August 16, 1999

Writer's Direct Dial Number
(202) 887-8743

By Messenger

Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W., TW-A325
Washington, D.C. 20554

Re: Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for Review of the Transfer of the Lockheed Martin Communications Industry Services Business from Lockheed Martin Corporation to an Affiliate of Warburg, Pincus & Co., CC Docket No. 92-237, NSD File No. 98-151

Dear Ms. Salas:

Enclosed for filing in the above-referenced dockets are an original and five copies of an Amended Request for Expeditious Review of the Transfer of the Lockheed Martin Communications Industry Services Business ("Amended Request"), with attachments, submitted on behalf of Lockheed Martin Corporation ("Lockheed Martin") and Warburg, Pincus & Co. (collectively, "the Parties").

Please note that the Amended Request, which was filed last Friday, August 13, 1999, is being refiled today to clarify that the Request for Confidential Treatment accompanying the August 13 filing covers only the revised Transfer Agreement setting forth the commercial details of the restructured transfer of Lockheed Martin's Communications Industry Services ("CIS") business. The Request for Confidential Treatment does not apply to the Amended Request itself or to Exhibits A - C attached thereto. Accordingly, the entire document attached hereto is not confidential and may be made available for public inspection in its entirety.

Please date-stamp the extra copy of the Amended Request and return it to the messenger. Please direct any questions as to this filing to the undersigned.

Yours truly,

Frank W. Krogh

Enclosures

cc: Chairman William E. Kennard
Commissioner Gloria Tristani
Commissioner Michael Powell
Commissioner Harold Furchtgott-Roth
Commissioner Susan Ness
Lawrence Strickling
Yog Varma
Blaise Scinto
Diane Harmon
Jeannie Grimes
Jordan Goldstein
Anna M. Gomez
Tejal Mehta

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

	)	
In the Matter of	)	
	)	
Request of Lockheed Martin Corporation and	)	CC Docket No. 92-
237		
Warburg, Pincus & Co. for Review of the Transfer	)	
of the Lockheed Martin Communications Industry	)	NSD File No. 98-
151		
Services Business from Lockheed Martin Corporation	)	
to an Affiliate of Warburg, Pincus & Co.	)	
	)	

AMENDED REQUEST FOR EXPEDITIOUS REVIEW OF THE TRANSFER OF THE LOCKHEED MARTIN COMMUNICATIONS INDUSTRY SERVICES BUSINESS

J.G. Harrington
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Ave., N.W.
Suite 800
Washington, D.C. 20036
Telephone: (202) 897-6314

Counsel to Lockheed Martin Corporation

Cheryl A. Tritt
Frank W. Krogh
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, N.W.
Suite 5500
Washington, D.C. 20006-1888
Telephone: (202) 887-1500

Counsel to Lockheed Martin IMS Corporation

William H. Janeway
General Partner
Warburg, Pincus & Co.
466 Lexington Avenue
New York, New York 10017
Telephone: (212) 878-0660

Philip L. Verveer
Michael G. Jones
Willkie Farr & Gallagher
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036-8000
Telephone: (202) 328-8000

Counsel to Warburg, Pincus & Co.

Dated: August 16, 1999

TABLE OF CONTENTS

Page

SUMMARY

Lockheed Martin Corporation and Warburg, Pincus & Co. (collectively, "the Parties") amend their original Request for Expeditious Review of the Transfer of the Lockheed Martin Communications Industry Services business ("Original Request") to propose a restructuring of the transaction that would further ensure the continued neutrality of Lockheed Martin's Communications Industry Services ("CIS") business in its roles as North American Numbering Plan Administrator ("NANPA") and local number portability administrator ("LNPA"). Specifically, the Parties propose to restructure the ownership of the entity acquiring CIS in order to eliminate any possibility that Warburg Pincus could use its ultimate ownership interest in the NANPA or the LNPA to advantage any other telecommunications investments.

- CIS will be acquired by NeuStar, Inc. ("NeuStar")(formerly known as CIS Acquisition Corporation), a free-standing, independent company. The voting shares of NeuStar will be controlled 59 percent by an irrevocable, independent voting trust, 28.1 percent by NeuStar management, 9.9 percent by Warburg Pincus Equity Partners, L.P. ("WPEP") and three percent by Lockheed Martin.

- The key source of financing for NeuStar, including possible future investments, will be funds from subscriptions for the shares of NeuStar that are the subject of the trust.

- NeuStar will be controlled by a five member Board of Directors, no more than two of whom will be Warburg Pincus representatives. There will be two independent directors, neither of whom will have any familial or business connection with Warburg Pincus or WPEP. Jeffrey Ganek, Senior Vice President and Managing Director of CIS, will serve as Chairman of the Board.

- The initial two independent directors will be chosen by the Chairman of the Board. Mr. Ganek has nominated Dr. Kenneth A. Pickar, a physicist with a distinguished academic and business career, and Henry Geller, formerly general counsel of the FCC and the Assistant Secretary for Communications and Information and Administrator of the National Telecommunications and Information Administration in the U.S. Department of Commerce, as the independent directors. Both have agreed to serve on the Board.

- Beneficial ownership of the 59 percent of the NeuStar shares that will be subject to the voting trust will be held by WPEP (54 percent) and NeuStar management (five percent),

but they will have no control over the voting of those shares concerning the day-to-day operational or strategic business decisions of NeuStar. The trust will be administered by two independent trustees, who will have no familial or business connection with Warburg Pincus or WPEP and who will exercise voting control over the trust shares. The trustees will be appointed by a majority of the NeuStar Board of Directors (with the vote of at least one Warburg Pincus representative). The trust will not hold any voting or economic investments in any other entity, including any telecommunications service provider. As such, the trustees will have a fiduciary responsibility to vote the shares of the trust solely in the economic interest of the NeuStar investment. The trustees have no obligation to, or relationship with, any other WPEP investment.

- NeuStar, WPEP and all the directors will commit to a strict Code of Conduct. The Code prohibits any NeuStar director from serving concurrently on the board of a telecommunications service provider. The Code prohibits any sharing of employees or confidential data (other than the data sharing required in CIS' NANPA and LNPA operations) between NeuStar and other telecommunications service providers. The Code requires that a quarterly report on NeuStar's neutral performance be presented to the FCC, the NANC and to the LNP Limited Liability Companies ("LLCs").

