

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS

For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) **USE FEC MAILING LABEL OR TYPE OR PRINT** Example: If typing, type over the lines
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

ADDRESS (number and street) 1300 North 17th Street
Suite 1400
 Check if different than previously reported. (ACC)
Arlington VA 22209

2. **FEC IDENTIFICATION NUMBER** C00281212
3. IS THIS REPORT NEW (N) **OR** AMENDED (A)

4. **TYPE OF REPORT** (Choose One)
(a) Quarterly Reports:
 April 15 Quarterly Report(Q1)
 July 15 Quarterly Report(Q2)
 October 15 Quarterly Report(Q3)
 January 31 Quarterly Report(YE)
 July 31 Mid-Year Report(Non-election Year Only) (MY)
 Termination Report (TER)
(b) Monthly Report Due On: Feb 20 (M2) May 20 (M5) Aug 20 (M8) Nov 20 (M11) (Non-Election Year Only)
 Mar 20 (M3) Jun 20 (M6) Sep 20 (M9) Dec 20 (M12) (Non-Election Year Only)
 Apr 20 (M4) Jul 20 (M7) Oct 20 (M10) Jan 31 (YE)
(c) 12-Day **PRE-Election** Report for the: Primary (12P) General (12G) Runoff (12R)
 Convention (12C) Special (12S)
Election on _____ in the State of _____
(d) 30-Day **Post -Election** Report for the: General (30G) Runoff (30R) Special (30S)
Election on _____ in the State of _____

5. Covering Period 01 01 2011 through 01 31 2011

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.
Type or Print Name of Treasurer James Fraser

Signature of Treasurer Electronically Filed by James Fraser Date 02 17 2011

NOTE : Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C 437g.

Office Use Only **FEC FORM 3X** (Rev. 12/2004)

SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS

Write or Type Committee Name
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

Report Covering the Period: From: To:

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1 <input type="text" value="2011"/>		581512.05
(b) Cash on Hand at Beginning of Reporting Period	581512.05	
(c) Total Receipts (from Line 19)	37223.60	37223.60
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	618735.65	618735.65
7. Total Disbursements (from Line 31)	74000.00	74000.00
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	544735.65	544735.65
9. Debts and Obligations owed TO the committee (Itemize all on Schedule C and/or Schedule D)	0.00	
10. Debts and Obligations owed BY the committee (Itemize all on Schedule C and/or Schedule D)	0.00	

This Committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

**DETAILED SUMMARY PAGE
OF RECEIPTS**

FEC Form 3X (Rev. 06/2004)

Write or Type Committee Name

BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

Report Covering the Period: From: To:

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees		
(i) Itemized (use Schedule A)	2033.50	2033.50
(ii) Unitemized	35190.10	35190.10
(iii) TOTAL (add Lines 11(a)(i) and (ii)	37223.60	37223.60
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii),(b) and (c)) (Carry Totals to Line 33, page 5)	37223.60	37223.60
12. Transfers From Affiliated/Other Party Committees	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5)	0.00	0.00
16. Refunds of Contributions Made to Federal candidates and Other Political Committees	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.)	0.00	0.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3)	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfer (add 18(a) and 18(b)).	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))	37223.60	37223.60
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	37223.60	37223.60

DETAILED SUMMARY PAGE

of Disbursements

FEC Form 3X (Rev. 02/2003)

II. DISBURSEMENTS	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Shared Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share.....	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures.....	0.00	0.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii) and (b))..... ▶	0.00	0.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	74000.00	74000.00
24. Independent Expenditure (use Schedule E)	0.00	0.00
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	0.00	0.00
29. Other Disbursements.....	0.00	0.00
30. Federal Election Activity (2 U.S.C 431(20))		
(a) Shared Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c))..	74000.00	74000.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	74000.00	74000.00

DETAILED SUMMARY PAGE
of Disbursements

FEC Form 3X (Rev. 02/2003)

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) from Line 11(d), page 3)	37223.60	37223.60
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	37223.60	37223.60
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)).....	0.00	0.00
37. Offsets to Operating Expenditures (from Line 15, page 3)	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	0.00	0.00

SCHEDULE A (FEC Form 3X) ITEMIZED RECEIPTS

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER: PAGE 6 / 10
(check only one)

<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16 <input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A.

