



Received & Inspected

DEC 11 2012

FCC Mail Room

**GeoEye**  
2325 Dulles Corner Blvd  
Herndon, VA 20171

703.480.7500  
703.480.4659 fax

[www.geoeye.com](http://www.geoeye.com)

December 10, 2012

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

**Re: OrbView Satellite System, Space Station Call Sign S2348  
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 system, hereby submits this report on the operation of the OrbView system for the one year period ending September 30, 2012. This report is being filed pursuant to Section 25.210(1) of the Commission’s rules.

**I. STATUS OF THE ORBVIEW SYSTEM**

The OrbView license originally authorized the launch and operation of two non-geostationary satellite orbit (“NGSO”) EESS satellites, OrbView-3 and OrbView-4, in low-Earth orbit.<sup>1</sup> As the Commission is aware, OrbView-4 failed to reach its intended orbit and was never put into operation.<sup>2</sup> Conversely, OrbView-3 was successfully launched June 26, 2003 and ORBIMAGE thereafter notified the Commission that the operation of OrbView-3 conformed to the terms and conditions of the OrbView system license.<sup>3</sup> Subsequently, the OrbView license

---

<sup>1</sup> See *Orbital Imaging Corporation*, Order and Authorization, DA 99-353 (rel. Feb. 17, 1999) (File No. SAT-LOA-19980203-00012).

<sup>2</sup> See Letter from Armand Mancini, Executive Vice President and Chief Financial Officer, Orbital Imaging Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission (Jan. 16, 2002) (File No. SAT-LOA-19980203-00012).

<sup>3</sup> See Letter from Daniel J. Connors, Acting General Counsel, Orbital Imaging Corporation, to Marlene H. Dortch, Secretary, Federal Communications Commission (July 3, 2003) (File No. SAT-LOA-19980203-00012).

was modified to authorize the launch and operation of the OrbView-5 NGSO satellite.<sup>4</sup> OrbView-5 (renamed GeoEye-1) was successfully launched September 6, 2008, and commenced commercial operations February 5, 2009.

On May 7, 2007, GeoEye notified the Commission that the remote-sensing camera on board OrbView-3 had permanently failed and ceased to produce usable imagery on March 4, 2007.<sup>5</sup> On January 3, 2011 the Commission Granted GeoEye's request for Special Temporary Authority to de-orbit Orb-View-3<sup>6</sup>. On March 12, 2011 GeoEye successfully de-orbited Orb-View-3 and hence the satellite is no longer operational.

On September 30, 2004, the National Geospatial Intelligence Agency (the "NGA") awarded GeoEye a NextView<sup>7</sup> contract with NGA to supply IKONOS and GeoEye-1 imagery and products to NGA and other U.S. Government agencies. 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

---

<sup>4</sup> See *ORBIMAGE Inc.*, Authorization Modification Order (Jan. 9, 2006) (File No. SAT-MOD-2005051100097).

<sup>5</sup> See Letter from William Warren, Sr. Vice President General Counsel, ORBIMAGE License Corp., to Robert Nelson, Chief, Engineering Branch, Satellite Division, International Bureau, Federal Communications Commission (May 7, 2007) (File No. SAT-MOD-20050511-00097).

<sup>6</sup> De-orbit maneuvers took longer than expected to preform and hence GeoEye submitted two 30-day extension requests of the Special Temporary Authority. The Commission Granted the requests on February 4, 2011 and March 2, 2011.

<sup>7</sup> *NextView contract no. HM1573-04-3-0001*

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.

On April 27, 2012 GeoEye filed an FCC Application for Space and Earth Station Modification ("Modification Application") to add authority to launch and operate the GeoEye-2 space station as part of its non-geostationary-orbit satellite system, Call Sign S2348. The FCC Granted GeoEye's Modification Application on October 10, 2012, and issued a corrected License on November 13, 2012. In addition, the FCC granted Modifications to GeoEye's earth stations on October 18, 2012, authorizing communications between the GeoEye-2 space station and GeoEye's earth stations.

## **II. NON-SCHEDULED OUTAGES**

As noted in Section I above, OrbView-3 satellite imaging operations permanently failed March 4, 2007.

The GeoEye-1 satellite operates in: the X-band centered at 8210 MHz, with a 370 MHz bandwidth for data downlink and with a 150 MHz bandwidth for EESS service; a 128 KHz channel at 2092.6 center frequency for uplink tracking, telemetry and control ("TT&C"); and a 59.7 KHz channel at 8394 MHz center frequency for downlink TT&C. The GeoEye-1 did not experience any anomalies (defined as safeholds and processor resets) during the reporting period.

## **III. TRANSPONDER UTILIZATION**

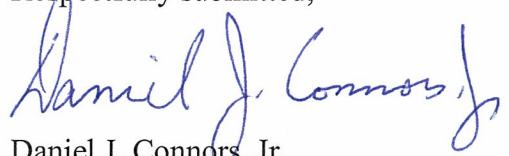
All OrbView system transponder capacity is used to download remote sensing imagery directly to GeoEye or its foreign customers for processing into imagery products. In turn, GeoEye and its foreign customers distribute imagery products to their customers. As noted in Section I above, OrbView-3 satellite imaging operations permanently failed March 4, 2007 and this satellite was de-orbited.

GeoEye-1 satellite imaging commenced commercial operations February 5, 2009 after the successful completion of on-orbit testing. GeoEye-1 downloads remote sensing imagery for distribution to government and commercial customers. As noted in Section I above, effective December 1, 2012 the NGA canceled GeoEye's Service Level Agreement part of the EnhancedView contract.

#### IV. TRANSPONDER FUNCTIONING

The OrbView-3 satellite ceased all imaging operations March 4, 2007. The GeoEye-1 satellite is performing to specification in accordance with its FCC authorization.

Respectfully submitted,

A handwritten signature in blue ink that reads "Daniel J. Connors, Jr." with a stylized flourish at the end.

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