- NeuStar accordingly will remain "impartial and not aligned with any particular telecommunications industry segment," as required by the NANPA neutrality rules. This structure ensures that no holder of more than 9.9 percent of the voting rights for NeuStar's equity will be a telecommunications service provider, or will hold more than 9.9 percent of such a provider. The make-up of the five member NeuStar Board of Directors, which will have a maximum of two WPEP directors, and the irrevocable voting trust, whose trustees will have unfettered authority to vote the trust shares as to operational and strategic business decisions, as well as the Code of Conduct, will also ensure NeuStar's neutrality.

- NeuStar is "neutral and not subject to undue influence by parties with a vested interest in the outcome of numbering administration and activities," as required by the NANPA neutrality rules. The proposed restructuring adds yet another layer of insulation between Warburg Pincus' telecommunications investments and CIS. Warburg Pincus' telecommunications interests will be further filtered by the independent judgment of the two trustees voting WPEP's trust shares and the presence of two independent directors on the NeuStar Board of Directors.

- The transfer of CIS as proposed in the Original Request has been approved by all segments of the industry. Moreover, the North American Numbering Council (NANC) and the local number portability LLCs, which include representatives from all segments of the industry, have dedicated significant efforts over a several month period to ensure that the NANPA and LNPA will continue to operate in a neutral fashion as part of a restructured CIS.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
Request of Lockheed Martin Corporation and	)	CC Docket No. 92-237
Warburg, Pincus & Co. for Review of the Transfer	)	
of the Lockheed Martin Communications Industry	)	NSD File No. 98-151
Services Business from Lockheed Martin Corporation	)	
to an Affiliate of Warburg, Pincus & Co.	)	

AMENDED REQUEST FOR EXPEDITIOUS REVIEW OF THE TRANSFER OF THE LOCKHEED MARTIN COMMUNICATIONS INDUSTRY SERVICES BUSINESS

Lockheed Martin Corporation ("Lockheed Martin") and Warburg, Pincus & Co. ("Warburg Pincus") (collectively, "the Parties"), amend their Request for Expeditious Review of the Transfer of the Lockheed Martin Communications Industry Services business**,** originally filed on December 21, 1998 ("Original Request").[1] In the Original Request, as well as in subsequent pleadings, the Parties explained that the purchase of Lockheed Martin's Communications Industry Services ("CIS") business by the CIS Acquisition Corporation ("CISAC") -- which was to be 95 percent owned by Warburg, Pincus Equity Partners, L.P. ("WPEP") -- would ensure the continued neutrality of CIS in its roles as North American Numbering Plan Administrator ("NANPA") and Local

[1] *See* Request for Expeditious Review of the Transfer of the Lockheed Martin Communications Industry Services Business, *Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for Review of the Transfer of the Lockheed Martin Communications Industry Services Business from Lockheed Martin Corporation to an Affiliate of Warburg, Pincus & Co.*, CC Docket No. 92-237, NSD File No. 98-151 (filed Dec. 21, 1998).

Number Portability Administrator ("LNPA") for all seven U.S. local number portability ("LNP") regions and the Canadian Consortium.

In this Amended Request, the Parties describe the restructuring of the proposed transaction and explain how the restructuring eliminates any possibility that Warburg Pincus could use its ultimate ownership interest in the NANPA, through WPEP, to advantage other telecommunications investments. Under the restructured transaction, the entity acquiring the CIS business has been renamed NeuStar, Inc., ("NeuStar"), and is a free-standing, independent company with a significantly different control structure. The voting shares in NeuStar will be controlled 59 percent by an irrevocable, independent voting trust managed by two independent trustees with no familial or business ties to Warburg Pincus or WPEP, 28.1 percent by NeuStar management, 9.9 percent by WPEP and three percent by Lockheed Martin. The beneficial ownership of the 59 percent of the NeuStar shares subject to the voting trust will be comprised of a 54 percent economic interest held by WPEP and a five percent economic interest held by NeuStar management. Lockheed Martin and Warburg Pincus request that, in light of these and other additional protections afforded under the proposed restructured ownership of CIS, more fully described below, the Commission expeditiously approve the transfer of CIS to NeuStar. A diagram depicting this structure is attached as Exhibit A.

A. INTRODUCTION AND BACKGROUND

In the Original Request, the Parties asked the Commission to find that the transfer of the CIS business by Lockheed Martin to CISAC, which was then proposed to be 95 percent owned by WPEP, would not affect NANPA's neutrality, as required under the Commission's rules.[2] The Commission sought comment on issues and questions

[2] *See Administration of the North American Numbering Plan*, Report and Order, 11 FCC Rcd 2588 (1996); *Administration of the North American Numbering Plan, Toll Free Service*

raised by the proposed transfer, as well as responses to 53 questions directed to the Parties. In response to the Commission's Public Notice,[3] carriers from various industry segments submitted comments generally supporting the transfer, with only Mitretek Systems in opposition. The North American Numbering Council ("NANC"), which selects and oversees the activities of the NANPA, submitted a letter stating that CISAC "is not subject to … undue influence" within the meaning of Section 52.12(a)(1)(iii) of the Commission's rules.[4]

Following the Parties' submission of responses to the Commission's questions on February 16, 1999, and further consultations with the Commission and industry members, the Parties refined their initial proposals to ensure the continued neutrality of the NANPA, including a neutrality audit procedure and a strict Code of Conduct governing the relationship between Warburg Pincus and CISAC. On April 12, 1999, the Parties filed a Supplemental Response to various comments and to the NANC Letter.[5] All of the seven limited liability companies ("LLCs") administering regional LNP issues and the Canadian Consortium approved the transaction by the end of June 1999.

As explained in the Original Request, Warburg Pincus is a global private equity investment manager that manages five private equity funds with approximately $7.7

Access Codes, Third Report and Order and Third Report and Order, 12 FCC Rcd 23040 (1997)("*NANPA Selection Order*"); 47 C.F.R. § 52.12(a)(1).

