

EXHIBIT A

DESCRIPTION OF THE PROPOSED TRANSACTION

Through a set of applications and filings identified below, ARINC Incorporated (“ARINC”) seeks Federal Communications Commission (“FCC” or the “Commission”) consent to a proposed transaction that will involve the transfer of control of all of the licenses, authorizations and registrations held by ARINC and its subsidiary Aeronautical Radio, Inc., to Carlyle Partners IV Telecommunications, L.P. (“Carlyle Partners IV”). As described in Exhibit B, the proposed transaction will be in the public interest, as it will enhance ARINC’s operations to the benefit of the airline industry and its passengers.

Description of the Parties

ARINC is a global provider of transportation communications and systems engineering. ARINC develops and operates communications and information processing systems and provides systems engineering to five key industries: airports, aviation, defense, government and surface transportation. ARINC is a Delaware corporation, headquartered in Annapolis, Maryland, with 3,300 employees worldwide. ARINC and its subsidiary, Aeronautical Radio, Inc., hold a variety of FCC licenses and authorizations.

ARINC’s principal shareholders, the transferors, are American Airlines, Inc., a Delaware corporation, Continental Airlines, Inc., a Delaware corporation, Delta Air Lines, Inc., a Delaware corporation, Northwest Airlines, Inc., a Delaware corporation, United Air Lines, Inc., a Delaware corporation, and US Airways, Inc., a Delaware

corporation (collectively, the “Shareholders”). The Shareholders own more than ninety percent (90%) of the issued and outstanding shares of capital stock in ARINC.

The transferee, Carlyle Partners IV, is a Delaware limited partnership.¹ Carlyle Partners IV is a private equity partnership managed by principals of TC Group L.L.C. d/b/a The Carlyle Group. The Carlyle Group is a global private equity firm with more than \$71.5 billion under its management. The Carlyle Group invests in buyouts, venture and growth capital, real estate and leveraged finance in North America, Europe, and Asia, focusing on aerospace and defense, automotive and transportation, consumer and retail, energy and power, healthcare, industrial, infrastructure, technology and business services, and telecommunications and media. The Carlyle Group’s investment philosophy is to leverage its sources of expertise – industry, discipline and geography – to develop strategic partnerships and invest in strong management teams.

The sole general partner of Carlyle Partners IV is TC Group IV, L.P. (a Delaware limited partnership). The sole general partner of TC Group IV, L.P. is TC Group IV, L.L.C. (a Delaware limited liability company). The sole member of TC Group IV, L.L.C. is TC Group, L.L.C. (a Delaware limited liability company). The sole managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. (a Delaware limited liability company). The Managing Members of TCG Holdings, L.L.C. are three U.S. citizens: Daniel A. D’Aniello, William E. Conway, Jr., and David M. Rubenstein.

¹ Carlyle Partners IV will hold approximately 96% of ARINC. An affiliated private equity fund, CPIV Coinvestment, L.P., will hold the remaining approximate 4% interest. Members of management of ARINC may acquire a small portion of ARINC equity at or subsequent to the consummation of the instant transaction.

Description of the Agreement

On July 3, 2007, Radio Acquisition Corp., ARINC, and the ARINC Shareholders entered into a Stock Purchase Agreement (“SPA”). Pursuant to the SPA, Radio Acquisition Corp., which will be a wholly-owned subsidiary of Carlyle Partners IV, has agreed to purchase all of the issued and outstanding capital stock of ARINC held by the Shareholders.² The transaction thus will result in a change of control of all of the Commission licenses and authorizations held by ARINC and its wholly-owned subsidiary, Aeronautical Radio, Inc., as (following such transaction) Carlyle Partners IV will hold more than 90% of the voting securities of ARINC.

ARINC, itself and through its subsidiary Aeronautical Radio, Inc., holds a number of licenses, authorizations and registrations, control of which will be transferred to Carlyle Partners IV upon consummation of the transaction. Specifically, these include:

- (A) A blanket mobile earth station license issued under Part 25 of the FCC’s rules;
- (B) An International Section 214 authorization issued by the International Bureau;
- (C) A Domestic Section 214 authorization pursuant to Section 63.01 of the FCC’s rules;

² To effect this transfer of control to Carlyle Partners IV, Radio Acquisition Corp. will be merged with and into ARINC Incorporated, with ARINC Incorporated being the surviving entity.

- (D) Private-Operational Fixed Point-to-Point Microwave Service Licenses issued under Part 101 of the FCC's rules;
- (E) Private Land Mobile Radio Service licenses issued under Part 90 of the FCC's rules;
- (F) Experimental Radio Licenses and Experimental Special Temporary Authorizations issued under Part 5 of the FCC's rules; and
- (G) Antenna Structure Registrations issued under Part 17 of the FCC's rules.