Full Name (Last, First, Middle Initial)
Mr. Richard Camacho

Mailing Address 8263 Arrow Leaf Turn

City State Zip Code
Gainesville VA 20155

FEC ID number of contributing federal political committee. **C**

Name of Employer
BAE Systems Norfolk Shp Repair

Occupation
VP - Gov Bus Dev

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
230.76

Date of Receipt
M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR1561163221456

Amount of Each Receipt this Period
230.76

P/R Deduction (\$57.69 Weekly)

B.

Full Name (Last, First, Middle Initial)
Mr. William Clifford

Mailing Address 9678 25Th Bay Street

City State Zip Code
Norfolk VA 23518

FEC ID number of contributing federal political committee. **C**

Name of Employer
BAE Systems Norfolk Shp Repair

Occupation
BU Pres - SR

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
204.12

Date of Receipt
M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR1561163321456

Amount of Each Receipt this Period
204.12

P/R Deduction (\$51.03 Weekly)

C.

Full Name (Last, First, Middle Initial)
Mr. Lawrence Prior

Mailing Address 7 Wharf

City State Zip Code
Alexandria VA 22314

FEC ID number of contributing federal political committee. **C**

Name of Employer
BAE SYSTEMS, Inc

Occupation
EVP - Service Sectors

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
384.00

Date of Receipt
M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR1828112321456

Amount of Each Receipt this Period
384.00

P/R Deduction (\$192.00 Bi-Weekly)

SUBTOTAL of Receipts This Page (optional) ▶ **818.88**

TOTAL This Period (last page this line number only) ▶

SCHEDULE A (FEC Form 3X) ITEMIZED RECEIPTS

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER: PAGE 7 / 10

(check only one)

<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16 <input type="checkbox"/> 17

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NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A.

Full Name (Last, First, Middle Initial)
Mr. Curtis L. Gray

Mailing Address 145 Wootton Oaks Ct

City State Zip Code
Rockville MD 20852

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation
BAE SYSTEMS, Inc SVP- HR & Administration

Receipt For: Primary General Other (specify) ▼
Aggregate Year-to-Date ▼ 390.00

Date of Receipt

M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR258946521456

Amount of Each Receipt this Period

390.00

P/R Deduction (\$195.00 Bi-Weekly)

B.

Full Name (Last, First, Middle Initial)
Mr. Robert Fitch

Mailing Address 3125 N Wakefield St

City State Zip Code
Arlington VA 22207

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation
BAE SYSTEMS, Inc SVP - Govt Relations

Receipt For: Primary General Other (specify) ▼
Aggregate Year-to-Date ▼ 384.60

Date of Receipt

M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR259027821456

Amount of Each Receipt this Period

384.60

P/R Deduction (\$192.30 Bi-Weekly)

C.

Full Name (Last, First, Middle Initial)
Mr. Robert T. Murphy

Mailing Address 15105 Poplar Hill Rd.

City State Zip Code
Germantown MD 20874

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation
BAE SYSTEMS, Inc EVP-Product Sector

Receipt For: Primary General Other (specify) ▼
Aggregate Year-to-Date ▼ 440.02

Date of Receipt

M M / D D / Y Y Y Y
0 1 / 3 1 / 2 0 1 1

Transaction ID: PR259130321456

Amount of Each Receipt this Period

440.02

P/R Deduction (\$220.01 Bi-Weekly)

SUBTOTAL of Receipts This Page (optional)

1214.62

TOTAL This Period (last page this line number only)