[3] FCC Public Notice, FCC Seeks Comment on Request for Expeditious Review of the Transfer of the Lockheed Martin Comunications Industry Services Business, CC Docket No. 92-237, NSD File No. 98-151, DA 99-117 (rel. Jan. 7, 1999).

[4] Letter from Alan C. Hasselwander, Chairman, North American Numbering Council, to Lawrence E. Strickling, Chief, Common Carrier Bureau (Mar. 31, 1999)("NANC Letter").

[5] Supplemental Response of Lockheed Martin Corporation, Lockheed Martin IMS Corporation and Warburg, Pincus & Co., *Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for Review of the Transfer of the Lockheed Martin Communications Industry Services Business from Lockheed Martin Corporation to an Affiliate of Warburg, Pincus & Co.*, CC Docket No. 92-237, NSD File No. 98-151 (filed Apr. 12, 1999).

billion invested in more than 100 portfolio companies and has an additional $4 billion available for new investments to be made by WPEP and a companion international fund.[6] Under the original proposal, the CIS business was to be sold to CISAC, a newly organized independent corporation with the sole objective of providing NANPA and other neutral third party services to the telecommunications industry. Ninety-five percent of the equity stock of CISAC was to be held by WPEP, and Lockheed Martin was to hold the remaining five percent.

The Parties also explained that, as a broad-based financial investment manager, Warburg Pincus did not -- and does not -- represent the type of operational or strategic entity that was the focus of the Commission's concerns in fashioning the neutrality requirements. Warburg Pincus does not invest with a view to achieving synergies or efficiencies between or among its investments, but, rather, focuses on the stand-alone success of each investment. Warburg Pincus itself is not a telecommunications company, and telecommunications investments represent a relatively small portion the value of the total portfolio. The limited partner investors in the $5 billion WPEP fund, in which the interest in the CIS business was to be held, each holds less than a ten percent interest in the fund itself. WPEP currently has more than 30 portfolio company investments, not including the proposed investment in the CIS business, and over 100 limited partner investors, which are principally public and private pension funds.

Accordingly, as explained in the Original Request, Warburg Pincus, as a broad-based financial investment manager, is particularly well-suited to acquire the CIS business through WPEP. CISAC/NeuStar will be one of WPEP's more than 30 investments. Neither Warburg Pincus nor WPEP will participate in the day-to-day management of CISAC/NeuStar.

[6] Since the submission of Original Request, Warburg Pincus has continued to make investments from its available funds for new investments.

B. THE PROPOSED RESTRUCTURING REPRESENTS A SIGNIFICANT AND RESPONSIVE MODIFICATION OF THE PROPOSED TRANSACTION

In response to Commission concerns, the Parties have agreed to restructure the entity that will acquire CIS in order to further safeguard its neutrality.[7] In place of the previous structure, under which 95 percent of CISAC (now NeuStar) would have been directly owned by WPEP, the voting shares in NeuStar will be controlled 59 percent by an irrevocable, independent voting trust, 28.1 percent by NeuStar management, 9.9 percent by WPEP and three percent by Lockheed Martin. The beneficial ownership of the 59 percent of the NeuStar equity subject to the trust will be comprised of a 54 percent economic interest held by WPEP and a five percent economic interest held by NeuStar management, which will include at least 25 individuals. A copy of the Trust Agreement is attached as Exhibit B. NeuStar management will be the same team now in place in the CIS unit. Management's interests, both those held directly and those subject to the trust, will be in the form of common shares and options. The common shares directly held by management will have "super" voting rights, ensuring management a voting percentage equal to their combined common shares and options.

Funds from subscriptions for the NeuStar shares that are subject to the trust will be the key source of financing for NeuStar.

NeuStar will be controlled by a five member Board of Directors ("Board"), no more than two of whom will be Warburg Pincus representatives. The Chief Executive Officer ("CEO") of NeuStar will always be the Chairman of the Board. The initial CEO

[7] As the Parties previously indicated, the termination date of the original Transaction Agreement, a confidential redacted version of which was filed with their responses to the Commission's questions, has long since passed. *See ex parte* letter from Cheryl A. Tritt, Counsel to Lockheed Martin IMS, to Magalie Roman Salas, Secretary, FCC (July 1, 1999). The restructured transaction is reflected in a revised Transaction Agreement that was executed by the Parties on August 13, 1999. In their cover letter to this filing, the Parties have requested confidential treatment for the revised Transaction Agreement, a redacted copy of which is being submitted to the Chief of the Common Carrier Bureau under seal.

and Chairman will be Jeffrey Ganek, Senior Vice President and Managing Director of CIS. There will be two independent directors, neither of whom will be employed by, or have a business or familial relationship with, Warburg Pincus or WPEP. The two independent directors will serve on any Board committee that oversees the quarterly neutrality reviews that the Parties have proposed. All directors will serve three-year terms unless they resign or are removed by a three-fourths vote of the voting shares, including those held in the trust.

The initial two independent Board members will be chosen by the Chairman of the Board. As an indication of the caliber of individual that would be chosen for those positions on the NeuStar Board, and as a demonstration of their neutrality, Mr. Ganek has selected Dr. Kenneth A. Pickar and Henry Geller as the two independent directors. Both have agreed to serve on the Board.

Dr. Pickar is a Phi Beta Kappa graduate of the City University of New York and holds a Ph. D. in physics from the University of Pennsylvania. He has had a distinguished academic and business career, including several years on the Technical Staff of Bell Laboratories and, more recently, as the Senior Vice President for Engineering and Technology of Allied Signal Aerospace Corporation. He is now the J. Stanley Johnson Visiting Professor of Mechanical Engineering at the California Institute of Technology. He also has served in a variety of other industry, academic and scientific positions, including the Technical Advisory Committee of the Council on Competitiveness, and the National Academy of Sciences. He is also the author of numerous scientific books and articles.

Henry Geller has had a long and distinguished career in the area of telecommunications law and policy. He served as General Counsel of the Federal Communications Commission and later as Assistant Secretary for Communications and Information and Administrator of the National Telecommunications and Information

Administration in the U.S. Department of Commerce. More recently, Mr. Geller was the Director of the Washington Center for Public Policy Research, which was part of Duke University's Institute of Policy Sciences and Public Affairs and has served as an Annenberg Senior Fellow, Professor of Practice at Duke University and a Communications Fellow with the Markle Foundation. He is now retired.

