

ATTACHMENT TO FCC FORM 702

Exhibit 1

Statement of Principle Business

The Boeing Company is engaged in the engineering, design, manufacture and sale of commercial and military aircraft, helicopters, missiles, satellites and launch systems.

Exhibit 2

These two licenses will be used for the applicant's antenna testing of satellite systems. The applicant requests that the FCC waive its requirement to respond to this question, or, in the alternative, that the FCC submit to the applicant specific questions regarding the type of information required.

Exhibit 3

See attached Restated Certificate of Incorporation of The Boeing Company.

Exhibit 4

No one person owns or votes more than 10% of Boeing stock.

Exhibit 5

Funding for operation of these antenna test facilities will be provided from the regular Company budget.

Exhibit 6

No stock will be sold in The Boeing Company solely for the purpose of funding the operation of these antenna test facilities.

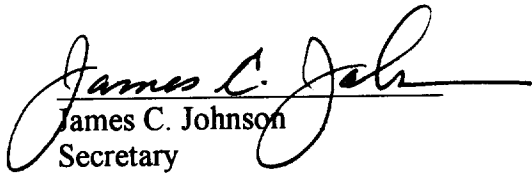
Exhibit 7

The antenna testing facilities will be used to develop new technologies and insure the proper and efficient operation of equipment developed to meet market and public needs. The public interest will be served as new and improved satellite antenna capabilities are developed and new technologies deployed.

CERTIFICATE

I, James C. Johnson, hereby certify that I am Secretary of The Boeing Company, a Delaware corporation, and that the attached is a true and complete copy of the Restated Certificate of Incorporation of the Company dated August 13, 1997, and that said Restated Certificate of Incorporation of The Boeing Company has not since been amended or otherwise modified and remains in full force and effect.

In witness whereof, I have subscribed my name as of July 14, 2000.


James C. Johnson
Secretary

**RESTATED CERTIFICATE OF INCORPORATION
OF
THE BOEING COMPANY**

THE BOEING COMPANY, a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify that:

1. The original Certificate of Incorporation was filed with the Secretary of State of Delaware on July 19, 1934, and the name under which it was originally incorporated is Boeing Airplane Company.
2. The following Restated Certificate of Incorporation was duly adopted by the Corporation's Board of Directors in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware, and only restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation as heretofore amended and supplemented, and there is no discrepancy between those provisions and the following:

FIRST: The name of the Corporation is THE BOEING COMPANY.

SECOND: Its registered office or place of business in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company, and the address of said registered agent is 1209 Orange Street, in said City of Wilmington.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted, or carried on, are those necessary to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock of all classes which the Corporation shall have authority to issue is 1,220,000,000 shares, of which 20,000,000 shares shall be Preferred Stock of the par value of \$1 each (hereinafter called "Preferred Stock") and 1,200,000,000 shares shall be Common Stock of the par value of \$5 each (hereinafter called "Common Stock").

The designations and the powers, preferences, and rights and the qualifications, limitations, or restrictions thereof of the shares of each class are as follows:

1. The Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions thereof as are stated and expressed herein or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

2. Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article FOURTH and to the limitations prescribed by law, to authorize the issue of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issue of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences, and relative, participating, optional, or other special rights and the qualifications, limitations, or restrictions thereof. The authority of the Board of Directors with respect to each series shall include but not be limited to the determination or fixing of the following:
 - (a) The designation of such series.
 - (b) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or noncumulative.
 - (c) Whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices, and other terms and conditions of such redemption.
 - (d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.
 - (e) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange.
 - (f) The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.
 - (g) The restrictions, if any, on the issue or reissue of any additional Preferred Stock.
 - (h) The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.
3. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever. Subject to Article EIGHTH herein and to such restrictions as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, any amendment to the Certificate of Incorporation which shall increase or decrease the authorized stock of any

class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the voting stock of the Corporation.

4. No holder of stock of any class of the Corporation shall have, as such holder, any preemptive or preferential right of subscription to any stock of any class of the Corporation or to any obligations convertible into stock of the Corporation, issued or sold, or to any right of subscription to, or to any warrant or option for the purchase of any thereof, other than such (if any) as the Board of Directors of the Corporation, in its discretion, may determine from time to time.
5. Subject to Article EIGHTH herein, the Corporation may from time to time issue and dispose of any of the authorized and unissued shares of Common Stock or of Preferred Stock for such consideration not less than its par value, as may be fixed from time to time by the Board of Directors, without action by the stockholders. The Board of Directors may provide for payment therefor to be received by the Corporation in cash, property, or services. Any and all such shares of the Preferred or Common Stock of the Corporation the issuance of which has been so authorized, and for which consideration so fixed by the Board of Directors has been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon.
6. Effective as of August 1, 1966, the stock of the Corporation is changed to eliminate all fractions of one share that may then exist. In lieu of each such fraction of one share there is created a money obligation of the Corporation in an amount equal to said fraction multiplied by the closing price per share of such stock on the New York Stock Exchange on August 1, 1966, such amount to be paid by the Corporation after such date to the person or persons entitled thereto conditioned only upon the surrender of the fractional share certificate to the Corporation's Transfer Agent. No money obligation or payment provided for in this paragraph shall be a charge upon or against the capital stock account of the Corporation.

FIFTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts.

EIGHTH: In addition to any affirmative vote required by law or this Certificate of Incorporation, any "Business Combination" (as hereinafter defined) involving the Corporation shall be subject to approval in the manner set forth in this Article EIGHTH.

1. For the purposes of Article EIGHTH, Article NINTH, and Article ELEVENTH of this Certificate of Incorporation and Articles I, II and VIII of the By-Laws of the Corporation:

- (a) "Affiliate" and "beneficial owner" are used herein as defined in Rule 12b-2 and Rule 13d-3, respectively, under the Securities Exchange Act of 1934 as in effect on the date of adoption of this Article EIGHTH by the stockholders of the Corporation (the "1934 Act"). The term "Affiliate" as used herein shall exclude the Corporation, but shall include the definition of "Associate" as contained in said Rule 12b-2.
- (b) An "Interested Stockholder" is a Person other than the Corporation who is (i) the beneficial owner of ten percent or more of the stock of the Corporation entitled to vote for the election of directors ("Voting Stock") or (ii) an Affiliate of the Corporation and (A) at any time within a two-year period prior to the record date to vote on a Business Combination was the beneficial owner of ten percent or more of the Voting Stock or (B) at the completion of the Business Combination will be the beneficial owner of ten percent or more of the Voting Stock.

For purposes of determining whether a Person is an Interested Stockholder pursuant to paragraph (b) of this Section 1, (i) the number of shares of Voting Stock deemed to be owned by the Interested Stockholder shall include shares deemed owned through application of paragraph (b) of this Section 1 together with Voting Stock that may be issuable pursuant to any agreement, arrangement, or understanding or upon the exercise of conversion rights, warrants, or options, or otherwise and (ii) the number of shares of Voting Stock deemed to be outstanding shall not include any shares of Voting Stock that may be issuable pursuant to any agreement, arrangement, or understanding or upon the exercise of conversion rights, warrants, or options, or otherwise.

- (c) A "Person" is a natural person or a legal entity of any kind, together with any Affiliate of such person or entity, or any person or entity with whom such person, entity, or an Affiliate has any agreement or understanding relating to acquiring, voting, holding, or disposing of Voting Stock.
- (d) A "Continuing Director" is a member of the Board of Directors of the Corporation (other than any Interested Stockholder or any Affiliate of an Interested Stockholder) who was a director prior to the time any Interested Stockholder became an Interested Stockholder, or any director who was recommended for election or elected by the Continuing Directors. Any action to be taken by the Continuing Directors shall require the affirmative vote of a majority of the Continuing Directors.
- (e) A "Business Combination" is (i) a merger or consolidation of the Corporation or any of its subsidiaries or an exchange of stock of the Corporation with an Interested Stockholder or an Affiliate of an Interested Stockholder; (ii) the sale, lease, exchange, pledge, transfer, or other disposition (A) by the Corporation or any of its subsidiaries of all or a Substantial Part of the Corporation's Assets to an Interested Stockholder or an Affiliate of an Interested Stockholder or (B) by an Interested Stockholder or an Affiliate of an Interested Stockholder of any of its assets, except in the ordinary course of business, to the Corporation or any of its subsidiaries;

(iii) the issuance of stock or other securities of the Corporation or any of its subsidiaries to an Interested Stockholder or an Affiliate of an Interested Stockholder, other than on a pro rata basis to all holders of Voting Stock of the same class held by the Interested Stockholder or any such Affiliate pursuant to a stock split, stock dividend, or distribution of warrants or rights; (iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or an Affiliate of an Interested Stockholder; (v) any reclassification or redemption of securities, recapitalization, merger, consolidation or other transaction which has the effect, directly or indirectly, of increasing the proportionate share of any Voting Stock beneficially owned by an Interested Stockholder or an Affiliate of an Interested Stockholder; (vi) any loan of money or other assets of the Corporation to, or guarantee of indebtedness or other obligations of, an Interested Stockholder or an Affiliate of an Interested Stockholder by the Corporation; (vii) any redemption by the Corporation of shares of outstanding stock of the Corporation or of options, warrants, or rights to acquire shares of stock of the Corporation beneficially owned by an Interested Stockholder or an Affiliate of an Interested Stockholder, other than on a pro rata basis to all holders of such stock or rights; or (viii) any agreement, contract, or other arrangement providing for any of the foregoing transactions.

(f) A "Substantial Part of the Corporation's Assets" shall mean tangible or intangible assets of the Corporation or any of its subsidiaries with a fair market value, as determined by the Continuing Directors, in an amount equal to twenty percent or more of the total consolidated assets of the Corporation and its subsidiaries taken as a whole as of the end of its most recent fiscal year ended prior to the time the determination is made.

