ORBCOMM Inc.
Form DEF 14A
April 02, 2008

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant þ

Filed by a Party other than the Registrant o

Check the appropriate box:

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

ORBCOMM Inc.
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

þ No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 1, 2008

Dear Shareholder:

You are cordially invited to attend our 2008 Annual Meeting of Shareholders.

We will hold the Annual Meeting at the Hyatt Dulles, 2300 Dulles Corner Boulevard, Herndon, Virginia 20171, on Friday, May 2, 2008, at 8:00 a.m. (Eastern Time). At the meeting we will discuss and act on the matters described in the Proxy Statement. At this year s meeting, you will have an opportunity to vote on the election of three directors and ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm. Shareholders will then have an opportunity to comment on or to inquire about the affairs of the Company that may be of interest to shareholders generally.

Your vote is important to us. Whether or not you plan to attend the meeting, please return your proxy card as soon as possible. You also have the option of voting via the Internet or by telephone.

Admission tickets are printed on the outside back cover of this Notice of Annual Meeting and Proxy Statement. To enter the meeting, you will need an admission ticket or other proof that you are a shareholder. If you hold your shares through a broker or nominee, you will need to bring a copy of a brokerage statement showing your ownership as of the March 14, 2008 record date.

We have enclosed the Proxy Statement for our 2008 Annual Meeting of Shareholders and our 2007 Annual Report on Form 10-K. You may also access these materials via the Internet at www.orbcomm.com. I hope you find them interesting and useful in understanding your company.

Sincerely yours,

Jerome B. Eisenberg
Chairman of the Board

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ORBCOMM Inc.
2115 Linwood Avenue, Suite 100
Fort Lee, New Jersey 07024

Notice of 2008 Annual Meeting of Shareholders

To the Shareholders of ORBCOMM Inc.:

The 2008 Annual Meeting of Shareholders of ORBCOMM Inc. will be held at the Hyatt Dulles, 2300 Dulles Corner Boulevard, Herndon, Virginia 20171, on Friday, May 2, 2008, at 8:00 a.m. (Eastern Time) for the following purposes:

(a) to elect three members of our board of directors with terms expiring at the Annual Meeting in 2011;

(b) to ratify the appointment by the Audit Committee of our board of directors of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2008; and

(c) to transact such other business as may properly come before the meeting.

Only shareholders of record at the close of business on March 14, 2008 will be entitled to notice of, and to vote at, the meeting. A list of such shareholders will be available for inspection by any shareholder at the offices of the Company at 2115 Linwood Avenue, Suite 100, Fort Lee, New Jersey 07024, for at least ten (10) days prior to the 2008 Annual Meeting and also at the meeting.

Shareholders are requested to complete, sign, date and return the enclosed proxy card as promptly as possible. A return envelope is enclosed. Submitting your vote with the proxy card, via the Internet or by telephone will not affect your right to vote in person should you decide to attend the Annual Meeting.

By order of the Board of Directors,

Christian G. Le Brun
Secretary

April 1, 2008

ORBCOMM Inc.

2008 Proxy Statement

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ORBCOMM Inc.

Proxy Statement

2008 ANNUAL MEETING

The 2008 Annual Meeting of Shareholders of ORBCOMM Inc. will be held on May 2, 2008, for the purposes set forth in the accompanying Notice of 2008 Annual Meeting of Shareholders. This proxy statement and the accompanying proxy card, which are first being sent to shareholders on or about April 2, 2008, are furnished in connection with the solicitation by the board of directors of proxies to be used at the meeting and at any adjournment of the meeting. We will refer to our company in this proxy statement as we , us , the Company or ORBCOMM .

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

What am I Voting On?

You will be voting on the following:

- the election of three members of our board of directors; and
- the ratification of the appointment of Deloitte & Touche LLP (D&T) as our independent registered public accounting firm for our fiscal year ending December 31, 2008.

Who is Entitled to Vote at the Annual Meeting?

Only holders of record of the Company s common stock at the close of business on March 14, 2008, the record date for the meeting, may vote at the Annual Meeting. Each shareholder is entitled to one vote for each share of our common stock held on the record date. On March 14, 2008, there were 41,867,944 outstanding shares of our common stock.

Who may Attend the Annual Meeting?

All shareholders as of the record date, or individuals holding their duly appointed proxies, may attend the Annual Meeting. Please note that if you hold your shares through a broker or other nominee in street name , you will need to provide a copy of a brokerage statement reflecting your stock ownership as of the record date to be admitted to the Annual Meeting.

How Do I Vote My Shares?

All shareholders may vote in person at the Annual Meeting. If your shares are held through a broker or other nominee in street name , you should contact your broker or other nominee to obtain a broker s voting instruction card and bring it, together with proper identification and your brokerage statement reflecting your stock ownership as of the record date, with you to the Annual Meeting, in order to vote your shares.

In addition you may vote:

- for shareholders of record, by completing, signing and returning in the postage-paid envelope provided the enclosed proxy card, or via the Internet or by telephone; or for shares held in street name , by using the method directed by your broker or other nominee. You may vote over the Internet or by telephone if your broker or nominee makes those methods available, in which case they will provide instructions with your proxy materials.

How Will My Proxy Be Voted?

If you duly complete, sign and return a proxy card or use the telephone or Internet voting procedures to authorize the named proxies to vote your shares, your shares will be voted as specified. If your proxy card is

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signed but does not contain specific instructions, your shares will be voted as recommended by our board of directors **FOR** the election of the nominees for directors set forth herein and **FOR** ratification of the appointment of the independent registered public accounting firm. In addition, if other matters come before the Annual Meeting, the persons named as proxies in the proxy card will vote in accordance with their best judgment with respect to such matters.

Even if you plan on attending the Annual Meeting, we urge you to vote now by giving us your proxy. This will ensure that your vote is represented at the Annual Meeting. If you do attend the Annual Meeting, you can change your vote at that time, if you then desire to do so.

May I Revoke My Proxy?

For shareholders of record, whether you vote by mail, by telephone or via the Internet, you may revoke your proxy at any time before it is voted by:

- delivering a written notice of revocation to the Secretary of the Company;
- submitting a properly signed proxy card with a later date;
- casting a later vote using the telephone or Internet voting procedures; or
- voting in person at the Annual Meeting.

If your shares are held in street name , you must contact your broker or other nominee to revoke your proxy. Your proxy is not revoked simply because you attend the Annual Meeting.

Will My Vote be Confidential?

It is our policy to keep confidential all proxy cards, ballots and voting tabulations that identify individual shareholders, except as may be necessary to meet any applicable legal requirements and, in the case of any contested proxy solicitation, as may be necessary to permit proper parties to verify the propriety of proxies presented by any person and the results of the voting. The independent inspector of election and any employees involved in processing proxy cards or ballots and tabulating the vote are required to comply with this policy of confidentiality.

How Many Votes are Needed to Elect Directors and Ratify the Appointment of Our Independent Registered Public Accounting Firm?

Election of Directors. Directors are elected by a plurality of votes cast. This means that the three nominees for election as directors who receive the greatest number of votes cast by the holders of our common stock entitled to vote at the meeting, a quorum being present, will become directors.

Selection of our Independent Registered Public Accounting Firm. An affirmative vote of the holders of a majority of the voting power of our common stock present in person or represented by proxy and entitled to vote on the matter, a quorum being present, is necessary to ratify the appointment of D&T as our independent registered public accounting firm.

What Constitutes a Quorum for the Meeting?

The presence in person or by proxy of a majority of the shares of our common stock outstanding on the record date is required for a quorum. As of March 14, 2008, there were 41,867,944 outstanding shares of our common stock.

How are Votes Counted?

Under Delaware law and our Restated Certificate of Incorporation and By-Laws, all votes entitled to be cast by shareholders present in person or represented by proxy at the meeting and entitled to vote on the subject matter, whether those shareholders vote for , against or abstain from voting, will be counted for purposes of determining the minimum number of affirmative votes required for ratifying the appointment of

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D&T as our independent registered public accounting firm. The shares of a shareholder who abstains from voting on a matter or whose shares are not voted by reason of a broker non-vote on a particular matter will be counted for purposes of determining whether a quorum is present at the meeting so long as the shareholder is present in person or represented by proxy. An abstention from voting on a matter by a shareholder present in person or represented by proxy at the meeting has no effect in the election of directors but has the same legal effect as a vote against ratifying the appointment of D&T as our independent registered public accounting firm. A broker non-vote on a matter is not deemed to be present or represented by proxy for purposes of determining whether shareholder approval of the matter is obtained and has no effect in the election of directors or on ratifying the appointment of D&T as our independent registered public accounting firm.

ELECTION OF DIRECTORS (PROPOSAL 1)

Our Restated Certificate of Incorporation provides that the board of directors will consist of three classes of directors serving staggered three-year terms that are as nearly equal in number as possible. One class of directors is elected each year with terms extending to the third succeeding Annual Meeting after election.

The terms of the three directors in Class II expire at the 2008 Annual Meeting. The board has designated Marc J. Eisenberg, Timothy Kelleher and John Major, upon the recommendation of the Nominating and Corporate Governance Committee, as nominees for election as directors at the 2008 Annual Meeting with terms expiring at the 2011 Annual Meeting.

