Levinson John C
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April 22, 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 |_|
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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
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ORBCOMM INC.

(Name of the Registrant as Specified In Its Charter)

John C. Levinson

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

|X| No fee required.

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Presentation to RiskMetrics

Unlocking Value from a Uniquely Positioned But Under-Managed Asset

Committee to Realize Value for ORBCOMM

April 22, 2009

Agenda

I.	**Executive Summary**
II.	**Chairman and CEO Have Presided Over Underperformance**
III.	**Our Board Nominees and Our Action Plan**
IV.	**Appendix**

IMPORTANT INFORMATION

ON APRIL 21, 2009, JOHN C. LEVINSON TOGETHER WITH MICHAEL MIRON, STEVEN G. CHRUST, DENIS NAYDEN, SGC ADVISORY SERVICES, INC. AND NAKOMA INVESTMENTS, LLC (TOGETHER, THE COMMITTEE TO REALIZE VALUE FOR ORBCOMM OR THE COMMITTEE) FILED A PRELIMINARY PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION AND EXPECT TO FILE A DEFINITIVE PROXY. SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES FOR USE AT ORBCOMM S ANNUAL MEETING, BECAUSE SUCH DOCUMENTS CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS OF THIS SOLICITATION AND THEIR DIRECT OR INDIRECT INTERESTS, BY SECURITY HOLDINGS OR OTHERWISE. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY IS AVAILABLE TO ORBCOMM STOCKHOLDERS FROM THE PARTICIPANTS AT NO CHARGE AND IS ALSO AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE AT

HTTP://WWW.SEC.GOV AND AT HTTP://WWW.READMATERIAL.COM/ LEVINSONCOMMITTEE. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE DISSEMINATED TO SECURITY HOLDERS ON OR BEFORE APRIL 24, 2009.

I. Executive Summary

We Are Long-term ORBCOMM Shareholders Disappointed with Management s Consistent Underperformance

We have been consistently disappointed with the operational, financial and stock price underperformance of the Company under the management team led by Jerome and Marc Eisenberg

- Long-term shareholders, not short-term traders looking for quick profit
- Shareholder value has been destroyed, with stock price down 88% to $1.27 (1)
- Tired of watching the Company fail to deliver on substantial growth opportunities

We believe ORBCOMM has a unique and valuable collection of communications assets that positions it to be the leading service provider in rapidly growing M2M markets

- 32 satellites in orbit, only global commercial wireless messaging system optimized for narrowband communications
- Target markets projected 32% CAGR over the next six years (2)

Jerome and Marc Eisenberg have presided over what we believe has been a flawed business strategy compounded by ineffective management, jeopardizing the Company s growth prospects

- Pursued flawed strategy of positioning Company as a pure wholesaler of satellite transport services
- Passive management with limited market engagement capabilities, lacking applications & end-user customer focus
- Has resulted in consistently disappointing subscriber and ARPU growth, key metrics to growing revenue and profit
- Stated willingness to delay satellite replenishment schedule to conserve cash, jeopardizing growth

The current Board of Directors has presided over this period of underperformance

- Directors Jerome Eisenberg and Marco Fuchs, who stand for re-election this year, have been directors of ORBCOMM since 2004, and directors of its predecessor company since 2001
- Father and son relationship between Chairman and CEO creates clear potential for significant conflict of interest for both Messrs. Eisenberg, and concentrates overwhelming influence within one immediate family

(1) % decline from IPO price of $11/share to $1.27 following 2008 earnings release on 3/16/2009

(2) CAGR estimates per Harbor Research and Company presentation, based on connected devices

And We are Seeking Change that will Benefit All Shareholders

We believe that the Board s credibility must be restored through the election of two new independent Directors (one of whom we believe should immediately become the Company s CEO) who will be committed to holding management accountable for the Company s future performance

We are asking shareholders to vote in favor of:

Our two director nominees, **Steven Chrust** and **Michael Miron**, to replace the two directors up for re-election

De-staggering of the Board such that all directors stand for re-election at each year s annual meeting

We believe that the Board will benefit from our nominees entrepreneurial approach, fresh perspectives, operational experience and commitment to remedy the Company s failed strategies and stagnating financial performance and to deliver results and increase value for all shareholders

If elected, our nominees will work with management and the other Board members to represent all shareholders, and will seek to address ORBCOMM s underperformance by enhancing the senior management team, implementing a strategic re-direction and improving operational execution

We are seeking to strengthen the shareholder value orientation of the Board of ORBCOMM

Two of eight directorships to establish strong shareholder representation on the Board that will foster an open-minded, deliberative process, free of intra-family influences

Help the Company execute a new business plan that capitalizes on substantial growth opportunities and generates strong returns for the benefit of all shareholders

If Elected, Our Nominees Will Urge the Following Agenda

Appoint Michael Miron to the position of Chief Executive Officer

Mandate to execute aggressive growth plan that fully realizes the opportunities enabled by Company s assets

Draw on experience creating, developing and transforming businesses enabled or leveraged by information technologies

Evaluating operations and developing recommendations for improving performance and creating shareholder value

Implement a strategic re-direction by aggressively focusing on market engagement and by fostering the development and deployment of applications to drive subscriber and ARPU growth

Aggressive go-to-market strategy focused on facilitating the development and deployment of applications critical to re-vitalizing subscriber growth

