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

I. INTRODUCTION

DigitalGlobe, Inc. (together with its wholly-owned subsidiary WorldView, LLC,[1] "DigitalGlobe") and GeoEye, Inc. ("GeoEye") (collectively, the "Applicants") respectfully seek the Commission's consent to the transfer of control of GeoEye License Corp. ("GeoEye Licensee") from GeoEye to DigitalGlobe as part of the transfer of control of GeoEye itself to DigitalGlobe (that larger transfer of control being the "Proposed Transaction"). DigitalGlobe and GeoEye both operate U.S.-licensed satellite systems in the earth-exploration satellite service ("EESS"), which do not provide any communications services to third parties, but rather collect, process and distribute digital imagery of the Earth's land, oceans and atmosphere.

As discussed more fully below, the Proposed Transaction will serve the public interest because it will create a stronger and more efficient U.S. provider of earth imagery services with an enhanced ability to provide earth imagery services to commercial and governmental customers. In particular, the Proposed Transaction will enable the combined company to realize important efficiencies and cost savings, allowing it to improve its service offerings by combining the analytics capabilities of GeoEye with DigitalGlobe's larger imagery library and collection abilities. This will better equip the combined company to compete against well-funded and aggressive providers of earth imagery services.

---

[1] As noted below, after the Proposed Transaction, WorldView, LLC will be renamed GeoEye, LLC.

At the same time, the competitive nature of the global earth imagery industry will ensure that the Proposed Transaction will not pose any threat of public interest harm. Both DigitalGlobe and GeoEye currently compete against a number of established providers to provide satellite and aerial earth imagery services to their governmental and commercial customers. Furthermore, competition in the industry is only increasing as a result of both the deployment of new technologies and the increasingly prominent role of aggregators such as Google and Microsoft that provide imagery collected from a wide variety of sources free to customers. These competitors, both established and new, ensure that the Proposed Transaction will not result in any anticompetitive effects or harm to customers.

II. DESCRIPTION OF THE TRANSACTION

A. Description of the Parties

1. DigitalGlobe

DigitalGlobe is a Delaware corporation headquartered in Longmont, CO. The company offers earth imagery products and services that are composed of daily imagery from its high-resolution satellites and an archive of high-resolution digital imagery products featuring more than two billion square kilometers of territory. This imagery is processed and analyzed according to customer specifications, and can be used to produce basic imagery; imagery enhanced with radiometric, geometric and/or topographic data; and mosaic or stereo (3D) imagery compiled from multiple images collected at different times or from different viewpoints. In addition, DigitalGlobe provides imagery analysis products that offer situational awareness of crisis events and support the efforts of first responders and relief agencies throughout the world.

DigitalGlobe offers its products and services to two primary customer segments: defense/intelligence and commercial. Its defense and intelligence customers include various

U.S. federal government agencies and certain foreign governments. Its commercial customers include providers of location-based and mapping services, international civil entities and multinational firms operating in various private-sector industries.

Through its subsidiary DG Consents Sub, Inc., DigitalGlobe holds a single Commission NGSO constellation license pursuant to which it operates its QuickBird-1, WorldView-1 and WorldView-2 satellites. The company also holds two earth station licenses through the same subsidiary, which permit it to operate its facilities in Prudhoe Bay and Fairbanks, AK.[2] All satellite control, image processing and data storage is managed from the company's primary operating facility in Longmont, CO.

DigitalGlobe is financially, technically and legally qualified to control GeoEye and its Commission licenses. DigitalGlobe has been a Commission licensee either directly or through its subsidiaries for over fifteen years, and the company has extensive experience operating earth exploration satellites and earth imagery systems.

2. GeoEye

GeoEye, a Delaware corporation headquartered in Herndon, VA, is a leading commercial provider of earth imagery products. The company operates an integrated system of digital remote sensing satellites, U.S. and international ground stations and sales channels to collect, process and distribute earth imagery products. GeoEye provides its governmental and commercial customers with high-resolution and low-resolution imagery, various imagery-derived products, image processing services and geospatial information services. GeoEye's commercial customers include online mapping providers, geoinformation services operators, oil

[2] DigitalGlobe owns and operates a third ground terminal in Tromso, Norway, and utilizes other ground stations across the world.

and gas firms, environmental agencies and agricultural entities. In addition, GeoEye serves various U.S. government, defense, intelligence and law enforcement agencies including, but not limited to, the Department of Defense, Air Force, Army and the National Geospatial-Intelligence Agency (NGA).

