

GHL Acquisition Corp.  
Form PRER14A  
August 27, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to § 240.14a-12

GHL ACQUISITION CORP.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\$8.92 per share of GHQ common stock based on the average of the high and low prices reported on the NYSE Alternext U.S. on \_\_\_\_\_

(4) Proposed maximum aggregate value of transaction:

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(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)

Amount previously paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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GHL ACQUISITION CORP.  
300 Park Avenue, 23rd Floor  
New York, NY 10022

August 31, 2009

Dear Stockholder:

You are cordially invited to attend a special meeting of the stockholders of GHL Acquisition Corp. (“GHQ”) relating to our proposed acquisition of Iridium Holdings LLC (“Iridium Holdings”). The special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

At the special meeting, you will be asked to consider and vote upon the following proposals:

1. to approve our acquisition of Iridium Holdings (the “acquisition”) pursuant to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers listed on the signature pages thereof, as amended on April 28, 2009 (the “transaction agreement”), and the related transactions contemplated by the transaction agreement (the “acquisition proposal”);
2. to approve an amended and restated certificate of incorporation for GHQ (the “proposed certificate”), to be effective upon completion of the acquisition (the “certificate proposal”), to, among other things:
  - change our name to “Iridium Communications Inc.”;
  - permit our continued existence after February 14, 2010;
  - increase the number of our authorized shares of common stock; and
  - eliminate the different classes of our board of directors;
3. to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20% (the “share issuance proposal”);
4. to adopt a proposed stock incentive plan, to be effective upon completion of the acquisition (the “stock incentive plan proposal”); and
5. to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals (the “adjournment proposal”).

The approval of the acquisition proposal is conditioned upon the approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal. The approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal, is conditioned upon the approval of the acquisition proposal. The adjournment proposal does not require the approval of any other proposal to be effective.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Stockholders holding a majority of our issued and outstanding common stock (whether or not held by public stockholders) at the close of business on the record date must be present, in person or by proxy, to constitute a

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quorum, and a quorum is required to approve our proposals. In addition, approval of the acquisition proposal requires that holders of a majority of the common stock voted by all holders of common stock issued in our initial public offering (such holders, the “public stockholders”) must vote, in person or by proxy, in favor of the acquisition proposal, but the acquisition proposal cannot be approved if public stockholders owning 30% or more of the common stock issued in our initial public offering (“IPO”) vote against the acquisition proposal and properly exercise their conversion rights. In connection with the vote on the acquisition proposal and the certificate proposal, Greenhill & Co., Inc. (“Greenhill” or our “founding stockholder”) and GHQ’s directors to whom founding stockholder’s units were transferred (collectively, our “initial stockholders”) have agreed to vote their shares in accordance with the majority of common stock voted by the public stockholders.

Assuming the acquisition proposal is approved by the requisite vote of our stockholders, the affirmative vote of the holders of a majority of the outstanding shares of our common stock is required to approve our certificate proposal, and the affirmative vote of the holders of a majority of the shares of our common stock that are present in person or represented by proxy and entitled to vote at the special meeting is required to approve the share issuance proposal, the stock incentive plan proposal and the adjournment proposal.

You have the right, subject to the limitation described in the next sentence, to convert any shares that you own that were sold in our IPO into cash if you vote against the acquisition proposal and the acquisition proposal is approved and the acquisition is completed. To the extent you, together with any of your affiliates or any other person with whom you are acting in concert or as a partnership, syndicate or other group for the purpose of acquiring, holding or disposing of your GHQ securities, you and they will be limited to seeking conversion rights for only up to 10% of the IPO shares. If you properly exercise your conversion rights, you will be entitled to receive a conversion price per share equal to the aggregate amount then on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including interest earned on their pro rata portion of our trust account, net of income taxes payable on such interest, net of franchise taxes and net of interest income of up to \$5.0 million, subject to certain adjustments, on the trust account balance previously released to us to fund our working capital requirements), calculated as of two business days prior to the proposed completion of the acquisition, divided by the number of shares sold in our IPO. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the closing of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

You may request conversion of your shares at any time after the mailing of this proxy statement by following the procedures described in this proxy statement, but the request will not be granted unless you vote against the acquisition proposal and the acquisition proposal is approved and the acquisition is completed. Voting against the acquisition proposal alone will not result in the conversion of your shares into a pro rata share of the trust account; to convert your shares, you must also follow the specific procedures for conversion set forth in this proxy statement. See “The Special Meeting — Conversion Rights” on page 119. Prior to exercising your conversion rights, you should verify the market price of GHQ’s common stock, as you may receive higher proceeds from the sale of your common stock in the public market than from exercising your conversion rights if the market price per share is higher than the conversion price.

GHQ units, common shares and warrants are listed and traded on the NYSE Alternext US LLC (“NYSE Alternext U.S.”) under the trading symbol GHQ.U, GHQ and GHQ.WS, respectively. On August 24, 2009, the closing price of GHQ units, common stock and warrants were, respectively, \$12.75, \$9.98 and \$2.88.

AFTER CAREFUL CONSIDERATION OF THE TERMS AND CONDITIONS OF ALL OF THE PROPOSALS, OUR BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED ALL OF THE PROPOSALS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE PROPOSALS.

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, PLEASE PROMPTLY VOTE YOUR SHARES AND SUBMIT YOUR PROXY BY COMPLETING, SIGNING, DATING AND RETURNING YOUR PROXY FORM IN THE ENCLOSED

ENVELOPE. IF YOU RETURN A PROXY WITH YOUR SIGNATURE BUT WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE ON ANY PROPOSAL, YOUR PROXY WILL BE VOTED "FOR" EACH SUCH PROPOSAL. EVEN IF YOU RETURN THE PROXY, YOU MAY ATTEND THE SPECIAL MEETING AND VOTE YOUR SHARES IN PERSON.

The accompanying proxy statement contains detailed information regarding the acquisition and related transactions, including each of our proposals. The proxy statement also provides detailed information about Iridium Holdings because, upon completion of the acquisition, Iridium Holdings will become a subsidiary of GHQ.

WE ENCOURAGE YOU TO READ THIS ENTIRE PROXY STATEMENT CAREFULLY, INCLUDING THE SECTION DISCUSSING "RISK FACTORS," FOR A DISCUSSION OF VARIOUS FACTORS THAT YOU SHOULD CONSIDER IN CONNECTION WITH OUR PROPOSED ACQUISITION.

Sincerely,

Scott L. Bok  
Chairman and Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES REGULATORY AGENCY HAS APPROVED OR DISAPPROVED THE TRANSACTIONS DESCRIBED IN THIS PROXY STATEMENT OR ANY OF THE SECURITIES TO BE ISSUED IN THE ACQUISITION, PASSED UPON THE MERITS OR FAIRNESS OF THE ACQUISITION OR RELATED TRANSACTIONS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS PROXY STATEMENT. ANY REPRESENTATION TO THE CONTRARY CONSTITUTES A CRIMINAL OFFENSE.

This proxy statement is dated August , 2009 and is first being mailed to GHQ stockholders on or about August 31, 2009.

GHL ACQUISITION CORP.  
300 Park Avenue, 23rd Floor  
New York, NY 10022

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NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON SEPTEMBER 23, 2009

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To the Stockholders of GHL Acquisition Corp.:

You are cordially invited to attend a special meeting of the stockholders of GHL Acquisition Corp. (“GHQ”) relating to our proposed acquisition of Iridium Holdings LLC (“Iridium Holdings”). The special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

At the special meeting, you will be asked to consider and vote upon the following proposals:

1. to approve our acquisition of Iridium Holdings (the “acquisition”) pursuant to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers listed on the signature pages thereof, as amended on April 28, 2009 (the “transaction agreement”), and the related transactions contemplated by the transaction agreement (the “acquisition proposal”);
2. to approve an amended and restated certificate of incorporation for GHQ (the “proposed certificate”), to be effective upon completion of the acquisition (the “certificate proposal”), to, among other things:
  - change our name to “Iridium Communications Inc.”;
  - permit our continued existence after February 14, 2010;
  - increase the number of our authorized shares of common stock; and
  - eliminate the different classes of our board of directors;
3. to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20% (the “share issuance proposal”);
4. to adopt a proposed stock incentive plan, to be effective upon completion of the acquisition (the “stock incentive plan proposal”); and
5. to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals (the “adjournment proposal”).

The approval of the acquisition proposal is conditioned upon the approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment proposal. The approval of the certificate proposal, the share issuance proposal and the stock incentive plan proposal, but not the adjournment



proposal, is conditioned upon the approval of the acquisition proposal. The adjournment proposal does not require the approval of any other proposal to be effective.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign, date and return your proxy card as soon as possible to ensure that your shares are represented at the special meeting or, if

you are a stockholder of record of our common stock on the record date, you may cast your vote in person at the special meeting. If your shares are held in an account at a brokerage firm or bank, you must instruct your broker or bank on how to vote your shares. If you do not vote or do not instruct your broker or bank how to vote, it will have the same effect as voting against the acquisition proposal and the certificate proposal.

Any proxy may be revoked at any time prior to its exercise by delivery of a later dated proxy. By authorizing your proxy promptly, you can help us avoid the expense of further proxy solicitations.

Your attention is directed to the proxy statement accompanying this notice (including the annexes thereto) for a more complete description of the proposed acquisition and related transactions and each of our proposals. We encourage you to read this proxy statement carefully. If you have any questions or need assistance voting your shares, please call our proxy solicitor, MacKenzie Partners, Inc. at (800) 322-2885 or by email at [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

By Order of the Board of Directors,

Jodi B. Ganz  
Secretary

TABLE OF CONTENTS

	Page
<u>SUMMARY TERM SHEET</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE ACQUISITION</u>	4
<u>WHO CAN HELP ANSWER YOUR QUESTIONS</u>	10
<u>SUMMARY OF PROXY STATEMENT</u>	11
<u>SELECTED HISTORICAL FINANCIAL DATA OF GHQ</u>	24
<u>SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS</u>	25
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u>	28
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS.</u>	38
<u>RISK FACTORS</u>	39
<u>PROPOSAL I – APPROVAL OF THE ACQUISITION</u>	66
<u>General</u>	66
<u>Background of the Acquisition</u>	66
<u>Factors Considered by the Iridium Holdings Board in Approving the Acquisition</u>	74
<u>Factors Considered by the GHQ Board in Approving the Acquisition</u>	75
<u>GHQ Senior Management Team and Board of Directors</u>	80
<u>Recommendation of the GHQ Board; Additional Considerations of the GHQ Board</u>	81
<u>Accounting Treatment</u>	82
<u>Material U.S. Federal Income Tax Considerations for Holders Exercising Conversion Rights</u>	82
<u>Regulatory Matters</u>	84
<u>No Appraisal or Dissenters’ Rights</u>	85
<u>Consequences if Acquisition Proposal Is Not Approved</u>	85
<u>Necessity of Stockholder Approval</u>	86
<u>Required Vote</u>	86
<u>Recommendation of GHQ’s Board of Directors</u>	86
<u>Federal Securities Laws Consequences</u>	86
<u>Stock Transfer Restrictions</u>	86
<u>PROPOSAL II – APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION</u>	88
<u>Necessity of Stockholder Approval</u>	89
<u>Required Vote</u>	89
<u>Recommendation</u>	89
<u>PROPOSAL III – APPROVAL OF THE SHARE ISSUANCE PROPOSAL</u>	90
<u>Share Issuance Proposal</u>	90
<u>Necessity of Stockholder Approval</u>	90
<u>Required Vote</u>	90
<u>Recommendation</u>	90
<u>PROPOSAL IV – ADOPTION OF THE STOCK INCENTIVE PLAN</u>	91
<u>Summary of the Iridium Communications Inc. 2009 Stock Incentive Plan</u>	91
<u>U.S. Federal Income Tax Consequences</u>	94
<u>New Plan Benefits</u>	95
<u>Necessity of Stockholder Approval</u>	95
<u>Required Vote</u>	95
<u>Recommendation</u>	96
<u>PROPOSAL V – ADOPTION OF THE ADJOURNMENT PROPOSAL</u>	97

<u>Adjournment Proposal</u>	97
<u>Required Vote</u>	97
<u>Recommendation</u>	97
<u>MARKET PRICE OF GHQ COMMON STOCK</u>	98
<u>INTERESTS OF CERTAIN PERSONS IN THE ACQUISITION</u>	99
<u>THE TRANSACTION AGREEMENT</u>	100
<u>OTHER TRANSACTION AGREEMENTS</u>	114
<u>Note Purchase Agreement</u>	114
<u>Registration Rights Agreement</u>	114
<u>Pledge Agreements</u>	115
<u>Letter Agreements</u>	115
<u>THE SPECIAL MEETING</u>	116
<u>General</u>	116
<u>Date, Time and Place</u>	116
<u>Purpose of the Special Meeting</u>	116
<u>Recommendation of the GHQ Board</u>	116
<u>Record Date; Who Is Entitled to Vote</u>	117
<u>Quorum</u>	117
<u>Voting Your Shares</u>	117
<u>Who Can Answer Your Questions About Voting Your Shares</u>	117
<u>No Additional Matters May Be Presented at the Special Meeting</u>	117
<u>Revoking Your Proxy</u>	118
<u>Vote Required of GHQ's Stockholders</u>	118
<u>Abstentions and Broker Non-Votes</u>	118
<u>Conversion Rights</u>	119
<u>Solicitation Costs</u>	120
<u>Stock Ownership of Directors and Executive Officers</u>	120
<u>Other Business; Adjournments</u>	121
<u>Householding</u>	121
<u>INFORMATION ABOUT GHQ</u>	122
<u>GHQ MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	124
<u>INFORMATION ABOUT IRIDIUM HOLDINGS</u>	128

<u>IRIDIUM HOLDINGS MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	152
<u>BENEFICIAL OWNERSHIP OF SECURITIES</u>	178
<u>DESCRIPTION OF GHQ’S SECURITIES FOLLOWING THE ACQUISITION</u>	181
<u>MANAGEMENT FOLLOWING THE ACQUISITION</u>	185
<u>GHQ COMPENSATION DISCUSSION AND ANALYSIS</u>	189
<u>IRIDIUM HOLDINGS COMPENSATION DISCUSSION AND ANALYSIS</u>	191
<u>IRIDIUM HOLDINGS EXECUTIVE COMPENSATION</u>	196
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	203
<u>TRANSFER AGENT AND REGISTRAR</u>	206
<u>SUBMISSION OF STOCKHOLDER PROPOSALS</u>	206
<u>APPRAISAL RIGHTS</u>	206
<u>INDEPENDENT AUDITORS</u>	206
<u>FUTURE STOCKHOLDER PROPOSALS</u>	206
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	207
<u>INDEX TO FINANCIAL STATEMENTS</u>	F-1
<u>FINANCIAL STATEMENTS</u>	F-2

LIST OF ANNEXES

Annex A	<u>Transaction Agreement and Amendment to Transaction Agreement</u>
Annex B	<u>Amended and Restated Certificate of Incorporation</u>
Annex C	<u>Pledge Agreement</u>
Annex D	<u>Registration Rights Agreement</u>
Annex E	<u>Iridium Communications Inc. 2009 Stock Incentive Plan</u>

Table of Contents

SUMMARY TERM SHEET

This Summary Term Sheet, together with the sections entitled “Questions and Answers About the Acquisition” and “Summary of Proxy Statement,” summarize certain information contained in this proxy statement, but do not contain all of the information that is important to you. You should carefully read this entire proxy statement, including the attached Annexes and the documents to which we refer you, for a more complete understanding of the matters to be considered at the special meeting of stockholders. In this proxy statement, the terms “we”, “us”, “our” and “GHQ” refer to GHL Acquisition Corp., the term “Iridium Holdings” refers to Iridium Holdings LLC and the term “transaction agreement” refers to the Transaction Agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers named therein (“Sellers” or “sellers”), as amended on April 28, 2009.

- GHQ is a special purpose acquisition company formed for the purpose of acquiring one or more businesses or assets. For more information about GHQ, see the section entitled “Information About GHQ” and “GHQ Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 122 and 124, respectively.
- Iridium Holdings, through its subsidiaries, is a provider of mobile voice and data communications services via satellite. For more information about Iridium Holdings, see the sections entitled “Information About Iridium Holdings,” and “Iridium Holdings Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 128 and 152, respectively.
- Pursuant to a transaction agreement signed on September 22, 2008 (“original agreement”), as amended on April 28, 2009 by GHQ, Iridium Holdings and the sellers’ committee of the Sellers (“amendment”, and together with the original agreement, the “transaction agreement”), GHQ proposes to acquire Iridium Holdings on the terms and subject to the conditions set forth therein. For more information about the acquisition, see the sections entitled “Proposal I—Approval of the Acquisition” beginning on page 66, “The Transaction Agreement” beginning on page 100 and the original agreement and amendment that are attached as Annex A to this proxy statement.
- Under the terms of the transaction agreement, GHQ agreed to pay for the purchase of 100% of Iridium Holdings’ equity, \$77.1 million in cash, subject to certain adjustments, issue to the sellers 29,443,500 shares of GHQ common stock (valued at \$271.8 million based on a price per share of \$9.23 on September 22, 2008, the last trading day before the acquisition was announced and at \$293.8 million based on a price per share of \$9.98 on August 24, 2009 on the NYSE Alternext U.S.) and assume approximately \$113.8 million net debt of Iridium Holdings, as of June 30, 2009. In addition, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Internal Revenue Code of 1986, as amended (the “Code”), with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to sellers (other than the sellers of the equity of Baralonco and Syncom) to compensate them for the tax basis step-up. For more information about the transaction agreement and the other transaction agreements, see the sections entitled “The Transaction Agreement” and “Other Transaction Agreements” beginning on pages 100 and 114 respectively.
- Following the acquisition, the current stockholders of GHQ are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 37.0% of the outstanding common stock of GHQ and Greenhill & Co. Europe Holdings Limited (“Greenhill Europe”) is expected to own approximately 2.4% as a result of a \$22.9 million convertible subordinated promissory note of Iridium Holdings (the “note”) convertible into 1,946,500 shares of common stock of GHQ. The single-largest stockholder of GHQ, following the acquisition, is expected to be Baralonco Limited with

approximately 13.4% ownership and the second-largest stockholder of GHQ is expected to be Greenhill with approximately 11.1% ownership, including Greenhill Europe's approximately 2.4% ownership. These ownership percentages are calculated on an outstanding basis and assumes (i) no holders of shares of our common stock issued in our IPO ("IPO shares") vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements (as such term is defined below)

Table of Contents

following the closing of the acquisition is 1,244,931. Assuming the maximum number of GHQ stockholders holding IPO shares (30% minus one share) vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, the current stockholders of GHQ are expected to own approximately 53.6% of the outstanding shares of common stock of GHQ, the current owners of Iridium Holdings are expected to own approximately 43.4% of the outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 3.0% of the outstanding common stock of GHQ. For more information, see section entitled “Proposal I – Approval of the Acquisition” beginning on page 66.

- GHQ’s management and board of directors considered various factors in determining whether to acquire Iridium Holdings and to approve the transaction agreement, including the fact that Iridium Holdings has a fair market value equal to at least 80% of the balance in GHQ’s trust account (excluding deferred underwriting discounts and commissions). For more information about our decision-making process, see the section entitled “Proposal I—Approval of the Acquisition—Factors Considered by the GHQ Board in Approving the Acquisition” beginning on page 75.
- Each holder of IPO shares has a right to convert its IPO shares into cash if such holder votes against the acquisition proposal, the acquisition is completed and the holder properly exercises its conversion rights as described below. Such IPO shares would then be converted into cash at a per-share conversion price on the closing date of the acquisition. To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in “street name,” must tender its IPO shares to our transfer agent, American Stock Transfer & Trust Company, by 12:00 p.m. Eastern Time on the day of the special meeting (or any adjournment or postponement thereof), and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.
- In addition to voting on the acquisition proposal at the special meeting, the stockholders of GHQ will vote on proposals to approve a second amended and restated certificate of incorporation for GHQ, a share issuance proposal, a stock incentive plan proposal and a proposal to adjourn the special meeting, if necessary to permit further solicitation of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the acquisition proposal and the transactions contemplated thereby. See the sections entitled “Proposal II—Approval of the Amended and Restated Certificate of Incorporation,” “Proposal III—Approval of the Share Issuance Proposal,” “Proposal IV— Adoption of the Stock Incentive Plan,” “Proposal V—Adoption of the Adjournment Proposal” and the “The Special Meeting” on pages 88, 90, 91, 97 and 116, respectively.
- Upon the closing of the acquisition, our board of directors will be expanded to ten directors and six new individuals will be appointed to our board of directors. All of our existing board members, with the exception of Kevin P. Clarke, will remain members of our board of directors. See the sections entitled “Proposal I—Approval of the Acquisition” and “Management Following the Acquisition” on pages 66 and 185, respectively.
- The closing of the acquisition is subject to a number of conditions set forth in the transaction agreement. For more information about the closing conditions to the acquisition, see the section entitled “The Transaction Agreement—Conditions to the Closing of the Acquisition” beginning on page 109.
- Our acquisition of Iridium Holdings involves numerous risks. For more information about these risks, see the section entitled “Risk Factors” beginning on page 39.
- In considering the recommendation of GHQ’s board of directors to vote for our proposals, you should be aware that our executive officers and members of our board of directors have interests in the acquisition that are different



from, or in addition to, the interests of GHQ's stockholders generally. The members of our board of directors were aware of these differing interests and considered them, among other matters, in evaluating and negotiating the transaction agreement and in recommending to our stockholders that they vote in favor of the acquisition proposal and other proposals. These interests include, among other things:

- Our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our

Table of Contents

chairman and chief executive officer, and Robert H. Niehaus, our senior vice president, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Each of Messrs. Rush, Canfield and Clarke purchased his units prior to our IPO for an aggregate price of \$128.00 and had an aggregate market value of approximately \$433,920, based upon the last sale price of \$9.98 on the NYSE Alternext U.S. on August 24, 2009. If our proposals are not approved and GHQ is unable to complete another business combination by February 14, 2010, GHQ will be required to liquidate. In such event, the 8.5 million units held by Messrs. Rush, Canfield and Clarke and our founding stockholder will be worthless because Messrs. Rush, Canfield and Clarke and our founding stockholder have agreed that they will not receive any liquidation proceeds with respect to such shares. Accordingly, Messrs. Rush, Canfield and Clarke and our founding stockholder have a financial interest in the completion of the acquisition. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions, and would receive liquidation proceeds on such shares of common stock on the same basis as unaffiliated GHQ stockholders.

- In addition to the shares of GHQ common stock, our founding stockholder purchased 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock, at a price of \$1.00 per warrant. These warrants have an exercise price of \$7.00 per share and, following the closing of the acquisition and the warrant restructuring described below, will have the Restructured Warrants Exercise Price (as such term is defined below). If GHQ is unable to complete a business combination by February 14, 2010 and liquidates its assets, there will be no distribution with respect to these warrants, and the warrants will expire worthless. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.
- Two of our directors, Messrs. Bok and Niehaus purchased shares of common stock and warrants in our IPO and in open market transactions. In addition, Messrs. Bok and Niehaus own shares in our founding stockholder that give them indirect ownership interests in GHQ. Because of their indirect ownership interests, each of Messrs. Bok and Niehaus has financial interests in the completion of the acquisition in addition to their interests as holders of our common stock and warrants.
- If the acquisition is completed, certain of our current directors will continue as directors of GHQ. These non-executive directors will be entitled to receive any cash fees, stock options, stock awards or other compensation arrangements that our board of directors determines to provide to our non-executive directors.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE ACQUISITION

Q: Why am I receiving this proxy statement?

A: GHQ has agreed to acquire Iridium Holdings under the terms of the transaction agreement that is described in this proxy statement. A copy of the original agreement and the amendment are attached to this proxy statement as Annex A, which GHQ and Iridium Holdings encourage you to read.

You are receiving this proxy statement because we are soliciting your vote to approve the acquisition and related matters at a special meeting of our stockholders. This proxy statement contains important information about the acquisition and related matters. You should read it carefully.

Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this proxy statement.

Q: When and where is the stockholder meeting?

A: GHQ's special meeting will be held at 4:00 p.m., Eastern Time, on September 23, 2009 at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

Q: Why is GHQ proposing the acquisition?

A: GHQ is a blank check company formed for the purpose of effecting an acquisition, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or assets.

GHQ completed its IPO on February 21, 2008, generating net proceeds of approximately \$400 million. As of June 30, 2009 the balance in the trust account was approximately \$400.9 million. GHQ holds these funds in the trust account pending completion of the acquisition of Iridium Holdings and the payment of the deferred underwriting commissions and discounts.

GHQ is now proposing to acquire Iridium Holdings pursuant to the transaction agreement. If the acquisition proposal and related proposals are approved by our stockholders and the other conditions to completion of the acquisition are satisfied, GHQ will acquire, directly and indirectly, all the units of Iridium Holdings. Upon the closing of the acquisition, Iridium Holdings will become a wholly-owned subsidiary of GHQ, and GHQ will be renamed "Iridium Communications Inc." and will apply for listing on the NASDAQ Stock Market LLC ("NASDAQ").

Iridium Holdings is the second largest provider of mobile voice and data communications services via satellite, and the only provider of mobile satellite communications services offering 100% global coverage. Iridium Holdings' satellite network provides communication services to regions of the world where existing wireless or wireline networks do not exist or are impaired, including extremely remote or rural land areas, open ocean, the Polar Regions and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters. Demand for Iridium Holdings' mobile satellite services and products is growing as a result of the increasing need for reliable communication services in all locations. Iridium Holdings offers voice and data communications services to the U.S. and foreign governments, businesses, non-governmental organizations and consumers via its constellation of 66 in-orbit satellites, seven in-orbit spares and related ground infrastructure, including a primary commercial gateway. The U.S. government, directly and indirectly, has been and continues to be Iridium Holdings' largest customer, generating \$67.8 million, or 21.1%, of its total revenues for the year ended December 31, 2008, and \$36.6 million, or 23.1%, of its total revenues for the six months ended June 30, 2009.

As part of the acquisition, we would acquire two entities, Syncom-Iridium Holdings Corp. (“Syncom”) and Baralonco N.V. (“Baralonco”), which are holders of a significant number of Iridium Holdings units. We will execute a pledge agreement with the sellers of the equity of each entity in connection with the closing of the acquisition under which the sellers of the equity of each entity would pledge certain of the shares of GHQ common stock they receive in the transaction to cover certain of their indemnification obligations under the transaction agreement. The sellers of the equity of Syncom would pledge 300,000 GHQ shares and the sellers of the equity of Baralonco would pledge 1.5 million GHQ shares received in the transaction.

If the acquisition and related transactions are approved by our stockholders, the warrants issued in our IPO will become exercisable in accordance with their terms since such warrants become exercisable at any time commencing on the completion of our initial business combination.

If the acquisition and related transactions are not approved, and GHQ is unable to complete another

Table of Contents

business combination by February 14, 2010, GHQ will be required to liquidate.

Q: What will the owners of Iridium Holdings receive in the proposed transactions?

A: Upon completion of the acquisition, the owners of Iridium Holdings are expected to receive an aggregate of approximately 29.4 million shares of GHQ common stock and \$77.1 million of cash, subject to certain adjustments. In addition, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to sellers (other than the sellers of the equity of Baralonco and Syncom).

Concurrently with the signing of the transaction agreement, Iridium Holdings and Greenhill Europe, a subsidiary of Greenhill, entered into an agreement with Iridium Holdings to purchase a \$22.9 million convertible subordinated promissory note of Iridium Holdings. The closing of the purchase of the note occurred on October 24, 2008, following the receipt by Iridium Holdings of the consent of its lenders to the issuance of the note. Greenhill Europe has the option to convert the note into Iridium Holdings units (which are exchangeable into shares of GHQ common stock) upon the later to occur of (i) October 24, 2009 (“first anniversary”) and (ii) the closing of the acquisition or the termination of the transaction agreement. If the closing of the acquisition occurs after the first anniversary, upon the exercise of its conversion rights, Greenhill Europe will be entitled to receive 1,946,500 shares of GHQ common stock. If the closing occurs prior to September 22, 2009, GHQ and Greenhill Europe will enter into an agreement which will entitle Greenhill Europe to exchange, upon the first anniversary of the issuance of the note, each Iridium Holding unit into which the note is convertible for 23.1936 shares of GHQ common stock, subject to adjustments.

Q: Will GHQ stockholders receive anything in the proposed transactions?

A: If the acquisition is completed and you do not properly elect to convert your GHQ common stock into cash, you will continue to hold GHQ common stock and warrants that you currently own and do not sell. If the acquisition is completed but you vote your shares against the acquisition proposal and properly elect to convert your shares into cash, your GHQ common stock will be canceled and you will receive cash as described below, but you will continue to hold any warrants that you currently own and do not sell.

Q: Who will own GHQ after the proposed acquisition?

A: If the proposed acquisition is completed, the current stockholders of GHQ are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ. The current owners of Iridium Holdings are expected to own approximately 37.0% of the outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 2.4% as a result of the conversion of the note. The single-largest stockholder of GHQ, following the acquisition, is expected to be Baralonco Limited with approximately 13.3% ownership and the second-largest stockholder of GHQ is expected to be Greenhill with approximately 11.1% ownership, including Greenhill Europe’s anticipated 2.4% ownership. These ownership percentages are calculated on an outstanding basis and assumes (i) no holders of IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931. Assuming the maximum number of GHQ stockholders holding IPO shares (30% minus one share) vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, the current stockholders of GHQ are expected to own approximately 53.6% of the outstanding shares of common stock of GHQ, the current owners of Iridium Holdings are expected to own approximately 43.4% of the

outstanding common stock of GHQ and Greenhill Europe is expected to own approximately 3.0% of the outstanding common stock of GHQ.

Q: What is being voted on at the meeting?

A: You are being asked to vote on five proposals:

- a proposal to approve the acquisition of Iridium Holdings pursuant to the transaction agreement and the other transactions contemplated by the transaction agreement;
- a proposal to adopt a second amended and restated certificate of incorporation for GHQ, to be effective upon completion of the acquisition, to, among other things, change our name to

5

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Table of Contents

“Iridium Communications Inc.” and permit our continued existence after February 14, 2010;

- a proposal to approve the issuance of shares of our common stock in the acquisition and related transactions that would result in an increase in our outstanding common stock by more than 20%;
  - a proposal to adopt a stock incentive plan, to be effective upon completion of the acquisition; and
- a proposal to authorize the adjournment of the special meeting to a later date or dates, including if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of these proposals.

This proxy statement provides you with detailed information about each of these proposals. We encourage you to carefully read this entire proxy statement, including the attached annexes. **YOU SHOULD ALSO CAREFULLY CONSIDER THOSE FACTORS DESCRIBED UNDER THE HEADING “RISK FACTORS.”**

Q: What is the record date for the special meeting? Who is entitled to vote?

A: The record date for the special meeting is August 27, 2009. Record holders of GHQ common stock at the close of business on the record date are entitled to vote or have their votes cast at the special meeting. On the record date, there were 48.5 million outstanding shares of our common stock, which includes 40.0 million IPO shares and 8.5 million shares owned by our founding stockholder and directors.

Each share of GHQ common stock is entitled to one vote per share at the special meeting. GHQ’s outstanding warrants do not have voting rights.

Q: How do the founding stockholder, our officers and directors intend to vote their shares?

A: With respect to the acquisition proposal, our founding stockholder, officers and directors, to the extent they own GHQ common stock, have agreed to vote their shares of GHQ common stock, in accordance with the majority of the votes cast by the public stockholders. Our founding stockholder, officers and directors, to the extent they own GHQ common stock, have also informed GHQ that they intend to vote all of their shares “FOR” the other proposals.

Q: What vote is required to approve the acquisition proposal?

A: The affirmative vote of stockholders owning a majority of the IPO shares voted at the special meeting represented in person or by proxy is required to approve the acquisition proposal. However, the acquisition proposal will not be approved if the holders of 30% or more of the IPO shares vote against the acquisition proposal and properly exercise their rights to convert such IPO shares into cash. Because the approval of the acquisition proposal is a condition to the approval of the other proposals (other than the adjournment proposal), if the acquisition proposal is not approved, the other approvals will not take effect (other than the adjournment proposal). No vote of the Iridium Holdings’ unitholders is required.

Q: What vote is required to approve the certificate proposal?

A: The affirmative vote of holders of a majority of the outstanding shares of our common stock is required to approve the certificate proposal, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings’ unitholders is required.

Q: What vote is required to approve the share issuance proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to approve the share issuance proposal, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings' unitholders is required.

Q: What vote is required to adopt the stock incentive plan proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to adopt the proposed stock incentive plan of GHQ, and approval is conditioned upon approval of the acquisition proposal. No vote of the Iridium Holdings' unitholders is required.

Q: What vote is required to adopt the adjournment proposal?

A: The affirmative vote of holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting is required to adopt the adjournment proposal. The



Table of Contents

approval of the adjournment proposal is not conditioned on the approval of the acquisition proposal or any of the other proposals. No vote of the Iridium Holdings' unitholders is required.

Q: Do I have appraisal or dissenters' rights?

A: No appraisal or dissenters' rights are available under the Delaware General Corporation Law ("Delaware law") for holders of GHQ common stock or warrants in connection with the proposals described in this proxy statement.

Q: Do I have conversion or redemption rights?

A: Yes. Each holder of IPO shares has a right to convert his or her IPO shares into a pro rata share of the cash on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including interest earned on their pro rata portion of the trust account, net of income taxes payable on such interest, net of franchise taxes and net of interest income of up to \$5.0 million, subject to certain adjustments, on the trust account balance previously released to us to fund our working capital requirements) if such holder votes against the acquisition proposal, properly exercises the conversion rights and the acquisition is completed. Such IPO shares would then be converted into cash at the per-share conversion price on the completion date of the acquisition. It is anticipated that the funds to be distributed to each holder who properly elects to convert any IPO shares will be distributed promptly after completion of the acquisition.

Notwithstanding the foregoing, a stockholder, together with any affiliate of his, her or it or any person with whom he, she or it is acting in concert or as a partnership, syndicate or other group for the purpose of acquiring, holding, disposing, or voting of GHQ's securities, will be restricted from seeking conversion rights with respect to more than 10% of the IPO shares.

The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in the trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above), that has not been distributed to GHQ to cover its working capital expenses as set forth in GHQ's certificate of incorporation ("certificate"), calculated as of two business days prior to the closing by (ii) the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the closing of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

Voting against the acquisition proposal alone will not result in the conversion of your IPO shares into a pro rata share of the trust account. To convert your IPO shares, you must also exercise your conversion rights and follow the specific procedures for conversion summarized below and set forth under "The Special Meeting—Conversion Rights."

Holders of IPO shares who convert their IPO shares into cash would still have the right to exercise any warrants that they continue to hold and do not sell.

Prior to exercising your conversion rights, you should verify the market price of GHQ shares because you may receive higher proceeds from the sale of your IPO shares in the public market than from exercising your conversion rights if the market price per IPO share is higher than the conversion price.

Q: How do I exercise my conversion rights?

A: To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in "street name," must tender the IPO shares to our transfer agent, American Stock Transfer & Trust Company, and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.

To tender IPO shares to our transfer agent, the holder must deliver the IPO shares either (i) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, electronically using the Depository Trust Company's DWAC (Deposit/Withdrawal At Custodian) system or (ii) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof,

7

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Table of Contents

physically by delivering a share certificate. Any holder who holds IPO shares in street name will have to coordinate with his or her bank or broker to arrange for the IPO shares to be delivered electronically or physically. Any holder who desires to physically tender to our transfer agent IPO shares that are held in street name must instruct the account executive at his or her bank or broker to withdraw the IPO shares from the holder's account and request that a physical certificate be issued in such holder's name. Our transfer agent will be available to assist with this process.

If a holder does not deliver written instructions and tenders his or her IPO shares (either electronically or physically) to our transfer agent in accordance with the above procedures, those IPO shares will not be converted into cash.

Any request for conversion, once made, may be withdrawn or revoked at any time before the start (in case of electronic tendering) or at any time before the day (in case of physical tendering) of our special meeting (or any adjournment or postponement thereof), in which case the IPO shares will be returned (electronically or physically) to such holder. Holders of IPO shares who have exercised conversion rights may not thereafter withdraw or revoke their decision to convert their IPO shares into a pro rata portion of the trust account.

If any holder tenders IPO shares (electronically or physically) and the acquisition is not completed, the IPO shares will not be converted into cash and they will be returned (electronically or physically) to such holder.

Q: What happens after the acquisition to the funds from the IPO deposited in our trust account?

A: Upon completion of the acquisition, any funds remaining in the trust account after payment of amounts, if any, to GHQ stockholders exercising their conversion rights, will be used for the prepayment of all or a portion of Iridium Holdings' debt, payment of transaction expenses and to fund Iridium Holdings' working capital after the closing of the acquisition.

Q: Who will manage the acquired business?

A: Following the acquisition, GHQ, to be renamed "Iridium Communications Inc. ", will be overseen by its board of directors, which will be comprised of: two directors selected by Greenhill who currently serve on GHQ's board of directors, three of Iridium Holdings' current directors, the current CEO of Iridium Holdings, one representative of Baralonco, one representative of Syncom and two of the current independent directors of GHQ. The current officers of GHQ shall have resigned and the current officers of Iridium Holdings will continue to serve in their current positions. Robert H. Niehaus, Senior Vice President of GHQ, will become chairman of the board of directors.

Q: What happens if the acquisition is not completed?

A: If the acquisition proposal and related matters are not approved by our stockholders, we will not acquire Iridium Holdings, our certificate will not be amended and we will continue to seek other potential business combinations. If we do not consummate a business combination by February 14, 2010, our corporate existence will cease except for the purpose of winding up our affairs and liquidating. In connection with our dissolution and liquidation, all amounts in the trust account plus any other net assets of GHQ not used for or reserved to pay obligations and claims or such other corporate expenses relating to or arising from GHQ's plan of dissolution, including costs of dissolving and liquidating GHQ, would be distributed on a pro rata basis to the holders of IPO shares. GHQ will pay no liquidating distributions with respect to any shares of capital stock of GHQ other than the IPO shares.

Q: What do I need to do now?

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A: Indicate on your proxy card how you want to vote on each of our proposals, sign it and mail it in the enclosed return envelope, as soon as possible, so that your shares may be represented at our special meeting. If you sign and send in your proxy card and do not indicate how you want to vote on any of our proposals, we will count your proxy card as a vote in favor of all such proposals. You may also attend our special meeting and vote your shares in person. You should contact your bank or broker to request assistance in attending the meeting.

Q: How do I vote via the Internet?

A: Stockholders who hold their shares through a bank or broker may be able to vote via the Internet. If available, internet voting instructions will be provided on the proxy card provided by your bank or broker, accompanying this proxy statement.

Q: What do I do if I want to change my vote?

A: Send in a later-dated, signed proxy card to your bank or broker. If you've previously voted via telephone or Internet you may change your vote by either of these methods up to 3:59 p.m. Eastern Time

Table of Contents

the day of our special meeting. You may also attend our meeting in person and vote at that time. You should contact your bank or broker to request assistance in attending the meeting.

Q: If my shares are held in “street name” by my bank or broker, will my broker vote my shares for me?

A: If you do not provide your bank or broker with instructions on how to vote your “street name” shares, your bank or broker will not be able to vote them on the acquisition proposal or the other proposals described in this proxy statement, other than the issuance proposal and the adjournment proposal. You should therefore instruct your bank or broker how to vote your shares, following the directions provided by your bank or broker on the enclosed proxy card. Please check the voting form used by your bank or broker to see if it offers telephone or Internet voting.

If you do not give voting instructions to your bank or broker, you will not be counted as voting, unless you appear in person at the special meeting. Please contact your bank or broker for assistance in attending the special meeting to vote your shares.

Q: Should I send in my stock certificates now?

A: No. If the acquisition is completed, GHQ stockholders will keep their existing stock certificates.

Q: What will happen if I abstain from voting or fail to vote?

A: An abstention, since it is not an affirmative vote in favor of any proposal but adds to the number of shares present in person or by proxy, will have the same effect as a vote against the certificate proposal, the share issuance proposal, the stock incentive plan proposal and the adjournment proposal. An abstention will have no effect on the acquisition proposal. A failure to vote will make it more difficult for us to achieve the quorum necessary for us to conduct business at the special meeting and, because approval of the certificate proposal requires the affirmative vote of a majority of our outstanding shares (not the shares actually voted) will have the same effect as a vote against the certificate proposal.

Q: When do you expect to complete the acquisition?

A: We are working to complete the acquisition as soon as possible. We hope to complete the acquisition shortly after the special meeting, if we obtain the required stockholder approvals at the special meeting. Both GHQ and Iridium Holdings possess the right to terminate the transaction agreement in certain situations.

The closing of the acquisition is subject to the conditions and approvals described in this proxy statement.

Table of Contents

WHO CAN HELP ANSWER YOUR QUESTIONS

If you have more questions about the acquisition, you should contact:

GHL Acquisition Corp.  
300 Park Avenue, 23rd Floor  
New York, NY 10022  
Attention: James Babski  
Phone Number: (212) 372-4180

If you would like additional copies of this document,  
or if you have questions about the acquisition, you should contact:

105 Madison Avenue  
New York, New York 10016  
proxy@mackenziepartners.com  
Call Collect: (212) 929-5500  
or  
Toll-Free (800) 322-2885

Table of Contents

SUMMARY OF PROXY STATEMENT

This summary contains selected information from this proxy statement and may not contain all of the information that is important to you. To understand the acquisition fully and to obtain a more complete description of the legal terms of the acquisition, you should carefully read this entire document, including the Annexes, and the documents to which we refer you. See “Where You Can Find More Information” on page 207. In this proxy statement, the terms “we”, “us”, “our” and “GHQ” refer to GHL Acquisition Corp., the term “Iridium Holdings” refers to Iridium Holdings LLC, including its subsidiaries, and the term “transaction agreement” refers to the Transaction Agreement dated September 22, 2008 by and among GHQ, Iridium Holdings and the Sellers, as amended on April 28, 2009.

The Special Meeting (see page 116)

This proxy statement is being furnished to holders of GHQ’s common stock for use at the special meeting, and at any adjournments or postponements of that meeting. At the special meeting, GHQ’s stockholders will be asked to consider and vote upon proposals (1) to approve the acquisition of Iridium Holdings pursuant to the transaction agreement and to approve the other transactions contemplated by the transaction agreement; (2) to approve a second amended and restated certificate of incorporation of GHQ, to be effective upon the closing of the acquisition; (3) to approve the issuance of shares of our common stock in the acquisition and related transactions; (4); to adopt a proposed stock incentive plan; and (5); to adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to permit further solicitation and voting of proxies if there are insufficient votes at the time of the special meeting to adopt any of these proposals. The special meeting will be held on September 23, 2009, at 4:00 p.m., Eastern Time, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY.

Our board of directors has fixed the close of business on August 27, 2009 as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and at any adjournments or postponements thereof. Record holders of GHQ warrants do not have voting rights.

Recommendation of Board of Directors and Reasons for the Acquisition

Our board of directors has unanimously approved the acquisition and related transactions, and unanimously recommends that our stockholders vote “FOR” each of our proposals.

The Parties

GHL Acquisition Corp. We are a blank check company formed on November 2, 2007 for the purpose of acquiring, through a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination, one or more businesses or assets, which we refer to as our “initial business combination.” Our efforts in identifying prospective target businesses have not been limited to a particular industry. Instead, we focused on various industries and target businesses in the United States and Europe that would provide significant opportunities for growth.

On February 21, 2008, we completed our IPO, generating gross proceeds of approximately \$400 million. On February 21, 2008, we also consummated a private placement of 8.0 million warrants to our founding stockholder at \$1.00 per warrant, generating gross proceeds of \$8.0 million. A total of approximately \$400 million, including \$375.6 million of the IPO proceeds net of the underwriters’ discounts and commissions and offering expenses, \$16.4 million of deferred underwriting discounts and commissions and \$8.0 million from the sale of warrants to our founding stockholder, was placed into a trust account at Wachovia Securities, LLC, with the American Stock Transfer & Trust

Company serving as trustee. Except for a portion of the interest income permitted to be released to us, the proceeds held in trust will not be released from the trust account until the earlier of the completion of our initial business combination and our liquidation. Based on our certificate of incorporation, up to a total of \$5.0 million of interest income, subject to adjustment, may be released to us to fund our working capital requirements and additional interest income may be released to fund tax obligations. For the period from inception to June 30, 2009, approximately \$5.5 million has been released to us in accordance with these terms. As of June 30, 2009, the balance in the trust account was approximately \$400.9 million.



Table of Contents

All of our activity to date relates to our formation, our IPO and efforts to identify prospective target businesses. We are not presently engaged in, and we will not engage in, any substantive commercial business until we consummate our initial business combination. If the proposals set forth in this proxy statement are not approved, the acquisition of Iridium Holdings will not be consummated and we will continue to search for businesses or assets to acquire. If we do not complete an initial business combination by February 14, 2010, our corporate existence will cease except for purposes of winding up our affairs and liquidating.

The GHQ units, common stock and warrants are traded on the NYSE Alternext U.S. under the symbols “GHQ.U,” “GHQ” and “GHQ.WS,” respectively.

Our executive offices are located at 300 Park Avenue, 23rd Floor, New York, New York 10022. We file reports with the Securities and Exchange Commission (“SEC”), which are available free of charge at [www.sec.gov](http://www.sec.gov). For more information about GHQ, please see the section entitled “Information About GHQ.”

Iridium Holdings LLC. Iridium Holdings is the second largest provider of mobile voice and data communications services via satellite, and the only provider of mobile satellite communications services offering 100% global coverage.

Iridium Holdings maintains a website at [www.iridium.com](http://www.iridium.com). For more information about Iridium Holdings, please see the section entitled “Information About Iridium Holdings.”

The Acquisition (see page 66)

GHQ is proposing to acquire Iridium Holdings pursuant to a transaction agreement that provides for the acquisition, directly or indirectly, of all of the outstanding units of Iridium Holdings, with Iridium Holdings continuing as a subsidiary of GHQ. Following the acquisition, GHQ will rename itself “Iridium Communications Inc.”

Table of Contents

Organizational Structure

The following diagram sets forth our organizational structure immediately following the acquisition of Iridium Holdings.

Post-Acquisition Organizational Structure\*

\* Assuming (i) no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of GHQ warrants exercise their rights to acquire GHQ shares, (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.

\*\* Includes Greenhill Europe's holding of approximately 2.4% of the outstanding GHQ common stock as a result of the anticipated conversion of the note.

Table of Contents

Structure of the Acquisition (see page 100 and Annex A)

The transaction agreement provides that upon the closing of the acquisition, GHQ will own, directly or indirectly, all of the units of Iridium Holdings, and Iridium Holdings will become a subsidiary of GHQ. As part of the acquisition, GHQ will acquire all of the equity of two of Iridium Holdings' largest equityholders, Baralonco and Syncom. For additional information, please see the section entitled "The Transaction Agreement."

Consideration to be Paid in the Acquisition (see page 100)

The aggregate consideration to be paid in the acquisition and related transactions was based upon a total enterprise value for Iridium Holdings of \$517.3 million (calculated as \$77.1 million in cash plus \$294.4 million of GHQ common stock to be issued to the Iridium Holdings' equityholders based on a price per share of \$10.00, plus net indebtedness of Iridium Holdings of \$145.8 million as of December 31, 2008, including the \$22.9 million convertible note held by Greenhill Europe). Upon completion of the acquisition, the Sellers will receive \$77.1 million in cash, subject to certain adjustments, and GHQ will issue to the Sellers approximately 29.4 million shares of GHQ common stock. The shares of common stock issued to the Sellers will not be registered under the Securities Act, in reliance upon the exemptions from the registration requirements as provided in Regulation D of the Securities Act of 1933, as amended (the "Securities Act") and the representations and warranties of the Sellers that they are "accredited investors" within the meaning of Regulation D.

GHQ has agreed in the transaction agreement that it will cause the funds in our trust account to be disbursed at the closing of the acquisition: (1) to pay the cash consideration to the Sellers; (2) pay the conversion price to any stockholders of GHQ who vote against the acquisition and properly exercise their conversion rights; (3) to pay deferred underwriting fees and commissions to the underwriters of our IPO; (4) to pay GHQ's reasonable out-of-pocket documented third party fees and expenses that are incurred prior to the closing in connection with the transaction agreement and related transaction documents, to the extent not paid prior to the closing; and (5) prepay all or a portion of Iridium Holdings' outstanding indebtedness. GHQ will then contribute the funds remaining in our trust account to Iridium Holdings, and Iridium Holdings will use such funds for working capital and general corporate matters.

Additionally, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to the Sellers (other than the sellers of the equity of Baralonco and Syncom) to compensate for the tax basis step-up.

Conditions to the Closing of the Acquisition (see page 109 and Annex A)

The obligation of GHQ, Iridium Holdings and the Sellers to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by the parties, including the following:

- GHQ stockholder approval of the acquisition, the issuance of GHQ common stock to the Sellers, the amendment of the GHQ certificate of incorporation and the adoption of a stock incentive plan have been obtained and less than 30% of GHQ stockholders have voted against the acquisition and elected to convert their shares of GHQ common stock into cash;
- no law or injunction shall prohibit the consummation of the transactions contemplated by the transaction agreement;
-

the expiration or termination of any applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (the “HSR Act”) (early termination of the applicable waiting period was granted on October 10, 2008);

Table of Contents

- all Federal Communications Commission (“FCC”) consents with respect to the transactions contemplated by the transaction agreement have been obtained (granted on August 14, 2009); and
- all actions by or in respect of filings with any other governmental authority required to permit the consummation of the transactions contemplated by the transaction agreement have been taken, made or obtained other than actions or filings the failure of which to take, make or obtain would not reasonably expected to have, individually or in the aggregate, a Material Adverse Effect on Iridium Holdings or GHQ.

The obligation of GHQ to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by GHQ, including the following:

- Iridium Holdings’ and the Sellers’ representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or Iridium Holdings Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, and on as of such earlier date), except where the failures of such representations and warranties to be so true and correct, in the aggregate, would not reasonably be expected to have an Iridium Holdings Material Adverse Effect;
- Iridium Holdings and the Sellers must have performed, in all material respects, their respective obligations to be performed at or prior to the closing of the acquisition;
- each Seller which is receiving shares of GHQ common stock at the closing of the acquisition has executed and delivered the registration rights agreement;
- the Sellers of Baralonco and Syncom which are receiving shares of GHQ common stock at the closing of the acquisition have executed and delivered pledge agreements;
- the Sellers have effected the contribution of 100% of the issued and outstanding equity interests of Iridium Carrier Holdings LLC and Iridium Carrier Services LLC to Iridium Holdings;
- GHQ has received a certification from Iridium Holdings certifying that 50% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests, or that 90% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests plus cash or cash equivalents;
- GHQ has received a certification from Baralonco and Syncom that each of them is not, and has not been, a United States real property holding corporation as defined in the Code;
- GHQ has received an affidavit by the custodians of the shares of Baralonco, substantially to the effect that in its capacity as custodian, each has actual knowledge of the ultimate beneficial owner of the shares who has been the ultimate beneficial owner of the shares of Baralonco from the date of Baralonco’s formation to the closing of the acquisition; and
- Baralonco has delivered evidence to GHQ that it has repaid all of its outstanding debt and all other liabilities.

The obligation of Iridium Holdings and the Sellers to complete the acquisition and the related transactions is subject to the requirement that specified conditions must be satisfied or waived by Iridium Holdings and the Sellers, including the following:

- GHQ's representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or GHQ Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, on and as of such earlier date), except where the failures of such representations and warranties

Table of Contents

to be so true and correct, in the aggregate, would not reasonably be expected to have a GHQ Material Adverse Effect;

- GHQ must have performed, in all material respects, its obligations to be performed at or prior to the closing of the acquisition;
- the current officers of GHQ have resigned and the current officers of Iridium Holdings have been duly appointed as officers of GHQ and the directors described above have been duly appointed as directors of GHQ;
- GHQ has made appropriate arrangements to have the trust account disbursed to GHQ immediately prior to the closing of the acquisition;
  - GHQ and its affiliates have executed and delivered the registration rights agreement; and
    - GHQ has executed and delivered the pledge agreements.

Termination of Transaction Agreement (see page 111 and Annex A)

The transaction agreement may be terminated at any time prior to the closing of the acquisition in the following circumstances:

- by mutual written consent of Iridium Holdings and GHQ;
- by either Iridium Holdings or GHQ if the acquisition is not consummated by 75 days from April 28, 2009 (if all required regulatory approvals have been obtained) or February 14, 2010 (if the only condition to closing still not fulfilled as of 75 days from April 28, 2009, is the obtaining of all regulatory approvals) (the “End Date”);
- by either Iridium Holdings or GHQ if any material law or final, non-appealable order prohibits the consummation of the transactions contemplated by the transaction agreement;
- by either Iridium Holdings or GHQ if the stockholders of GHQ fail to approve at the GHQ special meeting or any adjournment thereof the adoption of the transaction agreement, the issuance of GHQ common stock to the Sellers, the amendment of GHQ’s certificate of incorporation and the adoption of the a stock incentive plan;
- by GHQ if there has been a breach by Iridium Holdings or a Seller of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of that party to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date;
- by Iridium Holdings if there has been a breach by GHQ of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of GHQ to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date; or
- by Iridium Holdings if the special meeting has not been held within 90 days of this proxy statement being cleared by the SEC.

The Second Amended and Restated Certificate of Incorporation of GHQ (see page 88 and Annex B)

Assuming the acquisition proposal is approved, GHQ’s stockholders are also being asked to approve the amendment and restatement of our certificate of incorporation, to be effective immediately prior to closing of the acquisition. The

second amended and restated charter will, among other things:

- change our name to “Iridium Communications Inc.”;



Table of Contents

- permit our continued existence after February 14, 2010;
- increase the number of our authorized shares of common stock; and
- eliminate the different classes of our board of directors.

We encourage you to read the second amended and restated certificate of incorporation of GHQ in its entirety.

The Issuance of Shares of Common Stock of GHQ (see page 90)

You are being asked to approve the issuance of up to 31,390,000 common shares as part of the consideration for the acquisition and related transactions. As of the date of this proxy statement, there are 48,500,000 shares of GHQ's common stock outstanding, so this issuance would represent more than 20% of our outstanding shares, which requires a stockholder vote under the NYSE Alternext U.S. Company Guide.

The Stock Incentive Plan (see page 91 and Annex E)

The stock incentive plan proposal proposes to reserve 8.0 million shares of our common stock for issuance in accordance with awards under the plan. We are proposing the stock incentive plan, which would be effective upon closing of the acquisition, as a means of securing and retaining key employees and others of outstanding ability and to motivate such individuals to exert their best efforts on behalf of GHQ (or "Iridium Communications Inc." following the closing of the acquisition) and its affiliates by providing incentives through the grant of options to acquire shares of our common stock and, if so determined by the compensation committee of our board of directors, other stock-based awards and performance incentive awards. GHQ believes that it will benefit from the added interest that these individuals will have in the welfare of GHQ as a result of their proprietary interest in GHQ's success, see "Proposal IV—Adoption of the Stock Incentive Plan." The stock incentive plan is attached as Annex E to this proxy statement. We encourage you to read the stock incentive plan in its entirety.

GHQ's Founding Stockholder Ownership

As of August 24, 2009, our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our Chairman and Chief Executive Officer, and Robert H. Niehaus, our Senior Vice President, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Messrs. Rush, Canfield and Clarke purchased their shares prior to our IPO. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions. In addition to the units of GHQ owned prior to the IPO, our founding stockholder purchased, concurrently with the IPO, 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock at \$1.00 per warrant. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 31, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.

Consideration Offered to GHQ's Stockholders

Existing GHQ stockholders will not receive any cash or property as a result of the acquisition, but instead will continue to hold their shares of GHQ common stock. Upon completion of the acquisition, our stockholders collectively are expected to own approximately 60.6% of the outstanding shares of common stock of GHQ, assuming (i) no GHQ stockholders vote against the acquisition proposal and properly exercise their conversion rights, (ii) no

holders of GHQ warrants exercise their rights to acquire GHQ shares (iii) the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock of GHQ, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.

Table of Contents

Conversion Rights (see page 119)

Each holder of IPO shares has a right to convert its IPO shares into cash if such holder votes against the acquisition proposal, the acquisition is completed and the holder properly exercises its conversion rights as described below. Such IPO shares would then be converted into cash at the per-share conversion price described below on the closing date of the acquisition.

Voting against the acquisition proposal alone will not result in the conversion of the IPO shares into a pro rata share of the trust account. To convert IPO shares, the holder must also properly exercise his or her conversion rights by following the specific procedures for conversion set forth below and the acquisition must be completed.

We will not complete the acquisition and will not convert any IPO shares into cash if stockholders owning 30% or more of the IPO shares both vote against the acquisition proposal and properly exercise their conversion rights. It is anticipated that the funds to be distributed to each holder who properly elects to convert any IPO shares will be distributed promptly after completion of the acquisition.

Holders of IPO shares who convert their IPO shares into cash would still have the right to exercise any warrants that they continue to hold and do not sell.

The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in the trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above), that has not been distributed to GHQ to cover its working capital expenses as set forth in GHQ's certificate of incorporation ("certificate"), calculated as of two business days prior to the closing by (ii) the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

Prior to exercising conversion rights, holders of IPO shares should verify the market price of the IPO shares as they may receive higher proceeds from the sale of the IPO shares in the public market than from exercising conversion rights if the market price per IPO share is higher than the conversion price.

To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in "street name," must tender its IPO shares to our transfer agent, American Stock Transfer & Trust Company, and deliver written instructions to our transfer agent: (i) stating that the holder wishes to convert the IPO shares into a pro rata share of the trust account and (ii) confirming that the holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.

To tender IPO shares to our transfer agent, the holder must deliver its IPO shares either (i) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, electronically using the Depository Trust Company's DWAC (Deposit/Withdrawal At Custodian) system or (ii) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, physically by delivering a share certificate. Any holder who holds IPO shares in "street name" will have to coordinate with his or her bank or broker to arrange for the IPO shares to be delivered electronically or physically. Any holder who desires to physically tender to our transfer agent IPO shares that are held in "street name" must instruct the account executive at his or her bank or broker to

withdraw the IPO shares from the holder's account and request that a physical certificate be issued in such holder's name. Our transfer agent will be available to assist with this process.

Table of Contents

If a holder does not deliver written instructions and tenders his or her IPO shares (either electronically or physically) to our transfer agent in accordance with the above procedures, those IPO shares will not be converted into cash.

Any request for conversion, once made, may be withdrawn or revoked at any time before the start (in case of electronic tendering) or at any time before the day (in case of physical tendering) of our special meeting (or any adjournment or postponement thereof), in which case the IPO shares will be returned (electronically or physically) to such holder. Holders of IPO shares who have exercised conversion rights may not thereafter withdraw or revoke their decision to convert their IPO shares into a pro rata portion of the trust account.

If any holder tenders IPO shares (electronically or physically) and the acquisition is not completed, the IPO shares will not be converted into cash and they will be returned (electronically or physically) to such holder.

Interests of Certain Persons in the Acquisition (see page 99)

In considering the recommendation of GHQ's board of directors to vote for our proposals, you should be aware that our executive officers and members of our board of directors have interests in the acquisition that are different from, or in addition to, the interests of GHQ's stockholders generally. The members of our board of directors were aware of these differing interests and considered them, among other matters, in evaluating and negotiating the transaction agreement and in recommending to our stockholders that they vote in favor of the acquisition proposal and other proposals. These interests include, among other things:

- Our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our chairman and chief executive officer, and Robert H. Niehaus, our senior vice president, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Each of Messrs. Rush, Canfield and Clarke purchased his units prior to our IPO for an aggregate price of \$128.00 and had an aggregate market value of approximately \$433,920, based upon the last sale price of \$9.98 on the NYSE Alternext U.S. on August 24, 2009. If our proposals are not approved and GHQ is unable to complete another business combination by February 14, 2010, GHQ will be required to liquidate. In such event, the 8.5 million units held by Messrs. Rush, Canfield and Clarke and our founding stockholder will be worthless because Messrs. Rush, Canfield and Clarke and our founding stockholder have agreed that they will not receive any liquidation proceeds with respect to such shares. Accordingly, Messrs. Rush, Canfield and Clarke and our founding stockholder have a financial interest in the completion of the acquisition. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions, and would receive liquidation proceeds on such shares of common stock on the same basis as unaffiliated GHQ stockholders.
- In addition to the shares of GHQ common stock, our founding stockholder purchased 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock, at a price of \$1.00 per warrant. These warrants have an exercise price of \$7.00 per share and, following the closing of the acquisition and the warrant restructuring described below, will have the Restructured Warrants Exercise Price (as such term is defined below). If GHQ is unable to complete a business combination by February 14, 2010 and liquidates its assets, there will be no distribution with respect to these warrants, and the warrants will expire worthless. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.
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Two of our directors, Messrs. Bok and Niehaus purchased shares of common stock and warrants in our IPO and in open market transactions. In addition, Messrs. Bok and Niehaus own shares in our founding stockholder that give them indirect ownership interests in GHQ. Because of their indirect ownership interests, each of Messrs. Bok and Niehaus has financial interests in the completion of the acquisition in addition to their interests as holders of our common stock and warrants.

## Table of Contents

- If the acquisition is completed, certain of our current directors will continue as directors of GHQ. These non-executive directors will be entitled to receive any cash fees, stock options, stock awards or other compensation arrangements that our board of directors determines to provide to our non-executive directors.

### No Appraisal or Dissenters' Rights

No appraisal or dissenters' rights are available under Delaware law for holders of GHQ common stock in connection with the proposals described in this proxy statement.

### Regulatory Matters

**U.S. Antitrust.** Under the HSR Act and the rules that have been promulgated thereunder by the Federal Trade Commission (the "FTC"), the acquisition may not be consummated unless GHQ and Iridium Holdings furnish certain information to the Antitrust Division of the United States Department of Justice (the "Antitrust Division") and the FTC and specified waiting period requirements have been satisfied. Pursuant to the requirements of the HSR Act, GHQ and Iridium Holdings each filed a Notification and Report Forms with respect to the acquisition with the Antitrust Division and the FTC. GHQ filed its notification on October 3, 2008 and Iridium Holdings filed its notification on October 6, 2008. Early termination of the waiting period applicable to the acquisition was granted by the FTC on October 10, 2008.

The Antitrust Division and the FTC frequently scrutinize the legality under the antitrust laws of transactions such as the acquisition. At any time before or after consummation of the acquisition, the Antitrust Division or the FTC could take such action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the acquisition or seeking the divestiture of substantial assets of GHQ or Iridium Holdings. Private parties (including individual states) may also bring legal actions under the antitrust laws. We do not believe that the consummation of the acquisition will result in a violation of any applicable antitrust laws. However, there can be no assurance that a challenge to the acquisition on antitrust grounds will not be made or, if this challenge is made, what the result will be. See "The Transaction Agreement—Conditions to the Closing" for certain conditions to the acquisition, including conditions with respect to litigation and certain governmental actions and "The Transaction Agreement—Termination" for certain termination rights pursuant to the transaction agreement in connection with legal prohibitions to completing the acquisition.

**Foreign Competition Law Filings.** Iridium Holdings and its subsidiaries own property and conduct business in a number of foreign countries. In connection with the acquisition, the laws of certain of these foreign countries may require the filing of information with, or the obtaining of the approval of, governmental authorities therein. The parties do not believe that any such filings or approvals are required by these laws, but intend to take such action as they may require.

**FCC Licenses.** Certain subsidiaries and affiliates of Iridium Holdings hold one or more licenses or authorizations (each an "FCC License" and collectively the "FCC Licenses") issued by the FCC. Under the Communications Act of 1934, as amended, and the rules and regulations of the FCC, prior to completion of the acquisition, the FCC must approve the transfer of control of these subsidiaries and affiliates and their FCC Licenses to GHQ. Therefore, on October 21, 2008, GHQ and each subsidiary or affiliate of Iridium Holdings that holds one or more FCC License jointly filed an application with the FCC requesting such approval (each an "Application" and collectively the "Applications").

Globalstar License LLC ("Globalstar License") filed a petition to deny the Applications. Cornell University ("Cornell"), International Communications Group, Inc. ("ICG") and Rockwell Collins, Inc. ("Rockwell") filed comments with respect

to the Applications. The commenters did not oppose the proposed transfer of control of Iridium Holdings but asked the FCC to adopt certain conditions in connection with its grant of the Applications. The comments and requests for conditions filed by ICG and Rockwell Collins were subsequently withdrawn.

On August 14, 2009, the International Bureau of the FCC, acting on delegated authority, denied Globalstar License's petition to deny and Cornell's request for conditions and granted the Applications (the "Order"). Grant of



## Table of Contents

the Applications was conditioned on compliance by Iridium Holdings, Iridium Carrier Holdings LLC, GHQ, and their respective subsidiaries and affiliates with the commitments and undertakings set forth in the National Security Agreement dated August 17, 2001, previously filed with the FCC, among Iridium Holdings LLC, Iridium Satellite LLC (“Iridium Satellite”), Iridium Carrier Holdings LLC and Iridium Carrier Services, LLC, on the one hand, and the United States Department of Justice (“DOJ”) and the Federal Bureau of Investigation (“FBI”), on the other (the “National Security Agreement”). The Order was effective immediately upon release but is subject to reconsideration by the International Bureau and/or review by the FCC. If no third party seeks reconsideration or review and the International Bureau does not act to reconsider the Order on its own motion by September 14, 2009, and the FCC does not act to review the Order on its own motion by September 23, 2009, the Order will become a final order and thus will no longer be subject to reconsideration or review. No assurance can be given that the Order will not be subject to reconsideration or review prior to its becoming a final order. The FCC also noted in the Order that the record did not contain sufficient information to determine whether a previous investment by Baralonco Limited in Iridium Carrier Services LLC, at the time it was made, fell within the parameters specified in the FCC’s order in 2002 authorizing foreign investment in Iridium (the “2002 order”). Accordingly, the FCC stated that its grant of the Applications is without prejudice to any enforcement action by the FCC for non-compliance with the Communications Act of 1934, as amended, the FCC’s rules and regulations, and the 2002 order.

**Foreign Licenses and Authorizations.** Iridium Holdings, either directly or indirectly through certain of its subsidiaries and affiliates, provides communications services to subscribers in foreign countries in all regions of the world. In many of these countries, Iridium Holdings, its subsidiaries and/or affiliates have received government licenses or other authorizations to provide such services. In certain of these countries, completion of the acquisition may require either government approval or notification of the change in control over the pertinent licenses or authorizations. No assurance can be given that, if any such approvals are required, they will be obtained.

**General.** It is possible that governmental authorities having jurisdiction over GHQ and Iridium Holdings may seek regulatory concessions as conditions for granting approval of the acquisition. A regulatory body’s approval may contain terms or impose conditions or restrictions relating or applying to, or requiring changes in or limitations on, the operation or ownership of any asset or business of GHQ, Iridium Holdings or any of their subsidiaries, or GHQ’s ownership of Iridium Holdings, or requiring asset divestitures, which conditional approval could reasonably be expected to result in a substantial detriment to GHQ, Iridium Holdings and their subsidiaries, taken as a whole, after the closing of the acquisition. If this kind of approval occurs, in certain circumstances, GHQ can decline to close under the transaction agreement. We can give no assurance that the required regulatory approvals will be obtained on terms that satisfy the conditions to closing of the acquisition or are within the time frame contemplated by GHQ and Iridium Holdings. See “The Transaction Agreement—Conditions to the Closing” on page 109.

Risk Factors (see page 39)

In evaluating each of the proposals set forth in this proxy statement, you should carefully read this proxy statement and consider the factors discussed in the section entitled “Risk Factors.”

### Post-Closing Transactions

On June 2, 2009, GHQ entered into an agreement with Banc of America Securities LLC, the underwriter of GHQ’s IPO offering, and its affiliate, pursuant to which Banc of America Securities LLC agreed to sell to GHQ, immediately following the closing of the acquisition, 3,655,500 of GHQ warrants for \$1,827,750.

On June 2, 2009, GHQ filed a shelf registration statement on Form S-3 with the SEC, as may be amended from time to time. The registration statement, when declared effective by the SEC, will allow GHQ to offer and, upon the

completion of the acquisition, to sell common stock, preferred stock and debt securities from time to time in amounts, at prices and on terms to be determined at the time of any such offering. GHQ has announced its intention to offer shares of its common stock in an offering to be made pursuant to the registration statement and that will be conditioned upon the closing of the acquisition ("Future Offering"). The proceeds received from any sale of GHQ securities in the Future Offering may be utilized for general corporate purposes, including the Forward

Table of Contents

Purchases (as such term is defined below) and the consideration to be paid under the Warrant Purchase Agreements (as such term is defined below).

Prior to the closing of the acquisition, GHQ may, in privately negotiated transactions, enter into agreements to repurchase, subject to the closing of the acquisition, specified amounts of our outstanding common stock (“Forward Purchases”), from a limited number of GHQ stockholders who have invested in GHQ common stock based on investment strategies that we believe are focused on fixed income like returns rather than the underlying business and growth prospects of the company following completion of the acquisition. We expect these investors, based on their investment strategies, would seek to exit their investment in GHQ in connection with or shortly following the closing of the acquisition. GHQ believes it is important for the company to develop a stockholder base with a longer term view, interested in and knowledgeable about the company’s underlying business and growth prospects and believes that the combination of Forward Purchases and the Future Offering will permit GHQ to accelerate this transition. GHQ recently initiated discussions with a limited number of stockholders about their willingness to enter into Forward Purchases. GHQ expects that the purchase price for any Forward Purchase would be at least equal to the amount the stockholder could receive by voting against the acquisition and exercising conversion rights. GHQ also expects that, since any Forward Purchases will be conditioned upon the closing of the acquisition, a GHQ stockholder agreeing to enter into a Forward Purchase would be required to agree to vote in favor of the acquisition. GHQ has not entered into any Forward Purchases but intends to file a Current Report on Form 8-K within the requisite time period disclosing the Forward Purchase if and when it does enter into a Forward Purchase.

On July 29, 2009, GHQ entered into agreements (the “Warrant Purchase Agreements”) to repurchase and/or restructure 26,817,833 warrants issued in our IPO and to our founding stockholder, in privately negotiated transactions, from certain of our warrant holders (the “Warrantholders”), subject to the closing of the acquisition. GHQ negotiated to repurchase and/or restructure these warrants to reduce significantly the magnitude of the potential dilution to its stockholders and potential short selling in connection with and following consummation of the acquisition. As part of the Warrant Purchase Agreements GHQ agreed to:

- purchase 12,449,308 existing warrants issued in our IPO for a total of \$3,112,327 of cash and \$12,449,308 worth of GHQ common stock, with the number of shares of GHQ common stock to be determined based on the offering price per share of GHQ common stock sold in the Future Offering which will be conditioned upon the closing of the acquisition (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock);
- restructure 14,368,525 existing warrants (the “Restructured Warrants”) and to enter into a new warrant agreement with respect to the Restructured Warrants with terms substantially similar to the terms set forth in the warrant agreement with respect to the existing warrants issued in our IPO, with the exception that (i) the exercise price of the Restructured Warrants is 115% of the price per share of GHQ common stock sold by GHQ in the Future Offering (“Restructured Warrants Exercise Price”) (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock), (ii) the exercise period was extended by two years to February 14, 2015 and (iii) the price of GHQ common stock at which GHQ can redeem the Restructured Warrants was increased to \$18.00.
- file with the SEC, as soon as practicable following the issuance of the Restructured Warrants, but in no event later than 15 business days following the issuance of the Restructured Warrants, a resale registration shelf statement to allow for the resale of Restructured Warrants and the shares of GHQ common stock underlying such Restructured Warrants (“Resale Registration Statement”). If the Resale Registration Statement is not declared effective by the SEC within 30 business days following the issuance of the Restructured Warrants, the Warrantholders have the right to sell to GHQ, for cash, the Restructured Warrants for a price equal to the difference between the weighted average

price of the shares of GHQ common stock during a certain period over the Restructured Warrants Exercise Price.

In connection with the restructuring of the warrants, our founding stockholder has agreed to exchange 4.0 million warrants held by it into the Restructured Warrants as described above. In addition, GHQ's chairman and

Table of Contents

chief executive officer, Scott L. Bok, and its senior vice president, Robert H. Niehaus, agreed to exchange 400,000 warrants purchased by them in GHQ's IPO into the Restructured Warrants.

At the closing of the acquisition, giving effects of the foregoing transactions, including the purchase of warrants from Banc of America Securities LLC and its affiliate, the warrant restructuring and the Warrant Purchase Agreements, there will be 13,657,104 GHQ warrants outstanding with an exercise price of \$7.00 and 14,368,525 GHQ warrants outstanding with the Restructured Warrants Exercise Price.

Table of Contents

## SELECTED HISTORICAL FINANCIAL DATA OF GHQ

The following selected historical financial data as of December 31, 2007 and December 31, 2008, for the six months ended June 30, 2008 (unaudited) and June 30, 2009 (unaudited) and from November 2, 2007 (Inception) to June 30, 2009 (unaudited) was derived from the financial statements of GHQ and GHQ's unaudited interim financial statements. GHQ is a development stage enterprise. Interim results are not necessarily indicative of results for the full year. The selected financial data below should be read in conjunction with GHQ's financial statements and related notes beginning on page F-2 and "GHQ - Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this proxy statement.

	For the Period from November 2, 2007 (Inception) to December 31, 2007	Year Ended December 31, 2008	Six Months Ended June 30 (unaudited) 2008	Six Months Ended June 30 (unaudited) 2009	For the Period from November 2, 2007 (Inception) to June 30, 2009 (unaudited)
<b>Statement of Operations Data:</b>					
Other income (interest)	\$ -----	\$ 5,604,554	\$ 2,993,222	\$ 821,169	\$ 6,425,723
Total expenses	(3,812)	2,592,185	193,997	791,167	3,387,164
Income before income taxes	(3,812)	3,012,369	2,799,225	30,002	3,038,559
Provision for income taxes (benefit)	-----	1,356,551	1,347,929	13,511	1,370,062
Net income (loss)	(3,812)	1,655,818	1,451,296	16,491	1,668,497
Net income per share (basic and diluted)	(0.00)	0.04	0.02	0.00	
Weighted average shares outstanding (basic and diluted)	11,500,000	43,268,238	37,978,984	48,500,000	
<b>Balance Sheet Data:</b>					
	As of December 31, 2007	As of December 31, 2008		As of June 30, 2009 (unaudited)	
Total assets	\$ 500,000	\$ 403,150,260		\$ 402,630,644	
Total liabilities	478,812	12,898,985		4,187,128	
Common stock, subject to possible conversion (11,999,999 shares at conversion value)	-	119,987,999		119,987,999	
Total stockholders' equity	21,188	270,263,276		278,455,517	
Total liabilities and stockholders' equity	500,000	403,150,260		402,630,644	



Table of Contents

## SELECTED HISTORICAL FINANCIAL DATA OF IRIDIUM HOLDINGS

The following selected historical financial data for each of the three years in the period ended December 31, 2008 was derived from Iridium Holdings' audited financial statements and the financial information for the six months ended June 30, 2008 and 2009 was derived from Iridium Holdings' unaudited condensed consolidated financial statements included elsewhere in this proxy statement. Iridium Holdings' unaudited condensed consolidated financial statements reflect all adjustments necessary to state fairly its financial position at June 30, 2008 and 2009 and its income and cash flows for the six months ended June 30, 2008 and 2009. The information for the years ended December 31, 2004 and 2005 was derived from Iridium Holdings' audited financial statements not included in this proxy statement. As described in footnote (a) below, the consolidated balance sheet as of December 31, 2008 and the consolidated statements of income for the years ended December 31, 2008 and 2007 have been restated to give effect to certain reclassification adjustments. Interim results are not necessarily indicative of results for the full year and historical results are not necessarily indicative of results to be expected in any future period. The selected financial data below should be read in conjunction with Iridium Holdings' financial statements and related notes beginning on page F-33 and "Iridium Holdings—Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this proxy statement. The selected financial data is historical data for Iridium Holdings on a stand alone basis. The following summary financial data below is not necessarily indicative of future results and should be read in conjunction with the "Selected Unaudited Pro Forma Condensed Combined Financial Data" included in this document.

Statement of Operations Data:	Years Ended December 31					Six Months Ended June 30	
	2004	2005	2006	As Restated (see note (a)) 2007	As Restated (see note (a)) 2008	2008	2009
<b>Revenue:</b>							
<b>Government</b>							
Services	\$ 45,069	\$ 48,347	\$ 50,807	\$ 57,850	\$ 67,759	\$ 29,867	\$ 36,628
Commercial Services	49,611	60,690	77,661	101,172	133,247	61,846	76,777
<b>Subscriber</b>							
Equipment	26,811	78,663	83,944	101,879	119,938	64,266	45,089
Total revenue	\$ 121,491	\$ 187,700	\$ 212,412	\$ 260,901	\$ 320,944	\$ 155,979	\$ 158,494
<b>Operating expenses:</b>							
Cost of subscriber equipment sales	26,463	62,802	60,068	62,439	67,570	36,780	22,916
Cost of services (exclusive of depreciation and amortization) (b)	50,248	56,909	60,685	63,614	69,882	32,114	37,861
Selling, general and administrative	32,487	30,135	33,468	46,350	55,105	25,433	28,139
Research and development	9,044	4,334	4,419	13,944	32,774	10,880	13,269
Depreciation and amortization	7,132	7,722	8,541	11,380	12,535	5,861	7,249



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Transaction costs	-	-	-	-	7,959	556	1,972
Satellite system development refund	-	(14,000)	-	-	-	-	-
Total operating expenses	\$ 125,374	\$ 147,902	\$ 167,181	\$ 197,727	\$ 245,825	\$ 111,624	\$ 111,406
Operating (loss) profit	\$ (3,883)	\$ 39,798	\$ 45,231	\$ 63,174	\$ 75,119	\$ 44,355	\$ 47,088
Other (expense) income:							
Interest expense, net of capitalized interest	(9,122)	(5,106)	(15,179)	(21,771)	(21,094)	(9,759)	(9,219)
Interest expense recovered	-	2,526	-	-	-	-	-
Interest and other income	483	2,377	1,762	2,370	(146)	801	449
Total other (expense) income, net	\$ (8,639)	\$ (203)	\$ (13,417)	\$ (19,401)	\$ (21,240)	\$ (8,958)	\$ (8,770)
Net (loss) income	\$ (12,522)	\$ 39,595	\$ 31,814	\$ 43,773	\$ 53,879	\$ 35,397	\$ 38,318

Table of Contents

					As Restated (see note (a))		
Balance Sheet Data:	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08	6/30/08	6/30/09
Total current assets	\$ 59,921	\$ 65,385	\$ 84,035	\$ 80,342	\$ 101,355	\$ 109,613	\$ 114,424
Total assets	150,514	129,397	161,525	167,581	190,569	195,909	199,484
Total long term obligations (c)	(119,781)	(53,848)	(208,225)	(178,324)	(155,845)	(162,020)	(142,050)
Total members' deficit	(90,008)	(57,262)	(121,189)	(78,447)	(62,230)	(45,339)	(21,605)
		Years Ended December 31				Six Months Ended June 30	
	2004	2005	2006	2007	2008	2008	2009
Other Data:							
Cash provided by (used in):							
Operating activities	\$ 10,107	\$ 30,742	\$ 39,499	\$ 36,560	\$ 61,438	\$ 33,517	\$ 37,426
Investing activities	(1,608)	(9,661)	(9,467)	(19,787)	(13,913)	(5,936)	(4,784)
Financing activities	(5,542)	(18,887)	(8,032)	(26,526)	(44,820)	(7,819)	(16,977)
EBITDA (d)	3,554	49,595	54,243	74,732	86,163	50,299	54,671
Certain other items included in EBITDA (e)	-	-	-	1,777	22,072	3,973	9,597

- (a) For the year ended December 31, 2008, the balance sheet has been restated to reclassify as prepaid expenses and other current assets a \$1.4 million receivable from an insurer that was previously classified as a reduction of the related claim liability included in accrued expenses and other current liabilities. In addition, in the restated consolidated statements of income for the years ended December 31, 2008 and 2007, Iridium Holdings has reclassified \$6.0 million and \$3.4 million, respectively, of research and development costs related to government funded research and development service contracts as cost of services (exclusive of depreciation and amortization). These reclassifications have no impact on income from operations or net income.
- (b) Iridium Holdings' selected historical financial data for the year ended December 31, 2004 does not include a reclassification of operating expenses between "cost of services (exclusive of depreciation and amortization)" and "selling, general and administrative." Therefore, Iridium Holdings' selected historical financial data for the operating expenses described above for the year ended December 31, 2004 is not directly comparable to the selected historical financial data for subsequent periods.
- (c) Long-term obligations are presented net of an unamortized discount associated with a commitment fee to Motorola in connection with the transition services, products and assets agreement. The balance of the unamortized discount was \$3.0 million at December 31, 2004, \$2.7 million at December 31, 2005, \$2.3 million at December 31, 2006, \$1.8 million at December 31, 2007, \$1.3 million at December 31, 2008, \$1.5 million at June 30, 2008, and \$1.0 million at June 30, 2009.
- (d) "EBITDA" represents net income before interest expense, interest income, income tax provision and depreciation and amortization. EBITDA does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings' calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings presents EBITDA because it believes it is a useful indicator of its profitability. Iridium Holdings' management uses

EBITDA principally as a measure of its operating performance and believes that EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in their evaluation of companies in industries similar to its own. Iridium Holdings also believes EBITDA is useful to its management and investors as a measure of comparative operating performance between time periods and among companies as it is reflective of changes in pricing decisions, cost controls and other factors that affect operating performance. Iridium Holdings' management also uses EBITDA for planning purposes, including the preparation of its annual operating budget, financial projections and compensation plans.