Substantial opportunities to introduce higher value-added functionality to drive ARPU increases over time

Objectively evaluate management s performance and augment the management team in vital areas, including the addition of senior market engagement officers

VP of Marketing and Sales, VP of Customer Engineering

Objectives and highly qualified candidates identified

Seek a capital raise of at least $25 million to provide greater certainty that there is adequate cash for financing the full deployment of the next generation of satellites in a timely manner

We question Company s ability to finance in timely fashion from existing cash and operating cash flow

Management willing to defer launch schedule to conserve cash, jeopardizing future growth and increasing enterprise risk

Various potential financing partners have expressed strong interest in Company with enhanced management

Confident in ability to raise financing, and existing shareholders would have ability to participate

Greater Shareholder Value Focus on the Board of ORBCOMM

Seek to establish strong shareholder representation and foster an open-minded, deliberative process, free of intra-family influences.

The two directors standing for re-election have the longest tenure on the Board

Class III **Term Expires 2009**	**Marco Fuchs, Age 46** ***Director Since February 2004*** Member of the board of directors of ORBCOMM LLC since 2001 and of ORBCOMM Holdings LLC from 2001 to February 2004 Currently the Chief Executive Officer and Chairman of the Managing Board of OHB Technology A.G. (technology and space)	**Class I** **Term Expires 2010**	**Gary H. Ritondaro, Age 62** ***Director Since November 2006***
Class III **Term Expires 2009**	**Jerome B. Eisenberg, Age 69** ***Non-Executive Chairman, Director Since February 2004*** Non-executive Chairman of the Board since March 31, 2008 Chairman and Chief Executive Officer from January 2006 to March 2008	**Class II** **Term Expires 2011**	**Marc J. Eisenberg, Age 42** ***Director Since March 2008*** Chief Executive Officer since March 31, 2008 Mr. Eisenberg is the son of Jerome B. Eisenberg
Class I **Term Expires 2010**	**Didier Delepine, Age 61** ***Director Since May 2007***	**Class II** **Term Expires 2011**	**Timothy Kelleher, Age 46** ***Director Since March 2008***
Class I	**Hans E. W. Hoffmann, Age 75** ***Director Since November 2006***	**Class II**	**John Major, Age 63** ***Director Since April 2007***

Term Expires 2010

Term Expires 2011

Source: Company 2009 Proxy

II. Chairman and CEO Have Presided Over Underperformance

Jerome and Marc Eisenberg Have Presided Over Substantial Shareholder Value Destruction

ORBCOMM shares down 88% since the IPO, 89% since the follow-on offering, and 77% since Marc Eisenberg was appointed CEO, significantly underperforming benchmarks and peers.

	ORBC		**Share Performance through March 16, 2009**			**ORBC Excess Return**	
Date	**Share Price**	**Major Company Event**	**ORBC**	**IXTC**	**Russell 2000**	**vs. IXTC**	**vs. Russell 2000**
11/3/2006	$11.00	Initial Public Offering (pricing)	**-88%**	-35%	-48%	*-54%*	*-40%*
5/24/2007	$11.62	Follow on Offering	**-89%**	-43%	-53%	*-46%*	*-36%*
2/22/2008	$5.61	Marc Eisenberg Announced as CEO	**-77%**	-40%	-44%	*-37%*	*-33%*
3/31/2008	$4.96	Marc Eisenberg Effective as CEO	**-74%**	-39%	-44%	*-36%*	*-31%*
3/16/2009	*$1.27*	*Full Year 2008 Earnings Released*					

Source: CapitalIQ

ORBCOMM Possesses a Unique and Valuable Collection of Communications Assets

ORBCOMM operates a low-cost global satellite network optimized for narrowband M2M communications: telematics, position reporting, remote monitoring, systems control, emergency messaging, etc. ORBCOMM s assets are well-suited to certain M2M markets:

(1) Includes 5 launched in 2008

Source: Company filings

ORBCOMM Has an Attractive and Scalable Business Model

As the low-cost global coverage M2M provider with a single worldwide technology platform, ORBCOMM has an attractive recurring revenue business model.

Recurring service revenue model currently generating monthly ARPU of $5.00 $5.50 with significant potential to increase

Recurring, long-lived subscription service fees

Airtime fees

One-time low-cost equipment sale with no subsidy

Very low churn (<1%) service becomes embedded in customer operations

Low cost network (capital and operations):

$9 million per satellite including launch

$4-5 million per gateway

Network replenishment underway (~$250 million vs. $1 billion+ for other LEO satellite providers)

<u>Potential</u> for very <u>high returns at scale</u>

ORBCOMM Target Markets Have Substantial Opportunity for Growth

ORBCOMM target markets are projected to grow at a 32% CAGR, from about 19 million connected devices to more than 100 million devices over the next six years.

Core target vertical markets expected to grow to 421 million addressable units by 2014E

Connected device penetration expected to increase from 5% in 2008E to 24% in 2014E

Connected units growth projected at 32% CAGR to 102 million units by 2014E

Source: Harbor Research, Inc. and Company presentation

Yet, Management s Flawed Strategies and Ineffective Execution Have Resulted in Consistently Weak Subscriber, ARPU and Revenue Growth

ORBCOMM management has delivered slowing subscriber growth far below the opportunities available, leading to disappointing revenue growth.