Proxies properly submitted will be voted at the meeting, unless authority to do so is withheld, for the election of the three nominees specified in Class II Nominees for Election as Directors with Terms Expiring in 2011 below. If for any reason any of those nominees is not a candidate when the election occurs (which is not expected), proxies and shares properly authorized to be voted will be voted at the meeting for the election of a substitute nominee or, instead, the board of directors may reduce the number of directors.

INFORMATION AS TO NOMINEES FOR DIRECTORS AND CONTINUING DIRECTORS

For each director nominee and each continuing director, we have stated the nominee s or continuing director s name, age and principal occupation; his position, if any, with the Company; his period of service as a director of the Company; his business experience for at least the past five years; and other directorships held.

Class II Nominees For Election As Directors With Terms Expiring in 2011

Marc J. Eisenberg	**Director Since March 2008**	**Age 41**

Mr. Eisenberg is our Chief Executive Officer, a position he has held since March 31, 2008. He served as our Chief Operating Officer from February 2007 to March 2008. From June 2006 to February 2007, he was our Chief Marketing Officer and from March 2002 to June 2006, he was our Executive Vice President, Sales and Marketing. He was a member of the board of directors of ORBCOMM Holdings LLC from May 2002 until February 2004. Prior to joining ORBCOMM, from 1999 to 2001, Mr. Eisenberg was a 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, he held various positions, most recently as the Senior Vice President of Sales and Operations with the consumer electronics company The Wiz, where he oversaw sales and operations and was responsible for over 2,000 employees and $1 billion a year in sales. Mr. Eisenberg is the son of Jerome B. Eisenberg.

Timothy Kelleher	**Director Since March 2008**	**Age 45**

Mr. Kelleher has been a member of our board of directors since March 2008 and previously served as a member of our board of directors from December 2005 to June 2007. He is a Managing Member of PCG Capital Partners Advisors II LLC (investment management), focusing on providing growth capital to established companies, and was previously a Managing Director of Pacific Corporate Group, which he joined in 2002. Prior to joining Pacific Corporate Group, Mr. Kelleher was a Partner and Senior Vice President at Desai Capital Management Incorporated from 1992 to 2002 and held positions at Entrecanales, Inc., L.F. Rothschild & Co. Incorporated and Arthur Young & Co.

John Major	**Director Since April 2007**	**Age 62**

Mr. Major is President of MTSG (strategic consulting and investment), which he founded in January 2003. From April 2004 to October 2006, Mr. Major also served as Chief Executive Officer of Apacheta Corporation, a privately-held mobile, wireless software company. From August 2000 until January 2003, Mr. Major was Chairman and Chief Executive Officer of Novatel Wireless, Inc., a wireless data access solutions company. Prior to August 2000, he was the founder and Chief Executive Officer of the Wireless Internet Solutions Group, a strategic consulting firm. From November 1998 to November 1999, Mr. Major was Chairman and Chief Executive Officer of Wireless Knowledge, a joint venture of Qualcomm Incorporated and Microsoft Corporation. From 1997 until 1998, he served as President of the Wireless Infrastructure Division of Qualcomm. Prior to that, for approximately 18 years, he held various positions at Motorola, Inc., the most recent of which was Senior Vice President and Chief Technology Officer. Mr. Major is a director of Broadcom Corporation, Lennox International, Inc. and Littelfuse Inc.

Class III Continuing Directors With Terms Expiring in 2009

Jerome B. Eisenberg	**Director Since February 2004**	**Age 68**

Mr. Eisenberg has been our non-executive Chairman of the Board since March 31, 2008. He served as our Chairman and Chief Executive Officer from January 2006 to March 2008 and our Chief Executive Officer and President from December 2004 to January 2006. Mr. Eisenberg has been a member of the board of directors of ORBCOMM LLC and ORBCOMM Holdings LLC since 2001. Between 2001 and December 2004, Mr. Eisenberg held a number of positions with ORBCOMM Inc. and with ORBCOMM LLC, including Co-Chief Executive Officer of ORBCOMM Inc. Mr. Eisenberg has worked in the satellite industry since 1993 when he helped found Satcom International Group plc. From 1987 to 1992, he was President and CEO of British American Properties, an investment company funded by European and American investors that acquired and managed various real estate and industrial facilities in various parts of the U.S. Prior thereto, Mr. Eisenberg was a partner in the law firm of Eisenberg, Honig & Folger; CEO and President of Helenwood Manufacturing Corporation (presently known as Tennier Industries), a manufacturer of equipment for the U.S. Department of Defense with 500 employees; and Assistant Corporate Counsel for the City of New York. Mr. Eisenberg is the father of Marc Eisenberg, a member of the board of directors and our Chief Executive Officer.

Marco Fuchs	**Director Since February 2004**	**Age 45**

Mr. Fuchs has been a member of the board of directors of ORBCOMM LLC since 2001 and of ORBCOMM Holdings LLC from 2001 to February 2004. Mr. Fuchs is currently the Chief Executive Officer and Chairman of the Managing Board of OHB Technology A.G. (technology and space), positions he has held since 2000. From 1995 to 2000, Mr. Fuchs worked at OHB Orbitale Hochtechnologie Bremen-System A.G., first as a Prokurist (authorized signatory) and then as Managing Director. Prior to that, he worked as a lawyer from 1992 to 1994 for Jones, Day, Reavis & Pogue in New York, and from 1994 to 1995 in Frankfurt am Main.

Class I Continuing Directors With Terms Expiring in 2010

Didier Delepine	**Director Since May 2007**	**Age 60**

Didier Delepine served as President and Chief Executive Officer of Equant (now Orange Business Services) (global data networking and managed communications) from 1998 to 2003. From 1995 to 1998, Mr. Delepine served as President and Chief Executive Officer of Equant s network services division and as Chairman and President of Equant s Integration Services division, Americas. From 1983 to 1995, Mr. Delepine held a range of senior management positions at SITA, the global telecommunications and technology organization

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supporting the world s airlines. Mr. Delepine is a director of Viatel Ltd. and Mercator Partners and a member of the board of advisors of Ciena, Inc. Mr. Delepine was a director of Intelsat, Ltd., a global provider of communications services, from 2003 to 2005 and Eircom Group plc, an Irish communications company, from 2003 to 2006.

Hans E. W. Hoffmann **Director Since November 2006** **Age 74**

Mr. Hoffmann currently serves as President of the Bremen United States Center (international relations) and Vice President of Bund der Steuerzahler Niedersachsen und Bremen e.v. (tax policy), positions he has held since 2001. Mr. Hoffmann was the President and Chief Executive Officer of ORBCOMM LLC from 2001 to 2003. Prior to joining ORBCOMM LLC, Mr. Hoffmann served as the President of STN Atlas Elektronik GmbH, a 5,200 person Germany-based corporation that manufacturers products for the aerospace, navy equipment and military markets, from 1994 to 1997.

Gary H. Ritondaro **Director Since November 2006** **Age 61**

Mr. Ritondaro is the Senior Vice President and Chief Financial Officer of LodgeNet Interactive Corporation (entertainment, marketing and information services for the lodging and healthcare markets), a position he has held since 2001 and has also served as Senior Vice President, Finance, Information Systems and Administration of LodgeNet since July 2002. Prior to joining LodgeNet, Mr. Ritondaro served as Senior Vice President and Chief Financial Officer for Mail-Well, Inc., an NYSE-listed manufacturer of envelopes, commercial printing and labels, from 1999 to 2001. From 1996 to 1999, Mr. Ritondaro was Vice President and Chief Financial Officer for Ferro Corporation, an NYSE-listed international manufacturer of specialty plastics, chemicals, colors, industrial coatings and ceramics.

The board of directors recommends that you vote FOR the election as directors of the three Class II director nominees described above, which is presented as Proposal 1.

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BOARD OF DIRECTORS AND COMMITTEES

Our business is managed under the direction of the board of directors. Our board of directors has the authority to appoint committees to perform certain management and administration functions. We currently have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, composed of three members each.

The functions of each of our board committees are described below. The duties and responsibilities of each committee are set forth in committee charters that are available on our website at www.orbcomm.com under the heading Investor Relations and the subheading Corporate Governance . The committee charters are also available in print to any shareholder upon request. The board of directors held ten meetings during fiscal 2007. All directors attended at least 75% of all meetings of the board and those committees on which they served. Directors are expected to attend the Annual Meeting of Shareholders. All of the directors then in office attended the 2007 Annual Meeting.

The board has reviewed the independence of its members considering the independence criteria of The Nasdaq Stock Market, LLC, or Nasdaq, and any other commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships between the directors and the Company. Based on this review, the board has determined that none of the current directors, other than Jerome B. Eisenberg (a former executive officer and current employee of the Company), Marc J. Eisenberg (an executive officer of the Company) and Marco Fuchs (a senior executive of OHB Technology A.G., the supplier of the Company s quick-launch satellite buses and integration and launch services), has a material relationship with the Company and each of Didier Delepine, Hans Hoffman, Timothy Kelleher, John Major and Gary Ritondaro meets the independence requirements of Nasdaq. Each of Robert Bednarek, who served as a director from February 2004 to February 2007 and a member of the Nominating and Corporate Governance Committee from November 2006 to February 2007, and Ronald Gerwig, who served as a director from January 2006 to May 2007 and a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, met the applicable independence requirements of Nasdaq and the Securities and Exchange Commission, or the SEC. With respect to Hans Hoffmann, a former executive of ORBCOMM LLC, a predecessor company of ours, the board considered certain consulting payments made by ORBCOMM LLC to Mr. Hoffmann in connection with its determination that he met the independence requirements of Nasdaq.