GeoEye originally was formed as a subsidiary of the Orbital Sciences Corporation, and has provided geospatial satellite imaging products and services since 1995. GeoEye presently conducts commercial operations with two earth-imaging satellites: IKONOS, which GeoEye acquired from Space Imaging, LLC in 2006,[3] and GeoEye-1. GeoEye's subsidiary, GeoEye Licensee, holds Commission licenses authorizing the operation of two non-geosynchronous orbit ("NGSO") space station constellations and associated earth station facilities. *See* Attachment 1. Currently, GeoEye, through its subsidiaries, operates the GeoEye-1 and IKONOS spacecraft pursuant to such authority,[4] and has a pending application for authority to launch and operate an additional EESS spacecraft (GeoEye-2).[5] GeoEye Licensee also holds earth station licenses associated with several earth stations, including those located in Thornton, CO; Dulles, VA; Point Barrow, AK; and Fairbanks, AK.[6] GeoEye maintains a mission control center in Herndon, VA where satellite operations and information services are managed, and an alternative mission

---

3 *See* IBFS File No. SAT-ASG-20051006-00197 (authorization granted Dec. 28, 2005; consummated Jan. 10, 2006).

4 *See* IBFS File Nos. SAT-MOD-19980612-00052 (S2144, IKONOS); SAT-MOD-2005051-00097 (S2348, GeoEye-1).

5 *See* IBFS File No. SAT-MOD-20120427-00079.

6 GeoEye operates additional earth stations outside of the U.S. in Scandinavia and Antarctica.

control center in Thornton, CO. In addition, the company operates imagery processing facilities in St. Louis, MO and Thornton, CO, and an analytics facility in McLean, VA.

B. The Proposed Transaction

On July 22, 2012, DigitalGlobe and GeoEye entered into an Agreement and Plan of Merger pursuant to which 20/20 Acquisition Sub, Inc. ("20/20 Sub"), a wholly owned subsidiary of DigitalGlobe, will be merged with and into GeoEye, with GeoEye as the surviving corporation. Immediately after this initial merger, GeoEye (as the surviving corporation) will be merged with and into WorldView, LLC, another wholly owned subsidiary of Digital Globe, Inc., with WorldView, LLC as the surviving limited liability company. WorldView, LLC will then be renamed GeoEye, LLC. Upon consummation of the Proposed Transaction, GeoEye will operate as a wholly owned subsidiary of DigitalGlobe, and GeoEye Licensee will operate as a wholly owned indirect subsidiary of DigitalGlobe.

At closing, each share of GeoEye common stock will be converted into the right to receive, at the shareholder's election and subject to proration if necessary, (i) $20.27 in cash, (ii) 1.425 shares of DigitalGlobe common stock or (iii) $4.10 in cash and 1.137 shares of DigitalGlobe common stock. Stockholders that select all cash or all stock will be prorated, if necessary, to maintain an aggregate consideration mix reflecting the ratio of 1.137 shares of DigitalGlobe common stock and $4.10 per share in cash. Upon completion of the Proposed Transaction, DigitalGlobe shareowners are expected to own approximately 64 percent and GeoEye shareowners are expected to own approximately 36 percent of the combined company.

Upon consummation of the contemplated transaction, DigitalGlobe will ultimately own and operate GeoEye's satellites and earth stations. It will also acquire GeoEye's library of

archived images, its employment relationships with certain employees, and its strong customer base and network of international relationships.