	Quarterly Results Since Initial Public Offering									**Annual Results**			
	Q4'06	**Q1'07**	**Q2'07**	**Q3'07**	**Q4'07**	**Q1'08**	**Q2'08**	**Q3'08**	**Q4'08**	**2006**	**2007**	**2008**	**Observations**
Subscriber Communicators (000s)													
Net Additions	26	25	28	40	33	29	40	22	18	112	**126**	**109**	*'08 declining net adds*
End of Period Subscribers	225	250	278	318	351	380	420	442	460	225	351	460	
% Sequential Growth	*13.0%*	*11.1%*	*11.2%*	*14.4%*	*10.4%*	*8.3%*	*10.5%*	***5.3%***	***4.0%***	*99.1%*	*56.0%*	*31.0%*	*Rapidly decelerating in '08*
Revenues ($ millions)	$6.3	$6.0	$6.6	$6.9	$8.7	$5.9	$7.7	$8.0	$8.5	$24.5	$28.2	$30.1	
% Sequential Growth		*-5.8%*	*11.2%*	*4.3%*	*25.2%*	*-32.1%*	*31.4%*	*3.2%*	*6.9%*	***57.9%***	***14.8%***	***6.9%***	*'08 yoy growth only 6.9%*
% Quarter over Prior Year Growth						*-1.4%*	*16.6%*	*15.3%*	*-1.5%*				
Service revenues ($ millions)	$3.4	$4.0	$4.2	$4.6	$5.0	$4.9	$5.8	$6.3	$6.9	$11.6	$17.7	$23.8	
% Sequential Growth		*16.3%*	*6.8%*	*7.9%*	*9.8%*	*-2.9%*	*18.6%*	*10.1%*	*8.3%*	***48.1%***	***53.2%***	***34.4%***	*Rapidly decelerating in '08*
% Quarter over Prior Year Growth						*22.9%*	*36.5%*	*39.2%*	*37.3%*				
ARPU (1)	$5.34	$5.54	$5.32	$5.09	$4.98	$4.43	$4.80	$4.90	$5.07	$5.70	$5.21	$4.82	*Declining ARPU*
% Sequential Growth		*4%*	*-4%*	*-4%*	*-2%*	*-11%*	*8%*	*2%*	*3%*		***-9%***	***-8%***	
Adjusted EBITDA ($ millions) (2)	($1.0)	($1.7)	($0.9)	($0.5)	$1.3	$0.2	$0.6	$0.6	$0.2	($7.2)	($1.8)	$1.6	*Stagnant '08 quarterly EBITDA*

Quarterly Results Since Initial Public Offering **Annual Results**

(1) Implied derived from Revenues and average Subscriber Communicators.
(2) Adjusted EBITDA as defined by the Company in its public filings.

Flawed pure wholesale market engagement strategy leaving channel partners to develop and deploy applications

2008 net subscriber additions of only 109k vs. May 08 guidance of 170-190k

Minimal positive Adjusted EBITDA, we believe due to underinvestment in business

Source: Data in table from Company filings

Management Has Repeatedly Missed its Own Guidance

ORBCOMM management has consistently missed its own guidance on all-important subscriber growth, and has withdrawn guidance for 2009, indicating a lack of confidence in the business.

	Guidance Date	Metric	Guidance Range	Actual Result	Actual vs. Low-End of Guidance
2008	March 11, 2008	2008 Net Subscriber Adds	170,000-190,000	109,000	**-36%**
	March 11, 2008	2008 Service Revenues	$22-25 million	$23.8 million	**Met target**
	March 11, 2008	2008 Adjusted EBITDA	Positive	$1.6 million	**Met target**
2007	March 15, 2007	2007 Net Subscriber Adds	150,000-170,000	126,000	**-16%**
	March 15, 2007	2007 Total Revenues	$34-38 million	$28.2 million	**-17%**

Even Marc Eisenberg referred to 2008 subscriber growth as disappointing in the 2008 Q4 earnings call

We believe subscriber growth is the most important driver of future revenue and profitability

Our action plan is aimed at re-invigorating growth of subscribers

In 2007, a period of overall rising economic activity, management missed on both net subscriber adds and revenues

No guidance planned for 2009, indicating lack of confidence in the business

Goal of achieving positive full-year Adjusted EBITDA can be important milestone for growing company

However, we believe it was achieved by management intentionally under investing in the business at the cost of putting the Company on a sustained lower growth path

Given highly scalable model, Adjusted EBITDA could be much higher with greater emphasis on revenue growth

Source: Guidance data from Company filings and press releases

Accordingly, Views Regarding ORBCOMM s Growth Outlook Have Been Greatly Reduced, and the Stock Price Has Suffered

Following consistently disappointing results, Wall Street research analysts have revised their growth and profitability estimates down substantially.

Subscribers estimates for 2010E now less than for 2008E in July 2007.2010E down 72%
Revenue estimates for 2010E now less than for 2008E in July 2007. 2010E down 77%
Expenses / investment in the business have been curtailed to enhance quarterly EBITDA
Operations continue at sub-scale with essentially no cash flow from operations

Stock price = $1.27, 88% below IPO

Note: Stock price as of 3/16/2009 following 2008 full year earnings release
Source: Based on CIBC/Oppenheimer, Cowen and Raymond James equity analyst research reports.