The independent directors meet in executive session without the presence of any executive officer or member of management at least twice a year in conjunction with regular meetings of the board. A director designated by the independent directors will chair the session. The independent directors generally designate the chairman of one of the board committees as chair, depending upon whether the principal items to be considered at the session are within the scope of the applicable committee.

Audit Committee. The Audit Committee, among other things:

- reviews and oversees the integrity of our financial statements and internal controls;

- reviews the qualifications of and, selects and recommends to the board of directors the selection of, our independent public accountants, subject to ratification by our shareholders, and reviews and approves their fees;

- reviews and oversees the adequacy of our accounting and financial reporting processes, including our system of internal controls and disclosure controls, and recommendations of the independent accountants with respect to our systems; and reviews and oversees our compliance with legal and regulatory requirements.

Gary Ritondaro, Didier Delepine and Hans Hoffmann currently serve as members of our Audit Committee. Each member of our Audit Committee meets the independence and financial literacy requirements of Nasdaq, the SEC and applicable law. All members of our Audit Committee are able to read and understand fundamental financial statements. The board of directors has determined that Gary Ritondaro is an audit committee financial expert as defined by the SEC rules.

Mr. Ritondaro serves as chair of our Audit Committee. The Audit Committee met seven times during the 2007 fiscal year.

Compensation Committee. The Compensation Committee, among other things:

reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluates the performance of the Chief Executive Officer in light of these goals and objectives and determines and approves the level of the Chief Executive Officer s compensation based on this evaluation;

determines the base and incentive compensation of senior executives, other than the Chief Executive Officer, and determines the terms of the employment of senior executives, including the Chief Executive Officer;

reviews, administers, monitors and recommends to the board of directors all executive compensation plans and programs, including incentive compensation and equity-based plans; and

evaluates and makes recommendations regarding the compensation of non-employee directors and administration of non-employee director compensation plans or programs.

Hans Hoffmann, Timothy Kelleher and John Major currently serve as members of our Compensation Committee. Timothy Kelleher served as Chairman of the Compensation Committee until June 2007 and was reappointed to the Compensation Committee upon his rejoining the board of directors in March 2008. Each member of our Compensation Committee meets the independence requirement of Nasdaq and applicable law. Hans Hoffmann serves as chair of our Compensation Committee. The Compensation Committee met four times during the 2007 fiscal year.

For description of the role of our executive officers on determining or recommending the amount or form of executive or director compensation, see Compensation Discussion and Analysis Role of Executives and Others in Establishing Compensation .

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee, among other things:

reviews and recommends to the board of directors the size and composition of the board, the qualification and independence of the directors and the recruitment and selection of individuals to serve as directors;

reviews and recommends to the board of directors the organization and operation of the board of directors, including the nature, size and composition of committees of the board, the designation of committee chairs, the designation of a Chairman of the Board or similar position, and the distribution of information to the board and its committees;

coordinates an annual self-assessment by the board of its operations and performance and the operations and performance of the committees and prepares an assessment of the board s performance for discussion with the board;

in coordination with the Compensation Committee, evaluates the performance of the Chief Executive Officer in light of corporate goals and objectives; and

oversees our corporate governance policies, practices and programs.

John Major, Didier Delepine and Gary Ritondaro currently serve as members of our Nominating and Corporate Governance Committee. Each member of our Nominating and Corporate Governance Committee meets the independence requirement of Nasdaq and applicable law. John Major serves as chair of our Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee did not meet as a committee during the 2007 fiscal year; however, the entire board met two times during the 2007 fiscal year and acted (with the affirmative vote of all of the independent directors) on the nominations of Messrs. Delepine and Major.

The Nominating and Corporate Governance Committee, the Chairman of the Board and the Chief Executive Officer or other members of the board of directors may identify a need to add new members to the board or to fill a vacancy on the board. In that case, the committee will initiate a search for qualified director candidates, seeking input from other directors, and senior executives and, to the extent it deems appropriate, third party search firms to identify potential candidates. The committee will evaluate qualified candidates and then make its recommendation to the board, for its consideration and approval. In making its recommendations to the board, the committee will consider the selection criteria for director candidates set forth in our Board Membership Criteria (a copy of which is available on our website at www.orbcomm.com under the heading Investor Relations and the subheading Corporate Governance), including the following:

Each director should have high level managerial experience in a relatively complex organization or be accustomed to dealing with complex problems.

Each director should be an individual of the highest character and integrity, have experience at or demonstrated understanding of strategy/policy-setting and reputation for working constructively with others.

Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.

Each director should be free of any conflict of interest which would interfere with the proper performance of the responsibilities of a director.

The committee from time to time reviews with the board, our Board Membership Criteria in the context of current board composition and the Company s circumstances.

The Nominating and Corporate Governance Committee will consider director candidates recommended by our shareholders for election to the board of directors. Shareholders wishing to recommend director candidates can do so by writing to the Secretary of ORBCOMM Inc. at 2115 Linwood Avenue, Suite 100, Fort Lee, New Jersey 07024. Shareholders recommending candidates for consideration by the committee must provide each candidate s name, biographical data and qualifications. Any such recommendation should be accompanied by a written statement from the individual of his or her consent to be named as a candidate and, if nominated and elected, to serve as a director. The recommending shareholder must also provide evidence of being a shareholder of record of our common stock at the time. The committee will evaluate properly submitted shareholder recommendations under substantially the same criteria and substantially the same manner as other potential candidates.

In addition, our By-Laws establish a procedure with regard to shareholder proposals for the 2009 Annual Meeting, including nominations of persons for election to the board of directors, as described under Shareholder Proposals for Annual Meeting in 2009 .

Compensation Committee Interlocks and Insider Participation. None of our executive officers currently serves or served during 2007 as a director or member of the compensation committee of another entity with an executive officer who serves on our board of directors or our Compensation Committee. For description of the members of our Compensation Committee, see Board of Directors and Committees Compensation Committee .

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Communications to the Board. Shareholders and other interested parties may send communications to the board of directors, an individual director, the non-management directors as a group, or a specified committee at the following address:

ORBCOMM Inc.
c/o Corporate Secretary
2115 Linwood Avenue, Suite 100
Fort Lee, NJ 07024
Attn: Board of Directors

The Secretary will receive and process all communications before forwarding them to the addressee. The Secretary will forward all communications unless the Secretary determines that a communication is a business solicitation or advertisement, or requests general information about us.

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DIRECTOR COMPENSATION

The following independent directors: Didier Delepine, Hans Hoffmann, John Major and Gary Ritondaro, each receive an annual retainer of $35,000. In addition to the annual retainer, each of these directors receives $3,000 annually for each committee on which they serve or $10,000 annually for service as the chair of a board committee. Each of these directors receives an attendance fee of $1,000 for each committee meeting. Neither Mr. Fuchs nor Mr. Kelleher received any retainer or committee fees for his service on the board of directors and committees in 2007. All directors are reimbursed for reasonable expenses incurred to attend meeting of the board of directors. In May 2007, we granted an award of 1,850 time-based RSUs vesting on December 31, 2007 to each of Messrs. Delepine, Hoffmann, Major and Ritondaro. On February 29, 2008, we granted an award of 5,263 time-based RSUs with a value of $30,000 (based on the closing price of our common stock of $5.70 per share on February 29, 2008) vesting on January 1, 2009 to each of Messrs. Delepine, Hoffmann, Major and Ritondaro.

Under the terms of our directors deferred compensation arrangements, a non-employee director may elect to defer all or part of the cash payment of director retainer fees until such time as shall be specified, with interest on deferred amounts accruing quarterly at 120% of the Federal long-term rate set each month by the U.S. Treasury Department. Each member of the Audit Committee also has the alternative each year to determine whether to defer all or any portion of his or her cash retainer fees for Audit Committee service by electing to receive shares or restricted shares of our common stock valued at the closing price of our common stock on Nasdaq on the date each retainer payment would otherwise be made in cash.

Non-Employee Director Compensation for Fiscal Year 2007

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1) ($)	All Other Compensation ($)	Total ($)
Didier Delepine	16,656	22,755		39,411
Marco Fuchs				
Hans Hoffmann	31,956	22,755		54,711
Timothy Kelleher				
John Major	19,796	22,755		42,551
Gary Ritondaro	50,691	22,755		73,446

(1) The amount set forth in the Stock Awards column represents the compensation costs for financial statement purposes recognized in 2007 relating to time-based RSU awards that were granted in 2007 in accordance with Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment. For a discussion of the assumptions used to calculate the value of the amounts in the Stock Awards column see Note 4 in our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007.

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AUDIT COMMITTEE REPORT

The Audit Committee assists the board of directors in overseeing the accounting and financial reporting processes of the Company, the audits of the financial statements, compliance with legal and regulatory requirements and the qualifications, independence and performance of its independent registered public accounting firm.

