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July 17, 2001

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E7541 SES-AMD-20010717-01356
LOCKHEED MARTIN CORPORATION
450 RIVER ROAD
CARPENTERSVILLE, NJ WARREN

Federal Communications Commission
International Bureau - Earth Stations
P.O. Box 358160
Pittsburgh, PA 15251-5160

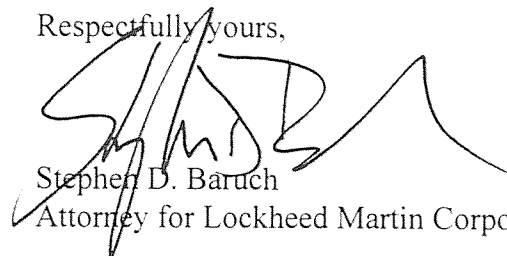
**Re: Amendment to Application of Lockheed Martin Corporation to
Modify Earth Station at Carpentersville, New Jersey
(File No. SES-MOD-20001130-02268, Call Sign E7541)**

Dear Sir or Madam:

On behalf of Lockheed Martin Corporation ("Lockheed Martin"), please find enclosed the original and two copies of an amendment to Lockheed Martin's application on FCC Form 312 to modify its license for a fixed satellite service transmit/receive earth station at Carpentersville, New Jersey (Call Sign E7541) to receive additional frequencies in the 3650-3700 MHz band. Also enclosed, in triplicate, is a completed FCC Form 159 (FCC Remittance Advice), along with a check in the amount of \$145.00 in payment of the required filing fee.

The final enclosure is a "Return Copy" of the application and associated Remittance Advice Form. Please date stamp this copy, and return it to the courier delivering this package. Please contact me if there are any questions concerning this matter.

Respectfully yours,



Stephen D. Baruch
Attorney for Lockheed Martin Corporation

Enclosures

cc (w/encl.): Karl Kensinger (by hand)
Sylvia T. Lam (by hand)

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 2 of 2

(1) LOCKBOX #

358160

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Leventhal, Senter & Lerman

(3) TOTAL AMOUNT PAID (U.S. Dollars and
\$145.00

(4) STREET ADDRESS LINE NO. 1

Attention: Stephen D. Baruch

(5) STREET ADDRESS LINE NO. 2

2000 K Street, N.W., Suite 600

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-429-8970

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0004-0547-97

(12) PAYER (TIN)

521365942

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

Lockheed Martin Corporation

(14) STREET ADDRESS LINE NO. 1

Attention: Michael E. Usarzewicz

(15) STREET ADDRESS LINE NO. 2

6801 Rockledge Drive

(16) CITY

Bethesda

(17) STATE

MD

(18) ZIP CODE

20817

(19) DAYTIME TELEPHONE NUMBER (include area code)

(301) 897-6000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0002-1493-59

(22) APPLICANT (TIN)

0952693884

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

E7541

(24A) PAYMENT TYPE CODE

CGX

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

\$145.

(27A) TOTAL FEE

\$145.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, Stephen D. Baruch

certify under penalty of perjury that the foregoing and supporting information is true and correct to

the best of my knowledge, information and belief.

SIGNATURE

DATE 07/16/2001

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

FCC 312
Main Form

Approved by OMB
3060-0078

FCC Use Only
File Number:

Est. Avg. Burden Hours
Per Response: 11 hrs

Call Sign:
E7541 SES-AMD-20010717-01356

FEDERAL COMMUNICATIONS COMMISSION
APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZ

LOCKHEED MARTIN CORPORATION
450 RIVER ROAD
CARPENTERSVILLE, NJ WARREN

APPLICANT INFORMATION

1. Legal Name of Applicant Lockheed Martin Corporation		2. Voice Telephone Number (301) 897-6000
3. Other Name Used for Doing Business (if any)		4. Fax Telephone Number (301) 897-6083
5. Mailing Street Address or P.O. Box 6801 Rockledge Drive ATTENTION: Michael Usarzewicz, Alpha Earth Station		6. City Bethesda
9. Name of Contact Representative (if other than applicant) Stephen D. Baruch		8. Zip Code 20817
11. Firm or Company Name Leventhal, Senter & Lerman		10. Voice Telephone Number 202-416-6782
13. Mailing Street Address or P.O. Box 2000 K Street, N.W., Suite 600 ATTENTION: Stephen D. Baruch		12. Fax Telephone Number 202-293-7783
14. City Washington		16. Zip Code 20006
15. State / Country (if not U.S.A.) DC		

Satellite Engineering Branch
International Bureau

Received
JUL 20 2000

CLASSIFICATION OF FILING

17. Place an "X" in the box next to the classification that applies to this filing for both questions a. and b. Mark only one box for 17a and only one box for 17b.