III. PUBLIC INTEREST ANALYSIS

Section 310(d) of the Communications Act of 1934, as amended (the "Act"), provides that the Commission may authorize the transfer of control of a Commission licensee only if such transfer would serve the "public interest, convenience, and necessity."[7] In evaluating proposed transactions, the Commission weighs any potential public interest harms against any potential public interest benefits.[8] The Commission's analysis is "informed by but not limited to traditional antitrust principles."[9] As such, it extends beyond reviewing potential harms to competition and assesses the potential for improvements in "the quality of communications services" and "the provision of new or additional services . . . ."[10] The Commission may also consider "technological and market changes as well as trends within the communications industry" in analyzing the potential impacts of a transaction.[11]

Under these analytic principles, the Applicants respectfully submit that the Proposed Transaction will serve the public interest because it will enable the combined entity to achieve

---

7 47 U.S.C. § 310(d).

8 *See Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4248, ¶ 23 (2011) ("Comcast-NBCU Order"); *Applications for Consent to the Transfer of Control of Licenses, XM Satellite Radio Holdings Inc., Transferor, to Sirius Satellite Radio Inc., Transferee*, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348, 12365, ¶ 32 (2008) ("Sirius-XM Order").

9 Comcast-NBCU Order at 4248, ¶ 23; s*ee also* Sirius-XM Order at 12365, ¶ 31.

10 Comcast-NBCU Order at 4248, ¶¶ 23-24; s*ee also* Sirius-XM Order at 12364-66, ¶¶ 31-32.

11 Comcast-NBCU Order at 4248, ¶ 23; s*ee also* Sirius-XM Order at 12365, ¶ 31.

significant synergies and cost savings, allowing it to improve its service offerings through more robust satellite operations and increased research and development activities. In this way, the Proposed Transaction will create a stronger, more capable domestic provider of earth imagery services that can maintain U.S. leadership in the earth imagery industry.

The Proposed Transaction will achieve these benefits without resulting in any competitive harm. As discussed below, DigitalGlobe and GeoEye operate in a highly competitive and global industry in which a number of satellite and aerial providers, both domestic and foreign, provide earth imagery services. These domestic and foreign competitors include other commercial satellite imaging systems, aerial imaging systems and satellite systems operated by foreign governments that sell their imagery products commercially. In addition, a number of recent and planned entrants to the marketplace offer or plan to offer additional imagery products based on new technologies. The presence of these other industry competitors, especially well-funded foreign providers, ensures that the combination of DigitalGlobe and GeoEye will not result in any anticompetitive effects or customer harms.

IV. THE COMMISSION SHOULD ANALYZE THE PROPOSED TRANSACTION WITHIN THE MARKET FOR GLOBAL EARTH IMAGERY SERVICES

A. The Market for Global Earth Imagery Services Is Highly Competitive

As the International Bureau previously has determined, EESS providers (such as the Applicants) operate in the earth imagery industry, which is a global industry in which a variety of domestic and international firms compete to collect and process earth images taken from satellites or aerial vehicles.[12] The recent entry of additional domestic and foreign competitors,

---

[12] *See* Applications of Space Imaging LLC (Assignor) and ORBIMAGE License Corp (Assignee) for Approval of the Assignment of FCC Licenses and Authorizations Held by *(cont'd)*

coupled with the introduction of new technologies and services, bolsters the Bureau's prior determination regarding the global and vibrantly competitive nature of the industry. Indeed, DigitalGlobe and GeoEye today compete against satellite firms, aerial imagery firms and others that collect and process images across national boundaries,[13] as well as aggregators who collect and redistribute imagery from a wide range of disparate sources. Those providers serve customers ranging from the U.S. and foreign governments to commercial firms worldwide, making earth imaging systems a true global market.

A key characteristic of the earth imagery industry is the substitutability of the products offered by competitors.[14] Most consumers of earth imagery can easily substitute between satellite and aerial imagery or between U.S. and foreign satellite imagery. Some customers may select aerial imagery because it can be sold at resolutions that exceed the 0.5 meter resolution restriction placed on commercial satellite imagery. With limited exceptions, providers are not barred from offering imagery to any potential customer. Indeed, many providers both large and small offer their imagery products for sale online, so substitutes are easily accessible to potential

---

(cont'd from previous page)

Space Imaging LLC to ORBIMAGE License Corp., *Public Notice – Authorizations Granted*, 20 FCC Rcd 20319 (Dec. 28, 2005) ("Space Imaging/ORBIMAGE Grant").