Our roles and responsibilities are set forth in a written charter adopted by the board, which is available on the Company s website at www.orbcomm.com under the heading Investor Relations and the subheading Corporate Governance . We review and reassess the charter annually, and more frequently as necessary to address any changes in Nasdaq corporate governance and SEC rules regarding audit committees, and recommend any changes to the board of directors for approval.

Management is responsible for the preparation, presentation and integrity of the Company s financial statements. Management is also responsible for establishing and maintaining adequate internal control over financial reporting and evaluating the effectiveness of the Company s internal control over financial reporting. The independent registered public accounting firm, Deloitte & Touche LLP (D&T), is responsible for performing an independent audit of the Company s financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States. D&T is also responsible for expressing an opinion on the effectiveness of the Company s internal control over financial reporting.

We are responsible for overseeing the Company s accounting and financial reporting processes. In fulfilling our responsibilities for the accounting and financial processes for fiscal year 2007, we:

Reviewed and discussed the financial statements for the fiscal year ended December 31, 2007 with management and D&T;

Reviewed and discussed the effectiveness of the Company s internal control over financial reporting for the fiscal year ended December 31, 2007, with management and D&T;

Discussed with D&T the matters required to be discussed by the Sarbanes-Oxley Act of 2002 and Statement on Auditing Standards No. 61, as amended, and Rule 2-07 of Regulation S-X relating to the conduct of the 2007 audit; and

Received written disclosures from D&T regarding its independence as required by Independence Standards Board Standard No. 1. We also discussed with D&T its independence.

For information on fees paid to D&T for each of the last two fiscal years, see Proposal to Ratify the Appointment of Independent Registered Public Accounting Firm (Proposal 2) .

In fulfilling our responsibilities, we met with D&T, with and without management present, to discuss the results of their audit and the overall quality of the Company s financial reporting. We considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that we determined appropriate.

Based on our review of the financial statements and discussions with, and the reports of, management and D&T, we recommended to the board of directors that the financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007 for filing with the SEC.

The Audit Committee has appointed D&T as auditors of the Company for the fiscal year ending December 31, 2008, subject to the ratification of shareholders.

Audit Committee

Gary Ritondaro, Chairman
Didier Delepine
Hans E. W. Hoffmann

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the beneficial ownership, reported to us as of March 14, 2008, of our common stock, including shares as to which a right to acquire ownership within 60 days exists (for example, through the exercise of stock options) of each director, each nominee for director, each named executive officer, of such persons and other executive officers as a group and of beneficial owners of 5% or more of our common stock. The business address of the named executive officers and directors is c/o ORBCOMM Inc., 2115 Linwood Avenue, Suite 100, Fort Lee, NJ 07024.

Name of Beneficial Owner	Shares of Common Stock Owned(1)	Percentage of Total Common Stock Held
Greater than 5% Stockholders		
PCG Satellite Investments LLC(2)	4,116,383	9.8%
Winslow Management Company, LLC(3)	2,469,876	5.9%
Stephens Investment Management, LLC(4)	2,234,886	5.3%
OHB Technology A.G.(5)	2,229,103	5.3%
Feirstein Capital Management Corporation(6)	2,100,000	5.0%
Named Executive Officers and Directors		
Jerome B. Eisenberg(7)	1,219,055	2.9%
Marc Eisenberg(8)	389,582	*
Robert G. Costantini(9)	87,527	*
John J. Stolte, Jr.(10)	88,649	*
Didier Delepine	1,850	*
Marco Fuchs(5)	2,229,103	5.3%
Hans E. W. Hoffmann	58,404	*
Timothy Kelleher(11)	4,116,383	9.8%
John Major	1,850	*
Gary H. Ritondaro	1,850	*
Emmett Hume(12)	152,120	*
All executive officers and directors as a group (12 persons)	10,295,995	24.0%

* Represents beneficial ownership of less than 1% of the outstanding shares of common stock.

(1) Unless otherwise indicated, the amounts shown as being beneficially owned by each stockholder or group listed above represent shares over which that stockholder or group holds sole investment power.

(2) The managing member of PCG Satellite Investments LLC is CalPERS/PCG Corporate Partners, LLC, whose manager is PCG Corporate Partners Investments LLC. PCG Corporate Partners Investments LLC is owned and managed by Christopher J. Bower, Timothy Kelleher, Douglas Meltzer and Pacific Corporate Group Holdings, Inc., which is in turn wholly owned and managed by Christopher J. Bower. Each of CalPERS/PCG Corporate Partners, LLC, PCG Corporate Partners Investments LLC, Pacific Corporate Group LLC, Christopher J.

Bower, Timothy Kelleher, Douglas Meltzer and Pacific Corporate Group Holdings, Inc. disclaims beneficial ownership of any securities, except to the extent of their pecuniary interest therein. PCG Satellite Investments LLC s address is 1200 Prospect Street, Suite 2000, La Jolla, California 92037.

(3) Winslow Management Company, LLC s address is 99 High Street, 12th Floor, Boston, Massachusetts 02110.

(4) Stephens Investment Management, LLC is the general partner and investment manager for certain investment limited partnerships owning 2,234,886 shares of common stock. Paul H. Stephens, W. Bradford Stephens and P. Bartlett Stephens are the managing members and owners of Stephens Investment Management, LLC. Each of Stephens Investment Management, LLC, Paul H. Stephens, W. Bradford Stephens and P. Bartlett Stephens disclaims beneficial ownership of the shares except to the

extent of his or its pecuniary interest therein. Stephens Investment Management, LLC s address is One Ferry Building, Suite 255, San Francisco, California 94111.

(5) Includes 2,139,837 shares of common stock held by OHB Technology A.G., and 60,324 shares of common stock held by ORBCOMM Deutschland A.G. Marco Fuchs, one of our directors, is Chief Executive Officer of OHB Technology A.G. which owns ORBCOMM Deutschland A.G. Manfred Fuchs, Marco Fuchs and Christa Fuchs hold voting and investment power with regard to the shares held by OHB Technology A.G. and ORBCOMM Deutschland A.G. Each of Manfred Fuchs, Marco Fuchs and Christa Fuchs disclaims beneficial ownership of the shares held by OHB Technology A.G. and ORBCOMM Deutschland except to the extent of their respective pecuniary interest therein. OHB Technology A.G. s address is Universitaetsalle 27-29, Bremen, D-28539, Germany.

(6) The sole shareholder of Feirstein Capital Management Corporation is Barry R. Feirstein. Feirstein Capital Management Corporation s address is 540 Madison Avenue, 15th Floor, New York, New York 10022.

(7) Includes 812,738 shares of common stock held by Jerome B. Eisenberg and 15,759 shares of common stock held by Cynthia Eisenberg, Mr. Eisenberg s wife. Also includes 21,566 and 300,003 shares of common stock issuable to Mr. Eisenberg upon exercise of warrants and options, respectively, and 58,500 shares of common stock underlying SARs, in each case, that are currently exercisable. Mr. Eisenberg disclaims beneficial ownership of the shares held by Cynthia Eisenberg.

(8) Includes 58,401 shares of common stock held by Marc Eisenberg. Also includes 280,003 shares of common stock issuable to Mr. Eisenberg upon the exercise of options and 51,178 shares of common stock underlying SARs, in each case, that are currently exercisable,

(9) Includes 6,417 shares of common stock held by Robert G. Costantini. Also includes 81,110 shares of common stock underlying SARs that are currently exercisable.

(10) Includes 17,425 shares of common stock held by John J. Stolte, Jr. Also includes 51,002 shares of common stock issuable to Mr. Stolte upon exercise of options that are currently exercisable.

(11) Mr. Kelleher is a Managing Director of Pacific Corporate Group LLC, which is an affiliate of PCG Satellite Investments LLC and disclaims beneficial ownership of the shares held by PCG Satellite Investments LLC except to the extent of his pecuniary interest therein.

(12) Includes 42,910 shares of common stock held by Emmett Hume, 50,601 shares of common stock held by Emmett Hume IRA, 21,721 shares of common stock held by the David Hume Trust and 22,721 shares of common stock held by the Cara Hume Trust. Also includes 14,167 shares of common stock issuable to Mr. Hume upon exercise of options that are currently exercisable. Mr. Hume is the trustee for the David Hume Trust and the Cara Hume Trust. Mr. Hume disclaims beneficial ownership of the shares held by the David Hume Trust and the Cara Hume Trust.

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis describes the material elements of compensation for our executive officers identified in the Summary Compensation Table (our Named Executive Officers).

Compensation Committee

Our Compensation Committee assists our board of directors in fulfilling its responsibilities with respect to oversight and determination of executive compensation and human resources matters, including the compensation of the Named Executive Officers. A description of the Compensation Committee s composition, functions, duties and responsibilities is set forth in this proxy statement under Board of Directors and Committees Compensation Committee .

The Compensation Committee s roles and responsibilities are set forth in a written charter which is available on our website at www.orbcomm.com under the heading Investor Relations and the subheading Corporate Governance and is available in print to any shareholder upon request.

