

PUBLIC INTEREST STATEMENT

By the instant application ("Application"), Commission consent is sought to the *pro forma* transfer of control of Sensor & Antenna Systems, Lansdale Inc. ("SASL"), and the Commission-licensed facilities specified herein, with respect to an internal restructuring to be effected in the near future.

Currently, SASL is directly owned 100% by Cobham Defense Electronic Systems Corporation ("CDES"). CDES is 100% owned by Cobham Defense Systems Inc. ("CDS"). CDS 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 SASL, with SASL being the surviving entity.
- As a result of the above merger, direct ownership of the licensee entity SASL will be changed from CDES to CDS.¹
- The corporate name of the licensee entity SASL will be changed to "Cobham Defense Electronics Inc."

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 reflect the change in corporate name of SASL to Cobham Defense Electronics Inc.

Transferor: Cobham Defense Electronic Systems Corporation (FRN: 0023675572)

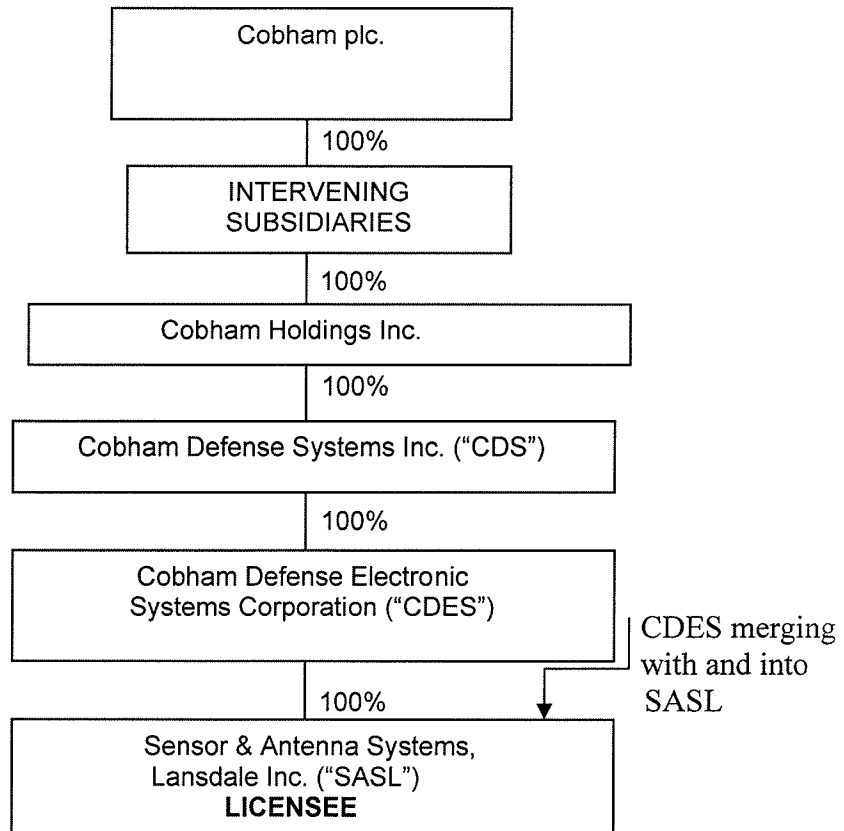
Transferee: Cobham Defense Systems Inc. (FRN: 0023671704)

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

The pre- and post-transaction ownership of the licensee entity is depicted on the following page.

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

PRE-TRANSACTION OWNERSHIP OF LICENSEE ENTITY



OWNERSHIP OF LICENSEE ENTITY AFTER COMPLETION OF TRANSACTION