EBITDA does not represent and should not be considered as an alternative to results of operations under GAAP and has significant limitations as an analytical tool. Although Iridium Holdings uses EBITDA as a measure to assess the performance of its business, the use of EBITDA is limited because it excludes certain material costs. For example, it does not include interest expense, which is a necessary element of its costs and ability to generate revenue, because Iridium Holdings has borrowed money in order to finance its operations. Because Iridium Holdings uses capital assets, depreciation expense is a necessary element of its costs and ability to generate revenue. Because EBITDA does not account for these expenses, its utility as a measure of Iridium Holdings' operating performance has material limitations. As a limited liability company that is treated as a partnership for federal income tax purposes, Iridium Holdings is generally not subject to federal income tax directly and therefore no adjustment is required for income taxes. Because of these limitations Iridium Holdings' management does not view EBITDA in isolation or as a primary performance measure and also uses other measures, such as net income, revenue and operating profit, to measure operating performance.

Table of Contents

The following is a reconciliation of EBITDA to net income:

	Years Ended December 31					Six Months Ended June 30	
	2004	2005	2006	2007	2008	2008	2009
Net (loss) income	(12,522)	39,595	31,814	43,773	53,879	35,397	38,318
Interest expense	9,122	5,106	15,179	21,771	21,094	9,758	9,219
Interest expense recovered	-	(2,526)	-	-	-	-	-
Interest income	(178)	(302)	(1,291)	(2,192)	(1,345)	(717)	(115)
Depreciation and amortization	7,132	7,722	8,541	11,380	12,535	5,861	7,249
EBITDA	3,554	49,595	54,243	74,732	86,163	50,299	54,671

(e) The following table details certain items, which are included in EBITDA: non-recurring expenses relating to Iridium Holdings' proposed transaction with GHQ and expenses incurred in the development of Iridium Holdings' second generation constellation, Iridium NEXT. This table does not represent and should not be considered as an alternative to net income or cash flow from operations, as determined in accordance with GAAP and Iridium Holdings' calculations thereof may not be comparable to similarly entitled measures reported by other companies. Iridium Holdings believes this table, when reviewed in connection with its presentation of EBITDA provides another useful tool to investors and its management for measuring comparative operating performance between time periods and among companies as it is further reflective of cost controls and other factors that affect operating performance. In addition to EBITDA, Iridium Holdings' management assesses the adjustments presented in this table when preparing its annual operating budget, financial projections and compensation plans. Because of the significant expenses resulting from the abovementioned transaction and Iridium NEXT, Iridium Holdings believes that the presentation of the adjustments relating to acquisition and Iridium NEXT expenses enables its management and investors to assess the impact of such expenses on its operating performance and provides a consistent measure of its operating performance for periods subsequent to the transaction and the full deployment of Iridium NEXT.

This table is not intended to comply with GAAP and has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of Iridium Holdings' results of operations under GAAP. Although Iridium Holdings uses this table as a financial measure to assess the performance of its business, the use of this table is limited because, in addition to the costs excluded in its presentation of EBITDA, it excludes certain material costs that Iridium Holdings has incurred over the periods presented. Because this table does not account for these expenses, its utility as a measure of Iridium Holdings' operating performance has material limitations.

EBITDA, as defined above, was decreased by the following non-recurring and certain other items, each of which is further discussed below:

	Years Ended December 31					Six Months Ended June 30	
	2004	2005	2006	2007	2008	2008	2009
Non-recurring transaction expenses (1)	-	-	-	-	7,959	556	1,972
Iridium NEXT expenses (2)	-	-	-	1,777	14,113	3,417	7,625

Total	-	-	-	1,777	22,072	3,973	9,597
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(1) Consists of non-recurring legal, regulatory and accounting expenses resulting from Iridium Holdings' proposed transaction with GHQ.

(2) Consist of expenses, net of customer revenues, incurred in connection with the design, manufacture and deployment of Iridium NEXT, including certain milestone payments paid to the two companies vying to serve as the prime system contractor. Iridium Holdings expects to incur such expenses through 2016 until the deployment of the new constellation, with the majority of these expenses incurred during the capital intensive launch phase between 2013 and 2016. In the future, Iridium Holdings may capitalize a portion of these costs.

Table of Contents

SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The following unaudited pro forma condensed combined balance sheet as of June 30, 2009 and the unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009 and for the year ended December 31, 2008 are based on the historical financial statements of GHQ and Iridium Holdings after giving effect to the acquisition in which GHQ will acquire Iridium Holdings. The acquisition will be accounted for using the acquisition method of accounting.

The unaudited pro forma condensed combined statements of operations for the six months ended June 30, 2009 and for the year ended December 31, 2008 give effect to the acquisition as if it had occurred on January 1, 2008. The unaudited pro forma condensed combined balance sheet as of June 30, 2009 assumes that the acquisition took place on June 30, 2009.

The unaudited condensed combined balance sheet and statement of operations as of and for the six months ended June 30, 2009 were derived from GHQ's unaudited condensed financial statements and Iridium Holdings' unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2009. The unaudited condensed statement of operations for the year ended December 31, 2008 was derived from GHQ's and Iridium Holdings' audited statements of income for the year ended December 31, 2008.

GHQ will consummate the acquisition only if (i) holders of a majority of the IPO shares voting in person or by proxy approve the acquisition and (ii) stockholders holding no more than 30% of the IPO shares less one share exercise their conversion rights. The unaudited pro forma condensed combined financial statements have been prepared using the assumptions below with respect to the number of outstanding shares of GHQ common stock:

- Assuming Minimum Conversion: This presentation assumes that no GHQ stockholders seek to convert their IPO shares into a pro rata portion of the trust account; and
- Assuming Maximum Conversion: This presentation assumes that GHQ stockholders holding 30% of the IPO shares less one share (11,999,999 shares) vote against the acquisition and elect to exercise their conversion rights.

The pro forma condensed combined financial statements reflect management's best estimate of the fair value of the tangible and intangible assets acquired and liabilities assumed based on a preliminary valuation study performed by an independent third-party valuation firm based on information currently available. As final valuations are performed, increases or decreases in the fair value of assets acquired and liabilities assumed will result in adjustments, which may be material, to the balance sheet and/or statement of operations.

As required, the unaudited pro forma condensed combined financial data includes adjustments which give effect to the events that are directly attributable to the acquisition, expected to have a continuing impact and are factually supportable. Hence any planned adjustments affecting the balance sheet, statement of operations or changes in common stock outstanding, subsequent to the assumed closing date of the acquisition are not included.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and are subject to a number of uncertainties and assumptions and do not purport to represent what the companies' actual performance or financial position would have been had the acquisition occurred on the dates indicated and does not purport to indicate the financial position or results of operations as of any future date or for any future period. Please refer to the following information in conjunction with the accompanying notes to these pro forma financial statements and the historical financial statements and the accompanying notes thereto and the sections entitled "GHQ Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Iridium Holdings

Management's Discussion and Analysis of Financial Condition and Results of Operations" in this proxy statement.

Table of Contents

GHL Acquisition Corp.  
 Unaudited Pro Forma Condensed Combined Balance Sheet  
 As of June 30, 2009

	Historical		Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
	GHQ (In thousands)	Iridium				
Assets						
Current assets:						
Cash and cash equivalents	\$ 118	\$ 40,475	\$ (102,600) A	\$ 230,247	\$ (120,000) P	\$ 115,310
			400,930 B		5,063 C	
			(8,175) C			
			(4,928) D			
			(65,000) E			
			(11,350) F			
			(19,223) V			
Restricted cash	-	120		120		120
Accounts receivable	-	45,616		45,616		45,616
Inventory	-	24,398	8,849 G	33,247		33,247
Prepaid expenses and other current assets	58	3,815		3,873		3,873
Total current assets	176	114,424	198,503	313,103	(114,937)	198,166
Property and equipment, net	-	60,875	329,216 H	390,091		390,091
Restricted cash, net of current portion	-	15,400		15,400		15,400
Deferred financing costs and other assets	-	8,785	(3,745) E	5,040		5,040
Investments held in trust at broker	400,930	-	(400,930) B	-		-
Deferred tax asset	1,525	-	(1,525) I	-		-
Intangible assets	-	-	54,216 J	54,216		54,216
Goodwill	-	-	78,175 K	78,175		78,175
Total assets	\$ 402,631	\$ 199,484	\$ 253,910	\$ 856,025	\$ (114,937)	\$ 741,088
Liabilities and Stockholders' Equity						
Current liabilities:						
Accounts payable	\$ -	\$ 5,676		\$ 5,676		\$ 5,676
Accrued expenses and other current liabilities	1,048	15,407		16,455		16,455
Accrued compensation and employee benefits		6,826		6,826		6,826



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Credit facility, current portion	-	25,400	(127) E	25,273		25,273
Income tax payable	27			27		27
Deferred revenue, current portion	-	25,730	(15,330) L	10,400		10,400
Deferred underwriter commissions	3,112	-	(3,112) C	-		-
Warrants subject to proposed bus. combination	1,828	-	(1,828) D	-		-
Total current liabilities	6,015	79,039	(20,397)	64,657	-	64,657
Accrued satellite operations and maintenance expense, net of current portion	-	8,661		8,661		8,661
Motorola payable	-	11,436	(11,436) V	-		-
Credit facility	-	94,543	(4,273) E	25,270		25,270
			(65,000) E			
Convertible subordinated note		22,900		22,900		22,900
Other long-term liability	-	4,510		4,510		4,510
Income tax reserve	-	-	596 I	596		596
Deferred tax liability	-	-	71,273 I	71,273		71,273
Total liabilities	6,015	221,089	(29,237)	197,867	-	197,867
Common stock subject to possible conversion	119,988	-	(119,988) M	-		-
Stockholders' equity						
Common stock	49	-	29 N	79	(12) P	67
			1 D			
			(1) U			
			1 V			
Additional paid-in capital	274,911	4,983	(5,063) C	656,411	(119,988) P	541,486
			(3,100) D		5,063 C	
			(1) D			
			(11,350) F			
			119,988 M			
			288,813 N			
			(4,983) O			
			1 U			
			(7,788) V			
Retained earnings/(accumulated deficit)	1,668	(25,179)	25,179 O	1,668		1,668
Accumulated other comprehensive income (loss)	-	(1,409)	1,409 O	-		-
Total stockholders' equity	276,628	(21,605)	403,135	658,158	(114,937)	543,221

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Total liabilities and stockholders' equity	\$ 402,631	\$ 199,484	\$ 253,910	\$ 856,025	\$ (114,937)	\$ 741,088
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See accompanying notes to the unaudited pro forma condensed combined financial statements.

Table of Contents

GHL Acquisition Corp.  
Unaudited Pro Forma Condensed Combined Statement of Operations  
For the Six Months Ended June 30, 2009

Historical			Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
GHQ	Iridium					
(In thousands, except per share amounts)						
<b>Revenue:</b>						
<b>Service:</b>						
Government	\$	36,628		\$	36,628	\$ 36,628
Commercial	\$	76,777		\$	76,777	\$ 76,777
Subscriber equipment	-	45,089	-	45,089		45,089
Total revenue	-	158,494	-	158,494	-	158,494
<b>Operating expenses:</b>						
Cost of subscriber equipment sales	-	22,916	-	22,916		22,916
Cost of services (exclusive of depreciation and amortization)	-	37,861	-	37,861		37,861
Selling, general, and administrative	791	28,139	-	28,930		28,930
Depreciation and amortization	-	7,249	32,920 H 5,430 J	45,599		45,599
Research and development	-	13,269	-	13,269		13,269
Transaction Costs	-	1,972	-	1,972		1,972
Total operating expenses	791	111,406	38,350	150,547	-	150,547
Operating profit (loss)	(791)	47,088	(38,350)	7,947	-	7,947
<b>Other (expense) income:</b>						
Interest expense	-	(9,219)	2,318 E	(6,901)		(6,901)
Interest income and other income	821	449	(821) Q	1,198	(374) R	824

(expense)

749 R

Total other (expense) income, net	821	(8,770)	2,246	(5,703)	(374)	(6,077)
Income (loss) before provision for income taxes	30	38,318	(36,104)	2,244	(374)	1,870
Provision (benefit) for income taxes	14	-	1,427 S	1,441 S	(149) T	1,292
Net income (loss)	\$ 16	\$ 38,318	\$ (37,531)	\$ 803	\$ (225)	\$ 578

Weighted average shares outstanding - basic	48,500		79,200 U	67,200 U
Weighted average shares outstanding - diluted	48,500		85,200 U	73,200 U
Earnings per share - basic	\$ 0.00		\$ 0.01	\$ 0.01
Earnings per share - diluted	\$ 0.00		\$ 0.01	\$ 0.01

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Table of Contents

GHL Acquisition Corp.  
 Unaudited Pro Forma Condensed Combined Statement of Operations  
 For the Year Ended December 31, 2008

	Historical		Pro Forma Adjustments (assuming minimum conversion)	Combined Pro Forma (assuming minimum conversion)	Additional Pro Forma Adjustments (assuming maximum conversion)	Combined Pro Forma (assuming maximum conversion)
	GHQ (In thousands, except per share amounts)	Iridium				
Revenue:						
Service:						
Government		\$ 67,759		\$ 67,759		\$ 67,759
Commercial		\$ 133,247		\$ 133,247		\$ 133,247
Subscriber equipment	-	119,938	-	119,938		119,938
Total revenue	-	320,944	-	320,944	-	320,944
Operating expenses:						
Cost of subscriber equipment sales	-	67,570	-	67,570		67,570
Cost of services (exclusive of depreciation and amortization)	-	69,882	-	69,882		69,882
Selling, general, and administrative	2,592	55,105	-	57,697		57,697
Depreciation and amortization	-	12,535	65,840 H 10,842 J	89,217		89,217
Research and development	-	32,774	-	32,774		32,774
Transaction Costs	-	7,959	-	7,959		7,959
Total operating expenses	2,592	245,825	76,682	325,099	-	325,099
Operating profit (loss)	(2,592)	75,119	(76,682)	(4,155)	-	(4,155)

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Other (expense)  
income:

Interest expense		(21,094)	6,941 E	(14,153)		(14,153)
Interest income and other income (expense)	5,605	(146)	(5,605) Q	1,351	(747) R	604
			1,497 R			
Total other (expense) income, net	5,605	(21,240)	2,833	(12,802)	(747)	(13,549)
Income (loss) before provision for income taxes	3,013	53,879	(73,849)	(16,957)	(747)	(17,704)
Provision (benefit) for income taxes	1,357	-	(3,832) S	(2,475) S	(296) T	(2,771)
Net income (loss)	1,656	53,879	(70,017)	(14,482)	(451)	(14,933)

Weighted average shares outstanding - basic	43,268			79,200 U		67,200 U
Weighted average shares outstanding - diluted	43,268			79,200 U		67,200 U
Earnings (loss) per share - basic	\$ 0.04			\$ (0.18)		\$ (0.22)
Earnings (loss) per share - diluted	\$ 0.04			\$ (0.18)		\$ (0.22)

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Table of Contents

Notes to Unaudited Condensed Combined Pro Forma Financial Statements

1. Description of the Acquisition and Basis of Presentation

The Acquisition

On September 22, 2008, GHQ entered into a Transaction Agreement, as amended on April 28, 2009, with Iridium Holdings and its members whereby GHQ agreed to purchase 100% of Iridium Holdings member units (Class A and Class B) for 29.4 million shares of GHQ common stock, \$77.1 million in cash, subject to certain adjustments, and, within 90 days of the closing of the acquisition, a tax benefit payment of \$25.5 million in cash to sellers (other than the sellers of the equity of Baralonco and Syncom), if Iridium Holdings has in effect a valid IRC Section 754 election with respect to the taxable year in which the closing occurs. Upon the closing of the acquisition, Iridium Holdings will become a subsidiary of GHQ and GHQ will be renamed "Iridium Communications Inc."

Pursuant to the Transaction Agreement, GHQ will acquire two entities, Baralonco and Syncom, which are holders of a significant number of Iridium Holdings units. After the closing of the acquisition, Baralonco and Syncom will become wholly-owned subsidiaries of GHQ. No pro forma adjustments have been made for the acquisition of Syncom and Baralonco because, although they currently have cash and certain immaterial assets and liabilities, the Transaction Agreement contemplates that these entities will have no assets or liabilities at the closing other than Iridium Holdings units. The only historical operations of these entities have been the ownership of Iridium Holdings units and, in the case of Baralonco, certain previously disposed investments.

In connection with the terms of the acquisition, all outstanding equity awards of Iridium Holdings will immediately vest upon the closing of the acquisition. The estimated reduction to Iridium Holdings' equity at the close of the acquisition related to the accelerated vesting is approximately \$2.6 million. Following the closing of the acquisition, GHQ will record a compensation charge in the amount \$1.3 million and a capital contribution related to the transfer at cost of founding stockholder's units to certain of GHQ's directors. The impact of the acceleration of Iridium Holdings' equity incentive awards and GHQ's compensation charge and related capital contribution are not reflected in the pro forma condensed combined financial statements.

On October 24, 2008, Greenhill Europe purchased a convertible note for \$22.9 million in cash from Iridium Holdings. Greenhill Europe has the option to convert the convertible note into Class A units of Iridium Holdings (which are exchangeable into shares of GHQ common stock) upon the later of (i) October 24, 2009 and (ii) the earlier of closing of the acquisition pursuant to the transaction agreement or the termination of the transaction agreement. In addition, in the event of (a) a change of control of Iridium Holdings (as defined in the note) or (b) the termination of the transaction agreement, after January 31, 2013, Greenhill Europe has the right to redeem the note in full. The convertible note matures in seven years and bears interest at 5% per annum, compounded quarterly, beginning on April 24, 2009. The pro forma condensed combined financial statements do not reflect the convertible note on an as-converted basis because the earliest date that Greenhill Europe can convert the convertible note is October 24, 2009.

In conjunction with the issuance of the convertible note, Iridium Holdings executed amendments to the first and second lien credit facilities (the "Credit Amendments"), which were completed in October 2008. Following the execution of the Credit Amendments, a net distribution of \$36.3 million was made to current Iridium Holdings unit holders. Iridium Holdings also prepaid \$22.0 million of the outstanding balance on the first lien term loan at the signing of the Credit Amendments. The Credit Amendments provide for: (a) an increase in the applicable interest rate

margin for Eurodollar loans by 75 basis points (5% for first lien and 9% for second lien); (b) an increase in permitted capital expenditures for 2009; (c) a prepayment of \$80.0 million of the outstanding balance on the first lien term loan under the agreement by Iridium Holdings if the proposed transaction with GHQ is consummated (as required by the Credit Amendments, \$15.0 million of this amount was prepaid on June 11, 2009 because stockholder approval was not obtained by June 29, 2009); and (d) an amendment to the definition of "Change of Control" under the agreement to include the public company in existence after the proposed transaction with GHQ.

On June 2, 2009, GHQ entered into an agreement with Banc of America Securities LLC, the underwriter of GHQ's IPO offering, and its affiliate, pursuant to which Banc of America Securities LLC has agreed to reduce the deferred underwriting commission payable upon the closing of the acquisition by approximately \$8.2 million. Accordingly, the deferred underwriting commissions payable upon closing by GHQ to Banc of America Securities LLC will



Table of Contents

range between approximately \$3.1 million (assuming maximum conversion) to \$8.2 million (assuming no conversion) depending upon the number of stockholders who exercise their conversion rights. In addition, Banc of America Securities LLC or its affiliate agreed to sell to GHQ, immediately after the closing of the acquisition, approximately 3.7 million of GHQ warrants for approximately \$1.8 million.

On July 29, 2009, GHQ entered into Warrant Purchase Agreements to repurchase and/or restructure approximately 26.8 million warrants issued in GHQ's IPO and to the founding stockholder, in privately negotiated transactions, from certain of our Warrantholders, subject to the closing of the acquisition. As part of the Warrant Purchase Agreements, GHQ agreed to purchase approximately 12.4 million existing warrants issued in our IPO for a total of approximately \$3.1 million of cash and approximately \$12.4 million worth of GHQ common stock, with the number of shares of GHQ common stock to be determined based on the offering price per share of GHQ common stock sold in the Future Offering (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock) and to restructure approximately 14.4 million existing warrants issued in GHQ's IPO and to enter into a new warrant agreement with respect to the Restructured Warrants.

Basis of Presentation

The unaudited pro forma condensed combined financial statements have been prepared based on GHQ's and Iridium Holdings' historical financial information. Certain disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted as permitted by SEC rules and regulations.

These unaudited pro forma condensed combined financial statements are not necessarily indicative of the results of operations that would have been achieved had the acquisition actually taken place at the dates indicated and do not purport to be indicative of future financial condition or operating results.

2. Acquisition Method

The pro forma condensed combined financial statements reflect the accounting for the transaction in accordance with the acquisition method of accounting. Under the acquisition method, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values, with any excess of the purchase price over the estimated fair value of the identifiable net assets acquired recorded as goodwill.

The fair value of GHQ's shares of common stock issued was calculated using GHQ's closing stock price of \$9.81 at August 3, 2009. Daily closing prices for GHQ's common stock have ranged between \$8.60 and \$9.83 since GHQ's common stock began to trade publicly on March 20, 2008 through August 3, 2009. The consequence of a change in stock price to the bottom or top end of this range would adjust the fair value of GHQ's common stock issued as a result of the transaction downward by \$35.6 million or upward by \$0.6 million, respectively, with the offsetting amount being recorded to goodwill.

The following represents the purchase price of the transaction (in millions):

Value of 29.4 million GHQ shares issued	\$ 288.8
Cash consideration	102.6

Purchase Price	\$ 391.4
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The following represents the allocation of the purchase price (in millions):

33

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Table of Contents

Purchase price \$ 391.4

## Assets acquired and liabilities assumed:

## Assets:

Property and equipment	\$	390.1
Current assets		123.3
Goodwill		77.1
Identifiable intangible assets		54.2
Other assets		18.9
Total Assets	\$	663.6

## Liabilities:

Senior term loan facility	\$	(115.5)
Deferred tax liability		(71.3)
Other liabilities		(85.4)
Total Liabilities	\$	(272.2)
Net Assets	\$	391.4

## 3. Pro Forma Adjustments and Assumptions

- A) Represents the cash component of the purchase price of \$102.6 million, consisting of a \$77.1 million cash payment and \$25.5 million of tax benefit payments.
- B) Reflects the release of \$400.9 million of GHQ investments held in trust that will be available for the operating activities of the combined company and distributions related to the acquisition. Possible uses for the remaining cash may include the pay down of amounts due under the credit facilities and capital expenditures for the development and expansion of the combined company's operations.
- C) Reflects revised deferred underwriting commissions of \$8.2 million as a liability of \$3.1 million, with \$5.1 million included in common stock subject to possible conversion. The deferred underwriting commissions will be reduced pro rata as a result of the exercise of any stockholder conversion rights. Accordingly, the deferred underwriting commissions payable upon closing will range between approximately \$3.1 million (assuming maximum conversion) to \$8.2 million (assuming minimum conversion) depending upon the number of stockholders who exercise their conversion rights.
- D) Pursuant to an agreement dated June 2, 2009 and conditioned upon the closing of the acquisition, GHQ will purchase approximately 3.7 million warrants from Banc of America Securities LLC or its affiliate for approximately \$1.8 million. In addition, GHQ has entered into agreements, conditioned upon the closing of the acquisition, to purchase approximately 12.4 million warrants from current holders at a price of \$1.25 consisting of \$0.25 in cash (or approximately \$3.1 million) and \$1.00 in stock (in value based on the lesser of the price per share of the Future Offering and \$10.00 per share). Combined, these agreements would result in a cash reduction of \$4.9 million, an issuance of approximately 1.2 million shares of common stock (based on an assumed offering price of \$10.00 per share) and a reduction of 16.1 million outstanding warrants.

Also, pursuant to the Warrant Purchase Agreements, conditioned upon the closing of the acquisition, GHQ and current warrant holders will restructure approximately 14.4 million warrants to (i) increase the exercise price from \$7.00 to the lesser of 115% of the price per share in the Future Offering and \$11.50 per share; (ii) extend the expiration date an additional two years to February 14, 2015; and (iii) increase the price of GHQ common stock at which GHQ can redeem the Restructured Warrants to \$18.00. Included in this restructuring, Greenhill & Co., Inc. has agreed to exchange 4.0 million warrants held by it into the Restructured Warrants as described above. Also included in this restructuring, GHQ's chairman and chief executive officer, Scott L. Bok, and its senior vice president, Robert H. Niehaus, agreed to exchange 0.4 million warrants purchased by them in GHQ's IPO into the Restructured Warrants as described above. The Restructured Warrants do not require any pro forma adjustment.

Table of Contents

- E) Reflects the required prepayment of \$65.0 million for non-current portion of the outstanding balance on the first lien term loan in connection with the closing of the acquisition and the write-off of \$3.7 million of deferred financing costs. Also, reflects the fair value adjustment to the credit facilities of \$0.1 million and \$4.3 million (current and non-current portion, respectively). The fair value of the credit facilities was derived by multiplying the face amount by the median of independent market data for debt trading on June 30, 2009. The reduction in interest expense related to the pay down of the credit facilities is \$2.3 million and \$6.9 million for the six months ended June 30, 2009 and the year ended December 31, 2008, respectively. Interest expense has been calculated based on the revised interest rates set forth in the Credit Amendments.
- F) Reflects the payment of \$11.4 million of fees to financial advisors payable upon the closing of the acquisition. Depending upon the post-closing capitalization, the combined company will be required to pay up to an additional \$2.0 million of fees to financial advisors.
- G) Reflects the pro forma impact of the preliminary fair value adjustment to inventory acquired of \$8.8 million.
- H) Reflects the pro forma impact of the acquired property and equipment of Iridium Holdings. The preliminary fair value adjustment and related depreciation is as follows (in millions):

		Additional depreciation expense			
		For the		Remaining	
		six months ended		useful	
Historical amounts	Fair value	Fair value adjustment	June 30, 2009	December 31, 2008	lives
\$ 60.88	\$ 390.09	\$ 329.22	\$ 32.92	\$ 65.84	5

- I) Reflects the pro forma adjustment to deferred taxes which represents the estimated impact of the pro forma adjustments at a statutory tax rate of approximately 38.4%. A deferred tax liability of \$71.3 million has been reflected based on the preliminary adjustment of \$182.1 million (the excess of the preliminary book step up of \$464.1 million and the preliminary tax step up of \$282.0 million, plus the Iridium Holdings book tax differences existing on the balance sheet date). The book step up adjustment is determined based on the excess of the fair value of the assets (\$663.6 million) over the book value of the assets (\$199.5 million). The tax step up of the assets is based upon IRC Section 743 and the tax gain that the sellers (other than the sellers of the equity of Baralonco or Syncom) will recognize in the transaction. The book and tax step ups increase the basis of the assets. Under FAS 109 and FAS 141R, the difference between the book basis of the assets and the tax basis of the assets is treated as a deferred tax item. A deferred tax asset adjustment of \$(1.5) million has been reflected based on the elimination of the GHL Acquisition deferred tax asset that is no longer recoverable once the business combination occurs. An income tax reserve of \$0.6 million has been reflected.
- J) Reflects the pro forma impact of the identified intangible assets of Iridium Holdings which have been allocated to trade names, customer relationships, spectrum / license agreements, internally developed, internal use software and developed technology assuming remaining useful lives of five years.

The preliminary fair value adjustment and related amortization is as follows (in millions):

Intangible	Historical amounts	Fair value	Fair value adjustment	Amortization expense		Remaining useful lives
				For the six months ended June 30, 2009	For the year ended December 31, 2008	
Customer relationships	\$ 0.00	\$ 39.43	\$ 39.43	\$ 3.94	\$ 7.89	5
Core/developed technology	\$ 0.00	\$ 5.35	\$ 5.35	\$ 0.53	\$ 1.07	5
Spectrum / license agreements	\$ 0.00	\$ 5.10	\$ 5.10	\$ 0.51	\$ 1.02	5
Trade names/marks	\$ 0.00	\$ 4.16	\$ 4.16	\$ 0.42	\$ 0.83	5
Internally developed software	\$ 0.00	\$ 0.17	\$ 0.17	\$ 0.02	\$ 0.03	5
Total	\$ 0.00	\$ 54.21	\$ 54.21	\$ 5.42	\$ 10.84	

Table of Contents

- K) Reflects the pro forma adjustment to goodwill of \$78.2 million, representing the excess of the purchase price over the fair value of net assets to be acquired.
- L) Reflects the preliminary fair value adjustment to deferred revenues of \$(15.3) million. The deferred revenue liability reflects fair value assumptions based on total costs to satisfy the legal performance obligation assumed by GHQ. The fair value is calculated as the present value of direct and indirect costs required to service the obligation. It also includes an estimated, normal profit margin of 18% based on the perspective of a market participant. A risk-free rate of 4.5% was used to discount the aforementioned figures to present value given the fact that the obligation will be serviced over time (generally a one year period).
- M) Assuming minimum conversion, reflects the reclassification of common stock subject to conversion to permanent equity. This amount, which immediately prior to this transaction was being held in trust, represents the value of 11,999,999 shares of common stock, which may be converted into cash by GHQ stockholders at an estimated \$10.00 conversion price. The \$10.00 conversion price was determined by forecasting the balance of GHQ's trust account at the time of the closing of the acquisition taking into account expected interest income on the trust account balance, applicable taxes, and the expenses and working capital needs of GHQ.
- N) Reflects the fair value of the 29.4 million shares issued as consideration for Iridium Holdings. The shares were valued using GHQ's closing market price of its common stock of \$9.81 at August 3, 2009.
- O) Reflects the elimination of Iridium Holdings' historical net equity of approximately \$(21.6) million as a result of the acquisition.
- P) Represents maximum conversion and that GHQ stockholders holding 30% of the IPO shares less one share (11,999,999 shares) vote against the transaction and elect to exercise their conversion rights and convert their shares of common stock subject to conversion into cash at an estimated \$10.00 conversion price.
- Q) Reflects the reduction of interest income related to the release of cash from trust which would no longer earn interest.
- R) Reflects the increase of interest income earned at an average annualized rate of 0.65% on the remaining cash after distributions and payments related to the acquisition are made of \$0.7 million and \$1.5 million for the six months ended June 30, 2009 and the year ended December 31, 2008, respectively, assuming minimum conversion. Also, reflects the reduction of interest income of \$(0.4) million and \$(0.8) million for the six months ended June 30, 2009 and for the year ended December 31, 2008, respectively, assuming maximum conversion.
- S) Reflects an income tax expense of \$1.4 million and income tax benefit of \$2.5 million for the six months ended June 30, 2009 and for the year ended December 31, 2008, respectively, for the combined entity, assuming the transaction occurred on January 1, 2008. The adjustments are calculated based on the difference between the income tax expense/(benefit) calculated under FAS 109 for the combined entity and the income tax expense/(benefit) recorded under FAS 109 in the separate entity financial statements. In the separate entity financial statements, because Iridium Holdings is a partnership for tax purposes, the entity is not subject to income tax. Consequently, no income tax expense has been recorded in its financial statements. The combined entity will record income tax expense related to Iridium Holdings' taxable income.
- T) Reflects an income tax benefit related to the pro forma adjustments to interest income and expense of \$0.1 million and \$0.3 million for the six months ended June 30, 2009 and for the year ended December 31, 2008, respectively,

of the combined entity, assuming maximum conversion.

U) Pro forma earnings (loss) per share (EPS), basic and diluted, are based on the following calculations of the number of shares of common stock. Earnings (loss) per share is computed by dividing net income (loss) by the weighted-average number of shares of common stock outstanding during the period.

At the closing of the acquisition, after giving effect to the warrant purchase agreements and warrant restructuring described in footnote D above, there will be approximately 13.7 million GHQ warrants outstanding with an exercise price of \$7.00 and approximately 14.4 million Restructured Warrants outstanding with an exercise price equal to the lesser of 115% of the price per share in the Future Offering and \$11.50 per share. The effect of the 14.4 million Restructured Warrants has not been considered because the warrants are out of the money.



Table of Contents

The table below details the computation of basic weighted average shares outstanding for the year ended December 31, 2008 and the six months ended June 30, 2009 and the diluted weighted average shares outstanding for the six months ended June 30, 2009.

For the year ended December 31, 2008, there is a net loss. Accordingly, EPS, basic and diluted, was determined using basic average shares and the effects of the GHQ warrants with a \$7.00 exercise price and the convertible note on an as-converted basis have not been considered in diluted loss per share because the warrants and convertible note would be anti-dilutive.

Basic and diluted shares (in millions):	Minimum Conversion	Maximum Conversion
GHQ shares outstanding	48.5	48.5
GHQ shares subject to redemption	0.0	-12.0
Issuance of GHQ shares as purchase consideration to Iridium Sellers	29.4	29.4
Issuance of shares to Motorola (see note V below)	1.5	1.5
Founder shares forfeited	-1.4	-1.4
Issuance to current warrant holders as purchase consideration	1.2	1.2
Weighted average shares outstanding - basic	79.2	67.2
Effect of GHQ warrants with \$7.00 exercise price (based on treasury stock method)	4.1	4.1
Effect of convertible note on as-converted basis	1.9	1.9
Weighted average shares outstanding - diluted	85.2	73.2

V) Iridium Holdings' agreements with Motorola require potential payments to be made to Motorola upon the occurrence of a triggering event, distribution event, change of control or other specified transactions. Iridium Holdings believes that it is unclear whether and how any of the foregoing provisions were intended to apply to a transaction such as the proposed acquisition. As a result, Iridium Holdings contacted Motorola to discuss deleting these provisions and Motorola has responded that it believes that, in consideration for deleting these provisions, it should receive approximately \$3.9 million in cash and 1.5 million shares of GHQ common stock, and acceleration of the \$12.3 million of outstanding payment obligations (plus \$1.9 million of accrued interest and \$1.3 million of certain other potential fees) under the Transition Services, Product and Asset Agreement ("TSA") with Motorola and the Senior Subordinated Term Loan Agreement (the "Note Agreement") with Motorola (of which \$11.4 million had been accrued on Iridium Holdings' historical financial statements as of June 30, 2009). Iridium Holdings and Motorola are continuing to discuss an appropriate resolution under these provisions of the Motorola agreements. Given the uncertainty of the outcome of the discussions, the unaudited pro forma condensed combined financial statements reflect adjustments based on Motorola's latest proposal. For more information, see "Risk Factors - Iridium Holdings' agreements with Motorola contain potential payment provisions which may apply

to the acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain.”

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS.

This proxy statement may contain statements about future events and expectations known as “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these statements on current expectations and projections about future results.

The words “anticipates,” “may,” “can,” “believes,” “expects,” “projects,” “intends,” “likely,” “will,” “to be” and other expressions predict or indicate future events, trends or prospects and which do not relate to historical matters identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of GHQ and/or Iridium Holdings to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. These risks and uncertainties include, but are not limited to, uncertainties regarding the timing of the proposed transaction with Iridium Holdings, whether the transaction will be approved by GHQ’s stockholders, whether the closing conditions will be satisfied (including receipt of regulatory approvals), as well as industry and economic conditions, competitive, legal, governmental and technological factors. There is no assurance that GHQ’s or Iridium Holdings’ expectations will be realized. If one or more of these risks or uncertainties materialize, or if our underlying assumptions prove incorrect, actual results may vary materially from those expected, estimated or projected.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

MARKET AND INDUSTRY DATA AND FORECASTS

Information contained in this proxy statement concerning the mobile satellite services industry, the domestic and international markets for Iridium Holdings’ products, services and applications, the historic growth rate and the future of the mobile satellite services market and of Iridium Holdings’ market share or position in any vertical market is based on Iridium Holdings’ internal estimates and research as well as on industry and general publications, studies, surveys and forecasts conducted by third parties, including Euroconsult, GSM Association & Europa Technologies, Northern Sky Research and TMF Associates, on assumptions that Iridium Holdings has made that are based on that data and other similar sources as well as its knowledge of the markets for its products, services and applications.

While Iridium Holdings has informed us that it believes each of these publications, studies, surveys and forecasts are reliable, Iridium Holdings has not independently verified the market and industry data provided by third parties or by industry or general publications. Similarly, while Iridium Holdings believes its internal estimates and research are reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source, and neither we nor Iridium Holdings make any representation or warranty as to the accuracy and completeness of such estimates and information.

For purposes of this proxy statement, when we discuss Iridium Holdings’ position in the market for mobile satellite services, its market position is based on its total revenues in relation to the revenues of the principal industry players in 2008. For purposes of this proxy statement, “principal industry players” are defined as Iridium Holdings, Inmarsat plc. (“Inmarsat”), Globalstar, Inc. (“Globalstar”), Thuraya Satellite Telecommunications Company (“Thuraya”), SkyTerra Communications (“SkyTerra”), Orbcomm Inc. (“Orbcomm”), ICO Global Communication (Holdings) Limited (“ICO”) and

TerreStar Networks, Inc. (“TerreStar”).

Table of Contents

RISK FACTORS

You should carefully consider the risk factors described below, together with the other information contained in this proxy statement, before you decide whether to vote or instruct your vote to be cast to approve the acquisition proposal and the other proposals. If any of the following events occur, our business, financial condition and operating results may be materially adversely affected. In that event, the market or trading price of our securities could decline and you could lose all or part of your investment. This proxy statement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks described below.

For purpose of this Section, the term “Iridium Holdings” refers to Iridium Holdings LLC and its subsidiaries.

Risks Related to Iridium Holdings’ Business

Iridium Holdings’ business plan depends on both increased demand for mobile satellite services and its ability to successfully implement it.

The business plan of Iridium Holdings is predicated on growth in demand for mobile satellite services. Demand for mobile satellite services may not grow, or may even contract, either generally or in particular geographic markets, for particular types of services or during particular time periods. A lack of demand could impair Iridium Holdings’ ability to sell its products and services, develop and successfully market new products and services and/or could exert downward pressure on prices. Any such decline would decrease its revenues and profitability and negatively affect its ability to generate cash for investments and other working capital needs.

The ability of Iridium Holdings to successfully implement its business plan will also depend on a number of other factors, including:

- its ability to maintain the health, capacity and control of its existing satellite network;
- its ability to contract for the design, construction, delivery and launch of Iridium NEXT and related ground infrastructure, products and services, and, once launched, its ability to maintain the health, capacity and control of such satellite constellation;
  - the level of market acceptance and demand for its products and services;
- its ability to introduce innovative new products and services that satisfy market demand;
- its ability to obtain additional business using its existing spectrum resources both in the United States and internationally;
  - its ability to sell its products and services in additional countries;
- its ability to maintain its relationship with U.S. government customers, particularly the Department of Defense (“DoD”);
- the ability of Iridium Holdings’ distributors to market and distribute its products, services and applications effectively and their continued development of innovative and improved solutions and applications for its products and services;

- the effectiveness of Iridium Holdings' competitors in developing and offering similar services and products; and
- its ability to maintain competitive prices for Iridium Holdings' products and services and control costs.

Table of Contents

Iridium Holdings will need additional capital to develop, manufacture and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities. If Iridium Holdings fails to obtain sufficient capital, it will not be able to successfully implement its business plan.

Iridium Holdings' business plan calls for the development of Iridium NEXT, the development of new product and service offerings, upgrades to its current services, hardware and software upgrades to maintain its ground infrastructure and upgrades to its business systems. Iridium Holdings estimates the gross costs associated with designing, building and launching Iridium NEXT and related infrastructure upgrades to be approximately \$2.7 billion. Iridium Holdings expects to fund a majority of these costs from internally generated cash flows, revenues from secondary payloads and proceeds from debt and equity offerings as well as its proposed transaction with us. However, there can be no assurance that Iridium Holdings will be able to obtain sufficient capital to implement its business plan, due to increased costs, lower revenues or inability to obtain additional financing. If Iridium Holdings does not obtain such funds, its ability to maintain its network, develop, manufacture and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities will be impaired, which would adversely affect its business, results of operations and financial condition.

The recent global economic crisis and related tightening of credit markets has also made it more difficult and expensive to raise capital. Iridium Holdings' ability to obtain additional capital to finance Iridium NEXT and related ground infrastructure, products and services, and other capital requirements may be adversely impacted by the continuation of these market conditions. If Iridium Holdings is unable to obtain additional capital on acceptable terms or at all, it may not be able to fully implement its business plan, which would limit the development of its business and its future growth and have a material adverse effect on Iridium Holdings' business, financial condition, results of operation and liquidity.

Iridium Holdings' satellites have a limited life and may fail prematurely, which would cause its network to be compromised and materially and adversely affect its business, prospects and profitability.

Since Iridium Holdings reintroduced commercial services in 2001, six of its satellites have failed in orbit which have resulted in either the complete loss of the affected satellites or the loss of the ability of the satellite to carry traffic on the network, and one satellite was lost as a result of a collision with a non-operational Russian satellite. While Iridium Holdings expects its current constellation to provide a commercially-acceptable level of service through 2014, it cannot guarantee it will be able to provide such level of service through 2014 or through the transition period to Iridium NEXT. Also, Iridium Holdings' satellites have so far exceeded their original design lives and the actual useful lives of its satellites may be shorter than Iridium Holdings expects. In addition, additional satellites may fail or collide with space debris or other satellites in the future, and Iridium Holdings cannot assure that its seven in-orbit spares will be sufficient to replace such satellites or that it will be able to replace them in a timely manner.

In-orbit failure may result from various causes, including component failure, loss of power or fuel, inability to control positioning of the satellite, solar or other astronomical events, including solar radiation and flares and space debris.

Other factors that could affect the useful lives of its satellites include the quality of construction, gradual degradation of solar panels and the durability of components. Radiation induced failure of satellite components may result in damage to or loss of a satellite before the end of its expected life. As a result, fewer than 66 of its in-orbit satellites may be fully functioning at any time. As Iridium Holdings' constellation has aged, some of its satellites have experienced individual component failures affecting their coverage and/or transmission capacity and other satellites may experience such failures in the future, adversely affecting the reliability of its service, which may adversely affect Iridium Holdings' business, financial condition, results of operation and liquidity. Although Iridium Holdings does not incur any direct cash costs related to the failure of a satellite, if a satellite fails, Iridium Holdings records an impairment charge reflecting its net book value.

Iridium Holdings has categorized three types of anomalies among the satellites in its constellation that, if they materialize throughout the satellite constellation, have the potential for a significant operational impact. These include: (i) a non-recoverable anomalous short circuit in a satellite's Integrated Bus Electronics ("IBE"); (ii) excessive power subsystem degradation resulting from satellite battery wear-out or excessive loss of solar array power output; and (iii) failures in critical payload electronic parts arising from accumulated radiation exposure.

Iridium Holdings experienced its first satellite failure in July 2003. This failure was attributed to a non-recoverable anomalous short circuit in the satellite's IBE. Two additional satellites failed as a result of this anomaly



Table of Contents

in August 2005 and December 2006. In part, as a response to this anomaly, Iridium Holdings has implemented several procedures across its constellation to attempt to mitigate the severity of a similar anomaly in the future and/or prevent it from resulting in mission-critical failures of its other satellites. These procedures include reducing the peak operating temperature of the IBE during portions of the solar season, as well as modifying the on-board software of its satellites to immediately carry out certain autonomous actions upon detecting future occurrences of this type of anomaly. However, there can be no assurance such procedures will be effective.

Iridium Holdings has experienced three additional satellite failures unrelated to IBE short circuits. In April 2005, one of its satellites failed as a result of a radiation-induced single event upset anomaly, which corrupted the satellite's on-board time reference. Accurate time reference is critical to determine a satellite's ephemeris (its orbital location with respect to the earth), attitude (its pointing direction) and the sun's position. In December 2005, Iridium Holdings was unable to remedy a failure in the crosslink digital reference oscillator of another of its satellites, resulting in the satellite's failure. Failure of the digital reference oscillator disables the affected satellite's crosslinks and, thus, its ability to communicate with the rest of the satellite constellation. More recently, in July 2008, another of Iridium Holdings' satellites experienced an attitude control anomaly as a result of sudden loss of communications between its IBE and its primary space vehicle and routing computer. The nature of this anomaly coupled with the software state of the vehicle at the time (resulting from an on-board software fault response to a prior anomaly) resulted in the inability of the on-board software to correct the computer communications anomaly and control of the satellite was lost.

Iridium Holdings has been occasionally advised by its customers and end-users of temporary intermittent losses of signal cutting off calls in progress, preventing completions of calls when made or disrupting the transmission of data. If the magnitude or frequency of such problems increase and Iridium Holdings is no longer able to provide a commercially-acceptable level of service, its business and its ability to complete its business plan would be materially and adversely affected.

Iridium Holdings may be required in the future to make further changes to its constellation to maintain or improve its performance. Any such changes may require prior FCC approval and the FCC might not give such approval or may subject the approval to other conditions that will have a material adverse effect on Iridium Holdings' business. In addition, from time to time Iridium Holdings may reposition its satellites within the constellation in order to optimize its service, which could result in degraded service during the repositioning period. Although there are some remote tools Iridium Holdings uses to remedy certain types of problems affecting the performance of its satellites, the physical repair of its satellites in space is not feasible.

Additional Iridium Holdings' satellites may collide with space debris or another spacecraft, which could adversely affect the performance of its constellation and business.

On February 10, 2009, Iridium Holdings lost an operational satellite (SV33) as a result of a collision with a non-operational Russian satellite (Cosmos 2251). Although Iridium Holdings has some ability to actively maneuver its satellites to avoid potential collisions with space debris or other spacecraft, this ability is limited by, among other factors, insufficient and unreliable data to predict potential collisions and the inaccuracy of conjunction assessments. If Iridium Holdings' constellation experiences additional satellite collisions with space debris or other spacecrafts, its ability to operate its constellation may be impaired and its business may suffer.

The space debris created by the recent satellite collision may cause damage to other spacecraft positioned in a similar orbital altitude.

The collision of an Iridium Holdings satellite with a non-operational Russian satellite created a space debris field in the orbital altitude where the collision occurred, and thus increased the risk of space debris damaging or interfering with the operation of Iridium Holdings' satellites which travel in this orbital altitude and satellites owned by third parties, such as U.S. or foreign governments or agencies and other satellite operators. Although there are tools used by Iridium Holdings and providers of tracking services (such as the U.S. Joint Space Operations Center) to detect, track and identify space debris, Iridium Holdings or third parties may not be able to maneuver their satellites away from such debris in a timely manner. Any such collision could potentially expose Iridium Holdings to significant losses and liability.

Table of Contents

If Iridium Holdings experiences operational disruptions with respect to its commercial gateway or operations center, Iridium Holdings may not be able to provide service to its customers.

Iridium Holdings' commercial satellite network traffic is supported by a primary ground station gateway in Tempe, Arizona. In addition, Iridium Holdings operates its satellite constellation from its satellite network operations center in Leesburg, Virginia. Currently, Iridium Holdings' back-up facilities would not be able to quickly and fully replace its Arizona gateway and Virginia operations center if either experienced a catastrophic failure. Both facilities are subject to the risk of significant malfunctions or catastrophic loss due to unanticipated events and would be difficult to replace or repair and could require substantial lead-time to do so. Material changes in the operation of these facilities may be subject to prior FCC approval and the FCC might not give such approval or may subject the approval to other conditions that will have a material adverse effect on Iridium Holdings' business. Iridium Holdings may also experience service shutdowns or periods of reduced service in the future as a result of regulatory issues, equipment failure or delays in deliveries. Any such failure would impede its ability to provide service to its customers, which would have a material adverse effect on its business, financial condition and results of operations.

If Iridium Holdings is unable to effectively develop and deploy Iridium NEXT before its current satellite constellation ceases to provide a commercially acceptable level of service, Iridium Holdings' business will suffer.

Iridium Holdings is currently developing Iridium NEXT which Iridium Holdings expects to commence launching in 2014. While Iridium Holdings expects its current constellation to provide a commercially acceptable level of service through 2014, Iridium Holdings cannot guarantee it will provide a commercially acceptable level of service through 2014 or through the transition period to Iridium NEXT. If Iridium Holdings is unable, for any reason, including manufacturing or launch delays, launch failures, in-orbit satellite failures, inability to achieve and/or maintain orbital placement, delays in receiving regulatory approvals or insufficient funds, to deploy Iridium NEXT before its current constellation ceases to provide a commercially acceptable level of service or if Iridium Holdings experiences backward compatibility problems with its new constellation once deployed, Iridium Holdings will likely lose customers and business opportunities to its competitors, resulting in a decline in revenues and profitability as its ability to provide a commercially acceptable level of service is impaired.

Iridium NEXT may not be completed on time, and the costs associated with it may be greater than expected.

Iridium Holdings estimates the gross costs associated with designing, building and launching Iridium NEXT and related infrastructure upgrades to be approximately \$2.7 billion. Iridium Holdings may not complete Iridium NEXT and related infrastructure, products and services on time, on budget or at all. Design, manufacture and launch of satellite systems are highly complex and historically have been subject to delays and cost over-runs. Development of Iridium NEXT may suffer from delays, interruptions or increased costs due to many factors, some of which may be beyond its control, including:

- lower than anticipated demand for mobile satellite services;
- lower than expected secondary payload funding;
- its inability to obtain capital to finance Iridium NEXT and related ground infrastructure, products and services on acceptable terms or at all;
- engineering and/or manufacturing performance falling below expected levels of output or efficiency;

- denial or delays in receipt of regulatory approvals or non-compliance with conditions imposed by regulatory authorities;
  - the breakdown or failure of equipment or systems;
  - non-performance by third-party contractors, including the prime system contractor;
- the inability to license necessary technology on commercially reasonable terms or at all;
  - launch delays or failures or in-orbit satellite failures once launched;

Table of Contents

- labor disputes or disruptions in labor productivity or the unavailability of skilled labor;
  - increases in the costs of materials;
    - changes in project scope;
  - additional requirements imposed by changes in laws; or
- severe weather or catastrophic events such as fires, earthquakes, storms or explosions.

While Iridium Holdings expects to fund a majority of the costs associated with Iridium NEXT from internally generated cash flows and secondary payload funding as well as proceeds from its proposed transaction with us, Iridium Holdings will need to raise additional debt or equity to finance the rest of such costs, including amounts arising from cost-overruns or if internally generated funds or secondary payloads funding are less than anticipated. Such capital may not be available to Iridium Holdings on acceptable terms or at all.

If any of the above events occur, they could have a material adverse effect on Iridium Holdings' ability to continue to develop Iridium NEXT and related infrastructure, products and services, which would materially adversely affect its business, financial condition and results of operations.

Loss of any second-generation satellite during launch could delay or impair Iridium Holdings' ability to offer its services, and launch insurance, to the extent available, will not fully cover this risk.

The launch of Iridium Holdings' second-generation satellites could be subject to delays and risks (See “— If Iridium Holdings is unable to effectively develop and deploy Iridium NEXT before its current satellite constellation ceases to provide a commercially acceptable level of service, Iridium Holdings' business will suffer” above for more information). Iridium Holdings expects to insure a portion of the launch of its second-generation satellites and self-insure the remaining portion. Launch insurance currently costs approximately 10% to 20% of the insured value of the satellites launched (including launch costs), but may vary depending on market conditions and the safety record of the launch vehicle. In addition, Iridium Holdings expects any launch insurance policies that it obtains to include specified exclusions, deductibles and material change limitations. Typically, these insurance policies exclude coverage for damage arising from acts of war, lasers and other similar potential risks for which exclusions are customary in the industry. If launch insurance rates were to rise substantially, Iridium Holdings' future launch costs could increase. It is also possible that insurance could become unavailable or prohibitively expensive, either generally or for a specific launch vehicle or that new insurance could be subject to broader exclusions on coverage or limitations on losses, in which event Iridium Holdings would bear the risk of launch failures. Even if a lost satellite is fully insured, acquiring a replacement satellite may be difficult and time consuming and could delay the deployment of Iridium NEXT. Furthermore, launch insurance typically does not cover lost revenue.

Iridium Holdings may be unable to obtain and maintain in-orbit liability insurance, and the insurance Iridium Holdings obtains may not cover all liabilities to which Iridium Holdings may become subject.

Pursuant to Iridium Holdings' and Iridium Satellite's transition services, products and asset agreement with Motorola, and the agreement between Iridium Satellite, The Boeing Company (“Boeing”), Motorola and the U.S. government, Iridium Satellite is required to maintain an in-orbit liability insurance policy with a de-orbiting endorsement. The current policy (together with the de-orbiting endorsement) covers amounts that Iridium Satellite and certain other named parties may become liable to pay for bodily injury and/or property damages to third parties related to processing, maintaining and operating its satellite constellation and, in the case of the de-orbiting endorsement,

de-orbiting its satellite constellation. The current policy has a one-year term, which expires December 12, 2009. The price, terms and availability of insurance have fluctuated significantly since Iridium Holdings began offering commercial satellite services. The cost of obtaining insurance can vary as a result of either satellite failures or general conditions in the insurance industry. Higher premiums on insurance policies would increase its cost. In-orbit liability insurance policies on satellites may not continue to be available on commercially reasonable terms or at all. In addition to higher premiums, insurance policies may provide for higher deductibles, shorter coverage periods and additional policy exclusions. Iridium Holdings' failure to renew its current in-orbit liability insurance policy or obtain a replacement policy would trigger certain de-orbit rights held by the U.S. government, Motorola and Boeing, adversely affecting its ability to provide commercially-acceptable level of services. See "—The U.S.

Table of Contents

government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events” below for more information. In addition, even if Iridium Satellite continues to maintain any in-orbit liability insurance policy, the coverage may not protect it against all third-party losses, materially and adversely affecting its financial condition and results of operations if any such third-party losses were to occur.

Iridium Satellite’s current in-orbit liability insurance policies contain, and any future policies are expected to contain, specified exclusions and material change limitations customary in the industry. These exclusions may relate to, among other things, losses resulting from acts of war, insurrection, terrorism or military action, government confiscation, strikes, riots, civil commotions, labor disturbances, sabotage, unauthorized use of the satellites and nuclear or radioactive contamination, as well as claims directly or indirectly occasioned as a result of noise, pollution, electrical and electromagnetic interference and interference with the use of property.

In addition to Iridium Satellite’s in-orbit liability insurance policy, Motorola maintains product liability insurance to cover its potential liability as manufacturer of the satellites. Motorola may not in the future be able to renew its product liability coverage on reasonable terms and conditions, or at all. Any failure to maintain such insurance could expose Iridium Holdings to third-party damages that may be caused by any of its satellites.

Iridium Holdings does not maintain in-orbit insurance covering losses from satellite failures or other operational problems affecting its constellation.

Iridium Holdings does not maintain in-orbit insurance covering losses that might arise as a result of a satellite failure or other operational problems affecting its constellation. Even if Iridium Holdings obtains in-orbit insurance in the future, the coverage may not be sufficient to compensate Iridium Holdings for satellite failures and other operational problems affecting its satellites. As a result, a failure of one or more of Iridium Holdings’ satellites or the occurrence of equipment failures and other related problems would constitute an uninsured loss and could have a material adverse effect on its financial condition and results of operations.

Iridium Holdings may be negatively affected by current global economic conditions.

Iridium Holdings’ operations and performance depend significantly on worldwide economic conditions. Uncertainty about current global economic conditions poses a risk as individual consumers, businesses and governments may postpone spending in response to tighter credit, negative financial news, declines in income or asset values and/or budgetary constraints. Reduced demand for Iridium Holdings’ products and services would adversely affect its business, financial condition and results of operations. While Iridium Holdings expects the number of its subscribers and revenues to continue to grow, it expects the future growth rate will be slower than its historical growth. Iridium Holdings expects its future growth rate will be impacted by the current economic slowdown, increased competition, maturation of the satellite communications industry and the difficulty in sustaining high growth rates as Iridium Holdings increases in size. The recent appreciation of the U.S. dollar may also negatively impact its growth by increasing the cost of its products and services in foreign countries.

Iridium Holdings could lose market share and revenues as a result of increasing competition from companies in the wireless communications industry, including cellular and other satellite operators, and from the extension of land-based communication services.

Iridium Holdings faces intense competition in all of its markets, which could result in a loss of customers and lower revenues and make it more difficult for Iridium Holdings to enter new markets. Iridium Holdings competes primarily on the basis of coverage, quality, portability and pricing of services and products.

There are currently six other satellite operators providing services similar to Iridium Holdings' on a global or regional basis: Inmarsat, Globalstar, Orbcomm, SkyTerra, Thuraya and Asia Cellular Satellites. In addition, several regional mobile satellite services companies, including ICO, TerreStar and SkyTerra are attempting to exploit their spectrum positions into a U.S. consumer mobile satellite services business. The provision of satellite-based services and products is subject to downward price pressure when capacity exceeds demand or as a result of aggressive discounting by certain operators under financial pressure to expand their respective market share. Certain satellite operators, for example, subsidize the prices of their products, such as satellite handsets. In addition, Iridium Holdings may face competition from new competitors or new technologies, which may materially adversely affect its business plan. For example, Iridium Holdings may face competition for its land-based services in the



## Table of Contents

United States from incipient Ancillary Terrestrial Component (“ATC”) service providers who are currently raising capital and designing a satellite operating business and a terrestrial component around their spectrum holdings. As a result of competition, Iridium Holdings may not be able to successfully retain its existing customers and attract new customers.

In addition to its satellite-based competitors, terrestrial voice and data service providers, both wireline and wireless, are expanding into rural and remote areas and providing the same general types of services and products that Iridium Holdings provides through its satellite-based system. Although satellite communications services and terrestrial communications services are not perfect substitutes, the two compete in certain markets and for certain services. Consumers generally perceive terrestrial wireless voice communication products and services as cheaper and more convenient than satellite-based ones. Many of its terrestrial competitors have greater resources, wider name recognition and newer technologies than Iridium Holdings does. In addition, industry consolidation could adversely affect Iridium Holdings by increasing the scale or scope of its competitors and thereby making it more difficult for Iridium Holdings to compete.

Rapid and significant technological changes in the satellite communications industry may impair Iridium Holdings’ competitive position and require Iridium Holdings to make significant additional capital expenditures.

Much of the hardware and software utilized in operating Iridium Holdings’ gateway was designed and manufactured over ten years ago and portions are becoming obsolete. As they continue to age, they may become less reliable and will be more difficult and expensive to service, upgrade or replace. Although Iridium Holdings maintains inventories of certain spare parts, it nonetheless may be difficult or impossible to obtain all necessary replacement parts for the hardware. Its business plan contemplates updating or replacing certain hardware and software in its network, but Iridium Holdings may not be successful in these efforts, and the cost may exceed its estimates. The space and communications industries are subject to rapid advances and innovations in technology. Iridium Holdings may face competition in the future from companies using new technologies and new satellite systems. New technology could render its system obsolete or less competitive by satisfying customer demand in more attractive ways or through the introduction of incompatible standards. Particular technological developments that could adversely affect Iridium Holdings include the deployment by its competitors of new satellites with greater power, flexibility, efficiency or capabilities than Iridium Holdings’ current constellation and Iridium NEXT, as well as continuing improvements in terrestrial wireless technologies. For Iridium Holdings to keep up with technological changes and remain competitive, it may need to make significant capital expenditures. Customer acceptance of the products and services that Iridium Holdings offers will continually be affected by technology-based differences in its product and service offerings compared to those of its competitors. New technologies may be protected by patents or other intellectual property laws and therefore may not be available to Iridium Holdings. Any failure by Iridium Holdings to implement new technology within its system may have a material adverse effect on its business, results of operations and financial condition.

Use by Iridium Holdings’ competitors of L-band spectrum for terrestrial services could interfere with its services.

In February 2003, the FCC, adopted rules that permit satellite service providers to establish ATC networks. ATC frequencies are designated in previously satellite-only bands at 1.5 GHz, 1.6 GHz, 2 GHz and 2.5 GHz. The implementation of ATC services by satellite service providers in the United States or other countries may result in increased competition for the right to use L-band spectrum, which Iridium Holdings uses to provide its services, and such competition may make it difficult for Iridium Holdings to obtain or retain the spectrum resources Iridium Holdings requires for its existing and future services. In addition, the FCC’s decision to permit ATC services was based on certain assumptions, particularly relating to the level of interference that the provision of ATC services would likely cause to other satellite service providers, which use the L-band spectrum. If the FCC’s assumptions prove

inaccurate, or the level of ATC services provided exceeds those estimated by the FCC, ATC services could interfere with Iridium Holdings' satellites and devices, which may adversely impact its services. Outside the United States, other countries are actively considering implementing regulations to facilitate ATC services.

Iridium Holdings' networks and those of its third-party service providers may be vulnerable to security risks.

Iridium Holdings expects the secure transmission of confidential information over public networks to continue to be a critical element of its operations. Iridium Holdings' network and those of its third-party service providers and its customers may be vulnerable to unauthorized access, computer viruses and other security

Table of Contents

problems. Persons who circumvent security measures could wrongfully obtain or use information on the network or cause interruptions, delays or malfunctions in its operations, any of which could have a material adverse effect on Iridium Holdings' business, financial condition and results of operations. Iridium Holdings may be required to expend significant resources to protect against the threat of security breaches or to alleviate problems, including reputational harm and litigation, caused by any breaches. In addition, Iridium Holdings' customer contracts, in general, do not contain provisions which would protect it against liability to third-parties with whom its customers conduct business. Although Iridium Holdings has implemented and intends to continue to implement industry-standard security measures, these measures may prove to be inadequate and result in system failures and delays that could lower network operations center availability and have a material adverse effect on Iridium Holdings' business, financial condition and results of operations.

Sales to U.S. government customers, particularly the DoD, represent a significant portion of Iridium Holdings' revenues.

The U.S. government, through a dedicated gateway owned and operated by the DoD, has been and continues to be, directly and indirectly, Iridium Holdings' largest customer, representing approximately 21.1% and 23.1% of Iridium Holdings' revenues for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Iridium Holdings provides the majority of its services to the U.S. government pursuant to two one-year agreements, both of which are renewable for three additional one-year terms. The U.S. government may terminate these agreements, in whole or in part, at any time. If the U.S. government terminates its agreements with Iridium Holdings or fails to renew such agreements, Iridium Holdings' business, financial condition and results of operations could be materially and adversely affected.

Iridium Holdings' relationship with the U.S. government is subject to the overall U.S. government budget and appropriation decisions and processes. U.S. government budget decisions, including with respect to defense spending, are based on changing government priorities and objectives, which are driven by numerous factors, including geopolitical events and macroeconomic conditions, and are beyond Iridium Holdings' control. Significant changes to U.S. defense spending, including as a result of the resolution of the conflicts in Iraq and Afghanistan, could negatively impact Iridium Holdings' business, financial condition and results of operations.

Iridium Holdings is dependent on third parties to market and sell its products and services.

Iridium Holdings relies on third-party distributors to market and sell its products and services to end-users and to determine the prices end-users pay. Iridium Holdings also depends on its distributors to develop innovative and improved solutions and applications integrating its product and service offerings. As a result of these arrangements, Iridium Holdings is dependent on the performance of its distributors to generate substantially all of its revenues. Its distributors operate independently of Iridium Holdings, and Iridium Holdings has limited control over their operations, which exposes Iridium Holdings to significant risks. Distributors may not commit the necessary resources to market and sell Iridium Holdings' products and services and may also market and sell competitive products and services. In addition, its distributors may not comply with the laws and regulatory requirements in their local jurisdictions, which may limit their ability to market or sell Iridium Holdings' products and services. If current or future distributors do not perform adequately, or if Iridium Holdings is unable to locate competent distributors in particular countries and secure their services on favorable terms, or at all, Iridium Holdings may be unable to increase or maintain its revenues in these markets or enter new markets, and Iridium Holdings may not realize its expected growth, adversely affecting its profitability, liquidity and brand image.

In addition, Iridium Holdings may lose distributors due to competition, consolidation, regulatory developments, business developments affecting its partners or their customers or for other reasons. Any future consolidation of its

distributors or the acquisition of a distributor by a competitor, such as the acquisition of Stratos Global Corporation, one of Iridium Holdings' largest distributors, by Inmarsat, one of Iridium Holdings' main competitors, also increases its reliance on a few key distributors of its services and the amount of volume discounts that Iridium Holdings may have to give such distributors. Iridium Holdings' top ten distributors for the year ended December 31, 2008 and the six months ended June 30, 2009, accounted for, in the aggregate, approximately 52.0% and 47.2% of its total revenues, respectively. The loss of any of these distributors could reduce the distribution of Iridium Holdings' products and services as well the development of new product solutions and applications, which may have a material adverse effect on Iridium Holdings' business, financial condition and results of operations.

Table of Contents

Iridium Holdings relies on a limited number of key vendors for timely supply of equipment and services.

Celestica Corporation (“Celestica”) is the manufacturer of all of Iridium Holdings’ current and next generation devices, including its mobile handsets, L-Band transceivers and short burst data modems. Celestica may choose to terminate its business relationship with Iridium Holdings when its current contractual obligations are completed in January 1, 2010. If Celestica terminates this relationship, Iridium Holdings may not be able to find a replacement supplier. In addition, as its sole supplier, Iridium Holdings is very dependent on Celestica’s performance. If Celestica has difficulty manufacturing or obtaining the necessary parts or material to manufacture Iridium Holdings’ products, its business would be materially affected. Although Iridium Holdings may replace Celestica with another supplier, there could be a substantial period of time in which its products are not available and any new relationship may involve a significantly different cost structure, development schedule and delivery times.

In addition, Iridium Holdings depends on Boeing to provide operations and maintenance services with respect to its satellite network (including engineering, systems analysis and operations and maintenance services) from Iridium Holdings’ technical support center in Chandler, Arizona and its satellite network operations center in Leesburg, Virginia. Boeing provides these services pursuant to a long-term agreement that is concurrent with the expected useful life of Iridium Holdings’ constellation. Technological competence is critical to Iridium Holdings’ business and depends, to a significant degree, on the work of technically skilled employees, such as its Boeing contractors. If Boeing’s performance falls below expected levels or if Boeing has difficulties retaining the employees or contractors servicing Iridium Holdings’ network, Iridium Holdings’ business would be materially, adversely affected. In addition, if Boeing terminates its agreement with Iridium Holdings, Iridium Holdings may not be able to find a replacement provider on favorable terms or at all, which could materially and adversely affect the operations and performance of its network. A replacement of Boeing as the operator of Iridium Holdings’ satellite system could also trigger certain de-orbit rights held by the U.S. government, adversely affecting Iridium Holdings’ ability to offer satellite communications services. See “—The U.S. government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events” below for more information.

Iridium Holdings’ agreements with Motorola contain potential payment provisions which may apply to the acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain.

The TSA with Motorola provides for the payment to Motorola of \$7.25 million plus certain accrued interest upon the occurrence of a “triggering event.” A “triggering event” means the first to occur of: (a) a “change of control,” (b) the consummation of an initial public offering by Iridium Holdings, (c) a sale of all or a material portion of the assets of Iridium Holdings or (d) December 11, 2010. A “change of control” means, subject to certain exceptions, the occurrence of any of the following events: (a) any initial investor, together with such person’s affiliates, shall have acquired beneficial ownership of interests entitling the holders thereof to more than 50% of the income of, or the liquidation proceeds from, Iridium Holdings; (b) any person who is not an initial investor, together with such person’s affiliates and with other persons constituting a “group” (within the meaning of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended) shall have acquired beneficial ownership of interests entitling the holders thereof to more than 50% of the income of, or the liquidation proceeds from, Iridium Holdings; or (c) Iridium Holdings shall cease to own 100% of the equity interests of Iridium Satellite. Iridium Holdings has been accruing this future payment obligation in its historical financial statements.

The Note Agreement with Motorola also has certain future payment obligations. Under the Note Agreement, Iridium Holdings is required to pay Motorola a commitment fee of \$5.0 million upon the earlier of December 11, 2010 and the occurrence of a “triggering event.” Iridium Holdings has been accruing this future payment obligation in its historical financial statements.

Furthermore, in the event of a “distribution event,” Iridium Holdings is required to pay Motorola a loan success fee equal to the amount that a holder of Class B units in Iridium Holdings constituting 5% of the total number of issued and outstanding units (both Class A and B) would have received in the distribution event. A “distribution event” means the (a) direct or indirect (i) payment of any dividend or other distribution (in the form of cash or otherwise) in respect of the equity interests of Iridium Holdings or (ii) purchase, conversion, redemption or other acquisition for value or otherwise by Iridium Holdings of any equity interest in Iridium Holdings or (b) initial

Table of Contents

public or any secondary offering by Iridium Holdings in which any holders of equity interests in Iridium Holdings are afforded the opportunity to participate as a selling equity holder in such offering.

In addition to the above obligations, upon the first to occur of (a) any “change of control” or (b) the sale of all or a material portion of the assets of Iridium Holdings, Iridium Holdings is required to pay a cash amount equal to the lesser of (i) an amount to be determined based on a multiple of earnings before interest, taxes, depreciation, and amortization less capital contributions not returned to Class A Unit holders and the amount of the \$5.0 million commitment fee discussed above which has been or is concurrently being paid and (ii) the value of the consideration that a holder of Class B Units in Iridium Holdings constituting 5% of the total number of issued and outstanding units (both Class A and B) would receive in the transaction.

Iridium Holdings believes that it is unclear whether and how any of the foregoing provisions were intended to apply to a transaction such as the acquisition. As a result, Iridium Holdings contacted Motorola to discuss deleting these provisions and Motorola has responded that it believes that, in consideration for deleting these provisions, it should receive approximately \$3.9 million in cash and 1.5 million shares of GHQ common stock and acceleration of the \$12.3 million outstanding payment obligations (plus \$1.9 million of accrued interest and \$1.3 million of certain other potential fees) under the TSA and Note Agreement. Iridium Holdings and Motorola are continuing to discuss an appropriate resolution under these provisions of the TSA and Note Agreement, but there can be no assurances as to whether these provisions will be deleted and how much consideration will be paid to Motorola.

Iridium Holdings is dependent on intellectual property licensed from Motorola and other third parties.

Iridium Holdings licenses substantially all system technology, including software and systems to operate and maintain its network as well as technical information for the design and manufacture of its devices, from Motorola. Iridium Holdings maintains its licenses with Motorola pursuant to several long-term agreements. These agreements can be terminated by Motorola upon: (i) any material change to certain portions of the certificate of formation and operating agreement of the Iridium Holdings’ subsidiary that is party to the agreements; (ii) any change of control (as defined in the TSA); (iii) the commencement by Iridium Holdings of any voluntary bankruptcy proceeding; or (iv) the material failure of Iridium Holdings to perform or comply with any provision of the agreements. Motorola has assigned a portion of the patents comprising these licenses to a third-party. Iridium Holdings also licenses additional system technology from several other third parties. If Motorola or any such third party were to terminate any license agreement or cease to support and service this technology, or if Iridium Holdings is unable to renew such licenses on commercially reasonable terms or at all, it may be difficult, more expensive or impossible to obtain such services from alternative vendors. Any substitute technology may also have lower quality or performance standards, which would adversely affect the quality of Iridium Holdings’ products and services. For more information, see “Risk Factors – Iridium Holdings’ agreements with Motorola contain potential payment provisions which may apply to the acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain.”

In connection with the design, manufacture and operation of Iridium NEXT and related ground infrastructure, products and services, Iridium Holdings may be required to obtain certain additional intellectual property rights from Motorola and other third parties, including, potentially, a third party to whom Motorola has advised Iridium Holdings that it has transferred certain patents rights associated with the existing Iridium network. There can be no assurance that Iridium Holdings will be able to obtain such intellectual property rights on commercially reasonable terms or at all. If Iridium Holdings is unable to obtain such intellectual property rights or is unable to obtain such rights on commercially reasonable terms, Iridium Holdings may not complete Iridium NEXT and related ground infrastructure, products and services on budget or at all.

Iridium Holdings has been and may in the future become subject to claims that its products violate the patent or intellectual property rights of others, which could be costly and disruptive to Iridium Holdings.

Iridium Holdings operates in an industry that is susceptible to significant intellectual property litigation. As a result, Iridium Holdings or its products may become subject to intellectual property infringement claims or litigation. The defense of intellectual property suits, even if frivolous, is both costly and time consuming and may divert management's attention from other business concerns. An adverse determination in litigation to which Iridium Holdings may become a party could, among other things:



Table of Contents

- subject Iridium Holdings to significant liabilities to third parties, including treble damages;
- require disputed rights to be licensed from a third party for royalties that may be substantial;
  - require Iridium Holdings to cease using such technology; or
- prohibit Iridium Holdings from selling certain of its products or offering certain of its services.

Any of these outcomes may have a material adverse effect on Iridium Holdings' business, financial condition and results of operations.

Conducting and expanding its operations outside the United States involves special challenges that Iridium Holdings may not be able to meet which may adversely affect its business.

Iridium Holdings determines in what country it earns its revenues based on where it invoices its distributors. These distributors sell services directly or indirectly to end-users, who may be located or use Iridium Holdings' products and services elsewhere. Iridium Holdings cannot provide the geographical distribution of end-users, because it does not contract directly with them. According to Iridium Holdings' estimates, commercial data traffic originating outside the U.S. accounted for 74.7% of its total data traffic for the year ended December 31, 2008 and 69.9% of its total data traffic for the six months ended June 30, 2009, while commercial voice traffic originating outside the U.S. accounted for 90.1% of its total voice traffic for the year ended December 31, 2008 and 90.6% of its total voice traffic for the six months ended June 30, 2009. Iridium Holdings is also seeking authorization to offer to sell its services in China, Russia, Mexico, India and South Africa. While expanding its international operations would advance Iridium Holdings' growth, it would also increase numerous risks, including:

- difficulties in penetrating new markets due to established and entrenched competitors;
- difficulties in developing products and services that are tailored to the needs of local customers;
  - lack of local acceptance or knowledge of its products and services;
  - lack of recognition of its products and services;
- unavailability of or difficulties in establishing relationships with distributors;
- significant investments, including the development and deployment of dedicated gateways as certain countries require physical gateways within their jurisdiction to connect the traffic coming to and from their territory;
  - instability of international economies and governments;
- changes in laws and policies affecting trade and investment in other jurisdictions;
- exposure to varying legal standards, including intellectual property protection and foreign state ownership laws, in other jurisdictions;
  - difficulties in obtaining required regulatory authorizations;
  - difficulties in enforcing legal rights in other jurisdictions;

- changing and conflicting national and local regulatory requirements; and
  - foreign currency exchange rates and exchange controls.

These risks could affect Iridium Holdings' ability to successfully compete and expand internationally, which may adversely affect its business, financial condition and results of operations.

Table of Contents

The prices for most of its products and services are denominated in U.S. dollars. Any appreciation of the U.S. dollar against other currencies will increase the cost of its products and services to its international customers and, as a result, may reduce the competitiveness of its international offerings and its international growth.

Iridium Holdings currently is unable to offer service in important regions of the world due to regulatory requirements, which is limiting its growth and its ability to compete.

Iridium Holdings' ability to provide service in certain regions is limited by local regulations as certain countries, such as China, Russia and India, have specific regulatory requirements such as local ownership requirements and/or requiring physical gateways within their jurisdiction to connect traffic coming to and from their territory. While Iridium Holdings is currently in discussions with parties in such countries to satisfy these regulatory requirements, Iridium Holdings may not be able find an acceptable local partner or reach an agreement to develop additional gateways or the cost of developing and deploying such gateways may be prohibitive, which could impair its ability to expand its product and service offerings in such areas and undermine its value for potential users who require service in these areas. The inability to offer to sell its products and services in all major international markets may have a material adverse effect on its business, financial condition and results of operations. In addition, the construction of such gateways in foreign countries may require Iridium Holdings to comply with certain U.S. regulatory requirements which may contravene the laws or regulations of the local jurisdiction.

The U.S. government, Motorola and Boeing may unilaterally require Iridium Holdings to de-orbit its constellation upon the occurrence of certain events.

When Iridium Satellite purchased the assets of Iridium LLC out of bankruptcy, Boeing, Motorola and the US government insisted on having certain de-orbit rights as a way to control potential liability risk arising from future operation of the constellation, and provide for the U.S. government's obligation to indemnify Motorola. As a result, an agreement was entered into among Iridium Satellite, Boeing, Motorola and the U.S. government, the U.S. government obtained the right to, in its sole discretion, require Iridium Holdings to de-orbit its constellation upon the occurrence of any of the following with respect to Iridium Satellite: (a) its failure to pay certain insurance premiums or maintain insurance; (b) its bankruptcy; (c) its sale or the sale of any major asset in Iridium Holdings' satellite system; (d) Boeing's replacement as the operator of Iridium Holdings' satellite system; (e) its failure to provide certain notices as contemplated by the agreement; or (g) at any time after June 5, 2009, unless extended by the U.S. government. The U.S. government also has the right to require Iridium Holdings to de-orbit any of its individual functioning satellites (including in-orbit spares) that have been in orbit for more than seven years, unless the U.S. government grants a postponement. As of August 2009, all of Iridium Holdings' functioning satellites have been on orbit for more than seven years. Iridium Holdings is currently in discussion with the U.S. government to extend the 2009 deadline.