13 *See* BCC RESEARCH, REMOTE SENSING TECHNOLOGIES AND GLOBAL MARKETS, at 13 (2011) (defining the industry as encompassing four remote sensing platforms: space-based, airborne, terrestrial, and aquatic).

14 As the Commission has concluded, demand substitution factors are an important part of market definition. *See* Sirius-XM Order at 12367-68, ¶¶ 37 (wherein the Commission noted that "when one product is a reasonable substitute for the other in the eyes of a sufficiently large number of consumers, it is included in the relevant product market even though the products themselves are not identical."). *See also* U.S. Department of Justice and the Federal Trade Commission, Horizontal Merger Guidelines (Aug. 19, 2010), at § 4, *available at* http://www.justice.gov/atr/public/guidelines/hmg-2010.html.

customers.[15] The substitutability of aerial and foreign satellite imagery for the imagery produced by DigitalGlobe and GeoEye is not limited to the commercial market for their products. The U.S. government, a major customer of both Applicants, also purchases imagery from some of these alternative providers.[16]

B. The Participation of U.S. Satellite Imagery Providers Within the Global Earth Imagery Services Marketplace Has Been Encouraged by the U.S. Government

In analyzing the Proposed Transaction, the Commission should recognize that the U.S. commercial earth imaging satellite industry has been and continues to be profoundly shaped by the actions and policies of the U.S. government. For nearly twenty years, the U.S. government has clearly stated that imagery products must continue to be produced domestically in order to secure vital national interests.[17] A significant percentage of revenues for both DigitalGlobe and GeoEye are derived from U.S. governmental business. The industry is also closely regulated

---

15 *See How to Buy: Astrium GeoInformation Services*, Astrium, *available at* http://www.astrium-geo.com/en/79-how-to-buy (last visited July 12, 2012) ("Our range of web tools allows you to order or purchase imagery directly online."); *Buy Imagery Now On-line*, Eagle Aerial Imaging, *available at* http://www.eagleaerial.com/buy-online (last visited July 12, 2012) (describing how to register with company portal provider).

16 Elizabeth Book, *Non-U.S. Firms Provide Niche Imagery Products*, NATIONAL DEFENSE MAGAZINE (May 2003), *available at* http://www.nationaldefensemagazine.org/archive/2003/May/Pages/Non-US3877.aspx ("International satellite-imagery providers Imagesat and Spot have emerged as the top non-American commercial suppliers of remote-sensing data to the U.S. military.").

17 *See Presidential Decision Directive/National Security Council (NSC) NSC-23, U.S. Policy on Foreign Access to Remote Sensing Space Capabilities*, FEDERATION OF AMERICAN SCIENTISTS (Mar. 9, 1994), *available at:* http://www.fas.org/irp/offdocs/pdd/pdd-23.pdf. *See also U.S. Commercial Remote Sensing Space Policy Fact Sheet* WHITE.HOUSE.GOV (Apr. 25, 2003) (the "U.S. Space Imaging Policy"), *available at* http://www.whitehouse.gov/files/documents/ostp/press_release_files/fact_sheet_commercial_remote_sensing_policy_april_25_2003.pdf (last visited July 12, 2012).

through both its defense and intelligence contract requirements and an independent licensing system administered by the National Oceanic and Atmospheric Administration.

One of the Applicants' primary customers within the U.S. government has been the National Geospatial-Intelligence Agency, an agency of the Department of Defense, which has historically encouraged both DigitalGlobe and GeoEye to continue to build and launch increasingly more advanced imaging satellites. Due to uncertainties surrounding the defense budget for the coming year, however, NGA is not expected to fund earth imaging systems at historic levels. In a pair of letters sent to GeoEye in June 2012, NGA elected not to guarantee GeoEye continued funding for its existing imagery products under its current service level agreement beyond November 2012, and declined to reimburse GeoEye for costs related to the construction of its next-generation satellite beyond those covered by monies already set aside.[18] The Commission should evaluate the Proposed Transaction in light of these circumstances and the U.S. government's past and present role in the industry.