Flawed Business Strategy and Ineffective Management at Fault

Despite the Company s well-positioned assets and attractive market opportunity, ORBCOMM has underperformed against its vast potential and growth expectations, primarily due to the lack of aggressive market engagement capability / plans.

Limited end-user and applications customer development focus

Exclusive marketing through domestic and international Value Added Remarketers (VARs) and OEMs

Limited presence at industry events and functions

Limited customer announcements

No visible technology platform programs to leverage customer engagement

Leaves applications development to channel partners or customers

No ability to drive solutions through key markets

Vacant VP Marketing & Sales leadership

Position held by Marc Eisenberg prior to his appointment as CEO in March 2008

Misguided pride in no customer acquisition costs

Limited sales and marketing efforts

Mistakenly assumes customers will actively seek out Company s pure transport offering

Flawed organizational management

Minimal sales and marketing personnel

Limited organizational growth since IPO, indicating underinvestment in capability building

Lack of Customer Engagement

ORBCOMM s lack of customer engagement is evidenced by the limited number of customer announcements by the Company over the last three years

Source: ORBCOMM web site through 12/31/08

Lack of Applications Focus

and its lack of applications focus is illustrated by the continuing web site placeholder on customer examples, which is unique among telecommunications service companies, and is now no longer on the site.

Source: ORBCOMM web site 3/25/2009

Results in Reduced Growth Prospects

The lack of market engagement capabilities and flawed pure wholesale strategy virtually guarantees reduced growth prospects, resulting in management s actions to raise cash conservation to primary focus.

Subscriber and service revenue growth at low-end of or below reduced guidance and expectations

Expenses curtailed to produce required quarterly Adjusted EBITDA

Reiteration of determination to avoid raising capital

Second generation launches deferred now into 2011 potentially

Continued operations at sub-scale

Continued weak stock price with market cap below book cash

Marc Eisenberg Does Not Have the Requisite Background and Expertise to Lead and Execute an Aggressive Growth Plan

Steven Chrust has over the years repeatedly suggested to Jerome Eisenberg that the Company recruit skilled and experienced professional management to oversee and direct its growth into a larger-scale enterprise, a typical strategy for young growing companies. Mr. Eisenberg, however, ignored this advice and instead the Board appointed his son Marc as the Company s CEO.

Marc Eisenberg s experience prior to joining ORBCOMM while it was under his father s leadership

From 1999 to 2001, Senior Vice President of Cablevision Electronics Investments, where among his duties he was responsible for selling Cablevision services such as video and internet subscriptions through its retail channel

From 1984 to 1999, various positions, most recently as Senior Vice President of Sales and Operations with consumer electronics company The Wiz, where he oversaw sales and operations

The Wiz had filed for bankruptcy protection on December 16, 1997

Cablevision acquired substantially all of the assets of The Wiz in February 1998, in bankruptcy

Cablevision s Retail Electronics segment (The Wiz) reported operating losses of $24 million and $87 million, respectively, in the years ended December 1998 and 1999

Prior to joining ORBCOMM, limited relevant, material experience or expertise in corporate management or in information and telecommunications technologies

Father and son relationship between Chairman and CEO creates clear potential for significant conflict of interest

Concentrates overwhelming influence within one immediate family

2 of 8 directorships disproportionate influence over Company given share ownership interest

While ORBCOMM shareholders have watched their shares decline by 88% since the IPO, Marc and Jerome Eisenberg together have received total compensation of $6 million in 2007 and 2008

Summary: An Opportunity to Realize Substantial Growth Potential

ORBCOMM requires an adjustment to its strategy and a change in management to realize the substantial growth potential enabled by its satellite network.

Attractive markets with long-term substantial growth drivers

- Global infrastructure, counter terrorism, homeland security, emergency response, environmental concerns, hazardous material tracking drive growth in global M2M needs
- ORBCOMM competitive advantage in target markets

Strategy adjustments needed

- Focus on facilitating applications enablement and development
- Create channel partnership and industry marketing programs
- Enable wider technology platform access

Enhance underperforming management

- Build go-to-market capability and accelerate pace
- Change operational tempo and style
- Enhance underperforming, inexperienced management team

Inject at least $25 million of additional capital

- Address investor concerns on adequacy of network replenishment financing
- Accelerate the introduction of new services (e.g., AIS)
- Mitigate risk of increasing latency resulting from continued aging and degradation of first generation constellation

III. Our Board Nominees and Our Action Plan

Our Two Director Nominees Have Extensive Relevant Experience

Extensive experience creating, developing, transforming and managing businesses enabled or leveraged by information technologies. A general manager, business founder, strategist, business developer and investor in a variety of large and small businesses, with track record of identifying and creating value in both new and existing businesses.