Motorola also has the right to de-orbit Iridium Holdings' constellation pursuant to its transition services, products and asset agreement with Iridium Holdings and Iridium Satellite and pursuant to the operations and maintenance agreement between Iridium Constellation LLC ("Iridium Constellation") and Boeing. Under these agreements, Motorola may require the de-orbit of the Iridium Holdings constellation upon the occurrence of any of the following: (a) the bankruptcy of Iridium Holdings, Iridium Constellation or Iridium Satellite; (b) Iridium Satellite's breach of the transition services, products and asset agreement; (c) Boeing's breach of its operations and maintenance agreement and other related agreements with Iridium Constellation or its affiliates; (d) an order from the U.S. government requiring the de-orbiting of Iridium Holdings' satellites; (e) Motorola's determination that changes in law or regulation that may require it to incur certain costs relating to the operation, maintenance, re-orbiting or de-orbiting of Iridium Holdings' constellation; or (f) Motorola's failure to obtain on commercially reasonable terms, product liability insurance to cover its position as manufacturer of the satellites, provided the U.S. government has not agreed to cover what would have otherwise been paid by such policy.

Pursuant to Iridium Constellation's operations and maintenance agreement with Boeing, Boeing similarly has the unilateral right to de-orbit Iridium Holdings' constellation upon the occurrence of any of the following events: (a) Iridium Constellation's or Iridium Satellite's bankruptcy; (b) the existence of reasonable grounds for Boeing to question the financial stability of Iridium Constellation; (c) Iridium Constellation's failure to maintain certain insurance policies; (d) Iridium Constellation's failure to provide Boeing certain quarterly financial statements; (e) Iridium Constellation's breach of the operations and maintenance agreement, including its payment obligation thereunder; or (f) changes in law or regulation that may increase the risks or costs associated with the operation and/or re-orbit process or the cost of operation and/or re-orbit of the constellation.

Table of Contents

Iridium Holdings cannot guarantee that the U.S. government, Motorola and/or Boeing will not unilaterally exercise such de-orbiting rights upon the occurrence of any of the above events. A decision by any of the U.S. government, Motorola or Boeing to de-orbit Iridium Holdings' constellation would affect its ability to provide satellite communications services, materially and adversely affecting its business, prospects and profitability.

Wireless devices may pose health and safety risks and, as a result, Iridium Holdings may be subject to new regulations, demand for its services may decrease and Iridium Holdings could face liability based on alleged health risks.

There has been adverse publicity concerning alleged health risks associated with radio frequency transmissions from portable hand-held telephones that have transmitting antennae. Lawsuits have been filed against participants in the wireless industry alleging various adverse health consequences, including cancer, as a result of wireless phone usage. Although Iridium Holdings has not been party to any such lawsuits, Iridium Holdings may be exposed to such litigation in the future. While Iridium Holdings complies with applicable standards for radio frequency emissions and power and does not believe that there is valid scientific evidence that use of its phones poses a health risk, courts or governmental agencies could find otherwise. Any such finding could reduce its revenues and profitability and expose Iridium Holdings and other wireless providers to litigation, which, even if frivolous or unsuccessful, could be costly to defend.

If consumers' health concerns over radio frequency emissions increase, they may be discouraged from using wireless handsets. Further, government authorities might increase regulation of wireless handsets as a result of these health concerns. The actual or perceived risk of radio frequency emissions could reduce the number of Iridium Holdings' subscribers and demand for its products and services, which may have a material adverse effect on its business, financial condition and results of operations.

Iridium Holdings' business is subject to extensive government regulation, which mandates how Iridium Holdings may operate its business and may increase its cost of providing services, slow its expansion into new markets and subject its services to additional competitive pressures or regulatory requirements.

Iridium Holdings' ownership and operation of a satellite communication system is subject to significant regulation in the United States by the FCC and in foreign jurisdictions by similar local authorities. The rules and regulations of the FCC or these foreign authorities may change and such authorities may adopt regulations that limit or restrict Iridium Holdings' operations as presently conducted or as Iridium Holdings plans to conduct such operations. Such authorities may also make changes in its competitors' licenses that impact Iridium Holdings' spectrum. Failure to provide services in accordance with the terms of its licenses or failure to operate its satellites or ground stations as required by its licenses and applicable laws and government regulations could result in the imposition of government sanctions on Iridium Holdings, including the suspension or cancellation of its licenses.

Iridium Holdings and its affiliates must pay FCC filing and annual filing fees in connection with their licenses. One of Iridium Holdings' subsidiaries, Iridium Carrier Services LLC, holds a common carrier radio license and is thus subject to regulation as a common carrier, including limitations and prior approval requirements with respect to direct or indirect foreign ownership. This subsidiary currently qualifies for exemptions from certain common carrier regulations, such as being required to file certain reports or pay certain fees. A change in the manner in which Iridium Holdings provides service or a failure to comply with common carrier regulation or pay required fees can result in sanctions including fines, loss of authorizations, or the denial of applications for new authorizations or the renewal of existing authorizations.

Iridium Holdings' system must be authorized in each of the markets in which it provides its services. Iridium Holdings may not be able to obtain or retain all regulatory approvals needed for its operations. Regulatory changes, such as those resulting from judicial decisions or adoption of treaties, legislation or regulation in countries where Iridium Holdings currently offers products and services or intends to offer products and services, including the United States, may also significantly affect its business. Because regulations in each country are different, Iridium Holdings may not be aware if some of its distribution partners and/or persons with which Iridium Holdings or they do business do not hold the requisite licenses and approvals.

Iridium Holdings' current regulatory approvals could now be, or could become, insufficient in the view of domestic or foreign regulatory authorities, any additional necessary approvals may not be granted on a timely basis, or at all, in jurisdictions in which Iridium Holdings currently plans to offer products and services, and applicable

Table of Contents

restrictions in those jurisdictions could become unduly burdensome, which may have a material adverse effect on its business, financial condition and results of operations.

Iridium Holdings' operations are subject to certain regulations of the United States State Department's Office of Defense Trade Controls (i.e., the export of satellites and related technical data), United States Treasury Department's Office of Foreign Assets Control (i.e., financial transactions) and the United States Commerce Department's Bureau of Industry and Security (i.e. its phones). Iridium Holdings is also required to provide certain U.S. and foreign government law enforcement and security agencies with call interception services. In the course of seeking regulatory approval of this transaction, Iridium Holdings discussed with the DOJ certain procedures used by Iridium Holdings to satisfy its respective call interception obligations under licenses issued by the Australian and Canadian authorities. Iridium Holdings has informed the DOJ and notified the Australian and Canadian authorities that Iridium Holdings has discontinued such procedures until such time as the DOJ expressly authorizes their use. There can be no assurance that the discontinued procedures will be permitted to be reinstated or will not result in legal liability for Iridium Holdings. Iridium Holdings is currently in discussions with the Australian and Canadian authorities to obtain amendments or waivers to its licenses in those countries. Neither Australia nor Canada is obligated to grant such amendments or waivers and there can be no assurance that Australian and Canadian authorities will not suspend or revoke Iridium Holdings' licenses or take other legal actions.

The above -cited U.S. and foreign obligations and regulations may limit or delay Iridium Holdings' ability to offer products and services in a particular country. As new laws and regulations are issued, Iridium Holdings may be required to modify its business plans or operations. If Iridium Holdings fails to comply with these regulations in the United States or any other country, Iridium Holdings could be subject to sanctions that could affect, materially and adversely, its ability to operate in the United States or such other country. In addition, changing and conflicting national and local regulatory requirements may cause Iridium Holdings to be in compliance with local requirements in one country, while not being in compliance with the laws and regulations of another. Imposition of sanctions, losses of licenses and failure to obtain the authorizations necessary to use its assigned radio frequency spectrum and to distribute its products in certain countries could have a material adverse effect on Iridium Holdings' business, financial condition and results of operations.

Iridium Holdings' business would be negatively impacted if the FCC revokes, modifies or fails to renew or amend its licenses.

FCC licenses held by Iridium Holdings and its affiliates — a license for the satellite constellation, licenses for its U.S. gateways and blanket earth station licenses for U.S. government customers and commercial subscribers —are subject to revocation if Iridium Holdings and its affiliates fail to satisfy certain conditions or to meet certain prescribed milestones. The FCC licenses are also subject to modification by the FCC. While the FCC satellite constellation license is valid until 2013, Iridium Holdings and its affiliates are required, slightly more than three years prior to the expiration of the FCC satellite constellation license, to apply for a license renewal with the FCC. The U.S. gateway earth station licenses expire between 2011 and 2022 and the U.S. government customer and commercial subscribers' earth station licenses will expire in 2021. Renewal applications for earth station licenses must be filed between 30 and 90 days prior to expiration. There can be no assurance that the FCC will renew Iridium Holdings and its affiliates' FCC licenses. If the FCC revokes, modifies or fails to renew FCC licenses held by Iridium Holdings and its affiliate, or if Iridium Holdings and its affiliates fail to satisfy any of the conditions of its FCC licenses, Iridium Holdings may not be able to continue to provide satellite communications services.

Pursuing strategic transactions may cause Iridium Holdings to incur additional risks.

Iridium Holdings may pursue acquisitions, joint ventures or other strategic transactions, although no such transactions that would be financially significant to Iridium Holdings are probable at this time. Iridium Holdings may face costs and risks arising from any such transactions, including integrating a new business into its business or managing a joint venture. These risks may include legal, organizational, financial, loss of key customers and distributors and diversion of management's time.

In addition, if Iridium Holdings were to choose to engage in any major business combination or similar strategic transaction, Iridium Holdings may require significant external financing in connection with the transaction. Depending on market conditions, investor perceptions of Iridium Holdings and other factors, Iridium Holdings may not be able to obtain capital on acceptable terms, in acceptable amounts or at appropriate times to implement any such transaction. Any such financing, if obtained, may further dilute existing stockholders.



Table of Contents

Iridium Holdings current and future indebtedness could impair its ability to react to changes in its business and may limit its ability to use debt to fund future capital needs.

As of June 30, 2009, Iridium Holdings had \$154.3 million of indebtedness (including \$120.0 million outstanding under its credit agreements). Iridium Holdings may use a portion of the funds in our trust account at the closing of the proposed acquisition to prepay all or a portion of Iridium Holdings' outstanding indebtedness under its credit agreements after the closing of the acquisition of approximately \$55 million (in addition to the \$65 million required to be repaid at closing pursuant to the terms of the credit agreements). While Iridium Holdings' credit agreements limit its ability to incur additional debt, Iridium Holdings may still incur significant amounts of debt and other obligations. For example, Iridium Holdings may need to incur a significant amount of debt to finance the development of Iridium NEXT and related ground infrastructure, products and services. If Iridium Holdings incurs other indebtedness following the closing of the proposed acquisition, such indebtedness could adversely affect its financial condition by, among others:

- requiring Iridium Holdings to dedicate a substantial portion of its cash flow from operations to principal and interest payments on its debt, thereby reducing the availability of its cash flow to fund working capital, capital expenditures and other general corporate expenditures;
  - potentially exposing Iridium Holdings to increased interest costs with respect to its floating rate debt;
- resulting in an event of default if Iridium Holdings fails to comply with the restrictive covenants contained in its credit agreements, which event of default could result in all of its debt becoming immediately due and payable;
- increasing its vulnerability to adverse general economic or industry conditions because its debt could mature at a time when those conditions make it difficult to refinance and its cash flow is insufficient to repay the debt in full, forcing Iridium Holdings to sell assets at disadvantageous prices or to default on the debt, and because a decline in its profitability could cause Iridium Holdings to be unable to comply with the forward fixed charge coverage ratio in its credit agreement, resulting in a default on, and acceleration of, its debt;
- limiting its flexibility in planning for, or reacting to, competition and/or changes in its business or its industry by limiting its ability to incur additional debt, to make acquisitions and divestitures or to engage in transactions that could be beneficial to Iridium Holdings;
- restricting Iridium Holdings from making strategic acquisitions, introducing new products or services or exploiting business opportunities; and
- placing Iridium Holdings at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

To the extent additional debt or other obligations are incurred, the risks described above would increase.

Furthermore, if an event of default were to occur with respect to its credit agreements or other indebtedness, its creditors could accelerate the maturity of its indebtedness. Iridium Holdings' indebtedness under these credit agreements is secured by a lien on substantially all of its assets and the lenders could foreclose on these assets to repay the indebtedness.

Iridium Holdings' ability to make scheduled payments on or to refinance indebtedness obligations depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions

and to certain financial, business and other factors beyond its control. Iridium Holdings may not be able to maintain a level of cash flows from operating activities sufficient to permit Iridium Holdings to pay the principal, premium, if any, and interest on its indebtedness. If its cash flows and capital resources are insufficient to fund its debt service obligations, Iridium Holdings could face substantial liquidity problems and could be forced to sell assets, seek additional capital or seek to restructure or refinance its indebtedness. These alternative measures may not be successful or feasible. Its credit agreements restrict its ability to sell assets. Even if Iridium Holdings could consummate those sales, the proceeds that Iridium Holdings realizes from them may not be adequate to meet any debt service obligations then due.

Table of Contents

Restrictive covenants in Iridium Holdings' credit agreements impose restrictions that may limit its operating and financial flexibility.

Iridium Holdings' first and second lien credit agreements contain a number of significant restrictions and covenants that limit its ability to, among other things:

- incur or guarantee additional indebtedness;
- pay dividends or make distributions to its unitholders;
- make investments, acquisitions or capital expenditures;
  - grant liens on its assets;
  - enter into transactions with its affiliates;
- merge or consolidate with other entities or transfer all or substantially all of its assets; and
  - transfer or sell assets.

In addition, Iridium Holdings must maintain compliance with specified financial covenants. Complying with these restrictive covenants, as well as those that may be contained in any agreements governing any future indebtedness, may impair Iridium Holdings' ability to finance its operations or capital needs or to take advantage of other favorable business opportunities. Iridium Holdings' ability to comply with these restrictive covenants will depend on its future performance, which may be affected by events beyond its control. If Iridium Holdings violates any of these covenants and is unable to obtain waivers, Iridium Holdings would be in default under the agreement and payment of the indebtedness could be accelerated. The acceleration of its indebtedness under one agreement may permit acceleration of indebtedness under other agreements that contain cross-default or cross-acceleration provisions. If its indebtedness is accelerated, Iridium Holdings may not be able to repay its indebtedness or borrow sufficient funds to refinance it. Even if Iridium Holdings is able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to Iridium Holdings. If its indebtedness is in default for any reason, Iridium Holdings' business, financial condition and results of operations may be materially and adversely affected. In addition, complying with these covenants may cause Iridium Holdings to take actions that are not favorable to holders of its securities and may make it more difficult for Iridium Holdings to successfully execute its business plan and compete against companies who are not subject to such restrictions.

Spectrum values historically have been volatile, which could cause the value of Iridium Holdings to fluctuate.

Iridium Holdings' business plan is evolving and it may in the future include forming strategic partnerships to maximize value for its spectrum, network assets and combined service offerings in the United States and internationally. Values that Iridium Holdings may be able to realize from such partnerships will depend in part on the value ascribed to its spectrum. Valuations of spectrum in other frequency bands historically have been volatile, and Iridium Holdings cannot predict at what amount a future partner may be willing to value its spectrum and other assets. In addition, to the extent that the FCC takes action that makes additional spectrum available or promotes the more flexible use or greater availability (e.g., via spectrum leasing or new spectrum sales) of existing satellite or terrestrial spectrum allocations, the availability of such additional spectrum could reduce the value of Iridium Holdings' spectrum authorizations and the value of its business.

Iridium Holdings' ability to operate its company effectively could be impaired if Iridium Holdings loses members of its senior management team or key technical personnel.

Iridium Holdings depends on the continued service of key managerial and technical personnel, as well as its ability to continue to attract and retain highly qualified personnel. Following the closing of the acquisition, Iridium Holdings expects to maintain its current executive management team. The success of the acquisition will be dependent upon the continued service of a relatively small group of key executives. Iridium Holdings competes for such personnel with other companies, academic institutions, government entities and other organizations. The

## Table of Contents

unexpected loss or interruption of the services of such personnel could adversely affect its ability to effectively manage its operations, execute its business plan and meet its strategic objectives.

Iridium Holdings has never operated as a public company and has not been required to maintain disclosure controls and procedures and internal controls over financial reporting as it will be required as a public company. Fulfilling Iridium Holdings' obligations as a public company after the acquisition will be expensive and time consuming.

Iridium Holdings, as a private company, has not been required to prepare or file periodic and other reports with the SEC under applicable federal securities laws, to comply with the requirements of the federal securities laws applicable to public companies, or to document and assess the effectiveness of its internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"). Although Iridium Holdings has maintained disclosure controls and procedures and internal controls over financial reporting as required under the federal securities laws with respect to its activities, Iridium Holdings has not been required to establish and maintain such disclosure controls and procedures and internal controls over financial reporting as it will be required as a public company. Deficiencies in controls may affect Iridium Holdings' ability to close its financial reporting on a timely basis or report accurate numbers, which could adversely affect its financial results or investors' confidence and its ability to access external financing.

For the year ended December 31, 2008, the balance sheet has been restated to reclassify as prepaid expenses and other current assets a \$1.4 million receivable from an insurer that was previously classified as a reduction of the related claim liability included in accrued expenses and other current liabilities. In addition, in the restated consolidated statements of income for the years ended December 31, 2008 and 2007, Iridium Holdings has reclassified \$6.0 million and \$3.4 million, respectively, of research and development costs related to government funded research and development service contracts as cost of services (exclusive of depreciation and amortization). These reclassifications have no impact on income from operations or net income.

In addition, under Sarbanes-Oxley and the related rules and regulations of the SEC, Iridium Holdings will be required to implement additional corporate governance practices and adhere to a variety of reporting requirements and accounting rules. Compliance with these obligations will require significant time and resources from Iridium Holdings' management, finance and accounting staff and will significantly increase its legal, insurance and financial compliance costs. As a result of the increased costs associated with being a public operating company after the acquisition, the operating income as a percentage of revenue of Iridium Holdings' operations will likely be lower after the acquisition than if it had remained a private company, which may adversely affect Iridium Holdings' business, financial condition, results of operation and liquidity.

If Iridium Holdings becomes subject to unanticipated foreign tax liabilities, it could materially increase its costs.

Iridium Holdings operates in various foreign tax jurisdictions. Iridium Holdings believes that it has complied in all material respects with its obligations to pay taxes in these jurisdictions. However, its position is subject to review and possible challenge by the taxing authorities of these jurisdictions. If the applicable taxing authorities were to challenge successfully Iridium Holdings' current tax positions or if there were changes in the manner in which Iridium Holdings conducts its activities, Iridium Holdings could become subject to material unanticipated tax liabilities. Iridium Holdings may also become subject to additional tax liabilities as a result of changes in tax laws, which could in certain circumstances have retroactive effect.

## Risks Associated with the Proposed Acquisition

If the acquisition's benefits do not meet the expectations of the marketplace, investors, financial analysts or industry analysts, the market price of our securities may decline.

The market price of our common stock may decline as a result of the acquisition if "Iridium Communications Inc." (the post-acquisition entity) does not perform as expected or if we do not otherwise achieve the perceived benefits of the acquisition as rapidly as, or to the extent anticipated by, the marketplace, investors, financial analysts or industry analysts. If such a decline in our stock price occurs, investors may experience a loss and we may not be able to raise future capital, if necessary, in the equity markets.

Table of Contents

Upon the consummation of the acquisition, our stockholders will be solely dependent on a single business.

Upon the consummation of the acquisition, our stockholders will be solely dependent upon the performance of Iridium Holdings and its business. Iridium Holdings will be subject to a number of risks that relate generally to the satellite industry and other risks that relate specifically to Iridium Holdings, including the risks relating to its industry and business explained above.

A substantial number of new shares of GHQ common stock will be issued in connection with the acquisition and related transactions and under a shelf registration statement on Form S-3 filed by GHQ with the SEC, which will result in substantial dilution of our current stockholders and could have an adverse effect on the market price of our shares.

We expect to issue an aggregate of approximately 29,443,500 shares of common stock in connection with the acquisition to the current owners of Iridium Holdings and will issue an additional 1,946,500 shares of GHQ common stock to Greenhill Europe, a subsidiary of Greenhill, when Greenhill Europe exercises its right to convert the convertible subordinated promissory note into shares of GHQ common stock. We also expect to issue, as part of the consideration for the Exchanges, a number of shares of our common stock equal to \$12,449,308 divided by the actual price per share in the Future Offering; provided that such price shall be deemed to be no greater than \$10.00 per share. As a result of these transactions, following the closing of the acquisition, the ownership of our existing stockholders is expected to be reduced to approximately 60.6% and the owners of Iridium Holdings are expected to own approximately 39.4% of the outstanding shares of common stock of GHQ (including the conversion of the note by Greenhill Europe), assuming (i) no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, and (iii) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.

In addition, we issued warrants to purchase 44,130,437 shares of our common stock to our founding stockholder and in our IPO (net of warrants that our founding stockholder has agreed to forfeit upon closing of the acquisition). In the warrant restructuring, we will (i) repurchase 12,449,308 of our outstanding warrants, (ii) restructure 14,368,525 of our outstanding warrants (including 4,000,000 warrants owned by our founding stockholder) and (iii) issue 14,368,525 Restructured Warrants. The remaining 13,657,104 warrants outstanding following these transactions and the 14,368,525 Restructured Warrants will become exercisable upon the completion of our initial business combination, although the warrants issued in our IPO, the warrants held by GHQ's independent directors and any Restructured Warrants sold pursuant to a resale registration statement may not be exercised unless we have an effective registration statement covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available.

Sales of substantial numbers of shares of GHQ common stock issued upon the exercise of the warrants in the public market could adversely affect the market price of such shares and warrants. All of the sellers and we and our affiliates have agreed to a one-year "lock-up" for the shares of our common stock they will hold following the closing of the acquisition, except for underwritten secondary offerings approved by our Board of Directors anytime after six months from the closing of the acquisition. These lock-ups limit, to the extent, the volume of our shares available for public trading, which may have an adverse effect on the market for our common stock. Upon the termination, expiration or waiver of the lock-ups, a total of 38,448,824 shares of our common stock will become available to trade on the public markets (including the conversion of the note by Greenhill Europe), which may have a material adverse effect on the market for our common stock.

If the stock incentive plan proposal is approved by our stockholders, GHQ will reserve 8.0 million shares of our common stock for the grant of incentive stock options, nonqualified stock options, stock appreciation rights and other stock-based awards (which includes restricted stock, restricted stock units and performance-based awards payable both in cash and in shares of our common stock) to eligible individuals under the plan. Exercise of the stock options and stock rights by the eligible individuals will have a dilutive effect on our current stockholders and may adversely affect the market price of our shares of common stock.

In addition, GHQ may utilize the shelf registration statement on Form S-3 filed with the SEC to sell additional securities, including additional shares of GHQ common stock, which may have a dilutive effect on our current stockholders and may adversely affect market price of our shares of common stock.



Table of Contents

The holders of our common stock issued in our IPO may vote against the proposed acquisition and exercise their rights to convert their shares to cash, thereby reducing the cash available to fund the acquisition and related transactions and provide working capital for Iridium Holdings after the acquisition.

The holders of our IPO shares have certain rights to convert their IPO shares into cash in connection with the completion of our initial business combination. The actual per share conversion price will be equal to the aggregate amount then on deposit in the trust account (before payment of deferred underwriting discounts and commissions and including accrued interest, net of any income taxes payable on such interest, which shall be paid from the trust account, and net of interest income of up to \$5.0 million on the trust account balance previously released to us to fund our working capital requirements), calculated as of two business days prior to the completion of the acquisition, divided by the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the closing of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

If the holders of no more than 30% (minus one share) of the IPO shares vote against the acquisition and properly exercise their conversion rights, the acquisition may be completed (if our certificate, share issuance and stock incentive plan proposals are approved and the other conditions to closing the acquisition are satisfied or waived) but any cash required to convert the IPO shares would reduce the cash balances available to us to prepay certain Iridium Holdings debt, pay transaction expenses and conduct Iridium Holdings' business after completion of the acquisition, which may have a material adverse effect on our financial condition and results of operation.

Registration rights may have an adverse effect on the market price of our common stock.

We have granted registration rights in connection with the 14,368,525 Restructured Warrants to be issued in connection with the warrant restructuring, which require us to file a shelf registration statement as soon as practicable following the issuance of the Restructured Warrants, but in no event later than 15 business days following the issuance of the Restructured Warrants. We expect to issue the Restructured Warrants immediately following the closing of the acquisition. If such shelf registration statement is not declared effective by the SEC within 30 business days following the issuance of the Restructured Warrants, the Warrant holders have the right to sell to us, for cash, the Restructured Warrants for a price equal to the difference between the weighted average price of the shares of our common stock during a certain period over the Restructured Warrants Exercise Price.

At the closing of the acquisition, we will enter into a registration rights agreement with each seller, our founding stockholder and our other initial stockholders, pursuant to which each of these persons will be granted certain registration rights with respect to the registration of 36,502,324 shares of GHQ common stock held by them at that time. Under this registration rights agreement, we will be required to file a shelf registration statement as soon as reasonably practicable after the closing of the acquisition and related transactions, with a view to such registration statement becoming effective six months from the date of the closing of the acquisition. Certain holders of the registration rights, subject to certain limitations, may exercise a demand registration right in order to permit such holders to sell their registrable shares of common stock in an underwritten public offering under the shelf registration statement. Whenever we propose to register any of our securities under the Securities Act, holders of registration rights will have the right to request the inclusion of their registrable shares of common stock in such registration.

Each seller who receives GHQ common stock at the closing of the acquisition, our founding stockholder and our other initial stockholders have agreed to a one-year “lock-up” for the shares of our common stock they will hold following the closing of the acquisition, except for underwritten secondary offerings approved by our Board of Directors anytime after six months from the closing of the acquisition. These lock-ups limit, to an extent, the volume of our shares available for public trading, which may have an adverse effect on the market for our common stock.

We are also obligated to register approximately 3.7 million shares currently held by an underwriter in our IPO for resale.

Table of Contents

The resale of shares of our common stock in the public market upon exercise of these registration rights could adversely affect the market price of our common stock or impact our ability to raise additional equity capital.

Because our initial stockholders and directors will not participate in liquidation distributions if we do not complete a business combination by February 14, 2010, our initial stockholders, directors and management team may have conflicts of interest in approving the proposed acquisition of Iridium Holdings.

Our initial stockholders have waived their rights to receive any liquidation proceeds with respect to the founding stockholders' shares if we fail to complete a business combination by February 14, 2010 and thereafter liquidate. Accordingly, their shares of GHQ common stock and warrants to purchase GHQ common stock will be worthless if we do not complete the acquisition of Iridium Holdings or another business combination by February 14, 2010. Because Messrs. Bok, Niehaus and Rodriguez have ownership interests in Greenhill and consequently an indirect ownership interest in our founding stockholder and us, they also have a conflict of interest in determining whether Iridium Holdings is an appropriate target business for us and our stockholders. These ownership interests may influence their motivation in identifying and selecting Iridium Holdings as an appropriate target business for our initial business combination and in timely completing the acquisition of Iridium Holdings. The exercise of discretion by our officers and directors in identifying and selecting one or more suitable target businesses may result in a conflict of interest when determining whether the terms, conditions and timing of the acquisition of Iridium Holdings are appropriate and in our stockholders' best interest. For a more detailed discussion of these interests, see "Interests of Certain Persons in the Acquisition."

The exercise of our directors' and officers' discretion in agreeing to changes or waivers in the terms of the acquisition may result in a conflict of interest when determining whether such changes to the terms of the acquisition or waivers of conditions are appropriate and in our stockholders' best interest.

In the period leading up to the closing of the acquisition, events may occur that, pursuant to the transaction agreement, would require us to agree to further amendments to the transaction agreement, to consent to certain actions taken by Iridium Holdings or to waive rights that we are entitled to under the transaction agreement. Such events could arise because of changes in the course of Iridium Holdings' business or industry, a request by Iridium Holdings to undertake actions that would otherwise be prohibited by the terms of the transaction agreement or the occurrence of other events that would have a material adverse effect on Iridium Holdings' business and would entitle us to terminate the transaction agreement. In any of such circumstances, it would be within our discretion, acting through our board of directors, to grant our consent or waive our rights. The existence of the financial and personal interests of the directors described in the preceding risk factor may result in a conflict of interest on the part of one or more of the directors between what he may believe is best for us and what he may believe is best for himself in determining whether or not to take the requested action.

If Iridium Holdings has breached any of its representations, warranties or covenants set forth in the transaction agreement, we may not have a remedy for losses arising therefrom.

None of Iridium Holdings, its owners or any other persons will indemnify us for any losses we realize as a result of any breach by Iridium Holdings of any of its representations, warranties or covenants set forth in the transaction agreement. Moreover, none of representations, warranties or pre-closing covenants of Iridium Holdings contained in the transaction agreement will survive the closing of the acquisition, so our rights to pursue a remedy for breach of any such representations, warranties or pre-closing covenants will terminate upon the closing of the acquisition. Any losses realized in connection with the breach of any representation, warranty, or covenant by Iridium Holdings may have a material adverse effect on our financial condition and results of operation.

If any of the Sellers have breached any of their representations, warranties or covenants set forth in the transaction agreement, our remedies for losses may be limited and we may be limited in our ability to collect for such losses.

Each Seller has agreed to indemnify us for breaches of its individual representations, warranties and covenants, subject to certain limitations, including that each Seller's maximum liability for all indemnification claims against it will not exceed the sum of (i) the cash consideration received by such Seller and (ii) the product of the number of shares of our common stock received by such Seller and \$10.00. Except for the pledge arrangements we have entered into with the sellers of the "blocker" holding companies (described below), there are no escrow or

Table of Contents

other similar arrangements with any of the Sellers and, in the event we suffer losses from a breach of a Seller's representations, warranties or covenants, there can be no assurances that such Seller will have the cash consideration or shares of our common stock received by such Seller, or other available assets, to compensate us for our losses. Any losses realized in connection with the breach of any representation, warranty or covenant by any seller may have a material adverse effect on our financial condition and results of operations.

Certain Sellers under the transaction agreement hold their interests in Iridium Holdings shares via "blocker" corporations, and in those circumstances we are purchasing ownership of those "blocker" corporations (Baralonco and Syncom) instead of directly purchasing the Iridium Holdings units held by such "blocker" corporations. After the closing of the acquisition, Baralonco and Syncom will become wholly-owned subsidiaries of GHQ. Each of the sellers of Baralonco and Syncom have agreed to indemnify GHQ for the pre-closing tax liabilities of Baralonco and Syncom respectively, subject to certain limitations. The maximum liability for the seller of Syncom shall not exceed \$3.0 million and the maximum liability for the seller of Baralonco shall not exceed \$15.0 million. In support of their respective indemnity obligations under the transaction agreement, the seller of Syncom has agreed to pledge 300,000 shares of GHQ common stock it will receive at the closing of the acquisition for a period of nine months post-closing and the seller of Baralonco has agreed to pledge 1.5 million shares of GHQ common stock it will receive at the closing of the acquisition for a period of two years post-closing. These pledged shares may not fully cover all pre-closing tax liabilities of Baralonco and Syncom. The failure of the pledged shares to fully cover any pre-closing tax liabilities of Baralonco or Syncom may have a material adverse effect on our financial condition and results of operations.

The transaction costs associated with our proposed acquisition of Iridium Holdings will be substantial, whether or not this acquisition is completed.

We have already incurred significant costs, and expect to incur significant additional costs, associated with our proposed acquisition of Iridium Holdings, whether or not this acquisition is completed. These costs will reduce the amount of cash otherwise available for the payment of Iridium Holdings debt and other corporate purposes. We estimate that we will incur direct transaction costs of approximately \$12.3 million associated with the acquisition of Iridium Holdings and related transactions. There is no assurance that the actual costs may not exceed these estimates. Any actual costs incurred by us in excess of our estimates may have a material adverse effect on our financial condition and results of operations.

The completion of the acquisition could result in disruptions in business, loss of clients or contracts or other adverse effects to Iridium Holdings' business operations.

The completion of the acquisition may cause disruptions, including potential loss of clients and other business partners, in the business of Iridium Holdings, which could have material adverse effects on the combined post-closing company's business and operations. Although we believe that Iridium Holdings' business relationships are and will remain stable following the acquisition, Iridium Holdings' clients and other business partners, in response to the completion of the acquisition, may adversely change or terminate their relationships with GHQ following the closing of the acquisition, which could have a material adverse effect on the business of Iridium Holdings or GHQ following the closing of the acquisition.

The completion and timing of the acquisition is subject to the receipt of approvals from government entities.

Completion of the acquisition is conditioned upon, among other things, the receipt of certain regulatory approvals, including antitrust approval under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, which was obtained on October 10, 2008, and the approval of the FCC, which was received on August 14, 2009. FCC approval

was conditioned on compliance by Iridium Holdings, Iridium Carrier Holdings LLC, GHQ, and their respective subsidiaries and affiliates with the commitments and undertakings set forth in the National Security Agreement. The FCC's Order approving the transaction was effective immediately upon release, but is subject to reconsideration by the International Bureau and/or review by the FCC. If no third party seeks reconsideration or review and the International Bureau does not act to reconsider the Order on its own motion by September 14, 2009, and the FCC does not act to review the Order on its own motion by September 23, 2009, the Order will become a final order and thus will no longer be subject to reconsideration or review. No assurance can be given that the Order will not be subject to reconsideration or review prior to its becoming a final order. The FCC also noted in the Order that the record did not contain sufficient information to determine whether a previous

Table of Contents

investment by Baralanco Limited in Iridium Carrier Services LLC, at the time it was made, fell within the parameters specified in the FCC's 2002 order authorizing foreign investment in Iridium. Accordingly, the FCC stated that its grant of the Applications is without prejudice to any enforcement action by the FCC for non-compliance with the Communications Act of 1934, as amended, the FCC's rules and regulations, and the 2002 order. See "Proposal I – The Acquisition – Regulatory Matters" on page 84.

The price of our common stock after the acquisition might be less than what you originally paid for your shares of common stock prior to the acquisition.

The market price of our common stock may decline as a result of the acquisition if, among other things:

- the market for common shares of companies in Iridium Holdings' industry is volatile;
  - Iridium Holdings does not perform as expected;
  - there are mergers, consolidations or strategic alliances in the satellite industry;
  - market conditions in the satellite industry fluctuate;
- we do not achieve the perceived benefits of the acquisition as rapidly as, or to the extent anticipated by, financial or industry analysts;
- the effect of the acquisition on our financial results is not consistent with the expectations of financial or industry analysts; or
  - the capital markets are in a distressed state.

Accordingly, stockholders may experience a loss as a result of a decreasing stock price and we may not be able to raise future capital, if necessary, in the equity markets.

The loss of key executives could adversely affect our operations up to and following the closing of the acquisition.

The success of the acquisition will be dependent upon the continued service of a relatively small group of our key executives consisting of Mr. Bok, our chairman and chief executive officer, Mr. Niehaus, our senior vice president and Mr. Rodriguez, our chief financial officer. Following the closing of the acquisition, we expect the current Iridium Holdings executive management team to remain with the company post-closing. The unexpected loss of the services of one or more of these executives could adversely affect our ability to manage the business going forward and to manage our operations following the closing of the acquisition.

Claims for indemnification by our officers and directors may reduce the funds available to satisfy successful third-party claims against us and may reduce the amount of money in the trust account.

Under our certificate, we have agreed to indemnify our officers and directors against a variety of expenses (including attorneys' fees) to the fullest extent permitted under Delaware law.

We will seek to have all vendors, service providers and prospective target businesses or other entities with which we execute agreements waive any right, title, interest or claim of any kind in or to any monies held in the trust account for the benefit of our public stockholders. However, there is no guarantee that such entities will agree to waive any claims they may have in the future or, even if such entities agree to waive such claims, that such waiver would be

enforceable. Accordingly, the proceeds held in trust could be subject to claims that could take priority over the claims of our public stockholders. To date, the only vendors and/or service providers who have not executed a waiver of any right, title, interest or claim of any kind in or to any monies held in the trust account are Eisner LLP, Ernst & Young LLP, Duff & Phelps, LLC (“Duff & Phelps”) and Deutsche Bank Securities Inc. (“Deutsche Bank”). The amounts not covered by waivers of any right, title, interest or claim to any monies held in the trust account are not material.



## Table of Contents

Our founding stockholder has agreed that it will be liable to us if and to the extent claims by third parties reduce the amounts in the trust account available for payment to our stockholders in the event of a liquidation and the claims are made by a vendor for services rendered or products sold to us, by a third party with which we entered into a contractual relationship following consummation of our IPO or by a prospective target business, except (i) as to any claimed amounts owed to a third party who executed a waiver (even if such waiver is subsequently found to be invalid and unenforceable), or (ii) as to any claims under our indemnity of Banc of America Securities LLC of our IPO offering against certain liabilities, including liabilities under the Securities Act. We believe that our board of directors would be obligated to pursue a potential claim for reimbursement from our founding stockholder pursuant to the terms of its agreements with us if it would be in the best interest of our stockholders to pursue such a claim. Such a decision would be made by a majority of our disinterested directors based on the facts and circumstances at the time.

We may enter into agreements to repurchase shares of common stock from a limited number of our stockholders and the purchase price paid may be higher than what other stockholders could receive either by voting against the acquisition and exercising conversion rights or selling their shares in the market.

Prior to the closing of the acquisition, we may, in privately negotiated transactions, enter into agreements to repurchase, subject to the closing of the acquisition, specified amounts of our outstanding common stock from a limited number of our stockholders who we believe are focused on fixed income like returns and would seek to exit their investment in GHQ in connection with or shortly following the closing of the acquisition. We expect that the purchase price for any such repurchases would be at least equal to the amount those stockholders could receive by voting against the acquisition and exercising conversion rights and the purchase price may be higher than what other stockholders could receive either by voting against the acquisition and exercising conversion rights or selling their shares in the market.

### Risks Associated with Our Organizational Structure After the Acquisition of Iridium Holdings

After we complete the acquisition, our only material assets will be the units of Iridium Holdings, and we will accordingly be dependent upon distributions from Iridium Holdings to pay our expenses and taxes.

After the completion of the acquisition, we will be a holding company and will conduct all of our operations through our subsidiary, Iridium Holdings and its subsidiaries. We will have no material assets other than our direct ownership of Iridium Holdings' units, and no independent means of generating revenue. To the extent we need funds and Iridium Holdings is restricted from making distributions under applicable law or regulation or any other agreement, or is otherwise unable to provide such funds, we may have difficulty meeting our corporate obligations, which would materially adversely affect our business, liquidity, financial condition and results of operations.

Greenhill Europe might elect not to convert the note.

In the event Greenhill Europe does not elect to convert the note, the note will continue to accrue interest at the rate of 5% per annum, beginning April 24, 2009, and would be repayable by Iridium Holdings upon the maturity date, which is October 24, 2015, or upon Iridium Holdings' election to redeem the note in accordance with its terms.

### Risks Associated with a Failure to Complete the Proposed Acquisition

If our proposals are not approved or if stockholders holding 30% or more of the IPO shares vote against the acquisition proposal and properly exercise their conversion rights, we may ultimately be forced to liquidate, in which case you may receive less than \$10.00 per share for your common stock and your warrants may expire worthless.

If our proposals are not approved or if stockholders holding 30% or more of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their IPO shares into cash, our acquisition of Iridium Holdings will not be completed and we will not convert any IPO shares into cash. While we will continue to search for a suitable target business, a failure to complete the proposed acquisition of Iridium Holdings could negatively impact the market price of our common stock and may make it more difficult for us to attract another acquisition candidate and any future acquisition candidates may use our time constraints to our detriment in negotiating acquisition terms.

## Table of Contents

If we do not complete a business combination by February 14, 2010, we will be required to liquidate. In any liquidation, the net proceeds of our IPO held in the trust account, plus any interest earned thereon, will be distributed on a pro rata basis to the holders of our IPO shares. If we are required to liquidate, the per-share liquidation value to be distributed to the holders of our IPO shares may be less than \$10.00 if the expenses of the IPO, our general and administrative expenses and the costs of seeking an initial business combination are greater than the interest accrued on the proceeds deposited in the trust account until the date of liquidation. The proceeds deposited in the trust account could, however, become subject to claims of our creditors that are in preference to the claims of our stockholders. Furthermore, our outstanding warrants are not entitled to participate in a liquidation distribution and the warrants will therefore expire worthless if we liquidate before completing an initial business combination. As a result, purchasers of our warrants will not receive any money for such warrants in the event of our liquidation.

We may have insufficient time or funds to complete an alternate business combination if the acquisition proposal is not adopted by our stockholders or the acquisition is otherwise not completed.

Pursuant to our certificate, we must liquidate and dissolve if we do not complete a business combination with a business having a fair market value of at least 80% of the balance in the trust account (excluding deferred underwriting discounts and commissions) at the time of such business combination, by February 14, 2010. If the acquisition is not approved by our stockholders, we will not complete the acquisition and may not be able to consummate an alternate business combination within the required time frame, either due to insufficient time or insufficient operating funds.

If we are required to liquidate, our stockholders may be held liable for third parties' claims against us to the extent of distributions received by them following our liquidation.

If we have not completed an initial business combination by February 14, 2010, our corporate existence will cease except for the purposes of winding up our affairs and dissolving our corporate existence. Under Delaware law, stockholders of a dissolved corporation may be held liable for claims by third parties against the corporation to the extent of distributions received by those stockholders in the dissolution. However, if the corporation complies with certain procedures intended to ensure that it makes reasonable provision for all claims against it, the liability of stockholders with respect to any claim against GHQ is limited to the lesser of such stockholder's pro rata share of the claim or the amount distributed to the stockholder. In addition, if the corporation undertakes additional specified procedures, including a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, and an additional 150-day waiting period before any liquidation distributions are made to stockholders, any liability of stockholders would be barred with respect to any claim on which an action, suit or proceeding is not brought by the third anniversary of the dissolution (or such longer period directed by the Delaware Court of Chancery). While we intend, if we have not completed an initial business combination by February 14, 2010, to adopt a plan of dissolution making reasonable provision for claims against us in compliance with Delaware law, we do not intend to comply with these additional procedures, as we instead intend to distribute the balance in the trust account to our public stockholders as promptly as practicable following termination of our corporate existence. Accordingly, any liability our stockholders may have could extend beyond the third anniversary of our dissolution. We cannot assure you that any reserves for claims and liabilities that we believe to be reasonably adequate when we adopt our plan of dissolution will suffice. If such reserves are insufficient, stockholders who receive liquidation distributions may subsequently be held liable for claims by creditors of the company to the extent of such distributions.

## Risks Associated with Our Securities

If the acquisition's benefits do not meet the expectations of the marketplace, investors, financial analysts or industry analysts, the market price of our securities may decline.

The market price of our common stock may decline as a result of the acquisition if we do not perform as expected or if we do not otherwise achieve the perceived benefits of the acquisition as rapidly as, or to the extent anticipated by, the marketplace, investors, financial analysts or industry analysts. If the market price of our common stock declines, our stockholders may experience a loss and we may not be able to raise future capital, if necessary, in the equity markets.

62

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Table of Contents

We may choose to redeem our outstanding warrants at a time that is disadvantageous to our warrant holders.

Subject to there being an effective registration statement covering the shares of common stock issuable upon the exercise of the warrants and a current prospectus relating to them is available, we may redeem the warrants issued in our IPO and/ or the Restructured Warrants at any time after the warrants become exercisable, in whole and not in part, at a price of \$0.01 per warrant, upon a minimum of 30 days' prior written notice of redemption, and if and only if, with respect to the warrants issued in our IPO, the last sale price of our common stock equals or exceeds \$14.25 per share for any 20 trading days within a 30-trading-day period ending three business days before we send the notice of redemption and, with respect to the Restructured Warrants, the last sale price of our common stock equals or exceeds \$18.00 per share for any 20 trading days within a 30-trading-day period ending three business days before we send the notice of redemption. Redemption of the warrants could force the warrant holders (i) to exercise the warrants and pay the exercise price therefor at a time when it may be disadvantageous for the holders to do so, (ii) to sell the warrants at the then current market price when they might otherwise wish to hold the warrants or (iii) to accept the nominal redemption price which, at the time the warrants are called for redemption, is likely to be substantially less than the market value of the warrants.

An effective registration statement may not be in place when an investor desires to exercise warrants, thus precluding such investor from being able to exercise their warrants and causing such warrants to be practically worthless.

No warrant will be exercisable and we will not be obligated to issue shares of common stock unless we have (i) a registration statement under the Securities Act and (ii) a current prospectus relating to the common stock issuable upon exercise of the warrant and that common stock has been registered or qualified or deemed to be exempt under the securities laws of the state of residence of the holder of the warrants. Under the terms of the warrant agreement between American Stock Transfer & Trust Company, as warrant agent, and us, we have agreed to use our best efforts to meet these conditions and to maintain a current prospectus relating to the common stock issuable upon exercise of the warrants until the expiration of the warrants. However, we cannot assure you that we will be able to do so, and if we do not maintain a current prospectus related to the common stock issuable upon exercise of the warrants, holders will be unable to exercise their warrants and we will not be required to settle any such warrant exercise whether by net cash settlement or otherwise. If the prospectus relating to the common stock issuable upon the exercise of the warrants is not current or if the common stock is not qualified or exempt from qualification in the jurisdictions in which the holders of the warrants reside, the warrants may have no value, the market for the warrants may be limited and the warrants may expire worthless.

We do not expect to pay dividends on our common stock in the foreseeable future.

We do not currently pay cash dividends on our common stock. Any future dividend payments are within the discretion of our board of directors and will depend on, among other things, our results of operations, working capital requirements, capital expenditure requirements, financial condition, contractual restrictions, business opportunities, anticipated cash needs, provisions of applicable law and other factors that our board of directors may deem relevant. We may not generate sufficient cash from operations in the future to pay dividends on our common stock.

We may issue shares of preferred stock or debt securities with greater rights than our common stock.

Our proposed second amended and restated certificate of incorporation authorizes our board of directors to issue one or more series of preferred stock and set the terms of the preferred stock without seeking any further approval from holders of our common stock. Pursuant to our proposed second amended and restated certificate of incorporation, there are 2.0 million shares of preferred stock authorized but none issued. Any preferred stock that is issued may rank ahead of our common stock in terms of dividends, priority and liquidation premiums and may have greater voting rights than holders of our common stock. In addition, we may issue debt securities that accrue interest and have

priority over our common stock with respect to liquidations.

63

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## Table of Contents

Failure to complete the acquisition could negatively impact the market price of our common stock and may make it more difficult for us to attract another acquisition candidate, resulting, ultimately, in the disbursement of the trust proceeds, causing stockholders to experience a loss on their investment.

If the acquisition is not completed for any reason, we may be subject to a number of material risks, including:

- the market price of our common stock may decline to the extent that the current market price of our common stock reflects a market assumption that the acquisition will be consummated;
  - costs related to the acquisition, such as legal and accounting fees and the costs of an opinion, must be paid even if the acquisition is not completed; and
- charges will be made against our earnings for transaction-related expenses, which could be higher than expected.

Such decreased market price and added costs and charges of the failed acquisition, together with the history of failure in consummating an acquisition, may make it more difficult for us to attract another target business, resulting, ultimately, in the disbursement of the trust proceeds, causing stockholders to experience a loss on their investment in our securities.

The NYSE Alternext U.S. may delist our securities, which could make it more difficult for our stockholders to sell their securities and subject us to additional trading restrictions.

Our securities are currently listed on the NYSE Alternext U.S. We intend to seek to have our securities approved for listing on the NASDAQ following completion of the acquisition. We cannot assure you that our securities will continue to be listed on the NYSE Alternext U.S., as we might not meet certain continued listing standards such as income from continuing operations, or that our securities will be approved for listing on the NASDAQ. Additionally, until such time as we voluntarily delist from the NYSE Alternext U.S. in connection with our acquisition of Iridium Holdings, the NYSE Alternext U.S. may require us to file a new initial listing application and meet its initial listing requirements as opposed to its more lenient continued listing requirements. We cannot assure you that we will be able to meet those initial listing requirements at that time.

If we fail to have our securities listed on the NASDAQ and the NYSE Alternext U.S. delists our securities from trading, we could face significant consequences including:

- limited availability for market quotations for our securities;
  - reduced liquidity with respect to our securities;
- a determination that our common stock is a “penny stock” which will require brokers trading in our common stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our common stock; and
  - a decreased ability to issue additional securities or obtain additional financing in the future.

Provisions in our proposed second amended and restated certificate of incorporation and amended and restated bylaws may discourage takeovers, which could affect the rights of holders of our common stock.

Provisions of our proposed second amended and restated certificate of incorporation and amended and restated bylaws could hamper a third party’s acquisition of our company or discourage a third party from attempting to acquire control

of our company. These provisions include the ability of our board of directors to issue preferred stock with voting rights or with rights senior to those of the common stock without any further vote or action by the holders of our common stock. In addition, our amended and restated bylaws do not authorize our stockholders to call special meetings of stockholders or to fill vacancies on our board of directors. These provisions also could make it more difficult for any of our stockholders to elect directors and take other corporate actions, and could limit the price that investors might be willing to pay in the future for shares of our common stock.



## Table of Contents

Forward-looking statements may prove inaccurate.

We have made forward-looking statements in this proxy statement about GHQ, Iridium Holdings and GHQ following the closing of the acquisition that are subject to risks and uncertainties. Forward-looking statements include the information regarding:

- revenue enhancements
- capital productivity
- returns on capital employed
- capital spending
- the timetable for completing the acquisition
- launch of the new satellite system

The sections in this document that have forward-looking statements include “Summary Term Sheet,” “Questions and Answers About the Acquisition,” “Summary,” “Selected Historical and Pro Forma Financial Data,” “The Acquisition—Background of the Acquisition,” and “Selected Unaudited Pro Forma Condensed Combined Financial Statements”. Our forward-looking statements are also identified by such words as “anticipates,” “believes,” “estimates,” “expects,” “intends” or similar expressions.

For those statements, we claim the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995.

In making these statements, we believe that our expectations are based on reasonable assumptions. Yet you should understand that the following important factors (some of which are beyond GHQ’s and Iridium Holdings’ control), in addition to those discussed elsewhere in this proxy statement and in the documents that we have incorporated by reference, could affect the future results of GHQ and Iridium Holdings following the closing of the acquisition. These factors could also cause the results or other outcomes to differ materially from those expressed in our forward-looking statements:

### Economic and Industry Conditions

- materially adverse changes in economic or industry conditions generally or in the markets served by our companies
  - product and raw material prices, fluctuations in exchange rates and currency values
  - capital expenditure requirements

### Political/Governmental Factors

- political stability in relevant areas of the world, as affected by war, civil unrest or terrorism
- political developments and law and regulations, such as legislative or regulatory requirements, particularly concerning environmental matters, telecommunications and national security matters

### Technology Advances

- the development and use of new technology

### Operating Factors

- changes in operating conditions and costs
  - interest rates
  - access to capital markets

Transaction or Commercial Factors

- the process of, or conditions imposed in connection with, obtaining regulatory approvals for the acquisition.

65

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Table of Contents

PROPOSAL I – APPROVAL OF THE ACQUISITION

General

We are furnishing this document to holders of GHQ common stock in connection with the solicitation of proxies by GHQ's board of directors at the special GHQ stockholders' meeting, and at any adjournments or postponements of the meeting.

Transaction Description

The transaction agreement provides for the acquisition of all of Iridium Holdings' outstanding units with Iridium Holdings continuing as a subsidiary of GHQ. After the acquisition, GHQ will rename itself "Iridium Communications Inc." We have attached a copy of the original agreement and the amendment as Annex A to this proxy statement which is incorporated in this proxy statement by reference. We urge you to read the transaction agreement in its entirety because it is the legal document governing the acquisition.

Blocker Entity Acquisition

Baralonco N.V. and Syncom-Iridium Holdings Corp. currently own approximately 36.0% and 13.6% of Iridium Holdings' outstanding units, respectively. Rather than acquire the Iridium Holdings units owned by each of Baralonco and Syncom, pursuant to the transaction agreement, GHQ has agreed to purchase all of the capital stock of Baralonco and Syncom. Upon the closing of the acquisition, both Baralonco and Syncom will become wholly owned subsidiaries of GHQ.

Baralonco was formed as a privately held limited liability company in the Netherlands Antilles in 1978 with the purpose of making investments. From its formation and until 2000, it made investments in the United States oil and gas industry. In 2000, Baralonco made its first investment in Iridium Holdings. Baralonco is owned by Baralonco Limited which is currently owned and controlled by Khalid bin Abdullah bin Abdulrahman, a national and subject of the Kingdom of Saudi Arabia. Since the divestiture of all its other investments during 2008, the only activity of Baralonco has been its ownership of Iridium Holdings units.

Syncom is a Delaware corporation and has not engaged in any activities since its formation other than the ownership of the Iridium Holdings units. Syncom is wholly owned and controlled by Syndicated Communications Venture Partners IV, L.P.

Pursuant to the transaction agreement, Baralonco and Syncom have agreed to indemnify GHQ for pre-closing tax liabilities. Please see page 110 for more information regarding Baralonco's and Syncom's indemnification obligations.

Background of the Acquisition

The terms of the transaction agreement and related documents are the result of arm's-length negotiations between our representatives and those of Iridium Holdings. The following is a brief discussion of the background of these negotiations and the proposed acquisition.

We are a blank check company and were incorporated in Delaware on November 2, 2007 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or assets, which we refer to as our initial business combination.

On November 13, 2007, our founding stockholder, Greenhill, purchased an aggregate of 11,500,000 founder's units (each one consisting of one share of common stock and one warrant to purchase one share of common stock) for \$25,000 in cash, at a purchase price of approximately \$0.003 per unit. On January 10, 2008, we cancelled 1,725,000 units, which were surrendered by our founding stockholder in a recapitalization, leaving our founding stockholder with a total of 9,775,000 units (of which 1,275,000 were subject to forfeiture). On February 1, 2008, our founding stockholder transferred at cost an aggregate of 150,000 of these founder's units to Messrs. Canfield, Clarke and Rush (of which 19,563 were forfeited because the underwriter did not exercise the over-allotment option), each of whom is a director, in connection with their agreement to serve as a director. On March 27, 2008, following the expiration of the over-allotment option of the underwriters of our IPO, 1,275,000 founder's units were

Table of Contents

forfeited pursuant to the terms of the applicable purchase agreement in order to maintain our initial stockholders' approximately 17.5% ownership interest in our common stock after giving effect to the IPO.

The registration statement for our IPO was declared effective February 14, 2008. We consummated our IPO of 40 million units on February 21, 2008. Each unit consisted of one share of our common stock and one warrant to purchase one share of our common stock at an exercise price of \$7.00 per share, subject to adjustment. The units were sold at an offering price of \$10.00 per unit, generating gross proceeds of \$400 million. On February 21, 2008, we also consummated at private placement of 8.0 million warrants to our founding stockholder at \$1.00 per warrant with an exercise price of \$7.00 per share, generating gross proceeds of \$8.0 million. A total of approximately \$400 million, including \$375.6 million of the initial public offering proceeds net of the underwriters' discounts and commissions and offering expenses, \$16.4 million of deferred underwriting discounts and commissions and \$8.0 million from the sale of warrants to our founding stockholder, was placed into a trust account at Wachovia Securities, LLC, with the American Stock Transfer & Trust Company serving as trustee. Except for a portion of the interest income permitted to be released to us, the proceeds held in trust will not be released from the trust account until the earlier of the completion of our initial business combination and our liquidation. Based on our certificate of incorporation, up to a total of \$5.0 million of interest income, subject to adjustment, may be released to us to fund our working capital requirements and additional interest income may be released to fund tax obligations. For the period from inception to June 30, 2009, approximately \$5.5 million has been released to us in accordance with these terms. As of June 30, 2009, the balance in the trust account was approximately \$400.9 million.

Prior to our IPO, neither GHQ nor any of its officers, directors, advisors, consultants or affiliates contacted any prospective target business or engaged in any substantive discussions, formal or otherwise, with respect to a business combination with us. Nor did we seek, nor did we engage or retain any agent or other representative, to identify or locate any suitable acquisition candidate, conduct any research or take any measures, directly or indirectly, to locate or contact a target business.

After our IPO, our officers and directors commenced an active search for prospective businesses and assets to acquire in our initial business combination. Our efforts in identifying prospective target businesses have not been limited to a particular industry. Instead, we focused on various industries and target businesses in the United States and Europe that would provide significant opportunities for growth. Representatives of GHQ were contacted by numerous individuals and entities who offered to present ideas for acquisition opportunities, including investment bankers and other members of the financial community. Our officers and directors and their affiliates also brought to our attention target business candidates. During this search process, GHQ reviewed more than 190 acquisition opportunities and entered into detailed discussions with three possible target businesses (or their representatives). Two of the potential target companies were engaged in the alternative asset management (hedge fund) industry. In both cases, representatives of GHQ approached representatives of the companies directly and engaged in discussions regarding the asset management industry, their respective businesses and valuation trends of comparable companies. We decided to approach both companies because of our direct relationships with principals of those businesses, as well as their favorable performance relative to the overall asset management industry. Ultimately, as valuation levels in the asset management industry declined dramatically in spring of 2008, we decided to abandon discussions with these potential targets. The third potential target company was engaged in the packaging industry and was introduced to us by an investment banker representing the company. After discussing the opportunity and potential transaction structures with the investment banker, in May 2008 we were unable to agree to a price level at which both parties were willing to move forward and we decided to abandon further discussions. We ultimately determined to abandon each of our other potential acquisition opportunities either because we concluded that the target business or the terms of a potential business combination would not be a suitable acquisition for GHQ or because of lack of interest of the possible target businesses and their owners, particularly in comparison to the acquisition of Iridium Holdings.

GHQ initially became aware of the opportunity to potentially acquire Iridium Holdings when contacted by Michael J. Price, a senior managing director of Evercore Partners, one of Iridium Holdings' financial advisors. Evercore Partners and Fieldstone Partners had been retained by Iridium Holdings to assist in raising capital and will be paid a fee by Iridium Holdings upon the closing of the acquisition. No other "finders' fees" will be paid as a result of the acquisition. As part of the capital raising effort, representatives of Evercore and Fieldstone approached various private equity firms and special purpose acquisition companies ("SPACs"). The amount of cash and industry focus of SPACs was publicly available on various databases. In addition, Evercore and Fieldstone were aware that Greenhill had made successful investments in communications companies and had expertise and interest in this industry.

Table of Contents

On April 28, 2008, Scott L. Bok, our chief executive officer, spoke with Mr. Price regarding Iridium Holdings as a potential acquisition candidate for GHQ. Mr. Price indicated that Iridium Holdings was currently in discussions with a private equity firm regarding a minority investment in Iridium Holdings, but that it would be interested in gauging GHQ's interest in acquiring Iridium Holdings in order to provide it with access to a larger amount of growth capital and a publicly traded currency, as well as providing Iridium Holdings' owners with greater liquidity going forward.

On May 1, 2008, we entered into a confidentiality agreement with Iridium Holdings and thereafter we received certain background materials from Evercore Partners and Iridium Holdings.

On May 5, 2008, representatives of GHQ, including Mr. Bok, Robert H. Niehaus, Ulrika Ekman and James Babski met with members of Iridium Holdings' management, including Matthew J. Desch, its chief executive officer, Eric Morrison, its chief financial officer, and Don Thoma, its executive vice president, marketing, and representatives of Iridium Holdings' financial advisors, Evercore Partners, including Mr. Price and Daniel Mendelow, at GHQ's offices in New York to discuss a potential acquisition of Iridium Holdings.

Over the next two weeks, various conversations took place between representatives of GHQ and members of Iridium Holdings' management and its financial advisors where information and materials were exchanged to assist GHQ in gaining a better understanding of Iridium Holdings' business. During this time, GHQ was given access to Iridium Holdings' electronic data room and began to review the information made available in the data room.

On May 22, 2008, Messrs. Bok, Niehaus and Babski and Ms. Ekman met with Messrs. Desch, Morrison and Thoma and representatives of Iridium Holdings' financial advisors at GHQ's offices in New York to learn more about Iridium Holdings' business and operations and to continue discussions regarding a potential acquisition of Iridium Holdings.

On May 29, 2008, after analysis of the information provided by Iridium Holdings to date, Mr. Bok gave an oral indication to Mr. Price of GHQ's interest in purchasing Iridium Holdings for an equity value of \$435 million (plus assumption of debt), consisting of \$150 million of cash and \$285 million of GHQ's common stock (valued at \$10.00 per share). As part of this indication, Greenhill offered to forfeit approximately 1.4 million and 8.4 million of its founding stockholder's shares and founding stockholder's warrants, respectively. Mr. Bok also indicated that GHQ would be willing to compensate those holders of Iridium Holdings who facilitated a tax basis step-up in the assets of Iridium Holdings in an unspecified amount, subject to confirming the value of such a step-up to GHQ.

Subsequent to providing this oral indication of interest to Iridium Holdings, a representative of Evercore Partners contacted Messrs. Bok and Niehaus to clarify that two significant owners of Iridium Holdings would only agree to a transaction if GHQ would purchase the holding companies owned by each of them that in turn held their interests in Iridium Holdings (which we refer to as the blocker entities). Messrs. Bok and Niehaus agreed to such a structure, subject to conducting satisfactory accounting and tax due diligence on the blocker entities GHQ was being asked to purchase.

On June 4, 2008, certain members of Iridium Holdings' board of directors met to consider certain strategic alternatives being considered by the company and its owners, including a review of the oral indication of interest from GHQ. The members discussed the pros and cons of signing a deal with a private equity investor or a SPAC. Representatives of Iridium Holdings then indicated to GHQ that its proposal, while interesting to Iridium Holdings, was too low.

On June 10, 2008, Messrs. Bok and Niehaus communicated to Mr. Price a revised indication of interest to purchase Iridium Holdings for \$442.5 million equity value (plus assumption of debt), consisting of \$150 million of cash and \$292.5 million of GHQ's common stock (valued at \$10.00 per share). Additionally, GHQ included details in its revised indication of interest of a management incentive plan to be put in place after closing of the acquisition. This

incentive plan consisted of 1.8 million options to purchase GHQ's common stock at \$10.50 per share and 1.8 million options to purchase GHQ's common stock at \$14.25 per share. Greenhill also made the same offer to forfeit securities it owned as in the May 29th proposal.

Representatives of Iridium Holdings then advised GHQ that Iridium Holdings was continuing to consider a proposal from a private equity firm which had previously been made, pursuant to which that firm would invest \$100 million in convertible debt securities of Iridium Holdings. Representative of Iridium Holdings explained that while



Table of Contents

that offer was for a considerably smaller amount of total capital than GHQ's offer, certain of Iridium Holdings' unitholders were very interested in receiving more cash in a transaction that could be consummated more quickly than the proposed transaction with GHQ.

During the week of June 16, 2008, in a series of conversations, Messrs. Bok and Niehaus and Messrs. Price and Mendelow discussed the possibility of a joint transaction with a third-party private equity investor making an initial minority equity investment in Iridium Holdings to provide certain of the unitholders of Iridium Holdings with near-term liquidity which would be used in part to meet tax obligations in respect of Iridium Holdings.

On June 20, 2008, Mr. Bok sent a letter to Mr. Desch communicating a revised offer of \$470 million equity value (plus assumption of debt), consisting of \$100 million of cash and \$370 million of GHQ's common stock (valued at \$10.00 per share). The revised offer included a management incentive plan to be put in place after closing of the acquisition consisting of 2.0 million options to purchase shares of GHQ's common stock at \$10.50 per share and 2.0 million options to purchase shares of GHQ's common stock at \$14.25 per share. All other terms remained the same as in the June 10th proposal. Greenhill also offered to forfeit 4.0 million private placement warrants, in addition to the securities forfeitures it had offered previously.

On June 24, 2008, the Iridium Holdings' board of directors met to review and evaluate various proposals. Iridium Holdings' board expressed a desire to couple a minority investment with the GHQ transaction.

During the last week of June and through the end of July, representatives of GHQ and Iridium Holdings had discussions with five private equity firms about the possibility of making a minority equity investment in Iridium Holdings to address the concerns of the Iridium Holdings' unitholders regarding their upcoming tax obligations. The discussions involved the consideration of possible equity and debt investments ranging from \$22.9 million to \$100 million and at equity valuations for Iridium Holdings ranging from \$408 million to \$480 million. When it became apparent that the parties involved were not going to be able to reach agreement on the proposed terms of any such investment or, in the case of some of the private equity firms, that an investment in Iridium Holdings did not meet their investment criteria, representatives of GHQ also held discussions with our founding stockholder about the possibility of it making an initial investment in Iridium Holdings. Ultimately, because it was clear that Iridium Holdings' unitholders were otherwise unwilling to consider GHQ's proposal, our founding stockholder, through one of its wholly-owned subsidiaries, agreed to invest up to \$22.9 million in Iridium Holdings in the form of a convertible note at an equity valuation for Iridium Holdings of \$460 million, which is the same equity valuation for Iridium Holdings represented by the cash and GHQ common stock consideration to be made in the acquisition.

In June 2008, GHQ engaged Davis Polk & Wardwell LLP and Covington & Burling LLP as its legal advisors on legal and regulatory matters and Ernst & Young to assist with accounting and tax matters. These advisors began to conduct due diligence investigations, reviewing materials in the data room and discussing various matters with representatives of Iridium Holdings.

On June 30, 2008, Messrs. Bok, Niehaus and Babski and Ms. Ekman met with senior members of management of Iridium Holdings at Iridium Holdings' headquarters in Bethesda, Maryland to get an update on Iridium Holdings' business and operations and to conduct on-site business due diligence.

On June 30, 2008, Iridium Holdings' financial advisors provided GHQ with an initial draft of a transaction agreement for the proposed acquisition of Iridium Holdings. Over the course of the next several weeks, GHQ, Iridium Holdings and our respective legal advisors negotiated the terms of the transaction agreement and related transaction documents.

On July 3, 2008, our board of directors met to receive an update from Messrs. Bok, Niehaus and Babski and Ms. Ekman on the discussions with Iridium Holdings. Mr. Bok provided an overview of Iridium Holdings, its business and operating history, and compared the opportunity to certain potential acquisitions GHQ had considered previously. Mr. Niehaus provided a summary of the mobile satellite services industry and Iridium Holdings' major competitors. Mr. Babski provided a preliminary review of Iridium Holdings' valuation, including a comparison to the public market valuation of its primary competitors. Ms. Ekman provided a review of legal issues relating to the acquisition and a summary of remaining issues and next steps. At the meeting, our board of directors authorized our management team to continue pursuing a possible acquisition of Iridium Holdings.

Table of Contents

On July 10, 2008, Mr. Babski, together with representatives from Ernst & Young, conducted on-site business and accounting due diligence at the offices of Iridium Holdings in Tempe, Arizona.

Discussions between representatives of Iridium Holdings and GHQ regarding the merits and the value of GHQ's proposal continued during July and August. On July 23, 2008, representatives of GHQ communicated to representatives of Iridium Holdings a revised offer of \$460 million for the equity of Iridium Holdings (plus assumed debt), consisting of \$22.9 million of cash to be invested by Greenhill in the form of a convertible note, \$77.1 million of cash from GHQ, and \$360 million of GHQ's common stock (valued at \$10.00 per share). GHQ also offered to pay \$30 million to those owners of Iridium Holdings who facilitated a step-up in the tax basis of the assets of the company as part of the transaction. Greenhill also offered to forfeit approximately 1.4 million founding stockholder's shares, 8.4 million founding stockholder's warrants and 2.0 million private placement warrants upon consummation of the acquisition.

On July 28, 2008, Mr. Bok sent a letter to Iridium Holdings' board of directors reiterating GHQ's interest in consummating a transaction and the benefits of partnering with GHQ, including various financial benefits of the transaction for Iridium Holdings and its unitholders, GHQ's affiliation with Greenhill and the track record of investing and public market success of GHQ's and Greenhill's employees.

On July 30, 2008, Iridium Holdings' board of directors met to consider certain strategic alternatives being considered by the company and its owners. The Iridium Holdings' board discussed the difficulty of coupling the GHQ transaction with a minority investment. The board decided Iridium Holdings should pursue the GHQ transaction and minority investment as separate transactions. Messrs. Bok and Niehaus were given the opportunity to present the merits of a SPAC transaction with GHQ. In addition, a representative from a private equity firm was given the opportunity to present the merits of a minority investment.

On July 31, 2008, our board of directors met to receive an update from Messrs. Bok and Niehaus on the discussions with Iridium Holdings and to discuss the terms and conditions of the proposed acquisition of Iridium Holdings.

On August 4, 2008, Iridium Holdings board of directors met to receive an update from Messrs. Desch and Morrison and John S. Brunette, Iridium Holdings' Chief Legal and Administrative Officer on the discussions with GHQ. Iridium Holdings' board determined it should concentrate its time and resources on the proposed transaction with GHQ.

Over the next two weeks, representatives of GHQ, Ernst & Young and Davis Polk & Wardwell LLP conducted due diligence on the blocker entities. GHQ continued to conduct its business due diligence on Iridium Holdings. Representatives of GHQ and Iridium Holdings also began to discuss communications and public relations matters in anticipation of being able to reach agreement on the proposed acquisition.

On August 12, 2008, our board of directors retained Duff & Phelps to provide an opinion as to the fairness, from a financial point of view, to the holders of GHQ common stock (other than Greenhill) of the consideration to be paid in the acquisition and whether Iridium Holdings had a fair market value equal to at least 80% of the balance in our trust account (excluding deferred underwriting discounts and commissions). Representatives of Duff & Phelps began their review of the acquisition.

On August 26, 2008, Iridium Holdings' board of directors met to receive an update on the status of negotiations with GHQ.

On September 3, 2008, GHQ engaged Banc of America Securities LLC to provide certain services related to coordinating and facilitating meetings with institutional investors and other parties after announcement of the acquisition should the parties reach agreement. Banc of America Securities agreed to provide its services without compensation and will be paid deferred underwriting commissions upon completion of the acquisition in connection with its role as sole bookrunning manager and as an underwriter in our initial public offering.

On September 4, 2008, Messrs. Bok, Niehaus and Babski and Ms. Ekman, Daniel Colussy, Iridium Holdings' Chairman, Messrs. Desch and Brunette, Messrs. Price and Mendelow, representatives of Baralonco and Syncom, the blocker entities, as well as representatives of the parties' legal advisors met at the offices of Evercore Partners in New York to negotiate outstanding issues on the transaction agreement and related transaction documents. During

Table of Contents

the period following that meeting through September 22, 2008, the parties and their respective legal advisors worked to finalize the drafts of the transaction agreement and related transaction documents.

On September 11, 2008, our board of directors met to receive an update from Messrs. Bok and Niehaus on the discussions with Iridium Holdings and an update on its business. Ms. Ekman also discussed the material terms and conditions of the proposed acquisition of Iridium Holdings. Representatives from Duff & Phelps also presented their preliminary analysis regarding the acquisition with our board of directors.

On September 19, 2008, Iridium Holdings' board of directors met to approve the transaction agreement with GHQ and other related documents.

On September 22, 2008, our board of directors met to consider approval of the proposed acquisition of Iridium Holdings and related transactions. At this meeting, Duff & Phelps provided its fairness presentation and orally delivered its opinion, confirmed by delivery of a written opinion dated September 22, 2008, to our board of directors subject to the qualifications, limitations and assumptions set forth therein that as of that date, the consideration to be paid by GHQ in the acquisition is fair, from a financial point of view to the holders of GHQ's common stock (other than Greenhill) and Iridium Holdings has a fair market value equal to at least 80% of the balance in GHQ's trust account (excluding deferred underwriting discounts and commissions).

After review and discussion, the members of our board unanimously approved the transaction agreement and related transaction documents, determined that it was advisable and in the best interests of GHQ and our stockholders to consummate the acquisition and other transactions contemplated by the transaction agreement and related transaction documents and determined to recommend the approval of the acquisition to our stockholders, subject to the negotiation of the final terms of the transaction agreement and the related transaction documents. Our board of directors also determined that Iridium Holdings has a fair market value that will represent at least 80% of the estimated balance of the trust account (excluding deferred underwriting discounts and commissions) at the time of the proposed acquisition and that upon consummation of the acquisition and related transactions, we would own at least 50.1% of the voting equity interests of Iridium Holdings – two requirements for an initial business combination under our amended and restated certificate of incorporation.

On September 22, 2008, after the financial markets closed in New York, the parties executed the transaction agreement and related transaction documents.

On September 23, 2008, GHQ and Iridium Holdings issued a press release announcing the proposed acquisition of Iridium Holdings by GHQ and related transactions and filed the press release and the investor presentation with the SEC. Following the filing of the press release and the investor presentation with the SEC, GHQ and Iridium Holdings held a conference call for analysts, investors and other interested parties and, following the call, filed a copy of the transcript of the call with the SEC.

On October 3, 2008, GHQ made its notification filing under the HSR Act, and on October 6, 2008, Iridium Holdings made its notification filing under the HSR Act. On October 10, 2008, GHQ and Iridium Holdings received notice from the FTC of the early termination of the waiting period under the HSR Act applicable to the acquisition.

On October 21, 2008, GHQ and Iridium Holdings jointly filed an application with the FCC seeking its approval of the transfer of control of certain of Iridium Holdings' affiliates and subsidiaries and the transfer of licenses and authorizations held by such affiliates and subsidiaries. On November 26, 2008, the FCC issued a Public Notice announcing the filing of the Applications, summarizing the information contained therein, and inviting petitions to deny, oppositions and other comments by third parties with respect to the Applications. On December 23, 2008, the

FBI, DOJ and Department of Homeland Security (the “Executive Agencies”) asked the FCC to defer action on the Applications until such time that any national security, law enforcement, or public safety concerns raised by the proposed transaction have been addressed. Such a request is routine in transactions involving satellite carriers or other providers of telecommunications services.

On December 29, 2008, Cornell and ICG filed comments with respect to the Applications. The commenters did not oppose the proposed transfer of control of Iridium Holdings but asked the FCC to adopt certain conditions in connection with its grant of the Applications. Also on December 29, 2008, Globalstar License filed a petition to deny the Applications.

Table of Contents

On January 12, 2009, GHQ and Iridium Holdings jointly filed a consolidated opposition and response with respect to the comments of Cornell and ICG and the petition to deny of Globalstar License. The opposition and response asserted that the comments and petition to deny provide no basis for the FCC to deny, condition its approval or delay its consideration of the Applications. On January 21, 2009, Globalstar License filed a reply to the opposition and response. On March 12, 2009, GHQ and Iridium Holdings received a request for certain additional information from the FCC to assist in its review of the proposed foreign ownership of Iridium Carrier Services LLC, to which GHQ and Iridium Holdings jointly submitted a response on June 2, 2009.

During the period from February 2, 2009 to April 28, 2009, a series of discussions were held between the representatives of GHQ and Iridium Holdings concerning potential modifications that could be made to the contemplated acquisition in light of the significant deterioration in prevailing economic and market conditions. The parties discussed ways to lower the consideration being paid to the sellers of Iridium Holdings, either by cash or stock and to reduce the tax benefit payment to be made by GHQ to sellers (other than the sellers of the equity of Baralonco and Syncom) and to possibly extend the date allowing for termination under the original agreement if the acquisition is not consummated.

By April 28, 2009, the specific mechanisms for achieving the above changes were agreed to and documented. These changes which are reflected under “The Transaction Agreement” section, consisted, among other things, of reducing the stock consideration paid to the sellers of Iridium Holdings from 36,000,000 to 29,443,500; reducing the tax benefit payment to be made by GHQ to the sellers (other than the sellers of the equity of Baralonco and Syncom) if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs from \$30 million to \$25.5 million, reducing the number of shares of GHQ common stock the convertible note held by Greenhill Europe would be convertible into from 2,290,000 to 1,946,500 and extending the date allowing for termination of the original agreement if the acquisition is not consummated. Additionally, on April 28, 2009, pursuant to a letter agreement among GHQ, Greenhill and Iridium Holdings, Greenhill agreed to forfeit an additional 2,000,000 warrants. Separately, GHQ withdrew its plans to launch a tender offer for GHQ common stock concurrently with the closing of the acquisition.

After review and discussion, the members of our board unanimously approved the amendment and determined that it was advisable and in the best interests of GHQ and our stockholders to consummate the acquisition under its amended terms. Our board of directors also determined that Iridium Holdings has a fair market value that will represent at least 80% of the estimated balance of the trust account (excluding deferred underwriting discounts and commissions) at the time of the amendment, a requirement for an initial business combination under our amended and restated certificate of incorporation. Although GHQ obtained a fairness opinion from Duff & Phelps in connection with the announcement of the acquisition in September 2008, GHQ’s board of directors determined that it did not need an updated fairness opinion due to its belief that it had the requisite financial expertise to evaluate the terms of the amended transaction and that since the announcement of the acquisition, it had increased its familiarity with Iridium Holdings and Iridium Holdings’ operations and financial condition. In connection with the opinion provided by Duff & Phelps prior to the announcement of the acquisition in September 2008, Duff & Phelps will still be entitled to payment of \$190,000 upon the approval of the acquisition by GHQ’s stockholders.

On April 28, 2009 the parties executed the amendment.

On April 28, 2009, GHQ and Iridium Holdings issued a press release announcing the amendment of the original agreement and filed the press release with the SEC. Following the filing of the press release with the SEC, GHQ and Iridium Holdings held a conference call for analysts, investors and other interested parties and, following the call, filed a copy of the transcript of the call with the SEC.

On June 2, 2009, GHQ entered into an agreement with Banc of America Securities LLC, the underwriter of GHQ's IPO offering, and its affiliate, pursuant to which Banc of America Securities LLC has agreed to reduce the deferred underwriting commissions payable upon the closing of the acquisition by approximately \$8.2 million. Accordingly, the deferred underwriting commissions payable upon closing by GHQ to Banc of America Securities LLC will range between approximately \$3.1 million (assuming maximum conversion) to \$8.2 million (assuming no conversion) depending upon the number of stockholders who exercise their conversion rights. In addition, Banc of America Securities LLC or its affiliate agreed to sell to GHQ, immediately after the closing of the acquisition, approximately 3.7 million of GHQ warrants for approximately \$1.8 million. GHQ may, subject to market conditions, engage in various open-market and privately negotiated transactions in its common stock and warrants, such as this transaction with Banc of America Securities LLC and its affiliate. Further, on June 2, 2009, GHQ



Table of Contents

entered into an agreement with Deutsche Bank pursuant to which Deutsche Bank will provide financial advisory services to GHQ in connection with the acquisition.

On June 2, 2009, GHQ filed a shelf registration statement on Form S-3 with the SEC, as may be amended from time to time. The registration statement, when declared effective by the SEC, will allow GHQ to offer and, upon the completion of the acquisition, to sell common stock, preferred stock and debt securities from time to time in amounts, at prices and on terms to be determined at the time of any such offering. GHQ has announced its intention to offer shares of its common stock in an offering to be made pursuant to the registration statement and that will be conditioned upon the closing of the acquisition. The proceeds received from any sale of GHQ securities in the Future Offering may be utilized for general corporate purposes, including the Forward Purchases and the consideration to be paid under the Warrant Purchase Agreements.