<input checked="" type="checkbox"/> a1. Earth Station	<input type="checkbox"/> b1. Application for License of New Station	<input type="checkbox"/> b6. Transfer of Control of License or Registration
<input type="checkbox"/> a2. Space Station	<input type="checkbox"/> b2. Application for Registration of New Domestic Receive-Only Station	<input type="checkbox"/> b7. Notification of Minor Modification
	<input checked="" type="checkbox"/> b3. Amendment to a Pending Application	<input type="checkbox"/> b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
	<input type="checkbox"/> b4. Modification of License or Registration	<input type="checkbox"/> b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
	<input type="checkbox"/> b5. Assignment of License or Registration	<input type="checkbox"/> b10. Other (Please Specify):

18. If this filing is in reference to an existing station, enter:
Call sign of station: E7541

19. If this filing is an amendment to a pending application enter:
(a) Date pending application was filed: November 30, 2000
(b) File number of pending application: SES-MOD-20001130-02268

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s). Place an "X" in the box(es) next to all that apply.

a. Fixed Satellite c. Radiodetermination Satellite e. Direct to Home Fixed Satellite
 b. Mobile Satellite d. Earth Exploration Satellite f. Digital Audio Radio Service g. Other (please specify) Transfer Orbit Operations

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

a. Common Carrier b. Non-Common Carrier c. Using U.S. licensed satellites d. Using Non-U.S. licensed satellites

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

a. Connected to the Public Switched Network b. Not connected to the Public Switched Network

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 21.4 filings. Mark only one box. Are these facilities:

a. Connected to the Public Switched Network b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

a. C-Band (4/6 GHz) c. Other (Please specify) 3650-3700 MHz (Extended C-Band, space-to-Earth)
 b. Ku-Band (12/14 GHz)

TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

a. Fixed Earth Station b. Temporary-Fixed Earth Station c. 12/14 GHz VSAT Network d. Mobile Earth Station e. Space Station f. Other (Specify) _____

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY: Mark only one box.

a. Transmit/Receive b. Transmit-Only c. Receive-Only

PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

<input type="checkbox"/>	a -- authorization to add new emission designator and related service
<input type="checkbox"/>	b -- authorization to change emission designator and related service
<input type="checkbox"/>	c -- authorization to increase EIRP and EIRP density
<input type="checkbox"/>	d -- authorization to replace antenna
<input type="checkbox"/>	e -- authorization to add antenna
<input type="checkbox"/>	f -- authorization to relocate fixed station
<input type="checkbox"/>	g -- authorization to change assigned frequency(ies)
<input checked="" type="checkbox"/>	h -- authorization to add Points of Communication (satellites & countries)
<input checked="" type="checkbox"/>	i -- authorization to change Points of Communication (satellites & countries)
<input type="checkbox"/>	j -- authorization for facilities for which environmental assessment and radiation hazard reporting is required
<input type="checkbox"/>	k -- 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 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 as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

YES NO

ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
30. Is the applicant an alien or the representative of an alien?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
31. Is the applicant a corporation organized under the laws of any foreign government?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
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?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.		

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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO
36. Has the applicant or any party to this application 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 explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
37. Has the applicant, or any party to this application, 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 explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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 the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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 proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of 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.		N/A
41. By checking Yes, the undersigned certifies, that neither the 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.	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> 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.	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> 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).
See Exhibit 3.

Exhibit No.	Identify all exhibits that are attached to this application.
3	Incorporation by Reference of Underlying Application (File No. SES-MOD-20001130-02268)
D	Statement Regarding Status of INTELSAT Satellites

CERTIFICATION

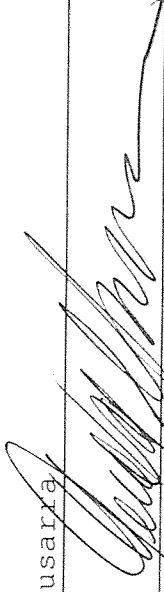
The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The 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.

44. Applicant is a (an): (Place an "X" in the box next to applicable response.)

- a. Individual
 b. Unincorporated Association
 c. Partnership
 d. Corporation
 e. Governmental Entity
 f. Other
 (Please specify)

45. Typed Name of Person Signing

Gerald Musarxa



47. Signature

46. Title of Person Signing

Vice President, Trade and Regulatory Affairs

48. Date

July 16, 2001

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

**FEDERAL COMMUNICATIONS COMMISSION
SATELLITE EARTH STATION AUTHORIZATIONS
(Technical and Operational Description)**

(Place an "X" in one of the blocks below)

License of New Station
 Registration of New Domestic Receive-Only Station
 Amendment to a Pending Application
 Modification of License/Registration
 Notification of Minor Modification

B1. Location of Earth Station Site. If temporary-fixed, mobile, or VSAT remote facility, specify area of operation and point of contact. If VSAT hub station, give its location. For VSAT networks attach individual Schedule B, Page 1 sheets for each hub station and each remote station. Individually provide the Location, Points of Communications, and Destination Points for each hub and remote station.