Philosophy and Objectives of Compensation Programs

Our executive compensation philosophy is to create a system that rewards executives for performance and focuses our management team on our critical short-term and long-term objectives. The primary objectives of our executive compensation programs are to attract, motivate and retain talented and dedicated executives, to link annual and long-term cash and stock incentives to achievement of specified performance objectives, and to align executives incentives with stockholder value creation. To achieve these objectives, the Compensation Committee has implemented compensation programs that make a substantial portion of the executives overall compensation contingent upon achieving key short-term business and long-term strategic goals established by our board of directors, such as the expansion of our communications system, the establishment and maintenance of key strategic relationships, and the growth of our subscriber base as well as our financial and operational performance, as measured by metrics such as adjusted EBITDA (defined as EBITDA less stock-based compensation) and net number of billable subscriber communicators added to our communications system (net subscriber communicator additions). The Compensation Committee s goal is to set executive compensation at levels the committee believes are competitive against compensation offered by other rapidly growing companies of similar size and stage of development against whom we compete for executive talent in the communications industry, while taking into account our performance and our own strategic goals.

We seek to provide executive compensation that is competitive in order to attract, motivate and retain key talent, while also rewarding executives for achieving goals designed to generate returns for our stockholders, but not for poor performance, by linking compensation to overall business performance and the achievement of performance goals. As a result, we believe that compensation packages provided to our executives, including our Named Executive Officers, should include both cash and stock-based compensation that reward performance as measured against performance goals.

We have not retained a compensation consultant to review our policies and procedures with respect to executive compensation, and do not seek to set our executive compensation to any specific benchmarks or peer group. Instead, we use general competitive market data available to us relating to compensation levels, mix of elements and compensation strategies being used by companies of comparable size and stage of development operating in the communications industry, and review such data against the aggregate level of our executive compensation, as well as the mix of elements used to compensate our executive officers.

Elements of Compensation

Base Salary. Base salaries are determined on an individual basis, are based on job responsibilities and individual contribution and are intended to provide our executives with current income. Base salaries for our Named Executive Officers are reviewed annually and may be adjusted to reflect any changes in job responsibilities and individual contribution, as well as competitive conditions in the market for executive talent. Our senior management proposes new base salary amounts to the Compensation Committee for approval based on: an evaluation of individual performance and expected future contributions; a goal to ensure competitive compensation against the external market; and comparison of the base salaries of the executive officers who report directly to our Chief Executive Officer to ensure internal equity.

For 2007, the base salaries of Messrs. J. Eisenberg, M. Eisenberg, Costantini, Stolte and Hume were established pursuant to employment agreements entered into by the individual Named Executive Officer and us.

Annual Cash Bonus. The Compensation Committee has the authority to grant discretionary annual cash bonuses to employees. Annual cash bonuses are designed to align employees goals with the Company s financial and operational objectives for the current year and to reward individual performance. These objectives vary depending on the individual employee, but relate generally to strategic factors such as communications system expansion and operational improvements, service implementation in new geographic areas and net subscriber communicator additions, and to financial factors, such as improving our results of operations, as measured by adjusted EBITDA. These performance measures are primarily objective criteria that can be readily measured and do not require subjective determinations.

None of the Named Executive Officers is eligible to participate in our discretionary annual cash bonus program, pursuant to which the board of directors or the Compensation Committee annually designates a specified bonus pool based on our performance for the fiscal year to be available for cash bonuses to eligible employees in the discretion of the Compensation Committee based on recommendations of management and evaluations of individual performance.

Pursuant to their employment agreements, each Named Executive Officer (other than Mr. Hume) is generally eligible to receive annual bonuses, payable in cash or cash equivalents, based on a percentage of base salary (which may, in some cases, exceed 100%) and dependent upon achieving or exceeding certain performance targets for that fiscal year. Generally, bonuses are not earned unless 90% of the applicable performance target is met for a given fiscal year and these amounts increase more rapidly as actual performance exceeds target levels. Certain 2007 annual bonuses were based on achieving certain operational milestones by specified dates. For 2007, the annual bonus payable for each Named Executive Officer was allocated with respect to specified performance targets as set forth in the following table:

Name	**Target Adjusted EBITDA**	**Net Subscriber Communicator Additions**	**Other Operational Targets**
Jerome Eisenberg	30%	30%	40%
Marc Eisenberg	35%	65%	N/A
Robert Costantini	65%	35%	N/A
John Stolte	12.50%	12.50%	75%

We believe that our performance targets are established at levels that are achievable if we meet our business plan. By providing for significant incentives for exceeding those targets, we motivate our Named Executive Officers to achieve strategic business objectives that result in the creation of value to us and our stockholders over the long-term.

In March 2008, our Compensation Committee determined that performance-based annual incentive awards relating to (1) fiscal 2007 target adjusted EBITDA had been earned based on achieving the target amount during 2007, (2) fiscal 2007 target net subscriber additions were not earned based on not achieving the target during 2007 and (3) certain fiscal 2007 operational targets were not earned based on not achieving the targets during 2007.

Long-Term Equity-Based Incentives. In addition to the short-term cash compensation payable to our Named Executive Officers, our Compensation Committee believes that the interests of our stockholders are best served when a substantial portion of our Named Executive Officers compensation is comprised of equity-based and other long-term incentives that appreciate in value contingent upon increases in the share price of our common stock and other indicators that reflect improvements in business fundamentals. Therefore, it is our Compensation Committee s intention to make grants of equity-based awards to our Named Executive

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Officers and other key employees at such times and in such amounts as may be required to accomplish the objectives of our compensation programs. Please see the Grants of Plan-Based Awards Table and accompanying narrative disclosures set forth in this proxy statement for more information regarding the grants of equity-based awards to our Named Executive Officers in fiscal 2007. We have not timed grants of equity-based awards in coordination with the release of non-public information nor have we timed the release of non-public information for the purpose of affecting the value of executive compensation.

Under the 2006 LTIP, the Compensation Committee has the ability to provide a number of equity-based awards, including restricted stock units (RSUs), stock appreciation rights (SARs), stock options, stock, restricted stock, performance units and performance shares to promote our long-term growth and profitability. Following adoption of the 2006 LTIP, we ceased to grant additional stock options under the 2004 Stock Option Plan. The 2004 Stock Option Plan will continue to govern all stock option awards granted under the 2004 Stock Option Plan prior to the adoption of the 2006 LTIP. Since adopting the 2006 LTIP, we have changed the mix of our equity-based incentives from stock options to a mix of RSUs and SARs. This combination of equity-based incentives is intended to benefit stockholders by enabling us to better attract and retain top talent in a marketplace where such incentives are prevalent. We believe that awards of RSUs and SARs provide an effective vehicle for promoting a long-term share ownership perspective for our senior management and employees and closely align the interests of senior management and employees with our achievement of longer-term financial objectives that enhance stockholder value, while at the same time limiting the dilutive effects of such equity-based awards relative to our prior practice of granting stock options. We have not adopted stock ownership guidelines, and, other than with respect to Jerome Eisenberg, our stock compensation plans have provided the principal method for our executive officers to acquire equity or equity-based interests in us.

RSUs. A restricted stock unit, or RSU, is a contractual right to receive at a specified future vesting date an amount in respect of each RSU based on the fair market value on such date of one share of our common stock, subject to such terms and conditions as the Compensation Committee may establish. RSUs that become payable in accordance with their terms and conditions will be settled in cash, shares of our common stock, or a combination of cash and our common stock, as determined by the Compensation Committee. The Compensation Committee has determined that all currently outstanding RSUs will be settled in shares of common stock. The Compensation Committee may provide for the accumulation of dividend equivalents in cash, with or without interest, or the reinvestment of dividend equivalents in our common stock held subject to the same conditions as the RSU and such terms and conditions as the Compensation Committee may determine. No participant who holds RSUs will have any ownership interest in the shares of common stock to which such RSUs relate until and unless payment with respect to such RSUs is actually made in shares of common stock. Vested and unvested RSUs awarded to certain of our employees, including our Named Executive Officers, will be subject to forfeiture in the event such employees breach their non-competition and/or non-solicitation covenants set forth in their award agreements and unvested RSUs are subject to cancellation if, prior to vesting, such employees ceased to be employed by us for any reason.

Time-based RSUs typically vest in three equal installments based on continued employment over a three-year period. Performance-based RSUs typically vest in three equal installments over a three-year period based upon the achievement of specific operational and financial performance targets that we believe are important to our long-term success, including adjusted EBITDA targets, net subscriber communicator additions on our network, government approvals with respect to our communications network, and strategic factors such as communications system expansion and operational improvements. The Compensation Committee, on the recommendation of management, linked target performance levels to these measures, as we believe that each of them is an important factor in our revenue growth and for sustaining our business model. The outstanding performance-based RSU awards are generally structured to have a three-year vesting period beginning in 2006, and to be subject to a percentage reduction in the event that the performance targets are not attained. These performance-based RSUs vest upon achieving certain operational and financial performance targets by

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specified dates as determined by the Compensation Committee. We believe that the vesting periods in connection with these time-based and performance-based awards are appropriate for the following reasons:

they are intended to help retain employees, including executives, by rewarding them for extended, continuous service with us;

they are time periods that incentivize and focus executives on the long-term performance of our business over reasonable timeframes, while minimizing the potential that longer vesting periods might dilute the motivation of the executives; and

they allow the Compensation Committee to formulate performance targets annually that are aligned with our dynamic business plans and external industry factors.