Founder of MM & Company, an independent consultant/advisor to innovative technology based businesses

From 2000-2005, Chairman and Chief Executive of ContentGuard, a digital rights management company he created and spun out of Xerox Corporation

From 1998 to 2000, Senior Vice President of Xerox, and in 1999 formed and became President of the Internet Business Group to create businesses and extract value from Xerox innovations

From 1996 to 1998, Vice President, Corporate Strategy & Development at AirTouch Communications, a wireless telecommunications company, now part of Vodafone, where he directed the creation of joint ventures to establish wireless operations in the U.S. and internationally

Prior to AirTouch, Managing Director at Salomon Brothers where he worked with the CEO to determine the overall strategic direction, including the use of technology to transform key business activities, e.g. initiating the creation of Yield Book networked fixed income analytics and portfolio management system, now a large business within Citigroup

He has held management positions at IBM and also been a consultant at McKinsey & Company

Began his career as a design engineer, designing computer based missile guidance systems for Ford Aerospace and Communications Corp

Long history in the telecommunications industry with experience ranging from analytical to operational to capital markets. Direct experience with ORBCOMM as an early investor, longtime shareholder and paid advisor during the past 5 years. Has a broad network of valuable and highly relevant relationships that would bring value to the Company.

Has been on the Boards of Directors of a number of private and public companies, and currently on the Boards of eTelemetry, Inc., Iris Wireless and Juniper Content Corporation

Founder and a Senior Principal, Member of Centripetal Capital Partners, LLC, a private equity investment firm

Founder and President of SGC Advisory Services, Inc., a financial services company

Co-founded WinStar Communications and served as its Vice Chairman from 1993 until the end of 1998, during which time the enterprise value grew substantially

From 1970 to 1985, at Sanford C. Bernstein & Co., a financial institution and investment management firm that is currently known as Alliance Bernstein, an AXA Company. He became a partner in 1976 and served as its Director of Technology Research and was the top ranked Telecommunications analyst for most of the decade between 1975-1985

Served as Chairman of ALTS, the industry association of local telecom carriers; a featured lecturer at the Harvard Business School; a member of the Association for Investment Management and Research and the New York Society of Security Analysts

If Elected, Our Nominees Will Urge the Following Agenda

Appoint Michael Miron to the position of Chief Executive Officer

- Mandate to execute aggressive growth plan that fully realizes the opportunities enabled by Company s assets
- Draw on experience creating, developing and transforming businesses enabled or leveraged by information technologies
- Evaluating operations and developing recommendations for improving performance and creating shareholder value

Implement a strategic re-direction by aggressively focusing on market engagement and by fostering the development and deployment of applications to drive subscriber and ARPU growth

- Aggressive go-to-market strategy focused on facilitating the development of applications critical to re-vitalizing subscriber growth
- Substantial opportunities to introduce higher value-added functionality to drive ARPU increases over time

Objectively evaluate management s performance and augment the management team in vital areas, including the addition of senior market engagement officers. Objectives and highly qualified candidates identified

- VP of Marketing and Sales
  - Re-orient marketing & sales efforts to include applications / end-user orientation
  - Adjust personnel & accelerate market engagement to drive subscriber growth and expand usage
- VP of Customer Engineering
  - Work with third parties to deploy applications and hardware that expand the market and drive usage
  - Identify and develop applications, an SDK, a set of APIs, hardware interfaces to facilitate solutions development and deployment

Seek a capital raise of at least $25 million to provide greater certainty that there is adequate cash for financing the full deployment of the next generation of satellites in a timely manner

- We question Company s ability to finance in timely fashion from existing cash and operating cash flow
- Management willing to defer launch schedule to conserve cash, jeopardizing future growth
- Various potential financing partners have expressed strong interest in Company with enhanced management
- Confident in ability to raise financing, and existing shareholders would have ability to participate

Revised Business Plan   More Aggressive Market Engagement

Opportunity to change management, shift the business strategy to a greater applications/customer focus, pursue a more aggressive go-to-market plan to exploit the network assets and drive subscriber and ARPU growth.

Revised Business Plan

- **Stepped up market engagement, with new capabilities/skills for**
  - **Active engagement of 3rd parties through application / platform development programs**
  - **Facilitation of applications and solutions deployment through focused vertical market programs**
  - **Selected marketing direct to end-users**
- **More aggressive and visible industry marketing**
- **Active VAR and OEM management and partnering**
- **Selected enabling technology acquisitions**
- **Increased operational tempo and style**

Benefits

- **Gain more customer visibility and awareness**
- **Faster development of new end-user applications that are core to a customer s business, creating greater customer value add**
- **Increase growth of subscribers and ARPUs**
- **Expand revenue opportunity and share of customer dollar**
- **Deeper penetration within customer base and customer stickiness**
- **Reach operational scale faster by exploiting network assets**

Contrary to management s incorrect assertions, our strategy does NOT entail spending $25 million to   get into the VAR business   and   compete with customers

The Need for Applications / Solutions Focus

A key factor for success for new providers of disruptive technology platforms is to work with channel and technology partners as well as selected end users to develop applications and solutions that address specific needs in order to:

Accelerate customer adoption: New technologies require a provider to actively work with technology and channel partners and end-users on vertical applications that address specific needs.

Leverage network technology platform: Aggressively partner to build solution ecosystems to address needs that can be easily and rapidly propagated across industries, thereby growing usage.

Take advantage of first mover opportunities: ORBCOMM must aggressively exploit its unique assets, or risk that potential customers may find imperfect substitutes over time with applications that have some fit, embedding those solutions in their business operations with high switching costs.

Minimize difficulties of current economic environment: Need to architect turnkey solutions that do not require IT project development within customer environment that are deployable in the current year with variable costs and very near term payback. Otherwise it is difficult to get adopted in normal corporate budgeting (particularly for large OEMs).