B1a. Station Call Sign E7541	B1b. Site Identifier (HUB, REMOTE1, etc.)	B1c. Telephone Number (908) 859-4050	B1j. Geographic Coordinates N/S Deg. - Min. - Sec. - E/W Coordinates are: Lat. 40 38 39 N Lon. 75 11 29 W <input checked="" type="checkbox"/> NAD-27 <input type="checkbox"/> NAD-83	B1k. Lat./Lon. Coordinates are:
B1d. Street Address of Station or Area of Operation 450 River Road	B1e. Name of Contact Person Michael E. Usarzewicz	B1h. State NJ	B1l. Site Elevation (AMSL) 69 meters	
B1f. City Carpentersville (Phillipsburg)	B1g. County Warren	B1i. Zip Code 08865		

B2. Points of Communications: List the names and orbit locations of all satellites with which this earth station will communicate. The entry "ALSA1" is sufficient to identify the names and locations of all satellite facilities licensed by the U.S. All non-U.S. licensed satellites must be listed individually.

Satellite Name and Orbit Location	Satellite Name and Orbit Location
INTELSAT-707 (1 Deg. W.L.)	INTELSAT-511 (29.5 Deg. W.L.)
INTELSAT-705 (18 Deg. W.L.)	INTELSAT-801 (31.5 Deg. W.L.)
INTELSAT-603 (24.5 Deg. W.L.)	INTELSAT-601 (34.5 Deg. W.L.)
INTELSAT-605 (27.5 Deg. W.L.)	INTELSAT-709 (50 Deg. W.L.)
	(SEE EXHIBIT D)

B3. Destination points for communications using non-U.S. licensed satellites. For each non-U.S. licensed satellite facility identified in section B2 above, specify the destination point(s) (countries) where the services will be provided by this earth station via each non-U.S. licensed satellite system. Use additional sheets as needed.

Satellite Name	List of Destination Points

Incorporation by Reference

By this filing, Lockheed Martin Corporation ("Lockheed Martin") hereby amends its pending application for authority to modify the license of its Earth station facility at Carpentersville, New Jersey (File No. SES-MOD-20001130-02268) ("Modification Application") to provide replacement points of communications in response to Question B2 on page 1 of Schedule B of its FCC Form 312 application. For purposes of completeness, some material in the November 30, 2000 Modification Application is repeated in the instant amendment. The following provisions of Lockheed Martin's Modification Application are specifically incorporated by reference into this amendment, and together constitute the Modification Application, as amended:

1. Exhibit 1 (reference on FCC 312, Main Form, page 3, question 35).
2. Exhibit 2 (reference on FCC 312, Main Form, page 3, question 37).
3. Response to Question 43 (FCC 312, Main Form, page 4).
4. Schedule B, pages 2 through 5, inclusive.

Statement Regarding Status of INTELSAT Satellites

In this amendment, Lockheed Martin identifies ten satellites of the INTELSAT system as points of communications in response to Question B2 on Schedule B of FCC Form 312. The satellites are currently operated as part of the intergovernmental INTELSAT system, but have been authorized by the Commission to become U.S.-licensed spacecraft upon the privatization of INTELSAT on July 18, 2001 (less than 2 days from now). *See, e.g., Applications of Intelsat LLC for Authority to Operate, and to Further Construct, Launch, and Operate C-band and Ku-band Satellites that Form a Global Communications System in Geostationary Orbit*, Memorandum Opinion Order and Authorization, FCC 00-287 (rel. August 8, 2000); Memorandum Opinion Order and Authorization, FCC 01-183 (rel. May 29, 2001). Under these unique circumstances, where the satellites identified have been finally approved for transfer to U.S. ownership as the culmination of a process that has long been a national policy objective, Lockheed Martin respectfully submits that it is appropriate to identify the INTELSAT satellites in question as U.S.-licensed satellites under Question B2 on FCC Form 312, Schedule B, rather than as non-U.S.-licensed satellites that are additionally treated under Question B3 of the same schedule of FCC Form 312. In the unlikely event that this application may be processed to grant prior to the July 18, 2001 transfer date, Lockheed Martin respectfully requests a temporary waiver of those provisions of Form 312 and associated rules for the brief period between the grant of this Modification Application, as amended, and the date on which Intelsat LLC takes over ownership of the subject spacecraft.