2033.50

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input checked="" type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A. Full Name (Last, First, Middle Initial) Dan Coats For Indiana <hr/> Mailing Address PO Box 301141 <hr/> City Indianapolis State IN Zip Code 46230 <hr/> Purpose of Disbursement Debt Retirement Candidate Name Mr. Daniel Coats <hr/> Office Sought: <input type="checkbox"/> House <input checked="" type="checkbox"/> Senate <input type="checkbox"/> President State: IN District: Disbursement For: 2010 <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) ▼ 2010 Primary Debt	Transaction ID: 38394228 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 1 3 / 2 0 1 1
	Amount of Each Disbursement this Period 1000.00
	Category/ Type 011
	Debt Retirement
B. Full Name (Last, First, Middle Initial) Democratic Senatorial Campaign Committee <hr/> Mailing Address 120 Maryland Avenue, NE <hr/> City Washington State DC Zip Code 20002 <hr/> Purpose of Disbursement Candidate Name <hr/> Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: District: Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Transaction ID: 38594642 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1
	Amount of Each Disbursement this Period 15000.00
	Category/ Type 011
	Debt Retirement
C. Full Name (Last, First, Middle Initial) Democratic Congressional Campaign Committee <hr/> Mailing Address 430 South Capitol Street, S.E. <hr/> City Washington State DC Zip Code 20003 <hr/> Purpose of Disbursement Candidate Name Democratic Congressional Campaign Committee <hr/> Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: District: Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Transaction ID: 38594647 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1
	Amount of Each Disbursement this Period 15000.00
	Category/ Type 011
	Debt Retirement

SUBTOTAL of Disbursements This Page (optional) ►

31000.00

TOTAL This Period (last page this line number only) ►

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input checked="" type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A. Full Name (Last, First, Middle Initial) Republican Senate Council -NRSC <hr/> Mailing Address 425 Second Street, NE <hr/> City Washington State DC Zip Code 20002 <hr/> Purpose of Disbursement Candidate Name <hr/> Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: District: Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Transaction ID: 38594650 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1
	Amount of Each Disbursement this Period 15000.00
	<input type="text" value="011"/> Category/ Type
	Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼
B. Full Name (Last, First, Middle Initial) National Republican Congressional Committee <hr/> Mailing Address 320 First Street, SE <hr/> City Washington State DC Zip Code 20003 <hr/> Purpose of Disbursement Candidate Name National Republican Congressional Committee <hr/> Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: District: Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Transaction ID: 38594651 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1
	Amount of Each Disbursement this Period 15000.00
	<input type="text" value="011"/> Category/ Type
	Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼
C. Full Name (Last, First, Middle Initial) Todd Akin For Congress <hr/> Mailing Address PO Box 31222 <hr/> City St Louis State MO Zip Code 63131 <hr/> Purpose of Disbursement Candidate Name Mr. W Todd Akin <hr/> Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: MO District: 02 Disbursement For: 2012 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Transaction ID: 38594670 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1
	Amount of Each Disbursement this Period 2000.00
	<input type="text" value="011"/> Category/ Type
	Disbursement For: 2012 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼

SUBTOTAL of Disbursements This Page (optional) ▶

32000.00

TOTAL This Period (last page this line number only) ▶

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input checked="" type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
BAE Systems Inc. Political Action Committee (BAE SYSTEMS USA PAC)

A.	Full Name (Last, First, Middle Initial) Alamo PAC Mailing Address 816 Congress Avenue Suite 960 City Austin State TX Zip Code 78701 Purpose of Disbursement Federal Contribution Candidate Name Alamo PAC Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼ State: District:	Transaction ID: 38594671 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1	Amount of Each Disbursement this Period 5000.00 Federal Contribution
B.	Full Name (Last, First, Middle Initial) Friends Of Frank Guinta Mailing Address P.O. Box 877 City Manchester State NH Zip Code 03105 Purpose of Disbursement Debt Retirement Candidate Name Mr. Frank Guinta Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President Disbursement For: 2010 <input type="checkbox"/> Primary <input type="checkbox"/> General <input checked="" type="checkbox"/> Other (specify) ▼ 2010 Primary Debt State: NH District: 01	Transaction ID: 38594673 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1	Amount of Each Disbursement this Period 5000.00 Debt Retirement
C.	Full Name (Last, First, Middle Initial) Scott Rigell for Congress Mailing Address 915 First Colonial Road Suite 100 City Virginia Beach State VA Zip Code 23454 Purpose of Disbursement Candidate Name Scott Rigell Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President Disbursement For: 2012 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼ State: VA District: 02	Transaction ID: 38594678 Date of Disbursement M M / D D / Y Y Y Y 0 1 / 3 1 / 2 0 1 1	Amount of Each Disbursement this Period 1000.00

SUBTOTAL of Disbursements This Page (optional) ▶

11000.00

TOTAL This Period (last page this line number only) ▶

74000.00