occur in the first quarter of 2008. If the Proposed Transaction is not consummated, Space Imaging will continue operations to fulfill its current long-term contracts, but will exit the industry when its satellite goes out of service. Moreover, if Space Imaging's cash flow falls below an amount necessary to sustain its operations, the current owners will have little choice but to shut the company down.

2. Market Definition: Global Earth Imaging

The market in which Space Imaging and ORBIMAGE compete is the global earth imaging industry, which includes images of the Earth taken from satellites or airplanes.[9] Domestic and foreign satellite firms and aerial imagery firms create and sell images across national boundaries to a wide range of customers, including the U.S. government, foreign governments, and domestic and foreign commercial firms, making it a true global market. Market definition depends crucially on demand substitution factors, that is, the degree to which consumers view products as substitutable.[10] Consumers of earth imagery have a variety of choices and can easily substitute between satellite and aerial imagery or between U.S. satellite and foreign satellite imagery. With limited exceptions, there are almost no barriers to any provider offering imagery to any potential customer, so Space Imaging and ORBIMAGE compete against all other providers around the world. In the relevant market of global earth imaging, ORBIMAGE and Space Imaging have a very small market share.

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9 *See Frost & Sullivan,* GIS Software Data and Value-Added Services Markets, A440-22 (2003) (defining the industry as "World Commercial Remote Sensing Imagery")("*Frost & Sullivan Report*").

10 *See Horizontal Merger Guidelines*, U.S. Department of Justice and Federal Trade Commission (1997) at §1.1. *See also Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21557 ¶ 71; *Applications of Western Wireless Corp. and ALLTEL Corp.*, WT Docket No. 05-50, Memorandum Opinion and Order, FCC 05-138, 2005 WL 1693557, ¶¶ 60-64 (rel. July 19, 2005) (where Commission defines relevant product market by considering whether one product is a reasonable substitute for another product).

While the U.S. government is the largest customer of U.S.-based firms, in practice there is little difference between the U.S. government and other customers of earth imaging products. While the U.S. government has offered long-term contracts to U.S. satellite providers, it can (and does) purchase imagery from a variety of sources, just like commercial customers. Indeed, the availability of imagery from a wide variety of sources provides competitive options for both the government and commercial customers.

3. Many Suppliers Compete in the Global Earth Imaging Industry

Numerous imaging satellites have been and continue to be launched. These systems compete internationally to provide imagery in a cost-efficient manner. Imagery suppliers across the globe vie for customers, including U.S. defense and intelligence agencies and commercial customers. Several foreign satellites firms, including Spot Image, a French company, as well as satellite firms supported by Israel and India, currently provide images to the U.S. government and domestic commercial customers. Seventeen countries have launched a total of twenty-five remote-sensing satellites.[11] In addition, subject to certain limitations, the U.S. government may turn to its classified satellites to meet its own non-classified earth imagery needs.[12]

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11 *See* William E. Stoney, *A Guide To The Global Explosion of Land-Imaging Satellites: Markets and Opportunities*, EARTH IMAGING JOURNAL, January/February 2005, at 10.

12 U.S. government use of its own satellites is subject to the limitation that hyper-high-resolution spy satellites may not be used to image the United States, but a significant portion of the purchased imagery is of non-U.S. locations.

Besides foreign satellite systems, aerial imagery suppliers are a strong competitive force in the earth imaging industry. Aerial imagery can provide higher resolution and more precise imagery of areas over which airplanes can fly, and may be more cost-competitive than satellite imagery because the capital costs of aerial photography are relatively low. Aerial imagery is a particularly strong alternative for commercial customers, who tend to be more interested in places that do not have restricted air space. Aerial imagery suppliers currently hold approximately 60% of the overall earth imaging market. Based on information in the 2003 *Frost & Sullivan Report*, coupled with ORBIMAGE's and Space Imaging's estimates of industry growth and their own revenues, the applicants believe that their combined market share for 2005 will represent approximately 13% of the total value of images supplied globally.

4. Many Competitors Are Entering the Industry

Several new satellites will be launched over the next few years, which will further strengthen competition in the global earth imagery industry. First, DigitalGlobe and ORBIMAGE will launch their next-generation satellites, supported by the U.S. government through NGA. The satellites will be more sophisticated, have larger cameras, provide greater capacity, and offer more maneuverability than the companies' existing satellites. In addition, more than seven foreign satellites are expected to be launched over the next two years, most of which will offer next-generation high-resolution imagery.[13] Korean, Japanese, and British systems are planned to be launched later this year, while Taiwanese, Israeli, and Indian satellites likely will launch in 2006.[14] Another high-resolution French satellite will be deployed in 2007,

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13 *See* William E. Stoney, *A Guide To The Global Explosion of Land-Imaging Satellites: Markets and Opportunities*, EARTH IMAGING JOURNAL, January/February 2005, at 10-11.

