Date & Time Filed: Mar 12 2004 6:36:43:440PM File Number: SAT-AMD-20040312-00033

| FCC APPLICATION FOR SPACE AND EARTH STATION:MOD OR AMD – MAIN FORM | FCC Use Only |
|--|--------------|
| FCC 312 MAIN FORM FOR OFFICIAL USE ONLY | |
| | |

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

GESN – GSO 15E Amendment (3/04)

| Legal Name of A | pplicant | | |
|-----------------|--|---------------|------------------------|
| Name: | Northrop Grumman Space & Mission Systems Corp. | Phone Number: | 703–741–7717 |
| DBA Name: | | Fax Number: | 703–741–7792 |
| Street: | 1000 Wilson Blvd. | E-Mail: | peter.hadinger@ngc.com |
| | Suite 2300 | | |
| City: | Arlington | State: | VA |
| Country: | USA | Zipcode: | 22209 – |
| Attention | Peter Hadinger | | |

9–16. Name of Contact Representative (If other than applicant)

Name: Stephen D. Baruch/David S.Keir **Phone Number:** 202–429–8970

Company: Leventhal Senter & Lerman **Fax Number:** 202–293–7783

Street: 2000 K Street, N.W. E-Mail: sbaruch@lsl-law.com

Suite 600

City: Washington State: DC

Country: USA Zipcode: 20006–

Contact Member Relationship: Legal Counsel

Title:

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one (N/A) b1. Application (N/A) b2. Application (N/A) b2. Application (N/A) b3.

for 17a and only one for 17b.

a1. Earth Station

a2. Space Station

(N/A) b1. Application for License of New Station

(N/A) b2. Application for Registration of New Domestic Receive-Only Station

(N/A) b3. Amendment to a Pending Application

(N/A) b4. Modification of License or Registration

b5. Assignment of License or Registration

b6. Transfer of Control of License or Registration

(N/A) b7. Notification of Minor Modification

(N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite

(N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States

(N/A) b10. Other (Please specify)

| 17c. Is a fee submitted with this application? | | | | | | | |
|---|---|---------------------|--|--|--|--|--|
| If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114). | | | | | | | |
| Governmental Entity Noncommercial educational licensee | | | | | | | |
| Other(please explain): Conforming Amendment pursuant to 47 C.F.R. Sec. 1.1114(a) and Report No. SPB-199 | | | | | | | |
| | | | | | | | |
| 17d. | | | | | | | |
| Fee Classification A CWY – Space Station Amendment (Geostationary) | | | | | | | |
| 18. If this filing is in reference to an existing station, enter: | an 19. If this filing is an amendment to a pending application enter both fields, if this filing is a modification please enter only the file number: | | | | | | |
| (a) Call sign of station: | (a) Date pending application was filed: | (b) File number: | | | | | |
| S2257 | 09/04/1997 | SATLOA1997090400082 | | | | | |

TYPE OF SERVICE

| 20. NATURE OF SERVICE: This filing is for an authorization to provide or u | se the following type(s) of service(s): Select all that apply: |
|---|---|
| a. Fixed Satellite | |
| b. Mobile Satellite | |
| c. Radiodetermination Satellite | |
| d. Earth Exploration Satellite | |
| e. Direct to Home Fixed Satellite | |
| f. Digital Audio Radio Service | |
| g. Other (please specify) | |
| | |
| 21. STATUS: Choose the button next to the applicable status. Choose 22. l | If earth station applicant, check all that apply. |
| | Using U.S. licensed satellites |
| Common Carrier Non–Common Carrier | Using Non–U.S. licensed satellites |
| 23. If applicant is providing INTERNATIONAL COMMON CARRIER servic facilities: | e, see instructions regarding Sec. 214 filings. Choose one. Are these |
| Connected to a Public Switched Network Not connected to a Public | c Switched Network N/A |
| 24. FREQUENCY BAND(S): Place an 'X' in the box(es) next to all applic | able frequency band(s). |
| a. C–Band (4/6 GHz) b. Ku–Band (12/14 GHz) | |
| c.Other (Please specify upper and lower frequencies in MHz.) | |
| Frequency Lower: Frequency Upper: (Please specify additional fr | requencies in an attachment) |

