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Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

**Re: IKONOS Satellite System; Space Station Call Sign S2144
Annual Reporting, September 30, 2011 through September 30, 2012
GeoEye License Corp. f/k/a ORBIMAGE License Corp.**

Dear Ms. Dortch:

GeoEye License Corp., a wholly owned subsidiary of GeoEye, Inc. (“GeoEye”), licensee of the OrbView and IKONOS remote-sensing satellite systems, hereby submits this report on the operation of the IKONOS system for the one year period ending September 30, 2012. This report is being filed pursuant to Section 25.210(l) of the Commission’s rules.

I. STATUS OF THE IKONOS SYSTEM

The IKONOS license authorized the launch and operation of two non-geostationary satellite orbit (“NGSO”) satellites in low-Earth orbit in the Earth Exploration Satellite Service (“EESS”). As the Commission is aware, the IKONOS-1 satellite experienced a launch failure during April 1999 when the payload faring failed to separate from the rocket booster and the satellite was lost. On September 24, 1999, Space Imaging launched the IKONOS-2 satellite, which was successfully placed into orbit, and Space Imaging thereafter notified the Commission that the operation of IKONOS-2 satellite (now simply called “IKONOS”) conformed to the terms and conditions of the IKONOS system license. The International Bureau approved the assignment of the IKONOS system license from Space Imaging LLC (“Space Imaging”) to GeoEye on December 28, 2005.¹ The IKONOS satellite continues to function in accordance to system specifications.

During January 2003 the National Geospatial-Intelligence Agency (“NGA”) awarded GeoEye a three-year ClearView² contract to provide IKONOS imagery to NGA and other U.S. Government agencies. On January 6, 2006 NGA exercised its option to extend GeoEye’s ClearView contract for IKONOS imagery for an additional one (1) year term. The ClearView

¹ See *Applications of Space Imaging LLC (Assignor) and ORBIMAGE License Corp. (Assignee) for Approval of the Assignment of FCC Licenses and Authorizations, Held by Space Imaging LLC to ORBIMAGE License Corp.*, Public Notice, IB Docket No. 05-293, DA 05-3291.

² *ClearView contract no. HM1573-04-C-0003*

contract expired January 30, 2007. On September 30, 2004, NGA awarded GeoEye a NextView³ contract with NGA to supply IKONOS and GeoEye-1 imagery and products to NGA and other U.S. Government agencies beginning February 2007. During August 2010 NGA replaced the NextView contract by awarding GeoEye the EnhancedView contract, with one base year and nine 1-year renewal options, to provide GeoEye-1 and some IKONOS imagery and products to NGA and other U.S. Government agencies. On October 5, 2011 NGA exercised its option to extend GeoEye's EnhancedView contract for an additional one (1) year term.

On June 22, 2012 the NGA notified GeoEye that that the NGA will not exercise the 1-year renewal option with GeoEye for the contract year September 1, 2012 through August 31, 2013, but instead elected to renew for three months, from September 1, 2012 through November 30, 2012. Furthermore, on October 31, 2012 the NGA notified GeoEye that the NGA is canceling GeoEye's Service Level Agreement part of the EnhancedView contract. Effective December 1, 2012, GeoEye no longer be provides imagery to the NGA, but continues to provide other services under EnhancedView, including a Web delivery platform service, secure operations and value-added production services.

On July 23, 2012 GeoEye and DigitalGlobe, Inc. announced that the boards of directors of both companies have unanimously approved a definitive merger agreement under which the companies will combine. The combined company will be named DigitalGlobe and will be headquartered in Longmont, Colorado. The transaction, which is expected to be completed during first quarter of 2013, is subject to the satisfaction of customary closing conditions, including the receipt of requisite regulatory approvals and approval from GeoEye and DigitalGlobe shareowners. As such, on August 17, 2012 WorldView LLC filed with the FCC an "Application for Satellite Space and Earth Station Authorizations for Transfer of Control or Assignment" (File Number: SAT-T/C-20120817-00139). The Assignment Application remains pending with the FCC.

GeoEye continues to supply IKONOS imagery and products to NGA under the EnhancedView contract. GeoEye also supplies commercial customers with IKONOS and GeoEye-1 imagery.

II. NON-SCHEDULED OUTAGES

The IKONOS satellite utilizes a wideband transmitter with two 160 megahertz channels for downlink transmission of imagery data to FCC-licensed earth stations in Fairbanks, Alaska; Thornton, Colorado; Norman, Oklahoma; Kiruna, Sweden; and to other earth stations licensed by foreign administrations. The IKONOS anomalies listed in the attached Appendix A occurred during the reporting period.

III. TRANSPONDER UTILIZATION

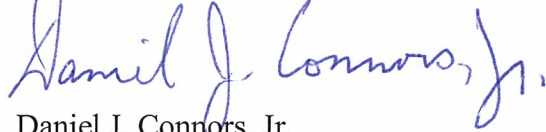
All transponder capacity is used for the internal business purposes of GeoEye to download remote sensing imagery from IKONOS, which GeoEye provides to its customers.

³ *NextView contract no. HM1573-04-3-0001*

IV. TRANSPONDER FUNCTIONING

All transponders are available for service and performing in accordance with the IKONOS FCC authorization.

Respectfully submitted,

A handwritten signature in blue ink that reads "Daniel J. Connors, Jr." The signature is written in a cursive style with a large, stylized initial 'D'.

Daniel J. Connors, Jr.
Vice President and Associate General Counsel
GeoEye Inc.

Appendix A

Summary of IKONOS Anomalies (defined as Safeholds, Processor Resets)

Date Occurred	Subsystem	Anomaly Description & Probable Cause
2012 January 15	Programing	IKONOS entered protective safehold mode. GeoEye restored IKONOS to normal operations within two hours.
2012 June 25	Planning Software	IKONOS entered protective safehold mode due to the slew rate being too short.
2012 December 12, 2011	Reaction Wheel	The IKONOS satellite experienced an anomalous condition with reaction wheel no. 4 causing the satellite to enter protective safehold mode.