Rockwell
Collins

May 30, 2001

Charles Iseman
Federal Communications Commission
445 12th Street, SW
Washington DC, 20554

Dear Mr. Iseman,

In your telephone conversation this morning with Joe Cramer, from this office, you asked for an explanation of how the stock in the new Rockwell Collins, Inc. will be distributed after the spin-off from Rockwell International Corporation. The distribution is expected to occur on or about June 26th 2001.

On the date of distribution, each holder of Rockwell International common stock will receive a dividend of one share of Rockwell Collins common stock, and the associated preferred share purchase right, for each share of Rockwell International common stock held on the record date. The shares of Rockwell Collins common stock to be distributed will constitute all of the outstanding shares of its common stock immediately after the distribution. Following the distribution, Rockwell Collins will be an independent public company, and Rockwell International will have no continuing stock ownership in the new company.

We hope that this explanation answers your questions. If you need further clarification, please let us know.

Sincerely,

Linda C. Sadler

Linda C. Sadler
Director
Governmental and Regulatory Affairs