TYPE OF STATION

| 25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one. |
|---|
| a. Fixed Earth Station |
| b. Temporary–Fixed Earth Station |
| c. 12/14 GHz VSAT Network |
| d. Mobile Earth Station |
| e. Geostationary Space Station |
| f. Non-Geostationary Space Station |
| g. Other (please specify) |
| |
| 26. TYPE OF EARTH STATION FACILITY: |
| Transmit/Receive Transmit-Only Receive-Only N/A |
| For Space Station applications, select N/A." |

PURPOSE OF MODIFICATION

| 27. The purpose of this proposed modification is to: (Place an 'X' in the box(es) next to all that apply.) |
|---|
| a — authorization to add new emission designator and related service |
| b — authorization to change emission designator and related service |
| c — authorization to increase EIRP and EIRP density |
| d — authorization to replace antenna |
| e — authorization to add antenna |
| f — authorization to relocate fixed station |
| g — authorization to change frequency(ies) |
| h — authorization to add frequency |
| i — authorization to add Points of Communication (satellites & Double |
| j — authorization to change Points of Communication (satellites & tountries) |
| k — authorization for facilities for which environmental assessment and |
| radiation hazard reporting is required |
| 1 — authorization to change orbit location |
| m — authorization to perform fleet management |
| n — authorization to extend milestones |
| o — Other (Please specify) |

ENVIRONMENTAL POLICY

| 28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of | O Yes No |
|--|-----------|
| the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. | Exhibit G |
| | |

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

| 29. Is the applicant a foreign government or the representative of any foreign government? | ٥ | Yes | • | No | 0 | N/A |
|---|---|-----|---|----|---|-----|
| 30. Is the applicant an alien or the representative of an alien? | 0 | Yes | • | No | 0 | N/A |
| 31. Is the applicant a corporation organized under the laws of any foreign government? | 0 | Yes | • | No | 0 | N/A |
| 32. Is the applicant a corporation of which more than one–fifth of the capital stock is owned of record or 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? | 0 | Yes | • | No | ٥ | N/A |

| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | O Yes | No O N/A |
|--|--------------|-----------------|
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote. | Attachment 2 | |
| BASIC QUALIFICATIONS | | |
| 35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents. | Yes | O No |
| | Exhibit D | |
| 36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances. | O Yes | No |

| 37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances. | Yes Exhibit F | O No |
|--|----------------|-------------|
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances | O Yes | No |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances. | ○ Yes | ⊚ No |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. | Exhibit H | |

| 41. By checking Yes, the undersigned certifies, that neither 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 Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. | Yes | O No | | |
|--|-------|-------------|--|--|
| 42a. Does the applicant intend to use a non–U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43. | O Yes | ⊚ No | | |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? | | | | |

43. Description. (Summarize the nature of the application and the services to be provided). (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

This amendment provides additional information concerning the V-band characteristics of NGST's GSO proposal in response to the Commission's January 29, 2004 Public Notice inviting conforming amendments (Report No. SPB-199).

Amendment

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

| ue, complete and correct to the best of his or her knowledge and belief, and are made in good faith. | | | | | | | |
|--|--|---|---------------|--|--|--|--|
| 44. Applicant is a (an): (Choose the button nex | at to applicable response | e.) | | | | | |
| Individual Unincorporated Association Partnership Corporation Governmental Entity Other (please specify) | | | | | | | |
| 45. Name of Person Signing Jeffrey D. Grant | | 46. Title of Person Sig Vice President, Busine | | | | | |
| 47. Please supply any need attachments. | 7. Please supply any need attachments. | | | | | | |
| Attachment 1: Attachment 1 | Attachment 2: | | Attachment 3: | | | | |
| • | • | | • | | | | |

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