When any one of the initial independent directors is replaced, either because his or her term is up or for any other reason, the Chairman and the remaining independent director will nominate a successor and submit the nomination to the NeuStar Board. Such nomination will be confirmed by majority vote of the Board (with the vote of at least one Warburg Pincus representative).

The trust will not hold any voting or economic interest in any other entity, including any investment in a telecommunications service provider. The trust will be administered by two independent trustees, who will be unaffiliated by employment or business or familial relationships with Warburg Pincus or WPEP and who will be appointed by a majority of the NeuStar Board (with the vote of at least one Warburg Pincus representative) and removable by any majority vote of the NeuStar Board. The Commission will receive timely notification of any appointment or removal of a trustee. Significantly, Warburg Pincus, WPEP and NeuStar management will have no control over the trustees' votes on day-to-day operational or strategic business decisions of NeuStar. Warburg Pincus, WPEP and NeuStar management will not be able to control the voting of their trust shares at all except in respect of: (i) any merger or consolidation of NeuStar; (ii) any issuance of any additional shares; (iii) any material acquisition by NeuStar; (iv) any sale of all or substantially all of the assets of NeuStar; (v) any liquidation or dissolution of NeuStar; or (vi) the incurring of specified material indebtedness, mortgages and loans not in the ordinary course of business. WPEP also will be able to distribute the NeuStar shares that are subject to the trust or the proceeds from those shares to its individual investors.

The trust will be irrevocable and will terminate only at such time as, pursuant to then current regulations, the ownership structure of NeuStar no longer subjects Warburg Pincus' interest to the regulation of the Commission. Moreover, the vesting in the trust of voting rights for shares beneficially owned by NeuStar management will act as a governor against any undue influence by Warburg Pincus, since there will be, by necessity, a broad base of beneficiaries to whom the independent trustees will owe their fiduciary duty.

Finally, it should be noted that, although Warburg Pincus is the general partner of WPEP, WPEP is comprised of independent investors, including pension funds and endowments, who will be providing the funding for the WPEP shares held in the trust. None of the independent investors will own more than 9.9 percent of WPEP.

C. THE PROPOSED RESTRUCTURING WILL FURTHER ENSURE THE CONTINUED NEUTRALITY OF CIS

The proposed structure ensures that NeuStar, the sole owner of CIS, will not be controlled by a telecommunications service provider or any affiliate thereof, and, further, will not own any interest in any telecommunications service provider. By vesting voting control of NeuStar in an independent voting trust, this structure eliminates any possibility that Warburg Pincus could use its ownership of the NANPA to advantage other investments and ensures NeuStar's neutrality. At the same time, because all of the initial investment in NeuStar will be made in cash for equity, NeuStar will have a strong financial foundation on which to operate.

The NeuStar Code of Conduct, which is attached as Exhibit C, will further ensure its neutrality. The Code prohibits the NeuStar Board members from simultaneously serving on the boards of any telecommunications service providers. The

Code also prohibits the sharing of employees or confidential data between NeuStar and any other telecommunications service provider (other than the data sharing incident to CIS' roles as NANPA and LNPA) and requires NeuStar to pay for an independent neutrality review of its operations to be conducted every 90 days and presented to the Commission, NANC and the LLCs. In connection with such reviews, the Warburg Pincus representatives on the NeuStar Board will certify in writing as to their compliance with the prohibition against the sharing of confidential data referenced above.

1. The Proposed Ownership Structure Will Ensure the Neutrality of NeuStar

The Commission's NANPA neutrality criteria are designed to ensure that the NANPA is "impartial and not aligned with any particular telecommunications industry segment."[8] The ownership structure described above, reinforced by the Code of Conduct, will clearly achieve the impartiality and non-alignment goals of the neutrality rules. NeuStar, which will entirely own CIS, will be 9.9 percent owned by WPEP, and WPEP will not have voting control over its NeuStar shares subject to the trust. Moreover, since the voting trust may not hold any attributable telecommunications investments, this structure ensures that no single holder of more than 9.9 percent of the voting rights for NeuStar's equity will be a telecommunications service provider or will hold more than 9.9 percent of a telecommunications service provider.

The make-up of the NeuStar Board and the irrevocable voting trust, as well as the Code of Conduct, will also help to ensure its neutrality. WPEP will have two of the five directors on the NeuStar Board, and the two independent directors will have no connection whatsoever with Warburg Pincus or WPEP. None of the NeuStar directors may serve on the Board of any telecommunications service provider, and there may be

[8] 47 C.F.R. § 52.12(a)(1).

no sharing of employees or confidential data between NeuStar and any telecommunications service provider, other than the sharing of data incident to CIS' NANPA and LNPA duties. Moreover, the trustees of the voting trust will be entirely independent of Warburg Pincus and WPEP and will have unfettered authority to vote the trust shares as to all operational and strategic NeuStar decisions except the limited number of extraordinary matters described above. Application of such a voting trust mechanism to a non-strategic, financial investment interest, such as WPEP's interest in NeuStar, is uniquely suited to ensure the independent, neutral management required for the NANPA. In short, the goals of the neutrality rules in Section 52.12(a)(1) will be more than satisfied by the proposed transaction.[9]

2. NeuStar Will Not be Subject to Undue Influence

Furthermore, regardless of whether the criteria in subparagraphs (i) and (ii) of Section 52.12(a)(1) are met from a technical standpoint, NeuStar, and, therefore, CIS, may be found under subparagraph (iii) of Section 52.12(a)(1) to be "neutral and not subject to undue influence by parties with a vested interest in the outcome of numbering administration and activities."[10] As demonstrated in the Original Request and subsequent pleadings, CIS meets this criterion for all of the same reasons that Lockheed Martin was found to pass muster in the *NANPA Selection Order*, even aside from the restructuring discussed herein.

Warburg Pincus has only one goal in acquiring CIS -- namely, the economic success of CIS' stand-alone NANPA and LNPA operations. Particularly in light of Warburg Pincus' long-term investment horizon, its goal can only be met by maintaining

[9] Moreover, NeuStar will not issue any debt to any telecommunications service providers, and neither NeuStar nor any affiliate will derive a majority of its revenue from any single telecommunications service provider. *See* 47 C.F.R. § 52.12(a)(1)(ii).

