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October 30, 2003

BY HAND

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, N.W.
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: **Minor Amendment to Application for FCC Consent to
Transfer of Control of OrbView-3 Earth Station Licenses**

Dear Ms. Dortch:

On September 24, 2003, Orbital Imaging Corporation ("ORBIMAGE" or the "Company") filed an application (the "Application") with the Federal Communications Commission (the "FCC") for consent to the assignment and transfer of control of ORBIMAGE's OrbView-3 earth station licenses, file number SES-T/C-20030924-01416, from Orbital Imaging Corporation, debtor-in-possession to reorganized ORBIMAGE, Inc. ("Reorganized ORBIMAGE").¹

As ORBIMAGE advised the Commission in the Application, it was unable to determine with precision the identity of all of the parties who were expected to be holders of 10% or more of its voting securities as of the consummation of the Company's plan of reorganization under Chapter 11 of the Bankruptcy Code (the "Plan"), but it had created a preliminary list based on information available to it and it had obtained an order from the Bankruptcy Court that compelled all holders of 5% or more of its bonds (which are to be converted into voting equity of Reorganized ORBIMAGE upon consummation of the plan of reorganization) to identify themselves to ORBIMAGE. Late last week, ORBIMAGE received notification from a number of such holders, and has compared that list against the list of 10% holders previously furnished to the Commission.

¹ Concurrently herewith, ORBIMAGE also is filing a minor amendment to its application requesting the Commission's consent to the assignment and transfer of control of ORBIMAGE's OrbView-3 space station license (File No. SAT-T/C-20030924-00304).

On the basis of that information, ORBIMAGE hereby advises the Commission that the only changes from the list of 10% holders previously furnished to the Commission are as follows:

(i) GMAN Investment Funds Trust has reduced its holdings from 18.02% to 11.30%, and

(ii) Harbert Funds is no longer a 10% holder. No new 10% holders were disclosed as a result of the Bankruptcy Court order.

In addition, on October 24, 2003, the Bankruptcy Court confirmed ORBIMAGE's Plan. ORBIMAGE has not yet received from the Creditors' Committee the names of the four individuals who will be added to the Board of Directors of Reorganized ORBIMAGE as of the effective date of the Plan. ORBIMAGE expects to file this information with the Commission shortly.

Except as discussed above, all other information previously provided to the Commission in connection with the Application remains unchanged as of the date hereof.

This amendment is minor in nature, and ORBIMAGE once again respectfully requests that the Commission approve the Application as soon as possible and in any event no later than November 24, 2003.

Thank you for your assistance with this request, and please contact Dan Connors of my office (703-480-7500) or James F. Rogers of Latham & Watkins (202-637-2215) if you have any questions about it.

Very truly yours,

ORBITAL IMAGING CORPORATION

By: 

Armand D. Mancini
Executive Vice President &
Chief Financial Officer