The parties have prepared and submitted a set of applications and filings as required by the FCC's rules to seek FCC consent to the proposed transfer of control.³ Attached is a list of the call signs, registration numbers, and file numbers associated with ARINC's licenses, authorizations and registrations.

Procedural Request For Approval Of Additional Authorizations

The licenses, authorizations and registrations listed above are intended to be complete and to include all licenses held by the respective licensees that are subject to the transaction. ARINC, however, may have on file or may hereafter file additional requests for licenses, authorizations or registrations, which may be granted or remain pending during the pendency of this application. Accordingly, ARINC, Carlyle Partners IV and

³ Notifications of the change in ownership of the Antenna Structure Registrations will be submitted upon closing, as required by FCC rules.

the Shareholders request that the FCC authorize Carlyle Partners IV to acquire control of the following upon the grant of this transfer of control application:

1. Any license, authorization or registration issued to ARINC during the Commission's consideration of the transfer of control application and the period required for consummation of the transaction following approval;
2. Any application that is filed after the date of these transfer applications and that remains pending at the time of consummation or the requested transfer of control.⁴

Such actions would be consistent with Commission precedent.⁵ Moreover, the parties request that Commission approval of the transfer applications include any licenses, authorizations or registrations that may have been inadvertently omitted from the instant applications.

⁴ Upon request, ARINC, or Aeronautical Radio, Inc., will supplement any applications that remain pending upon consummation of the proposed transfer of control to reflect their new ownership. See 47 C.F.R. §1.65.

⁵ See *Application of WorldCom, Inc., and MCI Communications Corp. for Transfer of Control of MCI Communications Corp. to WorldCom, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 18,025, 18,153 (¶ 226) (1998); *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, Memorandum Opinion and Order, 12 FCC Rcd 19,985, 20,097 (¶ 247) (1997); *Applications of Craig O. McCaw and AT&T for Consent to Transfer of Control of McCaw Cellular Communications, Inc. and Its Subsidiaries*, Memorandum Opinion & Order, 9 FCC Rcd 5836, 5909, n.300 (1994) ("McCaw/AT&T Order").

ARINC LICENSES, AUTHORIZATIONS AND REGISTRATIONS

Earth Station License (Part 25)

E030205

International Section 214 Authorization

ITC-214-19991105-00700

Domestic Section 214 Authorization

No File Number

Private-Operational Fixed Point-to-Point Microwave Service Licenses (Part 101)

KUT60	WPVQ648	WQEQ652
KUT61	WPVQ649	
KUT62	WQEQ510	
KUT64	WQEQ511	

Experimental Radio Licenses and Special Temporary Authorizations (Part 5)

WC2XOC	WC9XJL	WD2XXX
WC2XPE	WC9XUH	WE2XDZ

Antenna Structure Registrations (Part 17)

1007030	1017373	1209304
1017369	1017374	1210772
1017370	1017375	
1017371	1209282	

Private Land Mobile Radio Service Licenses (Part 90)

KA96854	KLH562	KNDH649	KNET288
KA96879	KMF493	KNDL839	KNGR911
KB75249	KNAN219	KNEC245	KNIV727
KB82904	KNDB879	KNEH682	KQ2862
KB93719	KNDH625	KNEH694	KQY467
KJH440	KNDH641	KNEM214	KUG306

