

Exhibit B
Response to Item 40
Ownership and Control of the Combined Company, Post-Transaction

On July 22, 2012, DigitalGlobe, Inc. (“DigitalGlobe”) and GeoEye, Inc. (“GeoEye”) entered into an Agreement and Plan of Merger (“Merger Agreement”). GeoEye is the ultimate parent of GeoEye License Corp. (“GeoEye Licensee”), which is the entity that holds the FCC licenses that are the subject of the instant application.

As the final step of the transactions contemplated under the Merger Agreement, GeoEye will be merged with and into WorldView, LLC (“WorldView”), a wholly-owned direct subsidiary of DigitalGlobe, with WorldView surviving. WorldView will operate as a wholly-owned direct subsidiary of DigitalGlobe, which will then in turn control the FCC licenses that will continue to be held by GeoEye Licensee. At closing, DigitalGlobe stockholders are expected to own approximately 64 percent and GeoEye stockholders are expected to own approximately 36 percent of the combined company.

Part 1: Ten Percent Stockholders

As explained in the Public Interest Statement provided as Exhibit F to the instant Application, at closing each share of GeoEye common stock will be converted into the right to receive, at the shareholder’s election: (i) cash; (ii) DigitalGlobe common stock; or (iii) a combination of cash and DigitalGlobe stock. Because such elections have not yet been made, the Applicants cannot yet determine which individuals and entities will hold more than ten percent of the shares of the combined company following the consummation of the Proposed Transaction. However, the Applicants anticipate that these individuals and entities will be a subset of those individuals and entities currently holding equity or voting interests of ten percent or more in *either* DigitalGlobe *or* GeoEye. These individuals and entities are listed on Table 1 of each of the two Appendixes that follow.

Part 2: Officers

The Chief Executive Officer of the combined company will be Jeffrey R. Tarr:

Jeffrey R. Tarr
President and Chief Executive Officer
DigitalGlobe, Inc.
1601 Dry Creek Dr.
Suite 260
Longmont, CO 80503
Telephone: (303) 684-4000
Citizenship: U.S.

The other senior officers of the combined company have yet to be determined. The senior officers of each of DigitalGlobe and GeoEye as currently constituted are listed on Table 2 of each of the two Appendixes that follow.

Part 3: Directors

The Chairman of the Board of the combined company will be General Howell M. Estes III:

General Howell M. Estes III
Chairman of the Board of Directors
DigitalGlobe, Inc.
1601 Dry Creek Dr.
Suite 260
Longmont, CO 80503
Telephone: (303) 684-4000
Citizenship: U.S.

The remaining directors of the combined company have yet to be determined. Pursuant to the Merger Agreement, the board of the combined company will be comprised of (i) six members from the existing board of DigitalGlobe and (ii) four members from the existing board of GeoEye, of which one will be an appointee from Cerberus Capital Management, L.P., GeoEye's largest stockholder. The current directors of each of DigitalGlobe and GeoEye as presently constituted are listed on Table 3 of each of the two Appendixes that follow.

**Exhibit B, Appendix 1
 Ownership and Control of DigitalGlobe, Pre-Transaction**

The Applicant, WorldView, LLC, a Delaware limited liability company, is a wholly-owned subsidiary of DigitalGlobe, Inc., a Delaware corporation. As of June 30, 2012, the persons holding ten percent or more of the voting stock of DigitalGlobe, Inc. were as follows:

**TABLE 1
 TEN PERCENT STOCKHOLDERS**

Name	Address	Percentage Held	Citizenship
Morgan Stanley	1585 Broadway New York, NY 10036	16.0% ¹	United States
Wellington Capital Management	280 Congress St. Boston, MA 02210	13.6%	United States

The names and addresses of the officers of DigitalGlobe are as follows:

**TABLE 2
 SENIOR OFFICERS**

Name	Title	Address	Citizenship
Jeffrey R. Tarr	President and Chief Executive Officer	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Yancey L. Spruill	Executive Vice President, Chief Financial Officer and Treasurer	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Dr. Walter S. Scott	Executive Vice President, Chief Technical Officer and Founder	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Timothy M. Hascall	Executive Vice President, Operations and Customer Experience	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States

¹ Includes shares directly owned by Morgan Stanley's indirect wholly-owned subsidiary, Morgan Stanley Principal Investments, Inc.

TABLE 2
SENIOR OFFICERS

Name	Title	Address	Citizenship
Scott M. Hicar	Senior Vice President and Chief Information Officer	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Daniel L. Jablonsky	Senior Vice President and General Counsel	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Jeffrey S. Kerridge	Senior Vice President and General Manager of Defense and Intelligence	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Amy Shapero	Senior Vice President, Strategy and Corporate Development	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Marcy Steinke	Senior Vice President, Government Relations	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Bert Turner	Senior Vice President, Sales	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Grover N. Wray	Senior Vice President and Chief Human Resource Officer	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States

The names and addresses of the directors of DigitalGlobe are as follows:

TABLE 3
DIRECTORS

Name	Title	Address	Citizenship
Gen. Howell M. Estes III	Chairman of the Board of Directors	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Paul M. Albert, Jr.	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Nick S. Cyprus	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Warren C. Jenson	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Alden Munson, Jr.	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Jeffrey R. Tarr	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Kimberly Till	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
James M. Whitehurst	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States
Eddy Zervigon	Director	1601 Dry Creek Dr. Suite 260 Longmont, CO 80503	United States