Prior to the closing of the acquisition, GHQ may, in privately negotiated transactions, enter into agreements to repurchase, subject to the closing of the acquisition, specified amounts of our outstanding common stock, from a limited number of GHQ stockholders who have invested in GHQ common stock based on investment strategies that we believe are focused on fixed income like returns rather than the underlying business and growth prospects of the company following completion of the acquisition. We expect these investors, based on their investment strategies, would seek to exit their investment in GHQ in connection with or shortly following the closing of the acquisition. GHQ believes it is important for the company to develop a stockholder base with a longer term view, interested in and knowledgeable about the company's underlying business and growth prospects and believes that the combination of Forward Purchases and the Future Offering will permit GHQ to accelerate this transition. GHQ recently initiated discussions with a limited number of stockholders about their willingness to enter into Forward Purchases. GHQ expects that the purchase price for any Forward Purchase would be at least equal to the amount the stockholder could receive by voting against the acquisition and exercising conversion rights. GHQ also expects that, since any Forward Purchases will be conditioned upon the closing of the acquisition, a GHQ stockholder agreeing to enter into a Forward Purchase would be required to agree to vote in favor of the acquisition. GHQ has not entered into any Forward Purchases but intends to file a Current Report on Form 8-K within the requisite time period disclosing the Forward Purchase if and when it does enter into a Forward Purchase.

On June 9 and 12, 2009, respectively, ICG and Rockwell Collins filed letters at the FCC formally withdrawing their comments. In response to follow-up telephonic requests from the FCC, GHQ submitted certain additional information by separate letters dated June 15 and 29, 2009.

On July 29, 2009, GHQ entered into Warrant Purchase Agreements to repurchase and/or restructure 26,817,833 warrants issued in our IPO and to our founding stockholder, in privately negotiated transactions, from certain of our Warrant holders, subject to the closing of the acquisition. GHQ negotiated to repurchase and/or restructure these warrants to reduce significantly the magnitude of the potential dilution to its stockholders and potential short selling in connection with and following consummation of the acquisition. As part of the Warrant Purchase Agreements GHQ agreed to:

- purchase 12,449,308 existing warrants issued in our IPO for a total of \$3,112,327 of cash and \$12,449,308 worth of GHQ common stock, with the number of shares of GHQ common stock to be determined based on the offering price per share of GHQ common stock sold in the Future Offering (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock);
- restructure 14,368,525 existing warrants and to enter into a new warrant agreement with respect to the Restructured Warrants with terms substantially similar to the terms set forth in the warrant agreement with respect to the existing

warrants issued in our IPO, with the exception that (i) the exercise price of the Restructured Warrants is the Restructured Warrants Exercise Price (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock), (ii) the exercise period was extended by two years to February 14, 2015 and (iii) the price of GHQ common stock at which GHQ can redeem the Restructured Warrants was increased to \$18.00.

- file with the SEC, as soon as practicable following the issuance of the Restructured Warrants, but in no event later than 15 business days following the issuance of the Restructured Warrants, a Resale Registration Statement. If the Resale Registration Statement is not declared effective by the SEC within 30

Table of Contents

business days following the issuance of the Restructured Warrants, the Warrantholders have the right to sell to GHQ, for cash, the Restructured Warrants for a price equal to the difference between the weighted average price of the shares of GHQ common stock during a certain period over the Restructured Warrants Exercise Price.

In connection with the restructuring of the warrants, our founding stockholder has agreed to exchange 4.0 million warrants held by it into the Restructured Warrants as described above. In addition, GHQ's chairman and chief executive officer, Scott L. Bok, and its senior vice president, Robert H. Niehaus, agreed to exchange 400,000 warrants purchased by them in GHQ's IPO into the Restructured Warrants.

At the closing of the acquisition, giving effects of the foregoing transactions, including the purchase of warrants from Banc of America Securities LLC and its affiliate, the warrant restructuring and the Warrant Purchase Agreements, there will be 13,657,104 GHQ warrants outstanding with an exercise price of \$7.00 and 14,368,525 GHQ warrants outstanding with the Restructured Warrants Exercise Price.

On July 29, 2009, GHQ issued a press release announcing the Warrant Purchase Agreements and filed the press release with the SEC. Following the filing of the press release with the SEC, GHQ held a conference call for analysts, investors and other interested parties and, following the call, filed a copy of the transcript of the call with the SEC.

On July 30, 2009, the Executive Agencies filed a petition withdrawing their request for deferral and asking the FCC to condition its grant of the Applications on continued compliance by Iridium with the commitments and undertakings set forth in the National Security Agreement.

By order dated August 14, 2009, the International Bureau of the FCC, acting on delegated authority, denied Globalstar License's petition to deny and Cornell's request for conditions and granted the Applications. Grant of the Applications was conditioned on compliance by Iridium Holdings, Iridium Carrier Holdings LLC, GHQ, and their respective subsidiaries and affiliates with the commitments and undertakings set forth in the National Security Agreement.

Factors Considered by the Iridium Holdings Board in Approving the Acquisition

In the course of determining to enter into the transaction agreement with GHQ, the Iridium Holdings board of directors, in consultation with Iridium Holdings' senior management and with Iridium Holdings' financial and legal advisors, considered a number of factors, including the following:

- Iridium Holdings' unitholders will have significant ownership of GHQ following the acquisition;
  - Iridium Holdings' unitholders will receive shares in a publicly-traded company;
- the amount of cash Iridium Holdings' unitholders will receive pursuant to the acquisition (including the cash distributions permitted prior to the closing);
- the additional compensation to be received by Iridium Holdings' unitholders (other than Baralonco and Syncom) for the step-up in tax basis of Iridium Holdings' assets;
- the amount of cash that Iridium Holdings will receive from GHQ's trust account, which will be sufficient to pay off all of Iridium Holdings' indebtedness;
- a traditional initial public offering or other public capital markets transaction would be difficult in the near future;

- the transaction provides for public ownership of Iridium Holdings without the management distraction, business interruption and underwriting fees incurred in an initial public offering;
- the amount of funds available in GHQ's trust account was larger than the proposed investments from potential private equity investors;

Table of Contents

- the proceeds from future exercise of the outstanding GHQ warrants will provide a potential funding resource to offset the costs associated with Iridium NEXT;
- the willingness of Greenhill Europe to invest \$22.9 million into Iridium Holdings in the form of a convertible note and the willingness of Greenhill to forfeit certain shares and warrants received as sponsor of GHQ; and
  - the business and financial expertise of Greenhill.

The Iridium Holdings board of directors also considered a variety of risks and other potentially negative factors concerning the acquisition, including the following:

- the risks and costs to Iridium Holdings if the acquisition does not close, including the diversion of management time, and the potential effect on business and customer relationships;
- the restrictions on the conduct of Iridium Holdings' business prior to the completion of the acquisition, generally requiring Iridium Holdings to conduct its business only in the ordinary course, subject to specific limitations, which could impact Iridium Holdings' ability to undertake business opportunities that may arise pending completion of the acquisition that have not been expressly addressed in the transaction agreement; and
- the fact that, while the acquisition is expected to be completed, there can be no assurance that all conditions to the parties' obligations to complete the acquisition will be satisfied, and, as a result, it is possible that the acquisition may not be completed.

Factors Considered by the GHQ Board in Approving the Acquisition

In seeking out candidates for our initial business combination, our board of directors and management considered a variety of criteria to identify a potential opportunity including the following (not listed in any particular order):

- financial condition and historical results of operations;
  - growth potential;
- profit margin and cash flow conversion opportunities;
  - experience and skill of management;
- reputation and quality of management team and brand;
  - capital requirements;
- stage of development of the business and its products or services;
- existing distribution arrangements and the potential for geographic and product expansion;
  - degree of current or potential market acceptance of the products or services;
- competitive dynamics in the industry within which the target business competes;

- proprietary aspects of products and the extent of intellectual property or other protection for products or formulas;
  - impact of regulation on the business;
- costs associated with effecting the business combination;

Table of Contents

- industry leadership, sustainability of market share and attractiveness of market sectors in which target business participates;
- degree to which GHQ and Greenhill investment professionals have investment experience in the target business's industry; and
  - ability of GHQ and Greenhill to add value post business combination.

These criteria were not intended to be exhaustive, but our board of directors and management believed that these considerations should be of particular importance.

In evaluating the potential acquisition of Iridium Holdings, our board of directors considered a wide range of business, financial and other factors and believes that the non-exhaustive list below, which are all of the material factors considered by our board of directors, strongly supports its determination to approve the acquisition and related transactions. Our board of directors did not consider it practicable to, nor did it attempt to, quantify or otherwise assign relative weights to the specific factors that it considered in reaching its decision. In addition, individual members of our board of directors may have given different weight to different factors.

Business Factors

- High-quality business. Iridium Holdings delivers reliable, secure, real-time, mission-critical communications services to and from areas where landlines and terrestrial-based wireless services are either unavailable or unreliable. Iridium Holdings' constellation consists of 66 low-earth-orbiting, cross-linked satellites operating as a fully meshed network and supported by seven in-orbit spares.
- History of strong growth. Iridium Holdings has experienced strong growth in recent years, having grown its revenues and subscriber base at compound annual rates of 29% and 32%, respectively, between December 31, 2002 and December 31, 2008. Additionally, since most newly added subscribers generate service revenue over an extended period after they initiate service, Iridium has in-place a significant base of recurring revenues.
- Attractive, industrial-focused business model with diversified revenue streams. Iridium Holdings benefits from a highly diverse subscriber base, comprising U.S. and foreign governments, corporations in many industries and individuals. The company's business model is focused on business customers (as opposed to consumers) and therefore requires less sales, marketing and customer care expenditures, and supports a wide range of value-added applications globally, rather than simply providing consumer voice and data services. Additionally, the subscriber base is geographically diverse and often uses Iridium Holdings' services for mission-critical applications, providing a buffer against economic conditions in any particular region.
- Compelling growth opportunities. Iridium Holdings has several attractive opportunities for additional growth, including: (i) further building its presence in machine-to-machine ("M2M") data services; (ii) selling its services in new geographic markets including China, Russia, India and Mexico where its satellites provide coverage, but where it currently is not licensed to actually sell its services; (iii) exploiting new regulatory mandates in aviation, fisheries, homeland security and marine transportation; (iv) capturing market share from competitors such as Globalstar; (v) increasing the range of its DoD applications to include embedded devices for asset and target tracking and intelligence; and (vi) expanding new products and services through Iridium Holdings' network of distributors and Iridium Holdings' own research and development (e.g., Iridium Holdings' Iridium OpenPort marine communications system and its advanced iGPS system, which is being developed in conjunction with the Boeing Company and the DoD).

- Growing marketplace for mobile satellite services. Iridium Holdings competes in a market which is growing rapidly and where there is significant potential for additional penetration of the existing market. A significant number of applications into which Iridium Holdings' services are integrated contain both cellular and satellite capabilities, which provide services when ordinary cellular coverage is unavailable or unreliable. In a 2008 report, Northern Sky Research estimated that mobile satellites services wholesale revenues are expected to grow at a compound annual growth rate of 13% in the five year period between 2007 and 2011.



Table of Contents

- Growing mobile satellite services market share. Iridium has expanded its market share in the mobile satellite services market from 9% in 2001 to 25% in 2008, primarily at the expense of its larger competitor, Inmarsat.
- Low cost, highly scalable subscriber acquisition model. Iridium Holdings has primarily utilized a wholesale distribution model and sold its products and services through service providers, value added resellers, value-added manufacturers and value-added developers. Iridium Holdings has relationships with nearly 235 such partners. These value-added relationships often provide solutions to specific vertical markets such as aviation, trucking, military and maritime. Because these partners understand the unique needs of their target markets and spend significant time and resources integrating Iridium Holdings' services into those offerings, incremental applications and, consequently, new subscriber additions are made at very low incremental cost to Iridium Holdings.
- High barriers to entry. Iridium Holdings operates a low-earth-orbiting constellation of 66 satellites with worldwide coverage. Building this type of infrastructure not only requires significant upfront capital expenditures, but also significant lead time (six to eight years) from conceptualization to launch. In addition, launching and operating a satellite network requires procuring a number of regulatory and governmental licenses and approvals. These include securing orbital slots, spectrum rights, DoD approvals and rocket launch approvals. Additionally, Iridium Holdings' roster of clients and partners, built over the course of many years, serves as a significant barrier to entry for any new entrant. The combination of Iridium Holdings' relationship with the DoD and its network of distributors would be extremely difficult to replicate.
- Experienced management team. Led by CEO Matthew Desch, who joined Iridium Holdings in 2006, senior management has significant experience in the telecommunications and satellite space and has been successful in leading Iridium Holdings to profitability over the last several years. The team consists of several senior executives hired by Mr. Desch since 2006 and others who have been involved in the Iridium project since its conception under the Motorola umbrella.
- Development of the "Iridium NEXT" system. Iridium Holdings has begun planning its next generation satellite network ("Iridium NEXT") that will enable increased capabilities. This new system is currently under development by Iridium Holdings system engineers in conjunction with a number of experienced aerospace companies. Iridium NEXT will be built using similar architecture to Iridium Holdings' existing satellite constellation, while adding incremental capabilities to support new products and services. Iridium NEXT will be backward compatible with Iridium Holdings' current handsets and devices, and will also interface new devices that can deliver more bandwidth and end-to-end IP technology to subscribers.
- Significant subscriber stickiness. Iridium Holdings handsets retail for \$1,200-1,500, creating significant switching costs for traditional voice subscribers. Voice systems also are often installed on vessels or aircraft, which require significant expense to replace the installed system with a competitor's system. Iridium Holdings' fast-growing M2M business also enjoys significant subscriber stickiness since Iridium Holdings devices are often integrated into expensive machinery such as military equipment, sophisticated monitoring devices or heavy machinery and are generally much smaller than devices offered by competitors. Moreover, regulations requiring certain types of service providers (maritime and aviation) to utilize satellite communication/tracking devices are being adopted, further bolstering Iridium Holdings' subscriber growth.
- Opportunities to benefit from access to capital markets. Access to capital through the public equity market should enable Iridium Holdings' management team to execute Iridium Holdings' objectives for expansion of its existing facilities and to capitalize on acquisition opportunities to expand the scope of scale of its operations.

Financial Factors

- Attractive purchase price relative to comparable public companies. The transaction enterprise valuation of \$517.3 million implies a multiple of 4.8x full-year 2008 operational earnings before interest, taxes, depreciation and amortization or EBITDA. Iridium Holdings' closest comparable, Inmarsat, at the time the acquisition was approved by our board of directors in September 2008, traded at approximately 14.8x

## Table of Contents

annualized first-half 2008 EBITDA. As of April 27, 2009, Inmarsat traded at 8.9x full-year 2008 EBITDA. While Inmarsat is a larger entity and has less imminent capital needs, we believe the proposed transaction represents an attractive investment entry point. In addition, we believe that Iridium Holdings is growing at a faster pace than its competitors, including Inmarsat, Globalstar, Thuraya and Orbcomm.

- **Strong earnings momentum.** Iridium Holdings has recently been experiencing strong growth, having added approximately 86,000 new subscribers in the year ending December 31, 2008, reaching a subscriber count of approximately 320,000. Consequently, Iridium Holdings has also experienced record revenues and earnings. For the year ending December 31, 2008, Iridium Holdings reported revenues of \$320.9 million (up 23% from the same period in 2007) and operational EBITDA of \$108.2 million (up 41% from the same period in 2007). As a result of the company's largely fixed operating cost model, as recent subscriber additions begin generating service revenues, we expect that a significant portion of those incremental revenues will be converted into profits.
  - **Fixed operating cost structure.** A large portion of Iridium Holdings' operating costs are fixed in nature, which allows a large percentage of any incremental revenues to be converted into pre tax profits.

Therefore, similar to other satellite services providers, as Iridium Holdings grows its revenues, a significant portion of that growth will be converted into profits by virtue of this operating leverage.

- **Significant Cash Flow.** Given that the fixed costs of the current satellite constellation have essentially already been paid for, each incremental dollar of revenue generates significant profit for Iridium Holdings, and given its low level of debt, generates significant free cash flow.
  - **The fair market value of Iridium Holdings.** The fact that, based on the board's valuation of Iridium Holdings, Iridium Holdings has a fair market value equal to at least 80% of the balance in GHQ's trust account (excluding deferred underwriting discounts and commissions), a requirements for an initial business combination under our amended and restated certificate of incorporation.

## Other Factors

- **Continuing ownership of Iridium Holdings owners.** The current owners of Iridium Holdings will receive and hold shares of GHQ in the transaction, reflecting their continued support for Iridium Holdings.
- **Alignment of interests between Iridium Holdings unitholders and our stockholders.** As a result of the acquisition, the holders of Iridium Holdings' units are expected to collectively own approximately 39.4% (including the conversion of the note by Greenhill Europe) and GHQ's existing stockholders are expected to collectively own approximately 60.6% of the outstanding shares of common stock of the combined entity, assuming (i) no holders of our IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, and (iii) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931.
- **Favorable due diligence outcome.** GHQ and its advisors conducted a significant amount of due diligence on Iridium Holdings, and the results of the due diligence effort were favorable.

## Negative factors

Our board of directors also considered certain negative factors associated with the proposed acquisition and related transactions but determined that the positive factors cited above strongly outweighed these negative factors. The

negative factors considered by the GHQ board included:

- Potential for operational issues. Due to the nature of the complexity of the operation of satellites and telephony systems, there is a potential for disruptions and failures that could result in lost revenue and significant repair costs. GHQ has conducted investigations and analyses with the aid of internal and external data and believes that the current constellation will have a full complement of 66 operational satellites until approximately 2014, when Iridium Holdings plans to begin launching new satellites under its Iridium NEXT program. This continued service is expected to be provided by a combination of the existing 66 operational satellites and seven spare satellites already launched in a storage orbit.

Table of Contents

Additionally, Iridium Holdings believes the constellation can be operated with fewer than 66 satellites while experiencing some level of service degradations until Iridium NEXT launches are conducted. Certain in-orbit failures can also be mitigated by the implementation of software solutions which can be uploaded to satellites after failures. Iridium Holdings' satellites have not been subject to the kinds of failures which have caused Globalstar's system to lose its functionality, in part because Iridium Holdings' satellites, which orbit the earth at lower altitudes than Globalstar's satellites, are less exposed to radiation. However, there can be no assurance that satellites will not fail faster than expected.

- Costs and risks related to building new satellite constellation (Iridium NEXT). In order to replace its existing constellation, Iridium Holdings must undertake the design, construction and launch of a new constellation of satellites. Iridium Holdings estimates the total cost of this effort at approximately \$2.7 billion. While Iridium Holdings is currently working with two potential providers to design a satellite constellation at this price level, the design process is still at an early stage and the ultimate total cost of the project cannot be predicted. Iridium Holdings believes it can offset a portion of this cost by contracting with third parties to include secondary payloads on the new satellites. These third parties would offset the costs of the new satellites either through contributions to construction and launch costs, or in the form of incremental service revenues to Iridium Holdings. Iridium Holdings anticipates funding a large part of the costs of this new system from internally generated cash flows and secondary payloads, with the remainder from outside financing. However, to the extent the cost of the system increases or secondary payload opportunities do not materialize, additional funding may be required. We also considered the risks associated with the launch of new satellites, which we weighed against the fact that (i) Iridium Holdings and its predecessor experienced no launch failures in the launch of its first generation of satellites (ii) the smaller size of Iridium Holdings' satellites compared to geostationary satellites implies reduced launch risk.
- Projected growth in new M2M subscribers is unproven. A large portion of Iridium Holdings' future growth in revenues and profits is dependent upon the addition of significant numbers of new M2M subscribers. This market is currently seeing rapid growth, both in the commercial and government markets, and Iridium Holdings believes its truly global coverage and low-latency network has a significant competitive advantage. However, to the extent growth in the M2M marketplace slows or other companies launch competing offerings, Iridium Holdings' growth may be adversely impacted by a combination of lower subscriber additions and/or lower pricing.
- Competitors launching new constellations and potentially developing other technologies. Iridium Holdings is currently gaining subscribers as a result of the degraded service quality of certain of its competitors. Globalstar's satellites have experienced higher than expected space radiation and have lost a significant degree of their functionality. Globalstar is planning on launching initial replacement satellites to be in operation by 2010, which will improve its service and allow it to further compete with Iridium Holdings. Additionally, Inmarsat has launched next-generation data-capable GEO satellites which will provide additional competition, though focused more on applications not requiring a low-latency low earth orbit constellation. To the extent competitors are able to finance, build and launch these new satellites and provide improved service, Iridium Holdings may experience some slowdown in new subscriber additions. While Iridium Holdings does not believe there are any land-based technologies currently in use or in development which pose a significant competitive challenge to its business model, we cannot exclude the possibility that there are one or more competing new technologies that will emerge in the long term.
- DoD revenue concentration risk. The DoD generated approximately 21% of Iridium Holdings' revenues in 2008. Additionally, Iridium Holdings believes it gains significant credibility with customers, vendors and financing sources as a result of its anchor customer relationship with the DoD. The DoD has invested significantly in its dedicated gateway to the Iridium Holdings network, and continues to invest significant sums in new product/service development for use on the Iridium Holdings network. However, if the DoD were to develop its own

low-earth-orbiting communications network, or switch more of its service to other providers, it would have an adverse effect on Iridium Holdings' business. Iridium Holdings believes the DoD has no such plans.

- Satellite sector history may limit public investor attractiveness. Historically, the satellite services sector has suffered from numerous business failures and bankruptcies. Iridium Holdings' network was built with

Table of Contents

approximately \$3.4 billion of capital and was acquired in 2000 for \$25 million. Other satellite companies that have experienced similar issues historically include Globalstar, Orbcomm and Loral Space & Communications Inc. Iridium Holdings believes that many of these failures occurred because the initial business model focused on the consumer sector and that its current focus on government and industrial subscribers through a wholesale sales model is significantly more profitable because of lower subscriber acquisition costs, lower churn and higher average revenue per unit or “ARPU” resulting from the mission-critical nature of the applications utilizing Iridium Holdings’ network.

- Lack of public reporting capability. Iridium Holdings’ corporate staff, who will become employees of GHQ at the closing of the acquisition, does not to our knowledge have experience with the requirements of public reporting since Iridium Holdings is a private company. After the completion of the acquisition, we will need to build new reporting capabilities for Iridium Holdings to meet the requirements of a publicly traded company.
- Limited remedies if Iridium Holdings breaches the transaction agreement. None of Iridium Holdings, its owners or any other persons will indemnify us for any losses we realize as a result of any breach by Iridium Holdings of any of its representations, warranties or covenants set forth in the transaction agreement. Moreover, none of the representations, warranties or pre-closing covenants of Iridium Holdings contained in the transaction agreement will survive the closing of the acquisition, so our rights to pursue a remedy for breach of any such representations, warranties or pre-closing covenants will terminate upon the closing of the acquisition.
- Regulatory approvals. Our board of directors considered the regulatory approvals required to complete the proposed transactions and the risk that governmental authorities and third parties might seek to impose unfavorable terms or conditions on the required approvals or that such approvals may not be obtained at all. Our board of directors further considered the potential length of the regulatory approval process.

GHQ Senior Management Team and Board of Directors

Upon the closing of the acquisition, the current senior management of Iridium Holdings will become the senior management of GHQ. The senior management team will be comprised of the following:

- Matthew J. Desch, Chief Executive Officer
  - Eric Morrison, Chief Financial Officer
    - John S. Brunette, Chief Legal and Administrative Officer
- Greg Ewert, Executive Vice President, Global Distribution Channels
  - John Campbell, Executive Vice President, Government Programs
    - Don Thoma, Executive Vice President, Marketing
- John Roddy, Executive Vice President, Ground Operations and Product Development
  - Lee Demitry, Executive Vice President, “Iridium NEXT”

Immediately following the closing of the acquisition, our board of directors plans to expand the size of our board of directors and to appoint the following individuals to GHQ’s board of directors:

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- Matthew J. Desch, current chief executive officer of Iridium Holdings
- Alvin B. Krongard, current member of Iridium Holdings' board of directors
- Steven Pfeiffer, current member of Iridium Holdings' board of directors
- An individual to be named by Baralonco prior to the closing of the acquisition (who shall be reasonably satisfactory to GHQ)



Table of Contents

- Terry Jones, current member of Iridium Holdings' board of directors
  - J. Darrel Barros, representative of Syncom

Immediately following the closing of the acquisition, Kevin P. Clarke, one of our existing directors, will resign as a director.

Recommendation of the GHQ Board; Additional Considerations of the GHQ Board

At its meetings on September 22, 2008 and April 8, 2009, GHQ's board of directors unanimously:

- determined that the acquisition, the transaction agreement, the amendments to GHQ's certificate and the related transactions are advisable, fair to and in the best interests of GHQ and its stockholders;
- approved the transaction agreement and the transactions contemplated thereby (including the acquisition of Iridium Holdings by GHQ), the amendments to GHQ's certificate, the registration rights agreement and the pledge agreements and other related transactions; and
- determined to recommend that stockholders of GHQ approve and adopt the transaction agreement and the acquisition, including the amendments to the certificate and the issuance of GHQ common shares in the acquisition.

In approving the acquisition and making these recommendations, GHQ's board of directors consulted with its outside legal counsel, and it carefully considered the following material factors:

- all the reasons described above under "Factors Considered by the GHQ Board in Approving the Acquisition," including the added capital and management expertise available to Iridium Holdings;
- information concerning the business, assets, capital structure, financial performance and condition and prospects of GHQ and Iridium Holdings, focusing in particular on the quality of Iridium Holdings' assets and operations;
- the possibility, as alternatives to the acquisition, of pursuing an acquisition of or an initial business combination with a firm other than Iridium Holdings and the GHQ board's conclusion that a transaction with Iridium Holdings is more feasible, and is expected to yield greater benefits, than the likely alternatives. The GHQ board reached this conclusion for various reasons, including Iridium Holdings' interest in pursuing a transaction with GHQ, GHQ's view that the transaction could be acceptably completed from a timing and regulatory standpoint, and GHQ management's assessment of the alternatives and the expected benefits of the acquisition and compatibility of the companies, as described under "Factors Considered by the GHQ Board in Approving the Acquisition" above;
- the anticipated growth opportunities available to Iridium Holdings and the limited number of competitors in the satellite telephony and services industry;
- the composition and strength of the expected senior management of GHQ following the closing of the acquisition;
  - the likelihood of the enhancement of the strategic position of GHQ following the acquisition;
- the fact that GHQ stockholders would hold approximately 60.6% of the outstanding shares of GHQ after the acquisition, assuming (i) no holders of IPO shares vote against the acquisition proposal and properly exercise their rights to convert their shares into cash, (ii) no holders of warrants exercise their rights to acquire GHQ shares, (iii)

the conversion of the note by Greenhill Europe into 1,946,500 shares of common stock, in accordance with its terms, and (iv) the number of shares of GHQ common stock issued under the Warrant Purchase Agreements following the closing of the acquisition is 1,244,931;

- the fact that our board has determined that Iridium Holdings has a fair market value equal to at least 80% of the balance in GHQ 's trust account (excluding deferred underwriting discounts and commissions).

## Table of Contents

- the challenges of successfully completing the acquisition and the attendant risks of not achieving the expected cost savings, other financial and operating benefits or improvement in earnings, and of diverting management focus and resources from other strategic opportunities and from operational matters for an extended period of time;
- that, while the acquisition is likely to be completed, there are risks associated with obtaining necessary approvals, and, as a result of certain conditions to the completion of the acquisition, it is possible that the acquisition may not be completed even if approved by the GHQ stockholders (see “The Transaction Agreement—Conditions to the Closing of the Acquisition”); and
- the terms and structure of the acquisition and the terms and conditions of the transaction agreement, including the consideration to be paid for the acquisition and the size of the termination fee (see “The Transaction Agreement—Conditions to the Closing of the Acquisition” and “The Transaction Agreement—Termination”).

In view of the number and wide variety of factors considered in connection with its evaluation of the acquisition and the complexity of these matters, GHQ’s board of directors did not find it practicable to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered. In addition, our board of directors did not undertake to make any specific determination as to whether any particular factor was favorable or unfavorable to its ultimate determination or assign any particular weight to any factor, but conducted an overall analysis of the factors described above, including through discussions with and questioning of GHQ’s management and management’s analysis of the proposed acquisition based on information received from GHQ’s legal, financial and accounting advisors. In considering the factors described above, individual members of GHQ’s board of directors may have given different weight to different factors. GHQ’s board of directors considered all these factors together and, on the whole, thought them to be favorable to, and to support, its determination.

### Accounting Treatment

GHQ intends to account for the acquisition under the purchase method of accounting in accordance with the provisions of Statement of Financial Accounting No. 141(R), “Business Combinations.” Under this accounting method, GHQ will record at its fair value the assets of Iridium Holdings less the liabilities assumed, with the excess of the purchase price over the estimated fair value of such net assets reflected as goodwill. GHQ’s statement of income will include the operations of Iridium Holdings after the effective date of the acquisition.

### Material U.S. Federal Income Tax Considerations for Holders Exercising Conversion Rights

The following is a summary of material U.S. federal income tax considerations for holders of our IPO shares or warrants who hold their IPO shares as capital assets within the meaning of the Code and exercise their rights to convert their IPO shares into cash if the acquisition is completed.

This discussion does not address all of the U.S. federal income tax considerations that may be relevant to a holder in light of the holder’s particular circumstances, and it does not describe all of the tax consequences that may be relevant to holders subject to special rules, such as:

- certain financial institutions;
- insurance companies;
- dealers and certain traders in securities;

- persons holding our IPO shares or warrants as part of a hedge, straddle, conversion transaction or other integrated transaction;
- U.S. persons (within the meaning of the Code) whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
  - partnerships or other entities classified as partnerships for U.S. federal income tax purposes;

Table of Contents

- persons liable for the alternative minimum tax;
- tax-exempt organizations; and
- Converting Non-U.S. holders (as defined below) that own, have owned or are deemed to own or have owned: (1) more than 5% of our shares, (2) more than 5% of our warrants, or (3) warrants with a fair market value of more than 5% of the fair market value of our shares.

The following does not discuss any aspect of U.S. federal estate or gift, state, local or non-U.S. taxation. This discussion is based on current provisions of the Code, Treasury regulations, judicial opinions, published positions of the U.S. Internal Revenue Service (the “IRS”) and all other applicable authorities, all as of the date hereof and all of which are subject to change, possibly with retroactive effect. This discussion is not intended as and does not constitute tax advice.

If a partnership holds our IPO shares and exercises its conversion rights, the tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. If you are a partner of a partnership holding our IPO shares, you should consult your tax advisor.

**WE URGE HOLDERS OF OUR IPO SHARES CONTEMPLATING EXERCISE OF THEIR CONVERSION RIGHTS TO CONSULT THEIR TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE, LOCAL AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS THEREOF.**

**U.S. Holders Converting IPO Shares into a Right to Receive Cash**

This section is addressed to U.S. holders of our IPO shares or warrants that convert their IPO shares into the right to receive cash pursuant to the exercise of a conversion right as described in “The Special Meeting Conversion Rights.” For purposes of this discussion, a “Converting U.S. Holder” is a beneficial owner that so converts its IPO shares and is:

- a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in, or under the laws of, the United States or any political subdivision of the United States; or
- an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Except as discussed in the following paragraph, a Converting U.S. Holder will generally recognize capital gain or loss equal to the difference between its tax basis in the IPO share and the amount realized on the conversion. The deductibility of capital losses is subject to limitations. Any capital gain or loss realized on a sale or other disposition of our IPO share will be long-term capital gain or loss if the “holding period” for the IPO share is more than one year. However, because of the conversion right, a Converting U.S. Holder may be unable to include the time period prior to the approval of the acquisition in the holder’s “holding period.”

Cash received upon conversion will be treated as a distribution, however, if the conversion does not effect a meaningful reduction of the Converting U.S. Holder’s percentage ownership in us (including shares such Converting U.S. Holder is deemed to own under certain attribution rules, which provide, among other things, that it is deemed to own any shares that it holds a warrant to acquire). Any such distribution will be treated as a dividend for U.S. federal

income tax purposes to the extent of our current or accumulated earnings and profits. However, for the purposes of the dividends-received deduction and of “qualified dividend” treatment, due to the conversion right, a Converting U.S. Holder may be unable to include the time period prior to the approval of the acquisition in the holder’s “holding period.” Any distribution in excess of our earnings and profits will reduce the Converting U.S. Holder’s basis in the IPO share (but not below zero), and any remaining excess will be treated as gain realized on the sale or other disposition of the IPO share. If, taking into account the effect of conversion by other stockholders, the Converting U.S. Holder’s percentage ownership in us is reduced as a result of the conversion by at least 20%, the holder will generally be regarded as having incurred a meaningful reduction in interest. Furthermore, if a Converting U.S. Holder has a relatively minimal stock interest and, such percentage interest is reduced by any amount as a result of the conversion, the Converting U.S. Holder should generally be regarded as having incurred a meaningful reduction in interest. For example, the IRS has ruled that any reduction in a stockholder’s proportionate

## Table of Contents

interest is a “meaningful reduction” if the stockholder owns less than 1% of the shares of a corporation and did not have management control over the corporation.

Holders of IPO shares considering exercising their conversion rights should consult their own tax advisors as to whether conversion will be treated as a sale or as a distribution under the Code and, if a holder actually or constructively owns 5% or more of our IPO shares before conversion, whether such holder is subject to special reporting requirements with respect to such conversion.

### Non-U.S. Holders Converting IPO Shares into a Right to Receive Cash

This section is addressed to non-U.S. holders of our IPO shares or warrants that convert their IPO shares into the right to receive cash pursuant to the exercise of a conversion right as described in “The Special Meeting Conversion Rights.” For purposes of this discussion, a “Converting Non-U.S. Holder” is a beneficial owner (other than a partnership) that so converts its IPO shares and is not a Converting U.S. Holder. A “Converting Non-U.S. Holder” does not include an individual who is present in the United States for 183 days or more in the taxable year of disposition and is not otherwise a resident of the United States for U.S. federal income tax purposes. Such an individual should consult his or her own tax advisor regarding the U.S. federal income tax consequences of the conversion.

Conversion by a Converting Non-U.S. Holder generally will be treated as a sale of the IPO share (rather than as a distribution) and will not be subject to U.S. federal income tax. However, cash received upon conversion will be treated as a distribution if the conversion does not effect a meaningful reduction of the Converting Non-U.S. Holder’s percentage ownership in us (including shares such Converting Non-U.S. Holder is deemed to own under certain attribution rules, which provide, among other things, that it is deemed to own any shares that it holds a warrant to acquire). See the discussion above under “U.S. Holders Converting IPO Shares into a Right to Receive Cash.” Any such distribution will generally be subject to U.S. withholding tax at a rate of 30%, unless the Converting Non-U.S. Holder is entitled to a reduced rate of withholding under an applicable income tax treaty.

Non-U.S. holders of IPO shares considering exercising their conversion rights should consult their own tax advisors as to whether conversion of IPO shares will be treated as a sale or as a distribution under the Code as well as the potential applicability of escrow and certification requirements with regard thereto.

### Regulatory Matters

**U.S. Antitrust.** Under the HSR Act and the rules that have been promulgated thereunder by the FTC, the acquisition may not be consummated unless GHQ and Iridium Holdings furnish certain information to the Antitrust Division and the FTC and specified waiting period requirements have been satisfied. Pursuant to the requirements of the HSR Act, GHQ and Iridium Holdings each filed a Notification and Report Forms with respect to the acquisition with the Antitrust Division and the FTC. GHQ filed its notification on October 3, 2008 and Iridium Holdings filed its notification on October 6, 2008. Early termination of the waiting period applicable to the acquisition was granted by the FTC on October 10, 2008.

The Antitrust Division and the FTC frequently scrutinize the legality under the antitrust laws of transactions such as the acquisition. At any time before or after consummation of the acquisition, the Antitrust Division or the FTC could take such action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the acquisition or seeking the divestiture of substantial assets of GHQ or Iridium Holdings. Private parties (including individual states) may also bring legal actions under the antitrust laws. We do not believe that the consummation of the acquisition will result in a violation of any applicable antitrust

laws. However, there can be no assurance that a challenge to the acquisition on antitrust grounds will not be made or, if this challenge is made, what the result will be. See “The Transaction Agreement—Conditions to the Closing” for certain conditions to the acquisition, including conditions with respect to litigation and certain governmental actions and “The Transaction Agreement—Termination” for certain termination rights pursuant to the transaction agreement in connection with legal prohibitions to completing the acquisition.

Foreign Competition Law Filings. Iridium Holdings and its subsidiaries own property and conduct business in a number of foreign countries. In connection with the acquisition, the laws of certain of these foreign countries may require the filing of information with, or the obtaining of the approval of, governmental authorities therein. The



Table of Contents

parties do not believe that any such filings or approvals are required by these laws, but intend to take such action as they may require.

**FCC Licenses.** Certain subsidiaries and affiliates of Iridium Holdings hold one or more licenses or authorizations issued by the FCC. Under the Communications Act of 1934, as amended, and the rules and regulations of the FCC, prior to completion of the acquisition, the FCC must approve the transfer of control of these subsidiaries and affiliates and their FCC Licenses to GHQ. Therefore, on October 21, 2008, GHQ and each subsidiary or affiliate of Iridium Holdings that holds one or more FCC License jointly filed an Application with the FCC requesting such approval.

Globalstar License filed a petition to deny the Applications. Cornell, ICG and Rockwell filed comments with respect to the Applications. The commenters did not oppose the proposed transfer of control of Iridium Holdings but asked the FCC to adopt certain conditions in connection with its grant of the Applications. The comments and requests for conditions filed by ICG and Rockwell Collins were subsequently withdrawn.

By Order dated August 14, 2009, the International Bureau of the FCC, acting on delegated authority, denied Globalstar License's petition to deny and Cornell's request for conditions and granted the Applications. Grant of the Applications was conditioned on compliance by Iridium Holdings, Iridium Carrier Holdings LLC, GHQ, and their respective subsidiaries and affiliates with the commitments and undertakings set forth in the National Security Agreement. The Order was effective immediately upon release but is subject to reconsideration by the International Bureau and/or review by the FCC. If no third party seeks reconsideration or review and the International Bureau does not act to reconsider the Order on its own motion by September 14, 2009, and the FCC does not act to review the Order on its own motion by September 23, 2009, the Order will become a final order and thus will no longer be subject to reconsideration or review. No assurance can be given that the Order will not be subject to reconsideration or review prior to its becoming a final order. The FCC also noted in the Order that the record did not contain sufficient information to determine whether a previous investment by Baralonco Limited in Iridium Carrier Services LLC, at the time it was made, fell within the parameters specified in the FCC's 2002 order authorizing foreign investment in Iridium. Accordingly, the FCC stated that its grant of the Applications is without prejudice to any enforcement action by the FCC for non-compliance with the Communications Act of 1934, as amended, the FCC's rules and regulations, and the 2002 order.

**Foreign Licenses and Authorizations.** Iridium Holdings, either directly or indirectly through certain of its subsidiaries and affiliates, provides communications services to subscribers in foreign countries in all regions of the world. In many of these countries, Iridium Holdings, its subsidiaries and/or affiliates have received government licenses or other authorizations to provide such services. In certain of these countries, completion of the acquisition may require either government approval or notification of the change in control over the pertinent licenses or authorizations. No assurance can be given that, if any such approvals are required, they will be obtained.

**General.** It is possible that governmental authorities having jurisdiction over GHQ and Iridium Holdings may seek regulatory concessions as conditions for granting approval of the acquisition. A regulatory body's approval may contain terms or impose conditions or restrictions relating or applying to, or requiring changes in or limitations on, the operation or ownership of any asset or business of GHQ, Iridium Holdings or any of their subsidiaries, or GHQ's ownership of Iridium Holdings, or requiring asset divestitures, which conditional approval could reasonably be expected to result in a substantial detriment to GHQ, Iridium Holdings and their subsidiaries, taken as a whole, after the closing of the acquisition. If this kind of approval occurs, in certain circumstances, GHQ can decline to close under the transaction agreement. We can give no assurance that the required regulatory approvals will be obtained on terms that satisfy the conditions to closing of the acquisition or are within the time frame contemplated by GHQ and Iridium Holdings. See "The Transaction Agreement—Conditions to the Closing" on page 109.

### No Appraisal or Dissenters' Rights

No appraisal or dissenters' rights are available under Delaware law for holders of GHQ common stock in connection with the proposals described in this proxy statement.

### Consequences if Acquisition Proposal Is Not Approved

If our acquisition proposal and other proposals are not approved by the requisite vote of our stockholders, or if stockholders holding 30% or more of the IPO shares vote against the acquisition proposal and properly exercise their

## Table of Contents

conversion rights, we will not acquire Iridium Holdings, none of the IPO shares will be converted into cash and we will not seek approval of the certificate proposal, the share issuance proposal or the stock incentive plan proposal. Although we will continue to seek other potential business combinations, a failure to complete the proposed acquisition of Iridium Holdings may make it more difficult for us to attract another acquisition candidate and we may not be able to complete an alternate business combination by February 14, 2010, either because of insufficient time or insufficient operating funds. If we do not consummate a business combination by February 14, 2010, our corporate existence will cease except for the purposes of winding up our affairs and liquidating.

### Necessity of Stockholder Approval

We are required by our certificate to obtain the approval of holders of a majority of our IPO shares voting in person or by proxy at the special meeting to enter into an initial business combination.

Prior to voting, each stockholder should consider the fact that stockholder approval of the acquisition proposal is necessary for us to complete the acquisition and related transactions. Each stockholder should consider the fact that if we do not complete the acquisition, GHQ will continue as a blank check company until we find another suitable operating company to acquire, or GHQ will be liquidated if an initial business combination is not consummated by February 14, 2010.

### Required Vote

The affirmative vote of holders of a majority of the IPO shares voted at the special meeting, represented in person or by proxy is required to approve the acquisition proposal. However, in accordance with our certificate and the terms governing the trust account, we will not be able to complete the acquisition if the holders of 30% or more of the total number of IPO shares vote against the acquisition and properly exercise their rights to convert such IPO shares into a pro rata portion of our trust account. Broker non-votes, abstentions or a failure to vote on the acquisition proposal will have no impact upon the approval of the acquisition proposal and will have no effect of converting your shares into a pro rata share of the trust account. You must affirmatively vote against the acquisition proposal in order to properly exercise your conversion rights as described in this proxy statement and the acquisition must be completed.

### Recommendation of GHQ's Board of Directors

AFTER CAREFUL CONSIDERATION, GHQ'S BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE TRANSACTION AGREEMENT AND THE ACQUISITION ARE ADVISABLE, FAIR TO, AND IN THE BEST INTERESTS OF GHQ AND ITS STOCKHOLDERS AND UNANIMOUSLY RECOMMENDS TO ITS STOCKHOLDERS THAT THEY VOTE "FOR" THE ACQUISITION PROPOSAL.

### Federal Securities Laws Consequences

This proxy statement does not cover any resales of the GHQ common shares to be received by Iridium Holdings' stockholders upon completion of the acquisition, and no person is authorized to make any use of this document in connection with such resale.

### Stock Transfer Restrictions

Lock-up Provisions. Our initial stockholders have agreed not to sell or transfer the founding stockholder's GHQ units, founding stockholder's shares and founding stockholder's warrants (and the underlying shares) until 180 days after the consummation of our initial business combination except to permitted transferees and not to sell or transfer any of the

8.0 million warrants purchased by our founding stockholder (“private placement warrants”) (and the underlying shares) until after we complete our initial business combination, except to permitted transferees. All of the founding stockholder’s GHQ units, founding stockholder’s shares and founding stockholder’s warrants and underlying shares will cease to be subject to the transfer restrictions if, after consummation of our initial business combination, (i) the last sales price of our common stock equals or exceeds \$14.25 per share for any 20 trading days within any 30-trading-day period beginning 90 days after our initial business combination or (ii) we consummate a subsequent liquidation, merger, stock exchange or other similar transaction that results in all of our stockholders having the right to exchange their shares of common stock for cash, securities or other property. Permitted transferees must agree to be bound by the same transfer restrictions, waiver and forfeiture provisions, and to vote the

Table of Contents

founding stockholder's shares in accordance with the majority of the shares of common stock voted by the public stockholders in connection with the stockholder vote required to approve our initial business combination and in connection with an amendment to our certificate to provide for our perpetual existence. We refer to these agreements as "lock-up agreements."

The permitted transferees under the lock-up agreements are our executive officers, directors and employees, our founding stockholder, and other persons or entities associated or affiliated with our founding stockholder.

During the lock-up period, our initial stockholders and any permitted transferees to whom they transfer shares of common stock will retain all other rights of holders of our common stock, including, without limitation, the right to vote their shares of common stock (except that our initial stockholders have agreed to vote their founder's shares in accordance with the majority of the shares of common stock voted by the public stockholders in connection with the stockholder vote required to approve our initial business combination and in connection with the related amendment to our amended and restated certificate of incorporation to provide for our perpetual existence, and our founding stockholder, executive officers and directors have agreed to vote any shares of common stock acquired as part of the IPO or thereafter, in favor of our initial business combination and related amendment to our amended and restated certificate of incorporation to provide for our perpetual existence) and the right to receive cash dividends, if declared. If dividends are declared and payable in shares of common stock, such dividends will also be subject to the lock-up agreement. If we are unable to effect our initial business combination and liquidate, our initial stockholders have waived the right to receive any portion of the liquidation proceeds with respect to the founder's shares. Any permitted transferees to whom the founder's shares are transferred will also agree to waive that right.

As part of the consummation of the acquisition, the lock-up agreements and the above provisions will be terminated and replaced by the transfer restrictions contained in new registration rights agreement described below.

Upon the consummation of the acquisition, GHQ, the initial stockholders and the Iridium Holdings sellers (each a "restricted stockholder") will enter into a registration rights agreement ("new registration rights agreement"), which provides that each of the stockholders party to the new registration rights agreement will not sell, pledge, establish a "put equivalent position," liquidate or decrease a "call equivalent position," or otherwise dispose of or transfer any GHQ securities for a period of one year after the closing date of the acquisition; provided that, the board of directors of GHQ may authorize an underwritten public offering at any time beginning six months after the closing date and that each such stockholder may pledge up to 25% of its GHQ shares as collateral to secure cash borrowing from a third-party financial institution so long as such financial institution agrees to be subject to these transfer restrictions. In addition, GHQ will be required to conduct underwritten public offerings to permit holders of at least 3.0 million shares of common stock to sell their shares upon demand, but GHQ will not be required to effect more than one demand registration in any six-month period following an effective registration statement. All of the stockholders party to the registration rights agreement will also be permitted to include their GHQ common stock in certain registered offerings conducted by GHQ after the closing of the acquisition.

**FCC Regulatory Limitations.** Under the proposed certificate, and if the certificate proposal is approved by our stockholders, GHQ shall have the right to restrict the ownership or proposed ownership of its common stock or preferred stock by any person, if such ownership or proposed ownership: (i) is or could be inconsistent with, or in violation of, any provision of the Communications Act of 1934 and the rules and regulations promulgated thereunder ("FCC Laws"); (ii) will or may limit or impair GHQ's business activities under the FCC Laws; or (iii) will or could subject GHQ to any specific rule, regulation or policy under the FCC Laws, to which GHQ was not subject prior to such ownership or proposed ownership (collectively, "FCC Limitation").

The proposed certificate also gives GHQ the right to request from our stockholders or proposed stockholders (by transfer of stock or otherwise), certain information, including information relating to such stockholder's or proposed stockholder's citizenship, affiliations and ownership or interest in other companies, if GHQ believes that such stockholder's or proposed stockholder's ownership of our securities may result in an FCC Limitation.

If GHQ does not receive the information it requests from any specific stockholder or concludes that a person's ownership or proposed ownership or the exercise by any person of any ownership right may result in an FCC Limitation, GHQ will have the right to, and until GHQ determines in its sole discretion that no FCC Limitation will occur: (i) refuse to permit a transfer of stock to a proposed stockholder; (ii) suspend rights of stock or equity ownership which could cause an FCC Limitation; and/or (iii) redeem the common stock or preferred stock of GHQ held by any person.

Table of Contents

PROPOSAL II – APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Assuming the acquisition proposal is approved, GHQ stockholders are also being asked to approve the amendment and restatement of our amended and restated certificate of incorporation. This proposed certificate is required to effect the acquisition and, in the judgment of our board of directors, the proposed certificate is necessary to adequately address the post-acquisition needs of GHQ.

The following table sets forth a summary of the material differences between our current certificate and the proposed certificate. This summary is qualified by reference to the complete text of the proposed certificate, a copy of which is attached to this proxy statement as Annex B. All stockholders are encouraged to read the proposed certificate in its entirety for a more complete description of its terms.

	Current Certificate	Proposed Certificate
Name	Our current certificate provides that our name is “GHL Acquisition Corp.”	The proposed certificate provides that our name is “Iridium Communications Inc.”
Duration of Existence	Our current certificate provides that GHQ’s existence will terminate on February 14, 2010.	The proposed certificate provides for the perpetual existence of our corporation.
Provisions Specific to a Blank Check Company	Under our current certificate, Article Sixth sets forth various provisions related to our operations as a blank check company prior to the consummation of an initial business combination.	The proposed certificate does not include these blank check company provisions because, upon consummation of the acquisition, we will operate Iridium Holdings and cease to be a blank check company. Further, provisions requiring that proceeds from GHQ’s IPO be held in a trust account until a business combination or liquidation of GHQ has occurred and that the terms of a proposed business combination be submitted for approval by GHQ stockholders will not be applicable following consummation of the acquisition.
Authorized Shares	Under our current certificate, GHQ is authorized to issue up to 201.0 million shares, of which 200.0 million shares are common stock with a par value of US\$ 0.001 each and 1.0 million shares are preferred stock with a par value US\$ 0.0001 each.	Under the proposed certificate GHQ shall be authorized to issue up to 302.0 million shares, of which 300.0 million shares are common stock with a par value of \$0.001 each and 2.0 million shares are preferred stock with a par value of \$ 0.0001 each.
Dividends	Our current certificate is silent as to the payment of dividends.	The proposed certificate provides that, subject to applicable law or the rights of the preferred stock, if any, dividends may be declared and paid on the common stock as the board of directors shall determine in its discretion.
Conversion Rights	If a majority of the shares issued in our IPO approve a business combination, any GHQ	The proposed certificate does not provide for conversion rights.

stockholder holding shares of common stock issued at the IPO who votes against a business combination and exercises its conversion rights may demand that we convert the stockholder's IPO shares to cash, all subject to certain maximum percentage conversion rights.

Action by Consent of the Stockholders	Under Delaware law, unless a company's certificate provides otherwise, stockholders may act by written consent in lieu of any annual or	The proposed certificate generally prohibits stockholders from taking any action by written consent, so stockholders must take any actions at
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Table of Contents

	Current Certificate	Proposed Certificate
	special meeting. Our current certificate is silent with respect to action by written consent.	a duly called annual or special meeting of the stockholders.
Classes of Board of Directors	In our current certificate, the board of directors is divided into three classes. Members of each class are elected for specific terms.	The proposed certificate does not expressly provide for different classes of the board of directors, and, therefore, our board of directors will not be divided into different classes.
Restrictions on Stock Ownership and Transfer	Our current certificate does not include specific restrictions on ownership and transfer.	The proposed certificate allows GHQ to restrict ownership or proposed ownership of its common stock or preferred stock if such ownership or proposed ownership could result in an FCC Limitation. GHQ may request information from any stockholder or proposed stockholder if it believes such stockholder's ownership of stock may result in an FCC Limitation. In addition, if GHQ concludes that stock ownership or proposed stock ownership may result in an FCC Limitation or does not receive sufficient requested information from a stockholder, GHQ has the option to either refuse to permit a transfer of shares by a stockholder, suspend rights of stock or equity ownership or redeem stock in accordance with the provisions of the proposed certificate.

Necessity of Stockholder Approval

We are required by Delaware law to obtain the approval of holders of a majority of our outstanding shares to amend our certificate. Because the acquisition and related transactions cannot be completed unless we amend our certificate, stockholder approval of the proposed certificate is necessary.

Prior to voting, each stockholder should consider the fact that stockholder approval of the proposed certificate is necessary for us to complete the acquisition and related transactions. Each stockholder should also consider the fact that if we do not complete the acquisition, GHQ will continue as a blank check company until we find another suitable operating company to acquire, or GHQ will be liquidated if an initial business combination is not consummated by February 14, 2010.

Required Vote

The affirmative vote of holders of a majority of the outstanding shares of our common stock is required to approve our proposed certificate. Broker non-votes, abstentions or the failure to vote on the certificate proposal will have the same effect as a vote against the certificate proposal. The approval of our amended and restated certificate proposal is a condition to the approval of our acquisition proposal.

Recommendation

AFTER CAREFUL CONSIDERATION, GHQ'S BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED AND DECLARED ADVISABLE OUR PROPOSED CERTIFICATE AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE OR INSTRUCT THEIR VOTE TO BE CAST "FOR" THE CERTIFICATE PROPOSAL.

Table of Contents

PROPOSAL III – APPROVAL OF THE SHARE ISSUANCE PROPOSAL

Share Issuance Proposal

GHQ's stockholders are being asked to approve the issuance of up to 31,390,000 common shares as part of the consideration for the acquisition and related transactions. As of the date of this proxy statement, there are 48,500,000 shares of GHQ's common stock outstanding, so this issuance would represent more than 20% of our outstanding shares.

Necessity of Stockholder Approval

The NYSE Alternext U.S. Company Guide requires stockholder approval as a prerequisite to approval of applications to list additional shares to be issued as sole or partial consideration for an acquisition of the stock or assets of another company where the present or potential issuance of common stock, or securities convertible into common stock, could result in an increase in outstanding common shares of 20% or more. Because the acquisition and related transactions will require the issuance by us of shares of common stock that would represent more than 20% of our currently outstanding common stock, stockholder approval of the share issuance proposal is required to maintain our listing on the NYSE Alternext U.S.

Prior to voting, each stockholder should consider the fact that the share issuance proposal is a prerequisite to the issuance of shares of common stock that will be used to complete the acquisition and related transactions. Each stockholder should consider the fact that if we do not complete the acquisition, GHQ will continue as a blank check company until we find another suitable operating company to acquire, or GHQ will be liquidated if an initial business combination is not consummated by February 14, 2010.

Required Vote

The affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote at the special meeting is required to approve the share issuance proposal. Abstentions and broker non-votes will have the same effect as a vote against the share issuance proposal. Failing to vote on the share issuance proposal will have no impact upon the approval of the share issuance proposal. The approval of our share issuance proposal is a condition to the approval of our acquisition proposal.

Recommendation

**AFTER CAREFUL CONSIDERATION, GHQ'S BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED AND DECLARED ADVISABLE THE SHARE ISSUANCE PROPOSAL AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE OR INSTRUCT THEIR VOTE TO BE CAST "FOR" THE SHARE ISSUANCE PROPOSAL.**

Table of Contents

PROPOSAL IV – ADOPTION OF THE STOCK INCENTIVE PLAN

GHQ is seeking stockholder approval for the Iridium Communications Inc. 2009 Stock Incentive Plan, to be effective upon the closing of the acquisition (the “2009 Plan”). Our board of directors believes that it is in the best interest of GHQ and its stockholders for GHQ to adopt the 2009 Plan. The purpose of the 2009 Plan is to aid GHQ following the acquisition in securing and retaining key employees and others of outstanding ability and to motivate such individuals to exert their best efforts on behalf of GHQ and its affiliates by providing incentives through the grant of options to acquire shares of our common stock and, if so determined by the compensation committee of our board of directors (“compensation committee”), other stock-based awards and performance incentive awards. GHQ believes that it will benefit from the added interest that these individuals will have in the welfare of GHQ as a result of their proprietary interest in GHQ’s success.

Summary of the Iridium Communications Inc. 2009 Stock Incentive Plan

General

- The 2009 Plan has a ten-year term.
- The 2009 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights and other stock-based awards (which includes restricted stock, restricted stock units and performance-based awards payable both in cash and in shares of our common stock) to eligible individuals.
- 8.0 million shares of common stock in the aggregate are authorized for issuance pursuant to awards under the 2009 Plan.

Administration

The 2009 Plan will be administered by the compensation committee of our board of directors. The compensation committee may delegate to a committee of one or more members of our board or one or more of our officers the authority to grant or amend awards to participants other than our senior executives who are subject to Section 16 of the Exchange Act or employees who are “covered employees” within the meaning of Section 162(m) of the Code. Unless otherwise determined by our board, the compensation committee shall consist solely of two or more members of the board, each of whom is an “outside director” within the meaning of Code Section 162(m), a “non-employee director” within the meaning of the Exchange Act, and an “independent director” under the rules of the NASDAQ (or other principal securities market on which shares of our common stock are traded).

The compensation committee will have the power to determine eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction.

Eligibility

Persons eligible to participate in the 2009 Plan include all non-employee members of our board of directors, and employees and consultants of GHQ and its subsidiaries and affiliates, in each case as determined by the compensation committee (“participants”).

#### Limitation on Awards and Shares Available

An aggregate of 8.0 million shares of common stock are available for grant pursuant to the 2009 Plan. The shares of our common stock covered by the 2009 Plan may be treasury shares or authorized but unissued shares.

To the extent that an award terminates, expires, or lapses for any reason, or an award is settled in cash without delivery of shares to the participant, then any shares subject to the award may be used again for new grants under the 2009 Plan.

The maximum number of shares of common stock that may be subject to one or more awards granted to any one participant pursuant to the 2009 Plan during any calendar year is 2 million and the maximum amount that may be paid in cash during any calendar year with respect to any performance-based award is \$2 million.

## Table of Contents

### Awards

The 2009 Plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights, other stock-based awards, and performance-based awards. No determination has been made as to the types or amounts of awards that will be granted to specific individuals pursuant to the 2009 Plan.

**Options.** Stock options, including incentive stock options, as defined under Section 422 of the Code, and nonqualified stock options may be granted pursuant to the 2009 Plan. The option exercise price of all stock options granted pursuant to the 2009 Plan will not be less than 100% of the fair market value of the common stock on the date of grant. Stock options may be exercised as determined by the compensation committee, but in no event may a stock option have a term extending beyond the tenth anniversary of the date of grant. Incentive stock options granted to any employee who owns, as of the date of grant, stock possessing more than ten percent of the total combined voting power of all classes of outstanding stock, however, shall have an exercise price that is not less than 110% of the fair market value of the common stock on the date of grant and may not have a term extending beyond the fifth anniversary of the date of grant. The aggregate fair market value of the shares with respect to which options intended to be incentive stock options are exercisable for the first time by an employee in any calendar year may not exceed \$100,000, or such other amount as the Code provides.

The compensation committee will determine the methods by which payments by any award holder with respect to any awards may be paid, including, without limitation: (i) cash, (ii) shares of common stock held for such period of time as may be required by the compensation committee in order to avoid adverse accounting consequences and having a fair market value on the date of delivery equal to the aggregate payments required, and/or (iii) another method acceptable to the compensation committee (including through a broker-assisted cashless exercise mechanism or a net exercise method).

**Restricted Stock.** Restricted stock may be granted pursuant to the 2009 Plan. A restricted stock award is the grant of shares of common stock at a price determined by the compensation committee (including \$0.00), that is nontransferable and may be subject to substantial risk of forfeiture until specific conditions are met. Conditions may be based on continuing employment and/or achieving performance goals. During the period of restriction, participants holding shares of restricted stock may have full voting and dividend rights with respect to such shares. The restrictions will lapse in accordance with a schedule or other conditions determined by the compensation committee.

**Performance Based Awards and Other Equity Awards.** Other types of equity awards that may be granted under the 2009 Plan include stock appreciation rights, restricted stock units and performance-based awards. Performance based awards are either stock-based awards or cash bonus awards payable upon the attainment of pre-established performance goals based on established performance criteria and are intended to be performance-based awards within the meaning of Section 162(m) of the Code. The goals are established and evaluated by the compensation committee and may relate to performance over any periods as determined by the compensation committee. Following is a brief discussion of the requirements for awards, including performance bonus awards, to be treated as performance-based awards within the meaning of Section 162(m) of the Code.

The compensation committee may grant awards to employees who are or may be “covered employees,” as defined in Code Section 162(m), that are intended to be performance-based awards within the meaning of Code Section 162(m) in order to preserve the deductibility of these awards for federal income tax. Under the 2009 Plan, these performance-based awards may be either stock-based awards or performance bonus awards payable in cash. Participants are only entitled to receive payment for a performance-based award for any given performance period to the extent that pre-established performance goals set by the Compensation Committee for the period are satisfied. These pre-established performance goals must be based on one or more of the following performance criteria:

- consolidated earnings before or after taxes (including earnings before interest, taxes, depreciation and amortization)
  - net income;
  - operating income;
  - earnings per share;
  - book value per share;
- return on stockholders' equity;
  - expense management;

Table of Contents

- return on investment;
- improvements in capital structure;
- profitability of an identifiable business unit or product;
  - maintenance or improvement of profit margins;
    - stock price;
    - market share;
  - revenues or sales;
    - costs;
    - cash flow;
  - working capital;
  - return on assets;
- total stockholder return;
- capital expenditures; and
- progress toward or attaining milestones on key projects.

The compensation committee shall determine whether, with respect to a performance period, the applicable performance goals have been met with respect to a given participant and, if they have, shall so certify and ascertain the amount of the applicable performance based award. No performance based awards will be paid for such performance period until such certification is made by the compensation committee. The amount of the performance based award actually paid to a given participant may be less than the amount determined by the applicable performance goal formula, at the discretion of the compensation committee. The amount of the performance-based award determined by the compensation committee for a performance period shall be paid to the participant at such time as determined by the compensation committee in its sole discretion after the end of such performance period.

Adjustments upon Certain Events

In the event of any change in the outstanding shares of common stock by reason of any stock dividend or split, reorganization, recapitalization, merger, consolidation, spin-off, combination, transaction or exchange of shares or other corporate exchange, or any distribution to stockholders of shares other than regular cash dividends or any transaction similar to the foregoing, the compensation committee in its sole discretion shall make such substitution or adjustment, if any, as it deems to be equitable, as to the number or kind of shares or other securities issued or reserved for issuance pursuant to the 2009 Plan or pursuant to outstanding awards, the maximum number of shares for which options or stock appreciation rights may be granted during a calendar year to any participant in the 2009 Plan, the maximum amount of a performance based award that may be granted during a calendar year to any participant, the option exercise price or exercise price of any stock appreciation right and/or any other affected terms of such awards.

In the event of a change in control of GHQ, the compensation committee may accelerate, vest or cause the restrictions to lapse with respect to all or any portion of an award, cancel such awards for fair value (as determined by the compensation committee in its sole discretion) which, in the case of options and stock appreciation rights, may equal the excess, if any, of value of the consideration to be paid in the change in control transaction to holders of the same number of shares subject to such options or stock appreciation rights (or, if no consideration is paid in any such transaction, the fair market value of the shares subject to options or stock appreciation rights) over the aggregate option exercise price of the options or exercise price of the stock appreciation rights, provide for the issuance of substitute awards that will substantially preserve the otherwise applicable terms of any affected awards previously granted as determined by the compensation committee in its sole discretion, and/or provide that for a period of at least 15 days prior to the change in control, the options shall be fully exercisable and that upon the occurrence of the change in control, the options shall terminate.



Amendment and Termination

Our board of directors may amend, alter or discontinue the 2009 Plan, but no amendment, alteration or discontinuation shall be made, without the approval of our stockholders, if (i) stockholder approval of such action is required by exchange rules or applicable law, or (ii) such action would increase the total number of shares of our common stock reserved under the 2009 Plan or change the maximum number of shares for which awards may be granted to any participant, or, without the consent of a participant, if such action would materially adversely affect any of the rights of the participant under any award. However, the compensation committee may amend the 2009

## Table of Contents

Plan in such manner as it deems necessary to permit the granting of awards meeting the requirements of the Code or other applicable laws.

### U.S. Federal Income Tax Consequences

The following is a general summary of the material U.S. federal income tax consequences of the grant and exercise and vesting of awards under the 2009 Plan and the disposition of shares acquired pursuant to the exercise of such awards and is intended to reflect the current provisions of the Code and the regulations thereunder. This summary is not intended to be a complete statement of applicable law, nor does it address foreign, state, local and payroll tax considerations. Moreover, the U.S. federal income tax consequences to any particular participant may differ from those described herein by reason of, among other things, the particular circumstances of such participant.

**Options.** The Code requires that, for treatment of an option as an incentive stock option, common stock acquired through the exercise of an incentive stock option cannot be disposed of before the later of (i) two years from the date of grant of the option, or (ii) one year from the date of exercise. Holders of incentive stock options will generally incur no federal income tax liability at the time of grant or upon exercise of those options. However, the spread at exercise will be an "item of tax preference," which may give rise to "alternative minimum tax" liability for the taxable year in which the exercise occurs. If the holder does not dispose of the shares before two years following the date of grant and one year following the date of exercise, the difference between the exercise price and the amount realized upon disposition of the shares will constitute long-term capital gain or loss, as the case may be. Assuming both holding periods are satisfied, no deduction will be allowed to GHQ for federal income tax purposes in connection with the grant or exercise of the incentive stock option. If, within two years following the date of grant or within one year following the date of exercise, the holder of shares acquired through the exercise of an incentive stock option disposes of those shares, the participant will generally realize taxable compensation at the time of such disposition equal to the difference between the exercise price and the lesser of the fair market value of the share on the date of exercise or the amount realized on the subsequent disposition of the shares, and that amount will generally be deductible by GHQ for federal income tax purposes, subject to the possible limitations on deductibility under Code Sections 280G and 162(m) for compensation paid to executives designated in those Sections. Finally, if an incentive stock option becomes first exercisable in any one year for shares having an aggregate value in excess of \$100,000 (based on the grant date value), the portion of the incentive stock option in respect of those excess shares will be treated as a non-qualified stock option for federal income tax purposes.

No income will be realized by a participant upon grant of a nonqualified stock option. Upon the exercise of a non-qualified stock option, the participant will recognize ordinary compensation income in an amount equal to the excess, if any, of the fair market value of the underlying exercised shares over the option exercise price paid at the time of exercise. GHQ will be able to deduct this same amount for U.S. federal income tax purposes, but such deduction may be limited under Code Sections 280G and 162(m) for compensation paid to certain executives designated in those Sections.

**Restricted Stock.** A participant will not be subject to tax upon the grant of an award of restricted stock unless the participant otherwise elects to be taxed at the time of grant pursuant to Code Section 83(b). On the date an award of restricted stock becomes transferable or is no longer subject to a substantial risk of forfeiture, the participant will have taxable compensation equal to the difference between the fair market value of the shares on that date over the amount the participant paid for such shares, if any, unless the participant made an election under Code Section 83(b) to be taxed at the time of grant. If the participant made an election under Code Section 83(b), the participant will have taxable compensation at the time of grant equal to the difference between the fair market value of the shares on the date of grant over the amount the participant paid for such shares, if any. (Special rules apply to the receipt and disposition of restricted stock received by officers and directors who are subject to Section 16(b) of the Exchange

Act). GHQ will be able to deduct, at the same time as it is recognized by the participant, the amount of taxable compensation to the participant for U.S. federal income tax purposes, but such deduction may be limited under Code Sections 280G and 162(m) for compensation paid to certain executives designated in those Sections.

Restricted Stock Units. A participant will not be subject to tax upon the grant of a restricted stock unit award. Rather, upon the delivery of shares or cash pursuant to a restricted stock unit award, the participant will have taxable compensation equal to the fair market value of the number of shares (or the amount of cash) the participant actually receives with respect to the award. GHQ will be able to deduct the amount of taxable compensation to the

Table of Contents

participant for U.S. federal income tax purposes, but the deduction may be limited under Code Sections 280G and 162(m) for compensation paid to certain executives designated in those Sections.

**Stock Appreciation Rights.** No income will be realized by a participant upon grant of a stock appreciation right (“SAR”). Upon the exercise of a SAR, the participant will recognize ordinary compensation income in an amount equal to the fair market value of the payment received in respect of the SAR. GHQ will be able to deduct this same amount for U.S. federal income tax purposes, but such deduction may be limited under Sections 280G and 162(m) of the Code for compensation paid to certain executives designated in those Sections.

**Other Stock-Based Awards.** A participant will have taxable compensation equal to the difference between the fair market value of the shares on the date the common stock subject to the award is transferred to the participant over the amount the participant paid for such shares, if any. GHQ will be able to deduct, at the same time as it is recognized by the participant, the amount of taxable compensation to the participant for U.S. federal income tax purposes, but such deduction may be limited under Code Sections 280G and 162(m) for compensation paid to certain executives designated in those Sections.

**Code Section 162(m).** In general, Code Section 162(m) (as interpreted by IRS Notice 2007-49) denies a publicly held corporation a deduction for U.S. federal income tax purposes for compensation in excess of \$1.0 million per year per person to its principal executive officer and the three other officers (other than the principal executive officer and principal financial officer) whose compensation is disclosed in its proxy statement as a result of their total compensation, subject to certain exceptions. The 2009 Plan is intended to satisfy an exception with respect to grants of options or stock appreciation rights to covered employees under Code Section 162(m). In addition, the 2009 Plan is designed to permit certain awards of restricted stock, restricted stock units, cash bonus awards and other awards to be awarded as performance based awards intended to qualify under the “performance-based compensation” exception to Code Section 162(m).

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND GHQ WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE 2009 PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT’S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE.

New Plan Benefits

Future grants under the 2009 Plan will be made at the discretion of the compensation committee and, accordingly, are not yet determinable. In addition, the value of the awards granted under the 2009 Plan will depend on a number of factors, including the fair market value of our common stock on future dates, the exercise decisions made by the participants and/or the extent to which any applicable performance goals necessary for vesting or payment are achieved. Consequently, it is not possible to determine the benefits that might be received by participants receiving discretionary grants under, or having their annual bonus paid pursuant to, the 2009 Plan.

Necessity of Stockholder Approval

Prior to voting, each stockholder should consider the fact that stockholder approval of the stock incentive plan proposal is necessary for us to complete the acquisition and related transactions, as the acquisition proposal is conditioned upon the stock incentive plan proposal. Each stockholder should consider the fact that if we do not complete the acquisition, GHQ will continue as a blank check company until we find another suitable operating company to acquire or GHQ will be liquidated if an initial business combination is not consummated by February 14,

2010.

Required Vote

The affirmative vote of the holders of a majority of shares represented in person or by proxy and entitled to vote at the special meeting will be required to approve the stock incentive plan proposal. Abstentions will have the effect of a vote against the stock incentive plan proposal but broker non-votes or a failure to vote will have no effect upon the stock incentive plan proposal. The approval of the stock incentive plan proposal is a condition to the approval of the acquisition proposal.

95

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Table of Contents

Recommendation

AFTER CAREFUL CONSIDERATION, GHQ'S BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED AND DECLARED ADVISABLE THE ADOPTION OF THE PROPOSED STOCK INCENTIVE PLAN AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE OR INSTRUCT THEIR VOTE TO BE CAST "FOR" THE STOCK INCENTIVE PLAN PROPOSAL.

Table of Contents

PROPOSAL V – ADOPTION OF THE ADJOURNMENT PROPOSAL

Adjournment Proposal

If there are not sufficient votes at the time of the special meeting to approve the acquisition proposal, the certificate proposal, the share issuance proposal or the stock incentive plan proposal, the board of directors may submit a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies.

Required Vote

The adoption of the adjournment proposal will require the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote thereon at the special meeting. Abstentions and broker non-votes will have the same effect as a vote against the adjournment proposal, but a failure to vote will have no impact upon the approval of the adjournment proposal. Approval of the adjournment proposal is not conditioned upon approval of the acquisition proposal or any other proposal.

Recommendation

AFTER CAREFUL CONSIDERATION, GHQ'S BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED AND DECLARED ADVISABLE THE ADOPTION OF THE ADJOURNMENT PROPOSAL AND UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE OR INSTRUCT THEIR VOTE TO BE CAST "FOR" THE ADOPTION OF THE ADJOURNMENT PROPOSAL.

Table of Contents

## MARKET PRICE OF GHQ COMMON STOCK

GHQ units, common shares and warrants are listed and traded on the NYSE Alternext U.S. under the trading symbol “GHQ.U”, “GHQ” and “GHQ.WS”, respectively. GHQ units commenced trading on February 15, 2008 while its common stock and warrants began public trading on March 20, 2008. Prior to this date, there was no established public trading market for GHQ securities. Each GHQ Unit consists of one share of GHQ common stock and one warrant. The following table sets forth, for the periods indicated, the high and low closing sales prices per GHQ Unit, common share and warrant, as reported on the NYSE Alternext U.S.

	Units		Market Prices Common Stock		Warrants	
	High	Low	High	Low	High	Low
2009						
Third Quarter*	\$ 12.75	\$ 10.35	\$ 9.98	\$ 9.71	\$ 2.88	\$ 0.65
Second Quarter	\$ 10.45	\$ 9.50	\$ 9.83	\$ 9.38	\$ 0.70	\$ 0.18
First Quarter	\$ 9.80	\$ 9.00	\$ 9.42	\$ 9.00	\$ 0.28	\$ 0.07
2008						
Fourth Quarter	\$ 9.80	\$ 8.60	\$ 9.19	\$ 8.60	\$ 0.65	\$ 0.16
Third Quarter	\$ 10.02	\$ 9.71	\$ 9.41	\$ 9.15	\$ 0.69	\$ 0.45
Second Quarter	\$ 10.07	\$ 9.65	\$ 9.35	\$ 9.05	\$ 0.85	\$ 0.54
First Quarter**	\$ 9.85	\$ 9.60	\$ 9.10	\$ 9.05	\$ 0.59	\$ 0.55

\* Through August 24, 2009.

\*\* Units commenced public trading on February 15, 2008. Common stock and warrants commenced public trading on March 20, 2008.

The closing price for each share of common stock, unit and warrant of GHQ on September 22, 2008, the last full trading day before the announcement of the proposed acquisition, was \$9.23, \$9.75 and \$0.54, respectively. On August 24, 2009, the most recent practicable date prior to the printing of this document, the reported closing sales price per each share of common stock, unit and warrant of GHQ was \$9.98, \$12.75 and \$2.88, respectively. You should obtain current market quotations for GHQ common shares, units and warrants in deciding whether to vote for the acquisition.

#### Holders

As of August 24, 2009, there were five holders of record of GHQ units, one holder of record of GHQ common stock and two holders of record of GHQ warrants. Such number does not include beneficial owners holding shares through nominee names.

#### Dividends

Since our IPO and the listing of our shares on the NYSE Alternext U.S., GHQ has not paid dividends on our common stock and does not intend to pay any dividends prior to the completion of the proposed acquisition. After we complete the proposed acquisition, the payment of dividends will depend on our revenues and earnings, if any, our capital requirements and our general financial condition. The payment of dividends after the proposed acquisition will be within the discretion of our board of directors at that time. Our board of directors currently intends to retain any



earnings for use in our business operations and, accordingly, we do not anticipate that our board will declare any dividends in the foreseeable future.

Table of Contents

INTERESTS OF CERTAIN PERSONS IN THE ACQUISITION

In considering the recommendation of GHQ's board of directors to vote for our proposals, you should be aware that our executive officers and members of our board of directors have interests in the acquisition that are different from, or in addition to, the interests of GHQ's stockholders generally. The members of our board of directors were aware of these differing interests and considered them, among other matters, in evaluating and negotiating the transaction agreement and in recommending to our stockholders that they vote in favor of the acquisition proposed and other proposals. These interests include, among other things:

- Our directors, Parker W. Rush, Thomas C. Canfield and Kevin P. Clarke, and our founding stockholder own 43,479, 43,479, 43,479 and 8,369,563 units of GHQ, respectively. Scott L. Bok, our chairman and chief executive officer, and Robert H. Niehaus, our senior vice president, own 518,300 and 375,800 shares of GHQ common stock and 200,000 and 200,000 warrants, respectively. Each of Messrs. Rush, Canfield and Clarke purchased his units prior to our IPO for an aggregate price of \$128.00 and had an aggregate market value of approximately \$433,920, based upon the last sale price of \$9.98 on the NYSE Alternext U.S. on August 24, 2009. If our proposals are not approved and GHQ is unable to complete another business combination by February 14, 2010, GHQ will be required to liquidate. In such event, the 8.5 million units held by Messrs. Rush, Canfield and Clarke and our founding stockholder will be worthless because Messrs. Rush, Canfield and Clarke and our founding stockholder have agreed that they will not receive any liquidation proceeds with respect to such shares. Accordingly, Messrs. Rush, Canfield and Clarke and our founding stockholder have a financial interest in the completion of the acquisition. Messrs. Bok and Niehaus purchased their shares of GHQ common stock and warrants in our IPO and in open market transactions, and would receive liquidation proceeds on such shares of common stock on the same basis as unaffiliated GHQ stockholders.
- In addition to the shares of GHQ common stock, our founding stockholder purchased 8.0 million warrants to purchase up to 8.0 million shares of GHQ common stock, at a price of \$1.00 per warrant. These warrants have an exercise price of \$7.00 per share and, following the closing of the acquisition and the warrant restructuring described above, will have the Restructured Warrants Exercise Price. If GHQ is unable to complete a business combination by February 14, 2010 and liquidates its assets, there will be no distribution with respect to these warrants, and the warrants will expire worthless. At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4.0 million warrants purchased in a private placement on February 21, 2008.
- Two of our directors, Messrs. Bok and Niehaus purchased shares of common stock and warrants in our IPO and in open market transactions. In addition, Messrs. Bok and Niehaus own shares in our founding stockholder that give them indirect ownership interests in GHQ. Because of their indirect ownership interests, each of Messrs. Bok and Niehaus has financial interests in the completion of the acquisition in addition to their interests as holders of our common stock and warrants.
- If the acquisition is completed, certain of our current directors may continue as directors of GHQ. These non-executive directors will be entitled to receive any cash fees, stock options, stock awards or other compensation arrangements that our board of directors determines to provide to our non-executive directors.



Table of Contents

THE TRANSACTION AGREEMENT

The following summary of the material provisions of the transaction agreement dated as of September 22, 2008 among GHQ, Iridium Holdings and the sellers listed on the signature pages thereof, as amended on April 28, 2009, does not purport to describe all of the terms of the transaction agreement. The following summary is qualified by reference to the complete text of the original agreement and the amendment, copies of which are attached as Annex A to this proxy statement and incorporated herein by reference. We urge you to read the full text of the original agreement and the amendment in their entirety for a more complete description of the terms and conditions of the acquisition. For the avoidance of doubt, the term transaction agreement incorporates both the original agreement and the amendment and the terms of the transaction agreement summarized herein reflect the terms set forth in the original agreement as later amended by the amendment.

Explanatory Note Regarding Summary of Transaction Agreement and Representations and Warranties in the Transaction Agreement

The following summary of the transaction agreement is intended to provide information about the terms and conditions of our proposed acquisition of Iridium Holdings as reflected in the original agreement and the amendment. Neither this summary, nor the terms and conditions of the transaction agreement, are intended to be, and should not be relied upon as, disclosures or any factors or circumstances regarding GHQ or Iridium Holdings. The provisions of the transaction agreement (such as the representations and warranties) govern the contractual rights and relationships, and allocate risks, between the parties in relation to the acquisition. In particular, the representations and warranties made by the parties to each other in the transaction agreement have been negotiated between the parties with the principal purpose of setting forth their respective rights with respect to their obligation to close the acquisition should events or circumstances change or otherwise be different from those stated in the representations and warranties. The representations and warranties may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating its terms, including contractual standards of materiality that are different from those generally applicable to stockholders under the federal securities laws. Matters may change from the state of affairs contemplated by the representations and warranties.