[10] *NANPA Selection Order*, 12 FCC Rcd at 23081.

both the appearance and the reality of absolute neutrality in CIS' operations. Warburg Pincus understands that CIS' success, and thus the viability of its investment in CIS, is entirely contingent upon continuing to meet the needs of its customers in all segments of the telecommunications industry and the Commission's requirements. Thus, Warburg Pincus' economic self-interest will be a powerful incentive favoring the continued neutrality of CIS.

Moreover, Warburg Pincus' already attenuated, non-strategic telecommunications-related interests will now be further filtered by the independent judgment of the two trustees voting WPEP's trust shares and those trustees' sole focus on the CIS business and by the presence of two independent directors on the NeuStar Board. The trustees will have a fiduciary duty to all the beneficiaries of the trust, so their only incentive is to ensure the ongoing success and neutrality of NeuStar. The neutrality of the independent directors will be reinforced by the proposed Code of Conduct, which will prevent conflicts on the part of all Board members. In short, particularly in view of the NANC Letter, which predated the proposed restructuring and found that CISAC would not be subject to undue influence, the proposed sale of CIS to NeuStar (formerly CISAC) -- under a structure that provides even more assurance of independence -- meets and exceeds the neutrality requirements of Section 52.12(a)(1).

D. CONCLUSION

The Parties have taken additional extraordinary measures to ensure the continued neutrality of CIS under new ownership. The proposed sale will accordingly serve the public interest, and Lockheed Martin and Warburg Pincus respectfully request that the Commission expeditiously grant this Amended Request.

Respectfully submitted,

By:_______________________
J.G. Harrington
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Ave., N.W.
Suite 800
Washington, D.C. 20036
Telephone: (202) 776-2818

Counsel to Lockheed Martin Corporation

By:____________________________
Cheryl A. Tritt
Frank W. Krogh
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, N.W.
Suite 5500
Washington, D.C. 20006-1888
Telephone: (202) 887-1500

Counsel to Lockheed Martin IMS Corporation

By:________________________
William H. Janeway
General Partner
Warburg, Pincus & Co.
466 Lexington Avenue
New York, New York 10017
Telephone: (212) 878-0660

By:________________________
Philip L. Verveer
Michael G. Jones
Willkie Farr & Gallagher
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036-8000
Telephone: (202) 328-8000

Counsel to Warburg, Pincus & Co.

Dated: August 16, 1999

Exhibit B

TRUST AGREEMENT

AGREEMENT, dated _______, 1999, by and among (i) Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership; Warburg, Pincus Netherlands Equity Partners I, C.V., a Netherlands limited partnership; Warburg, Pincus Netherlands Equity Partners II, C.V., a Netherlands limited partnership; Warburg, Pincus Netherlands Equity Partners III, C.V., a Netherlands limited partnership (collectively, the "Warburg Entities"); (ii) the individuals whose names appear on Schedule A hereto, as amended from time to time (the "Management Investors"); and (iii) _________ and _________[11] (who together with any successor or successors hereunder are hereinafter called the "Trustees;" the voting trust formed hereby is hereinafter called the "Trust").

WHEREAS, CIS Acquisition Corporation ("CISAC"), a Delaware corporation wholly owned by the Warburg Entities, has entered into a Transaction Agreement, dated as of August 13, 1999 (the "Transaction Agreement"), by and between CISAC and Lockheed Martin IMS Corporation ("LMIMS"), a Delaware corporation, pursuant to which CISAC has agreed to purchase (the "Acquisition") from LMIMS certain of the assets held, owned or used to conduct the businesses engaged in by LMIMS through its Communications Industry Services unit as (i) the North American Numbering Plan Administrator and (ii) the administrator of seven United States regional local number portability ("LNP") databases and one Canadian LNP database (the "CIS Business");

---

[11] The Trustees will be selected by a majority of the NeuStar board of directors.

WHEREAS, in connection with the Acquisition, CISAC will change its name to NeuStar Corporation ("NeuStar") and will issue shares of its common stock, par value $.01 per share (the "Common Stock"), to the Management Investors;

WHEREAS, the Warburg Entities and the Management Investors deem it in their best interests, as well as in the best interests of NeuStar, to vest in the Trustees as herein provided the power to vote: (A) as to the Warburg Entities, _________[12] shares of Series B Convertible Voting Preferred Stock, par value $.01 per share, of NeuStar (the "Voting Preferred Stock") and (B) as to each Management Investors, that number of shares of Common Stock set forth next to each Management Investor's name on Schedule A hereto[13] (the shares of Voting Preferred Stock and Common Stock subject to this Agreement, including any Excess Shares (as defined below), are collectively referred to herein as the "Trust Stock"); and

WHEREAS, the Warburg Entities and the Management Investors have directed that, during the term of this Agreement, stock certificates representing the Trust Stock be issued to the Trustees, as Trustees, if, when and as the Trust Stock is issued, for the purpose of vesting in the Trustees the right to vote the Trust Stock for the period and upon the terms and conditions stated herein, and that it appear in such Trust Stock when issued that the same has been issued to the Trustees, as Trustees, pursuant to this Agreement, and that NeuStar cause such issuance to be duly noted on its books and records.

NOW, THEREFORE, in consideration of the premises, of the mutual covenants herein contained, of ONE DOLLAR ($1.00) paid by the Warburg Entities and the Management

---

[12] Will be that number of shares held by the Warburg Entities that results in the Warburg Entities only holding 9.9% of the outstanding voting stock of NeuStar outside of the Trust.

[13] The aggregate of all of the Management Investors' shares placed in the Trust will be 5% of the outstanding voting stock of NeuStar.

Investors to the Trustees, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed by and among the Warburg Entities, the Management Investors and the Trustees as follows:

II. Except as set forth in Section 2 below, for the duration of this Agreement, the Trustees shall have the sole, exclusive, absolute, and unqualified power to (i) vote the Trust Stock with discretion as to how to vote the Trust Stock and (ii) execute stockholders' consents at every annual and special meeting of the stockholders of NeuStar and in any and all proceedings wherein the vote or consent of such stockholders may be required or authorized and to vote upon any and all questions arising thereat. The sole purpose of the Trust is to vote the Trust Stock, and the Trust shall not own or have the power to vote the securities of any corporation other than NeuStar or any successor thereto.