V. THE PROPOSED TRANSACTION WILL BENEFIT THE PUBLIC INTEREST BY CREATING EFFICIENCIES, IMPROVING SERVICES TO CUSTOMERS, ENHANCING THE AVAILABILITY OF NEW AND BETTER SERVICES TO CONSUMERS, AND ADVANCING IMPORTANT U.S. POLICY INTERESTS

A. The Proposed Transaction Will Create Significant Efficiencies and Customer Savings

The Proposed Transaction offers an opportunity for the combined company to achieve significant economies of scale, operational efficiencies and cost savings as a result of the integration of the DigitalGlobe and GeoEye satellite fleets and related systems. For example, the

---

[18] Peter B. de Selding, *NGA Letters Cast Cloud Over GeoEye's EnhancedView Funding*, SPACE NEWS, June 23, 2012, *available at* http://www.spacenews.com/military/120623-nga-casts-uncertainty-over-enhancedview-payments-geoeye.html.

Proposed Transaction will enable the provision of a common service platform to customers and the combination of each Applicant's networks and systems. As the Commission is well aware, there are significant costs associated with satellite fleet operations, including those related to ground infrastructure and extensive command and control systems. A large portion of these costs is fixed, and does not vary based on the number of operational satellites. The merger of DigitalGlobe and GeoEye thus will permit the elimination of redundant infrastructure and overhead, resulting in significant cost savings and synergies. The Proposed Transaction also will enhance the ability of the combined company to access capital at significantly lower costs—a significant consideration given the capital-intensive nature of the satellite industry. These efficiencies and lower costs will benefit customers in the form of reduced prices and enhanced services.

B. The Proposed Transaction Will Allow the Combined Company to Improve and Enhance its Range of Services

The Proposed Transaction promises significant service benefits to current and future customers because it will enable the combined company to invest in technological and service innovations that will create substantial ongoing value. By operating the Applicants' two satellite fleets as a single, integrated constellation, the combined company will be able to optimize future flight paths, shortening time-to-delivery for data orders by ensuring fewer and shorter gaps in refresh coverage. In addition, the combined entity will be able to offer its customers greater capacity for combining advanced technical features, such as those made available by the WorldView constellation, with value-added services, such as the advanced mapping and analytics currently supplied by GeoEye. Absent the Proposed Transaction, customers wanting to take advantage of both services and the advanced technical features of the WorldView

constellation would not be able to obtain these advanced imagery and analysis services in integrated form from a single provider. In short, customers will benefit directly from new and enhanced earth imagery services made possible by the integration of the firms' combined satellite fleets with GeoEye's advanced mapping and analytics capabilities.

C. By Facilitating the Applicants' Ability to Provide Enhanced Earth Imagery Services, the Proposed Transaction Also Will Facilitate the Growth of Location-Based Services and Improve the Consumer LBS Experience

The Proposed Transaction also will enhance the provision of location-based services ("LBS"), which will spur the growth of the LBS application market and bring new and exciting earth imagery services directly to consumers. LBS providers are an increasingly important part of the mobile ecosystem, and digital imagery has become an important input to the LBS industry.[19]

By bringing together DigitalGlobe's experience in this marketplace with GeoEye's high-resolution imagery and analysis products, the Proposed Transaction will result in newer and better imagery solutions, which can then be integrated into consumer LBS products. Moreover, by leveraging the satellite imagery produced by both Applicants' constellations, the combined company will be able to bring the same new services outlined above to bear in the creation of improved imagery products for the LBS market. This, in turn, will further spur the growth of LBS software and applications, benefiting consumers and the public interest.

---

[19] STEVE BOCHINGER (ED.), A EUROCONSULT RESEARCH REPORT: SATELLITE-BASED EARTH OBSERVATION MARKET PROSPECTS TO 2020, at 172-74 (2011) ("SATELLITE MARKET PROSPECTS").