Structure of the Acquisition

The transaction agreement provides that upon the closing of the acquisition, GHQ will own, directly or indirectly, all of the units of Iridium Holdings, and Iridium Holdings will become a subsidiary of GHQ. Additionally, GHQ will acquire all of the equity of two of Iridium Holdings largest equityholders, Baralonco and Syncom. As a result of the acquisition, all of the Sellers' ownership interests in Iridium Holdings held prior to the acquisition will be exchanged for approximately 29.4 million shares of GHQ common stock and \$77.1 million of cash, subject to certain adjustments.

Timing of the Closing of the Acquisition

The closing of the acquisition will take place no later than the fifth business day after the conditions to closing set forth in the transaction agreement, which are described below under "– Conditions to the Closing of the Acquisition," are satisfied, unless GHQ and Iridium Holdings agree in writing to postpone the closing to another time. The closing of the acquisition is expected to occur as soon as legally permitted and practicable after our stockholders approve the proposals described in this proxy statement.

Acquisition Consideration

The aggregate consideration to be paid in the acquisition and related transactions is based upon a total enterprise value for Iridium Holdings of \$517.3 million (calculated as \$77.1 million in cash, plus \$294.4 million of GHQ common stock (based on an assumed price per share of \$10.00), plus net indebtedness of Iridium Holdings of approximately \$145.8 million as of December 31, 2008, including the \$22.9 million convertible note held by Greenhill Europe). Upon completion of the acquisition, the Sellers will receive \$77.1 million in cash, subject to certain adjustments, and GHQ will issue to the Sellers approximately 29.4 million shares of GHQ common stock. The shares of common stock issued to the Sellers will not be registered under the Securities Act, in reliance upon the exemptions from the registration requirements as provided in Regulation D of the Securities Act and the

Table of Contents

representations and warranties of the Sellers that they are “accredited investors” within the meaning of Regulation D.

GHQ has agreed in the transaction agreement to cause the funds in our trust account to be disbursed at the closing of the acquisition: (1) to pay the cash consideration to the Sellers; (2) to pay the conversion price to any stockholders of GHQ who vote against the acquisition and properly exercise their conversion rights; (3) to pay deferred underwriting fees and commissions to the underwriters of our IPO; (4) to pay GHQ’s reasonable out-of-pocket documented third party fees and expenses that are incurred prior to the closing in connection with the transaction agreement and related transaction documents, to the extent not paid prior to the closing; and (5) to prepay all or a portion of Iridium Holdings’ outstanding indebtedness. GHQ will then contribute the funds remaining in our trust account to Iridium Holdings, and Iridium Holdings will use such funds for working capital and general corporate matters.

Additionally, 90 days following the closing of the acquisition, if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate to the Sellers (other than the sellers of the equity of Baralonco and Syncom) to compensate for the tax basis step-up.

Principal Representations and Warranties

The transaction agreement contains a number of representations and warranties made by Iridium Holdings, the Sellers and GHQ to each other.

The representations and warranties made by Iridium Holdings relate, among other things, to:

- proper corporate organization and similar corporate matters;
- authorization, performance and enforceability of the transaction agreement and related transaction documents;
  - governmental authorizations and filings;
- absence of any conflicts or violations under organizational documents, material contracts, material laws or regulations as a result of the execution, delivery and performance of the transaction agreement and related transaction documents;
  - capital structure and subsidiaries;
    - financial statements;
- absence of certain changes since December 31, 2007 (including absence of an “Iridium Holdings Material Adverse Effect”);
  - absence of any undisclosed material liabilities;
    - intercompany accounts;
      - material contracts;
      - legal proceedings;

- compliance with laws and court orders;
  - real property;
- intellectual property;
- insurance coverage;

Table of Contents

- licenses and permits;
  - brokers;
- employees, employee benefit plans and labor matters;
  - taxes;
- environmental matters; and
- the provision of information for inclusion in the proxy statement.

The representations and warranties made by the Sellers as to themselves relate, among other things, to:

- proper corporate organization and similar corporate matters;
- authorization, performance and enforceability of the transaction agreement and the related transaction documents;
- absence of any conflicts or violations under organizational documents, material contracts, material laws or regulations as a result of the execution, delivery and performance of the transaction agreement and related transaction documents;
  - ownership of the Iridium Holdings units;
    - legal proceedings;
    - brokers;
  - purchase of GHQ common stock for investment and not with a view to sell or distribute; and
- compliance with the Securities Act and status of the Sellers as “accredited investors” under Regulation D of the Securities Act.

The representations and warranties made by Baralonco and Syncom as to themselves relate, among other things, to:

- proper corporate organization and similar corporate matters;
  - capital structure;
  - business activities;
    - liabilities;
- compliance with laws and orders; and
  - tax matters.

The representations and warranties made by GHQ relate, among other things, to:



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- proper corporate organization and similar corporate matters;
- authorization, performance and enforceability of the acquisition agreement and the related transaction documents;
  - unanimous approval and recommendation of its board of directors;
    - governmental authorizations and filings;

Table of Contents

- absence of any conflicts or violations under organizational documents, material contracts, material laws or regulations as a result of the execution, delivery and performance of the transaction agreement and related transaction documents;
  - capital structure and subsidiaries;
  - SEC filings and the Sarbanes-Oxley Act;
    - financial statements;
    - proxy statement;
- absence of certain changes since February 21, 2008 (including absence of a “GHQ Material Adverse Effect”);
  - compliance with laws and court orders;
    - legal proceedings;
      - brokers;
      - trust account;
    - transactions with affiliates;
      - taxes;
      - contracts;
    - employees and employee matters;
  - opportunity for independent investigation; and
- GHQ’s qualification to own and operate Iridium Holdings and its subsidiaries under applicable laws, including the Communications Act of 1934, as amended.

Materiality and Material Adverse Effect

Many of the representations and warranties contained in the transaction agreement are qualified by materiality or material adverse effect. For purposes of the transaction agreement, an “Iridium Holdings Material Adverse Effect” or “GHQ Material Adverse Effect” means a material adverse effect on (x) the financial condition, business, assets or results of operations of Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole or (y) the ability of Iridium Holdings or GHQ, as the case may be, to perform its obligations under or to consummate the transactions contemplated by the transaction agreement. However, any effect to the extent it results from any of the following will not be considered when determining whether an Iridium Holdings Material Adverse Effect or GHQ Material Adverse Effect has occurred:

- the negotiation, execution, announcement or performance of the transaction agreement or the consummation of the transactions contemplated thereby, including the impact thereof on relationships, contractual or otherwise, with

customers, suppliers, distributors, partners, financing sources, employees, revenue and profitability (other than any effect resulting from breach of certain specified representations and warranties of Iridium Holdings or GHQ, as the case may be);

- changes in the economy or credit, debt, financial or capital markets, in each case, in the United States or elsewhere in the world, including changes in interest or exchange rates, except to the extent Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole, are disproportionately affected compared to other companies in the same industry;

Table of Contents

- changes in any laws, GAAP or accounting standards or interpretations thereof; or changes in the general legal, regulatory or political conditions, except to the extent Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole, are disproportionately affected compared to other companies in the same industry;
- act of war, sabotage or terrorism, or any escalation or worsening of any such acts of war, sabotage or terrorism, except to the extent Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole, are disproportionately affected compared to other companies in the same industry;
- earthquakes, hurricanes, tornados or other natural disasters; except to the extent Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole, are disproportionately affected compared to other companies in the same industry;
- any failure, in and of itself, to meet any internal or public projections, forecasts or estimates of revenue, capital expenditures or earnings or the issuance of revised projections that are not as optimistic as those in existence as of September 22, 2008, so long as the underlying causes of any such failure or issuance may be taken into consideration in determining whether such material adverse effect has occurred; and
- changes affecting the industries generally in which Iridium Holdings or its subsidiaries or GHQ and its subsidiaries, as the case may be, conduct business, except to the extent Iridium Holdings and its subsidiaries or GHQ and its subsidiaries, as the case may be, taken as a whole, are disproportionately affected compared to other companies in the same industry.

The occurrence of an Iridium Holdings Material Adverse Effect or a GHQ Material Adverse Effect provides grounds for the other party not to consummate the acquisition and to terminate the transaction agreement if such occurrence of an Iridium Holdings Material Adverse Effect or a GHQ Material Adverse Effect would cause the conditions set forth in the transaction agreement not to be satisfied and such condition is incapable of being satisfied by the End Date (as defined below).

Principal Covenants

General

Iridium Holdings, GHQ and the Sellers have agreed to perform certain covenants in the transaction agreement. The principal covenants are as follows:

- use reasonable best efforts to obtain, as promptly as practicable, all approvals and consents that are required to be obtained in order to complete the acquisition;
- promptly notify the other parties when a party becomes aware that any consent or approval is required in connection with the transactions contemplated by the transaction agreement, any notice or other communication from any governmental authority with respect to the transactions contemplated by the transaction agreement is received, or any material actions, suits, claims, investigations or proceedings are commenced or to its knowledge threatened against Iridium Holdings or its subsidiaries or against GHQ before any arbitrator or governmental authority;
- make the filings required under the HSR Act with respect to the acquisition and cooperate with the other parties in making their respective filings;

- cooperate and make all filings with the FCC for its consent to the transactions contemplated by the transaction agreement;
- use reasonable best efforts to prepare, file and diligently prosecute all applications required to be filed with non-U.S. governmental authorities for consent to the transactions contemplated by the transaction agreement, to cooperate in the filing of such applications and keep the other parties promptly apprised of any inquiries or requests for information from any non-U.S. governmental authorities;

Table of Contents

- cooperate and use reasonable best efforts to make filings with or deliver required notifications, to the extent legally required or deemed appropriate by the parties, to the DoD and U.S. security agencies, the Committee on Foreign Investment in the United States, the Office of Foreign Assets Control, Department of the Treasury and any filings or notifications required to be made under the Arms Export Control Act of 1976 and the ITAR;
  - cooperate with one another in connection with the preparation of the filing of this proxy statement; and
- consult with each other prior to issuing any press release, making any public statement or scheduling any press conference or conference call with investors with respect to the transaction agreement and the transactions contemplated thereby, except as may be required by law or any listing agreement or rule of any national securities exchange or association.

Each party has agreed to comply with any condition imposed on it by the FCC in connection with the granting of its consent to the consummation of the transactions contemplated by the transaction agreement and with any condition imposed on it by any similar order of a non-U.S. governmental authority, except that no party shall be required to comply with a condition if the condition was imposed as a result of a circumstance the existence of which does not constitute a breach by the party of its representations, warranties, covenants obligations or agreement under the transaction agreement or the compliance with the condition would result in or cause an Iridium Holdings Material Adverse Effect or a GHQ Material Adverse Effect.

Interim covenants relating to Iridium Holdings, Baralonco and Syncom. Under the transaction agreement, Iridium Holdings is required to, and has agreed to use its reasonable best efforts to cause its subsidiaries to, conduct its business in the ordinary course consistent with past practice, maintain in effect all of its licenses and permits and manage its working capital (including the timing of collection of accounts receivable and of the payment of accounts payable) in the ordinary course of business consistent with past practice. The most significant activities that each of Iridium Holdings, Baralonco and Syncom have agreed not to do, and to not permit any of their respective subsidiaries to do, except with the consent of GHQ (which consent cannot be unreasonably withheld or delayed) and subject to certain exceptions, are as follows:

- amend its charter documents (whether by merger, consolidation or otherwise);
- split, combine or reclassify any shares of its capital stock or of any subsidiary or declare, set aside or pay any dividend or other distribution in respect of any shares of its capital stock or of any subsidiary or redeem or repurchase or otherwise acquire or offer to redeem or repurchase any shares of its capital stock (or securities convertible or exchangeable for capital stock) or of any subsidiary;
- issue, deliver or sell or authorize the issuance, delivery or sale of any shares of capital stock (or securities convertible into or exchangeable for capital stock);
- acquire (by merger, consolidation, acquisition of stock or assets or otherwise), directly or indirectly, any material assets, securities, material properties, other than in the ordinary course of business in a manner consistent with past practice;
- sell, lease or otherwise transfer or incur any lien on any material assets, securities, material properties or businesses, other than in the ordinary course of business in a manner consistent with past practice;
- make any loans, advances, capital contributions to or investments in any other person, other than in the ordinary course of business in a manner consistent with past practice;

- with respect to Iridium Holdings and its subsidiaries, create, incur, assume, suffer to exist or otherwise be liable with respect to any indebtedness for borrowed money or guarantees thereof having an aggregate principal amount (together with all other indebtedness for borrowed money or guarantees thereof of Iridium Holdings or its subsidiaries) outstanding at any time greater than the sum of Iridium Holdings' existing credit facilities and the note and, with respect to Baralonco and Syncom, create, incur, assume, suffer to exist or otherwise be liable with respect to any indebtedness for borrowed money or any guarantees thereof;
  - enter into any hedging arrangements;

Table of Contents

- enter into any agreement or arrangement that limits or otherwise restricts in any material respect Iridium Holdings and its subsidiaries and affiliates or Baralonco and Syncom and their respective subsidiaries and affiliates, from engaging in or competing in any line of business, in any location, or with any person except in the ordinary course of business consistent with past practice, waive, release or assign any material rights, claims or benefits;
- except as required by any pre-existing contractual obligation expressly disclosed to GHQ, law or existing employee benefits plan of Iridium Holdings (i) grant or increase any severance or termination pay (or amend any existing arrangement with) any director or officer, (ii) increase benefits payable under any existing severance or termination pay policies or employment agreements in respect of any officer or director, (iii) enter into any employment or deferred compensation or other similar agreement (or amend any such existing agreement) with any director or officer, (iv) establish or adopt or amend any collective bargaining, bonus, profit-sharing, thrift, pension, retirement, deferred compensation, compensation, stock option, restricted stock or other benefit plan or arrangement covering any director or officer or (v) increase material compensation, bonus or other benefits payable to any director of officer, in each case, other than in the ordinary course of business in a manner consistent with past practice;
  - change methods of accounting, except as required by concurrent changes in law or GAAP;
- settle or propose to settle (i) any material litigation, investigation, arbitration, proceeding or other claim before any arbitrator or governmental authority, (ii) any equityholder litigation against Iridium Holdings, Baralonco or Syncom or any of their respective current or former officers or directors before any governmental authority or (iii) any litigation, arbitration or proceeding that relates in any way to the transaction contemplated by the transaction agreement before any arbitrator or governmental authority;
- make or change any material tax election, change any annual tax accounting period, adopt or change any method of tax accounting, materially amend any tax returns or file claims for material tax refunds, enter any material closing agreement, settle any material tax claim, audit or assessment, or surrender any right to claim a material tax refund, offset or other reduction in tax liability;
- apply to the FCC or any non-U.S. governmental authority for any license, construction permit, authorization or any modification thereto that would materially restrict the present operations of any satellites owned by Iridium Holdings or its subsidiaries; or
  - agree, resolve or commit to do any of the foregoing.

Interim covenants relating to GHQ. Under the transaction agreement, GHQ is required to, and has agreed to use its reasonable best efforts to, conduct its business in the ordinary course consistent with past practice and maintain in effect all of its licenses and permits in the ordinary course of business consistent with past practice. The most significant activities that GHQ has agreed not to do, are as follows:

- amend its charter documents (whether by acquisition, consolidation or otherwise);
  - split, combine or reclassify any shares of capital stock of GHQ or other equity securities or declare, set aside or pay any dividend or other distribution in respect of the capital stock of GHQ or other equity securities, or redeem, repurchase or otherwise acquire or offer to redeem, repurchase or otherwise acquire any capital stock or other equity securities of GHQ;
- issue, deliver or sell or authorize the issuance, delivery or sale of, any capital stock or other equity securities of GHQ or amend any term of any capital stock or other equity securities of GHQ (in each case whether by



acquisition, consolidation or otherwise);

- acquire (by acquisition, consolidation, acquisition of stock or assets or otherwise), directly or indirectly, any assets, securities, properties or businesses, other than in the ordinary course of business in a manner consistent with past practice;
- sell, lease or otherwise transfer, or to create or incur any lien on, any assets, securities, properties, or businesses, other than in the ordinary course consistent with past practice;

Table of Contents

- make any loans, advances or capital contributions to, or investments in, any other person;
- create, incur, assume, suffer to exist or otherwise be liable with respect to any indebtedness for borrowed money or guarantees thereof;
  - enter into any hedging arrangements;
- enter into any agreement or arrangement that limits or otherwise restricts in any respect GHQ or any successor thereto that could, after the closing of the acquisition, limit or restrict in any respect GHQ or any of its subsidiaries from engaging or competing in any line of business in any location with any person or, except in the ordinary course of business consistent with past practice, otherwise waive, release or assign any material rights, claim or benefits of GHQ;
  - increase compensation or bonus payable to any director or officer;
- change methods of accounting, except as required by concurrent changes in law or GAAP;
- settle or offer or propose to settle, (i) any material litigation, investigation, arbitration, proceeding or other claim involving or against GHQ, (ii) any equityholder litigation against GHQ or (iii) any litigation, arbitration, proceeding or dispute that relates to the transactions contemplated by the transaction agreement;
- make or change any material tax election, change any annual tax accounting period, adopt or change any method of tax accounting, materially amend any tax returns or file claims for material tax refunds, enter any material closing agreement, settle any material tax claim, audit or assessment, or surrender any right to claim a material tax refund, offset or other reduction in tax liability; or
  - agree, resolve or commit to do any of the foregoing.

2009 Plan

Prior to or on the date of the closing of the acquisition, GHQ has agreed to adopt a long-term equity incentive plan pursuant to which options to purchase GHQ common stock and/or awards of restricted shares of GHQ common stock will be granted. Under the 2009 Plan, GHQ will reserve 8.0 million shares of its common stock for issuance under the 2009 plan and will register those shares under the Securities Act. Please see Proposal IV – Adoption of the Incentive Option Plan.

Access to Information

Until the closing date, the Sellers agree to provide GHQ and its representatives reasonable access during normal business hours, upon prior notice, to the office, properties, books and records of Iridium Holdings, its subsidiaries and of Baralonco and Syncom, furnish financial and operating data as GHQ or its representatives may reasonably request and to cause the employees, counsel and financial advisors of Iridium Holdings and its subsidiaries to cooperate with GHQ. GHQ has also agreed to provide Iridium Holdings and its representatives reasonable access during normal business hours, upon prior notice, to the office, properties, books and records of GHQ, furnish financial and operating data as Iridium Holdings or its representatives may reasonably request and to cause the employees, counsel and financial advisors of GHQ, as applicable, and its subsidiaries to cooperate with GHQ.

Sales and Transfer Taxes

All transfer, documentary, sales, use, stamp, registration and other taxes and fees (including any penalties and interest) incurred in connection with the transactions contemplated by the transaction agreement will be borne equally by GHQ, on the one hand, and the Sellers, on the other hand. The party having responsibility for the payment of the tax will prepare and file all necessary tax returns and other documentation, with the cost of the preparation of the filing to be borne by Iridium Holdings.

#### Distributions

Iridium Holdings is not permitted to, directly or indirectly, pay any cash or other dividends or make any cash or other distributions to any of its equityholders at any time prior to the closing of the acquisition, except Iridium

## Table of Contents

Holdings may make cash distributions to its equityholders of up to an aggregate of \$37.9 million. On November 3, 2008, Iridium Holdings made distributions totaling \$13,568,393 to Baralonco and \$5,136,346 to Syncom as part of the cash distributions of an aggregate of \$37.9 million that Iridium Holdings made to its equityholders. Baralonco and Syncom may distribute their allocable portion of any permitted Iridium Holdings distribution and may distribute any net cash to their equityholders.

### Directors and Officers of GHQ After the Acquisition

GHQ and Iridium Holdings have each agreed to take all necessary action to ensure that two individuals designated by Greenhill who currently serve on GHQ's board of directors, three of Iridium Holdings' current directors, the current chief executive officer of Iridium Holdings, one representative of Baralonco, one representative of Syncom and two of the current independent directors of GHQ continue to serve or are appointed to serve, as the case may be, as directors of GHQ, to be effective immediately after the closing of the acquisition. The current officers of GHQ will resign at the closing of the acquisition and the current officers of Iridium Holdings will continue to serve in their current positions after the closing of the acquisition.

### Indemnification for Officers and Directors

All rights to indemnification for acts or omissions occurring through the closing date that now exist in favor of current officers and directors of Iridium Holdings and GHQ will survive the closing of the acquisition and continue in full force and effect. To the fullest extent allowed by applicable law, from the closing to the sixth anniversary of the closing of the acquisition, GHQ will cause Iridium Holdings, its subsidiaries and any successor to GHQ to indemnify and hold harmless each former and present (as of the closing of the acquisition) officer and director of GHQ, Iridium Holdings and its subsidiaries against any costs incurred in connection with any claim, action, suit, proceeding or investigation arising out of actions taken by them in their capacity as an officer or director prior to the closing of the acquisition.

For a period of six years following the closing of the acquisition, GHQ will cause to be maintained in effect the current directors' and officers' liability insurance policies (or policies of at least the same coverage amounts containing terms and conditions which are no less advantageous) of Iridium Holdings and GHQ with respect to claims arising from facts and circumstances prior to the closing of the acquisition. In the case of Iridium Holdings' insurance policy, GHQ shall not be required to pay an aggregate premium for the directors' and officers' liability insurance in excess of 300% of the annual premium Iridium Holdings paid in its last full fiscal year.

### Amendment and Restatement of GHQ's Certificate

Prior to closing of the acquisition, GHQ has agreed to amend and restate our certificate to, among other things, change our name to "Iridium Communications Inc.", permit GHQ's continued existence after February 14, 2010 and increase the number of our authorized shares of common stock. See "Proposal II—Approval of the Amended and Restated Certificate of Incorporation."

### Exclusivity; No Solicitation

Iridium Holdings and the Sellers have agreed and have agreed to cause their respective affiliates, employees and representative not to, directly or indirectly, solicit or enter into discussions or transactions with, or encourage or provide information to any person (other than GHQ) concerning any recapitalization, merger, sale (directly or indirectly) of Iridium Holdings or its assets. Additionally, GHQ has agreed, and has agreed to cause its affiliates, employees and representatives not to, directly or indirectly, solicit or enter into discussions or transactions or

encourage or provide information to any person (other than Iridium Holdings) concerning a business combination or similar transaction. Iridium Holdings, the Sellers and GHQ have also agreed to terminate and cause their respective affiliates, employees and representatives to terminate any discussions with any person concerning a possible business combination.

#### Special Meeting of GHQ Stockholders

GHQ has agreed to call and hold a special meeting of its stockholders as soon as practicable in accordance with applicable law for the purpose of seeking the approval of our stockholders of the acquisition and other proposals described in this proxy statement.

## Table of Contents

### Fees and Expenses

The parties to the transaction agreement agreed that each party will bear its own fees and expenses. To the extent any fees and expenses are incurred by Iridium Holdings in connection with the transaction agreement and other related agreements and the transactions contemplated thereby, those fees and expenses will be discharged by Iridium Holdings in full on or prior to the closing of the acquisition.

### Convertible Subordinated Promissory Note

The parties have agreed that in the event the closing of the acquisition occurs after September 22, 2009, Greenhill Europe, the holder of the \$22.9 million convertible subordinated promissory note issued by Iridium Holdings will, upon the exercise of its conversions rights under the note be considered a Seller under the transaction agreement and have the right to receive 1,946,500 shares of GHQ common stock at the closing of the acquisition. If the closing of the acquisition occurs prior to September 22, 2009, GHQ and Greenhill Europe will enter into an agreement which will entitle Greenhill Europe to exchange the Iridium Holdings unit into which the note is convertible for shares of GHQ common stock upon the first anniversary of the issuance of the note at an exchange ratio of 23.1936 shares of GHQ common stock per Iridium Holdings unit.

### Conditions to the Closing of the Acquisition

The obligation of GHQ, Iridium Holdings and the Sellers to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by the parties, including the following:

- GHQ stockholder approval of the acquisition, the issuance of GHQ common stock to the Sellers, the amendment of the GHQ certificate of incorporation and the adoption of a stock incentive plan have been obtained and less than 30% of GHQ stockholders have voted against the acquisition and elected to convert their Parent stock into cash;
- no law or injunction shall prohibit the consummation of the transactions contemplated by the transaction agreement;
- the expiration or termination of any applicable waiting periods under the HSR Act (early termination of the applicable waiting period was granted on October 10, 2008);
- all FCC consents with respect to the transactions contemplated by the transaction agreement have been obtained; and
- all actions by or in respect of filings with any other governmental authority required to permit the consummation of the transactions contemplated by the transaction agreement have been taken, made or obtained other than actions or filings the failure of which to take, make or obtain would not reasonably expected to have, individually or in the aggregate, a Material Adverse Effect on Iridium Holdings or GHQ.

The obligation of GHQ to complete the acquisition and related transactions is subject to the requirement that specified conditions must be satisfied or waived by GHQ, including the following:

- Iridium Holdings' and the Sellers' representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or Iridium Holdings Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, and on as of such earlier date), except where the failures of such representations and

warranties to be so true and correct, in the aggregate, would not reasonably be expected to have an Iridium Holdings Material Adverse Effect;

- Iridium Holdings and the Sellers must have performed, in all material respects, their respective obligations to be performed at or prior to the closing of the acquisition;
- each Seller which is receiving shares of GHQ common stock at the closing of the acquisition has executed and delivered the registration rights agreement;

Table of Contents

- the Sellers of Baralonco and Syncom which are receiving shares of GHQ common stock at the closing of the acquisition have executed and delivered pledge agreements;
- the Sellers have effected the contribution of 100% of the issued and outstanding equity interests of Iridium Carrier Holdings LLC and Iridium Carrier Services LLC to Iridium Holdings;
- GHQ has received a certification from Iridium Holdings certifying that 50% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests, or that 90% or more of the value of the gross assets of Iridium Holdings does not consist of U.S. real property interests plus cash or cash equivalents;
- GHQ has received a certification from Baralonco and Syncom that each of them is not, and has not been, a United States real property holding corporation as defined in the Code;
- GHQ has received an affidavit by the custodians of the shares of Baralonco, substantially to the effect that in its capacity as custodian, each has actual knowledge of the ultimate beneficial owner of the shares who has been the ultimate beneficial owner of the shares of Baralonco from the date of Baralonco's formation to the closing of the acquisition; and
- Baralonco has delivered evidence to GHQ that it has repaid all of its outstanding debt and all other liabilities.

The obligation of Iridium Holdings and the Sellers to complete the acquisition and the related transactions is subject to the requirement that specified conditions must be satisfied or waived by Iridium Holdings and the Sellers, including the following:

- GHQ's representations and warranties must be true and correct in all respects (without giving effect to any limitations as to materiality or GHQ Material Adverse Effect contained therein) at and as of the closing of the acquisition (or, to the extent any such representation and warranty specifically states that it refers to an earlier date, on and as of such earlier date), except where the failures of such representations and warranties to be so true and correct, in the aggregate, would not reasonably be expected to have a GHQ Material Adverse Effect;
- GHQ must have performed, in all material respects, its obligations to be performed at or prior to the closing of the acquisition;
- the current officers of GHQ have resigned and the current officers of Iridium Holdings have been duly appointed as officers of GHQ and the directors described above have been duly appointed as directors of GHQ;
- GHQ has made appropriate arrangements to have the trust account disbursed to GHQ immediately prior to the closing of the acquisition;
  - GHQ and its affiliates have executed and delivered the registration rights agreement; and
  - GHQ has executed and delivered the pledge agreements.

We cannot assure you that all of the conditions above will be satisfied or waived or that the acquisition will occur. It is the intent of our board of directors to resolicit stockholders approval for the acquisition if either party waives a material condition to closing detailed above.

Indemnification



The transaction agreement contains indemnification provisions pursuant to which each of the Sellers will indemnify GHQ for the following:

110

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## Table of Contents

- any breaches of representations and warranties made by such Seller (determined without regard to any qualification or exception contained therein relating to materiality or any similar qualification or standard); and
- any breaches of covenants or agreement made or performed by such Seller pursuant to the transaction agreement.

Each Seller's maximum liability for all claims for indemnification pursuant to the transaction agreement shall not exceed the sum of (i) the cash consideration received by such Seller and (ii) the product of the number of shares of GHQ common stock received by Seller and \$10.00. Baralonco and Syncom have indemnification obligations with respect to pre-closing tax liabilities. In the case of the pre-closing tax indemnity given by each of Baralonco and Syncom, the maximum liability for Syncom shall not exceed \$3.0 million and for Baralonco shall not exceed \$15.0 million. In support of their indemnity obligations under the transaction agreement, the seller of the Syncom shares has agreed to pledge to GHQ 300,000 shares of GHQ common stock it receives at the closing of the acquisition for a period of nine months post-closing and the seller of the Baralonco shares agrees to pledge 1.5 million shares of GHQ common stock it receives at the closing of the acquisition for a period of two years post-closing.

## Termination

The transaction agreement may be terminated at any time prior to the closing of the acquisition in the following circumstances:

- by mutual written consent of Iridium Holdings and GHQ;
- by either Iridium Holdings or GHQ if the acquisition is not consummated by 75 days from April 28, 2009 (if all required regulatory approvals have been obtained) or February 14, 2010 (if the only condition to closing still not fulfilled as of 75 days from April 28, 2009, is the obtaining of all regulatory approvals) (the "End Date");
- by either Iridium Holdings or GHQ if any material law or final, non-appealable order prohibits the consummation of the transactions contemplated by the transaction agreement;
- by either Iridium Holdings or GHQ if the stockholders of GHQ fail to approve at the GHQ special meeting or any adjournment thereof the adoption of the transaction agreement, the issuance of GHQ common stock to the Sellers, the amendment of GHQ's certificate of incorporation and the adoption of a stock incentive plan;
- by GHQ if there has been a breach by Iridium Holdings or a Seller of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of that party to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date;
- by Iridium Holdings if there has been a breach by GHQ of any representation or warranty or failure to perform any covenant or obligation that would result in the failure of GHQ to satisfy a condition to the closing, and such condition is incapable of being satisfied by the End Date; or
- by Iridium Holdings if the special meeting has not been held within 90 days of this proxy statement being cleared by the SEC.

## Effect of Termination and Remedies

If the transaction agreement is validly terminated, there will be no liability or obligation on the part of any party (or any stockholder, member, director, officer, employee, agent, consultant or representative of such party) to the other

parties thereto, except certain limited provisions of the transaction agreement will survive such termination. In addition, each party will be responsible for its breach of the transaction agreement if such termination shall result from the willful:

- failure of any party to fulfill a condition to the performance of the obligations of the other party; or

## Table of Contents

- failure of any party to perform a covenant in the transaction agreement.

Each party to the transaction agreement has agreed that the other parties will be entitled to seek an injunction to prevent breaches of the transaction agreement and to seek specific performance of the provisions of the transaction agreement.

### Termination Fee

GHQ agrees to pay a termination fee of \$5 million in cash, shares of GHQ common stock or a combination thereof if the transaction agreement is terminated under all of the following circumstances:

- stockholders of GHQ fail to approve at the GHQ special meeting or any adjournment thereof the adoption of the transaction agreement, the issuance of GHQ common stock to the Sellers, the amendment of GHQ's certificate of incorporation and the adoption of a stock incentive plan;
- GHQ fails to use reasonable best efforts to obtain the necessary approvals to consummate the acquisition, including obtaining stockholder approval, SEC clearance of the proxy statement and antitrust clearance; and
  - thereafter, GHQ consummates an initial business combination (other than with Iridium Holdings).

The receipt of such cash or shares of GHQ stock, as the case may be, shall be the exclusive remedy of Iridium Holdings and the Sellers and their respective affiliates with respect to a failure to use reasonable best efforts as described above and Iridium Holdings and the Sellers and their respective affiliates shall have waived any other rights and claims they may have against GHQ, whether in law or in equity, relating to the transaction agreement following receipt of such cash or shares of GHQ stock. Notwithstanding the foregoing, if prior to ten business days immediately following the termination of the transaction agreement, Iridium Holdings notifies GHQ in writing that it believes in good faith that GHQ has committed a willful breach of this Agreement, then the termination fee obligation of GHQ shall not come into effect and Iridium Holdings shall have the right to pursue its remedies for willful breach of the transaction agreement against GHQ, subject to other limitations set forth in the transaction agreement.

### Waiver of Claims Against the Trust Account

The Sellers and Iridium Holdings have waived any claims against GHQ's trust account, and have agreed that prior to closing of the acquisition they do not have, directly or indirectly, any right, title, interest or claim of any kind to the monies in the trust account and have waived any such claim they may have in the future as a result of or arising out of, the transaction agreement, and other transaction documents or any negotiations, contracts, or agreements with GHQ or any of its affiliates or representatives and will not seek recourse, directly or indirectly, against the trust account for any reason whatsoever.

### Governing Law

The acquisition agreement is governed by the laws of the State of Delaware, without giving effect to any conflict or choice of law provision that would result in the imposition of another state's law.

### Jurisdiction

Prior to the closing of the acquisition, any suit, action or proceeding seeking to enforce any provision of, or based on any matter arising out of or in connection with, the transaction agreement or the transactions contemplated under the

transaction agreement will be brought in the U.S. District Court located in the state of Delaware or any Delaware state court.

#### Tax Matters

GHQ and the Sellers agree to reasonably cooperate on certain tax matters. Iridium Holdings agrees to have in effect an election under Section 754 of the Code for the taxable year with respect to which the closing of the acquisition will occur. With respect to tax periods ending on or before the date of the closing of the acquisition, the transaction agreement sets forth certain procedures to be followed by GHQ and the Sellers with respect to (a) the

Table of Contents

filing of tax returns of each blocker entity and the payment by each blocker entity Seller of pre-closing tax liability of the applicable blocker entity and (b) tax audits of Iridium Holdings.

113

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Table of Contents

OTHER TRANSACTION AGREEMENTS

The following is a summary of the material terms of other agreements that the parties to the transaction agreement or their affiliates will enter into immediately prior to or as of the closing of the acquisition. For more information, you should read each such transaction agreement filed as an annex to this proxy statement.

Note Purchase Agreement

Concurrently with the signing of the original agreement, Iridium Holdings and Greenhill Europe entered into an agreement to purchase the note. The closing of the purchase of the note occurred on October 24, 2008, following receipt by Iridium Holdings of the consent of its lenders to the issuance of the note. The representations and warranties of Iridium Holdings in the note purchase agreement are substantially the same as those in the transaction agreement. These representations and warranties survive until the earlier of October 24, 2009 and the closing of transactions contemplated by the transaction agreement.

Greenhill Europe has the option to convert the note into Iridium Holdings units upon the later to occur of (i) October 24, 2009 and (ii) the closing or the termination of the transaction agreement. If the closing of the acquisition occurs after September 22, 2009, upon the exercise of its conversion rights, Greenhill Europe will be entitled to receive 1,946,500 shares of GHQ common stock. If the closing occurs prior to September 22, 2009, GHQ and Greenhill Europe will enter into an agreement which will entitle Greenhill Europe to exchange, upon the first anniversary of the issuance of the note, each Iridium Holding unit into which the note is converted for 23.1936 shares of GHQ common stock.

Registration Rights Agreement

At the closing of the acquisition, GHQ will enter into a registration rights agreement with each Seller who receives GHQ common stock at the closing, our founding stockholder and our initial other stockholders, pursuant to which each such person will be granted certain registration rights with respect to the registration of its GHQ common stock.

This registration rights agreement will supersede the existing registration rights agreement among GHQ, our founding stockholder and our initial stockholders.

GHQ will be required to file a shelf registration statement and will use its reasonable best efforts to have the shelf registration statement declared effective by the SEC within six months of the closing of the acquisition to permit these holders to sell their GHQ common stock.

GHQ will be required to conduct underwritten public offerings to permit holders of at least 3.0 million shares of common stock to sell their shares upon demand, but GHQ will not be required to effect more than one demand registration in any six-month period following an effective registration statement.

All of the stockholders party to the registration rights agreement will also be permitted to include their GHQ common stock in certain registered offerings conducted by GHQ after the closing of the acquisition.

Each of the stockholders party to the registration rights agreement will not sell, pledge, establish a "put equivalent position," liquidate or decrease a "call equivalent position," or otherwise dispose of or transfer any GHQ securities for a period of one year after the closing date of the acquisition; provided that the board of directors of GHQ may authorize an underwritten public offering at any time beginning six months after the closing date, which will be subject to the registration rights detailed in the registration rights agreement. In addition, each stockholder may pledge up to 25% of its GHQ shares as collateral to secure cash borrowing from a third party financial institution so long as such financial

institution agrees to be subject to these transfer restrictions.

The full text of the form of the registration rights agreement to be entered into at the closing of the acquisition is attached to this proxy statement as Annex D.



Table of Contents

Pledge Agreements

At the closing of the acquisition, GHQ will enter into pledge agreements with each of the sellers of the stock of Baralonco and Syncom to secure their indemnification obligations under the transaction agreement. Pursuant to the terms of the pledge agreements, the sellers of the stock of Baralonco and Syncom will pledge their shares of GHQ common stock that they receive at the closing of the acquisition to GHQ. The seller of Baralonco will pledge 1.5 million shares of GHQ common stock for a period of two years following the closing of the acquisition, and the seller of Syncom will pledge 300,000 shares of GHQ common stock for a period of nine months following the closing of the acquisition.

The full text of the form of the pledge agreement to be entered into at the closing of the acquisition is attached to this proxy statement as Annex C.

Letter Agreements

At the closing of the acquisition, our founding stockholder has agreed to forfeit the following GHQ securities which it currently owns: (1) 1,441,176 shares of our common stock purchased as part of the unit purchase on November 13, 2007; (2) 8,369,563 warrants purchased as part of the unit purchase on November 13, 2007; and (3) 4,000,000 warrants purchased in a private placement on February 21, 2008.

Table of Contents

THE SPECIAL MEETING

General

This proxy statement is being furnished to our stockholders as part of our solicitation of proxies for use at the special meeting in connection with our proposed acquisition of Iridium Holdings. This document provides you with the information you need to know to be able to vote or instruct your vote to be cast at the special meeting.

Date, Time and Place

GHQ will hold the special meeting at 4:00 p.m., Eastern Time, on September 23, 2009, at the Waldorf-Astoria Hotel, 301 Park Avenue, New York, NY, to vote on the proposals described below and elsewhere in this proxy statement.

Purpose of the Special Meeting

At the special meeting, we are asking holders of GHQ's common stock to:

- approve the acquisition of Iridium Holdings pursuant to the transaction agreement and the transactions contemplated by the transaction agreement;
- approve an amended and restated certificate of incorporation for GHQ, to be effective upon completion of the acquisition, to, among other things:
  - change our name to "Iridium Communications Inc.,"
  - permit our continued existence after February 14, 2010,
  - increase the number of authorized shares of common stock, and
  - eliminate the different classes of our board of directors;
  - approve the issuance of GHQ shares in the acquisition;
- adopt a proposed stock incentive plan to be effective upon completion of the acquisition; and
- adopt a proposal to authorize the adjournment of the special meeting to a later date or dates, including, if necessary, to solicit additional proxies in favor of the foregoing proposals if there are not sufficient votes in favor of any of our proposals.

Recommendation of the GHQ Board

The GHQ board of directors has unanimously determined that it is advisable and in the best interests of GHQ and its stockholders to approve the acquisition of Iridium Holdings pursuant to the transaction agreement and the other transactions contemplated by the acquisition agreement, and that the fair market value of Iridium Holdings is equal to at least 80% of the balance in GHQ's trust account (excluding deferred underwriting discounts and commissions at the time of the acquisition). In addition, our board of directors has unanimously approved and declared advisable and in the best interests of GHQ and its stockholders to approve or adopt our certificate proposal, share issuance proposal, stock incentive plan proposal and adjournment proposal. Accordingly, the GHQ board of directors unanimously

recommends that GHQ's common stockholders:

- vote "FOR" the acquisition proposal;
- vote "FOR" the amended and restated certificate proposal;
  - vote "FOR" the share issuance proposal;
- vote "FOR" the stock incentive plan proposal; and

## Table of Contents

- vote “FOR” the adjournment proposal.

### Record Date; Who Is Entitled to Vote

The record date for the special meeting is August 27, 2009. Record holders of GHQ’s common stock at the close of business on the record date are entitled to vote or have their votes cast at the special meeting. On the record date, there were 48,500,000 outstanding shares of GHQ’s common stock, which includes 8,369,563 shares held by our founding stockholder.

Each share of GHQ’s common stock is entitled to one vote per share at the special meeting. GHQ’s outstanding warrants do not have voting rights.

### Quorum

Stockholders holding a majority of our outstanding common stock (whether or not held by public stockholders) at the close of business on the record date must be present, in person or by proxy, to constitute a quorum and a quorum is required to approve our proposals.

### Voting Your Shares

Each share of GHQ’s common stock that you own in your name as of the close of business on the record date entitles you to one vote. Your proxy card shows the number of shares of GHQ’s common stock that you own. There are two ways to vote your shares of GHQ’s common stock at the special meeting:

- You can vote by signing and returning the enclosed proxy card. If you vote by proxy card, your “proxy,” whose name is listed on the proxy card, will vote your shares as you instruct on the proxy card. If you sign and return the proxy card but do not give instructions on how to vote your shares, your shares will be voted as recommended by GHQ’s board of directors “FOR” the approval of the acquisition proposal, the certificate proposal, the share issuance proposal, the stock incentive plan proposal and the adjournment proposal. If you hold your shares through a bank or broker you may also be able to vote via telephone or Internet. Please follow the instructions on the proxy card sent by your bank or broker for directions.
- You can attend the special meeting and vote in person. We will give you a ballot when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must get a proxy from the broker, bank or other nominee. That is the only way we can be sure that the broker, bank or nominee has not already voted your shares. Please contact your bank, broker or other nominee for assistance in attending the special meeting.

**IF YOU DO NOT VOTE YOUR GHQ SHARES IN ANY OF THE WAYS DESCRIBED ABOVE, IT WILL HAVE THE SAME EFFECT AS A VOTE AGAINST THE ACQUISITION PROPOSAL BUT YOU WILL NOT HAVE THE RIGHT TO EXERCISE YOUR CONVERSION RIGHTS TO RECEIVE A PRO RATA PORTION OF THE CASH VALUE OF YOUR SHARES IN THE TRUST ACCOUNT OF GHQ.**

### Who Can Answer Your Questions About Voting Your Shares

If you have any questions about how to vote or direct a vote in respect of GHQ’s common stock, you may call MacKenzie Partners, Inc. our proxy solicitor, toll free at (800) 322-2885 or collect at (212) 929-5500 or via email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

No Additional Matters May Be Presented at the Special Meeting

The special meeting has been called only to consider the approval of the acquisition proposal, the certificate proposal, the share issuance proposal, the stock incentive plan proposal, and the adjournment proposal and any other matters that may be properly brought before the special meeting or at any adjournments or postponements thereof. Under GHQ's bylaws, no other matters may be considered at the special meeting if they are not included in the notice of the meeting.

## Table of Contents

### Revoking Your Proxy

If you give a proxy, you may revoke it at any time before it is exercised by doing any one of the following:

- You may send another proxy card with a later date;
- If you have voted via telephone or Internet you may recast your vote using either method by following the instruction on the proxy card sent by your bank or broker;
- You may notify GHQ in writing before the special meeting that you have revoked your proxy; or
- You may attend the special meeting, revoke your proxy and vote in person.

### Vote Required of GHQ's Stockholders

- Acquisition proposal. The affirmative vote of holders of a majority of the IPO shares voted at the special meeting represented in person or by proxy is required to approve the acquisition proposal. However, the acquisition proposal will not be approved if the holders of 30% or more of the IPO shares vote against the acquisition proposal and properly exercise their rights to convert such IPO shares into cash.
- Certificate proposal. The affirmative vote of holders of a majority of our outstanding shares of our common stock is required to approve the certificate proposal, and approval is conditioned upon approval of the acquisition proposal.
- Share issuance proposal. The affirmative vote of holders of a majority of our outstanding shares of our common stock represented in person or by proxy at the special meeting and entitled to vote thereon is required to approve the share issuance proposal, and approval is conditioned upon approval of the acquisition proposal.
- Stock incentive plan proposal. The affirmative vote of the holders of a majority of our outstanding shares of our common stock represented in person or by proxy at the special meeting and entitled to vote thereon is required to approve the stock incentive plan proposal, and approval is conditioned upon approval of the acquisition proposal.
- Adjournment proposal. The affirmative vote of the holders of a majority of our outstanding shares of our common stock represented in person or by proxy at the special meeting is required to approve the adjournment proposal.

Because the approval of the acquisition proposal is a condition to the approval of the other proposals (other than the adjournment proposal), if the acquisition proposal is not approved, the other approvals will not take effect (other than the adjournment proposal).

### Abstentions and Broker Non-Votes

An abstention is not an affirmative vote in favor of any proposal but adds to the number of shares present in person or by proxy and counted for purposes of determining the presence of a quorum. If you abstain from voting, it will have the same effect as a vote against the certificate proposal, the share issuance proposal, the stock incentive plan proposal and the adjournment proposal.

A failure to vote by not returning a signed proxy card, voting by telephone or Internet or not voting in person at the special meeting will have no impact upon the acquisition proposal, the share issuance proposal, the stock incentive

plan proposal or the adjournment proposal. Because the certificate proposal requires the affirmative vote of a majority of the outstanding shares, a failure to vote will have the effect of a vote against the certificate proposal.

If you hold shares of our common stock in “street name” through a broker or other nominee, your broker or nominee will not vote your shares on the acquisition proposal, the certificate proposal and the stock incentive plan proposal unless you provide instructions on how to vote. You should instruct your broker or nominee how to vote your shares by following the directions your broker or nominee will provide to you. If you do not provide instructions to your broker or nominee, your broker will not vote your shares on the acquisition proposal, the

## Table of Contents

certificate proposal and the stock incentive plan proposal. If you do not give your broker voting instructions and the broker does not vote your shares, this is referred to as a “broker non-vote.” Broker non-votes are counted for purposes of determining the presence of a quorum but are not treated as shares entitled to vote on the matter as to which authority to vote is withheld by the broker. Because the certificate proposal requires an affirmative vote of a majority of the outstanding shares, a broker non-vote will have the same effect as a vote against the proposal. Broker non-votes will have the same effect as a vote against the share issuance proposal and the adjournment proposal, but will have no effect on the acquisition proposal and the stock incentive plan proposal.

### Conversion Rights

Each holder of IPO shares has a right to convert the IPO shares into a pro rata portion of our trust account (before payment of deferred underwriting discounts and commissions and including interest earned on their pro rata portion of the trust account, net of income taxes payable on such interest, net of franchise taxes and net of interest income of up to \$5.0 million, subject to adjustment, on the trust account balance previously released to us to fund our working capital requirements), payable in cash, if such holder votes against the acquisition proposal, such holder follows the specific procedures for conversion set out in this section and the acquisition is completed. Such IPO shares would then be converted into cash at the per share conversion price on the completion date of the acquisition. It is anticipated that the funds to be distributed to holders who properly elect to convert their IPO shares will be distributed promptly after completion of the acquisition.

Voting against the acquisition proposal alone will not result in the conversion of IPO shares into a pro rata portion of the trust account; to convert their IPO shares, a holder of IPO shares must properly exercise the conversion rights as described below by following the specific procedures for conversion set forth below.

In connection with a vote on our acquisition proposal, the holders of IPO shares may elect to vote a portion of their shares for and a portion of their IPO shares against the acquisition proposal. If the acquisition proposal is approved and completed, the holders of IPO shares who vote against the acquisition proposal and properly elect to convert a portion of the IPO shares will receive the conversion price with respect to those shares and may retain any other shares they own.

Notwithstanding the foregoing, a stockholder, together with any affiliate of his, her or it or any person with whom he, she or it is acting in concert or as a partnership, syndicate or other group for the purpose of acquiring, holding, disposing, or voting of GHQ’s securities, will be restricted from seeking conversion rights with respect to more than 10% of the IPO shares.

We will not complete the acquisition and will not convert any IPO shares into cash if stockholders owning 30% or more of the IPO shares both vote against the acquisition proposal and properly exercise their conversion rights.

Holders of IPO shares who convert their IPO shares into cash would still have the right to exercise any warrants that they continue to hold.

The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above) calculated as of two business days prior to the completion of the acquisition (ii) by the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and



properly exercise their conversion right will be approximately \$10.00 at the time of the closing of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years.

By exercising these conversion rights, a holder of IPO shares will be exchanging the IPO shares for cash and will no longer own the IPO shares.

## Table of Contents

Prior to exercising conversion rights, holders of IPO shares should verify the market price of our shares because such holder may receive higher proceeds from the sale of the IPO shares in the public market than from exercising conversion rights if the market price per IPO share is higher than the conversion price.

To exercise conversion rights, a holder of IPO shares, whether being a record holder or holding the IPO shares in "street name," must tender the IPO shares to our transfer agent and deliver written instructions to our transfer agent: (1) stating that such holder wishes to convert the IPO shares into a pro rata share of the trust account and (2) confirming that such holder has held the IPO shares since the record date and will continue to hold them through the special meeting and the completion of the acquisition.

To tender IPO shares to our transfer agent, the holder must deliver the IPO shares either (1) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, electronically using the Depository Trust Company's DWAC (Deposit/Withdrawal At Custodian) system or, (2) by 12:00 p.m. Eastern Time on the day of the special meeting, or any adjournment or postponement thereof, physically by delivering a share certificate. Any holder who holds IPO shares in street name will have to coordinate with his or her broker to arrange for the IPO shares to be delivered electronically or physically. Any holder who desires to physically tender to our transfer agent IPO shares that are held in street name must instruct the account executive at his or her bank or broker to withdraw the IPO shares from such holder's account and request that a physical certificate be issued in such holder's name. Our transfer agent will be available to assist with this process.

If holder does not deliver written instructions and tenders his or her IPO shares (either electronically or physically) to our transfer agent in accordance with the above procedures, those IPO shares will not be converted into cash.

Any request for conversion, once made, may be withdrawn or revoked at any time before the start (in case of electronic tendering) or at any time before the day (in case of physical tendering) of our special meeting (or any adjournment or postponement thereof), in which case the IPO shares will be returned (electronically or physically) to such holder. Holders of IPO shares who have exercised conversion rights may not thereafter withdraw or revoke their decision to convert their IPO shares into a pro rata portion of the trust account.

If any holder tenders IPO shares (electronically or physically) and the acquisition is not completed, the IPO shares will not be converted into cash and they will be returned (electronically or physically) to such holder.

## Solicitation Costs

GHQ is soliciting proxies on behalf of GHQ's board of directors. This solicitation is being made by mail, but also may be made by telephone, email or in person. GHQ and its directors, officers and employees may also solicit proxies in person, by telephone or by other electronic means. These persons will not be paid for doing this. GHQ has hired MacKenzie Partners, Inc. to assist in the proxy solicitation process. GHQ will pay all fees and expenses related to the retention of this proxy solicitation firm and anticipates that such fees and expenses will be approximately \$15,000.

GHQ will ask banks, brokers and other institutions, nominees and fiduciaries to forward its proxy materials to their principals and to obtain their authority to execute proxies and voting instructions. GHQ will reimburse them for their reasonable expenses.

## Stock Ownership of Directors and Executive Officers

At the close of business on the record date, executive officers and directors of GHQ and their affiliates owned and were entitled to vote 9,409,800 shares of GHQ common stock (including Greenhill), or approximately 19.4% of the

aggregate voting power of GHQ's common stock entitled to vote at the special meeting. In connection with the vote on the acquisition proposal, our founding stockholder, officers and directors, to the extent they own GHQ common stock, have agreed to vote their shares in accordance with the majority of common stock voted by the public stockholders. Our founding stockholder, officers and directors, to the extent they own GHQ common stock, have informed GHQ that it and they intend to vote all of its and their shares "FOR" the other proposals.

Table of Contents

Other Business; Adjournments

We are not currently aware of any other business to be acted upon at the special meeting. If, however, any other matters are properly brought before the special meeting, or any adjourned meeting, the persons named in the enclosed form of proxy, and acting under that proxy, will have discretion to vote or act on those matters in accordance with their best judgment, including to adjourn the meeting.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any adjournment may be made from time to time by approval of the holders of shares representing a majority of the votes present in person or by proxy at the meeting, whether a quorum exists, without further notice other than by an announcement at the meeting.

Householding

Under SEC rules, a single set of annual reports and proxy statements may be sent to any household at which two or more GHQ's stockholders reside if they appear to be members of the same family. Each GHQ stockholder will continue to receive a separate proxy card. The procedure, referred to as householding, reduces the volume of duplicate information GHQ's stockholders receive and reduces mailing and printing expenses for GHQ. Brokers with accountholders who are GHQ stockholders may be householding GHQ's proxy materials. As indicated in the notice previously provided by these brokers to GHQ's stockholders, a single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected GHQ stockholder. Once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a proxy statement, please notify your broker. GHQ stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker.

Table of Contents

INFORMATION ABOUT GHQ

The following section provides summarized information about GHQ as it is at the time of this proxy statement. For a description of GHQ's securities as they would be after the completion of the acquisition of Iridium Holdings, see "Description of GHQ's Securities Following the Acquisition."

Business

General

We are a blank check company formed on November 2, 2007 for the purpose of effecting an acquisition, through a merger capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or assets, which we refer to as our initial business combination. The registration statement for our IPO was declared effective February 14, 2008.

We completed the IPO on February 21, 2008 of 40,000,000 GHQ units and recorded gross proceeds of approximately \$408.0 million consisting of \$400 million from the public offering and \$8.0 million from the sale of private placement warrants to our founding stockholder. Upon the closing of the IPO, GHQ paid \$6.9 million of underwriting fees and placed \$400 million of the total proceeds into the trust account. The remaining approximately \$1.1 million were used to pay offering costs. Each GHQ unit consists of one share of common stock, \$0.001 par value per share, and one warrant to purchase one share of our common stock at an initial exercise price of \$7.00 per share, subject to adjustment. The GHQ units were sold at an offering price of \$10.00 per GHQ unit.

GHQ is not presently engaged in, and will not engage in, any substantive commercial business until the completion of its initial business combination. GHQ intends to utilize the funds held in its trust account and GHQ Common Stock in effecting the acquisition of Iridium Holdings.

Offering Proceeds Held in Trust

A total of approximately \$400.0 million, including \$375.6 million of the net proceeds from the IPO, \$8.0 million from the sale of warrants to our founding stockholder and \$16.4 million of deferred underwriting discounts and commissions, was placed in a trust account at Wachovia Securities, LLC, with American Stock Transfer & Trust Company serving as trustee. The proceeds held in trust will not be released from the trust account until the earlier of the completion of an initial business combination or the liquidation of GHQ. Based on our certificate of incorporation up to a total of \$5.0 million of interest income, subject to adjustment, may be released to GHQ to fund GHQ's working capital requirements, subject to availability. If the acquisition with Iridium Holdings is completed, the trust account will be released to GHQ, less amounts to be paid to stockholders of GHQ who do not approve the acquisition with Iridium Holdings and properly elect to convert their shares of common stock into their pro rata share of the trust account. As of June 30, 2009, the balance in the trust account was approximately \$400.9 million.

Fair Market Value of Target Business

The initial target business that GHQ acquires must have a fair market value equal to at least 80% of the balance of the trust account (excluding deferred underwriting discounts and commissions incurred during our IPO) at the time of such acquisition.

The fair market value of Iridium Holdings' business was determined by GHQ's board of directors based upon standards generally accepted by the financial community, such as actual and potential sales, earnings, cash flow and book value. It was determined that Iridium Holdings had a fair market value equal to at least 80% of the balance in GHQ's

trust account (excluding deferred underwriting discounts and commissions).

#### Stockholder Approval of Initial Business Combination

The affirmative vote of stockholders owning a majority of the IPO shares voting in person or by proxy at the special meeting is required to approve our initial business combination. However, our initial business combination will not be approved if the holders of 30% or more of the IPO shares vote against our initial business combination and properly exercise their rights to convert such IPO shares into cash. In connection with this vote, our founding stockholder, officers and directors, to the extent they own GHQ common stock, have agreed to vote their shares in

## Table of Contents

accordance with the majority of the shares of common stock voted by the public stockholders. Our founding stockholder, officers and directors, to the extent they own GHQ common stock, have also informed us that they intend to vote all their shares “FOR” the other proposals.

### Conversion Rights

In connection with the proposed acquisition, each holder of IPO shares has the right to have their IPO shares converted into a pro rata portion of our trust account, payable in cash, if such holder votes against the acquisition proposal, such holder properly exercises the conversion rights and the acquisition is completed. The actual per-share conversion price will be equal to the quotient determined by dividing (i) the amount then on deposit in our trust account (before payment of deferred underwriting discounts and commissions and including accrued interest net of income taxes on such interest and net of franchise taxes, after distribution of interest income on the trust account balance to us as described above), calculated as of two business days prior to the completion of the acquisition, (ii) by the total number of IPO shares. As of June 30, 2009, the per-share conversion price would have been approximately \$10.02 without taking into account any interest or expenses accrued after such date, but we estimate that the pro rata amount to be received by holders of the IPO shares who vote against the acquisition and properly exercise their conversion right will be approximately \$10.00 at the time of the closing of the acquisition. Any additional amounts will only be payable to such holders of IPO shares in the future once GHQ has completed the filing of its tax returns in respect of the years 2008 and 2009 and received any refunds which may be due to it for such years. See “The Special Meeting—Conversion Rights.”

### Liquidation if No Business Combination

Our certificate provides that we will continue in existence only until February 14, 2010. If our certificate proposal is approved and we complete the proposed acquisition of Iridium Holdings, we will amend this provision in order to permit for our continued existence. If we do not complete an initial business combination by February 14, 2010, our corporate existence will cease except for the purpose of winding up our affairs and liquidating pursuant to Section 278 of Delaware law. Because of this provision in our certificate, no resolution by our board of directors and no vote by our stockholders to approve our dissolution would be required for us to dissolve and liquidate.

### Property

We do not own any real estate or other physical properties materially important to our operation. Our executive offices are currently located at 300 Park Avenue, 23rd Floor, New York, New York 10022. The cost for this space is included in the \$10,000 per-month fee that our founding stockholder charges us for general and administrative services. We believe, based on rents and fees for similar services in the New York City area that the fee charged by our founding stockholder is at least as favorable as we could have obtained from an unaffiliated person. We consider our current office space adequate for our current operations.

### Employees

Scott L. Bok, Robert H. Niehaus, Harold J. Rodriguez, Jr. and Jodi B. Ganz are the four officers of GHQ, and GHQ has no direct employees.

### Legal Proceedings

There is no litigation currently pending against GHQ or any of its executive officers or directors in their capacity as such.





Table of Contents

GHQ MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS

Overview

We are a blank check company formed on November 2, 2007 for the purpose of effecting an acquisition, through a merger capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or assets, which we refer to as our initial business combination. The registration statement for our IPO was declared effective February 14, 2008.

We have neither engaged in any operations nor generated any revenues from operations to date. Our entire activity since inception has been to prepare for and consummate our IPO and thereafter to identify and investigate potential targets for a business combination. We will not generate any operating revenues until completion of a business combination. We will generate, and have generated, non-operating income in the form of interest and dividend income on cash and cash equivalents.

Net income for the period from November 2, 2007 (date of inception) to December 31, 2008 was approximately \$1.7 million, which consisted of approximately \$5.6 million of interest income primarily from the trust account offset by approximately \$2.6 million of formation, general and operating costs and approximately \$1.4 million of provision for income taxes. Net income for year ended December 31, 2008 was approximately \$1.7 million, which consisted of approximately \$5.6 million of interest income primarily from the trust account offset by approximately \$2.3 million of professional fees related to due diligence work incurred in conjunction with our proposed business combination, as well as operating expenses of \$0.3 million and a provision for income taxes of approximately \$1.4 million.

Following the closing of the acquisition, GHQ will record a compensation charge in the amount \$1.3 million and a capital contribution related to the transfer at cost of founding stockholder's units to certain of GHQ's directors.

On June 2, 2009, GHQ filed a shelf registration statement on Form S-3 with the SEC, as may be amended from time to time. The registration statement, when declared effective by the SEC, will allow GHQ to offer and, upon the completion of the acquisition, to sell common stock, preferred stock and debt securities from time to time in amounts, at prices and on terms to be determined at the time of any such offering. GHQ has announced its intention to offer shares of its common stock in an offering to be made pursuant to the registration statement and that will be conditioned upon the closing of the acquisition. The proceeds received from any sale of GHQ securities in the Future Offering may be utilized for general corporate purposes, including the Forward Purchases and the consideration to be paid under the Warrant Purchase Agreements.

Liquidity and Capital Resources

Following our IPO, a total of approximately \$400.0 million, including \$375.6 million of the net proceeds from the IPO, \$8.0 million from the sale of warrants to our founding stockholder and \$16.4 million of deferred underwriting discounts and commissions, was placed in a trust account. If the acquisition is completed, we anticipate that most of the proceeds held in the trust account will be used to acquire the Iridium Holdings units from the Sellers, to pay transaction expenses and to fund capital expenditures for the development and expansion of our operations following the closing of the acquisition. In addition, all or a portion of Iridium Holdings' debt will be prepaid.

Upon the closing of our IPO, we had \$1.1 million in funds available to us outside of the trust account. That amount, together with (i) interest income of up to \$5.0 million on the balance of the trust account that may be released to us for working capital requirements and (ii) additional amounts that may be released to fund our tax liabilities, will be

sufficient to allow us to operate through February 14, 2010, assuming that our initial business combination is not consummated during that time. Over this time period, we anticipate making the following expenditures:

- approximately \$240,000 of expenses in fees relating to our office space and certain general and administrative services;

## Table of Contents

approximately \$4.8 million for general working capital that will be used for miscellaneous expenses including expenses for a proposed initial business combination), such as legal, accounting and other expenses, including due diligence expenses and reimbursement of out-of-pocket expenses incurred in connection with the investigation, structuring and negotiation of our initial business combination, director and officer liability insurance premiums and reserves and expenses of our initial public offering to the extent they exceeded the estimates, legal and accounting fees relating to SEC reporting obligations, brokers' retainer fees, consulting fees and finder's fees; and

- approximately 45% of our net income before tax to fund federal, state and local income taxes.

On June 30, 2009, approximately \$400.9 million was held in trust, of which GHQ had the right to withdraw \$5 million to fund working capital needs relating to the proposed business combination. Since the IPO, GHQ has withdrawn approximately \$5.5 million in total from the trust account; approximately \$2.5 million for working capital purposes and approximately \$3.0 million for the payment of federal, state and local income taxes.

As of June 30, 2009, GHQ has remaining authority to withdraw approximately \$2.5 million of total earnings from the trust account for working capital purposes and to consummate the purchase of our initial business. GHQ is entitled to make additional withdrawals from earnings to the extent necessary, for the payment of federal, state and local income taxes.

We do not believe we will need additional financing following our IPO to meet the expenditures required for operating our business before our initial business combination. However, we will rely on interest earned on the trust account to fund such expenditures and, to the extent that the interest earned is below our expectation, we may have insufficient funds available to operate our business before our initial business combination.

On June 2, 2009, GHQ filed a shelf registration statement on Form S-3 with the SEC, as may be amended from time to time. The registration statement, when declared effective by the SEC, will allow GHQ to offer and, upon the completion of the acquisition, to sell common stock, preferred stock and debt securities from time to time in amounts, at prices and on terms to be determined at the time of any such offering. GHQ has announced its intention to offer shares of its common stock in an offering to be made pursuant to the registration statement and that will be conditioned upon the closing of the acquisition. The proceeds received from any sale of GHQ securities in the Future Offering may be utilized for general corporate purposes, including the Forward Purchases and the consideration to be paid under the Warrant Purchase Agreements.

### Critical Accounting Policies

We have identified the following as our critical accounting policies:

**Cash and Cash Equivalents** — We consider all highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents.

**Concentration of Credit Risk** — We maintain our cash and cash equivalents with a financial institution with high credit ratings. At times, we may maintain deposits in federally insured financial institutions in excess of federally insured (FDIC) limits. However, management believes that we are not exposed to significant credit risk due to the financial position of the depository institution in which those deposits are held. We do not believe the cash equivalents held in the trust account are subject to significant credit risk as the portfolio is invested in assets, which meet the applicable conditions of 2a-7 of the Investment Company Act of 1940. We have not experienced any losses on the trust.

Fair Value of Financial Instruments — Cash and cash equivalents, investments held in the trust account and notes payable are carried at cost, which approximates fair value due to the short-term nature of these investments.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ materially from those estimates.

## Table of Contents

**Earnings per Share** — We calculate earnings per share (“EPS”) in accordance with FASB Statement No. 128, “Earnings per Share” (“SFAS 128”). Basic and diluted EPS is calculated by dividing net income by the weighted-average number of shares of common stock outstanding during the period.

Warrants issued by us in our IPO and private placement are contingently exercisable at the later of one year from the date of the offering and the consummation of a business combination, provided, in each case, there is an effective registration statement covering the shares issuable upon exercise of the warrants. Hence, these are presented in the pro forma diluted EPS.

Pro forma diluted EPS includes the determinants of basic and diluted EPS plus to the extent dilutive, the incremental number of shares of common stock to settle outstanding common stock purchase warrants, as calculated using the treasury stock method.

**Income Taxes** — We comply with the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation N. 48, “Accounting for Uncertainty in Income Taxes,” an interpretation of FASB Statement No. 109 (“FIN 48”), which provides criteria for the recognition measurement, presentation and disclosure of uncertain tax position. A tax benefit from an uncertain position may be recognized only if it is “more likely than not” that the position is sustainable based on its technical merits. We filed our first income tax return on September 15, 2008. Management does not plan on taking any uncertain tax positions when filing our company’s tax returns and consequently we have not recognized any liabilities under FIN 48. We will recognize interest expense and penalties related to uncertain tax positions as an operating expense in our condensed statements of income.

Deferred income taxes are provided for the differences between bases of assets and liabilities for financial reporting and income tax purposes. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

### Recently Issued Accounting Pronouncements

Effective January 1, 2008, GHQ adopted Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” (“SFAS 157”), for assets and liabilities measured at fair value on a recurring basis. SFAS 157 accomplished the following key objectives:

- Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date;
  - Establishes a three-level hierarchy (“valuation hierarchy”) for fair value measurements;
  - Requires consideration of GHQ’s creditworthiness when valuing liabilities; and
  - Expands disclosures about instruments measured at fair value.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the valuation hierarchy and the distribution of GHQ’s financial assets within it are as follows:

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Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement

In February 2007, the FASB issued SFAS No. 159, “Fair Value Option for Financial Assets and Financial Liabilities — Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 permits an entity to

## Table of Contents

elect fair value as the initial and subsequent measurement attribute for many financial assets and liabilities. Entities electing the fair value option would be required to recognize changes in fair value in earnings. Entities electing the fair value option would be required to distinguish, on the face of the balance sheet, the fair value of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. SFAS 159 became effective beginning January 1, 2008. GHQ elected not to measure any eligible items using the fair value option in accordance with SFAS No. 159 and therefore, SFAS No. 159 did not have an impact on GHQ's condensed balance sheets, condensed statements of income and condensed statements of cash flows.

In December 2007, the FASB issued SFAS 141R. SFAS 141R provides revised guidance on how acquirers recognize and measure the consideration transferred, identifiable assets acquired, liabilities assumed, noncontrolling interests, and goodwill acquired in a business combination. SFAS 141R also expands required disclosures surrounding the nature of financial effects of business combinations. SFAS 141R is effective, on a prospective basis, for companies for fiscal years beginning January 1, 2009. GHQ is currently assessing the potential effect of SFAS 141R on its balance sheets, condensed statements of income and condensed statements of cash flows.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS 160"). SFAS 160 establishes requirements for ownership interests in subsidiaries held by parties other than GHQ (sometimes called "minority interests") be clearly identified, presented, and disclosed in the condensed balance sheet within equity, but separate from the parent's equity. All changes in the parent's ownership interests are required to be accounted for consistently as equity transactions and any noncontrolling equity investments in deconsolidated subsidiaries must be measured initially at fair value. SFAS 160 is effective, on a prospective basis, for companies for fiscal years beginning January 2009. However, presentation and disclosure requirements must be retrospectively applied to comparative financial statements. GHQ is currently assessing the impact of SFAS 160 on its condensed balance sheets and condensed statements of income.

In April 2008, the FASB issued FSP FAS 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP FAS 142-3"). FSP FAS 142-3 amends the factors that should be considered in developing a renewal or extension assumptions used for purposes of determining the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"). FSP FAS 142-3 is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141R and other U.S. generally accepted accounting principles. FSP FAS 142-3 is effective for fiscal years beginning after December 15, 2008. Earlier application is not permitted. GHQ will be assessing the potential effect of FSP FAS 142-3 if applicable, once we enter into a business combination.

In October, 2008, the FASB issued FSP FAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP FAS 157-3") which provided additional interpretative guidance on the application of SFAS No. 157 in markets that are not active and provided an illustrative example to demonstrate how the fair value of a financial asset is determined when the market for the financial asset is inactive. FSP FAS 157-3 was effective upon issuance, including for prior periods for which financial statements have not yet been issued. The issuance of interpretative guidance on the application of SFAS No. 157 did not have a material impact on GHQ's condensed financial statements.

### Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet financing arrangements and have not established any special purpose entities. We have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.





Table of Contents

INFORMATION ABOUT IRIDIUM HOLDINGS

For purposes of this Section, the term “Iridium Holdings” refers to Iridium Holdings LLC and its subsidiaries.

Business

Iridium Holdings is the second largest provider of mobile voice and data communications services via satellite, and the only provider of mobile satellite communications services offering 100% global coverage. Iridium Holdings’ satellite network provides communications services to regions of the world where existing wireless or wireline networks do not exist or are impaired, including extremely remote or rural land areas, open ocean, the Polar Regions (defined as those regions at or above 70 degrees latitude) and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters. Demand for Iridium Holdings’ mobile satellite services and products is growing as a result of the increasing need for reliable communications services in all locations.

Iridium Holdings offers voice and data communications services to the U.S. and foreign governments, businesses, non-governmental organizations and consumers via its constellation of 66 in-orbit satellites, seven in-orbit spares and related ground infrastructure, including a primary commercial gateway. Iridium Holdings utilizes an interlinked mesh architecture to route traffic across its satellite constellation using radio frequency crosslinks. This unique architecture minimizes the need for ground facilities to support the constellation, which facilitates the global reach of Iridium Holdings’ services and allows it to offer services in countries and regions where it has no physical presence.

The U.S. government, directly and indirectly, has been and continues to be Iridium Holdings’ largest customer, generating \$67.8 million, or 21.1%, of its total revenues for the year ended December 31, 2008, and \$36.6 million, or 23.1%, of its total revenues for the six months ended June 30, 2009. The Department of Defense (DoD) owns and operates a dedicated gateway that is only compatible with Iridium Holdings’ satellite network. The U.S. Army, Navy, Air Force and Marines, as well as other nations’ military forces, use Iridium Holdings’ voice and data services for a variety of mission-critical applications, including for combat, training and daily operations. In addition to voice and data products used by soldiers for primary and backup communications solutions, Iridium Holdings’ products and related applications are installed in ground vehicles, unmanned aerial vehicles, helicopters and aircraft and used for command and control and situational awareness purposes. Iridium Holdings’ satellite network provides the DoD with a secure communication system because traffic is routed across its satellite constellation before being brought down to earth via the dedicated, secure DoD gateway, thus reducing the risk of electronic jamming and eavesdropping. Since Iridium Holdings’ inception, the DoD has made significant investments to build a dedicated gateway in Hawaii and Iridium Holdings’ handsets and devices, all of which are only compatible with its satellite network. The DoD would have to incur significant time and expense to replicate Iridium Holdings’ network architecture and replace its voice and data services with a competing service provider.

Iridium Holdings’ commercial end-user base, which it views as its primary growth engine, is very diverse and includes the emergency services, maritime, government, utilities, oil and gas, mining, leisure, forestry, construction and transportation markets. Many of Iridium Holdings’ end-users increasingly view its products and services as critical to their daily operations and integral to their communications and business infrastructure. For example, multinational corporations in various sectors use Iridium Holdings’ services for business telephony, email and data transfer services and to provide pay telephony services for employees in communities inadequately served by terrestrial networks. Ship crews and passengers use Iridium Holdings’ services to send and receive email and data files as well as facsimiles, and to receive electronic newspapers, weather reports, emergency bulletins and electronic charts. Shipping operators use Iridium Holdings’ services to manage inventory on board ships and to transmit data, such as course, speed and fuel stock. Aviation-based end-users use Iridium Holdings’ services for air-to-ground telephony and data communications.

Iridium Holdings sells its products and services to commercial end-users exclusively through a wholesale distribution network, encompassing approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers, who either sell directly to the end-user or indirectly through other service providers, value-added resellers or dealers. These distributors often integrate Iridium Holdings' products and services with other

## Table of Contents

complementary hardware and software and have developed over 200 unique applications for its products and services targeting specific vertical markets. Iridium Holdings expects that demand for its services will increase as more applications are developed for its products and services.

Iridium Holdings and its partners have a history of developing innovative products, services and applications to expand Iridium Holdings' markets. These innovations have driven its market expansion and increased service revenue. For example, in 2005 Iridium Holdings introduced the Iridium 9601 short burst data modem, which is typically used in tracking, sensor and data applications and systems. In October 2008, Iridium Holdings began offering the Iridium OpenPort terminal, specifically engineered for maritime voice and data use, including high bandwidth and flexible configuration options. Iridium Holdings believes that the relatively low cost and high functionality of the Iridium OpenPort terminal will allow it to expand and further penetrate the maritime market. In addition, pursuant to a DoD funded research and development contract, Iridium Holdings is also developing new services, such as "Netted Iridium", which provides push-to-talk capability and is being used today by soldiers in the field for improved "over-the-horizon" tactical communications capability. Iridium Holdings and its partners also design innovative applications for its products and services which are tailored to the specific needs of end-users in various industries. For example, oil-field service companies, like Schlumberger Limited, use its services to run applications that allow remote monitoring and operation of equipment and facilities, such as oil pipelines and offshore drilling platforms.

At December 31, 2008 and June 30, 2009, Iridium Holdings had approximately 320,000 and 347,000 subscribers worldwide, respectively, representing a 36.6% and 23.9% increase compared to December 31, 2007 and June 30, 2008, respectively. Over the five-year period from December 31, 2003 to December 31, 2008, Iridium Holdings' subscriber base grew from 94,000 to 320,000, a compound annual growth rate of 27.8%. Total revenues increased from \$260.9 million in 2007 to \$320.9 million in 2008.

## Industry

Iridium Holdings competes in the mobile satellite services sector of the global communications industry. Mobile satellite services operators provide voice and data services using a network of satellites and ground facilities. Mobile satellite services are usually complementary to, and interconnected with, other forms of terrestrial communications services and infrastructure and are intended to respond to users' desires for connectivity in all locations. Customers typically use satellite voice and data communications in situations where existing terrestrial wireline and wireless communications networks do not exist or are impaired. Further, many regions of the world benefit from satellite networks, such as rural and developing areas that lack adequate wireless or wireline networks, and ocean and Polar Regions where few alternatives exist, and regions where the telecommunications infrastructure has been affected by political conflicts and natural disasters.

Worldwide, government organizations, military and intelligence agencies, natural disaster aid associations, event-driven response agencies and corporate security teams depend on mobile and fixed voice and data communications services on a regular basis. Businesses with global operations require reliable communications services when operating in remote locations around the world. Mobile satellite services users span the emergency services, maritime, government, utilities, oil and gas, mining, leisure, forestry, construction and transportation sectors, among others. Many existing customers increasingly view satellite communications services as critical to their daily operations.

Iridium Holdings believes that the increasing penetration and continued growth of the terrestrial wireless industry provide a significant market opportunity for the mobile satellite services industry. According to GSM Association & Europa Technologies, there were 3.5 billion global cellular subscribers served by 1,050 networks throughout the world as of January 2009. Iridium Holdings believes that growth in the terrestrial wireless industry has increased

awareness for the need for reliable, mobile voice and data communication services among customers. In addition, despite significant penetration and competition, terrestrial wireless systems only serve a small fraction of the earth's surface and are focused mainly in those areas where people live, excluding oceans and other remote regions where ships, airplanes and other remote assets are located. By offering mobile communications services with global voice and data coverage, mobile satellite service providers address the increasing demand from governments, businesses and individuals for connectivity and reliability in locations not consistently served by

## Table of Contents

wireline and wireless terrestrial networks. In a 2009 report, Northern Sky Research indicated that it expected mobile satellite services wholesale revenues to grow at a compound annual growth rate of 12% over the five-year-period from 2010 to 2015.

The mobile satellite services industry also benefits from the continued development of innovative, lower cost technology and applications integrating mobile satellite products and services. Growth in demand for mobile satellite voice services is driven in large part by the declining cost of these services, the diminishing size and lower costs of voice, data and machine-to-machine devices, as well as the rollout of new applications tailored to the specific needs of customers across a variety of markets.

Communications industry sectors include:

- mobile satellite services, which provide customers with voice and data connectivity to mobile and fixed devices using ground facilities and networks of geostationary satellites, or GEO (located approximately 22,300 miles above the earth's surface), medium earth orbit satellites (located between approximately 6,400 and 10,000 miles above the earth's surface), or low earth orbit satellites, or LEO (located between approximately 300 and 1,000 miles above the earth's surface), such as Iridium Holdings' satellite constellation;
- fixed satellite services, which use GEO satellites to provide customers with broadband communications links between fixed points on the earth's surface; and
- terrestrial services, which use a terrestrial network to provide wireless or wireline connectivity and are complementary to satellite services.

Within the major satellite sectors, fixed satellite services and mobile satellite services operators differ significantly from each other with respect to size of antenna, types of services offered and quality of services. Fixed satellite services providers, such as Intelsat Ltd., Eutelsat S.A. Communications and SES S.A. are characterized by large, often stationary or "fixed," ground terminals that send and receive high-bandwidth signals to and from the satellite network for video and high speed data customers and international telephone markets. On the other hand, mobile satellite services providers, such as Iridium Holdings, Inmarsat, Globalstar, and Orbcomm focus more on voice and data services, where mobility or small sized terminals are essential.

A LEO system, such as the system Iridium Holdings currently operates, has lower transmission delays than a GEO system such as that operated by Inmarsat due to the shorter distance signals have to travel, which enables the use of smaller antennas on devices. Iridium Holdings believes the interlinked mesh architecture of its constellation combined with the global footprint of its satellites provides it with a unique advantage over other LEO satellite operators like Globalstar and Orbcomm, allowing Iridium Holdings to route voice and data transmissions to and from anywhere on the earth's surface via a single gateway. As a result, Iridium Holdings is the only mobile satellite services operator offering real-time, low latency services with 100% global coverage. Furthermore, Iridium Holdings is the only mobile satellite service provider with full coverage of the Polar Regions, which represented approximately 11% of its traffic between 2006 and 2008.

### Iridium Holdings' Competitive Strengths

- Only provider with 100% global coverage. Iridium Holdings' satellite network operates in a low earth orbit, and offers 100% global coverage. In contrast, GEO satellite systems are only able to cover approximately 70% of the earth's surface as they are generally positioned at the Equator. In addition, none of Iridium Holdings' LEO competitors offer 100% global coverage. Iridium Holdings' satellite network relies on an interlinked mesh

architecture to transmit signals, which reduces the need for multiple ground stations and facilitates the global reach of its services. Other satellite service providers use a bent pipe architecture that requires voice and data transmissions to be immediately routed to nearby ground stations, which limits their ability to provide global coverage. As a result, Iridium Holdings believes that it is well-positioned to capture the growth in its industry from end-users who require reliable communications service in all locations.

