

0134-EX-ST-2001

VERNER · LIIPFERT
BERNHARD · MCPHERSON & HAND
CHARTERED

901 - 15TH STREET, N.W.
WASHINGTON, D.C. 20005-2301
(202) 371-6000
FAX: (202) 371-6279

March 22, 2001

VIA HAND DELIVERY

Federal Communications Commission
Experimental Radio Service
P.O. Box 358320
Pittsburgh, PA 15251-5320

RE: **Northrop Grumman Corporation Application For Emergency Special
Temporary Authorization For Experimental Radio Service Licenses
KG2XLV, et al. REQUEST EXPEDITED ACTION BEFORE MARCH 23,
2001**

Dear Sir/Madam:

On behalf of NNG, Inc., Transferee, the undersigned hereby submits the attached request of Northrop Grumman Corporation, Licensee, for Special Temporary Authority. Also enclosed is the Form 159 and the requisite filing fee for this request. The filing of this request is necessary to conclude a transaction whereby NNG, Inc. will become the parent holding corporation of Northrop Grumman Corporation.

Please direct any questions regarding this request to the undersigned, at 202-371-6332.

Respectfully,



John M. R. Kneuer

Northrop Grumman Corporation
Law Department
15th floor
1840 Century Park East
Los Angeles, CA 90067

Federal Communications Commission
Experimental Radio Service
P.O. Box 358320
Pittsburgh, PA 15251-5320

RE: Northrop Grumman Corporation Application For Emergency Special
Temporary Authorization For Experimental Radio Service Licenses
KG2XLV, et al. REQUEST EXPEDITED ACTION BEFORE MARCH 23,
2001

Dear Sir/Madam:

Northrop Grumman Corporation ("Northrop Grumman"), the Licensee and Transferor, and NNG, Inc, the Transferee, hereby requests Special Temporary Authorization ("STA") to operate the Experimental Radio Service Licenses listed in Exhibit I of the attached FCC Form 703 prior to the Commission's grant of a transfer of control application which is being filed simultaneously with this STA request. Grant of an STA is necessary to ensure continued, uninterrupted operation of these communications facilities which vital to Northrop Grumman's daily operations.

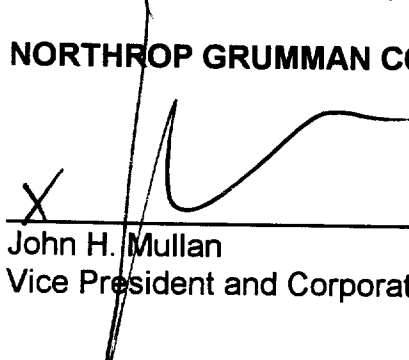
Northrop Grumman's transfer of control application is being filed in light of recent changes in the structure of it's proposed acquisition of Litton Industries Inc. ("Litton") pursuant to the Amended and Restated Agreement and Plan of Merger among Northrop Grumman, Litton, NNG, Inc. and LII Acquisition Corp. On March 23, 2001, immediately prior to the proposed purchase of Litton stock in a tender offer, Northrop Grumman is scheduled to be reorganized, whereby the ultimate control of Northrop Grumman will rest in a new corporate holding company, NNG, Inc.

Due to the recent changes in the structure of the proposed reorganization of Northrop Grumman, complete information regarding the number and types of licenses that would be subject to this transaction only recently became available. As a result, Northrop Grumman was not able to finalize the applications for permanent transfer of control of the all licenses subject to the merger agreement so that such applications could be filed and granted prior to the anticipated closure date of March 23, 2001. Accordingly, Northrop Grumman requests an Emergency STA to close on the transaction on or before **March 23, 2001** and to operate the facilities pursuant to the technical and operational parameters set forth in the licenses for a period of up to 180 days or until the transfer of control application is granted.

Expeditious grant of the STA is in the public interest as it would permit the Parties to close on the transaction as anticipated and would allow Northrop Grumman to ensure continued and necessary operation of these communications facilities pending FCC action on the transfer application.

I certify that I am an officer of Northrop Grumman Corporation.

NORTHROP GRUMMAN CORPORATION

X  3/20/01

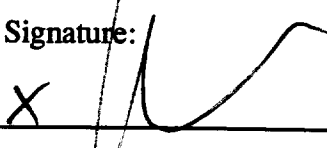
John H. Mullan
Vice President and Corporate Secretary

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

YES

NO

Name of Applicant: Northrop Grumman Corporation	Signature: 
Date: 3/20/01	Title: John H. Mullan Vice President and Corporate Secretary

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BERNHARD · MCPHERSON ^{BY} HAND
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March 22, 2001

VIA HAND DELIVERY

Federal Communications Commission
Experimental Radio Service
P.O. Box 358320
Pittsburgh, PA 15251-5320

RE: Northrop Grumman Corporation Form 703 Application For Transfer of Control of Experimental Radio Service Licenses KG2XLV, et al.

