

ANSWER TO QUESTION 10

63.18(c) and (d) Information for Rockwell Collins, Inc. (Transferor) and ARINC Incorporated (Section 214 Authorization Holder)

- Contact Information for Rockwell Collins, Inc. (Transferor)

Company Contact

Laurie Sussman
Principal Corporate Counsel
2551 Riva Road
Annapolis, MD 21401
Telephone: (410) 266-2978
Email: Laurie.Sussman@rockwellcollins.com

Legal Counsel

Kristine Laudadio Devine
Harris, Wiltshire & Grannis LLP
1919 M Street NW, Eighth Floor
Washington, D.C. 20036
Telephone: (202) 730-1338
Facsimile: (202) 202-1301
Email: kdevine@hwglaw.com

- Rockwell Collins, Inc. is a U.S. corporation organized under the laws of the State of Delaware.
- Rockwell Collins, Inc. does not hold any section 214 authority.
- Contact Information for ARINC Incorporated (Section 214 Authorization Holder)

Company Contact

Laurie Sussman
Principal Corporate Counsel
2551 Riva Road
Annapolis, MD 21401
Telephone: (410) 266-2978
Email: Laurie.Sussman@rockwellcollins.com

Legal Counsel

Kristine Laudadio Devine
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Washington, D.C. 20036
Telephone: (202) 730-1338
Facsimile: (202) 202-1301
Email: kdevine@hwglaw.com

- ARINC Incorporated is a U.S. corporation organized under the laws of the State of Delaware.
- ARINC Incorporated holds the international section 214 authorization that is the subject of this application, File No. ITC-214-19991105-00700 (authority to global resale services).

63.18(c) and (d) Information for United Technologies Corp. – Transferee

- Contact Information for United Technologies Corporation

Company Contact

Stephanie Weissglas
Associate General Counsel, Corporate Strategy & Development
United Technologies Corporation
10 Farm Spring Road
Farmington, CT 06032
Telephone: (860) 728-6302
Email: stephanie.weissglas@utc.com

Legal Counsel

Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

- United Technologies Corporation is a U.S. corporation organized under the laws of the State of Delaware.
- United Technologies Corporation has not previously received Section 214 authority.

ANSWER TO QUESTION 11

United Technologies Corporation is a publicly traded company. The following entities hold a ten percent or greater ownership interest in United Technologies Corporation:

Name: State Street Corporation
Address: State Street Financial Center

One Lincoln Street
Boston, MA 02111

Citizenship: Massachusetts

Principal Business: Financial services

Percentage Held: State Street Corporation, a publicly traded corporation, currently holds 11.28 percent of United Technologies Corporation shares. In its most recent filings with the Securities and Exchange Commission, State Street Corporation disclosed that 6.49 percent of these shares are held by its wholly-owned subsidiary, State Street Bank and Trust Company, which is the trustee for United Technologies Corporation's stock in the United Technologies Corporation Employee Savings Master Trust Plan. In this capacity, State Street Bank and Trust Company has dispositive power and voting power over the shares in certain circumstances.

ANSWER TO QUESTION 12

United Technologies Corporation has no interlocking directorates.

ANSWER TO QUESTION 13

Description of the Parties

ARINC Incorporated ("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. ARINC and its subsidiary, Aeronautical Radio, Inc. ("Aeronautical Radio"), hold a variety of FCC licenses and authorizations. ARINC is a wholly-owned, indirect subsidiary of Rockwell Collins, Inc. ("Rockwell Collins").

Rockwell Collins is a publicly-traded Delaware Corporation with its headquarters in Cedar Rapids, Iowa. Rockwell Collins is a leader in aviation and high-integrity solutions for commercial and military customers around the world. As experts in flight deck avionics, cabin electronics, cabin interiors, information management, mission communications, and simulation and training, Rockwell Collins offers a comprehensive portfolio of products and services. Rockwell Collins serves a broad range of customers worldwide, including the U.S. Department of Defense, U.S. Coast Guard, civil agencies, defense contractors, foreign ministries of defense, manufacturers of commercial air transport, business and regional aircraft, commercial airlines, and other aircraft. Rockwell Collins and its subsidiaries hold a variety of FCC licenses and authorizations.

United Technologies Corporation ("UTC") is a publicly-traded Delaware corporation with its headquarters in Farmington, Connecticut. UTC researches, develops, and manufactures

products in numerous areas, including aircraft engines, aerospace systems, HVAC, elevators and escalators, fire and security, building systems, and industrial products. UTC is also a large military contractor. UTC and its subsidiaries hold a variety of FCC licenses.

Description of the Transaction

On September 4, 2017, UTC, Rockwell Collins, and Riveter Merger Sub Corp., a Delaware corporation and a wholly-owned subsidiary of UTC, entered into an Agreement and Plan of Merger (“Agreement”). Pursuant to the Agreement, Riveter Merger Sub Corp. will merge with and into Rockwell Collins, with Rockwell Collins surviving the merger as a wholly-owned subsidiary of UTC. The transaction thus will result in a change of control of all of the Commission licenses and authorizations held by Rockwell Collins and its subsidiaries, including ARINC, from Rockwell Collins to UTC.

