



LEVENTHAL SENTER & LERMAN PLLC

ORIGINAL

STEPHEN D. BARUCH
(202) 416-6782
FAX: (202) 429-4626
SBARUCH@LSL-LAW.COM

January 10, 2003

RECEIVED

JAN 10 2003

BY HAND DELIVERY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
c/o Vistrionix, Inc.
236 Massachusetts Avenue, N.E.
Suite 110
Washington, D.C. 20002

Received

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

JAN 21 2003

Satellite Policy Branch
International Bureau

Re: TRW Inc. Applications to Operate Fixed-Satellite Service Systems in the Ka- and V-Bands – Section 1.65 Statement (FCC File Nos. SAT-AMD-19971222-00219, SAT-LOA-19970904-00080, SAT-LOA-19970904-00081, SAT-LOA-19970904-00082, SAT-LOA-19970904-00083, SAT-LOA-19970904-00084, SAT-WAV-19971222-00220)

Dear Ms. Dortch:

This letter is written on behalf of Northrop Grumman Space & Mission Systems Corporation (“Northrop Grumman”), formerly TRW Inc. (“TRW”), to inform the Commission, pursuant to Section 1.65 of its Rules, of a change in the ownership of the applicant prosecuting the above-referenced satellite applications. Pursuant to an Order of the FCC’s International Bureau, released on December 6, 2002 (*see TRW Inc. and Northrop Grumman Corporation*, DA 02-3373) (“*Transfer Order*”), control of TRW was transferred to Northrop Grumman Corporation on December 11, 2002. Although TRW has remained the applicant following the transfer of control, the corporate name was subsequently changed to Northrop Grumman Space and Mission Systems Corporation. Accordingly, Northrop Grumman respectfully requests that its pending applications be conformed to reflect the change in control authorized in the *Transfer Order* and the new name of the applicant.

Northrop Grumman notes that, for purposes of the FCC’s processing rules, this change of control does not subject these applications to treatment as newly-filed under Sections 25.116(c) of the rules. Generally, an application amended to reflect a “substantial change in beneficial ownership or control” under Section 25.116(b)(3) will be treated as newly-filed under Section 25.116(c), *except* where “the amendment reflects only a change in ownership or control found by the Commission to be in the public interest and, for which a requested exemption from a ‘cut-off’ date is granted.” *See* 47 C.F.R. § 25.116(c)(2).



LEVENTHAL SENTER & LERMAN PLLC

Ms. Marlene H. Dortch
January 10, 2003
Page -2-

Pursuant to a well-established line of cases, in a transfer that is part of a larger merger of corporate entities that “serves an independent business purpose, and is not primarily for the purpose of acquiring pending applications,” a pending application of the acquired company will be exempted from treatment as a newly-filed application. *See Airsignal International*, 81 F.C.C. 2d 472, 476 (¶ 10) (1980). *See also General Electric Capital Corporation and SES Global, S.A.*, 16 FCC Rcd 17575, 17598 (¶¶ 56-57) (IB 2001); *DirectCom Networks, Inc.*, 16 FCC Rcd 14287, 14293 (¶ 18) (IB 2001); *Teledesic, LLC and ICO-Teledesic Global Limited*, 16 FCC Rcd 6403, 6409 (¶ 14) (IB 2001); *Loral Space & Communication Ltd. and Orion Network Systems, Inc., et al.*, 3 FCC Rcd 4592, 4598-99 (¶¶ 14-19) (IB 1998). Northrop Grumman respectfully requests that this established exemption to the “cut-off” rule be applied in this instance.

In its *Transfer Order*, the International Bureau specifically concluded that Northrop Grumman’s acquisition of TRW would serve the public interest. *See Transfer Order* at 8 (¶ 21). Further, the Bureau found that “the scope of the merger transaction as a whole encompasses such a substantial acquisition of non-FCC related business assets” that the four satellite authorizations included “appear to be a relatively minor asset in the overall acquisition price.” *Transfer Order* at 7 (¶ 18). This logic applies even more strongly to the still pending applications addressed here, which are a very small part of the overall, multi-billion dollar transaction. The merger of TRW into Northrop Grumman was thus driven by an independent business purpose, and not for the purpose of acquiring the pending Ka- and V-band satellite applications. Accordingly, the *Airsignal* precedent applies in this instance, and the pending applications should be conformed to reflect the change in control approved in the *Transfer Order*, as well as the change in the applicant’s name. Furthermore, the applications should continue to be considered in their current processing rounds.

Sufficient copies of this letter are provided to associate copies with each of the referenced files. Should there be any questions concerning this matter, please contact the undersigned counsel.

Respectfully submitted,

Stephen D. Baruch
David S. Keir
*Counsel to Northrup Grumman
Space & Mission Systems Corporation*



LEVENTHAL SENTER & LERMAN PLLC

Ms. Marlene H. Dortch
January 10, 2003
Page -3-

cc: Todd M. Stansbury, *Counsel to @Contact, LLC*
John P. Janka, *Counsel to Hughes Communications, Inc.*
Phillip L. Spector, *Counsel to SkyBridge, LLC*
Mark A. Grannis, *Counsel to Teledesic, LLC*
James U. Troup, *Counsel to CAI Satellite Communications, Inc.*
W. Theodore Pierson, *Counsel to Denali Telecom, LLC*
William D. Wallace, *Counsel to GlobalStar, LP*
Robert A. Mazer, *Counsel to LEO One Worldwide Corp.*
John P. Stern, *Loral Space & Communications, Ltd.*
Philip L. Verveer, *Counsel to Loral Space & Communications, Ltd.*
Stephen L. Goodman, *Counsel to ORBLINK, LLC*
Henry Goldberg, *Counsel to PanAmSat Corp.*
Karis A. Hastings, *Counsel to SES Americom, Inc.*
Bruce D. Jacobs, *Counsel to Spectrum Astro, Inc.*
Philip L. Malet, *Counsel to Motorola, Inc.*

#176781