2. The affirmative vote of not less than seventy-five percent of the Voting Stock shall be required for the adoption or authorization of a Business Combination, unless:

(a) Such Business Combination shall have been approved by the affirmative vote of a majority of the Continuing Directors or

(b) The Continuing Directors determine that:

(i) The fair market value of the consideration per share to be received or retained by the holders of each class or series of stock of the Corporation in a Business Combination is equal to or greater than the higher of (A) the highest consideration per share (including brokerage commissions and soliciting dealer's fees) paid by such Interested Stockholder in acquiring any shares of such class of stock previously acquired in any one transaction or series of related transactions, whether before or after the Interested Stockholder became an Interested Stockholder, or (B) the highest closing sale price during the two-year period immediately preceding the date of completion of the Business Combination of a share of such stock on the

Composite Tape for New York Stock Exchange Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, and, if at any time during such two-year period such stock is not listed on such Exchange, on the principal United States securities exchange registered under the 1934 Act on which such stock is listed, and, if such stock is not listed on any such exchange, the highest closing sales price or bid quotation with respect to a share of such stock during the two-year period preceding the date of completion of the Business Combination on the National Association of Securities Dealers, Inc., Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date of completion of the Business Combination of a share of such stock as determined by a majority of the Continuing Directors in good faith; provided, however, that the consideration to be received by holders of a particular class or series of stock of the Corporation shall be in cash or in the same form as was previously paid in order to acquire beneficially shares of such class or series of stock of the Corporation that are beneficially owned by the Interested Stockholder and, if the Interested Stockholder beneficially owns shares of any class or series of stock of the Corporation that were acquired with varying forms of consideration, the form of consideration to be received by holders of such class or series of stock of the Corporation shall be either cash or the form used to acquire beneficially the largest number of shares of such class or series of stock of the Corporation beneficially acquired by it whether before or after the Interested Stockholder became an Interested Stockholder and

- (ii) the Interested Stockholder shall not have received or will not receive the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges, or other financial assistance or tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.
3. In the event any vote of holders of Voting Stock is required for the adoption or approval of any Business Combination, a proxy or information statement describing the Business Combination and complying with the requirements of the 1934 Act shall be mailed at a date determined by the Continuing Directors to all stockholders of the Corporation whether or not such statement is required under the 1934 Act. The statement shall contain any recommendations as to the advisability of the Business Combination which the Continuing Directors, or any of them, may choose to state and, if deemed advisable by the Continuing Directors, an opinion of an investment banking firm as to the fairness of the terms of such Business Combination. Such firm shall be selected by the Continuing Directors and paid a fee for its services by the Corporation as approved by the Continuing Directors.

NINTH: Any action by stockholders of the Corporation shall be taken at a meeting of stockholders and no action may be taken by written consent of stockholders entitled to vote upon

such action unless such action shall have been submitted to the stockholders after approval by the affirmative vote of a majority of the Continuing Directors.

TENTH: Subject to the provisions of the laws of the State of Delaware, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting, and regulating the powers of the Corporation, the directors, and the stockholders:

- (a) The books of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the By-Laws.
- (c) The number of the directors shall be fixed by the By-Laws, subject to alteration from time to time by amendment of the By-Laws either by the Board of Directors or the stockholders. An increase in the number of directors shall be deemed to create vacancies in the Board, to be filled in the manner provided in the By-Laws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed in such manner as shall be provided in the By-Laws.
- (d) The Board of Directors shall have power to make and alter By-Laws, subject to such restrictions upon the exercise of such power as are contained in this Certificate or the By-Laws.
- (e) The Board of Directors shall have power, in its discretion, to fix, determine, and vary from time to time the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have power, in its discretion, from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account, book, or document of the Corporation, except as conferred by law or authorized by resolution of the directors or the stockholders.
- (g) Upon any sale, exchange, or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to

the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

- (h) The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of the Corporation.
- (i) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director, or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (j) Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, either (a) the recommendation of a majority of the Continuing Directors together with the affirmative vote of the holders of record of a majority of the Voting Stock or (b) the affirmative vote of the holders of record of at least seventy-five percent of the Voting Stock shall be required to alter,

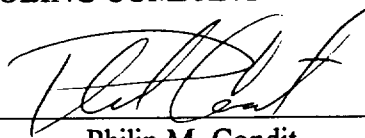
amend, repeal, or adopt any provision inconsistent with Section 3 and 5 of Article FOURTH hereof, Article EIGHTH hereof, Article NINTH hereof, paragraphs (c), (d), and (h) of Article TENTH hereof, this Article ELEVENTH, and Article VIII of the By-Laws.

TWELFTH: To the full extent that the Delaware General Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for conduct as a director. Any amendment to or repeal of this Article TWELFTH shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, The Boeing Company has caused this Restated Certificate of Incorporation to be signed and attested by its duly authorized officers this 13th day of August, 1997.

THE BOEING COMPANY

By: _____



Philip M. Condit
Chairman of the Board

ATTEST:



Heather Howard
Corporate Secretary