- High quality and reliable voice and data services. Iridium Holdings believes it offers high quality and reliable voice and data services. The LEO design of Iridium Holdings' satellite constellation produces

Table of Contents

minimal transmission delays relative to GEO systems due to its relatively close proximity to earth and the shorter distance its signals have to travel. Additionally, LEO systems have smaller handset antenna requirements and are less prone to signal blockage caused by terrain than GEO satellite networks. Iridium Holdings' primary LEO-based competitor has publicly announced that it has experienced satellite failures and other problems impacting its constellation that are affecting and will continue to affect its ability to provide commercially acceptable two-way voice and data service for the foreseeable future.

- Solutions for a broad range of vertical markets. Iridium Holdings has created additional demand for its products and services and expanded its target market by partnering with its distributors to develop new products, services and applications. The specialized needs of Iridium Holdings' global end-users span many markets, including emergency services, maritime, government, utilities, oil and gas, mining, leisure, forestry, construction and transportation. Iridium Holdings' communication solutions have become an integral part of the communications and business infrastructure of many of its end-users. In many cases, Iridium Holdings' service provides the only connectivity solution for these applications, and its products are often integrated by the original manufacturers or in the aftermarket into expensive machinery, such as military equipment and sophisticated monitoring devices.
- Strategic relationship with the DoD. The U.S. government is Iridium Holdings' largest customer, and Iridium Holdings has had a strategic relationship with the DoD since its inception in late 2000. Iridium Holdings provides the DoD, as well as other U.S. government agencies, with mission-critical mobile satellite products and services. Iridium Holdings' satellite handsets are one of the few commercial handsets available on the market that are capable of Type I encryption accredited by the United States National Security Agency for "Top Secret" communications. In addition, the DoD has made significant investments to build a dedicated gateway in Hawaii to allow DoD users to access Iridium Holdings' network on a secure basis. This gateway is only compatible with Iridium Holdings' satellite network.
- Large, value-added wholesale distribution network. Iridium Holdings sells its products and services to commercial end-users exclusively through a wholesale distribution network of approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers. By relying on distributors to manage end-user sales, Iridium Holdings believes that its model leverages their expertise in marketing to their target customers while lowering overall customer acquisition costs and mitigating certain risks such as consumer credit risk for Iridium Holdings. Iridium Holdings' distributors further support its growth by developing new applications and solutions for its products and services, often combining its products with other technologies, such as GPS and terrestrial wireless technology, to provide integrated communications solutions for its target customers.

Iridium Holdings' Business and Growth Strategies

- Develop new products and services for commercial markets to further expand and penetrate Iridium Holdings' target markets. Iridium Holdings expects to continue to develop, together with its partners, tailor-made products, services and applications targeted to the maritime, aviation, land-based handset, and machine-to-machine markets. Iridium Holdings believes these markets represent an attractive opportunity for subscriber growth and increased airtime usage. Iridium Holdings expects the development of a netted (push-to-talk) application to provide it in the future with potential new commercial applications in public safety, fishing and field worker communications. The high integrity GPS service ("iGPS") technology Iridium Holdings has developed with a partner is expected to enable new commercial applications in enhanced navigation services such as precision farming, high accuracy navigation for oil and gas exploration and construction services. In addition, Iridium Holdings' partners regularly develop specialized end-user applications targeted at specific markets.

Develop new services for the DoD. Iridium Holdings is developing additional capabilities for its network to enhance its utility to the DoD. In conjunction with the Marine Corps Warfighting Lab, Iridium Holdings is currently expanding the capabilities of its satellite handsets to permit netted (push-to-talk) group calling radio services, providing over-the-horizon user-defined tactical radio networks to DoD users. Iridium Holdings is also developing capabilities that will enable iGPS service, which is expected to be used as an embedded component in several DoD applications. These and other services in development provide Iridium Holdings with opportunities to increase revenue from the DoD, its anchor customer. In addition,



## Table of Contents

Iridium Holdings expects that its Iridium NEXT satellite constellation will incorporate unique features and capabilities tailored to meet the specific needs of the DoD.

- Leverage its fixed cost infrastructure by growing its service revenues. Iridium Holdings' business model is characterized by high fixed costs, primarily costs associated with designing, building, launching and maintaining its satellite constellation. However, the incremental cost of providing service to additional end-users is relatively low. Iridium Holdings believes that service revenues will be its largest source of future growth and profits and intend to focus on growing both its commercial and government service revenues in order to leverage its fixed cost infrastructure.
- Expand its geographic sales reach. Iridium Holdings' products and services are offered in over 100 countries. While Iridium Holdings' network can be used throughout the world, it is not currently licensed to sell its products and services directly in certain countries, including Russia, China, Mexico, South Africa and India. Iridium Holdings is currently in discussions with regulatory officials in these and other countries to obtain licenses and, to the extent it is successful in obtaining such licenses, it believes the expanded reach of its product and service distribution platform will accelerate its growth.
- Develop Iridium NEXT constellation. Iridium Holdings is developing its next-generation satellite constellation, Iridium NEXT, which it expects to begin launching in 2014. Iridium NEXT will be backward compatible with Iridium Holdings' current system and will replace the existing constellation with a more powerful satellite network, which it anticipates will have more than twice the capacity. Iridium NEXT will maintain Iridium Holdings' current system's unique attributes, including the capability to upload new software, while providing new and enhanced capabilities, such as higher data speeds and increased capacity. In addition, Iridium NEXT will be designed to host secondary payloads which Iridium Holdings expects to defray a portion of the capital expenditures related to Iridium NEXT as well as to generate recurring revenues. Iridium Holdings believes Iridium NEXT's increased capabilities will expand its target markets by enabling it to offer a broader range of products and services, including a wider array of broadband data services.

## History

Iridium Holdings is the successor to Iridium LLC, a Delaware limited liability company formed in 1996 by Motorola and several other partners. Motorola launched Iridium LLC with the mission of providing global mobile satellite services through a network of 66 low earth orbit satellites, which was completed and deployed for a cost of approximately \$3.4 billion. Motorola invested significantly in research and development, the acquisition of spectrum and global licenses and in market development efforts during the development of the constellation. Beginning in 1997, after seven years of planning and development, Iridium LLC successfully launched its constellation, including active satellites and in-orbit spares. In November 1998, Iridium LLC began offering commercial services principally focused on the retail consumer market, launching the first commercially available global satellite phone service. On August 13, 1999, Iridium LLC filed voluntary petitions under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. Iridium LLC remained in possession of its assets and properties and continued to operate its businesses as a debtor-in-possession.

On December 7, 2000, Iridium Holdings LLC, its wholly owned subsidiary, Iridium Satellite, and Iridium Constellation, a wholly owned subsidiary of Iridium Satellite, were organized as limited liability companies under the laws of the State of Delaware. On December 11, 2000, these entities acquired Iridium LLC's operating assets, including the satellite constellation, certain portions of the terrestrial network, ground spare satellites and real property. In addition, they also acquired from Motorola, either outright or by license, the intellectual property rights

necessary to operate the system and produce related equipment and took assignment of applicable licenses from the FCC. In connection with the acquisition of these assets, Iridium Holdings entered into a transition services, products and asset agreement with Motorola and an operations and maintenance agreement with Boeing relating to the operations of its constellation. Iridium Holdings was also awarded its first services contract with the DoD. In March 2001, Iridium Holdings reintroduced commercial satellite services through its subsidiary, Iridium Satellite. In 2002, Iridium Holdings launched into orbit an additional seven spare satellites.

Distribution Channels

132

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## Table of Contents

Iridium Holdings sells its products and services to its commercial customers exclusively through a wholesale distribution network of approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers. These distributors sell Iridium Holdings' products and services to the end-user, either directly or indirectly through service providers, value-added resellers or dealers. Iridium Holdings' distributors often integrate its products and services with other complementary hardware and software and have developed over 200 unique solutions targeting its main vertical markets. Iridium Holdings also sell its services directly to U.S. government customers, including the DoD, pursuant to fixed-fee arrangements. The U.S. government and international government agencies purchase additional services as well as Iridium Holdings' products and related applications through its network of distributors.

Iridium Holdings provides its distributors with certain support services, including assistance with coordinating end-user sales, strategic planning and training, as well as helping them respond to new opportunities for its products and services. Iridium Holdings has representatives covering three regions around the world to better manage its distributor relationships: the Americas, which includes North, South and Central America; Asia Pacific, which includes Australia and Asia; and Europe, Russia, the Middle East and Africa. Iridium Holdings also maintains various online management tools that allow it to communicate efficiently with its distributors. Iridium Holdings similarly provides support services to its U.S. government customers. By relying on its distributors to manage end-user sales, Iridium Holdings believes its model reduces certain risks and costs related to its business, such as consumer credit risk and sales and marketing costs, while providing it with a broad and expanding distribution network for its products and services with access to diverse and geographically dispersed niche markets. Iridium Holdings is also able to rely on the specialized expertise of its distributors, who continue to develop innovative and improved solutions and applications integrating its product and service offerings, providing it with a unique platform to support its growth.

### Commercial Markets

Iridium Holdings views its commercial end-user base as its primary growth engine. Iridium Holdings' service providers and value-added resellers are the main distribution channel for its products and services in the commercial markets. Service providers and resellers purchase Iridium Holdings' products and services and market them directly to their customers or indirectly through independent dealers. They are each responsible for customer billing, end-user customer care, managing credit risk and maintaining all customer account information. If Iridium Holdings' service providers or value-added resellers provide Iridium Holdings' services through dealers, these dealers will often provide such services directly to the end-user. Service providers typically purchase Iridium Holdings' most basic products and services, such as mobile voice services and related satellite handsets, and offers additional services such as voice mail. Unlike service providers, Iridium Holdings' resellers provide a broader array of value-added services specifically targeted to the niche markets they serve, integrating Iridium Holdings' handsets, transceivers, high-speed data devices and short burst data modems with other hardware and software to create packaged solutions for end-users. Examples of these applications include cockpit voice and data solutions for use by the aviation sector and voice, data and tracking applications for industrial customers, the DoD and other U.S. and international government agencies. Many of Iridium Holdings' resellers specialize in niche vertical markets such as maritime, aviation, machine-to-machine and government markets where high-use customers with specialized needs are concentrated. Iridium Holdings' principal service providers include dedicated satellite service providers such as Vizada and Stratos Global Corporation, as well as some of the largest telecommunications companies in the world, such as Telstra Corporation, KDDI Corporation and the SingTel Group. Iridium Holdings' principal resellers include ARINC Incorporated, Blue Sky Network, EADS N.V., General Dynamics Corporation, Honeywell International Inc., NAL Research Corporation and Zunibal S.A.

Iridium Holdings also sells its products to value-added manufacturers, which integrate its transceivers and short burst data devices into their propriety hardware and software. These manufacturers produce specialized equipment, including integrated ship communication systems and secure satellite handsets, such as handsets with National

Security Agency Type I encryption capability, which they offer to end-users in maritime, government and machine-to-machine markets. As with Iridium Holdings' service providers and resellers, manufacturers sell their product solutions either directly or through other distributors, including some of Iridium Holdings' service providers and resellers, for customer sales. These manufacturers sell services on the product solutions to endusers only through other distributors. Iridium Holdings' principal manufacturers include AirCell Inc., ITT Corporation, General Dynamics Corporation and Thrane & Thrane A/S.

## Table of Contents

In addition to resellers and manufacturers, Iridium Holdings maintains relationships with approximately 30 value-added developers. Iridium Holdings typically licenses these companies with technical information on its products, which they then use to develop new software and hardware that complements its products and services in line with the specifications of its resellers and manufacturers. These products include airline tracking and flight management applications and crew email applications for the maritime industry. Iridium Holdings believes that working with value-added developers allows Iridium Holdings to create new platforms for its products and services and increases its market opportunity while reducing its overall research and development expenses. Iridium Holdings' principal value-added developers include Active Web Solutions, Boeing, Global Marine Networks and Ontec Co. Ltd.

Iridium Holdings maintains a stable pricing model for its commercial products and services with a consistent wholesale rate structure. Under its distribution agreements, Iridium Holdings charges its distributors wholesale rates for commercial products and services, based on volume of data transmitted or duration of voice calls according to the types of services they distribute to end-users, subject to discount arrangements. Iridium Holdings also charges fixed monthly access fees per subscriber for certain services. Iridium Holdings' distributors are in turn responsible for setting their own pricing to their customers. Iridium Holdings' agreements with distributors typically have terms of one year and are automatically renewable for additional one year terms, subject to termination rights. This model results in attractive margins for airtime usage, monthly access fees and subscriber equipment sales. Iridium Holdings believes this model provides incentives for distributors to focus on selling its commercial product and service portfolio and developing additional applications. An additional benefit of this model is simplicity. This efficient model lessens back office complexities and costs and allows distributors to remain focused on revenue generation.

Vizada and Stratos Global Corporation represented 14.9% and 12.6% of Iridium Holdings' revenues for the year ended December 31, 2008, and 11.9% and 10.0% of Iridium Holdings' revenue for the six months ended June 30, 2009, respectively. During April 2009, Inmarsat, one of Iridium Holdings' main competitors, acquired Stratos Global Corporation. No other distributor represented more than 10.0% of Iridium Holdings' revenue for the year ended December 31, 2008 or the six months ended June 30, 2009.

## Government Markets

Iridium Holdings provides mission critical mobile satellite products and services to all military branches of the DoD as well as other U.S. government customers. Military forces contribute significantly and increasingly to the demand for mobile satellite product and service solutions. These users require voice and two way data capability with global coverage, low latency, mobility and security and often have no alternate terrestrial communication capability, or rely on mobile satellite services as an important backup system. Iridium Holdings believes it is well positioned to take advantage of increased demand from such users. Its Iridium 9505A satellite handsets are one of the few commercial handsets available on the market that are capable of Type I encryption accredited by the National Security Agency for "Top Secret" communications. In addition, the DoD has made significant investments to build a dedicated gateway in Hawaii and in purchasing its handsets and devices to be used on its system; all of which are only compatible with Iridium Holdings' satellite network.

Iridium Holdings provides airtime and airtime support to U.S. government customers pursuant to an Enhanced Mobile Satellite Services (EMSS) contract managed by the Defense Information Systems Agency ("DISA"), which administers the contract on behalf of DoD and other U.S. government and international customers authorized by DoD to use EMSS services. The contract, entered into in April 2008, provides for a one-year base term and up to four additional one-year options exercisable at the election of the U.S. government. In March 2009, prior to the expiration of the initial one-year base term agreement, the U.S. government elected to exercise the first of the four additional one-year options. The current term of the EMSS contract will expire on March 31, 2010, subject to further extension by the U.S. government as described above. Under this agreement, Iridium Holdings provides U.S. government customers

bulk access to its airtime services through the DoD's dedicated gateway, receiving from subscribers (i) fixed monthly fees on a per user basis for airtime services and voice usage, (ii) fixed monthly fee per user for paging services, and (iii) a tiered pricing plan, based on usage per device for data services. The U.S. government is not required to guarantee a minimum number of users pursuant to this agreement. Services furnished under the agreement include voice, data, messaging and paging services. Iridium Holdings does not sell its products and related applications directly to U.S. government customers under the existing agreement. These products are sold to U.S. government customers through its network of distributors, which typically integrate them with other products and technologies.

## Table of Contents

Iridium Holdings also provides maintenance services to the DoD's dedicated gateway in Hawaii pursuant to the Gateway Maintenance and Support Services Agreement (GMSSA) which is a separate contract managed by DISA, which also was entered into in April 2008. As with the EMSS contract, GMSSA provides for a one-year base term and up to four additional one-year options exercisable at the election of the U.S. government. In March 2009, prior to the expiration of the initial one-year base term on March 31, 2009, the U.S. government elected to exercise the first of the four additional one-year options. The current term of the maintenance contract will expire on March 31, 2010, subject to further extension by the U.S. government as described above. The U.S. government may terminate either of these contracts, in whole or in part, at any time.

U.S. government services accounted for approximately 21.1% and 23.1% of its total revenues for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Iridium Holdings' U.S. government revenue includes only revenue derived from its two agreements with the DISA as well as other contract revenue related to research and development projects with the DoD. Such revenues do not include services to U.S. government agencies, including the DoD and the Federal Emergency Management Agency ("FEMA"), purchased through its distributors and offered through its commercial gateway. They also do not include revenues from services to most non-U.S. government agencies worldwide, including defense agencies. Iridium Holdings considers such services commercial services, as they are provided through its commercial gateway. Although Iridium Holdings cannot determine the amount of U.S. government revenues derived from its commercial gateway, it does not believe that such revenues are material.

### Vertical Markets

The specialized needs of Iridium Holdings' global customers span many markets. Its system is able to offer its customers cost-effective communications solutions with 100% global coverage in areas underserved or unserved by existing telecommunications infrastructures. Its mission critical communication solutions have become an integral part of the communications and business infrastructure of its end-users. In many cases, its service is the only connectivity for these critical applications or is used to complement terrestrial applications to provide a full extension to their mobile communications solutions.

Iridium Holdings' current principal markets include land-based handset, maritime, aviation, machine-to-machine and government.

### Land-based Handset

Iridium Holdings is one of the leading global providers of mobile satellite communications services to the land-based handset sector, providing handset services to areas not served or inconsistently served by existing terrestrial communications networks. As of March 2009, TMF Associates estimates that approximately 632,000 satellite handsets were in operation worldwide. Mining, forestry, construction, oil and gas, utilities, heavy industry and transport companies as well as public safety and disaster relief agencies constitute the largest land-based handset end-users. Iridium Holdings believes that increasing demand for mobile communications devices operating outside the coverage of terrestrial networks, combined with its small, lightweight, durable handsets with 100% global coverage, including its recently launched next generation handsets, will allow it to continue to capitalize on growth opportunities among such users.

Iridium Holdings' land-based handset end-users utilize its satellite communications services for:

- Voice and data: Multinational corporations in various sectors use its services for business telephony, email and data transfer services and to provide pay telephony services for employees in communities inadequately served by

terrestrial networks. Oil and gas and mining companies, for example, provide their personnel with its equipment solutions to survey new drilling and mining opportunities and for conducting routine operations in remote areas that are not served by cellular communications networks. In addition, a number of recreational, scientific and other outdoor segments rely on its mobile satellite handsets and services for use when beyond terrestrial wireless coverage;

- **Mobile and remote office connectivity:** A variety of enterprises use its services to access voice calls, data, email, internet and corporate network connections;
- **Public safety and disaster relief:** Relief agencies, such as FEMA, have built its products and services into their emergency response plans, particularly in the aftermath of Hurricanes Katrina, Rita, Wilma and Ike,



## Table of Contents

the Asian tsunami and other natural disasters. These agencies generate significant demand for both its voice and data products, especially during the late summer months in anticipation of the hurricane season in North America. Government responses to natural disasters continue to increase demand for its products and services in this sector; and

- **Public telephone infrastructure:** Telecommunications providers use its services to satisfy regulatory mandates to provide communications services to rural populations currently not served by terrestrial infrastructure. Telstra Corporation, for example, uses its services to comply with its obligations to provide communications services to customers in certain remote parts of Australia.

## Maritime

The maritime market is one of Iridium Holdings' most significant market opportunities. Currently, its principal competitor in this market is Inmarsat. End-users of its services in the maritime sector include companies engaged in merchant shipping, passenger transport, fishing, energy and leisure. Merchant shipping accounts for a significant portion of its maritime revenues, as those ships spend the majority of their time at sea away from coastal areas and out of reach of terrestrial communication services. Its products and services targeting the maritime market are high value with high average revenue per subscriber with multiple users utilizing a single device. Once a system is installed on a vessel, it typically generates a long-term recurring revenue stream from the customer.

Iridium Holdings believes increased regulatory mandates and increased demand for higher-speed, low-cost data services will allow it to capitalize on significant growth opportunities in this growing market. Iridium Holdings expects the recent introduction of its new high-speed data service, Iridium OpenPort, which offers speeds of up to 128 kilobits per second ("kbps") and up to three voice lines, will present a cost competitive, high speed communication alternative to end-users in the maritime market, which will allow it to more effectively compete with Inmarsat's strong position in the maritime data sector.

Maritime end-users utilize Iridium Holdings' satellite communications services for the following:

- **Data and information applications:** Ship crews and passengers use its services to send and receive email and data files as well as facsimiles, and to receive other information services such as electronic newspapers, weather reports, emergency bulletins and electronic charts. Iridium Holdings believes the introduction of Iridium OpenPort will provide a particularly attractive alternative for shipping operators looking for cost savings, and for luxury yachts, tug boats and other fishing and cruising vessels for which traditional marine satellite systems have typically been too costly;
- **Voice services for passengers and crew:** Maritime global voice services are used for both vessel operations and social communications for crew welfare. Merchant shipping operators, such as Stolt-Nielsen S.A., increasingly use its services to provide phone cards and or payphones for crew use with preferential rates during off peak times during the day;
- **Vessel management, procurement and asset tracking:** Shipping operators, such as Exmar Shipmanagement N.V., Lauritzen Fleet Management A/S and Zodiac Shipping Ltd., use its services to manage inventory on board ships and to transmit data, such as course, speed and fuel stock. Iridium Holdings' services can be integrated with a global positioning system to provide a position reporting capability. Many fishing vessels are required by law to carry terminals using approved mobile satellite services for tracking purposes as well as to monitor catches and to ensure compliance with geographic fishing restrictions. European Union regulations, for example, require

EU-registered fishing vessels of over 15 meters to carry terminals for the purpose of positional reporting of those vessels. Furthermore, new security regulations in certain jurisdictions are expected to require tracking of merchant vessels in territorial waters which will drive further growth; and

- Safety applications: Ships in distress, including potential piracy, hijack or terrorist activity, rely on mobile satellite voice and data services. The Ship Security and Alert Systems (“SSAS”) regulations were adopted by the International Maritime Organization (“IMO”) to enhance maritime security in response to the increasing threat from terrorism and piracy. After July 1, 2004, most deep-sea passenger and cargo ships must be fitted with a device that can send an alert message containing the ship’s ID and position whenever

## Table of Contents

the ship is under threat or has been compromised. Iridium Holdings and its partners are developing several solutions to meeting this requirement for merchant vessels. The Global Maritime Distress and Safety System (“GMDSS”) is an application built to alert a maritime rescue coordination center of their situation and position, which then coordinates rescue efforts among ships in the area. The IMO requires all cargo vessels over 300 gross tons and certain passenger vessels, irrespective of size, that travel in international waters to carry distress and safety terminals that use GMDSS applications. Iridium Holdings’ products and services are currently not certified to be used in GMDSS applications. However, Iridium Holdings is currently working on obtaining such certification and expect to offer such services once these are obtained.

### Aviation

Iridium Holdings is one of the leading global providers of mobile satellite communications services to the aviation sector. In the aviation sector, its satellite communications services are used principally by corporate jets, corporate and government helicopter fleets, specialized general aviation fleets, such as medevac companies and fire suppression and other specialized transport fleets, and high-end personal aircraft. Increasingly, its services are being employed by airline operators for passenger and cockpit voice services and safety applications. Iridium voice and data devices from its manufacturers and developers have become factory options for a range of airframe manufacturers and fractional operators in business aviation and air transport, such as NetJets Inc., Gulfstream Aerospace Corporation, Bombardier Inc., Cessna Aircraft Company and Embraer, and have become standard equipment on some of their aircraft fleets. Its devices are also installed in the aftermarket on a variety of aircraft. As of June 30, 2009, Iridium Holdings estimates that approximately 22,000 active Iridium systems were installed on aircraft.

According to Euroconsult, there were approximately 338,000 commercial airplanes, business jets, helicopters and high-end general aviation aircraft in active use around the world as of December 31, 2006. Based on internal studies and public documents, Iridium Holdings estimates that approximately ten percent of such aircraft have installed mobile satellite systems as of June 30, 2009. Iridium Holdings believes the low level of penetration in this market, combined with recent regulatory changes and the continued development of innovative, cost-effective applications by its distributors, will provide it with significant growth opportunities in the future.

Aviation end-users utilize its satellite communications services for:

- Aviation operational communications: Aircraft crew and airline ground operations use its services for air-to-ground telephony and data communications. This includes the automatic reporting of an aircraft’s position and mission critical condition data to the ground and controller-pilot data link communication for clearance and information services. Iridium Holdings provides critical communications applications for airlines and air transport customers such as Continental Airlines, Cathay Pacific Airways and El Al Airlines. Many of these operators rely on Iridium Holdings’ services and applications because there is no other communications service available to them in areas such as the Polar Regions. Iridium Holdings maintains relationships with ARINC Incorporated and SITA, two of the leading providers of voice and data network communications service and applications to the airline sector, which integrate its products and services into their offerings;
- Aviation passenger communications: Commercial and private fleet aircraft passengers use its services for air-to-ground telephony, fax services and data communications. Operators are currently using Iridium Holdings’ services to allow passengers to email using their own Wi-Fi enabled mobile phones, including Blackberry devices or other similar smartphones, without causing interference to aircraft controls. Iridium Holdings believes its distributors’ small, lightweight cost-effective solutions offer an attractive alternative for airlines and operators, particularly small fleet operators;

- Rotary and general aviation applications: Iridium Holdings is also a major supplier for rotary aviation applications to end-users including medevac, law enforcement, oil and gas, and corporate work fleets, among others. Companies such as Air Logistics, EagleMed and Air Evac Lifeteam rely on applications from its distributors for traditional voice communications, fleet monitoring and management and real time flight diagnostics; and

## Table of Contents

- Air traffic control communications (“safety applications”): In November 2007, the International Civil Aviation Organization (“ICAO”), approved standards and recommended practices allowing Iridium Holdings to provide Aeronautical Mobile Satellite (Route) Services to commercial aircraft on long-haul routes, many of which fly over the Polar Regions. The ICAO decision permits member states to approve Iridium Holdings’ equipment for communications on transoceanic flights, pending certification. The first certification trials are currently underway. Upon receiving such certification, aircraft crew and air traffic controllers will be able to use its services for data and voice communication between the flight deck and ground based control facilities. Iridium Holdings is the only provider capable of offering such critical flight safety applications around the entire globe, including the Polar Regions. Iridium Holdings believes this particular sector of the market will present it with significant growth prospects, as its services and applications will serve as a lower cost alternative to the current aging high frequency radio systems that are more expensive to operate.

### Machine-to-Machine

Iridium Holdings is one of the leading providers of satellite-based machine-to-machine services. Machine-to-machine services and related devices have exhibited strong growth since their introduction and Iridium Holdings believes the significant under-penetration of this market presents considerable opportunities for future growth. As with land-based handsets, Iridium Holdings’ largest machine-to-machine users include mining, construction, oil and gas, utilities, heavy industry, forestry and transport companies as well as public safety and disaster relief agencies. Iridium Holdings believes the increasing demand for automated data collection processes from mobile and remote assets operating outside the coverage of terrestrial wireline and wireless networks as well as the continued push to integrate the operation of such assets into enterprise management and information technology systems will continue increasing demand for its machine-to-machine applications.

Machine-to-machine users utilize Iridium Holdings’ machine-to-machine services for:

- Transportation fleet management: Iridium Holdings’ global coverage permits its products and services to be used to monitor the location of transport fleets, hours of service and engine telemetry data, as well as to conduct two-way communications with drivers around the entire world. Long distance drivers need reliable communication with both dispatchers and their destinations to coordinate changing business needs, and its satellite network provides continuous communications coverage while they are in transit. Iridium Holdings expects the push for more efficient, cost-effective and safer fleet operations as well as the imposition of regulatory mandates related to driver safety, such as drive time monitoring, will continue driving demand for its services in this area;
- Fixed-asset monitoring: Multinational corporations, such as oil-field service companies like Schlumberger Limited and Conoco Phillips, use its services to run applications that allow remote monitoring and operation of equipment and facilities around the globe, such as oil pipelines and off-shore drilling platforms;
- Asset tracking: Leveraging machine-to-machine applications developed by several of its distributors, companies use its services and related devices to track assets, including personnel, for logistics, theft-prevention and safety purposes. Transportation companies, such as Horizon Lines, Inc., for example, employ machine-to-machine applications developed by Impeva Labs, Inc. to track containers while in transit. Premier GPS Inc. similarly develops applications that allow companies to monitor the safety of personnel operating in remote regions of Canada;
- Resource management: Iridium Holdings’ global coverage and data throughput capabilities support natural resource management applications such as fishing management systems. Zunibal S.A., one of its resellers, has developed applications for the fishing industry to assist fishing fleets in pursuing more efficient fishing practices; and

- Scientific data monitoring: The global coverage of its network supports many scientific data collection applications such as the National Oceanographic and Atmospheric Administration's ("NOAA's") Argo float program. This program relies on its machine-to-machine services to collect climate data from buoys located throughout the world's oceans for monitoring and analysis. Iridium Holdings believes the

## Table of Contents

increased need for monitoring climate and environmental data associated with global climate change and its impact on the planet will increase demand for such services.

### Government

As discussed under government markets, Iridium Holdings is one of the leading global providers of mobile satellite communications services to the U.S. government, principally, the DoD. It provides mission critical mobile satellite products and services to all branches of the U.S. armed forces. In addition to voice products used by soldiers for primary and backup communication solutions, its products and related applications are installed on ground vehicles, unmanned aerial vehicles, aircraft and helicopters, embedded in unattended sensors and used for command and control and situational awareness. Global security concerns continue to increase demand for its products and services in this sector. See “–U.S. Government Services” for more information.

### Services and Products

At June 30, 2009, Iridium Holdings’ had approximately 347,000 subscribers worldwide (93.4% of which were generating monthly access or usage fees, while the remaining 6.6% were subscribers who maintained a suspended account at the time but were not generating any fees). Iridium Holdings expects that, in the future, a higher percentage of its subscribers will generate fees as it intends to begin charging a nominal monthly fee for suspended accounts. Iridium Holdings’ principal services are mobile satellite services, including mobile voice and data services and machine-to-machine services. Sales of its commercial services collectively accounted for approximately 41.5% and 48.5% of its total revenues for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Iridium Holdings also sells related voice and data equipment to its customers, which accounted for approximately 37.4% and 28.5% of its total revenues for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. In addition, it offers services to U.S. government customers, including the DoD. U.S. government services accounted for approximately 21.1% and 23.1% of Iridium Holdings’ total revenue for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively.

### Iridium Holdings’ Commercial Services

#### Post-paid Mobile Voice and Data Satellite Communications Services

Iridium Holdings sells its mobile voice and data services to service providers and resellers who in turn offer such services to end-users, either directly or indirectly through dealers, through various packaged solutions such as monthly plans with differing price levels that vary depending upon expected usage. In exchange for these services, Iridium Holdings typically charges service providers and resellers a monthly access fee per subscriber as well as usage fees for airtime minutes used by their respective subscribers. A small number of its post-paid customers purchase monthly blocks of airtime minutes which must be used in a given month or are forfeited.

#### Prepaid Mobile Voice Satellite Communications Services

Iridium Holdings also offers mobile voice services to service providers and resellers through prepaid plans. Service providers and resellers pay Iridium Holdings in advance for blocks of airtime minutes with expiration periods in various configurations, typically one year. Unused minutes are forfeited at the applicable expiration date. These services are then typically sold to subscribers in the form of prepaid scratch cards and e-vouchers that enable subscribers to use Iridium Holdings’ services on a per minute basis. Iridium Holdings believes service providers and resellers are drawn to these services as they enable greater cost control, since they eliminate the need for monthly billings and reduce collection costs, and can be sold in cash economies where credit is not readily available. Iridium

Holdings' distributors often offer its prepaid mobile voice services through fixed devices to subscribers in rural villages, at remote industrial, commercial and residential sites and on ships at sea, among other places. Fixed voice satellite communications services are in many cases an attractive alternative to handheld mobile satellite communications services in situations where multiple users will access the service within a defined geographic area and terrestrial wireline or wireless service is not available. Fixed phones, for example, can be configured as pay phones (installed at a central location, for example, in a rural village or maritime vessel) that accept prepaid scratch cards and e-vouchers.

#### High-Speed Data Services

Iridium Holdings recently introduced its new high-speed data maritime service, Iridium OpenPort, which offers maritime end-users speeds of up to 128 kbps and up to three voice lines which can be used simultaneously without



## Table of Contents

interference. Data rates on this service can easily be adjusted up or down at any time without making hardware or software changes, giving subscribers options that allow them to balance needs for data transmission speeds against cost considerations on a real-time basis. In conjunction with its distributors, Iridium Holdings intends to develop additional services that will permit service provider and resellers to offer complete integrated solutions for ship-to-shore crew calling, email and IP-based data communications. Iridium Holdings believes Iridium OpenPort, its first high-speed data service in the maritime market, offers a competitive alternative to other marine satellite services that offer fewer features at higher costs, allowing it to grow its share of this sector. For its Iridium OpenPort service, Iridium Holdings typically charges service providers and resellers a monthly access fee per subscriber as well as usage fees for airtime minutes used by the respective subscribers above their monthly quotas. Iridium Holdings plans to introduce additional high-speed data products and services in the future.

### Machine-to-Machine Services

Introduced in 2003, Iridium Holdings' machine-to-machine services are designed to address the market need for a small and cost-effective solution for sending and receiving data (such as location) from fixed and mobile assets in remote locations to a central monitoring station. This service operates through a two-way short burst data transmission between its network and a telemetry unit, which may be located, for example, on a container in transit or a buoy monitoring oceanographic conditions. The small size of the units makes them attractive for use in applications such as tracking asset shipments, monitoring unattended remote assets, including oil and gas assets, vehicle tracking and mobile security. Iridium Holdings sells its machine-to-machine services to its distributors who in turn offer such services to end-users such as various U.S. and international governmental agencies, including NOAA, as well as commercial and other entities such as Schlumberger Limited, Continental Airlines and Conoco Phillips. As with its mobile voice and data offerings, Iridium Holdings typically charges service providers and resellers a monthly access fee per subscriber as well as usage fees for airtime minutes used by their respective subscribers.

### Other Services

In addition to access and usage fees, Iridium Holdings generates revenue from several ancillary services related to its core service offerings such as inbound connections from the public switched telephone networks ("PSTN"), short message services ("SMS"), subscriber identity module ("SIM") activation, customer reactivation and other peripheral services. Iridium Holdings also provides certain research and development services to assist customers in developing new technologies compatible with its system which it may leverage for use in commercial service and product offerings in the future. Iridium Holdings charges its distributors certain fees for these services.

In the future, Iridium Holdings expects to provide secondary payload services to customers during the life of its next-generation constellation, Iridium NEXT, which will replace its current satellite constellation. Currently, Iridium Holdings is providing research and development services to potential secondary payload customers.

### U.S. Government Services

Iridium Holdings provides U.S. government customers bulk access to its services, including voice, data, messaging and paging services, as well as maintenance services for the DoD's dedicated gateway in Hawaii. Iridium Holdings provides airtime to U.S. government subscribers through (i) fixed monthly fees on a per user basis for airtime services and usage for voice, (ii) fixed monthly fee per user for paging services and (iii) a tiered pricing plan (based on usage) per device for data services. U.S. government customers also rely on its voice and data products, which they purchase from its network of distributors. Resellers and manufacturers typically integrate Iridium Holdings' products with other products, which they then offer to U.S. government customers as customized product solutions. To conform with U.S. government regulations, Iridium Holdings ensures devices sold to its distributors for use in certain U.S. government

applications are manufactured by Celestica wholly in the United States. Such customized voice and data solutions include:

- personnel tracking devices, such as personal locator beacons;
- asset tracking devices for equipment, vehicles and aircraft;
- over-the-horizon (beyond line of sight) fighter aircraft communications applications;
  - submarine communications applications;

## Table of Contents

- specialized communications solutions for high-value individuals;
- command and control and data backhaul options for unmanned aerial vehicles; and
- specialized, secure, mobile communications and data devices for the military and intelligence community, such as secure satellite handsets with Type I encryption capability.

Iridium Holdings, with funding support from the DoD, continues to invest in research and development to develop new products and applications for use by all branches of the U.S. armed forces. In conjunction with the Marine Corps Warfighting Lab, Iridium Holdings is currently expanding the capabilities of its satellite handsets to permit netted (push-to-talk) group calling radio services, providing over-the-horizon user-defined tactical radio nets to DoD users. This development program has been fully funded by the DoD. Iridium Holdings expects the development of the Netted Group Calling application to provide it with the potential for future new commercial applications in public safety, fishing and field worker communications. In conjunction with Boeing and with funding from the U.S. government, Iridium Holdings is also developing an iGPS service, which will be used as an embedded component in several DoD applications. Iridium Holdings iGPS technology is expected to provide centimeter level accuracy and important anti-jamming capability for GPS signals. Iridium Holdings expects the development of iGPS to provide it the potential for new commercial applications in enhanced navigation services such as precision farming, high accuracy navigation for oil and gas exploration and construction services.

### Iridium Holdings' Products

Iridium Holdings offers a broad array of voice and data equipment products for customers that work on all points of the globe. Iridium Holdings' devices must be outside, within direct view of satellites, to be able to properly access its network.

### Satellite Handsets

Iridium Holdings' principal product offering has been its Iridium 9505A satellite handset phone, which is similar in functionality to an ordinary cellular phone but with the solid, durable feel that many satellite phone users demand. This phone weighs 13.2 ounces and is capable of up to three hours of talk time without being recharged. The Iridium 9505A provides voice, SMS and data connectivity. Iridium believes its reputation for industrial strength products is critical for customers, many of whom are located in the most inhospitable spots on the planet and require tough and reliable communications equipment.

In October 2008, Iridium Holdings launched its next generation satellite handset, the Iridium 9555. This new model introduces several new features, including a larger, brighter screen, improved SMS and email capabilities, integrated antenna and speakerphone and is smaller, lighter (weighing 9.4 ounces) and more user friendly than the Iridium 9505A model. The Iridium 9555 also offers up to four hours of talk time. The new model maintains the industrial feel of its predecessors, with a rugged housing to protect its sophisticated satellite transceiver. Iridium believes the Iridium 9555 satellite handset is a significant improvement over its earlier-generation equipment and that its advantages will drive increased adoption from prospective users.

### Voice and Data Modems

Iridium Holdings also offers a combined voice transceiver and data modem which its distributors integrate into a variety of communications solutions that are deployed in different applications around the world. Iridium Holdings' Iridium 9522A L-Band transceiver is effectively the core of its Iridium 9505A satellite handset without a key pad,

display, earpiece and microphone. Iridium Holdings' principal customers for its Iridium 9522A L-Band transceivers are value-added manufacturers who integrate it into specialized devices that access its network. These specialized products are often the highest generators of traffic on Iridium Holdings' network. On-board crew calling terminals built around the Iridium 9522A, which are used as payphones on maritime vessels, for example, have ten to 20 times the average usage of a handheld phone, in part because they are shared across a large group of users. The Iridium 9522A has also been integrated into mobile data applications providing email services on maritime vessels.

In November 2008, Iridium Holdings launched its next generation transceiver, its Iridium 9522B L-Band transceiver. This new model is smaller and less expensive than its previous Iridium 9522A model, which allows its customers to integrate it into smaller devices while improving its margins as well as the margins of its distributors.

## Table of Contents

The Iridium 9522B is functionally equivalent to the Iridium 9522A, which will allow Iridium Holdings' distributors to easily integrate it into existing applications.

### High-Speed Data Devices

In October 2008, Iridium Holdings began shipping its Iridium OpenPort high-speed data terminal to its customers. This device provides dynamic allocation of three independent telephone lines and a high-speed data port configurable from 9.6 to 128 kbps. All voice and data capabilities can be used at the same time. The terminal relies on a relatively compact omni-directional antenna array about the size of a typical small-boat radar dome and contains no moving parts, which greatly reduces cabling, maintenance and repair costs. Iridium Holdings' principal customers for Iridium OpenPort are its value-added resellers who integrate the device with their own hardware and software products to provide a suite of customer-focused voice and IP-based data packages for ship business, crew calling and email. Iridium Holdings believes the low cost of its OpenPort terminal, combined with its high bandwidth and flexible configuration options, will allow it to grow its share of the existing maritime market while opening up new market sectors, such as luxury yachts, tug boats and other fishing and cruising vessels for which traditional marine satellite systems have typically been too costly. Iridium Holdings expects to launch additional enhanced high-speed data devices in the future.

### Machine-to-Machine Data Devices

In 2005, Iridium Holdings introduced its Iridium 9601 short burst data modem, which provides its machine-to-machine services. The Iridium 9601 is a small data device with two-way transmission capable of sending packet data to and from any point in the world with low latency. Iridium Holdings' principal customers for its Iridium 9601 data modems are value-added resellers and manufacturers, who embed the Iridium 9601 into their tracking, sensor, and data applications and systems, such as asset tracking systems. The Iridium 9601 is often combined with a GPS receiver to provide location information across Iridium Holdings' system to customer applications. In addition, an increasing number of resellers and manufacturers are including a terrestrial global system for mobile communication ("GSM") packet radio service modem in their applications to provide low cost cellular data transmission when available. These applications are used by end-users that require the ability to transfer large volumes of data but operate in areas with inconsistent cellular coverage. Iridium Holdings provides gap-filler coverage for such applications allowing such users to operate anywhere on the globe in locations where cellular coverage is unavailable or unreliable.

### Device Manufacturing

Currently, Iridium Holdings contracts with Cambridge Consulting Ltd. ("Cambridge Consulting") to develop all of its devices, which are manufactured by Celestica in facilities in Malaysia and the United States. Iridium Holdings maintains long-term agreements with both Cambridge Consulting and Celestica, which are set to expire on October 1, 2009 and January 1, 2010, respectively. Pursuant to the contract with Celestica, Iridium Holdings may be required to purchase excess materials from Celestica at cost plus a contractual markup if the materials are not used in production within the periods specified in the agreement. Celestica will then generally repurchase such materials from Iridium Holdings at the same price paid by Iridium Holdings, as required for the production of the devices. Iridium Holdings' agreement with Celestica is automatically renewable for additional one year terms unless terminated by either party. Iridium Holdings provides limited warranties to first end-users for a period of one year from the time of sale on all devices, except for OpenPort devices that have a two year warranty period for first end-users.

In addition to its principal products, Iridium Holdings also offers a selection of accessories for its devices, including holsters, earbuds, portable auxiliary antenna, antenna adaptors, USB data cables and charging units, among

others. Iridium Holdings purchases these products from several third-party suppliers off the shelf at market prices and, as such, do not maintain any long-term agreements with such suppliers.

Iridium Holdings currently has sufficient inventory of all its voice and data devices to meet customers' demands.

#### Iridium Holdings' Spectrum

Iridium Holdings holds licenses to use 8.725 MHz of continuous spectrum in the L-Band, which operates at 1.6 GHz, and allows for two-way communication between its devices and its satellites. In addition, for feeder and inter-

## Table of Contents

satellite links, Iridium Holdings is authorized to use 600 MHz of Ka-Band and K-Band spectrum. Of this spectrum, it uses 200 MHz of K-Band spectrum for satellite-to-satellite communications, and 400 MHz of Ka-Band spectrum for two-way communication between its satellites and its gateways. Iridium Holdings' spectrum position is globally coordinated and recorded by the International Telecommunication Union ("ITU"). Iridium Holdings' products and services are offered in over 100 countries and Iridium Holdings continues to seek authorizations in additional countries. Access to this spectrum enables it to design satellites, network and terrestrial infrastructure enhancements cost effectively because each product and service can be deployed and sold worldwide. This broad spectrum assignment also enhances its ability to capitalize on existing and emerging wireless and broadcast applications.

The FCC initially licensed Iridium Holdings to operate on 5.15 MHz of the 10.5 MHz of spectrum which Motorola originally designed Iridium Holdings' system to operate within and later increased its license spectrum to include an additional 3.1 MHz on a shared basis with Globalstar. In November 2007, an FCC order increased Iridium Holdings' exclusive spectrum to 7.775 MHz with an additional 0.95 MHz shared with Globalstar. On May 1, 2009, the U.S. Court of Appeals for the D.C. Circuit denied a petition for review filed by Globalstar of the FCC's decision to reallocate L-band spectrum from Globalstar to Iridium. The FCC's reallocation decision became final and non-reviewable on July 30, 2009, because Globalstar did not seek rehearing en banc with the U.S. Court of Appeals for the D.C. Circuit or files a petition for certiorari with the U.S. Supreme Court. Globalstar has also filed a petition before the FCC asking for reconsideration of the global effects of the license modification, contending that the FCC's decision should not have affected Globalstar's operations outside of the United States. Iridium Holdings has opposed the reconsideration request as without merit, and no decision has been issued by the FCC. The disposition by the U.S. Court of Appeals for the D.C. Circuit does not directly impact Globalstar's pending petition for reconsideration of the FCC decision to modify Globalstar's license on a global basis. Notwithstanding these challenges by Globalstar at the FCC, modifications to Iridium Holdings' and Globalstar's licenses consistent with the November 2007 spectrum change took effect on a global basis on December 14, 2008, in accordance with federal law. After the modifications became effective, Globalstar filed before the FCC a request for waivers and special temporary authority to continue operating on spectrum licensed to Iridium Holdings in certain gateways outside of the United States. Iridium Holdings filed a petition to deny the waiver and special temporary authority requests on January 21, 2009. Briefing on the petition was completed by February 9, 2009, but the FCC has not yet taken any action.

Iridium Holdings' use of satellite spectrum is subject to the frequency rules and regulations of the ITU. The ITU is the United Nations organization responsible for worldwide co-operation in the telecommunications sector. In order to protect satellite systems from harmful radio frequency interference from other satellite systems, the ITU maintains a Master International Frequency Register of radio frequency assignments. Each ITU administration is required to give notice of, coordinate and record its proposed use of radio frequency assignments with the ITU's Radiocommunication Bureau. The coordination negotiations are conducted by the national administrations with the assistance of satellite operators. When the coordination process is completed, the ITU formally notifies all proposed users of frequencies and orbital locations in order to protect the recorded assignments from subsequent nonconforming or interfering uses by member states of the ITU. Only member states have full standing within this inter-governmental organization.

Filings to the ITU for its current constellation have been made on Iridium Holdings' behalf by the United States. Iridium Holdings has coordinated frequencies in the mobile satellite services spectrum at L-band (1.6 GHz) for communication between its satellites and end-user devices, frequencies in the Ka-Band (19.4 GHz to 19.6 GHz and 29.1 to 29.3 GHz) for communications between Iridium Holdings' and the gateways and its satellites, as well as frequencies in the K-Band (23 GHz) for its inter-satellite links.

The ITU controls the assignment of country codes used for placing telephone calls between different countries. Iridium Holdings' network is assigned the 8816 and 8817 country codes, and uses these numbers for calling and communications between terminals.

Domestic and Foreign Revenue

Iridium Holdings supplies services and products to customers in a number of foreign countries. It allocates revenues geographically based on where it invoices its distributors, whom it bills for mobile satellite services and related equipment sales. These distributors sell services directly or indirectly to end-users, who may be located elsewhere. It is not possible for Iridium Holdings to provide the geographical distribution of end-users, as Iridium Holdings does not contract directly with them. Nearly all of Iridium Holdings' revenues are invoiced in U.S. dollars.



Table of Contents

U.S. revenues accounted for approximately 48.3% of Iridium Holdings' revenues between 2006 and 2008. The table below sets forth the percentage of Iridium Holdings' revenues by country for the period indicated:

	% of Revenue by Country(1)			
	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008	Six months ended June 30, 2009
United States	48.1%	48.0%	48.6%	48.2%
Canada	15.8%	16.9%	17.2%	14.0%
Other Countries(2)	36.1%	35.1%	34.2%	37.8%

(1) This table allocates revenues geographically based on where Iridium Holdings invoices its distributors and not according to the location of its end-users.

(2) No other country represents more than 10% of Iridium Holdings' revenue for any of the periods indicated.

For more information Iridium Holdings' revenue from sales to foreign and domestic customers, see Note 6 to its consolidated financial statements contained herein.

#### Traffic Originating Outside the U.S.

A significant portion of Iridium Holdings' voice and data traffic originates outside the U.S. The table below estimates the percentage of Iridium Holdings' commercial voice and data traffic originating outside the U.S. for the years ended December 31, 2006, 2007 and 2008, and the six months ended June 30, 2009.

	Traffic originating outside the U.S.			
	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008	Six months ended June 30, 2009
Commercial voice traffic (minutes)	93.2%	92.1%	90.1%	90.6%
Commercial data traffic (kilobytes)	44.7%	52.4%	74.7%	69.9%

#### Iridium Holdings' Network

##### Current Constellation

Iridium Holdings' satellite network includes 66 in-orbit LEO satellites, in addition to seven in-orbit spares. Iridium Holdings also maintains a non-service in-orbit spare which it uses for testing purposes. The satellites operate in six orbital planes of eleven vehicles each in nearly circular polar orbits. Iridium Holdings' satellites orbit at an altitude of approximately 483 miles (778 kilometers) above the earth and travel at 16,689 mph resulting in a complete orbit of the earth approximately every 100 minutes. The design of Iridium Holdings' constellation ensures that generally at least

one satellite is visible to subscribers from any point on the earth's surface, covering all of the world's population. While Iridium Holdings' constellation offers 100% global coverage, satellite services are not available in locations where a satellite signal cannot be transmitted or received or when the device does not have a direct line of sight to a satellite (e.g. inside a building).

Iridium Holdings' constellation is unique in its usage of radio frequency crosslinks between its satellites. These crosslinks enable each satellite to communicate with up to four other satellites in space—two in the same orbital plane and two in adjacent planes. All of Iridium Holdings' traffic is routed between satellites, which minimizes the ground infrastructure necessary to support the constellation. This interlinked architecture enables a single ground station gateway to support all commercial traffic globally. This allows the satellite that is then passing over the ground station to transmit all traffic to and from the rest of the satellite constellation to terrestrial-based networks such as the public switch telecommunication network.

## Table of Contents

Iridium Holdings believes its interlinked satellite infrastructure provides several advantages over networks that rely on terrestrial gateways like Globalstar's and Orbcomm's networks. Iridium Holdings has the only satellite network with 100% global coverage, and its constellation is less vulnerable to single points of failure, since traffic can be routed around any one satellite problem to complete the communications path. In addition, the lack of ground stations increases the security of its constellation, a factor that makes its network particularly attractive to government institutions and large enterprises that require secure voice and data communications. The low orbit of its constellation also allows Iridium Holdings' network to operate with low latency due to the proximity of its satellites to the earth.

All of Iridium Holdings' satellites are virtually identical in design and functionality, which allows satellite diversity for mitigation of service gaps from individual satellite outages. Each satellite has a high degree of on-board subsystem redundancy, an on-board fault detection system and isolation and recovery for safe and quick risk mitigation. Iridium Holdings' ability to reconfigure the orbital location of each satellite provides Iridium Holdings with operating flexibility and commercially-acceptable level of service. If a satellite should fail or become unusable in most cases, Iridium Holdings can also reposition one of its in-orbit spare satellites to take over its functions. If there is an in-orbit spare located in the orbital plane of the failed satellite, such repositioning can be accomplished within days with minimal impact on its services. If there is no in-orbit spare located in the relevant orbital plane, redeploying an in-orbit spare into the affected plane will take at least one year. The design of its space and ground control system facilitates the real time intervention and management of the satellite constellation and service upgrades via software enhancements.

Iridium Holdings' commercial gateway is located in Tempe, Arizona. This gateway has multiple antennas that communicate with its satellites and pass calls seamlessly between gateway antennas and satellites as the satellites traverse the gateway, thereby connecting signals from the terminals of end-users to its gateways. Additional gateways can be added to the network to enable dedicated communications links that are not dependant on localized terrestrial telecommunications infrastructure where subscribers are using its services. Such gateways would be able to generate and control all user information pertaining to its registered users, such as user identity, geo-location and call detail records. The DoD owns and operates a dedicated gateway in Hawaii for U.S government users to take advantage of this unique capability. This gateway provides an interface between voice and data devices and the Defense Information Systems Network, providing DoD users with secure communications capabilities. Iridium Holdings is also in discussions with parties in countries that require physical gateways within their jurisdiction to build or reactivate additional gateways to connect the traffic to the constellation coming to and from their territory, including China and Russia.

Iridium Holdings operates its satellite constellation from its satellite network operations center in Leesburg, Virginia. This facility manages the performance and status of each of its satellites, developing and distributing routing tables for use by the satellites and gateways, directing traffic routing through the network and controlling the formation of coverage areas by the satellites' main mission antennas. Iridium Holdings also operates telemetry, tracking, and control stations and satellite earth station facilities in Fairbanks, Alaska and Chandler, Arizona in the United States, and northern Canada and Norway. The Alaskan ground station also provides earth terminal backup capability for its Tempe Gateway.

From time to time, individual satellites in Iridium Holdings' constellation experience operating problems that may result in a temporary satellite outage, but due to satellite diversity within its constellation, the individual satellite outages typically do not negatively affect its customers' use of its system for a prolonged period. In addition, most system processing related to Iridium Holdings' service is performed using software onboard each satellite instead of on the ground. Iridium Holdings believes this has provided it with significant flexibility and has contributed to the longevity of the system by enabling engineers to develop additional functionality and software-based solutions to occasional faults and anomalies in the system.

Iridium Holdings has experienced six satellite failures since it reintroduced commercial satellite services in 2001 which have resulted in the complete loss of the affected satellites or the loss of the ability of the satellite to carry traffic on the network. Iridium Holdings experienced its first satellite failure in July 2003. This failure has been attributed to a non-recoverable anomalous short circuit in the satellite's IBE. Two additional satellites failed as a result of this anomaly in August 2005 and December 2006. In part, as a response to this anomaly, Iridium Holdings has implemented several procedures across the constellation to attempt to mitigate the severity of a similar anomaly in the future and/or prevent it from resulting in mission-critical failures of its other satellites. These procedures include reducing the peak operating temperature of the IBE during portions of the solar season, as well

Table of Contents

as modifying the on-board software of its satellites to immediately carry out certain autonomous actions upon detecting future occurrences of this type of anomaly.

Iridium Holdings has experienced three additional satellite failures unrelated to IBE short circuits. In April 2005, one of its satellites failed as a result of a radiation-induced single event upset anomaly, which corrupted the satellite's on-board time reference. Accurate time reference is critical to determine a satellite's ephemeris (its orbital location with respect to the earth), attitude (its pointing direction) and the sun's position. In December 2005, Iridium Holdings was unable to remedy a failure in the crosslink digital reference oscillator of another of its satellites, resulting in the satellite's failure. Failure of the digital reference oscillator disables the affected satellite's crosslinks and, thus, its ability to communicate with the rest of the satellite constellation. More recently, in July 2008, another of Iridium Holdings' satellites experienced an attitude control anomaly as a result of sudden loss of communications between its IBE and its primary space vehicle and routing computer. The nature of this anomaly coupled with the software state of the vehicle at the time (resulting from an on-board software fault response to a prior anomaly) resulted in the inability of the on-board software to correct the computer communications anomaly and control of the satellite was lost.

Iridium Holdings has experienced one satellite to satellite collision. On February 10, 2009, Iridium Holdings lost an operational satellite (SV33) as a result of a collision with a non-operational Russian satellite (Cosmos 2251). On March 4, 2009, Iridium Holdings completed the replacement of SV33 with an in-orbit spare. The unique architecture of Iridium Holdings' fully-meshed network of 66 satellites enabled the commercially-acceptable level of service to customers with only limited service disruption while the in-orbit spare was prepared and maneuvered into the constellation.

Iridium Holdings has categorized three types of anomalies among the satellites in its constellation that, if they materialize throughout the satellite constellation, have the potential for a significant operational impact. These include: (a) a non-recoverable anomalous short circuit in a satellite's IBE, as discussed above; (b) excessive power subsystem degradation resulting from satellite battery wear-out or excessive loss of solar array power output and (c) failures to critical payload electronic parts arising from accumulated radiation total dose.

Based on the failures and anomalies Iridium Holdings has experienced to date, and considering the potential for future anomalies related to the three categories discussed above, Iridium Holdings believes its in-space constellation will provide commercially-acceptable level of service through 2014. In addition, Iridium Holdings believes its constellation can be operationally functional with less than 66 satellites while experiencing some service degradation. Iridium Holdings expects to be able to mitigate satellite failures through the use of the remaining seven in-orbit spares, the implementation of software solutions, and by landing communications traffic at its ground station in Alaska and backhauling traffic to the Tempe gateway for processing and termination. However, there can be no assurance that Iridium Holdings' satellites will not fail faster than expected or that it will be able to mitigate any future failures.

In addition to its seven spare satellites, Iridium Holdings owns spare parts for certain equipment in its gateway and Telemetry, Tracking and Control Station ("TTACs"). Iridium Holdings selectively replaces parts for its gateway and TTACs as necessary and maintains an inventory of spare parts which it continuously monitors. In addition, when it does not have necessary spares in inventory or such spares become obsolete, Iridium Holdings relies on third parties to develop necessary parts.

Iridium Holdings uses the services of third-party Boeing contractors to operate its constellation pursuant to a long-term operations and maintenance agreement with Boeing. Under the terms of this agreement, Boeing provides operations and maintenance services with respect to Iridium Holdings' satellite network (including engineering,

systems analysis and operations and maintenance services) from Iridium Holdings' technical support center in Iridium Holdings' Chandler, Arizona control station and Iridium Holdings' satellite network operations center in Leesburg, Virginia. The life of the agreement runs concurrent with the estimated useful life of its constellation.

Pursuant to its transition services, products and asset agreement with Motorola, the original system architect and prior owner, and a separate agreement with the U.S. government, Iridium Holdings is required to maintain an in-orbit liability insurance policy with a de-orbiting endorsement to cover the de-orbiting of its satellite constellation in the amount of \$500 million per occurrence, and \$1 billion annually. The current policy (together with the de-orbiting endorsement) covers amounts that Iridium Holdings and certain other named parties may become liable to pay for bodily injury and/or property damages to third parties related to processing, maintaining and operating its

## Table of Contents

satellite constellation and, in the case of the de-orbiting endorsement, de-orbiting the satellite constellation. The policy covers Iridium Holdings, the U.S. government, Boeing, as operator of its system, Motorola and other named beneficiaries. The policy has been renewed annually since the expiration of the original policy's three-year term in 2003. The current policy has a one-year term, which expires December 12, 2009. In addition, Motorola maintains a separate \$1 billion product liability policy to cover its potential liability as manufacturer of the satellites. Iridium Holdings pays the premium for Motorola's policy.

In addition, Iridium Holdings does not maintain in-orbit insurance covering losses from satellite failures or other operational problems affecting its constellation.

### Constellation De-Orbiting Rights

When Iridium Satellite purchased the assets of Iridium LLC out of bankruptcy, Boeing, Motorola and the US government insisted on having certain de-orbit rights as a way to control potential liability risk arising from future operation of the constellation and provide for the U.S. government's obligation to indemnify Motorola. As a result, an agreement was entered into among Iridium Satellite, Boeing, Motorola and the U.S. government, the U.S. government obtained the right to, in its sole discretion, require Iridium Holdings to de-orbit its constellation upon the occurrence of any of the following with respect to Iridium Satellite: (a) its failure to pay certain insurance premiums or maintain insurance; (b) its bankruptcy; (c) its sale or the sale of any major asset in its satellite system; (d) Boeing's replacement as the operator of its satellite system; (e) its failure to provide certain notices as contemplated by the agreement; or (g) at any time after June 5, 2009, unless extended by the U.S. government. The U.S. government also has the right to require Iridium Holdings to de-orbit any of its individual functioning satellites (including in-orbit spares) that has been in orbit for more than seven years, unless the U.S. government grants a postponement. As of August 2009, all of Iridium Holdings' functioning satellites have been in orbit for more than seven years. Iridium Holdings is currently in discussion with the U.S. government to extend the 2009 deadline.

Motorola also has the right to de-orbit Iridium Holdings' constellation pursuant to the transition services, products and asset agreement with Iridium Holdings and Iridium Satellite and pursuant to the operations and maintenance agreement between Iridium Constellation and Boeing. Under these agreements, Motorola may require the de-orbit of Iridium Holdings' constellation upon the occurrence of any of the following: (a) Iridium Holdings' bankruptcy or the bankruptcy of Iridium Constellation or Iridium Satellite; (b) Iridium Holdings' breach of the transition services, products and asset agreement; (c) Boeing's breach of its operations and maintenance agreement and other related agreements with Iridium Constellation or its affiliates; (d) an order from the U.S. government requiring the de-orbiting of Iridium Holdings' satellites; (e) Motorola's determination that changes in law or regulation that may require it to incur certain costs relating to the operation, maintenance, re-orbiting or de-orbiting of Iridium Holdings' constellation; or (f) Motorola's failure to obtain, on commercially reasonable terms, product liability insurance to cover its position as manufacturer of the satellites, provided the U.S. government has not agreed to cover what would have otherwise been paid by such policy.

Pursuant to the operations and maintenance agreement between Iridium Constellation and Boeing, Boeing similarly has the unilateral right to de-orbit its constellation upon the occurrence of any of the following events: (a) Iridium Constellation's or Iridium Satellite's bankruptcy; (b) the existence of reasonable grounds for Boeing to question the financial stability of Iridium Constellation; (c) Iridium Constellation's failure to maintain certain insurance policies; (d) Iridium Constellation's failure to provide Boeing certain quarterly financial statements; (e) Iridium Constellation's breach of the operations and maintenance agreement, including its payment obligation thereunder; or (f) changes in law or regulation that may increase the risks or costs associated with the operation and/or re-orbit process or the cost of operation and/or re-orbit of the constellation. Pursuant to an orbital debris mitigation plan filed with the FCC and incorporated into its space station license in 2001, Iridium Holdings is required to lower each satellite to an orbit with

a perigee of approximately 250 kilometers as it reaches the end of its useful life and coordinate these orbit-lowering maneuvers with the United States Space Command. Iridium Holdings has applied to modify its license to conform these requirements to the less stringent de-orbit standards adopted by the FCC in 2004 for all new satellite applications. Iridium Holdings' modification application remains pending.

#### Iridium NEXT

Iridium Holdings' satellites have so far exceeded their original design lives and Iridium Holdings is currently developing its next-generation satellite constellation, Iridium NEXT, which it expects to commence launching in 2014. The current constellation is expected to provide commercially-accepted level of service until 2014. Iridium



## Table of Contents

Holdings anticipates that Iridium NEXT will have more than twice the capacity of its existing satellite constellation. The new satellite constellation will be backward compatible with Iridium Holdings' first generation system and will replace the existing constellation with what it believes will be a more powerful and capable satellite network. Iridium Holdings believes Iridium NEXT's increased capabilities will expand its target markets by enabling it to offer a broader range of products and services, including a wider array of broadband data services.

Iridium NEXT will maintain the current system's unique attributes, including LEO architecture, the capability to upload new software, global coverage, low latency and high availability, and will continue to support existing applications and equipment, while providing new and enhanced capabilities, such as:

- higher speeds and greater flexibility for core voice and data services;
- the ability to host lower cost, private network gateways, providing greater control of voice and data traffic; and
- regional broadcast capabilities, enabling global paging and point-to-multi-point broadcasting of data services to select groups.

In addition, Iridium NEXT will be designed to host secondary payloads for U.S. and international government and commercial customers, including remote sensing and climate monitoring applications. Iridium Holdings expects these secondary payloads to defray a portion of capital expenditures related to Iridium NEXT and generate recurring revenues.

In 2007, Iridium Holdings conducted a request for information with over 60 companies for the development and launch of the new system. It has since narrowed its search for a prime system contractor to two companies, Lockheed Martin Corporation and Thales Alenia Space. These companies are currently working with input from Iridium Holdings' engineers to design a system that satisfies its technical, timing and cost requirements. Iridium Holdings expects to enter into a definitive agreement with a prime contractor for the design, manufacture and deployment of its new constellation by the end of 2009 or in early 2010. Iridium Holdings estimates the gross costs associated with Iridium NEXT and related infrastructure upgrades to be approximately \$2.7 billion, including the manufacture of satellites, launch costs and gateway infrastructure upgrades. Iridium Holdings expects to fund a majority of these costs from internally generated cash flows, including potential revenues from secondary payloads, and proceeds from its proposed transaction with GHQ. Iridium Holdings expects to finance the remaining cost by raising additional debt and/or equity financing.

## Competition

The global communications industry is highly competitive. Iridium Holdings currently faces substantial competition from other service providers that offer a range of mobile and fixed communications options. Iridium Holdings' most direct competition comes from other global mobile satellite services providers. Currently, Iridium Holdings' principal global mobile satellite services competitors are Inmarsat, Globalstar and Orbcomm. Iridium Holdings competes primarily on the basis of coverage, quality, mobility and pricing of services and products.

Iridium Holdings' main competitor, United Kingdom-based Inmarsat, has been a provider of communications services, including voice and data services, since 1982. Inmarsat owns and operates a fleet of GEO satellites. Unlike LEO satellites, GEO satellites orbit the earth at approximately 22,300 miles above the equator and are able to cover approximately 70% of the earth's surface. GEO operators require substantially larger and more expensive antennas, and typically have higher transmission delays than LEO operators. Due to its GEO system, Inmarsat's coverage area extends and covers most bodies of water except for a majority of the Polar Regions. Accordingly, Inmarsat is the

leading provider of satellite communications services to the maritime sector. Inmarsat also offers land-based and aviation communications services. During April 2009, Inmarsat acquired Stratos Global Corporation, one of Iridium's main distributors and in July 2009, it completed its long-term distribution and product development agreements with SkyWave Mobile Communications. Inmarsat generally does not sell directly to end-users.

U.S.-based Globalstar owns and operates a fleet of LEO satellites. Globalstar began commercial services in 2000. In addition, Globalstar's service is available only on a multi-regional basis as a result of its bent pipe architecture, which requires that voice and data transmissions be routed from satellites immediately to nearby ground stations. This design requires the use of multiple ground stations, which are impractical in extreme latitudes

Table of Contents

or over oceans. Unlike Inmarsat and Iridium Holdings, Globalstar sells a higher percentage of its products and services directly to end-users. Globalstar has recently indicated that satellite failures and other problems affecting its constellation are affecting and will continue to affect its ability to provide two-way services in the future. Globalstar is also in the process of building its second-generation satellite constellation, which is expected to be launched between 2010 and 2014. In July 2009, Globalstar announced it has completed the financing of approximately \$738 million for its second generation of satellite constellation, supported by credit insurance from Coface, the export credit agency acting on behalf of the French government.

U.S.-based Orbcomm also provides commercial services using a fleet of LEO satellites. Like Globalstar, Orbcomm's network also has a bent pipe architecture, which limits its coverage area. Orbcomm's principal focus is low-cost data and machine-to-machine services, where it directly competes with Iridium Holdings' machine-to-machine offerings. Orbcomm's services generally have a certain amount of latency, which may limit their use in certain mission critical applications. It does not offer voice service or high-speed data services. Orbcomm is similarly developing its second-generation satellite constellation. In addition, in July 2009, Orbcomm announced it has reached an agreement with a third party to incorporate Code Division Multiple Access (CDMA)-based terrestrial wireless services to its satellite and GSM services. Orbcomm expects to make CDMA-based wireless services available to its customers beginning in August 2009.

Iridium Holdings competes with regional mobile satellite communications services in several geographic markets. In these cases, the majority of Iridium Holdings' competitors' customers require regional, not global, mobile voice and data services, so its competitors present a viable alternative to Iridium Holdings' services. All of these competitors operate GEO satellites. Iridium Holdings' regional mobile satellite services competitors currently include Thuraya, principally in Europe, the Middle East, Africa, Australia and several countries in Asia; and SkyTerra in the Americas. In addition, several regional mobile satellite services companies, including ICO, TerreStar and SkyTerra, are attempting to exploit their spectrum positions into a U.S. consumer mobile satellite services business; however such operators currently offer limited or no services. In July 2009, TerreStar launched its satellite TerreStar 1 and had its first end-to-end phone call completed.

Iridium Holdings competes indirectly with terrestrial wireline (landline) and wireless communications networks. Iridium Holdings provides service in areas that are inadequately covered by these ground systems. To the extent that terrestrial communications companies invest in underdeveloped areas, Iridium Holdings will face increased competition in those areas. Iridium Holdings believes that local telephone companies currently are reluctant to invest in new switches, landlines and cellular towers to expand their networks in rural and remote areas due to high costs and limited usage. Many of the underdeveloped areas are sparsely populated so it would be difficult to generate the necessary returns on the capital expenditures required to build terrestrial wireless networks in such areas. Iridium Holdings believes that its solutions offer a cost-effective and reliable alternative to terrestrial-based wireline and wireless systems and that continued growth and utilization will allow it to further lower costs to consumers.

Iridium Holdings will also face competition for its land-based services in the United States from incipient ATC services providers. In February 2003, the FCC adopted rules that permit satellite service providers to establish ATC networks. ATC authorization enables the integration of a satellite-based service with terrestrial wireless services, resulting in a hybrid mobile satellite services/ATC network designed to provide advanced services and broad coverage throughout the United States. The ATC network would extend satellite services to urban areas and inside buildings where satellite services currently are impractical. Outside the United States, other countries are considering implementing regulations to facilitate ATC services.

The mobile satellite services industry has significant barriers to entry, including the cost and difficulty associated with obtaining spectrum licenses and successfully building and launching a satellite network. In addition to cost, there is a

significant amount of lead-time associated with obtaining the required licenses, building the satellite constellation and deploying the ground network technology.

#### Employees

As of June 30, 2009, Iridium Holdings had 168 full-time employees, none of whom is subject to any collective bargaining agreement. Iridium Holdings considers its employee relations to be good.

#### Properties

149

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Table of Contents

Iridium Holdings' principal headquarters are located in Bethesda, Maryland, where it currently leases 13,417 square feet of office space. On August 17, 2009, Iridium Holdings signed a lease for 21,573 square feet of office space in McLean, Virginia, which will serve as its new principal headquarters. Iridium Holdings does not expect to occupy the new headquarters before the first quarter of 2010. Iridium Holdings also owns or leases the facilities described in the following table:

Location	Country	Approximate Square Feet	Facilities	Owned/Leased
Chandler, Arizona	USA	129,303	Technical Support Center, Distribution Center and Warehouse	Leased
Leesburg, Virginia	USA	40,434	Satellite Network Operations Center	Owned
Tempe, Arizona	USA	30,985	Gateway Earth Station	Owned Building on Leased Land
Tempe, Arizona	USA	25,457	Operations and Finance Centers	Leased
Fairbanks, Alaska	USA	3,960	Satellite Earth Station Facility	Owned
Svalbard	Norway	1,800	Satellite Earth Station Facility	Owned Building on Leased Land
Yellowknife, Northwest Territories	Canada	1,750	Telemetry, Tracking and Control Station	Owned Building on Leased Land
Iqaluit, Nunavut	Canada	1,750	Telemetry, Tracking and Control Station	Owned Building on Leased Land

## Intellectual Property

At June 30, 2009, Iridium Holdings held eight U.S. patents with no additional U.S. patents pending and no foreign patents with two additional foreign patents pending. These patents cover several aspects of its satellite system, its global network and its devices. Iridium Holdings continues to maintain all of its important patents.

In addition to its owned intellectual property, Iridium Holdings also licenses substantially all system technology, including software and systems to operate and maintain its network as well as technical information for the design and manufacture of its devices, from Motorola. Iridium Holdings maintains its licenses with Motorola pursuant to several long-term agreements. Pursuant to one of these agreements, Iridium Holdings pays a royalty equal to 2% of the manufacturing costs of subscriber equipment. These agreements can be terminated by Motorola upon: (i) any material change to certain portions of the certificate of formation and operating agreement of the Iridium Holdings' subsidiary

that is party to the agreements; (ii) any change of control (as defined in the TSA); (iii) the commencement by Iridium Holdings of any voluntary bankruptcy proceeding; or (iv) the material failure of Iridium Holdings to perform or comply with any provision of the agreements. Motorola has assigned a portion of the patents that comprise these licenses to a third-party. Iridium Holdings also licenses other system technology from additional third parties. Iridium Holdings expects to license additional technology from Motorola and other third parties in connection with the development of Iridium NEXT and related ground infrastructure, products and services.

If Motorola or any such third party were to terminate any license agreement or cease to support and service this technology, or if Iridium Holdings is unable to renew such licenses on commercially reasonable terms or at all, it may be difficult, more expensive or impossible to obtain such services from alternative vendors. Any substitute technology may also have lower quality or performance standards, which would adversely affect the quality of Iridium Holdings' products and services. For more information, see "Risk Factors - Iridium Holdings' agreements

Table of Contents

with Motorola contain potential payment provisions which may apply to the acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain” and “Risk Factors - Iridium Holdings is dependent on intellectual property licensed from Motorola and other third parties.”

Legal Proceedings

From time to time, Iridium Holdings is involved in various litigation matters involving ordinary and routine claims incidental to its business. Management currently believes that the outcome of these proceedings, either individually or in the aggregate, will not have a material adverse effect on its business, results of operations or financial conditions.

Table of Contents

IRIDIUM HOLDINGS MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition and results of operations for Iridium Holdings relates to periods prior to the closing of the acquisition. Accordingly, the following discussion and analysis of historical periods does not reflect the significant impact that the acquisition will have on Iridium Holdings.

You should read the following discussion and analysis of Iridium Holdings' financial condition and results of operations in conjunction with Iridium Holdings' audited and unaudited consolidated financial statements and the related notes appearing elsewhere in this proxy statement. The following discussion may contain predictions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under "Risk Factors" and elsewhere in this proxy statement. These risks could cause Iridium Holdings' actual results to differ materially from any future performance suggested below. Accordingly, you should read "Cautionary Notice Regarding Forward-Looking Statements" and "Risk Factors" appearing elsewhere in this proxy statement.

For purposes of this Section, the term "Iridium Holdings" refers to Iridium Holdings LLC and its subsidiaries.

Overview

Iridium Holdings is the second largest provider of mobile voice and data communications services via satellite, and the only provider of mobile satellite communications services offering 100% global coverage. Iridium Holdings' satellite network provides communications services to regions of the world where existing wireless or wireline networks do not exist or are impaired, including extremely remote or rural land areas, open ocean, the Polar Regions and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters. Demand for Iridium Holdings' mobile satellite services and products is growing as a result of the increasing need for reliable communications services in all locations.

Iridium Holdings offers voice and data communications services to the U.S. and foreign governments, businesses, non-governmental organizations and consumers via its constellation of 66 in-orbit satellites, seven in-orbit spares and related ground infrastructure, including a primary commercial gateway. Iridium Holdings utilizes an interlinked mesh architecture to route traffic across its satellite constellation using radio frequency crosslinks. This unique architecture minimizes the need for ground facilities to support the constellation, which facilitates the global reach of Iridium Holdings' services and allows it to offer services in countries and regions where it has no physical presence.

Iridium Holdings sells its products and services to commercial end-users exclusively through a wholesale distribution network, encompassing approximately 65 service providers, 110 value-added resellers and 45 value-added manufacturers, who either sell directly to the end-user or indirectly through other service providers, value-added resellers or dealers. These distributors often integrate Iridium Holdings' products and services with other complementary hardware and software and have developed over 200 unique applications for its products and services targeting specific vertical markets. Iridium Holdings expects that demand for its services will increase as more applications are developed for its products and services.

At June 30, 2009, Iridium Holdings' product and service solutions had approximately 347,000 subscribers worldwide, which represented a 23.9% increase since June 30, 2008. Iridium Holdings' subscriber base has grown consistently since it reintroduced commercial services in 2001, growing at a compound annual growth rate of 40.1% between



December 31, 2001 (when it had approximately 30,000 subscribers worldwide) and December 31, 2008 (when it had approximately 320,000 subscribers worldwide), and at a compound annual growth rate of 27.8% between December 31, 2003 (when it had approximately 94,000 subscribers worldwide) and December 31, 2008. Iridium Holdings has a diverse customer base, including end-users in the following vertical markets: land-based handset, maritime, aviation, asset tracking and monitoring, or machine-to-machine, and government.

Iridium Holdings expects continued growth in revenue from both commercial services and U.S. government services in the future, although Iridium Holdings anticipates growth in U.S. government revenue to be more moderate than growth from commercial revenue sources. While Iridium Holdings expects to continue to increase its number of subscribers and revenue, it expects its future growth rate will be slower than its historical growth rate. Iridium Holdings expects its future growth rate will be impacted by the current general economic slowdown,

Table of Contents

increased competition over time, gradual maturation of the satellite communications industry and the difficulty in sustaining high growth rates as Iridium Holdings increases in size. The recent appreciation of the U.S. dollar may also negatively impact its growth by increasing the cost of its products and services in foreign countries. Iridium Holdings also expects its subscriber equipment revenue to decrease in the future as it decreases its price per unit in order to drive an increase in its services revenue and as a result of increased competition and the continued maturation of the market.

Iridium Holdings is the successor to Iridium LLC, a Delaware limited liability company formed in 1996 by Motorola and several other partners. Motorola launched Iridium LLC with the mission of providing global mobile satellite services through a network of 66 low earth orbit satellites, which was completed and deployed for a cost of approximately \$3.4 billion. Motorola invested significantly in research and development, the acquisition of spectrum and global licenses and in market development efforts during the development of the constellation. Beginning in 1997, after seven years of planning and development, Iridium LLC successfully launched its constellation, including active satellites and in-orbit spares. In November 1998, Iridium LLC began offering commercial services principally focused on the retail consumer market, launching the first commercially available global satellite phone services. On August 13, 1999, Iridium LLC filed voluntary petitions under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. Iridium LLC remained in possession of its assets and properties and continued to operate its businesses as a debtor-in-possession.

On December 7, 2000, Iridium Holdings, its wholly owned subsidiary, Iridium Satellite, and Iridium Constellation, a wholly-owned subsidiary of Iridium Satellite, were organized as limited liability companies under the laws of the State of Delaware. On December 11, 2000, these entities acquired Iridium LLC's operating assets, including the satellite constellation, certain portions of the terrestrial network, ground spare satellites and real property. In addition, they also acquired from Motorola, either outright or by license, the intellectual property rights necessary to operate the system and produce related equipment and took assignment of applicable licenses from the FCC. In connection with the acquisition of these assets, Iridium Holdings entered into a transition services, products and asset agreement with Motorola and an operations and maintenance agreement with Boeing relating to the operations of its constellation. Iridium Holdings was also awarded its first services contract with the DoD at this time. In March 2001, Iridium Holdings reintroduced commercial satellite services through its subsidiary, Iridium Satellite. In 2002, Iridium Holdings launched an additional seven spare satellites into orbit.

On September 22, 2008, GHQ entered into a Transaction Agreement, as amended on April 28, 2009, with Iridium Holdings and its members whereby GHQ agreed to purchase 100% of Iridium Holdings member units (Class A and Class B) for 29.4 million shares of GHQ common stock, \$77.1 million in cash, subject to certain adjustments, and, within 90 days of the closing of the acquisition, a tax benefit payment of \$25.5 million in cash to sellers (other than the sellers of the equity of Baralonco and Syncom), if Iridium Holdings has in effect a valid election under Section 754 of the Code with respect to the taxable year in which the closing occurs. Upon the closing of the acquisition, Iridium Holdings will become a subsidiary of GHQ and GHQ will be renamed "Iridium Communications Inc." and continue as a publicly traded corporation.