D. The Proposed Transaction Will Promote Important U.S. Policy Goals

For nearly two decades, the U.S. government has endeavored to maintain U.S. leadership in the global earth imagery industry. The Proposed Transaction will further these efforts by creating a strong and stable U.S. provider of high-resolution earth imagery services. The U.S. Space Imaging Policy notes that "[v]ital national security, foreign policy, economic, and civil interests depend on the United States[']ability to remotely sense Earth from space."[20] That policy statement also observes that "[c]reating a robust U.S. commercial remote sensing industry requires enhancing the international competitiveness of the industry."[21]

The Proposed Transaction will create a combined company that is better able to meet current and expected customer demand for such earth imagery services—particularly in light of recently announced reductions in governmental funding for commercial earth imagery services. The Proposed Transaction will also achieve important policy objectives by better positioning the combined company to compete more effectively in the global marketplace, especially against well-funded foreign operators. In doing so, the Proposed Transaction will help to maintain U.S. leadership in the earth imagery industry.

VI. THE PROPOSED TRANSACTION WILL NOT HARM COMPETITION OR CUSTOMERS

A. The Global Earth Imagery Services Industry Features Many Strong Competitors and Expected New Entrants

As noted above, the global market for satellite and aerial global earth imagery services is highly competitive. The Applicants currently compete against numerous domestic and foreign

---

20 U.S. Space Imaging Policy, at 2.

21 *Id.* at 3.

imagery providers serving a variety of customers, including the U.S. and foreign governments, domestic and multinational commercial firms and other non-governmental entities.

1. Existing Satellite Imagery Providers

The Applicants' existing governmental and commercial customers are able to obtain satellite imagery products from a number of existing competitors. A number of commercial operators, such as Astrium GEO-Information Services, ImageSat International, RapidEye and RADARSAT International, offer products akin to those provided by the Applicants to a global clientele. Many governmental providers of imagery services also offer their services on the commercial market, competing directly with the commercial firms. These providers include the Indian Space Research Organization, through its Cartosat-2 satellite, and the National Space Organization of Taiwan, through its FORMOSAT-2 satellite. Finally, aggregators, including Google and Microsoft, compete to provide earth imagery from a wide range of sources, including governmental and commercial satellites, aerial providers, and other earth imagery services. These aggregators sell both imagery and imagery-related products and services to both governmental and commercial customers.

Satellite imagery providers, including DigitalGlobe and GeoEye, also face significant competition for commercial and governmental customers from providers of aerial imagery services. Aerial imagery increasingly serves as a substitute for satellite imagery, and customers easily can, and often do, substitute between satellite and aerial imagery products. Aerial imagery products can provide benefits over satellite imagery, such as superior resolution and reduced cloud occlusion. The capital investment required for aerial imagery services also is quite low, especially in comparison to the costs related to offering satellite imagery services.

In light of the low barriers to entry and the increasing customer demand for aerial imagery products and services, a number of domestic and foreign operators are deploying the vehicles and systems necessary to offer robust aerial imagery services. These competitors are positioned to effectively compete against the more established satellite imagery providers. In addition to commercial operators, the U.S. government is escalating its deployment of aerial imagery vehicles and systems. In fact, some industry analysts have determined that the U.S. government's acceptance of its own aerial imagery products portends its broad acceptance of commercial aerial imagery products and services.

2. New Commercial Entrants

Beyond these existing satellite and aerial imagery operators, alternative imagery service options are poised to greatly expand in the very near future. Together, commercial operators and governments combined to launch 140 earth observation satellites over the last decade, and the number is expected to grow.[22] New entrants include Skybox Imaging ("Skybox"), a California start-up backed by seasoned venture capital firms, and DMC International Imaging, Ltd. ("DMCii"), a British company established to operate the Disaster Monitoring Constellation. Both Skybox and DMCii have announced new constellations of satellites that will produce imagery available to both governmental and commercial customers, scheduled for initial launch in 2013 and 2014, respectively.[23] Existing satellite operators in other industry sectors may also

---

22 SATELLITE MARKET PROSPECTS, at 3.

23 *Id.* at 95-96.

enter the earth imagery industry; the U.S.-based mobile satellite system operator Iridium has announced a plan to host imaging payloads on its next-generation constellation.[24]

This trend is likely to continue, in part, because of recent advances in technology. Skybox, for example, plans to launch between 12 and 24 imaging microsatellites, with each satellite costing significantly less to develop and build than traditional satellites. By taking advantage of new, lower-cost technological platforms, new entrants may be able to provide similar products to those offered by existing earth imagery services providers at a fraction of the cost. Finally, increasing demand for imagery is likely to spur additional entrants to join the market. As noted above, many LBS applications bundle imagery into their products. As the market for those services expands, so too will the market for earth imagery services.