Dear Sir/Madam:

On behalf of NNG, Inc., Transferee, the undersigned hereby submits the attached Form 703 Application for Transfer of Control of Northrop Grumman Corporation, Licensee. Also enclosed is the Form 159 and the requisite filing fee for this request. The filing of this application is necessary to conclude a transaction whereby NNG, Inc. will become the parent holding corporation of Northrop Grumman Corporation.

Please direct any questions regarding this application to the undersigned, at 202-371-6332.

Respectfully,



John M. R. Kneuer

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION



PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee
Northrop Grumman Corporation

(b) Number and street address
Attn: Verner, Liipfert, et al. (J. Kneuer), 901 15th Street, NW, Suite 700

(c) City
Washington

(d) State
DC

(e) ZIP Code
20005

2. Internet address:

3. Taxpayer Identification Number
951055798

4. Call sign and radio service of each station
See Exhibit I

5. (a) Fee Type Code
EAE

(b) Fee Multiple
35

(c) Fee Due \$
1,750.00

6. Name(s) and Address(es) of Transferee
NNG, Inc.
Attn: Verner, Liipfert et al. (J. Kneuer), 901 15th Street, N.W., Suite 700, Washington, D

7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.

YES	NO
X	

8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.

YES	NO
	X

9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:

(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.

YES	NO

(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see Instruction 6.

YES	NO

(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.

YES	NO

(d) What is the name and address of the corporation in immediate control?

(e) Under the laws of what State or Country is the controlling corporation organized?

(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.

YES	NO

(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.

YES	NO

(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).

YES	NO

CERTIFICATION

- Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;
- Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;
- Neither applicant nor any member thereof is a foreign government or representative thereof;
- Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;
- Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

SIGNATURE DATE **3/20/01**

Authorized Employee of Licensee Corporation

SIGNATURE DATE **3/20/01**

Transferee of Control (Check one)

Individual Partner Officer Other (Specify): _____

DETAILS / ADDITIONAL INFORMATION:

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

Northrop Grumman Corporation
Verner, Liipfert, et al. (J. Kneuer)
901 15th Street, NW, Suite 700
Washington, DC 20005

2. Call sign and radio service of each station

See Exhibit I

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:

FEDERAL
COMMUNICATIONS
COMMISSION

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**

Exhibit I
(FCC Form 703 - Question 4)

**Experimental Radio Service Licenses
Call Signs and File Numbers**

<u>Call Sign</u>	<u>File Number</u>
KG2XLV	5155-EX-RR-1997
KB2XBJ	5146-EX-RR-1997
KA2XBU	5136-EX-RR-1997
KB2XAG	6054-EX-RR-1998
KA2XNO	6053-EX-RR-1998
KS2XET	0147-EX-RR-1999
WA2XLG	0189-EX-RR-1999
WA2XNX	0141-EX-RR-2000
WA2XEC	0138-EX-RR-2000
WA2XED	0140-EX-RR-2000
KQ2XAK	0139-EX-RR-2000
KS2XDR	0060-EX-RR-2001
KA2XGP	0036-EX-RR-2001
KQ2XXH	0061-EX-RR-2001
WA2XIJ	0062-EX-RR-2001
WB2XAP	0196-EX-PL-1999
WB2XCF	0056-EX-ML-2000
WB2XCG	0221-EX-PL-1999
KA2XGS	0230-EX-RR-1999
KA2XGR	0229-EX-RR-1999
WA2XON	6169-EX-RR-1998
WA2XMO	6168-EX-RR-1998
WA2XOY	0109-EX-RR-1999
KS2XDU	6064-EX-RR-1998
KI2XDH	0188-EX-RR-1999
KA2XAE	0246-EX-RR-1999
WB2XCN	0218-EX-PL-1999
WB2XEK	0278-EX-PL-1999
WB2XGK	0021-EX-PL-2000
WA2XZC	0063-EX-RR-2001
WB2XIC	0073-EX-PL-2000
WB2XDV	0093-EX-PL-2000
WB2XIP	0094-EX-PL-2000
WB2XIY	0053-EX-ML-2000
WB9XLQ	0116-EX-ST-2001