

***Pro Forma* Assignment**

US Sea Launch and Sea Launch Company, L.L.C.

Sea Launch Company, L.L.C. (“Sea Launch”), through its attorneys, hereby requests Commission authority for the *pro forma* assignment of FCC Licenses that are currently held by US Sea Launch under Frequency Registration Number (“FRN”) 0006147177. Sea Launch was originally incorporated in the Cayman Islands under the name US Sea Launch, as a partnership involving The Boeing Company (40% ownership interest); RSC-Energia of Moscow, Russia (25% ownership interest); Aker ASA of Oslo, Norway (20% ownership interest); and SDO Yuzhnoye/PO Yuzhmash of Dnepropetrovsk, Ukraine (15% ownership interest).

In 2003, Sea Launch began to generate revenues from the provision of launch services to commercial and governmental customers. Therefore, in order to address requirements of U.S. tax law, Sea Launch was re-incorporated on January 1, 2004 as a Delaware Limited Liability Company under the name Sea Launch Company, L.L.C. No changes we made to the voting and equity interests in the company, or to the management and operations of the company.

Due to an administrative oversight, Sea Launch failed to request FCC approval prior to consummating the *pro forma* assignment. Sea Launch recently discovered the oversight and disclosed the matter to the FCC in conversations with Jeffrey Tobias of the Wireless Telecommunications Bureau and James Burtle, Chief of the Experimental Licensing Branch of the Office of Engineering and Technology.

Sea Launch now requests Commission approval for the *pro forma* assignment of the following WTB and OET call signs:

Call Sign	Licensing Bureau	Service Type	Number of Units
WPNR533	WTB	IG	5 mobiles
WPPD301	WTB	IG	1 fixed and 100 mobiles
WQBJ741 ¹	WTB	IG	1 mobile
WA2XQQ ²	OET	Experimental	1 satellite antenna system

These licenses are critical to the safe and efficient operation of the launch services provided by Sea Launch to commercial and governmental customers. The radios authorized by the WTB are used for communications and safety alerts for employees working on or near the floating launch platform. The experimental license authorized by the OET is used to test satellite and rocket communications and emergency abort systems prior to their transport to the designated launch location in the Pacific Ocean.

¹ WQBJ741 was authorized by the Commission on October 21, 2004 to Sea Launch Company LLC. The FRN that was used by Sea Launch to submit the application, however, was the old FRN for the US Sea Launch entity. Therefore, out of caution, Sea Launch is including this call sign in this application for approval to assign the license to Sea Launch Company LLC.

² An application is currently pending before OET for renewal of this authorization. See File No. 0076-EX-RR-2007.

In addition to this assignment application, another assignment application has been filed with the OET, which includes this same narrative. If the FCC consents to the assignment of the above-listed licenses, Sea Launch will submit notices to the FCC indicating that the assignments have been consummated. Sea Launch will concurrently request a waiver of Section 1.948 of the Commission's rules, which requires that license assignments be consummated within 180 days after receiving Commission approval, and that the Commission be notified of the completed assignment within 30 days after consummation of the assignment

Sea Launch has also taken steps to prevent such an oversight from occurring in the future. Sea Launch recently made arrangements with its largest equity holder, Boeing, to assist in the management of its FCC license resources. Boeing's Frequency Management Services ("FMS") includes a large professional staff of RF engineers and administrators, who are extensively trained in the FCC's regulatory and procedural requirements. With the assistance of Boeing's FMS, Sea Launch will be in a much better position to ensure compliance with all FCC requirements in the future. Therefore, Sea Launch urges the Commission to grant this application.