The acquisition will be accounted for as a business combination and will be accounted for under the acquisition method of accounting. Under the acquisition method of accounting, the purchase price will be allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their respective fair value, with the remainder being allocated to goodwill.

The impact of acquisition accounting is expected to result in an increase in the carrying value of inventory, property and equipment and intangible assets, and a decrease in deferred revenue. Based on preliminary estimates, which are subject to material revision, Iridium Holdings expects the carrying value of inventory, property and equipment, and

intangible assets to increase by approximately \$8.8 million, \$329.2 million and \$54.2 million, respectively, depreciation and amortization expense to increase and commercial revenue to decrease as a result of these acquisition accounting adjustments. Iridium Holdings also expects the increase in its carrying value of inventory will increase the cost of subscriber equipment sales in future periods. The effect of these adjustments on depreciation and amortization will be to increase operating expenses and thereby reduce operating profit and operating profit margin in future periods, while the effect of these adjustments on cost of subscriber equipment sales and commercial revenue will be to increase operating expenses and thereby reduce operating profit and operating profit margin for a period of up to 24 months.

## Table of Contents

Iridium Holdings will also record significant transaction-related expenses during the quarter when the acquisition closes, including an estimated \$2.6 million related to the accelerated vesting of equity incentive awards for certain employees. In addition, Iridium Holdings has recorded \$9.9 million of transaction costs and expects to incur approximately \$11.7 million of additional transaction costs. Iridium Holdings made a required prepayment, under its first lien credit agreement of \$15.0 million in June 2009 and will be required to prepay \$65.0 million on closing of the transaction which will cause interest expense to decrease in the short term. However, Iridium Holdings' interest expense is expected to increase significantly above historical levels in the future when it incurs additional debt to fund, in part, Iridium NEXT. Additionally, following the closing of the transaction, GHQ will record a compensation charge in the amount \$1.3 million and a capital contribution related to the transfer at cost of founding stockholder's units to certain of GHQ's directors. After the completion of the transaction, Iridium Holdings will also incur income taxes as it will no longer be treated as a partnership for federal income tax purposes.

As discussed in Note 2 to the financial statements on page F-40, the consolidated balance sheet as of December 31, 2008 and the consolidated statements of income for the years ended December 31, 2008 and 2007 have been restated to give effect to certain reclassification adjustments. For the year ended December 31, 2008, the balance sheet has been restated to reclassify as prepaid expenses and other current assets a \$1.4 million receivable from an insurer that was previously classified as a reduction of the related claim liability included in accrued expenses and other current liabilities. In addition, in the restated consolidated statements of income for the years ended December 31, 2008 and 2007, Iridium Holdings has reclassified \$6.0 million and \$3.4 million, respectively, of research and development costs related to government funded research and development service contracts as cost of services (exclusive of depreciation and amortization). These reclassifications have no impact on income from operations or net income.

## Material Trends and Uncertainties

Both Iridium Holdings' industry and its customer base have been growing rapidly as a result of:

- demand for remote and reliable mobile communications services;
- increased demand for communications services by the DoD and disaster and relief agencies and emergency first responders;
- a broad and expanding wholesale distribution network with access to diverse and geographically dispersed niche markets;
  - a growing number of new products and services and related applications;
  - improved data transmission speeds for mobile satellite service offerings;
  - regulatory mandates requiring the use of mobile satellite services, particularly among maritime end-users;
  - a general reduction in prices of mobile satellite services equipment; and
  - the receipt of licenses in additional countries.

Nonetheless, Iridium Holdings faces a number of challenges and uncertainties, including:

- Constellation life and health. Iridium Holdings' current satellite constellation was launched commencing in 1997. Iridium Holdings expects its current constellation to provide a commercially-acceptable level of service through

2014, when it expects to commence launching Iridium NEXT. Since commercial services were reintroduced in 2001, six of Iridium Holdings' satellites have failed in orbit and others have encountered problems. In addition, on February 10, 2009, Iridium Holdings lost an operational satellite (SV33) as a result of a collision with a non-operational Russian satellite (Cosmos 2251). While SV33 has been replaced by one of Iridium Holdings' in-orbit spares, the collision resulted in an increase in the risk of space debris damaging or interfering with the operation of satellites owned by Iridium Holdings or others. Although Iridium Holdings has been able to mitigate the impact of previous events with the use of in-orbit spares, and it believes it will be able to continue to rely on such spares in the future, if the health of its current constellation were to decline more

Table of Contents

rapidly than expected and Iridium Holdings was unable to offer commercially-acceptable level of service until it deploys Iridium NEXT, its business, revenue and cash flow would be negatively impacted.

- **Capital expenditures.** The majority of Iridium Holdings' future capital expenditures will relate to the development of its second generation satellite constellation, Iridium NEXT. In 2007, Iridium Holdings conducted a request for information with over 60 companies for the development and launch of Iridium NEXT. Iridium Holdings has since narrowed its search for a prime system contractor to two companies, Lockheed Martin Corporation and Thales Alenia Space. These companies are currently working with input from Iridium Holdings' engineers to design a system that satisfies Iridium Holdings' technical, timing and cost requirements. Iridium Holdings expects to enter into a definitive agreement with a prime contractor for the design, manufacture and deployment of its new constellation by the end of 2009 or in early 2010. Iridium Holdings currently expects that the future cash costs associated with Iridium NEXT under this agreement will be approximately \$2.7 billion, including costs associated with the manufacture of satellites, launch of satellites and gateway infrastructure upgrades. While Iridium Holdings expects most of the costs will be capitalized, until the definitive agreement is finalized, all such costs will be expensed as research and development costs. Iridium Holdings has not yet capitalized any costs relating to Iridium NEXT. All such expenses to date, including certain milestone payments to Lockheed Martin Corporation and Thales Alenia Space in connection with their preliminary work, have been recorded as research and development expenses. To the extent any such costs are capitalized, depreciation expense will increase.
- **Iridium NEXT funding.** Iridium Holdings plans to fund a majority of the costs associated with Iridium NEXT from internally generated cash flows and secondary payload funding as well as proceeds from its proposed transaction with GHQ. Iridium Holdings expects to finance the remaining cost by raising additional debt and/or equity financing. If future internally generated cash flows and revenue from hosting secondary payloads are below expectations, Iridium Holdings will require additional external funding. There can be no assurance that additional debt and/or equity financing will be available to Iridium Holdings on acceptable terms or at all. An inability to fund such expenditures would have a material adverse effect on Iridium Holdings' future business, financial condition and results of operations.
- **Current Economic Conditions.** Iridium Holdings expects it will be negatively affected by the current economic conditions. Uncertainty about current global economic conditions poses a risk as individual consumers, businesses and governments may postpone spending in response to tighter credit, negative financial news, declines in income or asset values and/or budgetary constraints. Reduced demand for Iridium Holdings' products and services would adversely affect its business, financial condition and results of operations.
- **Reliance on a single primary gateway and satellite network operations center.** Currently Iridium Holdings' commercial satellite network traffic is supported by a primary ground station gateway in Tempe, Arizona. In addition, Iridium Holdings operates its satellite constellation from its satellite network operations center in Leesburg, Virginia. Currently, Iridium Holdings' back-up facilities would not be able to quickly and fully replace its Arizona gateway and Virginia operations center if either experienced a catastrophic failure. Both facilities are subject to the risk of significant malfunctions or catastrophic loss due to unanticipated events and would be difficult to replace or repair and could require substantial lead-time to do so. If a significant malfunction or catastrophic event were to occur in either or both of these facilities, Iridium Holdings' ability to provide services to its customers would be negatively affected, decreasing its revenue, profitability and cash flows.
- **Competition and pricing pressures.** Iridium Holdings faces increased competition from other mobile satellite service providers and, to a lesser extent, from the expansion of terrestrial-based cellular phone systems. Increased

numbers of competitors and the introduction of new services and products by Iridium Holdings' competitors may result in loss of customers, decreased revenue and, ultimately, decreased profitability and cash flows.

- Reliance on U.S. government revenue. The U.S. government, directly and indirectly, has been and continues to be Iridium Holdings' largest customer, representing 21.1% and 23.1% of Iridium

## Table of Contents

Holdings' revenue for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Iridium Holdings provides such services to the U.S. government pursuant to two one-year agreements with DISA, both of which became effective in April 2008 and are renewable for three additional one-year periods. The U.S. government is not required to guarantee a minimum number of users pursuant to these agreements. If the U.S. government reduces its utilization of Iridium Holdings' services under these agreements, or if it terminates its agreements with Iridium Holdings or fails to renew such agreements, Iridium Holdings' revenue and cash flow would be negatively impacted. In addition, from time to time, Iridium Holdings enters into agreements with U.S. government agencies to provide engineering and support services related to Iridium Holdings' product and service offerings.

- Technological changes. It is difficult for Iridium Holdings to promptly match major technological innovations by its competitors because substantially modifying or replacing its technology, satellites or gateways as well as its product and service offerings is expensive and requires significant lead time. Although Iridium Holdings believes its current technology, fixed assets and products and services are competitive with those of its competitors, and it plans to procure and deploy its second-generation satellite constellation, Iridium NEXT, as well as its next-generation voice and data offerings, Iridium Holdings is vulnerable to the introduction of superior technology by its competitors.
- Wholesale distribution network model. Iridium Holdings relies on third-party distributors to market and sell its commercial products and services to end-users and to determine the prices end-users pay. Iridium Holdings also depends on its distributors to develop innovative and value-added solutions and applications integrating its product and service offerings. As a result of these arrangements, Iridium Holdings is dependent on the performance of such distributors to generate substantially all of its revenue and support its growth. Iridium Holdings' top ten distributors for the year ended December 31, 2008 and the six months ended June 30, 2009, accounted for, in the aggregate, approximately 52.0% and 47.2% of its total revenue, respectively. During April 2009, Inmarsat, one of Iridium Holdings' main competitors, acquired Stratos Global Corporation, one of Iridium Holdings' largest distributors, which represented 12.6% and 10.0% of Iridium Holdings' revenue for the year ended December 31, 2008 and the six months ended June 30, 2009, respectively. Loss of its distributors due to competition, consolidation, regulatory developments, business developments affecting the distributors or their customers, or for other reasons, or failure by its distributors to perform adequately, could reduce the distribution of Iridium Holdings' products and services as well the development of new product solutions and applications, negatively affecting Iridium Holdings' revenue.

## Components of Results of Operations

### Revenue

Iridium Holdings earns revenue primarily from: (i) the sale of commercial mobile satellite services to third-party distributors, who provide its product and service solutions to end-users, either directly or indirectly through dealers; (ii) the sale of mobile satellite services to U.S. government customers, particularly the DoD and (iii) sales of related voice and data equipment capable of accessing Iridium Holdings' network.

From 2006 to 2008, Iridium Holdings' revenue increased at a compound annual growth rate of 22.9%. Iridium Holdings' revenue grew during that time primarily due to:

- increased overall subscribers resulting from heightened demand for mobile satellite services across all vertical markets, including emerging global markets, accelerated by increased demand from U.S. government and relief agencies in the wake of Hurricanes Katrina, Rita, Wilma and Ike, the Asian tsunami and other natural disasters. Iridium Holdings' total subscribers grew at a compound annual growth rate of 35.5% during the period, from



174,219 on December 31, 2006 to 319,874 on December 31, 2008;

- the introduction of new product and service offerings, particularly its Iridium 9601 short burst data modem and related machine-to-machine services, as well as the continued development of innovative and value-added solutions and applications integrating Iridium Holdings' product and service offerings by its distributors. Sales of Iridium Holdings' short burst data modems grew from 14,650 in 2006 to 42,600 in 2008;
- increased U.S. government revenue resulting from greater demand from the DoD related to global security concerns. Iridium Holdings' U.S. government revenue grew at a compound annual growth rate of 15.5% during the period, from \$50.8 million in 2006 to \$67.8 million in 2008;

Table of Contents

- increased subscriber growth resulting from the degradation of Globalstar's voice and data services as a result of satellite failures and other problems relating to its constellation, particularly in the North American market. Iridium Holdings views Globalstar as its primary competitor in North America; and
- an increase in access fees for Iridium Holdings' commercial services as well as an increase in user fees for its U.S. government customers.

During this period, a significant portion of Iridium Holdings' revenue was generated from sales of voice and data equipment to its distributors, including service providers, value-added resellers and value added-manufacturers. U.S. government customers purchase Iridium Holdings' equipment and related applications indirectly through such distributors. Such revenue also includes previously deferred equipment revenue. Through December 31, 2004, Iridium Holdings considered the sale of its equipment and services as a single unit of accounting due primarily to the fact that Iridium Holdings' equipment was not considered to have stand-alone value to end-users. As a result, when equipment was sold, revenue from these transactions was deferred and recognized ratably over the four-year estimated average life of the end-user relationship. See "–Critical Accounting Policies and Estimates–Revenue Recognition–Contracts with multiple elements". The last year Iridium Holdings recognized previously deferred equipment revenue was 2008. From 2006 to 2008, revenue from subscriber equipment sales have decreased from 39.5% of total revenue in 2006 to 37.4% of total revenue in 2008, and from 41.8% of total revenue for the six months ended June 30, 2006 to 28.4% for the six months ended June 30, 2009, primarily as a result of the change of the method of accounting for subscriber equipment described above. Iridium Holdings also expects its subscriber equipment revenue to decrease in the future as it decreases its price per unit, which will more than offset the increase in unit sales.

Commercial mobile satellite services to Iridium Holdings' third-party distributors, which include mobile voice and data services and machine-to-machine services, account for the second largest portion of Iridium Holdings' total revenue in 2006 and 2007 and the largest portion in 2008. Iridium Holdings' commercial services revenue increased in absolute terms between 2006 and 2008. In addition, commercial revenue increased as a percentage of total revenue from approximately 36.6% to 41.5% of Iridium Holdings' total revenue during the period. Such revenue represented 48.4% of Iridium Holdings' total revenue for the first six months of 2009. However, as a result of the acquisition accounting adjustment to commercial revenue in connection with our proposed transaction with GHQ, prepaid voice service revenue is expected to decrease.

This increase in the proportion of commercial services revenue relative to Iridium Holdings' other sources of revenue from 2006 to 2008 is principally attributable to a growth in commercial subscribers, and the associated access and usage fees, as well as an increase in monthly access fees in August 2006 for voice subscribers by \$5 per month. The proportion of total revenue from subscriber equipment sales during this period decreased slightly, primarily as a result of a change of the method of accounting for subscriber equipment. The Iridium 9601 short burst data modem has exhibited continued growth in sales since its introduction in 2005 accounting for a greater proportion of total equipment sales.

Iridium Holdings derives its remaining revenue from sales of mobile satellite services and other related services to U.S. government customers. These services include mission critical mobile satellite services to all branches of the U.S. armed forces as well as services for other U.S. and international government agencies. Iridium Holdings' U.S. government revenue is derived from both its agreements with DISA as well as other contract revenue related to research and development projects with the DoD, including assessing the feasibility of incorporating secondary payloads in Iridium NEXT, and other U.S. government agencies (either directly or through a prime contractor). Such revenue does not include services to U.S. and international government agencies, including the DoD, purchased through Iridium Holdings' distributors and offered through Iridium Holdings' commercial gateway. Because Iridium

Holdings does not contract for services on its commercial gateway directly with the U.S. or international governments, Iridium Holdings cannot determine the amount of U.S. and international government revenue derived from Iridium Holdings' commercial gateway. U.S. government service revenue also increased in absolute terms from 2006 to 2008 but decreased as a percentage of total revenue from approximately 23.9% to 21.1% during the period. Such revenue represented 23.1% of Iridium Holdings' total revenue for the first six months of 2009.

Table of Contents

Iridium Holdings expects continued growth in revenue from commercial services and U.S. government services in the future, although Iridium Holdings anticipates growth in U.S. government revenue to be more moderate than growth from commercial revenue sources.

Since 2006, the geographic distribution of Iridium Holdings' revenue between U.S. and international revenue has remained relatively stable with international revenue constituting approximately 51.7% of its revenue between 2006 and 2008. Iridium Holdings allocates revenue geographically based on where Iridium Holdings invoices its distributors, whom Iridium Holdings bills for mobile satellite services and related equipment sales. These distributors sell services directly or indirectly to end-users, who may be located elsewhere. It is not possible for Iridium Holdings to provide the geographical distribution of end-users, as it does not contract directly with them. U.S. revenue accounted for approximately 48.3% of its revenue between 2006 and 2008.

The table below sets forth the geographic distribution of Iridium Holdings' revenue for the periods indicated based on the location Iridium Holdings invoices its distributors and not the location of its end-users (who may be located or utilize the service elsewhere).

	Revenue by Country (in thousands)			
	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008	Six months ended June 30, 2009
United States	\$ 102,194	\$ 125,251	\$ 155,923	\$ 76,395
Canada	33,576	44,211	55,271	22,244
Other Countries(1)	76,642	91,439	109,750	59,855
Total	\$ 212,412	\$ 260,901	\$ 320,944	\$ 158,494

(1) No other country represents more than 10% of Iridium Holdings' revenue for any of the periods indicated.

Nearly all of Iridium Holdings' revenue is invoiced in U.S. dollars.

The table below estimates the percentage of Iridium Holdings' commercial voice and data traffic originating outside the U.S. for the years ended December 31, 2006, 2007 and 2008, and the six months ended June 30, 2009.

	Traffic originating outside the U.S.			
	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008	Six months ended June 30, 2009
Commercial voice traffic (minutes)	93.2%	92.1%	90.1%	90.6%
Commercial data traffic (kilobytes)	44.7%	52.4%	74.7%	69.9%

### Operating Expenses

Iridium Holdings' operating expenses are comprised principally of:

- Cost of subscriber equipment sales, which includes both cost of current year subscriber equipment sales and cost of recognizing previously deferred subscriber equipment sales. Cost of current year subscriber equipment sales is the recognition of the average carrying cost of inventory into expense when equipment is sold. Until sold, inventory is recorded as an asset on Iridium Holdings' balance sheet. Cost of recognizing previously deferred subscriber equipment sales is the recognition of costs related to equipment sales from previous years. Inventory consists of subscriber equipment, which includes satellite handsets, L-Band transceivers, and data devices, and a selection of accessories for Iridium Holdings' devices, including holsters, earbud remotes and charging units, to be sold to customers to access Iridium Holdings' services. Iridium Holdings outsources manufacturing of satellite handsets, L-Band transceivers and data devices and purchase accessories from third-party suppliers. Iridium Holdings' cost of inventory also includes an allocation of overhead (including

Table of Contents

salary and benefits of Iridium Holdings' logistics personnel, which manage its relationships with its vendors and prepare inventory for sale), raw materials, scrap, shrinkage, tooling and freight are included as cost components of these manufactured items. In addition, as a result of the acquisition accounting adjustments in connection with the proposed transaction with GHQ, Iridium Holdings expects to increase the carrying value of Iridium Holdings' inventory, which will increase the cost of subscriber equipment sales in future periods;

- Cost of services (exclusive of depreciation and amortization), which are costs directly related to the operation and maintenance of Iridium Holdings' network, such as satellite tracking and monitoring, gateway monitoring, trouble shooting and sub-system maintenance, and costs for providing engineering and support services to commercial and government customers. The majority of these expenses relate to payments under Iridium Holdings' operations and maintenance agreement with

Boeing. These expenses also include variable telecommunication termination costs, which are the costs paid to telecommunications providers to originate and terminate voice or data calls from customers using Iridium Holdings' network to terrestrial wireline or wireless networks. Iridium Holdings has concluded that costs for government engineering and support services should be classified as cost of services (exclusive of depreciation and amortization). Some of these costs were previously classified as research and development costs. Iridium Holdings has reclassified these amounts in the consolidated statements of income for the years ended December 31, 2008 and 2007. Personnel expenses for Iridium Holdings' Operations Group, which oversees the operation of Iridium Holdings' satellite network, are similarly included in network and satellite operations and maintenance expenses. Since Iridium Holdings expects continued growth in revenue from commercial and U.S. government services in the future, it also expects costs of services to increase;

- Depreciation and amortization, which represent the depreciation of Iridium Holdings' space and ground facilities, property, plant and equipment. Because the acquisition cost of these assets was substantially below their historic cost or replacement cost, current depreciation and amortization costs are substantially lower for GAAP purposes, thereby increasing net income. As Iridium Holdings begins to capitalize its expenditures in connection with Iridium NEXT, especially to procure and launch its second-generation satellite constellation, Iridium Holdings expects GAAP depreciation to increase substantially starting in 2014 and 2015 after Iridium Holdings launches the first set of satellites. In addition, as a result of the application of acquisition accounting in connection with Iridium Holdings' proposed transaction with GHQ, Iridium Holdings' depreciation and amortization expense will increase in future periods following the consummation of the transaction;
- Selling, general and administrative expenses, which are the salaries, commissions and other personnel-related expenses for employees engaged in sales and marketing and the marketing costs of Iridium Holdings' business. This also includes expenses for its executive, finance, legal, regulatory, administrative, information technology and human resource departments. Since Iridium Holdings expects continued growth in revenue from commercial and U.S. government services in the future, it also expects selling, general and administrative expenses to increase as well, although at a slower rate than Iridium Holdings' anticipated revenue growth; and
- Research and development expenses, which represent expenses incurred in the development, design and testing of new products and services, product and service enhancements and new applications for Iridium Holdings' existing products and services. Currently, this also includes all expenses relating to the development of Iridium NEXT, including certain milestone payments paid to the two companies vying to serve as the prime system contractor.

From 2006 to 2008, Iridium Holdings' operating expenses have grown primarily due to:

- increased cost of subscriber equipment sales due to subscriber growth and the related sales of Iridium Holdings' voice and data devices;

- increased cost of services (exclusive of depreciation and amortization) expenses due to new government research and development services contracts awarded. Iridium Holdings' network costs, network and operations and maintenance expenses have been fairly consistent over the past three fiscal years;

## Table of Contents

- increased research and development expenses resulting from investments in new products and services, such as its Iridium 9601 short burst data modem and related machine-to-machine services, the Iridium 9555 next generation satellite handset and L-Band transceiver and Iridium OpenPort, as well the development of Iridium NEXT;
- increased personnel and related costs to support Iridium Holdings' growth, principally as a result of a 25.9% increase in its total employees during the period, from 101 in 2006 to 160 in 2008; and
- increased administrative and related costs, including licensing, regulatory and legal expenses, to support Iridium Holdings' growth and the proposed transaction with GHQ.

Most of Iridium Holdings' service contracts with third parties are denominated in U.S. dollars; however, Iridium Holdings entered into a development agreement with a third party manufacturer, which is denominated in pounds sterling. Expenses under this contract amounted to \$27.2 million from 2006 to 2008 (based on the average exchange rate for the period of US\$1.90 per £1.00), and as such, do not account for a significant proportion of Iridium Holdings' total operating expenses during the period. Iridium Holdings has entered into foreign currency forward exchange contracts in an attempt to manage its exposure to pounds sterling relating to this agreement; such forward exchange contracts do not qualify for hedge accounting.

### Operating Profit (Loss)

Iridium Holdings' operating profit has grown over the past three years due primarily to increased services and subscriber equipment revenue resulting from the growth in equipment sales, particularly its satellite handsets, and an increase in overall subscribers. Although the proportion of satellite handset sales relative to sales of Iridium Holdings' other devices decreased from 2006 to 2008, sales of its handsets grew in absolute terms during the period, contributing significantly to growth in Iridium Holdings' operating profit. These increases in operating profit were partially offset by increased cost of sales, research and development expenses and selling, general and administrative expenses as described above. As a percentage of total revenue, operating profit has also increased during this period. Iridium Holdings expects equipment sales to decline both as a result of lower prices and the potential for a decrease in the number of units sold, which may have a negative effect on future profitability.

### Interest Expense

Interest expense consists primarily of interest and fees on borrowings under Iridium Holdings' first and second lien credit agreements and convertible note, as well as certain payments related to Iridium Holdings' agreements with Motorola, including Iridium Holdings' transition services, products and asset agreement and a senior subordinated term loan. Principal and interest on the senior subordinated term loan with Motorola were paid in full in May 2005; however Iridium Holdings continues to accrue certain deferred payment obligations under such documents. Iridium Holdings expects its interest expenses to decrease significantly in the short term because it prepaid in June 2009 \$15.0 million, under its first lien credit agreement, and is required to prepay \$65.0 million on closing of the transaction. See "—Liquidity and Capital Resources—Cash and Indebtedness" below. In October 2008, Iridium Holdings prepaid \$22.0 million of outstanding borrowings in connection with an amendment to its first lien credit facility. Iridium Holdings anticipates it will incur significant debt in the future to finance NEXT and other capital requirements, and as a result, interest expense may increase significantly in the future.

### Interest and Other Income

Interest and other income is comprised of interest income earned on Iridium Holdings' cash and cash equivalents and short-term investments, consisting primarily of certain investments that have contractual maturities of no greater than



nine months at the time of purchase. Other income and expense includes gains and losses on Iridium Holdings' foreign exchange forward contracts related to its agreement with Cambridge Consulting. Prior to 2007, miscellaneous revenue related to call intercept services provided pursuant to subpoenas received from various U.S. and foreign government agencies was recorded under other income. In 2007, this revenue was reclassified and is now recorded as commercial services revenue.

#### Income Taxes

As a limited liability company that is treated as a partnership for federal and state income tax purposes, Iridium Holdings is generally not subject to federal or state income tax directly. However, Iridium Holdings will be subject

## Table of Contents

to such federal and state taxes in the future upon the consummation of Iridium Holdings' proposed transaction, and expects income tax expenses to significantly increase in future periods.

### Net Income

From 2006 to 2008, Iridium Holdings' net income has increased as a result of the factors cited above. In future periods, Iridium Holdings expects its net income to be affected by the changes to research and development, depreciation, amortization and interest expense and income taxes, as discussed above.

### Critical Accounting Policies and Estimates

Iridium Holdings' discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires Iridium Holdings to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, Iridium Holdings evaluates its estimates including those related to revenue recognition, property and equipment, long-lived assets, inventory, interest rate swaps, income taxes and equity-based compensation. Iridium Holdings bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The accounting policies Iridium Holdings believes to be most critical to understanding its financial results and condition and that require complex and subjective management judgments are discussed below. Refer to the notes to Iridium Holdings' consolidated financial statements for a full discussion of its significant accounting policies.

### Revenue Recognition

Iridium Holdings derives its revenue primarily as a wholesaler of satellite communications products and services. The primary types of revenue include (i) airtime revenue (both fixed- and flat-rate, as well as usage-based) and (ii) subscriber equipment sales revenue. Additionally, Iridium Holdings generates sales by providing engineering and support services to commercial and government customers.

#### Wholesaler of satellite communications products and services

Pursuant to wholesale agreements, Iridium Holdings sells its products and services to service providers who, in turn, sell the products and services to other distributors or directly to the end users. Generally, Iridium Holdings recognizes revenue when services are performed or delivery has occurred, evidence of an arrangement exists, the fee is fixed or determinable, and collection is probable, as follows:

#### Contracts with multiple elements

At times, Iridium Holdings sells voice and data equipment (or subscriber equipment) through multi-element contracts that bundle subscriber equipment along with airtime services. Iridium Holdings follows the guidance contained in Emerging Issues Task Force ("EITF") 00-21 when it sells subscriber equipment and airtime services in bundled arrangements. Pursuant to EITF 00-21, Iridium Holdings allocates the bundled contract price among the various contract deliverables based on each deliverable's relative fair value. Iridium Holdings determines vendor specific objective evidence of fair value by assessing sales prices of subscriber equipment and airtime services when they are sold to customers on a stand-alone basis.

Prior to 2005, Iridium Holdings considered the sale of bundled subscriber equipment and services as a single unit of accounting due primarily to the fact that its subscriber equipment was not considered to have stand-alone value to end-users. As a result, when subscriber equipment was sold, revenue from these transactions was deferred and recognized ratably over the four-year estimated average life of the end-user relationship.

Services Revenue sold on a stand-alone basis

Services revenue is generated from Iridium Holdings' service providers through usage of the Iridium Holdings satellite system and through fixed monthly access fees per user charged by Iridium Holdings to each service provider. Revenue for usage is recognized when usage occurs and revenue for the fixed-per-user access fee is recognized ratably over the period in which the services are provided to the end-user. Revenue from prepaid services

## Table of Contents

is recognized when usage occurs or when the customer's right to access the unused prepaid services expires. Iridium Holdings does not offer refund privileges for unused prepaid services. Deferred prepaid services revenue and access fees are typically earned and recognized as income within one year of customer prepayment.

### Subscriber Equipment sold on a stand-alone basis

Iridium Holdings recognizes subscriber equipment sales and the related costs when equipment title (and the risks and rewards of ownership) passes to the customer.

### Services and subscriber equipment sold to the U.S. government

Iridium Holdings provides airtime to U.S. government subscribers through (i) fixed monthly fees on a per user basis for airtime services and usage for voice, (ii) fixed monthly fee per user for paging services and (iii) a tiered pricing plan (based on usage) per device for data services. Revenue related to the services provided under this contract is recognized ratably over the periods in which the services are provided; costs are expensed as incurred. The U.S. government purchases its equipment from a third-party service provider and not directly from Iridium Holdings.

### Engineering and support services to commercial and government customers

#### Government engineering and support services

Iridium Holdings currently is a party to a contract with the U.S. government pursuant to which Iridium Holdings provides maintenance services to the U.S. government's dedicated gateway in Hawaii. Revenue related to the services provided under this contract is recognized ratably over the periods in which the services are provided; costs are expensed as incurred.

#### Other government and commercial engineering and support services

Iridium Holdings also provides certain engineering services to assist customers in developing new technologies for use on the Iridium Holdings' satellite system. The revenue associated with these services is recorded when the services are rendered, typically on a percentage of completion method of accounting based on Iridium Holdings' estimate of total costs expected to complete the contract; costs are expensed as incurred. Revenue on cost-plus-fixed-fee contracts is recognized to the extent of estimated costs incurred plus the applicable fees earned. Iridium Holdings considers fixed fees under cost-plus-fixed-fee contracts to be earned in proportion to the allowable costs incurred in performance of the contract.

### Inventory

Inventory consists of subscriber equipment, which includes handsets, L-Band transceivers and data devices, related accessories to be sold to customers to access Iridium Holdings services and raw materials from a third party manufacturer. Iridium Holdings outsources manufacturing of handsets, L-Band transceivers, and data devices to a third party manufacturer and purchases accessories from third party suppliers. Iridium Holdings' cost of inventory includes an allocation of overhead (including salaries and benefits of employees directly involved in bringing inventory to its existing condition, scrap, tooling, and freight). All inventories are valued using the average cost method, and are carried at the lower of cost or market.

### Warranty Expense

Iridium Holdings generally provides its customers a warranty on subscriber equipment for one year from the date of activation, with the exception of the Iridium OpenPort product which has a two-year standard warranty. Warranties are accounted for such that an accrual is made when it is estimable and probable that a loss has been incurred. A warranty reserve is maintained based on historical experience of warranty costs and expected occurrences of warranty coverage on equipment. Costs associated with warranties are recorded as cost of subscriber equipment sales and include equipment replacements, repairs and program administration.

## Table of Contents

### Financial Instruments

The condensed consolidated balance sheets include various financial instruments (primarily cash and cash equivalents, restricted cash, accounts receivable, accounts payable, accrued expenses and other liabilities, long-term debt, derivative instruments, and other obligations).

#### Convertible Subordinated Promissory Note

In October 2008, Iridium Holdings issued to Greenhill Europe, a \$22.9 million 5% convertible subordinated note due October 2015. Iridium Holdings has determined that the embedded derivatives contained in the promissory note (including the conversion option, the holder's put options and Iridium Holdings' call option) do not require separate accounting and that there were no beneficial conversion features associated with the note pursuant to EITF 98-5, Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios. Accordingly, Iridium Holdings is accounting for the note pursuant to the guidance contained in Accounting Principal Board's Opinion No. 14, Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants.

Interest on the note began accruing in April 2009 at 5% per year. Iridium Holdings is recording periodic interest cost using the effective interest rate method.

#### Accounting for Equity-Based Compensation

Iridium Holdings uses SFAS No. 123(R), Accounting for Stock-Based Compensation, for all share-based payments granted. Iridium Holdings uses the Black-Scholes option-pricing model (Black-Scholes) as its method of valuation under SFAS No. 123(R). This fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. The fair value of equity-based payment awards on the date of grant as determined by the Black-Scholes model is affected by Iridium Holdings' assumptions. These assumptions include, but are not limited to, the expected stock price volatility over the term of the awards and expected forfeitures. The fair value of employee interests was estimated using the Black-Scholes model. There have been no grants in 2009.

The expected volatility assumption was based on a review of the expected volatility of publicly traded entities similar to Iridium Holdings, which Iridium Holdings believes is a reasonable indicator of its expected volatility. The risk-free interest rate assumption is based upon U.S. Treasury Bond interest rates with terms similar to the expected term of the award. The dividend yield assumption is based on Iridium Holdings' history of not declaring and paying dividends. The expected term is based on Iridium Holdings' best estimate for the period of time for which the instrument is expected to be outstanding.

Given the limited number of employees who have been granted equity interests, Iridium Holdings has estimated there will be no forfeitures.

Under Statement No. 123(R), a nonpublic entity can make a policy decision of whether to measure all of its liabilities incurred under share-based payment arrangements at fair value or to measure all such liabilities at intrinsic value. Iridium Holdings' policy is to measure all liabilities under SFAS No. 123(R) using the intrinsic method. This intrinsic value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting periods.

### Long-Lived Assets

Iridium Holdings assesses the impairment of long-lived assets when indicators of impairment are present. Recoverability of assets is measured by comparing the carrying amounts of the assets to the future undiscounted cash flows expected to be generated by the assets. Any impairment loss would be measured as the excess of the assets' carrying amount over their fair value. Fair value is based on market prices where available, an estimate of market value, or various valuation techniques.

The carrying value of a satellite lost as a result of an in-orbit failure would be charged to operations upon the occurrence of the loss. In February 2009, Iridium Holdings lost the use of a satellite and recorded an impairment charge of \$0.1 million, which represented the carrying value of the satellite.

Table of Contents

## Comparison of Results of Operations for the Six-Months Ended June 30, 2009 and 2008

**Revenue.** Total revenue increased by \$2.5 million, or approximately 1.6%, to \$158.5 million for the six months ended June 30, 2009 from \$156.0 million for the same period in 2008, due principally to increased commercial services revenue and increased revenue from the iGPS contract as well as the renewal by Iridium Holdings of its service agreements with the U.S. government and the related fee increases. These increases were offset by a decline in subscriber equipment revenue. Total subscribers increased 23.7% during the period, from 280,242 at June 30, 2008 to 346,675 at June 30, 2009.

**Government Services Revenue.** Government services revenue increased by \$6.7 million, or approximately 22.4%, to \$36.6 million for the six months ended June 30, 2009 from \$29.9 million for the same period in 2008. This growth was driven by an increase in revenue relating to engineering and support agreements from the iGPS contract and U.S. government agencies. The remaining growth was primarily attributable to an increase in user fees and higher gateway maintenance revenue as provided in Iridium Holdings' recently renewed agreements with the U.S. government, which became effective April 1, 2008. As a percentage of total revenue, government services revenue increased from 19.2% for the six months ended June 30, 2008 to 23.1% for the same period in 2009.

**Commercial Services Revenue.** Commercial services revenue increased by \$15.0 million, or approximately 24.3%, to \$76.8 million for the six months ended June 30, 2009 from \$61.8 million for the same period in 2008, due principally to growth of commercial subscribers and the associated access and usage fees. In addition, this increase in subscribers and related increase in commercial services revenue was primarily the result of greater demand for Iridium Holdings' machine-to-machine and pre-paid services. As a percentage of total revenue, commercial services revenue increased from 39.6% for the six months ended June 30, 2008 to 48.5% for the same period in 2009.

**Subscriber Equipment Sales.** Subscriber equipment sales decreased by \$19.2 million, or approximately 29.9%, to \$45.1 million for the six months ended June 30, 2009 from \$64.3 million for the same period in 2008. Decreased subscriber equipment sales were driven principally by reduced demand for satellite handsets caused by the current economic downturn and the change of the method of accounting for subscriber equipment sales. As a result, the proportion of satellite handset sales relative to sales of its other lower priced devices decreased during the period contributing significantly to the decline in Iridium Holdings' revenue for subscriber equipment sales. Until the introduction of its Iridium OpenPort terminals, Iridium Holdings' satellite handsets had been its highest priced devices. In addition to decreased sales, Iridium Holdings recognized \$3.4 million of previously deferred revenue under EITF-0021 in the first six months of 2008. As a percentage of total revenue, subscriber equipment sales decreased from 41.2% for the six months ended June 30, 2008 to 28.5% for the same period in 2009.

**Operating Expenses.** Total operating expenses decreased by \$0.2 million, or approximately 0.2%, to \$111.4 million for the six months ended June 30, 2009 from \$111.6 million for the same period in 2008. This decrease was due primarily to lower cost of subscriber equipment due to a decrease in sales of Iridium Holdings' voice and data devices, particularly its satellite handsets. This decrease was partially offset by increased research and development expenses related to the development of Iridium NEXT, increased costs relating to several engineering and support agreements, including the iGPS contract and contracts with U.S. government agencies, legal fees related to the Iridium NEXT contract and increased software and maintenance costs. As a percentage of total revenue, operating expenses decreased from 71.5% for the six months ended June 30, 2008 to 70.3% for the same period in 2009.

**Cost of Subscriber Equipment Sales.** Cost of sales decreased by \$13.9 million, or approximately 37.8%, to \$22.9 million for the six months ended June 30, 2009 from \$36.8 million for the same period in 2008, primarily as a result of the decrease in sales of Iridium Holdings' voice and data devices, particularly its satellite handsets as noted above. In addition to decreased sales, Iridium Holdings recognized \$2.7 million of previously deferred subscriber equipment



cost of sales under EITF-0021 in the first six months of 2008. All previously deferred expense was recognized during 2008. As a percentage of total revenue, cost of subscriber equipment sales decreased from 23.6% for the six months ended June 30, 2008 to 14.4% for the same period in 2009.

Cost of Services (exclusive of depreciation and amortization). Cost of services (exclusive of depreciation and amortization) expenses increased by \$5.8 million, or approximately 18.1%, to \$37.9 million for the six months ended June 30, 2009 from \$32.1 million for the same period in 2008, primarily as a result of increased costs associated with revenue relating to research and development agreements related to the iGPS contract and with U.S. government agencies and increased operations and maintenance expenses with respect to Iridium Holdings' satellite

Table of Contents

network due to the annual price escalation in its operations and maintenance agreement with Boeing. As a percentage of total revenue, cost of services (exclusive of depreciation and amortization) expenses increased from 20.6% for the six months ended June 30, 2008 to 23.9% for the same period in 2009.

**Depreciation and Amortization.** Depreciation and amortization expenses increased by \$1.4 million, or approximately 24.1%, to \$7.2 million for the six months ended June 30, 2009 from \$5.8 million for the same period in 2008, primarily as a result of additional depreciation associated with new equipment placed in service, primarily equipment for Iridium Holdings' satellite network operations center and gateway. As a percentage of total revenue, depreciation and amortization expenses increased from 3.7% for the six months ended June 30, 2008 to 4.5% for the same period in 2009.

**Selling, General and Administrative.** Selling, general and administrative expenses increased by \$2.7 million, or approximately 10.6%, to \$28.1 million for the six months ended June 30, 2009 from \$25.4 million for the same period in 2008, primarily as a result of higher licensing, software maintenance costs for billing and corporate systems and legal expenses in 2009 resulting from business expansion and the Iridium NEXT project. As a percentage of total revenue, selling, general and administrative expenses increased from 16.3% for the six months ended June 30, 2008 to 17.7% for the same period in 2009.

**Research and Development.** Research and development expenses increased by \$2.4 million, or approximately 22.0%, to \$13.3 million for the six months ended June 30, 2009 from \$10.9 million for the same period in 2008, as a result of increased expenses related to investments in new subscriber equipment and services, primarily Iridium NEXT, partially offset by the reversal of a prime contractor development effort bonus accrual for Iridium NEXT for which specific criteria was not met by either contractor. As a percentage of total revenue, research and development expenses increased from 7.0% for the six months ended June 30, 2008 to 8.4% for the same period in 2009.

**Transaction costs.** Transaction costs increased by \$1.4 million or approximately 233.3%, to \$2.0 million for the six months ended June 30, 2009 from \$0.6 million for the same period in 2008. This increase is primarily the result of increased legal and consulting fees as Iridium Holdings continues to work towards the completion of the acquisition.

**Operating Profit.** Operating profit increased by \$2.7 million, or approximately 6.1%, to \$47.1 million for the six months ended June 30, 2009 from \$44.4 million for the same period in 2008. This increase was due primarily to increased commercial and government services revenue as described above, partially offset by decreased subscriber equipment revenue, particularly Iridium Holdings' satellite handsets, and an increase in research and development costs related to Iridium NEXT. As a percentage of total revenue, operating profit increased from 28.5% for the six months ended June 30, 2008 to 29.7% for the same period in 2009.

**Interest Expense.** Interest expense decreased by \$0.6 million, or approximately 6.1%, to \$9.2 million for the six months ended June 30, 2009 from \$9.8 million for the same period in 2008. This decrease resulted from lower outstanding balances on Iridium Holdings' first lien credit agreements, lower interest rate on both the first and second credit lien agreements and no loan success fee payments were made to Motorola in 2009 under the term loan agreement because Iridium Holdings made no distributions in 2009.

**Interest and Other Income.** Interest and other income decreased by \$0.4 million, or approximately 50.0%, to \$0.4 million for the six months ended June 30, 2009 from \$0.8 million for the same period in 2008. This decrease was due to lower interest income resulting from a decrease in the interest rate earned on Iridium Holdings' cash and cash equivalents and short term investments, slightly offset by increased foreign currency losses.

Net Income. Iridium Holdings' net income increased by \$2.9 million, or approximately 8.2%, to \$38.3 million for the six months ended June 30, 2009 from \$35.4 million for the same period in 2008, as a result of the factors described above. As a percentage of total revenue, net income increased from 22.7% for the six months ended June 30, 2008 to 24.2% for the same period in 2009.

Comparison of Results of Operations for the Years Ended December 31, 2008 and 2007

Revenue. Total revenue increased by \$60.0 million, or approximately 23.0%, to \$320.9 million for the year ended December 31, 2008 from \$260.9 million for 2007, due principally to a growth in total subscribers, an increase of commercial services, an increase in Iridium Holdings' subscriber equipment sales and increased contract revenue from the DoD as well as the renewal of its service agreements with the U.S. government and the related fee

Table of Contents

increases. Total subscribers increased 36.6% during the period, from 234,162 at December 31, 2007 to 319,874 at December 31, 2008.

**Government Services Revenue.** Government services revenue increased by \$10.0 million, or approximately 17.3%, to \$67.8 million for the year ended December 31, 2008 from \$57.8 million for 2007. This growth was driven by an increase in contract revenue relating to several research and development agreements with the iGPS contract and other U.S. government agencies, including secondary payload research. The remaining growth was attributable to a 5.0% increase in user fees and higher gateway maintenance revenue as provided in Iridium Holdings' recently renewed agreements with the U.S. government, which became effective April 1, 2008. As a percentage of total revenue, government services revenue decreased from 22.2% for the year ended December 31, 2007 to 21.1% for 2008.

**Commercial Services Revenue.** Commercial services revenue increased by \$32.0 million, or approximately 31.6%, to \$133.2 million for the year ended December 31, 2008 from \$101.2 million for 2007, due principally to growth in subscribers and associated usage and access fees resulting from increased overall demand, accelerated by the popularity of Iridium Holdings' machine-to-machine services and customer defections from Globalstar. The increase in commercial services revenue was offset by lower revenue from usage fees resulting from an increase in the proportion of machine-to-machine services relative to voice services, as machine-to-machine services account for lower average revenue per unit than voice services. As a percentage of total revenue, commercial services revenue increased from 38.8% for the year ended December 31, 2007 to 41.5% for 2008.

**Subscriber Equipment Sales.** Subscriber equipment sales increased by \$18.0 million, or approximately 17.7%, to \$119.9 million for the year ended December 31, 2008 from \$101.9 million for 2007. Increased subscriber equipment sales were driven principally by subscriber growth and the related increased in sales of Iridium Holdings' satellite handsets and Iridium 9601 short burst data modem. Sales of its Iridium 9601 short burst data modem continued to exhibit strong growth. Although the proportion of satellites handset sales relative to sales of Iridium Holdings' other lower priced devices decreased during the period, sales of Iridium Holdings' higher priced handsets grew in absolute terms, contributing significantly to growth in its revenue from subscriber equipment sales. Until the introduction of its Iridium OpenPort terminals, Iridium Holdings' satellite handsets have been its highest priced devices. As a percentage of total revenue, subscriber equipment sales decreased from 39.1% for the year ended December 31, 2007 to 37.4% for 2008.

**Operating Expenses.** Total operating expenses increased by \$48.1 million, or approximately 24.3%, to \$245.8 million for the year ended December 31, 2008 from \$197.7 million for 2007. This increase was due primarily to increased costs of sales resulting from a growth in sales of Iridium Holdings' voice and data devices as well as increased research and development expenses related to the development of new subscriber equipment and services and Iridium NEXT. Total operating expenses for the period also increased as a result of higher selling, general and administrative expenses resulting from Iridium Holdings' proposed transaction with GHQ in the third quarter of 2008 and increased personnel expenses from growth in total employees resulting from its expansion. As a percentage of total revenue, operating expenses increased from 75.8% for the year ended December 31, 2007 to 76.6% for 2008.

**Cost of Subscriber Equipment Sales.** Cost of subscriber equipment sales increased by \$5.2 million, or approximately 8.3%, to \$67.6 million for the year ended December 31, 2008 from \$62.4 million for 2007 primarily as a result of subscriber growth and the related increase in sales of Iridium Holdings' voice and data devices, particularly its satellite handsets. Iridium Holdings' handsets have the highest production costs of all its devices, except for Iridium OpenPort. This increase in costs of sales was offset by a decrease in the cost of recognizing previously deferred subscriber equipment sales of \$8.4 million, or approximately 71.2%, to \$3.4 million for the period ended December 31, 2008, from \$11.8 million in 2007. Effective January 1, 2005, Iridium Holdings began recognizing equipment sales and related costs when equipment title passes to the customer. As a percentage of total revenue, cost of sales decreased

from 23.9% for the year ended December 31, 2007 to 21.1% for 2008.

Cost of Services (exclusive of depreciation and amortization). Cost of services (exclusive of depreciation and amortization) expenses increased by \$6.3 million, or approximately 9.9%, to \$69.9 million for the year ended December 31, 2008 from \$63.6 million for 2007, primarily as a result of increased maintenance expenses with respect to Iridium Holdings' satellite network due to the annual price escalation clause in its operations and maintenance agreement with Boeing, higher fees for software licensing and maintenance, increased expenses related to research and development services related to the iGPS contract and with U.S. government agencies, an increase in

Table of Contents

variable network costs, including termination costs, and increased personnel expenses related to the growth of Iridium Holdings' Operations Group. As a percentage of total revenue, cost of services (exclusive of depreciation and amortization) expenses decreased from 24.4% for the year ended December 31, 2007 to 21.8% for 2008.

**Depreciation and Amortization.** Depreciation and amortization expenses increased by \$1.1 million, or approximately 9.6%, to \$12.5 million for the year ended December 31, 2008 from \$11.4 million for 2007, primarily as a result of additional depreciation associated with new equipment placed in service, including a new satellite earth station facility in Norway and certain equipment for Iridium Holdings' satellite network operations center and gateway. As a percentage of total revenue, depreciation and amortization expenses decreased from 4.4% for the year ended December 31, 2007 to 3.9% for 2008.

**Selling, General and Administrative.** Selling, general and administrative expenses increased by \$8.8 million, or approximately 19.0%, to \$55.1 million for the year ended December 31, 2008 from \$46.3 million for 2007, primarily as a result of higher legal, regulatory and accounting expenses in 2008 resulting from Iridium Holdings increased personnel and other administrative expenses related to its growth and pursuit of expansion opportunities. As a percentage of total revenue, selling, general and administrative expenses decreased from 17.7% for the year ended December 31, 2007 to 17.2% for 2008.

**Research and Development.** Research and development expenses increased by \$18.8 million, or approximately 134.3%, to \$32.8 million for the year ended December 31, 2008 from \$14.0 million for 2007, primarily as a result of increased expenses related to investments in new subscriber equipment and services, including Iridium Holdings' next generation satellite handset, L-Band transceiver and short burst data modem and Iridium OpenPort, as well as the development of Iridium NEXT. As a percentage of total revenue, research and development expenses increased from 5.4% for the year ended December 31, 2007 to 10.2% for 2008.

**Transaction costs.** Transaction costs were \$7.9 million for the year ended December 31, 2008. The costs primarily include legal, accounting and consulting fees as Iridium Holdings worked towards completing the acquisition.

**Operating Profit.** Operating profit increased by \$11.9 million, or approximately 18.8%, to \$75.1 million for the period ended December 31, 2008 from \$63.2 million for 2007. This increase was due primarily to increased services and subscriber equipment revenue resulting from growth in equipment sales, particularly Iridium Holdings' satellite handsets and an increase in total subscribers. Although the proportion of satellites handset sales relative to sales of Iridium Holdings' other devices decreased during the period, as discussed above, handsets sales grew in absolute terms, contributing significantly to growth in its operating profit. These increases in operating profit were partially offset by increased cost of sales, research and development expenses and selling, general and administrative expenses as described above. As a percentage of total revenue, operating profit decreased slightly from 24.2% for the year ended December 31, 2007 to 23.4% for 2008.

**Interest Expense.** Interest expense decreased by \$0.7 million, or approximately 3.2%, to \$21.1 million for the year ended December 31, 2008 from \$21.8 million for 2007. This decreased resulted from lower outstanding balances on Iridium Holdings' first and second lien credit agreements.

**Interest and Other Income.** Interest and other income decreased by \$2.5 million, or approximately 104.2%, to (\$0.1) million for the year ended December 31, 2008 from \$2.4 million for 2007. This decrease was due to lower interest income resulting from a decrease in the interest earned on Iridium Holdings' cash and cash equivalents and short term investments offset by increased foreign currency losses.

Net Income. Iridium Holdings' net income increased by \$10.1 million, or approximately 23.1%, to \$53.9 million for the year ended December 31, 2008 from \$43.8 million for 2007, as a result of the factors described above. As a percentage of total revenue, net income remained consistent at 16.8% for the year ended December 31, 2007 compared to 2008.

Comparison of Results of Operations for the Years Ended December 31, 2007 and 2006

Revenue. Total revenue increased by \$48.5 million, or approximately 22.8%, to \$260.9 million for the year ended December 31, 2007 from \$212.4 million for the year ended December 31, 2006, due principally to a growth in total subscribers, an increase of commercial services, an increase in Iridium Holdings' subscriber equipment sales

Table of Contents

and increased contract revenue from the DoD. Total subscribers increased 34.0% during the period, from 174,219 at December 31, 2006 to 234,162 at December 31, 2007.

**Government Services Revenue.** Government services revenue increased by \$7.0 million, or approximately 13.8%, to \$57.8 million for the year ended December 31, 2007 from \$50.8 million in 2006. This growth was driven by an increase in contract revenue from an agreement with a prime contractor of the U.S. government to assess the feasibility of incorporating secondary payloads in Iridium NEXT as well as an increase in the number of subscribers. As a percentage of total revenue, government services revenue decreased from 23.9% for the year ended December 31, 2006 to 22.2% in 2007.

**Commercial Services Revenue.** Commercial services revenue increased by \$23.5 million, or approximately 30.2%, to \$101.2 million for the year ended December 31, 2007 from \$77.7 million for 2006. This growth was driven by a growth in subscribers and associated access and usage fees resulting from increased overall demand, accelerated by the popularity of Iridium Holdings' machine-to-machine services and customer defections from Globalstar. Further contributing to this increase, in August 2006, Iridium Holdings increased monthly access fees for voice subscribers by \$5 per month. As a percentage of total revenue, commercial services revenue increased from 36.6% for the year ended December 31, 2006 to 38.8% in 2007.

**Subscriber Equipment Sales.** Subscriber equipment sales increased by \$18.0 million, or approximately 21.54%, to \$101.9 million for the year ended December 31, 2007 from \$83.9 million for 2006. Increased subscriber equipment sales were driven principally by subscriber growth and the related increase in sales of Iridium Holdings' satellite handsets and Iridium 9601 short burst data modem. Sales of Iridium Holdings' higher priced handsets also grew, contributing significantly to growth in Iridium Holdings' revenue from subscriber equipment sales. As a percentage of total revenue, subscriber equipment sales decreased from 39.5% for the year ended December 31, 2006 to 39.1% in 2007.

**Operating Expenses.** Total operating expenses increased by \$30.5 million, or approximately 18.2%, to \$197.7 million for the year ended December 31, 2007 from \$167.2 million for 2006. This increase was due primarily to increased research and development expenses related to the development of new subscriber equipment and services as well as increased costs of sales resulting from a growth in sales of Iridium Holdings' voice and data devices. Total operating expenses for the period also increased as a result of higher personnel and other administrative expenses largely from growth in total employees resulting from its expansion. As a percentage of total revenue, operating expenses decreased from 78.7% for the year ended December 31, 2006 to 75.8% in 2007.

**Cost of Subscriber Equipment Sales.** Cost of subscriber equipment sales increased by \$2.3 million, or approximately 3.8%, to \$62.4 million for the year ended December 31, 2007 from \$60.1 million for 2006, primarily as a result of subscriber growth and the related increase in sales of Iridium Holdings' voice and data devices, particularly its higher cost satellite handsets. This increase was offset by a decrease in the cost of recognizing previously deferred subscriber equipment sales, which decreased by \$9.5 million, or approximately 44.4%, to \$11.8 million for the year ended December 31, 2007 from \$21.3 million for 2006. As a percentage of total revenue, cost of subscriber equipment sales decreased from 28.3% for the year ended December 31, 2006 to 23.9% in 2007.

**Cost of Services (exclusive of depreciation and amortization).** Cost of services (exclusive of depreciation and amortization) expenses increased by \$2.9 million, or approximately 4.8%, to \$63.6 million for the year ended December 31, 2007 from \$60.7 million for 2006, primarily as a result increased expenses related to the above mentioned research and development contract with the U.S. government, increased maintenance expenses with respect to its satellite network due to the annual price escalation clause in Iridium Holdings' operations and maintenance agreement with Boeing, an increase in variable network costs, including termination costs and higher personnel



expenses related to the growth of its Operations Group, partially offset by a decrease in the amount of consulting expenditures incurred related to Iridium Holdings' current satellite system. As a percentage of total revenue, network and satellite operations and maintenance expenses decreased from 28.6% for the year ended December 31, 2006 to 24.4% in 2007.

Depreciation and Amortization. Depreciation and amortization expenses increased by \$2.9 million, or approximately 34.1%, to \$11.4 million for the year ended December 31, 2007 from \$8.5 million for 2006, primarily as a result of additional depreciation associated with new equipment placed in service in 2007, including equipment upgrades at Iridium Holdings' satellite network operations center and technical support center as well as business

Table of Contents

systems, including a new data warehouse and call intercept system. As a percentage of total revenue, depreciation and amortization expenses increased from 4.0% for the year ended December 31, 2006 to 4.4% in 2007.

**Selling, General and Administrative.** Selling, general and administrative expenses increased by \$12.8 million, or approximately 38.2%, to \$46.3 million for the year ended December 31, 2007 from \$33.5 million for 2006, primarily as a result of increased personnel and other administrative expenses to accompany Iridium Holdings' growth. As a percentage of total revenue, selling, general and administrative expenses increased from 15.8% for the year ended December 31, 2006 to 17.7% in 2007.

**Research and Development.** Research and development expenses increased by \$9.6 million, or approximately 218.2%, to \$14.0 million for the year ended December 31, 2007 from \$4.4 million for 2006, primarily as a result of expenditures related to the development of new subscriber equipment and services, including Iridium Holdings' next generation satellite handset and L-Band transceiver and Iridium OpenPort. As a percentage of total revenue, research and development expenses increased from 2.1% for the year ended December 31, 2006 to 5.4% in 2007.

**Operating Profit.** Operating profit increased by \$18.0 million, or approximately 39.8%, to \$63.2 million for the year ended December 31, 2007 from \$45.2 million for 2006. This increase was due primarily to increased services and subscriber equipment revenue resulting from growth in equipment sales, particularly Iridium Holdings' satellite handsets, and an increase in total subscribers. As discussed above, handsets sales grew during the period, contributing significantly to growth in Iridium Holdings' operating profit. These increases in operating profit were partially offset by increased cost of sales, research and development expenses and selling, general and administrative expenses as described above. As a percentage of total revenue, operating profit increased from 21.3% for the year ended December 31, 2006 to 24.2% in 2007.

**Interest Expense.** Interest expense increased by \$6.6 million, or approximately 43.4%, to \$21.8 million for the year ended December 31, 2007 from \$15.2 million for 2006. This increase resulted from recognizing a full year of interest expense associated with Iridium Holdings' first and second lien credit agreements, which it entered into in July 2006.

**Interest and Other Income.** Interest and other income increased by \$0.6 million, or approximately 33.3%, to \$2.4 million for the year ended December 31, 2007 from \$1.8 million for 2006. This increase resulted from higher interest income resulting from increased cash balances on hand. This increase was offset by a decrease in other income due to lower revenue from intercept services provided pursuant to U.S. government subpoenas, which were reclassified as commercial services revenue in 2007.

**Net Income.** Iridium Holdings' net income increased by \$12.0 million, or approximately 37.7%, to \$43.8 million for the year ended December 31, 2007 from \$31.8 million for 2006, as a result of the factors described above. As a percentage of total revenue, net income increased from 15.0% for the year ended December 31, 2006 to 16.8% in 2007.

**Liquidity and Capital Resources**

Iridium Holdings' principal sources of liquidity are existing cash, internally generated cash flow and borrowings under its first and second lien credit agreements. Iridium Holdings will also receive cash from the GHQ trust account upon the consummation of its proposed transaction with GHQ. Iridium Holdings believes that these sources will provide sufficient liquidity for it to meet its liquidity requirements for the next 12 months. Iridium Holdings plans to fund a majority of the costs associated with Iridium NEXT from internally generated cash flows and secondary payload funding, as well as proceeds from the proposed transaction with GHQ. Iridium Holdings expects to finance the remaining cost of Iridium NEXT with additional debt and/or equity financing. If future internally generated cash flows

and revenue from hosting secondary payloads are below expectations or the cost of developing Iridium NEXT is higher than anticipated, Iridium Holdings will require additional external funding. Since Iridium Holdings has not yet entered into an agreement with a prime contractor for Iridium NEXT, the timing of Iridium Holdings' payments under any such agreement is uncertain. If the timing or amount of Iridium Holdings' payments under its agreement with its prime contractor are due sooner than expected or are larger than expected, Iridium Holdings may not have sufficient liquidity for the foreseeable future.

Iridium Holdings' principal liquidity requirements are to meet its working capital, research and development and capital expenditure needs, including the development of Iridium NEXT, and to service its debt. In

Table of Contents

addition, Iridium Holdings paid \$15.0 million in June 2009, and will be required to prepay \$65.0 million under its first lien credit facility on closing of the transaction. Iridium Holdings will, however, require additional liquidity as it continues to execute its business strategy. Iridium Holdings' liquidity and its ability to fund its liquidity requirements is also dependent on its future financial performance, which is subject to general economic, financial, regulatory and other factors that are beyond its control. Iridium Holdings anticipates that it will require additional liquidity and it will raise additional debt and/or equity financing. Iridium Holdings' ability to obtain additional liquidity may be adversely impacted by a number of factors, including the recent global economic crisis and related tightening of the credit markets. Iridium Holdings cannot assure you that it will be able to obtain such additional liquidity on reasonable terms, or at all.

In addition, pursuant to Iridium Constellation's operations and maintenance agreement with Boeing, Iridium Satellite has issued to Boeing a \$15.4 million cash-collateralized letter of credit as collateral for certain obligations under this agreement, which is included in the long-term restricted cash in the consolidated balance sheets.

## Cash Flows

The following table shows Iridium Holdings' consolidated cash flows from operating, investing and financing activities for the years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009 and 2008:

Statements of Cash Flows	Year ended December 31, 2008	Year ended December 31, 2007	Year ended December 31, 2006	Six months ended June 30, 2009	Six months ended June 30, 2008
Cash flows provided by operating activities	\$ 61.4	\$ 36.6	\$ 39.5	\$ 37.4	\$ 33.5
Cash flows used in investing activities	(13.9)	(19.8)	(9.5)	(4.8)	(5.9)
Cash flows used in financing activities	(44.8)	(26.5)	(8.0)	(16.9)	(7.8)
Net increase (decrease) in cash and cash equivalents	\$ 2.7	\$ (9.8)	\$ 22.0	\$ 15.7	\$ 19.8

## Cash Flows Provided by Operating Activities

Net cash provided by operating activities for the six months ended June 30, 2009 increased to \$37.4 million from \$33.5 million for the same period in 2008. This increase was attributable primarily to an increase in net income of \$2.9 million, and an increase in non-cash adjustments of \$1.3 million, slightly offset by a decrease in working capital of \$0.3 million.

Net cash provided by operating activities for the year ended December 31, 2008 increased to \$61.4 million from \$36.6 million for 2007. This increase was attributable primarily to a \$10.1 million increase in net income, a \$11.1 million increase in working capital and a \$2.6 million increase in non-cash adjustments during the period. The increase in working capital primarily relates to a payment made to Boeing in 2007 in connection with Iridium Holdings' purchase of their right to receive distributions, which consequentially reduced its working capital for that period, as well as an increase in deferred revenue resulting from higher sales of its prepaid services and an increase in accounts payable due to the timing of payments to vendors. The increase in non-cash adjustments consists primarily of increases in depreciation and amortization and increases in equity and profits interest compensation.

Net cash provided by operating activities for the year ended 2007 decreased to \$36.6 million from \$39.5 million for 2006. This decrease was attributable primarily to a \$23.2 million decrease in working capital partially offset by a \$12.0 million increase in net income and a \$6.7 million increase in non-cash adjustments during the period. The decrease in working capital is the result of the abovementioned 2007 payment to Boeing. Adjustments for non-cash items increased during the period due to increases in depreciation and amortization and increases in equity and profits interest compensation.

## Table of Contents

### Cash Flows Used in Investing Activities

Net cash used in investing activities for the six months ended June 30, 2009 decreased to \$4.8 million from \$5.9 million for the same period in 2008. This decrease was attributable primarily to lower development expenses related to Iridium Holdings' new high-speed data services, Iridium OpenPort, which was recently introduced.

Net cash used in investing activities for the year ended December 31, 2008 decreased to \$13.9 million from \$19.8 million for 2007. This decrease was attributable primarily to lower development expenses related to Iridium Holdings' new high-speed data services, Iridium OpenPort.

Net cash used in investing activities for the year ended December 31, 2007 increased to \$19.8 million from \$9.5 million for 2006. This increase was attributable primarily to increased development expenses related to Iridium OpenPort as well as the procurement and implementation of a more robust customer billing system.

### Cash Flows Used in Financing Activities

Net cash used in financing activities for the six months ended June 30, 2009 increased to \$16.9 million from \$7.8 million for the same period in 2008. This increase was attributable primarily to principal payments of \$16.9 million on Iridium Holdings' first lien credit agreement, partially offset by cash distributions of \$5.7 million to current investors and principal payments of \$2.1 million on Iridium Holdings' first lien credit agreement made in the first six months of 2008. Net cash used in financing activities for the year ended December 31, 2008 increased to \$44.8 million from \$26.5 million for 2007. This increase was attributable primarily to principal payments of \$27.5 million on Iridium Holdings' first lien credit agreement, and cash distributions to its current investors partially offset by proceeds from the issuance of a convertible subordinated note to Greenhill Europe.

Net cash used in financing activities for the year ended December 31, 2007 increased to \$26.5 million from \$8.0 million for 2006. This increase was attributable primarily to increased debt payments resulting from Iridium Holdings' first and second lien credit agreements, which it entered into in July 2006.

### Capital Expenditures

Iridium Holdings' capital expenditures consisted primarily of the hardware and software upgrades to maintain its ground infrastructure and a portion of the expenses related to the development of Iridium OpenPort. These also include upgrades to its business systems, including upgrades to its billing system to enable customer billing of Iridium Holdings. Once a prime contractor is selected for Iridium NEXT, and a full scale development contract is signed, Iridium Holdings expects that the majority of its future capital expenditures will relate to the development of Iridium NEXT through 2016.

Iridium Holdings' capital expenditures were \$9.5 million, \$19.8 million, \$13.9 million and \$4.8 million in 2006, 2007, 2008 and the first six months of 2009, respectively.

Iridium Holdings plans to fund a majority of the costs associated with Iridium NEXT from internally generated cash flows and secondary payload funding, as well as proceeds from its proposed transaction. Iridium Holdings expects to finance the remaining cost of Iridium NEXT with additional debt and/or equity financing. If future internally generated cash flows and revenue from hosting secondary payloads are below expectations or the cost of developing Iridium NEXT is higher than anticipated, Iridium Holdings will require additional external funding.

### Cash and Indebtedness

Iridium Holdings' total cash and cash equivalents were \$31.9 million at December 31, 2006, \$22.1 million at December 31, 2007, \$24.8 million at December 31, 2008 and \$40.5 million at June 30, 2009. Iridium Holdings had total indebtedness (including the Motorola payable) of \$199.9 million at December 31, 2006, \$174.2 million at December 31, 2007, \$170.7 million at December 31, 2008 and \$154.3 million at June 30, 2009.

On July 27, 2006, Iridium Holdings entered into a \$170.0 million first lien credit agreement and \$40.0 million second lien credit agreement. The agreements include a \$98.0 million four-year first lien Tranche A term loan, a \$62.0 million five-year first lien Tranche B term loan, a \$40.0 million six-year second lien term loan and a \$10.0 million three-year first lien revolving credit facility. As of June 30, 2009, Iridium Holdings had \$25.5 million outstanding under Iridium Holdings' Tranche A term loan, \$54.5 million outstanding under its Tranche B term loan,

Table of Contents

\$40.0 million outstanding under the second lien term loan and it had no borrowings and availability of \$5.0 million under its revolving credit facility, which has subsequently expired on July 27, 2009.

The following table sets forth the amounts outstanding under Iridium Holdings' Tranche A term loan, its Tranche B term loan, its second lien term loan and its revolving credit facility, the effective interest rates on such outstanding amounts and amounts available for additional borrowing thereunder as of June 30, 2009.

	Effective Interest Rate	Amount Outstanding (dollars in millions)	Amount Available for Additional Borrowing
First and Second Lien Credit Agreements			
Tranche A Term Loan	6.04%	\$ 25.5	\$ 0.0
Tranche B Term Loan	6.04%	54.5	0.0
Second Lien Term Loan	10.04%	40.0	0.0
Revolving Credit Facility(1)	6.04%	—	5.0
Total		\$ 120.0	\$ 5.0

(1) On October 5, 2008, Lehman Brothers Inc., a subsidiary of Lehman Brothers Holdings Inc., filed for protection under Chapter 11 of the Federal Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. Lehman Brothers Inc. is a joint lead arranger under Iridium Holdings' revolving credit facility and had, as of June 30, 2009, committed to provide \$5.0 million under Iridium Holdings' \$10.0 million revolving credit facility. Iridium Holdings currently does not expect to be able to draw on the \$5.0 million and, as a result, Iridium Holdings has \$5.0 million available under the revolving credit facility, which has subsequently expired on July 27, 2009. Iridium Holdings does not believe, however, that this reduction in availability will have a material adverse effect on its liquidity and capital resources.

#### First Lien Tranche A Term Loan

Iridium Holdings' \$98.0 million first lien Tranche A term loan bears interest at the Eurodollar base interest rate plus 5.0% and requires quarterly principal and interest payments. Quarterly principal payments on the loan range from \$0.1 million to \$6.7 million. The term loan matures on June 30, 2010. In October 2008, upon execution of the amendment to the first lien credit agreement, Iridium Holdings prepaid \$22.0 million of the outstanding Tranche A balance. Due to this payment, no additional principal payments were required until June 2009. In June 2009, Iridium Holdings prepaid an additional \$10.5 million of the outstanding Tranche A balance. Iridium Holdings can prepay the term loan, in whole or in part, at par.

#### First Lien Tranche B Term Loan

Iridium Holdings' \$62.0 million first lien Tranche B term loan bears interest at the Eurodollar base interest rate plus 5.0% and requires quarterly principal and interest payments. Quarterly principal payments start on September 30, 2010 in the amount of \$13.3 million. The term loan matures on July 27, 2011. In June 2009, Iridium Holdings prepaid \$4.5 million of the outstanding Tranche B balance. Iridium Holdings can prepay the term loan, in whole or in part, at par.



Second Lien Term Loan

Iridium Holdings' \$40.0 million second lien term loan bears interest at the Eurodollar base interest rate plus 9.0% and requires quarterly interest payments. The term loan matures on July 27, 2012, at which time the entire \$40.0 million principal amount is due. Iridium Holdings can prepay the term loan, in whole or in part, at par, provided that no amounts remain outstanding under its first lien Tranche A and B term loans.

First Lien Revolving Credit Facility

Iridium Holdings' \$10.0 million first lien revolving credit facility matured on July 27, 2009. Iridium Holdings paid an up-front fee of 2.0% on the revolving facility of \$200,000 and is required to pay a quarterly commitment fee

Table of Contents

in respect of the unutilized commitments at an initial rate equal to 0.5% per annum on the available balance of the commitment. On October 5, 2008, Lehman Brothers Inc., a subsidiary of Lehman Brothers Holdings Inc., filed for protection under Chapter 11 of the Federal Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. Lehman Brothers Inc. is a joint lead arranger under Iridium Holdings' revolving credit facility and had, as of June 30, 2009, committed to provide \$5.0 million under Iridium Holdings' \$10.0 million revolving credit facility. As of July 27, 2009, the ability to draw on this revolving credit facility expired.

Iridium Holdings' first and second lien credit agreements also contain certain customary covenants, agreements and events of default, including restrictions on its ability to incur indebtedness, grant liens, pay dividends, merge or sell all of its assets, dispose of its property, use funds for capital expenditures, make investments, make optional payments or modify debt instruments, or enter into sale and leaseback transactions, or enter into new lines of business, among others. In addition, Iridium Holdings' first and second lien credit agreements require it to maintain compliance with specified financial covenants. Iridium Holdings must also maintain hedge agreements in order to provide interest rate protection on a minimum of 50% of the aggregate principal amounts outstanding under the term loans during the first three years of the credit agreement. As of June 30, 2009, Iridium Holdings was in compliance with all of its financial covenants specified in its first and second lien credit facilities.

The indebtedness under Iridium Holdings' first and second lien credit agreements is secured by a pledge on all of its tangible and intangible assets.

On October 17, 2008, Iridium Holdings entered into an amendment to each of its first and second lien credit agreements with its respective lenders. The amendment to its first lien credit agreement provides for, among other things: (a) an increase in the applicable interest rate margin for Eurodollar loans by 75 basis points to 5%; (b) an increase in permitted capital expenditures for 2008 and 2009; (c) distributions of up to \$37.9 million to Iridium Holdings' members in 2008; (d) a prepayment of \$80.0 million of the outstanding balance under the agreement by Iridium Holdings if the proposed transaction is consummated (\$15.0 million if stockholder approval was not obtained by June 29, 2009 or, if stockholder approval was obtained by June 29, 2009, the transaction was not consummated by September 30, 2009); and (e) an amendment to the definition of "Change of Control" under the agreement to include the public company in existence after the proposed transaction. Upon execution of the amendment to Iridium Holdings' first lien credit agreement, it prepaid \$22.0 million of its outstanding balance under its first lien credit agreement. In June 2009, Iridium Holdings prepaid \$15.0 million of outstanding balance on the First Lien as required by the amendment.

The amendment to Iridium Holdings' second lien credit agreement similarly provides for, among other things: (a) an increase in the applicable interest rate margin for Eurodollar loans by 75 basis points to 9%; (b) an increase in permitted capital expenditures for 2008 and 2009; (c) distributions of up to \$37.9 million to Iridium Holdings' members in 2008; and (d) an amendment to the definition of "Change of Control" under the agreement to include the public company in existence after the proposed transaction.

Convertible Subordinated Promissory Note

Concurrently with the signing of the transaction agreement, Greenhill Europe entered into an agreement with Iridium Holdings to purchase a \$22.9 million convertible subordinated promissory note. The closing of the purchase of the note occurred on October 24, 2008, following the execution of the amendments to the first and second lien credit facilities described above. Under the terms of the note, Greenhill Europe has the option to convert the note into Iridium Holdings' units upon the later to occur of (a) October 24, 2009 and (b) the closing or the termination of the transaction agreement. If the closing occurs after October 24, 2009, upon the exercise of its conversion rights, Greenhill Europe will be entitled to receive 1.947 million shares of GHQ common stock. If the closing occurs prior to

September 22, 2009, GHQ and Greenhill Europe will enter into an agreement which will entitle Greenhill Europe to exchange each of Iridium Holdings' units into which the note is convertible for 23.1936 shares of GHQ common stock, subject to certain adjustments. A portion of the \$22.9 million in cash proceeds from the issuance of the note and an additional \$15 million in cash from Iridium Holdings was distributed to certain holders of its units in November 2008.

Cash from the GHQ Trust Account

GHQ's only significant asset is approximately \$400.9 million in cash, which is held in a trust account pending completion of the transaction with Iridium Holdings. GHQ will use \$77.1 million of the trust account balance to pay unit holders, up to \$8.2 million to pay the deferred underwriting commissions and discounts, up to \$3.0 million to

Table of Contents

pay transaction expenses and \$4.9 million in costs related to warrants. GHQ may also be required to use up to \$120.0 million of the trust account balance to pay holders of GHQ IPO shares who elect to convert into a portion of the trust account. In addition, 90 days following the closing of the acquisition, if Iridium Holdings makes a valid election under Section 754 of the Code with respect to the taxable year in which the closing of the acquisition occurs, GHQ will make a tax benefit payment of up to \$25.5 million in aggregate out of the trust account funds to sellers (other than the sellers of the equity of Baralongo and Syncom) of Iridium Holdings' units to compensate them for the tax basis step-up. Iridium Communications Inc., the combined enterprise, will have an increase of approximately \$167.3 million to \$282.2 million in cash, depending on the number of holders of GHQ IPO shares who elect to convert into a portion of the trust account, following the consummation of the acquisition. As a result, in addition to the \$65.0 million required to be prepaid at the closing of the acquisition, Iridium Holdings will be able to prepay all or a portion of its remaining outstanding debt balance, although it has not yet decided to do so.

## Contractual Obligations and Commitments

The following table summarizes Iridium Holdings' outstanding contractual obligations as of December 31, 2008:

Contractual Obligations:	Less than 1 Year	1-3 Years	3-5 Years (in millions)	More Than 5 Years	Total
Long-term debt obligations(1)	\$ 81.9(2)	\$ 15.0	\$ 40.0	\$ 0.0	\$ 136.9
Operating lease obligations(3)	1.8	3.9	3.7	2.0	11.4
Motorola payment obligations	-	12.3(4)	-	-	12.3
Unconditional purchase obligations(5)	83.8	100.0	100.1	0.0	283.9
Total(6)	\$ 167.5	\$ 131.2	\$ 143.8	\$ 2.0	\$ 444.5

(1) Iridium Holdings' long-term debt obligations are comprised of principal payments due under Iridium Holdings' first and second lien credit agreements. The table does not reflect interest payments required to be made under these credit facilities and related swap agreements, including \$14.4 million that is required to be paid in 2009, assuming no prepayment of such credit facilities. Interest payments are expected to decline in future years as the outstanding debt reduces.

The \$22.9 million note held by Greenhill Europe is not included in the table above. Iridium Holdings believes the note will be converted into shares of GHQ common stock upon the later of October 24, 2009 and the closing of the acquisition, and therefore, the note will not result in a cash payment.

(2) This table reflects Iridium Holdings' required prepayment of \$80.0 million of the outstanding balance under its credit agreements if it consummates the proposed acquisition (\$15.0 million of this amount was prepaid in June 2009 because stockholder approval was not obtained by June 29, 2009).

(3) On August 17, 2009, Iridium Holdings signed a lease for 21,573 square feet of office space in McLean, Virginia, which will serve as its new principal headquarters. Since this lease was executed after December 31, 2008, the payment obligations under the lease were not reflected on the table above. The initial term of the lease is 122 months from the rent commencement date, which shall be the earlier to occur of (i) the substantial completion of improvements in the leased property by Iridium Holdings, and (ii) 180 days following the lease commencement

date (expected to be October 1, 2009), subject to delays. The monthly rent for the first twelve months is \$93,762, which will be subject to annual increases. During its 122 months-period, the amount to be paid under this lease is approximately \$12.7 million.

(4) The table above reflects \$12.3 million of payment obligations (not including \$1.1 million of accrued interest) due on December 11, 2010 to Motorola pursuant to the TSA and Note Agreement, which may be

## Table of Contents

accelerated if the transaction with GHQ qualifies as a triggering event. In addition, Iridium Holdings may be required to make an additional payment of cash and/or stock if the transaction with GHQ qualifies as a triggering event, distribution event, change of control or other specified transaction under the TSA and Note Agreement. Such payment is not reflected in the table above. For more information, see “Risk Factors - Iridium Holdings’ agreements with Motorola contain potential payment provisions which may apply to the acquisition; and Iridium Holdings and Motorola are in discussions with respect to such provisions, the outcome of which is uncertain”, and Note 4 of the “Selected Unaudited Pro Forma Condensed Combined Financial Data”.

(5) Iridium Holdings’ unconditional purchase obligations include payments under its operations and maintenance agreement with Boeing, its agreement with Celestica for the manufacturing of Iridium Holdings’ devices and various commitments with other vendors.

(6) Certain bonus payments shall be payable to Lockheed Martin Corporation and Thales Alenia Space if certain milestones are reached. As of December 31, 2008, no bonus payments to Lockheed Martin Corporation or Thales Alenia Space were due. In 2009, management concluded that Iridium Holdings was not required to pay such bonus payments as Lockheed Martin Corporation or Thales Alenia Space have not met the required conditions.

### Off-Balance Sheet Transactions

Iridium Holdings does not currently have, nor has it had in the last three years, any relationships with unconsolidated entities or financial partnerships, such as entities referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### Seasonality

Iridium Holdings’ results of operations are subject to seasonal usage changes for its commercial customers. April through October are typically Iridium Holdings’ peak months for commercial services revenue and subscriber equipment sales. Iridium Holdings’ U.S. government revenue is less subject to seasonal usage changes since a portion of its revenue is derived from fixed fees per user rather than usage fees.

### Related Party Transactions

For a description of Iridium Holdings’ related party transactions, see “Certain Relationships and Related Party Transactions.”