B. The Proposed Transaction Will Not Harm Customers

The highly competitive nature of the global earth imagery industry ensures that the Proposed Transaction will not harm customers. Many of the Applicants' commercial customers are multinational firms with the ability to source imagery services from any of the sizeable number of established domestic and foreign satellite imagery providers discussed above. These customers can also obtain substitute imagery services from providers of aerial imagery services. The introduction of newer technologies and the expected entry of additional competitors in the industry ensure that commercial customers will continue to have a broad variety of competitive and technological options to meet their imagery needs.

Like commercial customers, the Applicants' governmental customers also are able to source imagery products from the many competitors and technological options currently

---

[24] *Id.* at 97.

available in the marketplace. Unlike most commercial customers, however, governmental customers also can (and do) in-source some or all of their imagery needs. Indeed, governmental customers can rely on the U.S. government's own extensive fleet of optical imaging satellites to meet some or all of their imagery needs. Given that DigitalGlobe and GeoEye do not manufacture their own satellites, governmental customers could also purchase additional imaging satellites directly from the commercial providers' manufacturers (including Lockheed Martin, Orbital Science and Ball Aerospace) in the event that those customers decide to self-provision the services currently offered by the commercial firms. In addition, the government could rely more heavily on its reconnaissance aircraft and unmanned aerial vehicles. Finally, because of its sizeable purchasing power, the U.S. government could sponsor entry by new firms or expand or reposition existing firms to provide satellite or aerial imagery.[25] As a result, governmental customers are well-equipped to ensure that the current highly competitive marketplace for earth imagery products remains competitive into the foreseeable future.

VII. TREATMENT OF PENDING APPLICATIONS

In addition to the licenses and authorizations identified in Attachment 1, GeoEye Licensee has various applications and petitions pending before the Commission, and prior to grant of this application or consummation of the Proposed Transaction, GeoEye and its subsidiaries may file additional applications or petitions, or have currently pending applications or petitions granted. The Applicants therefore ask that the grant of this application include

---

[25] DigitalGlobe itself provides clear precedent for governmental sponsorship of an entirely new satellite imagery entrant. In the early 1990s, DigitalGlobe was a small start-up firm that was able to fund its capital-intensive development and become a full-fledged satellite imagery competitor in large part because it was able to obtain purchase commitments from the U.S. government.

authority for GeoEye to transfer to DigitalGlobe not only the authorizations identified in Attachment 1, but also: (i) all licenses and authorizations issued or assigned to GeoEye or any of its subsidiaries during the pendency of the Applications and prior to the consummation of any approved transaction and (ii) all GeoEye applications pending at the time of consummation of the Proposed Transaction.

VIII. CONCLUSION

For all of the foregoing reasons, the Proposed Transaction will serve the public interest, convenience, and necessity. Accordingly, the Applicants respectfully request that the Commission grant the instant Application expeditiously.

Appendix 1

FCC Licenses Held by GeoEye to be Transferred to DigitalGlobe

FCC LICENSES HELD BY GEOEYE TO BE TRANSFERRED TO DIGITALGLOBE			
Licensed Facility	**License**	**Status**	**Expiration Date**
IKONOS Satellite (IKONOS Constellation)	S2144	Active	Dec. 14, 2014
GeoEye-1 Satellite (OrbView Constellation)	S2348	Active	Sep. 5, 2023
Fairbanks, AK Earth Station	E970270	Active	Oct. 3, 2022
Thornton, CO Earth Station	E970271	Active	Oct. 3, 2022
Dulles, VA Earth Station	E980375	Active	Apr. 15, 2024
Barrow, AK Earth Station	E980376	Active	Apr. 15, 2024