Case Study: Commercial Transport

Today, Commercial Transport generates low ARPUs from basic services such as position reporting. By focusing more on the end-user and working with VARs to implement additional services, ORBCOMM can substantially ramp revenues through increased usage, something that may not happen as quickly if left to channel partners and customers to pursue.

Benefits:

- Deeper penetration within current customer base
- Expansion to new customers
- Additional applications dramatically increase margins

Case Study: Heavy Equipment

Similarly, heavy equipment usage has substantial potential for increased ARPUs through more active customer engagement, as well as to ensure that un-activated subscriber units are not shipped again (as reported in 3Q 08 results).

Benefits:

- Deeper penetration within current customer base
- Expansion to new customers
- Additional applications dramatically increase margins

Case Study: Automated Identification System

ORBCOMM s new capability to receive signals from the 68,000 ships equipped with the Automatic Identification System (AIS)[1] represents another opportunity to realize substantial growth. Compelling applications that make use of this data must be developed to realize full value from it.

1 As required by the International Maritime Organization (IMO) Safety of Life at Sea (SOLAS) Agreement for ships over 300 tons

Case Study: Automated Identification System

Today, ships are monitored solely from ship or shore-based locations. Even the largest provider, Lloyd s Maritime Information Unit, does so from 6,900 ports and terminals.

Case Study: Automated Identification System Potential

ORBCOMM has the potential to surpass all of today s AIS data providers with truly global seamless AIS data coverage, including offshore, opening huge additional market potential - particularly as the number of AIS capable satellites grows beyond the current 5 with network replenishment. However, more active engagement of customers and a focus on creating applications that drive demand will be required in order to realize the potential opportunities such as:

- **Selling individual subscriptions to AIS monitoring (Lloyds' current pricing $1,200 - $15,000 per year)**
- **Contract with US Coast Guard to monitor all ships approaching US (80,000 port calls per year)**
- **Provide AIS data to US Military to integrate with intelligence data for planning, logistics and operational tracking (will likely require a backup to the Network Control Center)**
- **Contracts with other governments for security, safety and tracking (subject to US Government approval)**
- **Integration with ORBCOMM subscriber communicators on shipping containers to provide container security and tracking services for US ports**
- **Information and asset tracking services to oil tanker fleets, fishing fleets, passenger shipping companies, etc.**

Company s Ability to Fully Finance Second Generation of Satellites is Questionable

We believe that investors are concerned regarding the Company s ability to fund the deployment of its second generation satellites in a timely fashion, and as a result the stock trades with an overhang.

(1) $117 million contract with Sierra Nevada Corp., less estimated $24.6 million spent to date (as of 12/31/08, per 10-K)
(2) Launch costs based on $50-60 million estimate from management (UBS conference), plus $5 million maint./ ground stations costs estimate
(3) Based on Oppenheimer research report dated 3/16/2009 for 2009E-11E, 2012E extrapolated

Without Rapidly Accelerating EBITDA, Cash Depleted in 2011

Management has stated its willingness to defer the launch schedule in order to conserve cash.

($ millions)	**2009E**	**2010E**	**2011E**	**2012E**	**Cumulative**
Illustrative P&L and Operating Cash Flow					
Total Revenue	**$38.2**	**$44.2**	**$54.7**	**$68.4**	
% Growth	*27%*	*16%*	*24%*	*25%*	
Operating Income	(4.5)	(1.0)	4.9	9.8	
Depr & Amort	6.2	6.2	6.2	6.3	
Non-Cash Stock Comp	4.0	4.0	4.0	4.0	
Adjusted EBITDA	**5.7**	**9.2**	**15.1**	**20.1**	**$50.0**
% Adjusted EBITDA margin	*14.9%*	*20.8%*	*27.5%*	*29.4%*	
Interest Income	0.7	1.1	0.4	-	
Other Income	0.2	0.2	0.2	0.2	
Interest Expense	(0.2)	(0.2)	(0.2)	(0.2)	
Minority Interest	(0.6)	(0.6)	(0.6)	(0.6)	
Operating Cash Flow	**$5.8**	**$9.7**	**$14.9**	**$19.5**	**$49.9**
Funding Capacity Roll-forward					
Beginning Cash (Net)	**$79.8**	**$55.6**	**$28.3**	**($16.8)**	
Plus: Operating Cash Flow	5.8	9.7	14.9	19.5	**$49.9**
Less: Estimated CAPEX (1)	(30.0)	(37.0)	(60.0)	(30.0)	**($157.0)**
Ending Cash (Net)	**$55.6**	**$28.3**	**($16.8)**	**($27.3)**	

Note: 2009E-2011E per Oppenheimer Research dated 3/16/2009, 2012E subjectively extrapolated
(1) Based on management guidance given at Raymond James conference

We believe at least $25 million new capital is needed to provide certainty regarding funding the deployment of the second generation of satellites in a timely fashion.