In 2006, Messrs. J. Eisenberg, M. Eisenberg, Costantini, Stolte and Hume were granted time-based RSUs which vest in three equal installments over a three-year period. In 2006, Messrs. J. Eisenberg, M. Eisenberg and Costantini were issued performance-based RSUs under the 2006 LTIP, which vest in three equal installments over a three-year period based on the achievement of specified performance targets established or 2006, 2007 and 2008 by the Compensation Committee. In February 2007, the Compensation Committee established performance targets relating to the second installment (the 2007 performance targets) of the performance-based RSUs issued in 2006 and, accordingly, these awards were considered granted for accounting purposes on such date to Messrs. J. Eisenberg, M. Eisenberg and Costantini in the amounts set forth in the Grants of Plan-Based Awards Table. In general, RSUs granted to each of our Named Executive Officers were allocated based on a balance between the retention and incentive objectives of these long-term equity awards. Each of the performance targets with respect to awards of RSUs to J. Eisenberg, M. Eisenberg and Costantini were the same as those for their annual cash bonuses. Mr. Stolte did not receive RSUs relating to 2007 performance targets.

In March 2008, our Compensation Committee determined that performance-based RSU awards relating to (1) fiscal 2007 target adjusted EBITDA vested based on achieving the target amount during 2007, (2) fiscal 2007 target net subscriber additions lapsed unvested based on not achieving the target during 2007 and (3) certain fiscal 2007 operational targets lapsed unvested based on not achieving the targets during 2007.

SARs. A stock appreciation right, or SAR, is the right to receive a payment measured by the increase in the fair market value of a specified number of shares of our common stock from the date of grant of the SAR to the date on which the participant exercises the SAR. Under the 2006 LTIP, SARs may be (1) freestanding SARs or (2) tandem SARs granted in conjunction with an option, either at the time of grant of the option or at a later date, and exercisable at the participant s election instead of all or any part of the related option. Upon the exercise of a SAR, we will deliver cash, shares of our common stock valued at fair market value on the date of exercise or a combination of cash and shares our common stock, as the Compensation Committee may determine. Vested and unvested SARs granted to certain of our employees, including our Named Executive Officers, are subject to forfeiture in the event such employees breach the non-competition and/or non-solicitation covenants set forth in their award agreements and unvested SARs are subject to cancellation if, prior to vesting, such employees ceased to be employed by us for any reason.

Time-based SARs and performance-based SARs typically vest in the same manner as time-based RSUs and performance-based RSUs. In 2006, Mr. Costantini was granted time-based SARs which vest in three equal installments over a three-year period. In 2006, Messrs. J. Eisenberg, M. Eisenberg and Costantini were issued performance-based SARs under the 2006 LTIP, which vest in three equal installments over a three-year period based on the achievement of specified performance targets established for 2006, 2007 and 2008 by the Compensation Committee. In February 2007, the Compensation Committee established performance targets relating to the second installment (the 2007 performance targets) of the performance-based SARs issued in 2006 and, accordingly these awards were considered granted for accounting purposes on such date to Messrs. J. Eisenberg, M. Eisenberg and Costantini in the amounts set forth in the Grants of Plan-Based Awards Table. The performance targets with respect to awards of performance-based SARs to Messrs. J. Eisenberg, M. Eisenberg and Costantini were the same as those for their performance-based RSU awards and annual cash bonuses.

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In March 2008, our Compensation Committee determined that performance-based SAR awards relating to (1) fiscal 2007 target adjusted EBITDA vested based on achieving the target amount during 2007, (2) fiscal 2007 target net subscriber additions lapsed unvested based on not achieving the target during 2007 and (3) certain fiscal 2007 operational targets lapsed unvested based on not achieving the targets during 2007.

Stock Options. We may grant stock options exercisable at such time or times, and subject to such terms and conditions, as the Compensation Committee may determine consistent with the terms of the 2006 LTIP. The exercise price of such stock options will be equal to or higher than the fair market value of our common stock on the date of grant.

Our 2004 Stock Option Plan authorized us to grant options to purchase common stock to our employees, directors and consultants. Stock option grants were made at the commencement of employment or to meet other special retention or performance objectives. The Compensation Committee reviewed and approved stock option awards to executive officers, including Named Executive Officers, based upon its assessment of individual performance, a review of each executive s existing long-term incentives, and retention considerations. Periodic stock option grants were made at the discretion of the Compensation Committee to eligible employee and, in appropriate circumstances, the Compensation Committee considered the recommendations of members of management, such as our Chief Executive Officer. In 2004, certain Named Executive Officers were awarded stock options reflected in the Outstanding Equity Awards at Fiscal Year-End Table set forth in this proxy statement in connection with a merit-based grant to a large number of employees intended to encourage an ownership culture among our employees. Stock options granted by us have an exercise price equal to the fair market value of our common stock on the date of grant, typically vest 25% per annum based upon continued employment over a four-year period, and generally expire ten years after the date of grant. Incentive stock options also include certain other terms necessary to assure compliance with the Internal Revenue Code of 1986, as amended (the Code).

We may also grant RSUs or SARs to executives under special circumstances outside of the annual process. Grants under the 2006 LTIP are made from time to time to selected executives in connection with talent management objectives, giving particular attention to employees leadership potential and potential future contributions in achieving critical business goals and objectives. For example, on February 27, 2007, our Compensation Committee approved grants of 3,000 and 8,000 time-based RSUs which vested on January 1, 2008 to each of Messrs. J. Eisenberg and M. Eisenberg, respectively, in recognition of their contributions towards achievement of the Company s operating and financial goals in 2006.

We may also grant RSUs and SARs, as deemed appropriate by the Compensation Committee, including under the terms of employment agreements with our Named Executive Officers. In February 2008, Mr. Costantini was granted 100,000 time-based RSUs, of which 40,000 RSUs will vest on December 31, 2008, 30,000 RSUs will vest on December 31, 2009 and 30,000 RSUs will vest on December 31, 2010.

Personal Benefits

Our Named Executive Officers participate in a variety of retirement, health and welfare, and vacation benefits designed to enable us to attract and retain our workforce in a competitive marketplace. Health and welfare and vacation benefits help ensure that we have a productive and focused workforce through reliable and competitive health and other benefits.

Perquisites

Our Named Executive Officers are provided a limited number of perquisites whose primary purpose is to minimize distractions from the executives attention to the Company s business. An item is not a perquisite if it is integrally and directly related to the performance of the executive s duties. An item is a perquisite if it confers a direct or indirect benefit that has a personal aspect, without regard to whether it may be provided for some business reason or for our convenience, unless it is generally available on a non-discriminatory basis to all employees.

The principal perquisites offered to our Named Executive Officers are car allowances and life insurance premiums. Please see the Summary Compensation Table and accompanying narrative disclosures set forth in this proxy statement for more information on perquisites and other personal benefits we provide to our Named Executive Officers.

401(k) Plan

We maintain a 401(k) retirement plan intended to qualify under Sections 401(a) and 401(k) of the Code. The plan is a defined contribution plan that covers all our employees who have been employed for three months or longer, beginning on the date of employment. Employees may contribute up to 15% of their eligible compensation (subject to certain limits) as pretax, salary deferral contributions. We have the option of matching up to 15% of 100% of the amount contributed by each employee up to 4% of employee s compensation. In addition, the plan contains a discretionary contribution component pursuant to which we may make an additional annual contribution. Contributions made by us vest over a five-year period from the employee s date of employment. We have not made any contributions since the inception of the plan.

Severance and Change in Control Benefits

Severance and change in control benefits are designed to facilitate our ability to attract and retain executives as we compete for talented employees in a marketplace where such protections are commonly offered. The severance and change in control benefits found in the Named Executive Officers employment agreements are designed to encourage employees to remain focused on our business in the event of rumored or actual fundamental corporate changes. These benefits include continued base salary payments and health insurance coverage (typically for a one-year period), acceleration of the vesting of outstanding equity-based awards, such as options, RSUs and SARs (without regard to the satisfaction of any time-based requirements or performance criteria), and extension of post-termination exercise periods for options and SARs (typically for 30 to 90 days).

Termination Provisions. Our employment agreements with the Named Executive Officers provide severance payments and other benefits in an amount we believe is appropriate, taking into account the time it is expected to take a separated employee to find another job. The payments and other benefits are provided because we consider a separation to be a Company-initiated termination of employment that under different circumstances would not have occurred and which is beyond the control of a separated employee. Separation benefits are intended to ease the consequences to an employee of an unexpected termination of employment. We benefit by requiring a general release from separated employees. In addition, we have included post-termination non-compete and non-solicitation covenants in certain individual employment agreements.

We consider it likely that it will take more time for higher-level employees to find new employment, and therefore senior management generally is paid severance for a longer period. Additional payments may be permitted in some circumstances as a result of individual negotiations with executives, especially where we desire particular nondisparagement, cooperation with litigation, noncompetition and nonsolicitation terms. See the descriptions of the individual employment agreements with the Named Executive Officers under Certain Relationships and Transactions with Related Persons Employment Agreements for additional information.