III. Notwithstanding Section 1 above, the Warburg Entities and the Management Investors shall have the sole, exclusive, absolute, and unqualified power to each vote their Trust Stock in respect of any proposal to authorize or effect:

(a) any merger or consolidation or other reorganization of NeuStar with or into another corporation;

(b) the issuance by NeuStar of any shares of capital stock or rights to acquire capital stock;

(c) the acquisition by NeuStar of another corporation by means of a purchase of all or substantially all of the capital stock or assets of such corporation;

(d) any sale, lease, transfer or other disposition of all or substantially all the assets of NeuStar;

(e) a liquidation, winding up, dissolution or adoption of any plan for the same; or

(f) the incurrence of any indebtedness for borrowed money in excess of $10,000,000 or the issuance of any debt securities or assumption, guarantee or endorsement, or otherwise as an accommodation becoming responsible for, the obligations of any person for borrowed money in excess of $10,000,000.

IV. Notwithstanding the provisions of this Agreement, the Warburg Entities may, in their sole discretion and at any time, (i) distribute their Trust Stock to their respective limited partners or (ii) sell all or any part of their Trust Stock to a third party, subject at all times to applicable law and governmental rules and regulations (each of clauses (i) and (ii), a "<u>Qualified Warburg Disposition</u>"). In the event of a Qualified Warburg Disposition, each Management Investor shall be entitled to sell an amount of Trust Stock to a third party, subject at all times to applicable law and governmental rules and regulations, equal to the percentage of such Management Investor's Trust Stock determined by dividing the number of Trust Shares sold or distributed in the Qualified Warburg Disposition by the total number of the Warburg Entities' Trust Shares immediately prior to the Qualified Warburg Disposition (a "<u>Qualified Management Disposition</u>"). Upon a Qualified Warburg Disposition or a Qualified Management Disposition, the Trustees, upon surrender to them of any outstanding trust certificates or the receipt by them of a proper acquittance from the Warburg Entities or the Management Investors, as the case may be, and, upon payment of any stamp taxes or other governmental charges in connection with such surrender and delivery, will cause to be delivered to the Warburg Entities or the Management Investors, as the case may be, or their successors or assigns certificates of capital stock of NeuStar in amounts corresponding to the Trust Stock issued, delivered or transferred to the Trustees at any time pursuant to this Agreement and being sold or distributed in the Qualified Warburg Disposition or the Qualified Management Disposition.

V. If the Warburg Entities at any time hold capital stock representing more than 9.9% of the outstanding voting power of NeuStar (such shares in excess of 9.9% of the voting power of NeuStar are hereinafter referred to as "<u>Excess Shares</u>"), the power to vote such Excess Shares shall, without any further action on the part of the Warburg Entities or the Trustees, vest in the Trustees and shall become Trust Stock subject to the provisions of this Agreement.

VI. The Trustees may act hereunder either by the affirmative vote of both Trustees, in person, at a meeting duly called and held, and such vote shall be deemed the decision or act of all of the Trustees, or by a written instrument without a meeting of the Trustees signed by both Trustees. The Trustees may adopt their own rules of procedure and shall keep reasonable minutes of their proceedings and shall keep a record of the trust certificates issued hereunder.

VII. The Trustees hereby accept the trust created, and covenant and agree faithfully and diligently to perform the covenants and agreements contained herein.

VIII. If requested by the Warburg Entities or the Management Investors, the Trustees shall issue a trust certificate, which shall be in substantially the form of Schedule B hereto.

IX. The Warburg Entities and the Management Investors, as the case may be, shall be entitled to receive and disburse in their sole discretion any and all dividends declared on the Trust Stock and, if the same be paid to the Trustees, such dividends shall be disbursed by the Trustees to the Warburg Entities and the Management Investors, as the case may be, forthwith.

X. This Agreement and the voting trust hereby created shall be irrevocable, unless at any time the Warburg Entities (or the ownership of capital stock of NeuStar by the Warburg Entities) or NeuStar shall, pursuant to the then current regulations of the Federal Communications Commission (the "FCC"), no longer be subject to regulation by the FCC as a result of the ownership structure of NeuStar at such time (a "Termination Event"), in which case this Agreement and the voting trust created hereby shall be terminated upon written notice from the Warburg Entities to the Trustees. Upon termination, the Trustees, upon surrender to them of any outstanding trust certificates or the receipt by them of a proper acquittance from the Warburg Entities and the Management Investors, as the case may be, and, upon payment of any stamp taxes or other governmental charges in connection with such surrender and delivery, will cause to be delivered to the Warburg Entities and the Management Investors, as the case may be, or their successors or assigns certificates of capital stock of NeuStar in amounts corresponding to the Trust Stock issued, delivered or transferred to the Trustees at any time pursuant to this Agreement.

XI. This Agreement and its exhibits may be amended by unanimous action of the Trustees, the Warburg Entities and a majority of the Management Investors provided that such amendment is reviewed and approved by the FCC if necessary.

XII. No Trustee shall assume any responsibility or incur any liability as stockholder, trustee or otherwise, or by reason of any error of judgment or mistake of law or other mistake, or for any act or omission of any other Trustee or of any agent or attorney employed by the Trustees or for the misconstruction of this Agreement, or for any action taken or omitted thereunder or believed by him to be in accordance with the provisions and intentions thereof, or otherwise, except for his own willful misconduct.

XIII. The Trustees will not have any employment, business or familial relationship with the Warburg Entities. The Trustees shall not take any action which violates the NeuStar Code of Conduct.

XIV. Any Trustee or successor Trustee may at any time resign by delivering to the other Trustee and to the Warburg Entities and the Management Investors his resignation in writing. In the event of a vacancy or vacancies occurring in the office of Trustee or successor Trustee through the death, incapacity, resignation, refusal to act, or removal from the role of Trustee under this Agreement, the Board of Directors of NeuStar (the "Board") upon the affirmative vote of a majority of the members of the Board, including at least one member designated by the Warburg Entities, may appoint a successor Trustee to fill such vacancy. A majority of the Board may remove a Trustee with or without cause at any time, and the successor Trustee shall be appointed in accordance with the preceding sentence. The FCC shall be provided with prior written notice of the removal of a Trustee and the appointment of a successor Trustee. The successor Trustee so appointed shall be clothed with all the rights, privileges, duties and powers conferred upon the Trustees herein named.