Why You Should Vote For Our Nominees

The Chairman and CEO have presided over substantial underperformance and value destruction

Consistently disappointed on growth objectives due to a flawed strategy and ineffective execution

Share price down 88% since the IPO and 77% since Marc Eisenberg appointed CEO

Clear potential for significant conflict of interest in Chairman and CEO relationship

Our two nominees, Michael Miron and Steven Chrust, would bring to ORBCOMM substantial relevant experience and proven talent

Entrepreneurial approach, fresh perspectives, relevant operational experience

Commitment to remedy the Company s failed strategies and stagnating financial performance and to deliver results and increase value for all shareholders

Representation for all shareholders

We believe our action plan and our nominees proven ability to execute will set ORBCOMM back on a path of strong, profitable growth thereby unlocking value from its uniquely positioned assets for the benefit of all shareholders

Senior management team enhanced with new talent

New growth strategy aggressively focusing on market engagement and applications development

Raise capital to ensure adequate funding for second generation satellite network and allay investor and customer concerns

Presentation to RiskMetrics

We thank you for your time

Committee to Realize Value for ORBCOMM

IV. Appendix

Management s Claims of its Accomplishments are Overstated

Management Claim	Response
ORBCOMM met its fiscal year 2008 financial plan Our current CEO, Marc Eisenberg, has been invaluable in overseeing the Company s significant growth in subscriber communicators and Service Revenues, allowing the **Company to achieve positive Adjusted EBITDA**.	Management gave full year 2008 guidance on March 11, 2008, including net additions for billable subscriber communicators of between 170,000 and 190,000 units, and positive full-year Adjusted EBITDA for 2008. By Marc Eisenberg s own admission during the Q4 earnings call, the **subscriber growth delivered for 2008 was disappointing** coming in at 109,000, 36% below the low end of management s guidance range. We believe subscriber growth is the most important driver of future revenue and profitability and our action plan is aimed at re-invigorating growth of subscribers. While **Adjusted EBITDA** for 2008 was $1.6 million, we believe that **management met its hurdle through a strategy of underinvesting in the business** and, given the highly-scalable operating model of ORBCOMM, Adjusted EBITDA could be substantially higher if there were greater emphasis on revenue growth.
your management team, which over the last year has been led by CEO **Marc Eisenberg, has generated results**: ORBCOMM s three-year **compounded annual growth rate in subscriber communicators is 60%, in a market that Harbor Research projects to grow 32.3%** from 2008 through 2014.	Management s most tangible result which we point to is **ORBC share price performance**: 88% decline since IPO, and 77% decline since Marc Eisenberg was announced CEO, both **well below the Company s stated benchmarks**. Management refers to achieving a 3-year CAGR of 60% in market projected to grow at a 32.3% CAGR. We would note that management s subscriber growth has been rapidly decelerating over the last several quarters. Specifically, **subscriber growth QoQ in Q308 and Q408 was 5% and 4%, respectively, not boding well for revenue growth heading into 2009**.
the past year has seen **difficult economic and capital market conditions**, which **have negatively affected the market value of many companies, including our own**.	While the past year has seen very challenging economic and capital market conditions, management cannot attribute the poor share price performance to this entirely. Indeed, ORBCOMM s shares have declined 77% since Marc Eisenberg became CEO in February 2008, vs. declines of 40% for the IXTC and 44% for the Russell 2000 over the same time period (measured through March 16, 2009). **ORBC s shares have declined over 30% more than its benchmarks**.
Management changes are already being implemented **Current CEO was promoted just one year ago**	While **Marc Eisenberg** was promoted to CEO in February 2008, he previously **served in sales and marketing roles at the Company since 2002**. We believe **subscriber growth, an area for which Marc Eisenberg had direct accountability** in his sales role, **has been and remains the number one issue facing the Company**, as evidenced by the markedly decelerating subscriber growth in 2008.

Management claims it has the right strategy to deliver value for shareholders
Management s WRONG STRATEGY has DESTROYED 88%(1) of share value since the IPO

(1) % decline from IPO price of $11/share to $1.27 following 2008 earnings release on 3/16/2009

Management s Plan Jeopardizes ORBCOMM s Future

Management s plan is to conserve cash through difficult economic environment and space out the timing of new satellite launches if necessary

Excerpt from Company Presentation	Our Observations Regarding Management s Claims

CAPEX Expected Funding Sources

Plans for Capital Spending In 2009 of between $25-$30 million mostly for Next Generation Satellites

Cash on Hand, plus investment returns

$81.0 million cash, cash equivalents, & restricted cash*

Internally Generated Cash Flow from Operations

Positive adjusted EBITDA last five quarters

Positive Cash flow from operations of almost $4.0 million in 2008

Credit Facility of up to $20 million available from satellite vendor, if needed.

* As of December 31, 2008

Management offers **no comprehensive assessment of how they willfully fund the second generation of satellites, only that they will incur about $70 million capex in 2009/2010. What happens in 2011?**

While management can conserve cash for next year or two (as demonstrated in management s math to the left), without dramatic increases in operating cash flow, **we believe the Company will run out of cash by 2011 unless launches are deferred**

We believe **opportunity cost of retrenching**, and not aggressively pursuing growth in rapidly growing M2M market, **will be enormous** and painfully felt in revenue growth

Slower top-line growth trajectory will manifest in multiples of reduced operating cash flow, desperately needed if the funding gap is to be bridged

We believe there is **great enterprise risk associated with the aging of the first generation constellation**, impacting latency, system performance, service quality, and customer acquisition

Finally, **a $25 million capital raise would most certainly NOT dilute existing shareholders by as much as 50%, as claimed by management**

50% dilution from a $25 million capital raise implies a $25 million market cap pre-funding.