14 *Id.*

and other systems will be forthcoming.[15] These satellites and many others will provide ample alternatives to the imagery products and services offered by ORBIMAGE and Space Imaging.

Moreover, there are no regulatory barriers if commercial or governmental entities desire to launch additional satellites. Due to the nature of the Earth Exploration Satellite Service, there is no spectrum or orbital scarcity to inhibit entry into the industry.[16] As a consequence, to the extent the market is attractive to additional entrants, they will be able to enter the market and compete with existing providers.

5. The Relevant Time Frame for Analyzing Any Potential Competitive Effects of the Proposed Transaction Is Very Short

As shown above, the Proposed Transaction will not have any anticompetitive effects in the earth imaging market because there is vigorous and growing competition in the industry. Even if the Commission were to conclude that there was the potential for the Proposed Transaction to have such effects, however, the limited remaining life of IKONOS and the large number of Space Imaging customers that have locked in contracts for their imagery needs means that any competitive effects would be short term.

First, the life of the IKONOS satellite is limited, and consequently so is the period of any potential competitive effects. As noted above, Space Imaging expects the satellite to go out of service in the first quarter of 2008, less than two and a half years from now, and Space

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15 *Id.*

16 EESS spectrum allocated at 8025-8400 MHz, which traditionally has been used by earth imaging satellite systems, can easily accommodate additional systems. Moreover, the International Telecommunications Union and the Commission recently provided for a primary EESS allocation at 25.5-27.0 GHz to accommodate the future needs of the earth imagery industry.

Imaging lacks the resources to replace it. This means that, regardless of the Commission's action in this proceeding, Space Imaging will be unable to provide any new images at that time, and likely will go out of business on or before that date. Thus, to the extent that the Commission believed that any competitive harm could result from this transaction, it could not extend beyond the first quarter of 2008.

The likelihood of harm to satellite imagery customers is further reduced because many Space Imaging customers obtain their imaging through long-term agreements that have locked in the rates they pay. These agreements, with the U.S. government and other customers, account for approximately forty percent of Space Imaging's projected revenues for the next two and a half years. The terms of these agreements do not permit Space Imaging to raise its rates, so there is no potential for these customers to be charged more than they already have agreed to pay. Moreover, as shown above, during the short period of relevance here, any potentially affected customers would have a wide range of alternatives, ranging from aerial photography to images from DigitalGlobe or one of the foreign competitors in the market, rendering the likelihood and magnitude of any competitive harm extremely small.

B. The Proposed Transaction Will Benefit the Public Interest By Creating Efficiencies and Improving Services

The Proposed Transaction will create administrative and operational efficiencies and other public interest benefits.

1. Increased Efficiency in Coverage and Reliability

The acquisition of Space Imaging provides an immediate opportunity to afford customers the benefits of the integrated operation of multiple imagery satellites. ORBIMAGE will be able to provide customers with the benefits of using IKONOS and

OrbView-3; when the NextView program's OrbView-5 is launched, it will also be added into the mix. The benefits include more frequent revisit times (which will reduce both latency and the impact of weather), and more timely coverage of an area of interest. The combination of the two companies also provides the opportunity to provide continuity of direct downlink service to the overseas customers of both companies through the redundancy brought about by the two existing satellites. All of these advantages will be enhanced by the addition of OrbView-5 when it is launched in 2007.

2. Technical Expertise

After the transaction, customers of ORBIMAGE will benefit from the addition of Space Imaging's highly skilled and trained technical personnel to ORBIMAGE's staff. Space Imaging currently has more than 172 employees with expertise and experience largely different from, and often more extensive than, that of ORBIMAGE's personnel. Bringing Space Imaging's substantial expertise to bear will allow ORBIMAGE to combine the best thinking of its current technical staff with the insights of the Space Imaging team to increase the quality of its service and to drive technological innovation.

Moreover, since the announcement in 2002 by Space Imaging's investors that they would not continue to fund the company, Space Imaging has lost many of its employees to other businesses. The Proposed Transaction will stem the loss of human capital and enable ORBIMAGE and its customers to benefit from the knowledge and skills of these experienced employees.