Change of Control Provisions. Under the 2004 Stock Option Plan and the 2006 LTIP and the award agreements under those plans, our stock options, RSUs and SARs generally vest upon a change of control, whether or not time vesting requirements or performance targets have been achieved. Under the employment agreements with our Named Executive Officers, other change of control benefits generally require a change of control, followed by a termination of or change in an executive s employment. In adopting the so-called single trigger treatment for equity-based awards, we were guided by a number principles: being consistent with current market practice among communications company peers; and keeping employees relatively whole for a reasonable period but avoid creating a windfall . Single trigger vesting ensures that ongoing employees are treated the same as terminated employees with respect to outstanding equity-based grants. Single trigger vesting provides employees with the same opportunities as stockholders, who are free to sell their equity at the time of the change in control event and thereby realize the value created at the time of the change of control transaction. The company that made the original equity grant will no longer exist after a change of control and employees should not be required to have the fate of their outstanding equity tied to the new company s future success. Single trigger vesting on performance-contingent equity, in particular, is appropriate given the difficulty of replicating the underlying performance goals.

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Tax and Accounting Implications

Deductibility of Executive Compensation

Section 162(m) of the Code limits our tax deductions relating to the compensation paid to Named Executive Officers, unless the compensation is performance-based and the material terms of the applicable performance goals are disclosed to and approved by our stockholders. All of our equity-based compensation plans have received stockholder approval and, to the extent applicable, were prepared with the intention that our incentive compensation would qualify as performance-based compensation under Section 162(m). While we intend to continue to rely on performance-based compensation programs, we recognize the need for flexibility in making executive compensation decisions, based on the relevant facts and circumstances, so that we achieve our best interests and the best interests of our stockholders. To the extent consistent with this goal and to help us manage our compensation costs, we attempt to satisfy the requirements of Section 162(m) with respect to those elements of our compensation programs that are performance-based.

Accounting for Stock-Based Compensation

Beginning January 1, 2006, we adopted Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), *Share-Based Payments* (SFAS 123(R)), and began recording stock-based compensation expense in our financial statements in accordance with SFAS 123(R).

Certain Awards Deferring or Accelerating the Receipt of Compensation

Section 409A of the Code, enacted as part of the American Jobs Creation Act of 2004, imposes certain new requirements applicable to nonqualified deferred compensation plans . If a nonqualified deferred compensation plan subject to Section 409A fails to meet, or is not operated in accordance with, these new requirements, then all compensation deferred under the plan may become immediately taxable. We intend that awards granted under the 2006 LTIP will comply with the requirements of Section 409A and intend to administer and interpret the 2006 LTIP in such a manner.

Role of Executives and Others in Establishing Compensation

During 2007 our Chief Executive Officer, Jerome Eisenberg, reviewed the performance of the Named Executive Officers (other than his own and that of Marc Eisenberg, which were reviewed by the Compensation Committee), and met on a case-by-case basis with each of the other Named Executive Officers to reach agreements with respect to salary adjustments and annual award amounts, which were then presented to the Compensation Committee for approval. The Compensation Committee can exercise discretion in modifying any recommended adjustments or awards to executives. Messrs. M. Eisenberg and J. Eisenberg each attended meetings of the Compensation Committee in 2007.

The day-to-day design and administration of benefits, including health and vacation plans and policies applicable to salaried employees in general are handled by our Finance and Legal Departments. Our Compensation Committee (or board of directors) remains responsible for certain fundamental changes outside the day-to-day requirements necessary to maintain these plans and policies.

Conclusion

We believe the current design of our executive compensation programs, utilizing a mix of base salary, annual cash bonus and long-term equity-based incentives properly motivates our management team to perform and produce strong returns for us and our stockholders. Further, although the current compensation programs have been in place for less than a year, in the view of the board of directors and the Compensation Committee, the overall compensation amounts earned by the Named Executive Officers under our compensation programs for fiscal 2007 reflect our performance during the period and appropriately reward the Named Executive Officers for their efforts and achievements relative to the performance targets, consistent with our compensation philosophy and objectives.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and based on such review and discussion, the Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and the Annual Report on Form 10-K for the year ended December 31, 2007.

Compensation Committee

Hans E. W. Hoffmann, *Chairman*
Timothy Kelleher
John Major

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COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

ame and Principal Position	Year	Salary ($)	Bonus(1) ($)	Stock Awards(2) ($)	Option Awards(3) ($)	Non-Equity Incentive Plan Compensation(4) ($)	All Other Compensation(5) ($)	Total ($)
rome B. Eisenberg	2007	$ 355,000	$	$ 982,189	$ 194,461	$ 171,366	$ 20,668	$ 1,723,68
hairman of the Board	2006	335,771		786,560	133,456	263,233	20,362	1,539,38
Chief Executive Officer								
uring 2007)								
arc Eisenberg	2007	315,000		823,601	176,484	154,350	10,982	1,480,41
hief Executive Officer	2006	294,167		581,676	113,480	214,527	19,304	1,223,15
perating Officer during								
07)								
obert G. Costantini	2007	270,000		90,943	251,023	175,500	10,159	797,62
xecutive Vice President and	2006	67,500		64,315	178,115	59,479	2,506	371,91
hief Financial Officer								
hn J. Stolte, Jr.	2007	225,000		291,781	3,475	21,094	539	541,88
xecutive Vice President	2006	212,500		344,196	6,983	107,782	639	672,10
echnology and Operations								
mmett Hume	2007	128,333			61,504		6,093	195,93
ormer Executive Vice	2006	220,000	10,000	13,529	23,667		9,628	276,82
resident, International								

(1) The amounts set forth in the Bonus column represent discretionary annual cash bonus payments. Mr. Hume was the only Named Executive Officer eligible to participate in the annual discretionary cash bonus pool with respect to fiscal 2006.

(2) The amounts set forth in the Stock Awards column represent the compensation costs for financial statement purposes recognized in 2007 and 2006 relating to time-based and performance-based RSU awards that were granted in 2006 and 2007 in accordance with Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment, (SFAS 123(R)). For a discussion of the assumptions used to calculate the value of the amounts in the Stock Awards column see Note 4 in our consolidated financial statements included in our Annual Reports on Form 10-K for the years ended December 31, 2007 and 2006. See the Grants of Plan-Based Awards Table and Compensation Discussion and Analysis Elements of Compensation Long-Term Equity-Based Incentives for a further discussion regarding RSU awards in 2007 and 2006 and the Outstanding Equity Awards at Fiscal Year-End Table for a further discussion regarding outstanding RSU awards.

(3) The amounts set forth in the Options Awards column represent the compensation costs for financial statement purposes recognized in 2007 and 2006 in accordance with SFAS 123(R) relating to option awards granted in 2004 and time-based SAR awards granted in 2006 and performance-based SAR awards granted in 2006 and

2007. The assumptions used to calculate the value of the amounts in the Options Awards column are described in Note 4 in our consolidated financial statements included in our Annual Reports on Form 10-K for the years ended December 31, 2007 and 2006. See Compensation Discussion and Analysis Elements of Compensation Long-Term Equity-Based Incentives for a further discussion regarding SAR awards in 2007 and 2006 and the Outstanding Equity Awards at Fiscal Year-End Table for a further discussion regarding outstanding SAR awards.

(4) The amounts set forth in the Non-Equity Incentive Plan Compensation column represent the annual incentive bonus paid to Messrs. J. Eisenberg, M. Eisenberg, Costantini and Stolte under the terms of their respective employment agreements. See the Grants of Plan-Based Awards Table for a further discussion regarding the annual incentive payments.

(5) The amounts set forth in the All Other Compensation column are comprised of the following for each Named Executive Officer:

J. Eisenberg:

Perquisites and Personal Benefits:

2007: $14,400 for automobile allowance and $6,268 for payment of life insurance premiums.

2006: $13,200 for automobile allowance and $7,162 for payment of life insurance premiums.

M. Eisenberg:

Perquisites and Personal Benefits:

2007: $10,200 for automobile allowance and $782 for payment of life insurance premiums.

2006: $9,350 for automobile allowance, $9,060 for reimbursement for legal services and $894 for payment of life insurance premiums.

Costantini:

Perquisites and Personal Benefits:

2007: $9,600 for automobile allowance and $559 for payment of life insurance premiums.

2006: $2,400 for automobile allowance and $106 for payment of life insurance premiums.

Stolte:

Perquisites and Personal Benefits:

2007: $539 for payment of life insurance premiums.

2006: $639 for payment of life insurance premiums.

Hume:

Perquisites and Personal Benefits:

2007: $5,600 for automobile allowance and $493 for payment of life insurance premiums.

2006: $8,800 for automobile allowance and $828 for payment of life insurance premiums.