Excerpt from Company Presentation	**Our Observations Regarding Management s Claims**
	<u>Management would need to destroy yet substantially more shareholder value and drive ORBC shares to about 60 cents per share</u> before reaching a market cap of $25 million

Unlocking Value from a Uniquely Positioned But Under-Managed Asset 37

Don t Be Distracted by Management s Diversionary Tactics

In an attempt to distract from the true issue at hand - management s consistently poor performance - management has launched attacks on the character of our nominees.

Management Statement	**Response**
Mr. Miron has a **litigious past** and led a class action suit against his former company s majority shareholders and directors	Mr. Miron s litigious past consists of one suit **defending shareholder rights and fiduciary obligations** whereby Mr. Miron uncovered a conspiracy between certain parties to strip the business for which he had fiduciary duty of certain assets through related party transactions consummated in secret. Mr. Miron took his fiduciary duties and contractual obligations seriously and proceeded with litigation against the offending parties, and only after other attempts to convince the parties to remedy the situation were rebuffed. The matter ended in settlement.
Mr. Miron has **no known operating experience since 2005** and **no record of success since 2005**	Mr. Miron has **served as a consultant to technology companies** since 2005, and in keeping with confidentiality agreements, does not publicize the success of his clients. He has **turned down two CEO offers, preferring to find the right opportunity** where he can bring his talents to building and growing a company that has great potential. He **believes ORBCOMM presents this right opportunity** where he can bring his experience to bear for the benefit of the Company and its shareholders.
Mr. Miron **participated in a failed SPAC** attempt in 2008	Mr. Miron was part of a group of operating executives who aimed to apply operating improvements to the negotiated acquisition of an operating division of a large company, rather than competitively bid for a business. Subsequent to filing documents in early 2008, **the market for SPACs closed and the executives decided not to proceed with the transaction.**
Mr. Miron s **only claimed satellite experience is overseeing a failed investment in GlobalStar**	**AirTouch invested in GlobalStar before Mr. Miron s involvement.** Mr. Miron understood that the value proposition of coverage was flawed since the terrestrial networks were being built out at a much more robust rate than assumed in the GlobalStar business plan. Accordingly, AirTouch proceeded slowly on operating commitments. Mr. Miron s satellite experience with GlobalStar was instructive on the need for compelling value propositions to attract customers beyond unique technology and coverage.
Mr. Miron has **conflicts of interest as a Director** since he has already negotiated a capital raising fee	Mr. Miron agreed to engage in a capital raising effort due to his strong belief that the Company must urgently address the risk of increased latency from continued degradation of the 1st generation constellation and the need to enable new services. The decision to raise capital and the fee arrangement **must be approved by the**

Management Statement	Response
	Company s board of directors, and Mr. Miron would not share in any portion of such fee.

Don t Be Distracted by Management s Diversionary Tactics (Cont d)

In an attempt to distract from the true issue at hand management s consistently poor performance management has launched attacks on the character of our nominees.

Management Statement	Response
Implied Mr. Chrust caused the decline of 98% in Juniper Content Corp following his addition to the Board through a $900k deal	Mr. Chrust was one of five board members. The funding of $900k was done when the stock was trading at $0.02 and was done at a conversion rate of $0.10. The transaction had nothing to do with the price of the stock declining. Moreover, it was the only available funding the company had at a time when it needed capital.
Mr. Chrust **failed as Vice Chairman and Director at Winstar** leading to bankruptcy filing	WinStar s enterprise value **grew substantially during Mr. Chrust s tenure**. Shortly after his departure, the business again nearly doubled in value. The company was not forced into bankruptcy until 2-3 years after his departure during which time the debt of the company grew dramatically. **Billions of dollars of value were created during his term as Vice Chairman** and was only lost well after his departure.
Our nominees are **conflicted and motivated by $$$ at Shareholder Expense** Michael Miron is obligated to use best efforts to cause ORBC to pay financing fees associated with the proposed $25 million equity raise of $750k and 5% of capital raised Equates to $2 million in fees or 8%, well over market rates for a public company, for $25 million in financing Mr. Chrust is positioned to receive 25% of these fees as a consultant or $500k	Our **motivation is to advocate for desperately needed change at ORBCOMM**: **enhanced management capability, more aggressive go-to-market strategy, and funding to ensure survivability and to execute on the long-term growth plan**. We believe that these changes will set ORBCOMM back on a path of strong growth and ultimately lead to the increase in share value value which current management has destroyed through ineffective management and a misguided strategy. Mr. Miron cannot be conflicted in negotiating a capital raising fee, which is subject to board approval and in which he has no interest. **Although the fee to Mr. Chrust was discussed with a number of large long time shareholders, and was not a major issue, it has become the focus of the Company s diversionary attack on us. Accordingly, Mr. Chrust has decided to terminate any fee arrangement for capital raising so as to enable the focus to be restored to the central issue of increasing shareholder value**.
Total payment to Messrs. Chrust, Miron, their associates, and unnamed financial advisory firm $2.5 million Total value of investment in ORBCOMM by dissident shareholders $750 thousand	Mr. Miron would receive no element of any fee related to a capital raise. As noted above, neither would Mr. Chrust. **The capital raising transaction and the associated financial advisory firm s fee would be subject to board approval**. The current value of our shares is down substantially as a result of the staggering value destruction at the Company overseen by current management (~$400 million since the follow-on), which is what is motivating this action.