3. Utilization of Space Imaging's Image Archive

ORBIMAGE will gain access to Space Imaging's archive of images, which are of

great value to customers globally. Space Imaging currently sells forty to fifty percent of its imagery from the archive, which is nearly ten times the size of ORBIMAGE's archive and which covers a larger percentage of the Earth than ORBIMAGE's archive. Once the acquisition is complete, customers will be able to select from the most extensive archives in the industry. Further, the public will benefit from the continued availability of these archives, which will be maintained by a strong company. Absent the Proposed Transaction, it is possible that the archive could be lost when Space Imaging shuts down, depriving customers of this important resource.

4. Combined Value-Added Processing Capability

ORBIMAGE offers its customers significant value-added processing services, which include the imposition of features such as roads and facilities onto images to create maps and similar products. By offering these services for images produced by IKONOS, ORBIMAGE will be able to provide additional value to customers who purchase Space Imaging's imagery. ORBIMAGE devotes significant resources to its processing services, with 55 employees dedicated to imagery processing. By comparison, Space Imaging dedicates only five or six employees to imagery processing. Thus, the combination of Space Imaging's large archive of images and ORBIMAGE's superior processing capability will greatly benefit customers by making a wider range of value-added processing services available to them.

5. Continuation of Strong Foreign Customer Relationships

Space Imaging has developed many strong relationships with foreign customers and has achieved global recognition for its imagery products and services that surpasses that of ORBIMAGE. For instance, Space Imaging has established fourteen regional affiliates in other nations, compared to only three equivalent relationships for ORBIMAGE. The Proposed Transaction will allow ORBIMAGE to use Space Imaging's strong international ties to increase

its international business. Absent the Proposed Transaction, these international customers may well turn to the increasing number of foreign providers when Space Imaging ceases operations.

6. Cost Savings

ORBIMAGE also will benefit from Space Imaging's cost-efficient business model, which allows it to produce images with a rate of overhead well below the industry average. In addition, the Proposed Transaction will allow the combined companies to realize cost savings through the consolidation of redundant capabilities. These cost savings can be passed on to customers in the form of lower prices for imaging products and services, and will allow the combined company to compete more effectively with foreign providers in the global earth imaging market.

7. Advancement of Other Important U.S. Policy Goals

Finally, the Proposed Transaction also will promote important U.S. policy goals. The *U.S. Commercial Remote Sensing Space Policy* noted that the "[c]ontinued development and advancement of U.S. commercial remote sensing space capabilities . . . is essential to sustaining the nation's advantage in collecting information from space."[17] The *U.S. Policy* also observed that "to maintain a robust U.S. commercial remote sensing industry, we must enhance the international competitiveness of the industry."[18] Authorizing ORBIMAGE and Space Imaging to consummate this transaction will permit the creation of a new, vigorous earth imaging company positioned to compete more effectively than ORBIMAGE or Space Imaging could compete independently in the global marketplace. It also will help maintain U.S. leadership in

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17 *See* the *U.S. Policy*.

18 *Id.*

advanced earth exploration satellite systems and services and ensure that U.S. companies remain in the forefront of the global satellite industry.

III. CONCLUSION

In sum, the Proposed Transaction will allow ORBIMAGE to achieve efficiencies that are necessary for it to compete in the ever-expanding global earth imaging industry. In addition, the transaction will help to preserve and enhance the products and services offered by both companies for all current and prospective customers. For all the foregoing reasons, ORBIMAGE and Space Imaging respectfully submit that the proposed assignment of Space Imaging's FCC licenses will serve the public interest and request that the Commission expeditiously grant its consent.

Approved by OMB
3060–0678

Date & Time Filed: Oct 6 2005 9:13:05:833PM
File Number: SAT-ASG-20051006-00197

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

APPLICANT INFORMATION
Enter a description of this application to identify it on the main menu:
SPACE STATION 312

1–8. Legal Name of Applicant

Name:	ORBIMAGE License Corp.	**Phone Number:**	703–480–5672
DBA Name:		**Fax Number:**	703–480–7544
Street:	21700 Atlantic Boulevard	**E–Mail:**	warren.william@orbimage.com
City:	Dulles	**State:**	VA
Country:	USA	**Zipcode:**	20166 –
Attention:	William L. Warren, Esq.		

