MINTZ LEVIN

Carlos M. Nalda
Christopher R. Bjornson | 202 434 7333 | cmnalda@mintz.com

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202-434-7300
202-434-7400 fax
www.mintz.com

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VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, N.W.
Washington, D.C. 20554

Re: Call Sign E000723; File Nos. SES-MFS-20050701-00853, SES-AFS-20051004-01365 and SES-AFS-20051118-01597

Dear Ms. Dortch:

Pursuant to Section 1.65 of the Commission's rules, 47 C.F.R. § 1.65, the undersigned, on behalf of The Boeing Company ("Boeing"), hereby updates the record of the above-referenced application proceeding to provide additional information. Because no party has submitted comments with respect to Boeing's pending application (the "eXchange Modification"), this is an unrestricted proceeding.

The eXchange Modification requests FCC authority to modify Boeing's existing Ku-band Aeronautical Mobile-Satellite Service ("AMSS") aircraft earth station ("AES") license in several ways, including authority: (i) to operate a new AES antenna to serve the general aviation market; (ii) to operate all authorized AESs at the aggregate off-axis e.i.r.p. level resulting from a conforming antenna as specified in Section 25.209 with input power density set forth in Section 25.134 of the Commission's rules for routinely licensed VSATs; (iii) to add new satellite points of communication for service outside the United States; (iv) to operate at power levels consistent with the coordinated parameters of those satellites in a non-2-degree spacing environment; and (v) to receive satellite transmissions in certain extended Ku-band frequencies for operations primarily outside the United States.

As a result of important near-term business requirements, Boeing respectfully requests that the Commission grant in part the eXchange Modification on an expedited basis, and defer the remaining elements of the application for consideration with Boeing's separate application for authority to operate outside the United States ("International Waters Modification"). *See* File No. SES-MOD-20040301-00304. In particular, Boeing and its eXchange partner, Rockwell Collins International, have commenced production of the eXchange AES antenna and related components, will begin customer aircraft installations later this month and want to commence full commercial operations in the first quarter of 2006. In addition, Boeing seeks to realize the efficiencies associated with operation at routinely licensed VSAT power density levels for its currently authorized AESs at the earliest possible time.

Importantly, these aspects of the eXchange Modification can be considered separately from the remaining parts of the application. Authority to add a new AES antenna and to operate at routinely licensed VSAT power density levels turns primarily on technical considerations and, consistent with past Commission practice, can be granted without an order by simply modifying Boeing's license for Call Sign E000723. On the other hand, authority to operate outside the United States with new satellite points of communication, including the use of higher power levels in a non-2-degree spacing environment and extended Ku-band frequencies, may involve broader policy issues. Furthermore, although the eXchange Modification and International Waters Modification request authority to access different satellites, the issues associated with non-U.S. operations raised in both applications are similar and can be dealt with in one decision. Such bifurcated consideration of the eXchange Modification would serve the interests of administrative convenience and efficient use of the Commission's resources.

Boeing is also taking this opportunity to submit new satellite operator engineering statements from Intelsat, Ltd. and SES Americom, Inc. in support of its application. While not required by the Commission's rules (because Boeing's proposed AES operations are consistent with routinely licensed VSAT power density levels), these statements confirm that operation of the eXchange AES antennas, and operation of all authorized AESs at an aggregate off-axis e.i.r.p. level of routinely licensed VSATs, are consistent with the coordinated parameters of the currently authorized satellite points of communication serving the United States. In addition, Boeing confirms that it will comply with all coordination agreements reached by the satellite operators.

Lastly, Boeing requests that in granting these portions of the eXchange Modification, the Commission relieve Boeing of any obligation to conduct prior performance testing on the new AES before commencement of commercial service. *See* Special Condition 5948, Earth Station Authorization Call Sign E000723. Such a condition would be burdensome and unnecessary because Boeing has already thoroughly demonstrated its ability to adequately control AES performance in prior reports to the Commission and through operation of its AMSS system for nearly five years. At most, the Commission should consider modifying this condition consistent with more recent license issued to another Ku-band AMSS operator requiring submission of a report one year after grant that demonstrates continuing compliance with authorized aggregate off-axis e.i.r.p. density requirements. *See* ARINC Incorporated, File Nos. SES-LIC-20030910-01261 and SES-AMD-20031223-01860, *Order and Authorization*, DA 05-1016, ¶¶ 56, 58(l) (rel. Apr. 6, 2005).

In sum, Boeing requests expedited approval of that portion of the eXchange Modification that requests authority: (i) to operate a new AES antenna to serve the general aviation market without a requirement for prior testing; and (ii) to operate all authorized AESs at the aggregate off-axis e.i.r.p. level of routinely authorized VSATs.

Please feel free to contact the undersigned with any questions regarding this submission.

Sincerely,

Carlos M. Nalda

Carlos M. Nalda
Christopher R. Bjornson

cc: Andrea Kelly
Karl Kensiger
Scott Kotler
Arthur Lechtman