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Federal Communications Commission
Office of Secretary

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July 27, 2004

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

Int'l Bureau

AUG 04 2004

Front Office

Re: The Boeing Company
Authority for Use of the 1990-2025/2165-2200 MHz and
Associated Frequency Bands for a Mobile-Satellite System
FCC File Nos. 79-SAT-P/LA-97(16), 90-SAT-AMEND-98(20),
IBFS Nos. SAT-LOA-19970926-00149, SAT-AMD-19980318-00021,
SAT-AMD-20001103-00159, SAT-MOD-20020726-00113,
SAT-MOD-20030711-00128 and SAT-AMD-20030827-00241

Dear Ms. Dortch:

The Boeing Company ("Boeing"), through its attorneys and pursuant to Section 25.143(e)(3) of the Commission's rules,¹ hereby provides in the accompanying affidavit the required certification that it has satisfied the third milestone for its 2 GHz MSS license by beginning physical construction on its geosynchronous 2 GHz MSS satellite on or before July 17, 2004. The technical design of the satellite under construction reflects the authorization that the Commission issued to Boeing on June 24, 2003.²

On July 11, 2003, Boeing filed an application to modify the technical design of its 2 GHz MSS spacecraft.³ Boeing also filed an amendment to its modification application on August 27,

¹ See 47 C.F.R. § 25.143(e)(3) (2002).

² See *The Boeing Company, For Modification of Authority For Use of the 1990-2025/2165-2200 MHz and Associated Frequency Bands for a Mobile-Satellite System*, DA 03-2073 (June 24, 2003) ("June 24, 2003 Order").

³ See *The Boeing Company, Application For Modification of Authority For Use of the 1990-2025/2165-2200 MHz and Associated Frequency Bands For a Mobile-Satellite System*, FCC File No. SAT-MOD-20030711-00128 (July 11, 2003).

Secretary Dortch
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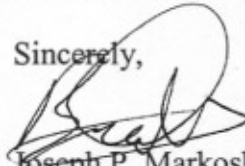
July 27, 2004

2003 in which it requested authority to use additional spectrum for feeder links.⁴ On July 13, 2004, Boeing filed a second amendment to its application, which withdrew all of proposed technical changes to the design of the spacecraft and most of the proposed operational and terrestrial design changes to the network.⁵ As a result, the Commission's June 24, 2003 Order reflects the identical spacecraft design that Boeing is using in the construction process.

Nonetheless, Boeing has taken the precaution of requesting several waivers of the Commission's rules that may be necessary to permit construction of the spacecraft that was authorized by the Commission in its June 24, 2003 Order. These waivers include (1) a request for waiver of Boeing's Critical Design Review ("CDR") milestone because the satellite design used in the CDR process was different than the satellite design that was included in the Commission's June 24, 2003 Order and was also different than the satellite design that Boeing is using in the construction process and (2) a waiver of the Commission's policy that system modifications requiring Commission authorization should be filed well in advance of the licensee's CDR milestone, absent unusual circumstances. Boeing's request for waivers was properly included in the amendment that Boeing filed on July 13, 2004.

Please let us know if you have any questions. Thank you for your attention to this matter.

Sincerely,



Joseph P. Markoski
Bruce A. Olcott
Counsel for The Boeing Company

Enclosure

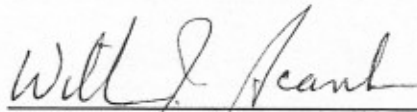
⁴ See *The Boeing Company, Amendment to Application For Modification of Authority For Use of the 1990-2025/2165-2200 MHz and Associated Frequency Bands For a Mobile-Satellite System*, FCC File No. SAT-AMD-20030827-00241 (Aug. 27, 2003).

⁵ See *The Boeing Company, Amendment to Application For Modification of Authority For Use of the 1990-2025/2165-2200 MHz and Associated Frequency Bands For a Mobile-Satellite System*, FCC File No. SAT-AMD-20040713-00132 (July 13, 2004).

AFFIDAVIT

The Boeing Company 2 GHz MSS Milestone Compliance

As required by Section 25.143(e)(3) of the Commission's rules, I hereby certify that on or before July 17, 2004, The Boeing Company ("Boeing"), through its wholly owned subsidiary, Boeing Satellite Systems, Inc., satisfied the third milestone requirement for its 2 GHz Mobile-Satellite Service ("MSS") license by beginning physical construction of its 2 GHz MSS geosynchronous satellite.



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