### Recent Accounting Pronouncements

In June 2006, the FASB issued FASB Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes—an Interpretation of FASB Statement No. 109, or FIN No. 48. FIN No. 48 applies to taxes based substantially on income. The FASB deferred the effective date of FIN No. 48 for certain non-public enterprises to annual periods beginning after December 15, 2008. Iridium Holdings will adopt the provisions of FIN No. 48 effective January 1, 2009. Because Iridium Holdings is not subject to federal or state income tax in the United States, and its foreign affiliate operations are immaterial, the adoption of FIN No. 48 is not expected to have a material impact on Iridium Holdings’ financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115, or SFAS No. 159. SFAS No. 159 permits entities to

choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS No. 159 does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value. Iridium Holdings has chosen not to adopt the alternative provided in this statement.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations, or SFAS No. 141R. SFAS 141R requires the acquiring entity in a business combination to record all assets acquired and liabilities assumed at their respective acquisition-date fair values, changes the recognition of assets acquired and liabilities assumed arising

Table of Contents

from contingencies, changes the recognition and measurement of contingent consideration, and requires the expensing of acquisition-related costs as incurred. SFAS No. 141R also requires additional disclosure of information surrounding a business combination, such that users of the entity's financial statements can fully understand the nature and financial impact of the business combination. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The provisions of SFAS No. 141R will only impact Iridium Holdings if it is a party to a business combination.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities — an amendment of FASB Statement No. 133, or SFAS No. 161. SFAS No. 161 requires enhanced disclosures about the objectives of derivative instruments and hedging activities, the method of accounting for such instruments under SFAS No. 133 and its related interpretations, and a tabular disclosure of the effects of such instruments and related hedged items on an entity's financial position, financial performance and cash flows. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008, as such, will be effective beginning in Iridium Holdings' fiscal year 2009. Iridium Holdings adopted SFAS No. 161 in the first quarter of 2009 and the adoption did not have a material impact on Iridium Holdings' consolidated financial results.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, or SFAS No. 162. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with U.S. GAAP. SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. Iridium Holdings' adoption of SFAS No. 162 will not have a material impact on its financial statements.

In April 2009, the FASB issued FASB Staff Position ("FSP") FAS 141R-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies ("FSP No. 141R-1"), to amend and clarify the initial recognition and measurement, subsequent measurement and accounting, and related disclosures arising from contingencies in a business combination under SFAS 141R. Under the new guidance, assets acquired and liabilities assumed in a business combination that arise from contingencies should be recognized at fair value on the acquisition date if fair value can be determined during the measurement period. If fair value cannot be determined, companies should typically account for the acquired contingencies using existing guidance. FSP No. 141R-1 has the same effective date as SFAS No. 141R, which applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The provisions of FSP No. 141R-1 will impact Iridium Holdings only if it is a party to a business combination.

In April 2009, the FASB issued FSP No. 107-1, Interim Disclosures about Fair Value of Financial Instruments ("FSP No. 107-1"), which amends FSP No. 107, Disclosures about Fair Value of Financial Instruments, and APB Opinion No. 28, Interim Financial Reporting. FSP No. 107-1 requires disclosures about fair value of financial instruments in financial statements for interim reporting periods and in annual financial statements of publicly-traded companies. This FSP also requires entities to disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments in financial statements on an interim and annual basis and to highlight any changes from prior periods. The effective date for this FSP is interim and annual periods ending after June 15, 2009. Iridium Holdings adopted FSP 107-1 in the second quarter of 2009 and the adoption did not have a material impact on the financial statements other than a disclosure.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments ("FSP No. 115-2/124-2"). FSP No. 115-2/124-2 amends the other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and



disclosure of other-than-temporary impairments on debt and equity securities. FSP No. 115-2/124-2 is effective for interim and annual periods ending after June 15, 2009. Iridium Holdings adopted FSP No. 115-2/124-2 in the second quarter of 2009 and the adoption did not have a material impact on the financial statements.

In May 2009, the FASB issued SFAS No. 165, Subsequent Events (“SFAS No. 165”), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS No. 165 applies prospectively to both interim and

Table of Contents

annual financial periods ending after June 15, 2009. Iridium Holdings adopted SFAS No. 165 in the second quarter of 2009 and the adoption did not have a material impact on the financial statements other than disclosures.

In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No.46(R) (“FAS No. 167”). The standard requires an analysis to determine whether a variable interest gives a company a controlling financial interest in a variable interest entity. It also requires an ongoing reassessment and eliminates the quantitative approach previously required for determining whether the company is the primary beneficiary. The standard is effective January 1, 2010. Iridium Holdings is currently evaluating the requirements of this standard.

Quantitative and Qualitative Disclosure Regarding Market Risk

Iridium Holdings is exposed to interest rate risk in connection with Iridium Holdings’ variable rate debt under its first and second lien credit agreements, under which loans bear interest at floating rate based on Eurodollar applicable borrowing margin. For variable rate debt, interest rate changes generally do not affect the fair value of the debt instrument, but do impact future earnings and cash flows, assuming other factors are held constant. Based on Iridium Holdings’ \$136.9 million outstanding borrowing on the term debt available under its credit agreements at December 31, 2008, and without giving effect to the hedging arrangement described below, a 1.0% change in interest rates would result in a change to interest expense of approximately \$1.4 million annually. In June 2009, Iridium Holdings prepaid \$15.0 million under its credit agreements because stockholder approval for the proposed transaction with GHQ was not obtained by June 29, 2009. Currently, based on Iridium Holdings’ \$120.0 million outstanding borrowing on the term debt available under its credit agreements, and without giving effect to the hedging arrangement described in the next sentence, a 1.0% change in interest rates would result in a change to interest expense of approximately \$1.2 million annually. As required by Iridium Holdings’ credit agreements, it currently maintains two interest rate swap agreements with respect to \$86.0 million portion of the principal amount to hedge a portion of its interest rate risk.

Table of Contents

BENEFICIAL OWNERSHIP OF SECURITIES

The following table sets forth, (1) as of August 24, 2009, the actual beneficial ownership of our common stock and (2) the expected beneficial ownership of our common stock immediately following completion of the acquisition by (a) each person owning (or expected to own) greater than 5% of our outstanding common stock; (b) each current director and executive officer of GHQ; (c) each current director and executive officer as a group prior to the acquisition; (d) each person that is expected to be a director or named executive officer following the completion of the acquisition; and (e) each person that is expected to be a director or executive officer following completion of the acquisition as a group. For purposes of calculating this information, we have made two alternative sets of assumptions:

- Assuming No Exercise of Conversion Rights: This presentation assumes that none of the GHQ stockholders exercise their conversion rights; and
- Assuming Maximum Exercise of Conversion Rights: This presentation assumes that the holders of 30% of the IPO shares minus one share exercise their conversion rights.

The unaudited pro forma financial statements contain important information regarding the assumptions used in calculating this information. See “Selected Unaudited Pro Forma Condensed Consolidated Financial Data.”

Table of Contents

Name and Address of Beneficial Owner and Management Before the Acquisition Executive Officers and Directors (3)	Before the Acquisition*		After the Acquisition **				
	Number of shares	%(1)	Assuming No Conversion	Number of shares	%	Assuming Maximum Conversion	Number of shares (2)
Greenhill & Co., Inc. (4)	8,369,563	17.3%	12,874,887	12.0%		12,874,887	13.5%
Parker W. Rush	43,479	**	86,958	***		86,958	***
Kevin P. Clarke	43,479	**	86,958	***		86,958	***
Thomas C. Canfield	43,479	**	86,958	***		86,958	***
Harold J. Rodriguez, Jr. (4)(5)	15,000	**	30,000	***		30,000	***
Robert H. Niehaus (4)	375,800	**	575,800	***		575,800	***
Scott L. Bok (4)	518,300	1.1%	718,300	***		718,300	***
All executive officers and directors as a group (6 individuals)	1,039,537	2.1%	1,584,974	1.5%		1,584,974	1.7%
5% Holders							
Bank of America Corporation (6)	3,655,500	7.5%	3,655,500	3.4%		3,655,500	3.8%
Citigroup Incorporated (7)	2,555,928	5.3%	4,065,728	3.8%		4,065,728	4.2%
Millennium Management LLC (8)	1,915,000	3.9%	8,636,800	8.0%		8,636,800	9.0%
After the Acquisition							
Matthew J. Desch	—	—	151,992	***		151,992	***
Alvin B. Krongard	—	—	130,420	***		130,420	***
Steven Pfeiffer	—	—	—	—		—	—
Terry Jones	—	—	—	—		—	—
J. Darrel Barros	—	—	—	—		—	—
Eric Morrison	—	—	280,446	***		280,446	***
John S. Brunette	—	—	—	—		—	—
Greg Ewert	—	—	277,789	***		277,789	***
Lt. Gen. John Campbell, (ret.)	—	—	29,642	***		29,642	***
Don Thoma	—	—	148,515	***		148,515	***
John Roddy	—	—	—	—		—	—
Lee Demitry	—	—	—	—		—	—
Syndicated Communications Venture Partners IV, L.P (9)	—	—	4,030,824	3.7%		4,030,824	4.2%
Syndicated Communications,	—	—	5,280,539	4.9%		5,280,539	5.5%

Inc.(9)						
Baralonco Limited (10)	–	–	10,647,997	9.9%	10,647,997	11.1%
All directors and executive officers as a group (17 persons after the acquisition)	1,039,537	2.1%	2,488,546	2.3%	2,488,546	2.6%

\* Figures before the acquisition assume no exercise of our warrants since such warrants become exercisable only at the closing of the acquisition. In addition, figures before the acquisition do not include forfeiture of common stock or warrants by our founding stockholder or the conversion of the note by Greenhill Europe or give effect to the warrant repurchases.

\*\* Figures after the acquisition assume the exercise of our current warrants, restructured warrants and the forfeiture of 1,441,176 founding stockholder's shares, 8,369,533 founder warrants and 4,000,000 private placement warrants, the conversion of the \$22.9 million note held by Greenhill Europe into 1,946,500 shares of GHQ common stock, the repurchase of 3,655,500 current warrants from Bank of America and the warrant restructuring announced July 29, 2009 (assuming 1,244,931 shares are issued in connection with the warrant restructuring).

\*\*\* Less than 1% of the outstanding shares of common stock.

(1) Reflects the sale of 48,500,000 units under certain purchase agreements and in our IPO.

(2) Assumes 11,999,999 shares are converted but that none of the holders listed on this table converted their shares.

(3) Unless otherwise indicated, the business address of each of the individuals is 300 Park Avenue, 23rd Floor, New York, New York 10022.

(4) Mr. Bok is our Chairman and Chief Executive Officer and is the Co-Chief Executive Officer and a managing director of Greenhill. Mr. Niehaus is our Senior Vice President and is Chairman of Greenhill Capital Partners and a managing director of Greenhill. Mr.

Table of Contents

Rodriguez is our Chief Financial Officer and is Chief Administrative Officer, Chief Compliance Officer, and a managing director of Greenhill.

(5) These shares are held by Jacquelyn F. Rodriguez.

(6) Derived from Schedule 13F filed by Bank of America Corporation reporting power to vote or direct the vote over and shared power to dispose or direct the disposition of 3,655,500 units. Reflects repurchase by GHQ, upon the closing of the acquisition, of all 3,655,500 warrants associated with those units, pursuant to an agreement dated June 2, 2009. The business address of such reporting person is 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

(7) Derived from Schedule 13F filed by Citigroup Incorporated reporting power to vote or direct the vote over and shared power to dispose or direct the disposition of 1,509,800 units and an additional 1,046,128 shares. The business address of such reporting person is 399 Park Avenue, New York, NY 10043. Adjusted to reflect warrants participating in the July 29, 2009 warrant restructuring.

(8) Derived from Schedule 13F filed by Millennium Management LLC reporting power to vote over and dispose or direct the disposition of 1,915,000 shares and based upon July 29, 2009 warrant restructuring documentation. Address: 666 Fifth Avenue, 8th Floor, New York, NY 10103.

(9) Address: 8515 Georgia Avenue, Suite 725, Silver Spring, MD 20910.

(10) Address: c/o Fulbright & Jaworski LLP, 801 Pennsylvania Avenue, N.W., Washington, DC 20004.

Table of Contents

DESCRIPTION OF GHQ'S SECURITIES FOLLOWING THE ACQUISITION

The following summary of the material terms of the GHQ securities following the acquisition is not intended to be a complete summary of the rights and preferences of such securities. We urge you to read our proposed certificate in their entirety for a complete description of the rights and preferences of the GHQ securities following the acquisition. The proposed amendments to our certificate are described in "Proposal II—Approval of the Amended and Restated Certificate" beginning on page 88 and the full text of the proposed second and amended certificate is attached as Annex B to this proxy statement.

General

Authorized and Outstanding Stock

Our proposed second amended and restated certificate authorizes the issuance of 300 million shares of common stock, par value \$0.001, and 2.0 million shares of preferred stock, par value of \$0.0001. As of the record date, there were 48.5 million shares of common stock outstanding and no shares of preferred stock outstanding. The outstanding shares of GHQ's common stock are, and the shares of GHQ common stock issued in the acquisition will be, duly authorized, validly issued, fully paid and non-assessable.

Units

Each GHQ unit consists of one share of common stock and one warrant. Each warrant entitles the holder to purchase one share of common stock at an exercise price of \$7.00 per share of common stock, subject to adjustment. The GHQ units commenced trading on February 15, 2008.

Common Stock

Holders of GHQ's common stock are entitled to one vote for each share held of record on all matters to be voted on by stockholders. Holders of common stock have exclusive voting rights for the election of our directors and all other matters requiring stockholder action, except with respect to amendments to our certificate that alter or change the powers, preferences, rights or other terms of any outstanding preferred stock if the holders of such affected series of preferred stock are entitled to vote on such an amendment.

Holders of GHQ's common stock are entitled to receive such dividends, if any, as may be declared from time to time by our board of directors in its discretion out of funds legally available therefor. The payment of dividends, if ever, on the common stock is subject to the prior payment of dividends on any outstanding preferred stock, of which there is currently none.

We have not paid any dividends on our common stock to date and do not intend to pay dividends prior to the completion of the acquisition. The payment of dividends in the future will depend on our revenues and earnings, if any, capital requirements and general financial condition after our initial business combination is completed. The payment of any dividends subsequent to a business combination will be within the discretion of our then-board of directors. It is the intention of our present board of directors to retain any earnings for use in our business operations and, accordingly, we do not anticipate the board declaring any dividends in the foreseeable future.

In the event of any voluntary or involuntary liquidation, dissolution or winding up and after payment or provision for payment of the debts and other liabilities of GHQ and of the preferential and other amounts, if any, to which the holders of any preferred stock will be entitled, the holders of all outstanding common shares will be entitled to receive

the remaining assets of GHQ available for distribution ratably in proportion to the number of common shares held by each stockholder.

Our proposed certificate allows GHQ to restrict the ownership or proposed ownership of its common stock or preferred stock by any person, if such ownership or proposed ownership: (i) is or could be inconsistent with, or in violation of, any provision of FCC laws; (ii) will or may limit or impair GHQ's business activities under the FCC laws; or (iii) will or could subject GHQ to any FCC Limitation.

Our proposed certificate also gives GHQ the right to request from our stockholders or proposed stockholders (by transfer of stock or otherwise), certain information, including information relating to such stockholder's or



## Table of Contents

proposed stockholder's citizenship, affiliations and ownership or interest in other companies, if GHQ believes that such stockholder's or proposed stockholder's ownership of our securities may result in an FCC Limitation.

If GHQ does not receive the information it requests from any specific stockholder or concludes that a person's ownership or proposed ownership or the exercise by any person of any ownership right may result in an FCC Limitation, GHQ will have the right to, and until GHQ determines in its sole discretion that no FCC Limitation will occur: (i) refuse to permit a transfer of stock to a proposed stockholder; (ii) suspend rights of stock or equity ownership which could cause an FCC Limitation; and/or (iii) redeem the common stock or preferred stock of GHQ held by any person.

Holders of GHQ's common stock have no conversion, preemptive or other subscription rights and there are no sinking fund or redemption provisions applicable to the common stock.

### Founding Stockholder's Shares

On November 13, 2007, our founding stockholder purchased an aggregate of 11,500,000 GHQ units for \$25,000 in cash, at a purchase price of approximately \$0.003 per unit. On January 10, 2008, we canceled 1,725,000 units, which were surrendered by our founding stockholder in a recapitalization, leaving our founding stockholder with a total of 9,775,000 units (of which 1,275,000 were subject to forfeiture). On February 1, 2008, our founding stockholder transferred at cost an aggregate of 150,000 of these founding stockholder's GHQ units to Thomas C. Canfield, Kevin P. Clarke and Parker W. Rush (of which 19,563 were forfeited because the underwriter did not exercise the over-allotment option), each of whom is a director. Of the 9,775,000 GHQ units purchased, 1,275,000 GHQ units were forfeited on March 27, 2008, following the expiration of the over-allotment option granted to the underwriters in our IPO. Pursuant to a letter agreement, dated September 22, 2008, our founding stockholder has agreed to forfeit 1,441,476 shares of common stock and 8,369,563 warrants obtained in the November 13, 2007 unit purchase, upon the closing of the acquisition. Therefore, upon the closing of the acquisition, our founding stockholder will own 6,928,387 shares (not including any shares that may result from conversion of the note).

### Preferred Stock

Our proposed certificate provides that shares of preferred stock may be issued from time to time in one or more series. Our board of directors is authorized to fix the voting rights, if any, designations, powers, preferences, the relative, participating, optional or other special rights and any qualifications, limitations and restrictions thereof, applicable to the shares of each series. Our board of directors may, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of the common stock and could have anti-takeover effects. The ability of our board of directors to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change of control of us or the removal of existing management. We have no preferred stock outstanding at the date hereof. Although we do not currently intend to issue any shares of preferred stock, we cannot assure you that we will not do so in the future.

### Warrants

#### Public Stockholders' Warrants

GHQ sold 40.0 million warrants in the IPO, which will remain outstanding following the closing of the acquisition. The warrants started trading separately as of the opening of trading on March 20, 2008. Each warrant entitles the registered holder to purchase one share of our common stock at a price of \$7.00 per share, subject to adjustment, as discussed below, at any time commencing on the completion of our initial business combination,

provided that we have an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available.

The warrants will expire on February 14, 2013 at 5:00 p.m., New York time, or earlier upon redemption. Once the warrants become exercisable, we may call the warrants for redemption, in whole and not in part, at a redemption price of \$0.01 per warrant if, and only if, the reported last sale price of our common stock equals or exceeds \$14.25 per share for any 20 trading days within a 30-trading-day period ending on the third business day prior to the date on which the notice of redemption is given, and only if on the date we give notice of redemption and during the entire period thereafter until the time we redeem the warrants we have an effective registration statement covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available.

## Table of Contents

If the foregoing conditions are satisfied and we issue a notice of redemption, each warrant holder can exercise his or her warrant prior to the scheduled redemption date. However, there is no guarantee that the price of the common stock will exceed the \$14.25 trigger price or the \$7.00 exercise price after the redemption notice is issued.

The exercise price and number of shares of common stock issuable on exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, or our recapitalization, reorganization, acquisition or consolidation. However, the exercise price and number of shares of common stock issuable on exercise of the warrants will not be adjusted for issuances of common stock at a price below the warrant exercise price.

The warrants may be exercised upon surrender of the warrant certificate on or prior to the expiration date at the offices of the warrant agent, with the exercise form on the reverse side of the warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price, by certified check payable to us, for the number of warrants being exercised. Holders of warrants will not be entitled to a net cash settlement upon exercise of the warrants. Warrant holders do not have the rights or privileges of holders of common stock, including voting rights, until they exercise their warrants and receive shares of common stock. After the issuance of shares of common stock upon exercise of the warrants, each holder will be entitled to one vote for each share held of record on all matters to be voted on by stockholders.

No warrants will be exercisable unless at the time of exercise we have an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available. Under the warrant agreement, we have agreed to use our best efforts to have an effective registration statement covering shares of common stock issuable on exercise of the warrants and to maintain a current prospectus relating to the common stock from the date the warrants become exercisable to the date the warrants expire or are redeemed.

### Restructured Warrants

On July 29, 2009, GHQ entered into Warrant Purchase Agreements to repurchase and/or restructure 26,817,833 warrants issued in our IPO and to our founding stockholder, in privately negotiated transactions, from certain of our Warranholders, subject to the closing of the acquisition. GHQ negotiated to repurchase and/or restructure these warrants to reduce significantly the magnitude of the potential dilution to its stockholders and potential short selling in connection with and following consummation of the acquisition. As part of the Warrant Purchase Agreements GHQ agreed to:

- purchase 12,449,308 existing warrants issued in our IPO for a total of \$3,112,327 of cash and \$12,449,308 worth of GHQ common stock, with the number of shares of GHQ common stock to be determined based on the offering price per share of GHQ common stock sold in the Future Offering (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock);
- restructure 14,368,525 existing warrants and to enter into a new warrant agreement with respect to the Restructured Warrants with terms substantially similar to the terms set forth in the warrant agreement with respect to the existing warrants issued in our IPO, with the exception that (i) the exercise price of the Restructured Warrants is the Restructured Warrants Exercise Price (provided that the price per share of GHQ common stock in the Future Offering shall be deemed to be the lesser of (x) the actual price in such Future Offering and (y) \$10.00 per share of GHQ common stock), (ii) the exercise period was extended by two years to February 14, 2015 and (iii) the price of GHQ common stock at which GHQ can redeem the Restructured Warrants was increased to \$18.00.

- file with the SEC, as soon as practicable following the issuance of the Restructured Warrants, but in no event later than 15 business days following the issuance of the Restructured Warrants, a Resale Registration Statement. If the Resale Registration Statement is not declared effective by the SEC within 30 business days following the issuance of the Restructured Warrants, the Warrantholders have the right to sell to GHQ, for cash, the Restructured Warrants for a price equal to the difference between the weighted average price of the shares of GHQ common stock during a certain period over the Restructured Warrants Exercise Price.

## Table of Contents

In connection with the restructuring of the warrants, GHQ's chairman and chief executive officer, Scott L. Bok, and its senior vice president, Robert H. Niehaus, agreed to exchange 400,000 warrants purchased by them in GHQ's IPO into the Restructured Warrants.

At the closing of the acquisition, giving effects of the foregoing transactions, including the purchase of warrants from Banc of America Securities LLC and its affiliate, the warrant restructuring and the Warrant Purchase Agreements, there will be 13,657,104 GHQ warrants outstanding with an exercise price of \$7.00 and 14,368,525 GHQ warrants outstanding with the Restructured Warrants Exercise Price.

### Founding Stockholder's Warrants

In addition to the warrants obtained in the unit purchase described above, our founding stockholder purchased 8,000,000 warrants in a private placement that closed simultaneously with the closing of our IPO. Pursuant to letter agreements, dated September 22, 2008 and April 28, 2009, our founding stockholder has agreed to forfeit upon the closing of the acquisition, 4,000,000 of the founding stockholder's warrants originally purchased in the private placement. Therefore, upon the closing of the acquisition, there will be 4,000,000 warrants outstanding held by our founding stockholder, which our founding stockholder has agreed to exchange, immediately thereafter, for Restructured Warrants as set forth above.

In addition, upon the closing of the acquisition, there will be 130,437 warrants outstanding that our founding stockholder obtained in the unit purchase described above and transferred to our directors, Messrs. Rush, Canfield and Clarke. These warrants will only become exercisable upon the closing of the acquisition, if the last sales price of our common stock equals or exceeds \$14.25 per share for any 20 trading days within any 30 trading day period beginning 90 days after the closing of the acquisition and if there is an effective registration statement covering the shares of GHQ common stock issuable upon exercise of the warrants and a current prospectus relating to them is available.

### Registration Rights

At the closing of the acquisition, a Registration Rights Agreement will be entered into among GHQ and certain persons receiving GHQ shares in the acquisition and related transactions, the founding stockholder and each other initial stockholders of GHQ, pursuant to which each such person will be granted certain registration rights with respect to their shares of common stock and will be subject to certain transfer restrictions. See "Other Transaction Agreements—Registration Rights Agreement." Such Registration Rights Agreement will supersede the existing registration rights agreement to which the founding stockholder is a party.

### Our Transfer Agent and Warrant Agent

The transfer agent for the shares of GHQ's common stock, warrants and units is American Stock Transfer & Trust Company.

### Listing

Currently, our units, common stock and our warrants are listed on the NYSE Alternext U.S. under the symbols "GHQ.U," "GHQ" and "GHQ.WS," respectively. Following the completion of the acquisition, we intend to seek approval to list our securities on the NASDAQ.

Table of Contents

## MANAGEMENT FOLLOWING THE ACQUISITION

As of the completion of the acquisition, the board of directors, executive officers and significant employees of GHQ, which will be renamed “Iridium Communications Inc.,” will be as set forth below:

Name	Age	Position
Matthew J. Desch	51	Director and Chief Executive Officer
Eric H. Morrison	44	Chief Financial Officer
John S. Brunette	50	Chief Legal and Administrative Officer
Greg Ewert	47	Executive Vice President, Sales, Global Distribution Channels
Lt. Gen. John H. Campbell, (ret.)	62	Executive Vice President, Government Programs
Don L. Thoma	48	Executive Vice President, Marketing
John Roddy	55	Executive Vice President, Ground Operations and Product Development
Lee F. Demitry	56	Executive Vice President, “Iridium NEXT”
Robert H. Niehaus	54	Director and Chairman
Scott L. Bok	50	Director
Thomas C. Canfield	53	Director
Parker W. Rush	50	Director
Alvin B. Krongard	72	Director
Steven Pfeiffer	62	Director
Terry Jones	62	Director
J. Darrel Barros	48	Director

The board of directors shall also include a representative of Baralonco.

## Management

## Executive Officers

Matthew J. Desch, Age 51, Director and Chief Executive Officer. Mr. Desch has more than 27 years of experience in telecommunications management, and more than 16 years in the global wireless business. Mr. Desch joined the company in 2006 as Chief Executive Officer of Iridium Holdings. Previously, he was CEO of Telcordia Technologies, a telecom software services provider, from 2002-2005. Prior to Telcordia, he spent 13 years at Nortel Networks, most recently as president for its fast-growing wireless networks business where he was responsible for its global carrier customers in Europe, the Middle East, Asia and Latin America. Mr. Desch served on the board of directors of Starent Networks and Airspan Networks. He has a Bachelor of Science in computer science from The Ohio State University and a Master of Business Administration from the University of Chicago.

Eric Morrison, Age 44, Chief Financial Officer. Mr. Morrison has been CFO of Iridium Holdings since 2006. Prior to becoming CFO, Mr. Morrison served as Vice President, Finance and Treasurer of Iridium Satellite from 2004-2006. Mr. Morrison has worked on the Iridium program over the last 14 years. He was the controller, and was later promoted to CFO, at Iridium North America. Even before he joined Iridium North America, Mr. Morrison worked on the Iridium program at Motorola. While at Motorola, he was part of the negotiation and management team on the Raytheon Main Mission Antenna and Khrunichev launch vehicle contracts and served as the lead accountant for the satellite manufacturing facility. He graduated with a Master of Business Administration and a Master of

Accountancy from the University of Illinois at Champaign-Urbana. He graduated from Southern Illinois University with a Bachelor's degree in finance and he is also a certified public accountant.

John S. Brunette, Age 50, Chief Legal and Administrative Officer. Mr. Brunette was appointed to his current position in 2007. Mr. Brunette provides a broad-based business and legal perspective on a wide range of strategic, tactical, operational and administrative matters. Prior to joining Iridium Holdings, Mr. Brunette served as a consultant to technology start up companies from 2006-2007. Mr. Brunette was previously with Teleglobe Inc., a global voice and data services provider, where he served as CEO until 2005. From 1998-2002, prior to his appointment as CEO, he was Teleglobe's executive vice president, chief legal and administrative officer. Mr. Brunette was also at MCI Communications Corporation for twelve years where he led the company's corporate legal group. He began his career with the Satellite Business Services division of IBM Corporation until MCI acquired it

Table of Contents

in 1986. He holds both a Bachelor of Arts and a Juris Doctorate from The Catholic University of America and is a member of the Maryland State Bar Association.

Significant Employees

Greg Ewert, Age 47, Executive Vice President Global Distribution Channels. Mr. Ewert joined Iridium Holdings in 2004 and is responsible for marketing and business development for Iridium Holdings and its relationship with its distribution channels. He is also responsible for the product management for Iridium Holdings' new product offerings. Mr. Ewert brings 19 years of experience at senior-level positions in the global communications industry. Prior to joining Iridium Holdings from 2002-2004, he served as Executive Vice President for Marketing, Sales, Product Development, Business Development and Customer Service for COMSAT International. Prior to COMSAT from 1998-2002, he held executive positions within Teleglobe Inc., ranging from Senior Vice President of Global Data Services to Vice President and General Manager of Carrier and Emerging Markets. Before Teleglobe, he worked for Sprint from 1987-1997, where he held various positions including President of Sprint International of Canada. He holds a Bachelor's degree in Finance from Canisius College, Buffalo, New York.

Lt. Gen. John H. Campbell, (ret.), Age 62, Executive Vice President Government Programs. General John Campbell, U.S. Air Force (Retired), joined Iridium Holdings in 2006 from Applied Research Associates (ARA), where he served as Principal, Defense and Intelligence, since 2004. General Campbell is responsible for all aspects of Iridium Holdings' relationship with its U.S. government customers. General Campbell joined ARA after retiring from the United States Air Force after a 32-year career. In the United States Air Force, General Campbell served in a variety of operational and staff assignments around the world. From 1998 to 2000, he was Vice Director of the Defense Information Systems Agency (DISA) and as the first commander of the Joint Task Force - Computer Network Defense. From 1997 to 1998, he served on the Joint Staff as Deputy Director for Operations. Between 1971 and 1997, General Campbell served around the world in a variety of operational assignments as an F-15 and F-16 fighter pilot and commander. General Campbell is the recipient of numerous military and intelligence community awards, including the Defense Distinguished Service Medal, the Legion of Merit, the Air Medal, the National Imagery and Mapping Agency Award, the National Reconnaissance Distinguished Medal, and the National Security Agency Award. He is a graduate of the University of Kentucky with a degree in Computer Science and a Masters of Business Administration.

Don L. Thoma, Age 48, Executive Vice President Marketing. Mr. Thoma was appointed to his current position in 2008. Mr. Thoma is responsible for leading new Iridium Holdings corporate initiatives such as Iridium NEXT. He brings to Iridium a strong and versatile background in both management and business development. Prior to joining Iridium Holdings, from 2001-2002, he served as Vice President of Marketing and Business Development for ObjectVideo, Inc. Prior to working at ObjectVideo, from 1992-2000, he held various positions of responsibility for ORBCOMM, ranging from Senior Director of Transportation to Founder and General Manager of the Vantage Tracking Solutions business unit and Vice President, Business Development. Prior to ORBCOMM, from 1988-1990, he was the director of integration and launch operations for Orbital Sciences Corporation. Previously, he served as a Captain in the United States Air Force Space Division from 1983-1988. He holds a Bachelor's degree in Aeronautical Engineering from the Rensselaer Polytechnic Institute, a Master's degree in Aerospace Engineering from the University of Southern California and a Masters of Business Administration from the Harvard Business School.

John Roddy, Age 55, Executive Vice President Ground Operations and Product Development. Mr. Roddy joined Iridium Holdings in 2006, bringing with him more than 27 years of telecommunications industry experience. Mr. Roddy is responsible for developing Iridium Holdings' corporate operations model and program management culture. Prior to joining Iridium Holdings, Mr. Roddy held numerous executive positions at Telcordia Technologies including President, Telcordia Global Services from 2003-2006; Senior Vice President, Global Operations; and Chief



Information Officer. Mr. Roddy built the Global Services business, implemented the company's global operations capability, and rebuilt its IT organization as part of a major company transition. Prior to joining Telcordia Technologies, at Nortel Networks, he was Vice President and General Manager of the Carrier Professional Services Business Unit serving the CLEC and new market entrants from 1999-2001. Prior to that, he was Vice President, Technology and Director, Ottawa Laboratories for Public Carrier Networks from 1997-1998. He also held the position of Vice President, Canadian Technical Services and Global Product Support from 1993-1996, responsible for the engineering, installation and emergency/field services of the switching and transmission product lines for the carrier customers. He began his telecommunications career in sales and marketing, holding varied

Table of Contents

positions including Product Manager, Dynamic Routing; Regional Sales Director; and Director of Services Marketing. He holds a Master of Business Administration from McMaster University, Hamilton, Canada.

Lee Demitry, Age 56, Executive Vice President “Iridium NEXT.” Mr. Demitry is responsible for the development and introduction of Iridium NEXT as well as the ongoing support of the existing constellation. He has 30 years of experience in aerospace and satellite technology, 20 years of which were in the U.S. Air Force and ten in the private sector. Mr. Demitry has worked on and successfully led some of the most complex and advanced space and satellite programs within the United States Government. He has experience in systems engineering, program management, systems procurement and contracts. Prior to joining Iridium Holdings, from 1998-2007, Mr. Demitry was the Vice President of Engineering at GeoEye, where he led an extended organization in developing, deploying and maintaining a \$700 million enterprise consisting of commercial imaging satellites, production and mission planning systems, and global ground stations. He holds a Masters of Science in Astronautical Engineering from the Massachusetts Institute of Technology, and a Master’s degree and Masters of Business Administration from Golden Gate University. Mr. Demitry served in the United States Air Force until he retired as a Colonel (select).

Directors

Robert H. Niehaus, Age 54, Director and Chairman. Mr. Niehaus has been the Chairman of Greenhill Capital Partners since June 2000. Mr. Niehaus has been a member of Greenhill’s Management Committee since its formation in January 2004. Mr. Niehaus joined Greenhill in January 2000 as a managing director to begin the formation of Greenhill Capital Partners. Prior to joining Greenhill, Mr. Niehaus spent 17 years at Morgan Stanley & Co., where he was a managing director in the merchant banking department from 1990 to 1999. Mr. Niehaus was vice chairman and a director of the Morgan Stanley Leveraged Equity Fund II, L.P., a \$2.2 billion private equity investment fund, from 1992 to 1999, and was vice chairman and a director of Morgan Stanley Capital Partners III, L.P., a \$1.8 billion private equity investment fund, from 1994 to 1999. Mr. Niehaus was also the chief operating officer of Morgan Stanley’s merchant banking department from 1996 to 1998. Mr. Niehaus is a director of Heartland Systems Payments, Inc. and other private companies. Mr. Niehaus is a graduate of Princeton University and the Harvard Business School, from which he graduated with high distinction as a Baker Scholar.

Scott L. Bok, Age 50, Director. Mr. Bok has served as Greenhill’s Co-Chief Executive Officer since October 2007, served as its Co-President between 2004 and 2007 and has been a member of Greenhill’s Management Committee since its formation in January 2004. In addition, Mr. Bok has been a director of Greenhill since its incorporation in March 2004. From January 2004 until October 2007, Mr. Bok was Greenhill’s U.S. President. From 2001 until the formation of Greenhill’s Management Committee, Mr. Bok participated on the two-person administrative committee responsible for managing Greenhill’s operations. Mr. Bok has also served as a Senior Member of Greenhill Capital Partners since its formation. Mr. Bok joined Greenhill as a managing director in February 1997. Before joining Greenhill, Mr. Bok was a managing director in the mergers, acquisitions and restructuring department of Morgan Stanley & Co., where he worked from 1986 to 1997, based in New York and London. From 1984 to 1986, Mr. Bok practiced mergers and acquisitions and securities law in New York with Wachtell, Lipton, Rosen & Katz. Mr. Bok is a member of the board of directors of various private companies. Mr. Bok is also a member of the Investment Committee of Greenhill Capital Partners. Mr. Bok is a cum laude graduate of the University of Pennsylvania’s Wharton School. He holds a Juris Doctorate, cum laude, from the University of Pennsylvania Law School, where he was an editor of the law review.

Thomas C. Canfield, Age 53, Director. Mr. Canfield has served as Senior Vice President and General Counsel of Spirit Airlines since October 2007. Previously, Mr. Canfield was General Counsel of Point Blank Solutions, Inc. and was Chief Executive Officer and Plan Administrator for AT&T Latin America Corp. Prior to assuming those roles, Mr. Canfield was General Counsel and Secretary of AT&T Latin America following its acquisition with FirstCom

Corporation. Mr. Canfield became General Counsel of FirstCom in May 2000. Prior to joining FirstCom, Mr. Canfield was Counsel in the New York office of Debevoise & Plimpton LLP, where for nine years he practiced in the areas of corporate, securities and international transactions. Mr. Canfield also is a member of the Boards of Directors of Tricom SA and Birch Telecom Inc.

Parker W. Rush, Age 50, Director. Mr. Rush has served as the President and Chief Executive Officer and as a member of the Board of Directors of Republic Companies, Inc., a provider of property and casualty insurance, since December 2003. Prior to his employment with Republic, Mr. Rush served as a Senior Vice President and Managing Director at The Chubb Group of Insurance Companies in charge of the Southern U.S. based in Dallas, Texas and in various other capacities since February 1980.

Table of Contents

Alvin B. Krongard, Age 72, Director. Mr. Krongard is the Former CEO and Chairman of the Board of Alex. Brown Incorporated, the nation's oldest investment banking firm. Mr. Krongard also served as Vice Chairman of the Board of Bankers Trust in addition to holding other financial industry posts. He has served as Counselor to the Director of the U.S. Central Intelligence Agency (CIA), then as Executive Director of the CIA. Mr. Krongard received a B.A. degree with honors from Princeton University and a Juris Doctorate degree with honors from the University of Maryland School of Law. He served three years of active duty as an infantry officer with the U.S. Marine Corps.

Steven Pfeiffer, Age 62, Director. Mr. Pfeiffer has been a partner in the law firm of Fulbright & Jaworski LLP since 1983 and has served as the elected Chair of the firm's Executive Committee since 2003. He previously served as the Partner-In-Charge of the Washington, DC and London offices, and headed the firm's International Department. In addition to serving on the Board of Iridium Holdings, Mr. Pfeiffer is a Non-Executive Director of Barloworld Limited in South Africa, Chairman Emeritus of Wesleyan University, a trustee of The Africa-America Institute in New York, a Director of Project HOPE in Washington, D.C., and a Director of the NAACP Legal Defense and Educational Fund, Inc. Mr. Pfeiffer received a B.A. degree from Wesleyan University in Middletown, Connecticut and studied at Oxford University as a Rhodes Scholar, completing a B.A. and a M.A. in jurisprudence. He also holds a M.A. in Area Studies (Africa) from the School of Oriental and African Studies of the University of London and holds a Juris Doctorate from Yale University. Mr. Pfeiffer served as an officer on active and reserve duty in the United States Navy.

Terry Jones, Age 62, Director. Mr. Jones is a General Partner in Syncom Funds. Prior to joining Syncom in 1978, he was co-founding stockholder and Vice President of Kiambere Savings and Loan in Nairobi, and a Lecturer at the University of Nairobi. He also worked as a Senior Electrical Engineer for Westinghouse Aerospace and Litton Industries. He is a member of the board of directors for several Syncom portfolio companies including Radio One, Inc., Iridium Holdings and TV One LLC. He formerly served on the Board of the Southern African Enterprise Development Fund, a presidential appointment, and is on the Board of Trustees of Spellman College. Mr. Jones received a B.S. degree in Electrical Engineering from Trinity College, an M.S. degree in Electrical Engineering from George Washington University and a Masters of Business Administration from Harvard University.

J. Darrel Barros, Age 48, Director. Mr. Barros is the President of Syndicated Communications, Inc., a private equity fund focused on media and communications. Prior to joining the SCI team, he was President of VGC, PC, a Washington, DC based law firm specializing in private equity and early-stage investments. Mr. Barros also served as a corporate and securities attorney in the venture capital practice group of DLA Piper US LLP. He is currently Executive Chairman of Haven Media Group, LLC, a music-media company, and Chairman of Prestige Resort Properties, Inc., a resort and hospitality company. Mr. Barros is also a director of TMX Interactive, Simplink Corporation and Maya Cinemas. Mr. Barros received a B.S. degree from Tufts University, a Master in Business Administration from the Amos Tuck School of Business in Dartmouth College, and a Juris Doctorate degree from the University of Michigan.

Table of Contents

GHQ COMPENSATION DISCUSSION AND ANALYSIS

None of our officers or directors has received any compensation for service rendered to us, and it is not expected that any such compensation will be paid prior to the date of the special meeting to which this proxy statement relates. If our stockholders approve the acquisition, the directors of the post-combination business will determine executive and director compensation.

Discussion and Analysis of Post-Acquisition Compensation Scheme

Overall. Following closing of the acquisition, GHQ intends to develop executive compensation packages that are competitive in terms of potential value to its executives, and which are tailored to its unique characteristics and needs within its industry to reward its executives for their roles in creating value for shareholders. GHQ intends to be competitive with other similarly situated companies in its industry following completion of the acquisition.

It is anticipated that decisions on executive compensation policies and programs following the closing of the acquisition will be made by a compensation committee of GHQ's board of directors. Since that compensation committee will not be established until the closing of the acquisition, no formal or informal policies or guidelines now exist for allocating compensation between long-term and currently paid out compensation, between cash and non-cash compensation, or among different forms of compensation have been adopted as of the date hereof. The following discussion is based on the present expectations as to the policies and programs to be adopted by the compensation committee. The policies and programs actually adopted will depend on the application of the judgment of the members of the compensation committee and may differ from those reflected in the following discussion.

It is anticipated that the compensation decisions regarding executives will be based on the need to retain and attract individuals with the skills necessary for GHQ to achieve its business objectives, to reward those individuals fairly, and to retain those individuals who continue to perform at or above expectations.

It is also anticipated that compensation for executives will have three primary components -salary, cash incentive bonus and stock-based awards in the form of stock options. These components of executive compensation would be related but distinct. GHQ anticipates determining the appropriate level for each compensation component based in part, but not exclusively, on its view of internal equity and consistency, individual performance and other information deemed relevant and timely.

In addition to the guidance provided by its compensation committee, GHQ may utilize the services of independent third parties from time to time in connection with the hiring and compensation awarded to executive employees. This could include subscriptions to executive compensation surveys and other databases.

It is expected that the compensation committee will be charged with performing an annual review of executive officers' cash compensation and equity holdings to determine whether they provide adequate incentives and motivation to executive officers and whether they adequately compensate the executive officers relative to comparable officers in other companies.

**Benchmarking of Cash and Equity Compensation.** GHQ expects that the compensation committee will stay apprised of the cash and equity compensation practices of publicly held companies in related industries through data obtained from such companies' public reports and from other resources. It is expected that any companies chosen for inclusion in any benchmarking group would have business characteristics comparable to GHQ following the closing of the acquisition, including one or more of the following: revenues, financial growth metrics, stage of development, employee headcount and market capitalization. While benchmarking may not always be appropriate as a stand-alone

tool for setting compensation due to the aspects of the post-acquisition business and objectives that may be unique to GHQ. GHQ expects gathering this information will be an important part of its compensation-related decision-making process.

#### Compensation Components.

**Base Salary.** It is expected that executive base salaries will be set at levels generally comparable with those of executives in similar positions and with similar responsibilities at comparable companies as necessary to motivate executives to meet corporate goals. It is anticipated that base salaries will generally be reviewed annually, subject to terms of any employment agreements.

**Annual Bonuses.** GHQ intends to utilize cash incentive bonuses for executives to focus them on achieving key operational and financial objectives within a yearly time horizon. It expects that, near the beginning of each

Table of Contents

year, the compensation committee, subject to the terms of any applicable employment agreements, will determine performance parameters for appropriate executives. It also expects that, at the end of each year, the compensation committee will determine the level of achievement for each corporate goal.

It is anticipated that the performance parameters for eligibility to receive cash bonuses under the terms of any employment agreements to be executed following the consummation of the acquisition will be set by the compensation committee each year, within 45 days of approval of such year's annual budget.

**Equity Awards.** GHQ also intends to use stock options and other stock-based awards to reward long-term performance. GHQ believes that providing a meaningful portion of an executive's total compensation package in stock options and other stock-based awards will align the incentives of its executives with the interests of shareholders and with GHQ's long-term success and will serve to retain, motivate and adequately award the executives.

Equity awards will be granted through the 2009 Plan, which has been adopted by GHQ's board and is being submitted to our stockholders for approval in the section of this proxy statement entitled "Proposal IV- Adoption of the Stock Incentive Plan." All employees, directors, officers and consultants will be eligible to participate in the 2009 Plan.

**Severance Benefits.** GHQ may enter into new employment agreements with its executive officers following consummation of the acquisition. Any new employment agreements, which will be subject to compensation committee approval, may provide severance benefits that are greater than those described below under "Potential Payments on Termination or Change-in-Control".

**Other Compensation.** It is currently anticipated that GHQ will establish and maintain various employee benefit plans, including medical, dental, life insurance and 401(k) plans.

**Deductibility of Executive Compensation/ Code Section 162(m).** At this time, it is anticipated that one or more executive officer's annual compensation may exceed \$1.0 million. Code Section 162(m) (as interpreted by IRS Notice 2007-49) denies a federal income tax deduction for certain compensation in excess of \$1.0 million per year paid to the chief executive officer and the three other most highly-paid executive officers (other than a company's chief executive officer and chief financial officer) of a publicly-traded corporation. Certain types of compensation, including compensation based on performance criteria that are approved in advance by stockholders, are excluded from the deduction limit. GHQ's policy is to qualify compensation paid to our executive officers for deductibility for federal income tax purposes to the extent feasible. However, to retain highly skilled executives and remain competitive with other employers, the compensation committee may authorize compensation that would not be deductible under Section 162(m) or otherwise if it determines that such compensation is in the best interests of GHQ and its stockholders.

**Accounting Considerations.** Any equity compensation expense will be accounted for under the rules of Statement of SFAS No. 123R, which requires a company to estimate and record an expense for each award of equity compensation over the service period of the award.

Table of Contents

IRIDIUM HOLDINGS COMPENSATION DISCUSSION AND ANALYSIS

The following constitutes the Compensation Discussion and Analysis of Iridium Holdings' executive compensation program prior to the transactions contemplated by the acquisition and does not necessarily represent compensation decisions that will be made by Iridium Holdings following completion of the acquisition, except where otherwise noted.

Named Executive Officers.

Iridium Holdings' Chief Executive Officer, Chief Financial Officer and three other most highly compensated executive officers who were serving as executive officers on December 31, 2008 are:

- Matthew J. Desch, Chief Executive Officer;
- Eric Morrison, Chief Financial Officer;
- John S. Brunette, Chief Legal and Administrative Officer;
- Greg Ewert, Executive Vice President of Global Distribution Channels; and
- John Roddy, Executive Vice President for Ground Operations and Product Development.

Throughout this Section, these executive officers are referred to as the "named executive officers" or "NEOs".

Overview of Pre-Acquisition Compensation Scheme

Prior to the closing of the acquisition, Iridium Holdings has been a privately held company, operating under the direction of its Chief Executive Officer and its board of directors. Historically, Iridium Holdings has generally not used, and has not had the need to use, many of the more formal compensation practices and policies employed by publicly traded companies subject to the executive compensation disclosure rules of the SEC and Section 162(m) of the Code.

**Role of the Chief Executive Officer.** Prior to the acquisition, all compensation decisions have been recommended by Iridium Holdings' Chief Executive Officer for the review and approval of the compensation committee of Iridium Holdings' board of directors (the "Committee"), with the exception of the compensation of the Chief Executive Officer which has been determined by the Committee with input from the Chief Executive Officer. The current members of the Committee are Steven Pfeiffer, Alvin B. Krongard and Terry Jones.

**Use of Compensation Consultant.** In 2007, Iridium Holdings engaged compensation consultant Frederic W. Cook & Co. (the "compensation consultant") to review its executive compensation structure in anticipation of becoming a publicly traded company. The compensation consultant delivered reports to the Committee during the first quarter of 2008 comparing the base salary, bonus, equity compensation, long-term incentives and perquisites paid or provided to Iridium Holdings' executive officers to the compensation and benefits provided to the executive officers of the following communications and technology companies:

- Geoeye Inc.
- Globalstar



- Inmarsat
- Intelsat
- J2 Global Communications Inc.
- Loral Space & Communications Inc.
  - Micro Systems Inc.
  - NeuStar Inc.
- Paetec Holding Corp.

Table of Contents

- Premiere Global Services Inc.
- Time Warner Telecom Inc.
- XO Holdings

The companies listed above were chosen for comparison purposes because they are considered to be of similar size (in terms of enterprise value and revenue) to Iridium Holdings and/or competitors with Iridium Holdings for talent and/or business (the same group of companies will not necessarily be used by GHQ as a “peer group” for purposes of comparing executive compensation levels following the closing of the acquisition). The compensation consultant’s reports were used to adjust the NEO’s base salaries and target bonus amounts in 2008 as described below.

Objectives of Iridium Holdings’ Compensation Program.

Iridium Holdings’ executive compensation program is designed to achieve the following three primary objectives:

- to provide a competitive compensation package to attract and retain talented individuals to manage and operate all aspects of its business;
- to reward the achievement of corporate and individual objectives that promote the growth and profitability of Iridium Holdings’ business; and
- to align the interests of executive officers with those of Iridium Holdings’ unitholders by providing long-term equity-based compensation.

To meet these objectives, Iridium Holdings’ executive compensation package has generally consisted of a mix of base salary, performance-based annual cash bonuses, standard employee benefits and long-term incentives in the form of equity-based awards. Iridium Holdings believes that performance-based compensation is an important component of the total executive compensation package for attracting, motivating and retaining high quality executives. Accordingly, a significant portion of the NEOs’ compensation is in the form of cash compensation that is subject to the achievement of annual performance goals and equity-based compensation which enables the NEOs to share in the growth of Iridium Holdings’ above pre-established threshold amounts.

Elements of Compensation of Executive Officers.

The compensation received by Iridium Holdings’ NEOs in 2008 consists of the following elements:

**Base Salary.** Base salaries for Iridium Holdings’ executive officers are established based on the scope of their responsibilities, historical performance and individual experience. Base salaries are reviewed annually, and adjusted from time to time. During 2008, Mr. Desch’s base salary was increased from \$556,000 to \$675,000, Mr. Morrison’s base salary was increased from \$270,000 to \$325,000, Mr. Brunette’s base salary was increased from \$335,000 to \$430,000, Mr. Ewert’s base salary was increased from \$247,000 to \$340,000, and Mr. Roddy’s base salary was increased from \$260,000 to \$320,000. The base salary of each NEO was increased because the reports delivered to the Committee by the compensation consultant indicated that the annual cash compensation (base salary and target bonus) paid to the NEOs was low relative to the annual cash compensation paid to the executive officers of a number of companies in the group of companies surveyed by the compensation consultant. Following the increase, the base salaries of the NEOs fall between the 25th and 50th percentile of the median base salaries for each applicable position in the group of companies surveyed. Mr. Desch’s base salary increase factored in his entitlement to an annual base

salary increase of at least the percentage that the consumer price index for the Washington D.C.-Baltimore metro area increases for that year, as set forth in his employment agreement with Iridium Holdings.

Annual Incentive Cash Compensation. Iridium Holdings maintains a corporate bonus plan in which all of its employees, including the NEOs, participated in 2008. Under the terms of the bonus plan, each participant is assigned a target bonus amount expressed as a percentage of such employee's base salary.

NEOs' Target Bonuses. The target bonus amounts for 2008 for each NEO are as follows:

- Mr. Desch's target bonus is equal to 90% of his base salary compared to 70% for 2007;
- the target bonus for each of Messrs. Morrison and Brunette is equal to 75% each such officer's base salary compared to 35% for 2007;

Table of Contents

- Mr. Ewert's target bonus is equal to 75% of his base salary compared to 60% for 2007;
- Mr. Roddy's target bonus is equal to 60% of his base salary compared to 35% for 2007.

The target bonus of each NEO was increased for 2008 because the reports delivered to the Committee by the compensation consultant referenced above indicated that the annual cash compensation (base salary and target bonus) paid to the NEOs was low relative to the annual cash compensation paid to the executive officers of a number of companies in the group of companies surveyed by the compensation consultant. Following the increase, the target bonus amounts of the NEOs fall between the 25th and 75th percentile of the median target bonus amounts for each applicable position in the group of companies surveyed and the NEO's total annual cash compensation (base salary and target bonus) falls between the 50th and 75th percentile of the median total annual cash compensation for each applicable position in the group of companies surveyed.

**Determination of the 2008 Bonus Pool.** The individual bonus targets of each employee in the bonus plan are added together to establish the annual bonus pool target for the plan. The actual bonus pool for the applicable year is funded based on the level of achievement of pre-established financial performance goals and organizational imperatives. The financial performance goals for 2008 are comprised of a company-wide revenue target of \$275.25 million (weighted at 15% of target bonus pool) and adjusted Operational EBITDA (i.e., GAAP EBITDA less Iridium NEXT expenses) target of \$98.1 million (weighted at 45% of the target bonus pool). In the event of performance between the company-wide revenue target and a stretch revenue target of \$329.25 million, the amount of the actual bonus pool funded based on the achievement of the revenue target will be determined based on a sliding scale, with a maximum of 45% of the bonus pool (i.e., three times the 15% of the target bonus pool that is funded if the company-wide revenue target is achieved) being funded if the full stretch goal is achieved or exceeded. Similarly, the funding of the actual bonus pool for performance between the adjusted Operational EBITDA target and a stretch Operational EBITDA target of \$128.20 million is determined on a sliding scale, with a maximum of 135% of the bonus pool (i.e., three times the 45% of the target bonus pool that is funded if the Operational EBITDA target is achieved) being funded if the full stretch goal is achieved or exceeded. The organizational imperatives comprise the remaining 40% of the target bonus pool. The organizational imperatives (which vary from year to year) include the following imperatives for 2008: the core organizational imperatives consist of facilitating a new external equity investment in Iridium Holdings (weighted at 10% of the target bonus pool), successful and timely introduction of new products and inventory management and customer perception in connection with Iridium Holdings' new handset introduction (weighted at 10% of the target bonus pool), and the completion of milestones on Iridium NEXT (weighted at 10% of the target bonus pool); and the stretch organizational imperatives consist of progress made on Sarbanes-Oxley compliance and corporate controls in anticipation of becoming a publicly traded company (which could add an additional 10% to the bonus pool), achievement of sales goals for new and existing products and increase in year-end backlog for certain strategic products (which could add an additional 10% to 30% the bonus pool), and the successful closing of a secondary payload agreement (which could add an additional 20% to the bonus pool). The organizational imperatives are individually weighted (as shown above) and will contribute between 0% (if no organizational imperatives are achieved) and 90% (if all organizational imperatives are achieved) of the total funding of the bonus pool. When the level of achievement of financial performance goals and organizational imperatives has been verified by the Committee, the achieved financial performance goals and organizational imperatives are added together to comprise the total "corporate target bonus factor," typically expressed as a percentage between 0% and the maximum potential computed factor of 270%. This corporate target bonus factor is multiplied by the annual bonus pool target to compute the total 2008 bonus pool. The 2008 bonus pool was funded at 125% of the target bonus pool based upon the achievement of (i) 116.6% of the company-wide revenue target (or \$320,944,000), (ii) 111% of the adjusted Operational EBITDA target (or \$108,933,000), and (iii) certain operational imperatives including facilitating a new external equity investment in Iridium Holdings and the attainment of sales goals for new and existing products.

Determination of Individual NEO Bonuses for 2008. Once the actual amount of the bonus pool is determined, the Committee has historically awarded Mr. Desch a bonus exactly equal to the percentage at which the annual bonus pool is funded (for example, if the pool were funded at 150% of the target bonus pool, Mr. Desch would be awarded a bonus equal to 150% of his target bonus (which is 90% of his base salary), or 135% of his base salary). The Committee followed this practice for 2008, so Mr. Desch's 2008 bonus is \$759,375 (calculated as his target bonus (which was 90% of his base salary) multiplied by 125%). Mr. Desch has the discretion to recommend to the Committee that it vary the bonus amount payable to each of the other NEOs above or below the amount such NEO would otherwise earn based on the percentage at which the bonus pool is actually funded according to his assessment of the NEO's performance during the year and the Committee then makes its own determination as to

Table of Contents

whether to accept Mr. Desch's recommendation. In making their respective assessments, Mr. Desch and the Committee independently consider certain individual performance goals communicated to the NEO during the year which include factors such as the introduction of new products, the achievement of sales goals for existing products, exhibiting strong leadership skills, improved tax planning, expanding international licenses, execution of new partnering agreements, increasing inventory efficiency, improving customer perceptions regarding transitioning to next generation products, improving overall customer satisfaction and/or overall compensation levels. None of these goals is individually weighted and Mr. Desch may take other factors into account in recommending to the Committee the amount of bonus to award and the Committee may utilize these or other factors in determining whether or not to alter Mr. Desch's recommendation. Accordingly, an NEO can be awarded a bonus of between 0% and 150% of his personal target bonus percentage multiplied by the percentage at which the annual bonus pool is funded. For example, if an NEO had a base salary of \$200,000 and a target bonus equal 50% of his base salary, such NEO's target bonus would be \$100,000. If Iridium Holdings achieves a "corporate target bonus factor" of 150%, the NEO's bonus should equal 150% of his target bonus (i.e., 50% of base salary), for a total of \$150,000. However, Mr. Desch may recommend or the Committee may apply a personal bonus factor of 0-150% to the annual bonus the NEO would have otherwise earned. In this example, if Mr. Desch recommended a personal factor of 90% for the NEO, and the Committee agreed with his recommendation, the NEO's annual bonus would be 90% of \$150,000, or \$135,000. For 2008, Messrs. Morrison, Brunette, Ewert and Roddy earned a bonus of \$304,688, \$258,000, \$318,750, and \$240,000, respectively. In the case of Messrs. Morrison, Ewert and Roddy, the bonus was calculated by multiplying such named executive officer's target bonus by 125%. The Committee awarded Mr. Brunette a bonus equal to 60% of his base salary, after considering the degree to which each NEO had achieved his individual performance goals and the total amount of compensation earned by Mr. Brunette for 2008 compared to the other named executive officers (other than Mr. Desch).

## Equity-Based Incentive Compensation.

**Phantom Profits Interests in Iridium Holdings.** In 2006, Iridium Holdings granted phantom profits interests to Messrs. Desch and Roddy in connection with their employment. The phantom profits interests provide that Messrs. Desch and Roddy will be entitled to receive cash payments as if they held a 2.5% and a 0.5% ownership interest in Iridium Holdings respectively and were therefore entitled to receive distributions from Iridium Holdings, but in each case only once such distributions exceeded a designated threshold amount. In 2008, in connection with the grant of Employee Holdings LLC units described below, Mr. Desch agreed to a cap on the payments he would be entitled to receive under his phantom profits interest. Each of the phantom profits interests was granted subject to a time-based vesting schedule (with vesting over four years in the case of Mr. Desch and over three years in the case of Mr. Roddy) but will become fully vested upon the closing of the acquisition. The phantom profits interests will be cashed out upon the closing of the acquisition, at which point they will terminate. The amount of these cash payments are expected to be \$4,483,698 in the case of Mr. Desch and \$183,983 in the case of Mr. Roddy.

**Employee Holdings LLC Units.** In 2008, Messrs. Desch and Brunette were awarded 39,582 units and 8,057 units in Employee Holdings LLC, respectively. The assets of Employee Holdings LLC are comprised entirely of Class B units in Iridium Holdings. Each Employee Holdings LLC unit represents one Iridium Holdings Class B unit. The units provide that Messrs. Desch and Brunette will be indirectly entitled to receive distributions from Iridium Holdings, but in each case only once such distributions exceed a designated threshold amount (currently \$7,663,499 in the case of Mr. Desch and \$2,028,141 in the case of Mr. Brunette). The units were granted subject to a time-based vesting schedule (with 25% of the units granted to Mr. Desch being fully vested on the grant date and the remaining 75% vesting ratably over three years and the units granted to Mr. Brunette vesting ratably over four years), but the units will become fully vested upon the closing of the acquisition. Immediately prior to the closing of the acquisition, the units that remain subject to a threshold amount will be reduced to a lesser number of units not subject to a threshold amount based on a ratio that maintains the same economic benefit for all such units. Such reduced number

of units (estimated to be 7,996 Iridium Holdings Class B units in the case of Mr. Desch and zero Iridium Holdings Class B units in the case of Mr. Brunette) will be sold to GHQ pursuant to the acquisition.

Iridium Employee Holdings LLC Units. Messrs. Morrison and Ewert were awarded units in Iridium Employee Holdings LLC ("Iridium Employee Holdings"). Mr. Morrison was granted a total of three awards, two, each of 125 units in 2001 and 2005 respectively and one of 750 units in 2006. Mr. Ewert was granted an award of 1,000 units in 2005. The assets of Iridium Employee Holdings are comprised entirely of Class B units in Iridium Holdings. Each Iridium Employee Holdings unit represents 15.484 Iridium Holdings Class B units. The units provide that Messrs. Morrison and Ewert will be indirectly entitled to receive distributions from Iridium Holdings, but in each case only once such distributions exceed a designated threshold amount (currently \$242,736 in the case of Mr. Ewert and \$212,378 in the aggregate in the case of Mr. Morrison). The units have already become vested

Table of Contents

pursuant to their time-based vesting schedule, other than 250 units held by Mr. Morrison that will become vested upon the earlier of January 1, 2009 or the closing of the acquisition. Immediately prior to the closing of the acquisition, the units that remain subject to a threshold amount will be reduced to a lesser number of units not subject to a threshold amount based on a ratio that maintains the same economic benefit for all such units. Such reduced number of units (estimated to be 14,621 Iridium Holdings Class B units in the case of Mr. Morrison and 14,483 Iridium Holdings Class B units in the case of Mr. Ewert) will be sold to GHQ pursuant to the acquisition.

**Severance Benefits.** In connection with his commencement of employment, each of the NEOs individually negotiated the severance provisions set forth in their respective employment agreements or employment letter agreements that are applicable under various termination scenarios including termination without cause, termination for good reason (or constructive discharge) and termination in connection with a change in control. These provisions are discussed more fully in the section below under the heading “Potential Payments upon Termination or Change-in-Control” below.

**Other Benefits.** Under the terms of his employment agreement, Iridium Holdings provides Mr. Desch with a leased automobile and pays the leasing expenses related thereto and reimburses Mr. Desch for the annual dues at a Washington D.C.-area country club. Mr. Roddy was reimbursed for the expenses he incurred in relocating at Iridium Holdings’ request from Canada to the United States in 2007 and 2008. Iridium Holdings does not currently, and has not previously, made available to any employees any defined benefit pension or nonqualified deferred compensation plan or arrangement.



Table of Contents

## IRIDIUM HOLDINGS EXECUTIVE COMPENSATION

## Fiscal Year 2008 Summary Compensation Table.

The following table shows compensation earned by Iridium Holdings' NEOs in 2008.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) (1)	Equity Awards (2)	All Other Compensation	Total
Matthew J. Desch, Chief Executive Officer	2008	\$675,000	\$759,375	\$1,512,266	\$32,389(3)	\$2,979,030
Eric Morrison, Chief Financial Officer	2008	\$325,000	\$304,688	\$56,567	\$11,500(4)	\$697,755
John S. Brunette, Chief Legal & Administrative Officer	2008	\$430,000	\$258,000	\$134,936	\$4,480(5)	\$827,416
Greg Ewert, Executive Vice President of Global Distribution Channels	2008	\$340,000	\$318,750	\$55,306	\$11,500(4)	\$725,556
John Roddy, Executive Vice President for Ground Operations and Product Development	2008	\$320,000	\$240,000	\$157,229	\$40,871(6)	\$758,100

(1) The amounts in this column reflect bonuses earned in 2008, and paid during the first quarter of 2009.

(2) The amounts in this column reflect the dollar amount of expense recognized for financial statement reporting purposes in fiscal year 2008 with respect to LLC units and phantom profits interests granted in fiscal year 2008 as well as prior years in accordance with FAS 123R. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Assumptions used in the calculation of these amounts are included in Note 2 to Iridium Holdings' Consolidated Financial Statements for the year ended December 31, 2008.

(3) Includes 401(k) matching contributions of \$11,500, \$8,889 of company-paid expenses for a leased automobile and \$12,000 in reimbursement of country club dues.

(4) Composed entirely of 401(k) matching contributions of \$11,500.

(5) Composed entirely of 401(k) matching contributions of \$4,480.

(6) Includes 401(k) matching contributions of \$11,500 and relocation assistance valued at \$29,371.

Grants of Plan-Based Awards for 2008.

The following table sets forth information relating to grants of equity-based incentive awards to the NEOs in 2008.

Name	Grant Date	Stock Awards (#)	Grant Date Fair Value of Stock Awards (3)
Matthew J. Desch	1/21/2008	39,582 (1)	\$ 3,573,953
John S. Brunette	2/27/2008	8,057 (2)	\$ 539,741

(1) The 39,582 Employee Holdings LLC units are currently subject to an aggregate threshold amount of \$7,663,499. Immediately prior to the closing of the acquisition, the units that remain subject to a threshold amount will be reduced to a lesser number of units not subject to a threshold amount based on a ratio that maintains the same economic benefit for all such units. Such reduced number of units (estimated to be 7,996 Iridium Holdings Class B units) will be sold to GHQ pursuant to the acquisition.

Table of Contents

(2) The 8,057 Employee Holdings LLC units are currently subject to an aggregate threshold amount of \$2,028,141. Immediately prior to the closing of the acquisition, the units that remain subject to a threshold amount will be reduced to a lesser number of units not subject to a threshold amount based on a ratio that maintains the same economic benefit for all such units. Such reduced number of units (estimated to be zero Iridium Holdings Class B units) will be sold to GHQ pursuant to the acquisition.

(3) Calculated based on the aggregate grant date fair market value computed in accordance with FAS 123R.

## Outstanding Stock Awards at 2008 Fiscal-Year End.

The following table sets forth the equity-based awards made to the NEOs that were outstanding on December 31, 2008, the last day of Iridium Holdings' fiscal year. No NEO has been granted options.

Name	Number of Units That Have Not Vested (#)	Market Value of Units That Have Not Vested (\$)	(3)
Matthew J. Desch (1)	19,791 Units of Employee Holdings LLC (2)	\$941,534	
Eric Morrison	250 Units of Iridium Employee Holdings (2)	\$868,304	
John S. Brunette	6,042.75 Units of Employee Holdings LLC (2)	N/A	
John Roddy (1)	N/A	N/A	

(1) As described above, Messrs. Desch and Roddy were also granted phantom profits interests entitling them to receive cash payments as if they held a 2.5% and a 0.5% ownership interest in Iridium Holdings respectively and were therefore entitled to receive distributions from Iridium Holdings, but in each case only once such distributions exceed a designated threshold amount. These phantom profits interests vest over time as described above, but will fully vest and be cancelled and cashed out upon the consummation of the acquisition. The value of the unvested portion of each such phantom profits interest on December 31, 2008 is \$2,241,849 in the case of Mr. Desch and \$118,833 in the case of Mr. Roddy.

(2) These units vest over time as described above, but will fully vest and be cancelled and cashed out upon the closing of the acquisition. Immediately prior to the closing of the acquisition, the units that remain subject to a threshold amount will be reduced to a lesser number of units not subject to a threshold amount based on a ratio that maintains the same economic benefit for all such units. Such reduced number of units will be sold to GHQ pursuant to the acquisition. As described above, all of Mr. Ewert's units vested before December 31, 2008.

(3) Footnote 2 of the table under "Estimated Current Value of Accelerated Vesting of Equity-Based Compensation Upon a Change in Control of Iridium Holdings" shows how these amounts are calculated.

## Employment Agreements

Mr. Desch's Employment Agreement. Iridium Holdings entered into an employment agreement with Mr. Desch in September 2006 pursuant to which he serves as Iridium Holdings' Chief Executive Officer. The agreement has an initial term of four years commencing on September 18, 2006 and ending September 17, 2010 and will automatically

renew for an additional two year term unless Iridium Holdings or Mr. Desch give written notice of intent not to renew the agreement at least six months prior to the renewal date. The employment agreement provides for payment of a base salary of no less than \$550,000, which must be increased each year by at least the same percentage the consumer price index for the Washington D.C - Baltimore metro area increases for that year. Pursuant to his employment agreement, Mr. Desch is entitled to participate in Iridium Holdings annual incentive plan with a target award of up to 70% of his then base salary as determined by the Committee and based upon performance goals set by the Committee for the year. Mr. Desch's base salary for 2008 was \$675,000 and his target annual incentive compensation award for 2008 was 90% of his base salary.

Mr. Desch is eligible to participate in employee benefit plans made available to other senior executives. In addition, Iridium Holdings is required to provide him with an automobile and pay all the related automobile expenses and reimburse him for the cost of annual dues for a private club of his choice in the metropolitan Washington D.C. area.

In his employment agreement, Mr. Desch has agreed not to compete with Iridium Holdings nor solicit Iridium Holdings employees for alternative employment during the term of his agreement and for a period of one year after termination of employment by the company for cause or if he voluntarily terminates his employment without good reason.

Mr. Desch's employment agreement provides for payments upon certain terminations of his employment. For a description of these termination provisions, whether or not following a change-in-control, and a quantification of benefits that would be received see the heading "Potential Payments upon Termination or Change-in-Control" below.

Table of Contents

Other than the agreement with Mr. Desch, Iridium Holdings has not entered into any other employment agreements with other NEOs. However, the company has entered into employment letter agreements with the other NEOs as described below.

Employment Letter Agreements for Other NEOs.

Mr. Morrison's Employment letter agreement. Mr. Morrison entered into an employment letter agreement with Iridium Holdings on April 25, 2006, pursuant to which he serves as its Executive Vice President and Chief Financial Officer. The employment letter agreement provides for an initial base salary of \$260,000 and participation in Iridium Holdings annual incentive plan with a target award of up to 35% of base salary as determined by the Committee and based upon performance goals set by the Committee for the year. Mr. Morrison's base salary for 2008 was \$325,000 and his target annual incentive compensation award for 2008 was 75% of base salary.

Mr. Brunette's Employment letter agreement. Mr. Brunette entered into an employment letter agreement with Iridium Holdings on December 6, 2007 to serve as its Chief Administrative Officer and General Counsel. The employment letter agreement provides for payment of a base salary of \$335,000 and participation in Iridium Holdings annual incentive plan with a target award of up to 35% of his then base salary as determined by the Committee and based upon performance goals set by the Committee for the year. Mr. Brunette's base salary for 2008 was \$430,000 and his annual incentive compensation award for 2008 was 75% of base salary.

Mr. Ewert's Employment letter agreement. Mr. Ewert entered into an employment letter agreement with Iridium Holdings on September 30, 2004 to serve as its Executive Vice President of Marketing and Business Development. The employment letter agreement provides for payment of a base salary of \$200,000 and participation in Iridium Holdings annual incentive plan with a target award of up to 60% of his then base salary as determined by the Committee and based upon performance goals set by the Committee for the year. Mr. Ewert's base salary for 2008 was \$340,000 and his annual incentive compensation award for 2008 was 75% of base salary.

Mr. Roddy's Employment letter agreement. Mr. Roddy entered into an employment letter agreement with Iridium Holdings on August 1, 2007 to serve as its Executive Vice President of Customer Care, Gateway and Network Operations. The employment letter agreement provides for payment of a base salary of \$260,000 and participation in Iridium Holdings annual incentive plan with a target award of up to 35% of his then base salary as determined by the Committee and based upon performance goals set by the Committee for the year. Mr. Roddy's base salary for 2008 was \$320,000 and his annual incentive compensation award for 2008 was 60% of base salary.

Each of the employment letter agreements provides for payments upon certain terminations of the NEO's employment. For a description of these termination provisions, and a quantification of benefits that would be received see the heading "Potential Payments upon Termination or Change-in-Control" below.

Potential Payments on Termination or Change-in-Control

Severance Payments. The section below describes the payments that may be made to Iridium Holdings NEOs in connection with a change-in-control or pursuant to certain termination events. In the absence of an employment agreement or employment letter agreement to the contrary, Iridium Holdings' NEOs are employed "at-will" and are not entitled to any payments upon termination or a change-in-control other than their accrued but unpaid salary or benefits.

Matthew J. Desch. The employment agreement for Mr. Desch, described above, has certain provisions that provide for payments to him in the event of the termination of his employment in the scenarios described below.

Termination by reason of death. In the case of Mr. Desch's death, Iridium Holdings is required to continue to pay to Mr. Desch's estate his base salary as of the date of death for a period of six months following his death and continue benefits to his spouse in accordance with the terms of the Iridium Holdings' benefit plans.

Termination without cause, for good reason or in connection with a change in control. In the event that Iridium Holdings terminates Mr. Desch's employment without "cause", Mr. Desch terminates employment for "good reason," or his employment is terminated in connection with a "change in control" (each as defined below) Iridium Holdings is required to pay, or provide, to him: in a lump sum, the sum of (i) 100% of his base salary as in effect on the date of termination of employment, and (ii) 100% of his annual bonus amount under his employment agreement for the year of termination (assuming all performance targets and objectives had been met). Also, Iridium Holdings must provide Mr. Desch with health insurance (or reimburse him for the cost of his COBRA payments) for one year following termination of employment or until he is covered under a new employer's health plan, whichever comes first.

Table of Contents

Definitions. For purposes of Mr. Desch's employment agreement the following definitions apply:

"Cause" means any of the following:

- Mr. Desch's knowing and willful violation of Iridium Holdings' policies that causes a material adverse effect or continued failure, after not less than 30 days' written notice, to perform his duties, including failure to follow lawful directions of the Board of Directors, except where his repeated failure is caused by or attributable to a disability;
- The issuance of an indictment or filing of a criminal information charging Mr. Desch with the commission of a crime constituting a felony or involving moral turpitude or his conviction of such a crime;
  - The embezzlement or criminal diversion of funds by Mr. Desch; or
- Mr. Desch's failure to perform or to comply with any material term or condition of his employment agreement, if he fails to cure the failure or fails to commence and diligently seek to cure the failure within 30 days after written notice.

"Good Reason" means the occurrence of any of the following which is not cured within 15 days after written notice:

- Iridium Holdings assignment to Mr. Desch of duties that are materially inconsistent with his position, authority, duties, or responsibilities;
  - Iridium Holdings failure to comply with any material term of Mr. Desch's employment agreement.

"Change of Control" means any of the following:

- Any person (other than a person or an affiliate of such person who as of the effective date of Mr. Desch's employment agreement owns an interest in Iridium Holdings) becomes the beneficial owner, directly or indirectly, of interests in Iridium Holdings representing more than 50% of the combined voting power of Iridium Holdings' then-outstanding equity interests;
- The consummation of a consolidation, merger or share or unit exchange involving Iridium Holdings in which Iridium Holdings is not the continuing or surviving entity or pursuant to which Iridium Holdings' equity interests would be converted into cash, securities, or other property, other than a merger in which the holders of Iridium Holdings voting interests immediately before the merger own 50% or more of the voting interests in the surviving entity immediately after the merger;
- The consummation of any sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of substantially all of Iridium Holdings assets, other than to one or more of Iridium Holdings wholly-owned subsidiaries or to an entity in which the persons holding Iridium Holdings voting interests immediately before the consummation of the acquisition own 50% or more of the voting interests after the transaction.

Eric Morrison. The employment letter agreement for Mr. Morrison provides that he may be terminated by Iridium Holdings for any reason upon 30 days' written notice. However, in the event he is terminated without cause by Iridium Holdings or he terminates his employment as a result of a constructive discharge, he will be entitled to three months of salary continuation based upon his then current rate of pay. In addition, in the event his employment is terminated without cause by Iridium Holdings or he terminates his employment as a result of constructive discharge, he will be

entitled receive a pro-rated portion of his target bonus amount for the year of termination based upon the actual achievement of plan targets for the year of termination. For purposes of his employment letter agreement, constructive discharge is defined as the assignment of duties materially inconsistent with Mr. Morrison's position, authority, duties or responsibilities, or a substantially adverse alteration in the nature or status of his responsibilities.

John S. Brunette. The employment letter agreement for Mr. Brunette provides that he may be terminated by Iridium Holdings for any reason upon 30 days' written notice. In addition, in the event his employment is terminated without cause by Iridium Holdings or he terminates his employment as a result of constructive discharge, he will be entitled receive a pro-rated portion of his target bonus amount for the year of termination based upon the



Table of Contents

actual achievement of plan targets for the year of termination. For purposes of his employment letter agreement, constructive discharge is defined as the assignment of duties materially inconsistent with Mr. Brunette's position, authority, duties or responsibilities, or a substantially adverse alteration in the nature or status of his responsibilities.

Greg Ewert. The employment letter agreement for Mr. Ewert provides that in the event his employment is terminated as a result of a change in control, he will be entitled to continuation of his then current base salary for a period of six months following termination of employment.

John Roddy. The employment letter agreement for Mr. Roddy provides that he may be terminated by Iridium Holdings for any reason upon 30 days' written notice. However, in the event he is terminated without cause by Iridium Holdings or he terminates his employment as a result of constructive discharge, he will be entitled to salary continuation for a period of six months' following termination of employment. If after the six month period Mr. Roddy has not found suitable employment, the salary continuation payments will continue for up to an additional three months or until Mr. Roddy finds suitable employment, whichever comes first. In addition, in the event his employment is terminated without cause by Iridium Holdings or he terminates his employment as a result of constructive discharge, he will be entitled receive a pro-rated portion of his target bonus amount for the year of termination based upon the actual achievement of plan targets for the year of termination. For purposes of his employment letter agreement, constructive discharge is defined as the assignment of duties materially inconsistent with Mr. Roddy's position, authority, duties or responsibilities, or a substantially adverse alteration in the nature or status of his responsibilities.

#### Estimated Current Value of Post-Employment Non-Equity Related Severance Benefits.

The following table shows payments that would be made to each NEO in the event of a termination of employment on December 31, 2008 under different scenarios.

Executive	Death	Without Cause or for Good Reason/ Constructive Discharge	Involuntary termination in connection with a Change in Control
Matthew J. Desch	\$337,500(1)	\$1,158,711(2)	\$1,158,711(3)
Eric Morrison	\$0	\$81,250(4)	\$81,250(5)
John S. Brunette	\$0	\$258,000(6)	\$35,833(7)
Greg Ewert	\$0	\$0	\$170,000(8)
John Roddy	\$0	\$240,000(9)	\$240,000(10)

(1) Equal to 6 months of salary.

(2) Equal to the sum of 12 months of base salary, annual bonus at target level and continuation of health benefits for 12 months.

(3) Equal to the sum of 12 months of base salary, annual bonus at target level and continuation of health benefits for 12 months.

- (4) Equal to 3 months of salary.
- (5) Equal to 3 months of salary.
- (6) Equal to Mr. Brunette's bonus for 2008.
- (7) Equal to 3 months of salary.
- (8) Equal to 6 months of salary.
- (9) Equal to 9 months of salary.
- (10) Equal to 9 months of salary.

Acceleration of Equity-Based Incentive Compensation Awards.

Phantom Profits Interests in Iridium Holdings. Mr. Desch is contractually entitled to receive accelerated vesting of his phantom profits interest award if he experiences an involuntary termination resulting from a change of control of Iridium Holdings (however, as described above, the unvested portion of Mr. Desch's phantom profits interest will fully vest and be cashed out upon the consummation of the acquisition). Mr. Roddy is contractually entitled to receive accelerated vesting of his phantom profits interest awards upon a change of control of Iridium Holdings (but he is not entitled to any accelerated vesting upon termination of employment for any reason).

Employee Holdings LLC and Iridium Employee Holdings Units. The Employee Holdings units granted to Mr. Desch and Mr. Brunette both contain provisions that accelerate the vesting of the units under certain circumstances. In the case of both Mr. Desch and Mr. Brunette, their unvested units will vest completely upon an involuntarily termination of employment as a result of a change in control of Iridium Holdings (but upon any other

Table of Contents