XV. Upon the appointment of a successor Trustee, a new certificate or certificates for the Trust Stock may be issued in the names of the Trustees at that time duly appointed hereunder.

XVI. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed entirely within such State, without giving effect to the choice of law provisions thereof.

XVII. This Agreement shall inure to the benefit of and be binding upon the successors and assigns of each of the parties.

XVIII. This Agreement constitutes the entire understanding of the parties hereto and supersedes all prior agreements or understandings with respect to the subject matter hereof among the parties except for the Stockholders Agreement, dated _______, 1999[14], by and among the Trust, the Warburg Entities, the Management Investors, NeuStar and LMIMS.

XIX. In the event that any part or parts of this Agreement shall be held illegal and unenforceable by any court or administrative body of competent jurisdiction, such determination shall not affect the remaining provisions of this Agreement which shall remain in full force and effect.

XX. The Trustees hereby agree that they will not assert against the limited partners of the Warburg Entities any claim they may have under this Agreement by reason of any failure or alleged failure by the Warburg Entities to meet their obligations hereunder.

XXI. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original.

---

[14] The Stockholders Agreement will be signed at the closing.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered as of the date first above written.

WARBURG ENTITIES:

WARBURG, PINCUS EQUITY PARTNERS, L.P.
By: Warburg, Pincus & Co.,
General Partner

By:________________________________
Name:
Title:

WARBURG, PINCUS NETHERLANDS EQUITY PARTNERS I, C.V.
By: Warburg, Pincus & Co.,
General Partner

By:________________________________
Name:
Title:

WARBURG, PINCUS NETHERLANDS EQUITY PARTNERS II, C.V.
By: Warburg, Pincus & Co.,
General Partner

By:________________________________
Name:
Title:

WARBURG, PINCUS NETHERLANDS EQUITY PARTNERS III, C.V.
By: Warburg, Pincus & Co.,
General Partner

By:________________________________
Name:
Title:

TRUSTEES:

____
Name:

____
Name:

MANAGEMENT INVESTORS:

Name: ______________________________

Name: ______________________________

Name: ______________________________

Name: ______________________________

Name: ______________________________

SCHEDULE A

Name and Address of Management Investors	Shares of Common Stock Subject to Agreement
Jeffrey Ganek 1200 K St. N.W. Washington, D.C. 20005	[ ][15]
Joseph Franlin 1200 K St. N.W. Washington, D.C. 20005	[ ]
Mark Foster 1200 K St. N.W. Washington, D.C. 20005	[ ]
Christopher Rowe 1200 K St. N.W. Washington, D.C. 20005	[ ]
Robert Poulin 1200 K St. N.W. Washington, D.C. 20005	[ ]

[15] Insert number equal to 1% of the total voting stock of NeuStar next to each of the individuals set forth below.

SCHEDULE B

CERTIFICATE

of the Trustees for _______________ for stock of NeuStar Corporation under the Trust Agreement, dated as of _________, 1999, by and among (i) Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership; Warburg, Pincus Netherlands Equity Partners I, C.V., a Netherlands limited partnership; Warburg, Pincus Netherlands Equity Partners II, C.V., a Netherlands limited partnership; Warburg, Pincus Netherlands Equity Partners III, C.V., a Netherlands limited partnership; (ii) the individuals whose names appear on Schedule A thereto, as amended from time to time; and (iii) __________ and __________ (the "Trust Agreement").

No. ___ Description of Stock: ________________

THIS IS TO CERTIFY THAT, upon the termination of the Trust Agreement, upon the surrender hereof and upon payment of all stamp taxes or governmental charges, ___________________, or its successors or assigns, will be entitled to the securities of NEUSTAR CORPORATION, copies of which are attached hereto, held by the undersigned as Trustees, subject and pursuant to the terms, conditions and stipulations of the Trust Agreement.

This certificate is transferable only on the books of the Trustees by the holder thereof, in person or by attorney, upon surrender of his certificate, properly endorsed and upon payment of all stamp taxes and other governmental charges in connection therewith; whereupon a like new certificate will be issued to the proper owner thereof of record.

IN WITNESS WHEREOF, the undersigned Trustees, pursuant to said Voting Trust Agreement have hereunto set their hands and seals, this ____ day of _____________.

____

____

Exhibit C

NeuStar

CODE OF CONDUCT

1. NeuStar will never, directly or indirectly, show any preference or provide any special consideration to any company that is a telecommunications service provider, which term as used herein shall have the meaning set forth in the Telecommunications Act of 1996.

2. No shareholder of NeuStar shall have access to user data or proprietary information of the telecommunications service providers served by NeuStar.

3. Shareholders of NeuStar will ensure that no user data or proprietary information from any telecommunications service provider in which they hold an interest is disclosed to NeuStar (other than the sharing of data incident to the performance of NANPA and LNPA duties).

4. Confidential information about NeuStar’s business services and operations will not be shared with employees of any telecommunications service provider in which any NeuStar shareholder has an interest. NeuStar shareholders will guard their knowledge and information about NeuStar’s operations as they would their own proprietary information.

5. No person employed by, or serving in the management of any shareholder of NeuStar will be directly involved in the day-to-day operations of NeuStar. No employees of any company that is a telecommunications service provider, and in which a shareholder of NeuStar has an attributable interest, will be simultaneously employed (full-time or part-time) by NeuStar.

6. Warburg Pincus will not control more than 40% of NeuStar’s Board.

7. No member of NeuStar’s board will simultaneously serve on the board of a telecommunications services provider.

8. No employee of NeuStar will hold any interest, financial or otherwise, in any company that would violate the neutrality requirements of the FCC or the NPAC Contractor Services Agreements (the Master Agreements).