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KUP557	WPVY595	WQBE373	WQBE469
KWC807	WPVY653	WQBE374	WQBE470
WNBQ685	WPVY658	WQBE375	WQBE471
WNBQ665	WPWA372	WQBE376	WQBE474
WNCE570	WPWB447	WQBE377	WQBE476
WNDH841	WPWD500	WQBE378	WQBE477
WNFF391	WPWD997	WQBE379	WQBE478
WNGA802	WPWG470	WQBE380	WQBE479
WNJF509	WPWJ273	WQBE381	WQBE480
WNJF511	WPWK667	WQBE421	WQBE481
WNJF512	WPWL474	WQBE422	WQBE482
WNJF513	WPWL476	WQBE424	WQBE483
WNJF514	WPWL477	WQBE426	WQBE484
WNMO866	WPWL762	WQBE429	WQBE485
WNPK741	WPWM330	WQBE431	WQBE486
WNVD321	WPXC586	WQBE436	WQBE487
WNXJ320	WPXE492	WQBE438	WQBE489
WNXR417	WPZZ379	WQBE440	WQBE490
WNZF413	WQBE344	WQBE441	WQBE491
WNZJ417	WQBE345	WQBE442	WQBE493
WPAQ818	WQBE346	WQBE443	WQBE494
WPBN457	WQBE347	WQBE444	WQBE495
WPDE935	WQBE348	WQBE445	WQBE496
WPDU541	WQBE349	WQBE446	WQBE497
WPHU408	WQBE350	WQBE448	WQBE498
WPIH723	WQBE351	WQBE449	WQBE499
WPIX400	WQBE353	WQBE450	WQBE500
WPKE256	WQBE355	WQBE451	WQBE501
WPME562	WQBE356	WQBE452	WQBE502
WPMS404	WQBE357	WQBE454	WQBE503
WPNR633	WQBE358	WQBE455	WQBE505
WPPB435	WQBE359	WQBE456	WQBE508
WPSK852	WQBE360	WQBE457	WQBE509
WPUX947	WQBE361	WQBE458	WQBE512
WPUX949	WQBE363	WQBE459	WQBE514
WPUY393	WQBE364	WQBE461	WQBE516
WPUY406	WQBE365	WQBE462	WQBE520
WPUY407	WQBE367	WQBE463	WQBE521
WPUY716	WQBE368	WQBE464	WQBE523
WPVA711	WQBE369	WQBE465	WQBE528
WPVL610	WQBE370	WQBE466	WQBE535
WPVR315	WQBE371	WQBE467	WQBE536
WPVY505	WQBE372	WQBE468	WQBE537

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WQBE538	WQBE740	WQBE818	WQEB785
WQBE539	WQBE741	WQBE819	WQEB790
WQBE542	WQBE743	WQBE825	WQED512
WQBE545	WQBE745	WQBE827	WQED513
WQBE549	WQBE746	WQBE832	WQED514
WQBE550	WQBE748	WQBE833	WQED515
WQBE551	WQBE750	WQBE834	WQED516
WQBE552	WQBE751	WQBE835	WQED755
WQBE553	WQBE753	WQBE836	WQED954
WQBE554	WQBE756	WQBE838	WQEE219
WQBE557	WQBE758	WQBE842	WQEE235
WQBE558	WQBE760	WQBE843	WQEE247
WQBE560	WQBE761	WQBE846	WQEE250
WQBE561	WQBE762	WQBE849	WQEE268
WQBE562	WQBE763	WQBE855	WQEE269
WQBE564	WQBE765	WQBE856	WQEE465
WQBE565	WQBE766	WQBE857	WQEE497
WQBE567	WQBE768	WQBE858	WQEE500
WQBE568	WQBE769	WQBE859	WQEE643
WQBE569	WQBE770	WQBE861	WQEE647
WQBE571	WQBE771	WQBE869	WQEE909
WQBE575	WQBE772	WQBE870	WQEE999
WQBE576	WQBE774	WQBE871	WQEF200
WQBE577	WQBE775	WQBE949	WQEF201
WQBE578	WQBE776	WQBE951	WQEF220
WQBE581	WQBE778	WQBE955	WQEF261
WQBE582	WQBE779	WQBE956	WQEF264
WQBE583	WQBE780	WQBE958	WQEF265
WQBE585	WQBE781	WQBE961	WQEF269
WQBE586	WQBE782	WQBH327	WQEF301
WQBE587	WQBE783	WQBH492	WQEF303
WQBE594	WQBE791	WQBH513	WQEF351
WQBE595	WQBE793	WQBH721	WQEF373
WQBE596	WQBE794	WQBH764	WQEF375
WQBE597	WQBE795	WQBJ320	WQEF459
WQBE598	WQBE804	WQBJ321	WQEF461
WQBE599	WQBE806	WQBJ324	WQEF463
WQBE733	WQBE808	WQBJ325	WQEF491
WQBE734	WQBE811	WQBK673	WQEF496
WQBE735	WQBE813	WQBL560	WQEF498
WQBE736	WQBE814	WQBQ680	WQEF552
WQBE737	WQBE816	WQEA793	WQEF553
WQBE738	WQBE817	WQEA905	WQEF563

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WQEF564	WQEF720	WQEF738	WQEF510
WQEF575	WQEF721	WQEF759	WQEF593
WQEF595	WQEF722	WQEF761	WQEM920
WQEF600	WQEF723	WQEG232	WQEN341
WQEF602	WQEF724	WQEG402	WQGF828
WQEF714	WQEF725	WQEG620	WQGF533
WQEF716	WQEF726	WQEH211	WYF781
WQEF717	WQEF727	WQEH529	