9–16. Name of Contact Representative

Name:	James F. Rogers	**Phone Number:**	202–637–2215
Company:	Latham & Watkins LLP	**Fax Number:**	202–637–2201
Street:	555 Eleventh Street NW Suite 1000	**E–Mail:**	jim.rogers@lw.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20004–1304
Attention:	James F. Rogers, Esq.	**Relationship:**	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b. ○ a1. Earth Station ● a2. Space Station	(N/A) b1. Application for License of New Station (N/A) b2. Application for Registration of New Domestic Receive–Only Station (N/A) b3. Amendment to a Pending Application (N/A) b4. Modification of License or Registration ● b5. Assignment of License or Registration ○ b6. Transfer of Control of License or Registration (N/A) b7. Notification of Minor Modification (N/A) b8. Application for License of New Receive–Only Station Using Non–U.S. Licensed Satellite (N/A) b9. Letter of Intent to Use Non–U.S. Licensed Satellite to Provide Service in the United States (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

● If Yes, complete and attach FCC Form 159. *If No, indicate reason for fee exemption (see 47 C.F.R.Section 1.1114).*

○ Governmental Entity ○ Noncommercial educational licensee

○ Other(please explain):

17d.

Fee Classification A CZW – Space Station (Non–Geostationary)	Quantity 1 (First Station)
Fee Classification B	Quantity 0 (Each Additional Station)

18. If this filing is in reference to an existing station, enter: (a) Call sign of station: Not Applicable	19. If this filing is an amendment to a pending application enter: (a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- [ ] a. Fixed Satellite
- [ ] b. Mobile Satellite
- [ ] c. Radiodetermination Satellite
- [x] d. Earth Exploration Satellite
- [ ] e. Direct to Home Fixed Satellite
- [ ] f. Digital Audio Radio Service
- [ ] g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

○ Common Carrier ● Non–Common Carrier

22. If earth station applicant, check all that apply.

- [ ] Using U.S. licensed satellites
- [ ] Using Non–U.S. licensed satellites

23. If applicant is providng INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

○ Connected to a Public Switched Network ○ Not connected to a Public Switched Network ● N/A

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

- [ ] a. C–Band (4/6 GHz)
- [ ] b. Ku–Band (12/14 GHz)
- [x] c.Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: 8025 Frequency Upper: 8400

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- ○ a. Fixed Earth Station
- ○ b. Temporary–Fixed Earth Station
- ○ c. 12/14 GHz VSAT Network
- ○ d. Mobile Earth Station
- ○ e. Geostationary Space Station
- ● f. Non–Geostationary Space Station
- ○ g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

○ Transmit/Receive ○ Transmit–Only ○ Receive–Only ● N/A

PURPOSE OF MODIFICATION

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

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application.A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.	○ Yes ● No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?	○ Yes ● No
30. Is the applicant an alien or the representative of an alien?	○ Yes ○ No ● N/A
31. Is the applicant a corporation organized under the laws of any foreign government?	○ Yes ○ No ● N/A
32. Is the applicant a corporation of which more than one–fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ○ No ● N/A

33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one–fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	○ Yes ○ No ● N/A
34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.	See Exhibit B

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules? If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.	○ Yes ● No Exhibit A
36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ● No
37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explination of circumstances.	○ Yes ● No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attemptiing unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?If Yes, attach as an exhibit, an explanation of circumstances	○ Yes ● No
39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhinit, an explanation of the circumstances.	○ Yes ● No
40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.	See Exhibit B
41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti–Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	● Yes ○ No
42a. Does the applicant intend to use a non–U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.	○ Yes ● No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

See Exhibit F (response to Item A21).

CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- ○ Individual
- ○ Unincorporated Association
- ○ Partnership
- ◉ Corporation
- ○ Governmental Entity
- ○ Other (please specify)

45. Name of Person Signing	46. Title of Person Signing
William L. Warren	Vice President & General Counsel

47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:

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

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

- ○ CONSENT TO TRANSFER OF CONTROL
- ● CONSENT TO ASSIGNMENT OF LICENSE
- ○ NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
- ○ NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	Space Imaging LLC	**Phone Number:**	(303) 254–2094
DBA Name:		**Fax Number:**	(303) 254–2317
Street:	12076 Grant Street	**E–Mail:**	MKling@SpaceImaging.com
City:	Thornton	**State:**	CO
Country:	USA	**Zipcode:**	80241 –
Attention:	Mark A. Kling, Esq.		