**Exhibit B, Appendix 2
 Ownership and Control of GeoEye, Pre-Transaction**

GeoEye License Corp. (“GeoEye Licensee”), a Delaware corporation, is a wholly-owned subsidiary of GeoEye Imagery Collection Systems, Inc. (“GeoEye Imagery”), also a Delaware corporation. GeoEye Imagery, in turn, is a wholly owned subsidiary of GeoEye, Inc. (“GeoEye”). While GeoEye will be merged with and into WorldView, LLC as part of the Merger Agreement, its subsidiaries, including GeoEye Licensee, will remain unchanged. As of August 9,² 2012, the persons holding ten percent or more of the voting stock (common stock) of GeoEye were as follows:

**TABLE 1
 TEN PERCENT STOCKHOLDERS**

Name	Address	Percentage Held	Citizenship
Stephen Feinberg	229 Park Avenue 22 nd Floor New York, NY 10171	21.20% ³	United States
Fidelity Management & Research Company	82 Devonshire St. Boston, MA 02109	14.77%	United States
Guggenheim Capital	227 West Monroe Suite 4900 Chicago, IL 60606	12.08%	United States
Security Investors LLC	One Security Benefit Place Topeka, KS 66636	12.08%	United States

² Includes ownership information filed with the SEC through August 9, 2012. Calculated based on shares outstanding as of August 2, 2012 and as reported on GeoEye’s Form 10-Q filed with the SEC on August 7, 2012.

³ Includes reportable securities held by Cerberus Partners II, L.P., a Delaware limited partnership, Cerberus Series IV Holdings, LLC, a Delaware limited liability company and Cerberus Partners, L.P., a Delaware limited partnership.

The names and addresses of the officers of GeoEye are as follows:

**TABLE 2
 OFFICERS**

Name	Title	Address	Citizenship
Matthew M. O'Connell	President and Chief Executive Officer	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
William Schuster	Chief Operating Officer	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Joseph F. Greeves	Executive Vice President and Chief Financial Officer	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
William L. Warren	Executive Vice President, General Counsel and Corporate Secretary	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Brian O'Toole	Chief Technology Officer	2325 Dulles Corner Boulevard Herndon, VA 20171	United States

The names and addresses of the directors of GeoEye are as follows:

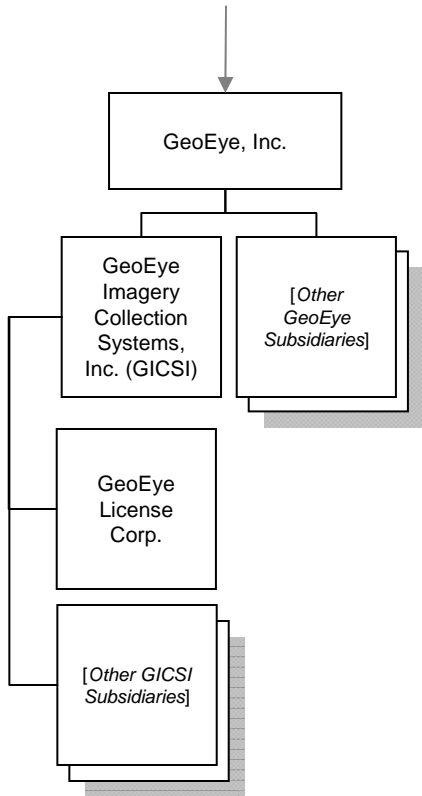
**TABLE 3
 DIRECTORS**

Name	Title	Address	Citizenship
Lt. Gen. James A. Abrahamson (Ret.)	Chairman of the Board of Directors	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Joseph M. Ahearn	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Gen. Michael P. C. Carns (Ret.)	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Martin C. Faga	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Michael F. Horn, Sr.	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Lawrence A. Hough	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States

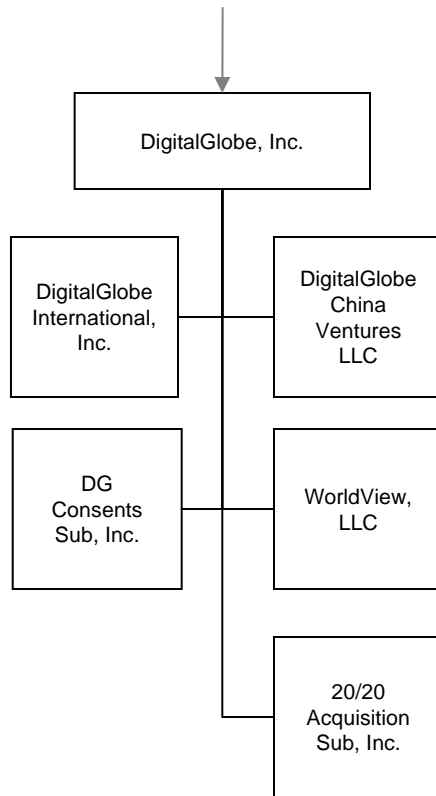
TABLE 3
DIRECTORS
Name

Name	Title	Address	Citizenship
Roberta E. Lenczowski	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Matthew M. O'Connell	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
James M. Simon, Jr.	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States
Robert G. Warden	Director	2325 Dulles Corner Boulevard Herndon, VA 20171	United States

GeoEye and Subsidiaries (Present)



DigitalGlobe and Subsidiaries (Present)



DigitalGlobe and Subsidiaries (After the Proposed Transaction)

