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DEC 19 2005

Federal Communications Commission  
Office of Secretary

December 19, 2005

**VIA COURIER**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

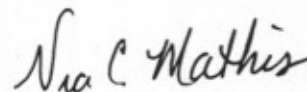
Re: Update to Applications for Assignment of Authorizations from Space  
Imaging to ORBIMAGE  
IB File Nos. SAT-ASG-20051006-00197 and SES-ASG-20051013-01405

Dear Ms. Dortch,

Attached please find a letter from ORBIMAGE License Corp. updating the above referenced applications pursuant to Section 1.65 of the Commission's rules.

Please direct any questions concerning this update to Jim Rogers at (202) 637-2215 or Nia Mathis at (202) 637-2179.

Sincerely,



James F. Rogers  
Nia C. Mathis  
of LATHAM & WATKINS LLP



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Re: Update to Applications for Assignment of Authorizations from Space  
Imaging to ORBIMAGE  
IB File Nos. SAT-ASG-20051006-00197 and SES-ASG-20051013-01405

Dear Ms. Dortch:

ORBIMAGE License Corp. ("ORBIMAGE") hereby files this letter pursuant to Section 1.65 of the rules of the Federal Communications Commission (the "Commission"), 47 C.F.R. § 1.65, to update the above referenced applications (the "Applications") in response to Commission staff inquiries regarding the indirect ownership of ORBIMAGE.

As ORBIMAGE described in the Applications, Harbert Distressed Investment Master Fund, Ltd (the "Master Fund") holds 38.8% of the voting stock of ORBIMAGE Holdings, Inc., the ultimate parent company of ORBIMAGE. The sole investment manager of the Master Fund is HMC Distressed Investment Offshore Manager, LLC, a Delaware limited liability company ("HMC Management"). The managing member of HMC Management is HMC Investors, LLC, also a Delaware limited liability company ("HMC Investors").

The Commission staff has requested that ORBIMAGE provide information on how HMC Investors is controlled and to identify individuals, if any, who have a 10% or greater voting interest in HMC Investors. Based on telephonic advice from representatives of the Master Fund, ORBIMAGE responds that HMC Investors has two members who own greater than 10% voting interests and each of whom, pursuant to the terms of the LLC Agreement, has the power to bind

the company. They are Michael D. Luce and Raymond Harbert. Both are U.S. citizens. Their business address is: One Riverchase Parkway South, Birmingham, AL 35244.

The Commission staff has also requested that ORBIMAGE provide the basis for the statement in footnote 1 of Exhibits B and E to the Applications that it "believes that substantially all of the investors in the Master Fund are domiciled in the U.S." ORBIMAGE notes that the Master Fund, a private fund, is protective of the identity of its investors. The principals of the Master Fund, however, have orally represented to ORBIMAGE, both at the initial filing of the Applications and again in response to this follow-up inquiry, that substantially all of its investors are U.S. persons. ORBIMAGE has no reason to doubt the veracity of the representation and believes that the statement is true.

Please do not hesitate to contact the undersigned should you have any questions on this matter.

Respectfully submitted,



ORBIMAGE LICENSE CORP.

By: **William L. Warren**  
**Vice President & General Counsel**

cc: *(via email)*

Fern Jarmulnek  
JoAnn Lucanik  
Jeanette Spriggs  
Kathleen Campbell  
Raymond G. Bender, Esq.