A8. List Callsign(s) of station(s) being assigned or transfered

Callsign: S2144	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**	**Callsign:**

A9. No. of station(s) listed
1

A10. Name of Transferor/ Assignor

Name:	Space Imaging LLC	**Phone Number:**	(303) 254–2094
Company:	Space Imaging LLC	**Fax Number:**	(303) 254–2317
Street:		**E–Mail:**	MKling@SpaceImaging.com
City:	Thornton	**State:**	CO
Country:	USA	**Zipcode:**	80241 –
Attention:	Raymond G. Bender, Jr., Esq.	**Relationship:**	Legal Counsel

A15. Name of Transferee/ Assignee

Name:	ORBIMAGE License Corp.	**Phone Number:**	703–480–5672
DBA Name:		**Fax Number:**	703–480–7544
Street:	21700 Atlantic Boulevard	**E–Mail:**	warren.william@orbimage.com
City:	Dulles	**State:**	VA
Country:	USA	**Zipcode:**	20166 –
Attention:	William L. Warren, Esq.		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary busienss of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenshihp, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.	● Yes ○ No ○ N/A
A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.	

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinenet to Schedule A and all statement made in Schedule A of this application are true, compete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.
2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Space Imaging LLC	A24. Title (Office Held by Person Signing) Mark A. Kling, Vice President & General Counsel
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Space Imaging LLC	A28. Title (Office Held by Person Signing) Mark A. Kling, Vice President & General Counsel
A26. Printed Name of License Transferee / Assignee (Must agree with A15) ORBIMAGE License Corp.	A28. Title (Office Held by Person Signing) William L.Warren, VP & General Counsel

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD–PERM, Paperwork Reduction Project (3060–0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Exhibit F
Response to Item A21
Description of the Transaction/Public Interest Statement

I. DESCRIPTION OF THE TRANSACTION

A. The Earth Imaging Industry/Description of the Parties

Earth imaging systems collect, process and distribute digital imagery of the Earth's land, oceans and atmosphere. Space Imaging, LLC ("Space Imaging") and ORBIMAGE Inc. ("ORBIMAGE"), both U.S.-based earth imaging satellite systems, compete with a number of satellite and aerial providers, both domestic and foreign, to provide imagery of the Earth.

ORBIMAGE is the licensee of the OrbView-3 satellite and three earth stations, which are located in Dulles, VA; Point Barrow, AK; and Fairmont, WV. The FCC licenses these facilities in the Earth Exploration Satellite Service ("EESS"). ORBIMAGE maintains imagery processing facilities in St. Louis, MO and Dulles, VA, as well as customer ground stations for processing and distributing imagery in Seoul, Korea; Tokyo, Japan; and Taipei, Taiwan. ORBIMAGE's customers include the U.S. Federal Government, state and local governments, and friendly foreign governments. It also has a small number of commercial customers, including utilities, oil and gas companies, environmental agencies, foresters, farmers, and fisheries. ORBIMAGE offers its customers feature-driven value-added services that transform sterile images into colorful maps and similar products.

Space Imaging is the licensee of the IKONOS spacecraft and six earth stations, located in Thornton, CO; Norman, OK; Garland, TX; and Fairbanks, AK, that support the

company's EESS business. Space Imaging launched the world's first commercial high-resolution imaging satellite, IKONOS, in 1999. The IKONOS satellite has a limited remaining life span, and is expected to cease operations in the first quarter of 2008.

Space Imaging delivers high-quality geographic information products and decision-making tools to federal defense and intelligence agencies, civil governments and commercial users worldwide through its extensive processing and distribution network. Space Imaging maintains a network of fourteen regional affiliates, thirteen of which can task the IKONOS satellite to collect and download remotely-sensed data and imagery. In addition, Space Imaging maintains an extensive archive of images amassed over its many years of service, and sells nearly half of its images from that archive.

B. The Transaction

On September 15, 2005, Space Imaging entered into an Asset Purchase Agreement with ORBIMAGE Holdings Inc. and ORBIMAGE pursuant to which ORBIMAGE agreed to purchase substantially all of the assets of Space Imaging (the "Proposed Transaction"). Upon consummation of the Proposed Transaction, ORBIMAGE will own and operate Space Imaging's IKONOS satellite and six earth stations, and will acquire Space Imaging's library of archived images, its employment relationships with many of its employees, and its customer base, including a strong network of international relationships.

This application seeks FCC consent for Space Imaging to assign to ORBIMAGE License Corp., a wholly-owned subsidiary of ORBIMAGE, the authorizations identified by the call signs listed on this Form 312, as well as all associated Special Temporary Authorizations