entity - Cobham Defense Electronics Inc.

Transferor and Transferee: Cobham Defense Systems Inc. (FRN: 0023671704)

The proposed transaction is *pro forma* in nature. Because all of the parties involved in the transaction are indirect wholly-owned subsidiaries of Cobham plc. (the ultimate corporate parent), the transaction does not constitute a "substantial change in ownership or control" of the subject licensed facilities pursuant to Section 309(c)(2)(B) of the Communications Act of 1934, as amended, 47 U.S.C. § 309(c)(2)(B). Although the ultimate corporate parent Cobham plc. is a British company, due to the nature of the licenses involved in this transaction, a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act is not required. Upon Commission approval of this Application and the filing of a notification of consummation, the appropriate filing(s) will be submitted to the Commission to:

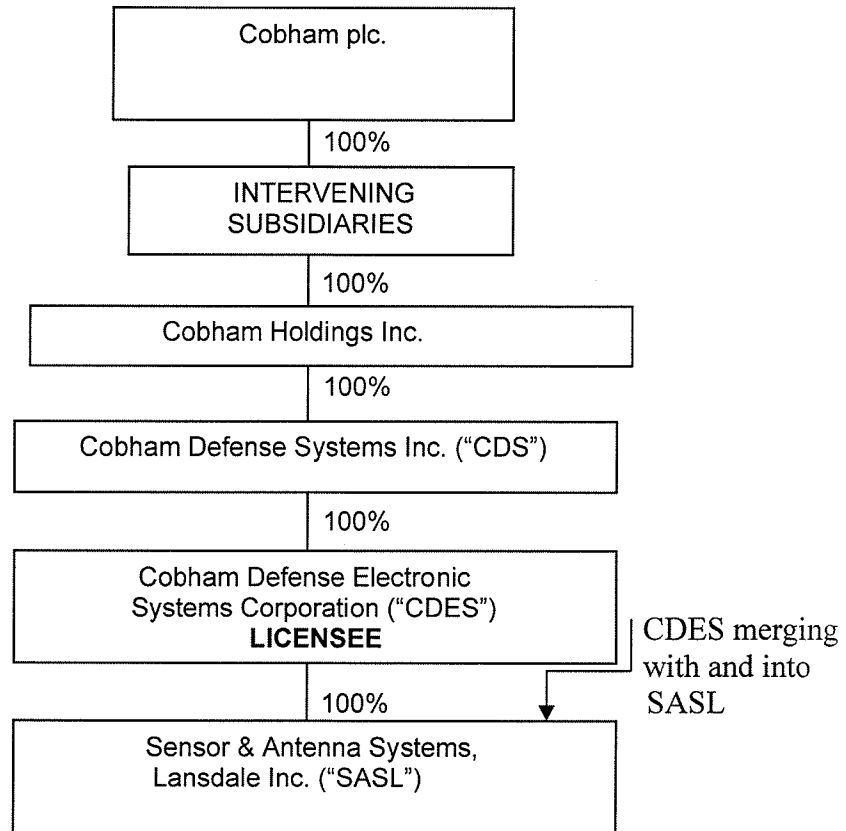
- i. Reflect the change in corporate name of the post-transaction licensee from SASL to “Cobham Defense Electronics Inc.”
- ii. Reassign the subject call sign to the FRN for the post-transaction licensee (0017297102).

For the foregoing reasons, approval of the Application is in the public interest, convenience and necessity.

¹ Note: At the completion of the transaction, the corporate name of CDS will be changed to “Cobham Defense Holdings Inc.”.

The pre- and post-transaction ownership of the licensee entity is depicted as follows:

PRE-TRANSACTION OWNERSHIP OF LICENSEE ENTITY



OWNERSHIP OF LICENSEE ENTITY AFTER COMPLETION OF TRANSACTION