In addition to the international Section 214 authorization that is the subject of the instant application, Rockwell Collins and its subsidiaries hold a number of licenses, authorizations, and registrations, control of which will be transferred to UTC upon consummation of the transaction. Specifically, these include:

- Private-Operational Fixed Point-to-Point Microwave Service licenses issued under Part 101 of the FCC’s rules;
- Private Land Mobile Radio Services licenses issued under Part 90 of the FCC’s rules;
- Aeronautical and Aviation Radionavigation and Ground Station licenses issued under Part 87 of the FCC’s rules;
- A nationwide, non-exclusive 3650-3700 MHz license issued under Part 90 of the FCC’s rules;
- Experimental Radio authorizations issued under Part 5 of the FCC’s rules; and
- 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.¹

Public Interest Statement

As discussed below, the proposed transfer of control of Rockwell Collins, including its subsidiary ARINC, will create substantial public interest benefits with no offsetting public interest harms. Therefore, the Commission should expeditiously approve the proposed transfer of control.

¹ Notifications of the change in ownership of the Antenna Structure Registrations will be submitted upon closing, as required by FCC rules.

Pursuant to Section 310(d) of the Communications Act, the Commission may approve a transfer of control if, after weighing “the potential public interest harms of the [transaction] against the public interest benefits,” it concludes that, “on balance,” doing so would serve the public interest, convenience, and necessity.² Accordingly, where the potential harms from a proposed transaction are great, the potential benefits must be great; conversely, where the potential harms (if any) are small or limited, the potential benefits need only be of a similar scale.³

As an initial matter, one of the factors the Commission considers in its public interest inquiry is whether the proposed transferee holds the requisite “citizenship, character, financial, technical and other qualifications” to control an FCC licensee.⁴ UTC is fully qualified to hold ultimate control of Rockwell Collins’s and its subsidiaries’ licenses.

Transfer of control of Rockwell Collins and its subsidiaries to UTC will serve the public interest for several reasons. The acquisition will add tremendous capabilities to UTC’s aerospace businesses and will strengthen its complementary offerings of technologically advanced aerospace systems. Together, Rockwell Collins and UTC will enhance customer value in a rapidly evolving aerospace industry bringing Rockwell Collins’s offerings—including seating and interior systems, information solutions, and avionics—to the UTC family of companies, which currently offers electric, environmental, and engine systems, actuation and propellers, aerostructures (nacelles), landing systems, and sensors and related systems. The integrated companies’ expertise in developing aerospace solutions will allow them to deliver

² See, e.g., *Loral Satellite, Inc. (Debtor-in-Possession) and Loral SpaceCom Corporation (Debtor in Possession), Assignors and Intelsat North America, LLC, Assignee*, Order and Authorization, 19 FCC Rcd 2404, 2411-12 (¶18) (2004) (“*Loral/Intelsat*”); *Comcast Corp., AT&T Corp., and AT&T Comcast Corp.*, Memorandum Opinion and Order, 17 FCC Rcd 23246, 23255 (¶ 26) (2002) (“*AT&T/Comcast*”); *Applications for Consent to The Transfer of Control of Licenses and Sect. 214 Authorizations by Time Warner Inc. and America Online, Inc., Transferors, AOL Time Warner Inc., Transferee*, Memorandum Opinion and Order, 16 FCC Rcd 6547, 6554 (¶ 19) (2001) (“*AOL/Time Warner*”); *Applications for Consent to The Transfer of Control of Licenses and Sect. 214 Authorizations from MediaOne Group, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 15 FCC Rcd 9816, 9820 (¶ 8) (2000); see also 47 U.S.C. § 310(d).

³ See, e.g., *AT&T/Comcast*, 17 FCC Rcd at 23,329 (¶ 218) (observing that “in balancing the public interest harms and benefits, we employ a sliding scale approach” that “examine[s] the likelihood and the magnitude of the potential public interest harms”); *TRW Inc., Transferor, and Northrop Grumman Corp., Transferee*, Order and Authorization, 17 FCC Rcd 24,625, 24,630 (¶ 15) (Int’l Bur., Sat. Div. 2002) (“*TRW*”) (“We find no potential harms, and thus, the Applicants’ demonstration of potential benefits need not be as great.”).

⁴ See *Southern New England Telecommunications Corp., Transferor and SBC Communications, Inc., Transferee*, Memorandum Opinion and Order, 13 FCC Rcd 21292, 21305 (1998).

more innovative products and services and provide greater value to customers. The combination will create new opportunities for both companies to advance innovation in a growing and dynamic industry. The combination will also enable UTC to compete more effectively for future business through continued investments in innovation, world-class integrated product offerings, and the ability to retain top talent in the industry.

The transaction does not present a threat of competitive harm. The two companies' offerings are largely complementary and have almost no overlap, but even where the two companies provide similar services, the companies face significant competition from a number of other suppliers.

ANSWER TO QUESTION 20

This application for transfer of control of international Section 214 authorization qualifies for streamlined processing pursuant to Section 63.12(c). The Transferee is not a foreign carrier and is not affiliated with any foreign carriers.