9. NeuStar will hire an independent party to conduct a neutrality review of NeuStar, ensuring that NeuStar and its shareholders comply with all the provisions of this Code of Conduct. The neutrality analyst will be mutually agreed upon by NeuStar, the FCC, NANC and the LLCs. The neutrality review will be conducted quarterly. NeuStar will pay the expenses of conducting the review. NeuStar will provide the analyst with reasonable access to information and records necessary to complete the review. The results of the review will be provided to the

LLCs, to the North American Numbering Council and to the FCC and shall be deemed to be confidential and proprietary information of NeuStar and its shareholders.

PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
Portals II, 445 Twelfth Street, S.W.
WASHINGTON, D.C. 20554

News Media Information (202) 418-0500. Fax on Demand 202/418-2830
Internet: http:/www.fcc.gov FTP site: ftp.fcc.gov

DA 99-1647

Released: August 17, 1999

Common Carrier Bureau Seeks Comment on Lockheed Martin IMS Corporation and Warburg, Pincus & Company Amended Request for Expeditious Review of the Transfer of the Lockheed Martin Communications Industry Services Business

(CC Docket No. 92-237)
NSD File No. 98-151

Comments due: September 7, 1999
Reply Comments due: September 17, 1999

On August 16, 1999, Lockheed Martin IMS Corporation (Lockheed) filed an Amended Request (Amended Request) for Expeditious Review of the transfer of the Lockheed Martin Communications Industry Services (CIS) business to newly formed NeuStar, Inc., formerly known as CIS Acquisition Corporation (CISAC), to ensure the continued neutrality of the North American Numbering Plan Administrator (NANPA). Lockheed/CIS currently serves as the North American Numbering Plan Administrator.[16]

The Amended Request replaces the December 21, 1998, Request for Expedited Review of the proposed transfer of Lockheed s Communications Industry Services (CIS) business to Warburg, Pincus & Co. (Warburg), which was filed pursuant to the terms of a Transaction Agreement between Lockheed and Warburg, dated December 15, 1998.[17] Prior to the Commission's issuance of a ruling on the pending matter, the CIS Acquisition Corporation, on July 1, 1999, terminated the December 15, 1998, Transaction Agreement. [18]

---

[16] In the Matter of the North American Numbering Plan and Toll Free Service Access Codes, *Third Report and Order and Third Report and Order*, 12 FCC Rcd 23040, 23042 (1997).

[17] In the Matter of Request of Lockheed Martin Corporation and Warburg, Pincus & Co., for Review of the Transfer of the Lockheed Martin Communications Industry Services Business from Lockheed Martin Corporation to an Affiliate of Warburg, Pincus & Co., NSD File No. 98-151 (Dec. 21, 1998).

[18] *See Ex Part*e letter from Cheryl Tritt, Counsel to Lockheed Martin IMS, to Magalie Roman Salas, Secretary, FCC (July 1, 1999).

In the Amended Request, the parties propose to transfer CIS to an independent company, NeuStar, Inc. A majority (59 percent) of the voting shares of NeuStar will be controlled by an irrevocable, independent voting trust. Warburg Pincus Equity Partnership, L.P. (WPEP), however, will retain an economic interest in the shares that are owned by the voting trust. NeuStar management will acquire a 28.1 percent equity interest, WPEP will also control a 9.9 percent voting interest, and Lockheed will retain a three percent ownership interest in NeuStar. The parties state that they are restructuring the ownership of the entity acquiring CIS in order to eliminate any possibility that Warburg could use its ultimate ownership interest in the NANPA or Local Number Portability Administration (LNPA) to advantage any other telecommunications investments.

We seek public comments on the Amended Request. **An electronic copy of the Amended Request is available on the Internet at** http://www.fcc.gov/ccb/Nanc/NANCCorr.htm. We also invite the North American Numbering Council (NANC) to provide us with a recommendation on whether the proposed business arrangement will fully satisfy the needs of the telecommunications industry for a neutral third party numbering administrator. Should the NANC choose to provide its recommendation, we request that it be submitted by September 7, 1999.

FOR FURTHER INFORMATION CONTACT: Tejal Mehta or Jeannie Grimes at (202) 418-2320 or via the Internet at tmehta@fcc.gov or jgrimes@fcc.gov. The address is: Network Services Division, Common Carrier Bureau, Federal Communications Commission, The Portals II, 445 Twelfth Street, S.W., Suite 6A320, Washington, DC 20554. The fax number is: (202) 418-2345. The TTY number is: (202) 418-0484.

Comments should be filed by September 7, 1999 and reply comments are due by September 17, 1999. This proceeding is treated as permit-but-disclose for purposes of the Commission's *ex parte* rules. *See* 47 C.F.R. 1.1206.

Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24,121 (1998). Comments filed through the ECFS can be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. Generally, only one copy of an electronic submission must be filed. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket or rulemaking number, which in this instance is **CC Docket No. 92-237.** Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. All filings must be sent to the Commission's Secretary, Magalie Roman Salas, Office of the Secretary, Federal Communications Commission, 445 Twelfth Street, S.W., Room TW-B204F, Washington, DC 20554. Parties who choose to file by paper should also submit their comments on diskette. These diskettes should be submitted to Jeannie Grimes, Common Carrier Bureau, Network Services Division, 445 Twelfth Street, S.W., Room 6-A423, Washington, DC 20554. Such a submission should be on a 3.5 inch diskette formatted in an IBM compatible format using MSWord 7.0 for Office 98 or other compatible software. The diskette should be accompanied by a cover letter and should be submitted in "read only" mode. The diskette should be clearly labelled with: (1) the commenter's name, (2) proceeding (including the docket number), (3) type of pleading (comment or reply comment), (4) date of submission, and (5) the name of the electronic file on the diskette. The label should also include the following phrase "Disk Copy - Not an Original." Each diskette should contain only one party's pleading, preferably in a single electronic file. In addition, commenters must send diskette copies to the Commission's copy contractor, International Transcription Service, Inc. (ITS), 445 12th Street, Suite CY-B400, Washington, DC 20554.

Regardless of whether parties choose to file electronically or by paper, parties should also file one copy of any documents filed in this docket with ITS, 445 12th Street, Suite CY-B400, Washington, DC 20554. Comments and reply comments will be available for public inspection during regular business hours in the **FCC Reference Center, 445 12th Street, S.W., Washington, DC 20554.**

-FCC-