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Grants of Plan-Based Awards in 2007

Award Date(1)	Grant Date(2)	Award Type	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(3) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards(4)(5) Threshold (#)	Target/Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Ex
2/27/2007	2/27/2007	Annual incentive (Adjusted EBITDA)	$ 21,300	$ 85,200	$ 171,366					$
2/27/2007	2/27/2007	Annual incentive (Net subscriber additions)	21,300	85,200	171,366					
2/27/2007	2/27/2007	Annual incentive (certain operational target: #1)		39,760	74,252					
2/27/2007	2/27/2007	Annual incentive (certain operational target: #2)		36,920	79,967					
2/27/2007	2/27/2007	Annual incentive (certain operational target: #3)	21,300	36,920						
2/27/2007	2/27/2007	Time-based RSUs						3,000(7)		
10/5/2006	2/27/2007	Performance-based RSUs (Adjusted EBITDA)				6,969	14,933			
10/5/2006	2/27/2007	Performance-based RSUs (Net subscriber additions)				6,969	14,933			
10/5/2006	2/27/2007	Performance-based RSUs (certain operational target: #1)					6,969			
10/5/2006	2/27/2007	Performance-based RSUs (certain operational target: #2)					6,471			

10/5/2006	2/27/2007	Performance-based RSUs (certain operational target: #3)				3,484	6,471	
10/5/2006	2/27/2007	Performance-based SARs (Adjusted EBITDA)				7,000	15,000	
10/5/2006	2/27/2007	Performance-based SARs (Net subscriber additions)				7,000	15,000	
10/5/2006	2/27/2007	Performance-based SARs (certain operational target: #1)					7,000	
10/5/2006	2/27/2007	Performance-based SARs (certain operational target: #2)					6,500	
10/5/2006	2/27/2007	Performance-based SARs (certain operational target: #3)				3,500	6,500	
2/27/2007	2/27/2007	Annual incentive (Adjusted EBITDA)	19,845	88,200	154,350			
2/27/2007	2/27/2007	Annual incentive (Net subscriber additions)	36,855	163,800	286,650			
2/27/2007	2/27/2007	Time-based RSUs						8,000(7)
10/5/2006	2/27/2007	Performance-based RSUs (Adjusted EBITDA)				4,574	13,067	
10/5/2006	2/27/2007	Performance-based RSUs (Net subscriber additions)				8,494	24,266	
10/5/2006	2/27/2007	Performance-based SARs (Adjusted EBITDA)				5,308	15,166	
10/5/2006	2/27/2007	Performance-based SARs (Net subscriber additions)				9,858	28,166	

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Award Date(1)	Grant Date(2)	Award Type	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(3) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards(4)(5) Threshold (#)	Target/Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exerc or Base Pric of Optio Awar ($/Sh
2/27/2007	2/27/2007	Annual incentive (Adjusted EBITDA)	31,590	140,000	175,500					
2/27/2007	2/27/2007	Annual incentive (Net subscriber additions)	17,010	75,600	94,500					
10/5/2006	2/27/2007	Performance-based RSUs (Adjusted EBITDA)				885	2,528			
10/5/2006	2/27/2007	Performance-based RSUs (Net subscriber additions)				476	1,361			
10/5/2006	2/27/2007	Performance-based SARs (Adjusted EBITDA)				5,056	14,444			11.0
10/5/2006	2/27/2007	Performance-based SARs (Net subscriber additions)				2,722	7,778			11.0
2/27/2007	2/27/2007	Annual incentive (Adjusted EBITDA)	16,875	21,094						
2/27/2007	2/27/2007	Annual incentive (Net subscriber additions)	16,875	21,094						
2/27/2007	2/27/2007	Annual incentive (certain operational target: #1)		29,531						
2/27/2007	2/27/2007	Annual incentive (certain operational target: #2)		18,984						
2/27/2007	2/27/2007			29,531						

		Annual incentive (certain operational target: #3)			
2/27/2007	2/27/2007	Annual incentive (certain operational target: #4)	29,531		
2/27/2007	2/27/2007	Annual incentive (certain operational target: #5)	18,984		
7/30/2007	7/30/2007	Stock Options		10,000	4.

(1) The date the Compensation Committee approved the issuance of the award.

(2) For performance-based awards, the date the Compensation Committee established the performance targets for the awards, which is the date the award is considered granted for accounting purposes.

(3) The amounts shown represent annual incentive payments payable to Messrs. J. Eisenberg, Costantini, M. Eisenberg and Stolte pursuant to employment agreements with the Company. See Certain Relationships and Transactions with Related Persons Employment Agreements for a summary of the employment agreements. The actual annual incentive payment amount paid to each of these Named Executive Officers for fiscal 2007 is shown in the Summary Compensation Table under the Non-Equity Incentive Plan Compensation column. For 2007, the incentive payment is a percentage of the executive s 2007 base salary, determined based on the achievement of specified financial and operational performance targets of the Company for fiscal 2007. The amount shown in the Target column represents the target annual incentive payment for each eligible Named Executive Officer if the performance targets are achieved at the 100% level. For 2007, the percentages of base salary payable as annual incentives if the performance targets are achieved at the 100% level were as follows: 80% for Messrs. J. Eisenberg, M. Eisenberg and Costantini and 75% for Mr. Stolte. The amount shown in the Maximum column represents the maximum amount payable for each eligible Named Executive Officer if the performance targets are achieved above the 100% level. For 2007,

the maximum percentages of base salary payable as annual compensation were as follows: 140% for Messrs. J. Eisenberg and M. Eisenberg if the performance targets are achieved at or above the 133% level; and 100% for Mr. Costantini if the performance targets are achieved at or above the 125% level. The amount shown in the Threshold column represents the amount payable for each eligible Named Executive Officer if the performance targets are achieved at the 90% level, the minimum performance required for any annual incentive payment to be made. For 2007, the threshold percentages of base salary payable as annual compensation were as follows: 18% for Messrs. J. Eisenberg, M. Eisenberg and Costantini and 15% for Mr. Stolte, if certain operational and performance targets have been achieved. On July 30, 2007, Mr. Hume resigned as our Executive Vice President-International. In connection with his resignation, Mr Hume entered into a separation agreement with us which provides that Mr. Hume will not be entitled to any incentive payment which is described in Note 1 to the Summary Compensation Table. Please see Compensation Discussion and Analysis Elements of Compensation Annual Cash Bonus for further a discussion regarding our annual cash incentive payment programs.

(4) On October 5, 2006, performance-based RSU awards and performance-based SAR awards were issued under the 2006 LTIP relating to the achievement of specified operational and financial performance targets for fiscal 2006, 2007 and 2008. Each RSU award represents the right to receive one share of our common stock for each vested RSU and each SAR award represents the right to receive, upon exercise of the SAR, the value (payable in cash, stock or a combination of cash and stock in our discretion) of the increase in the fair market value of a specified number of shares of our common stock on the date of exercise over the fair market value on the date of grant of the SAR (the base price). The base price of $11.00 per share of each SAR was equal to the price of our common stock sold in our initial public offering in November 2006. See the Outstanding Equity Awards at Fiscal Year-End Table and the related footnotes for additional information regarding these RSU and SAR awards. The performance-based RSUs and SARs vest upon achievement of various operational and financial performance targets established for each of fiscal 2006, 2007 and 2008 and continued employment through dates that our Compensation Committee has determined the performance targets have been achieved. The operational and financial performance targets for fiscal 2006 and certain operational performance targets for fiscal 2007 were established in October 2006. Accordingly, the performance-based RSUs and SARs that relate to those performance targets were considered granted on that date for accounting purposes and were shown in the Grants of Plan-Based Awards Table in the Proxy Statement for our 2007 Annual Meeting of Shareholders and are not shown in the table above. Operational and financial performance targets for fiscal 2007 were established in February 2007 and the performance-based RSUs and SARS that relate to these performance targets are considered granted on that date for accounting purposes and are shown in the table above. Operational and financial performance targets for fiscal 2008 were established by the Compensation Committee in March 2008 and, accordingly, the performance-based RSUs and SARs that relate to these performance targets were considered granted on that date for accounting purposes, are not included in the table above as they related to fiscal 2008 and will be included in the Grant of Plan-Based Awards Table for fiscal 2008. The performance-based RSU and SAR awards that relate to fiscal 2008 performance targets will be included in the fiscal year in which they are considered granted for accounting purposes. An aggregate of 49,779, 37,334 and 3,889 performance-based RSUs and 50,000, 43,334 and 22,222 performance-based SARs issued to Messrs. J. Eisenberg, M. Eisenberg and Costantini, respectively, relate to the following fiscal 2008 operational and financial performance targets established by our Compensation Committee in March 2008: adjusted EBITDA, revenues, net subscriber additions and terrestrial

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subscriber additions. If the fiscal 2008 performance targets are achieved, Messrs. J. Eisenberg, M. Eisenberg and Costantini will vest in their respective performance-based RSUs and SARs as follows:

Performance Target	Percentage Vesting
Adjusted EBITDA	50%
Revenues	25%
Net subscriber additions	20%
Terrestrial subscriber additions	5%

(5) The amounts shown in the Target/Maximum column represent the target and maximum number of performance-based RSUs or SARs which will vest under these awards if the performance targets are achieved at or above the 100% level. The amounts shown in the Threshold column represent the minimum number of performance-based RSUs or SARs that will vest under each award if the minimum level of performance is achieved at the 90% level. For Messrs. J. Eisenberg, M. Eisenberg and Costantini, the minimum number represents 35% of the target number of performance-based RSUs or SARs shown under the Target column. For Mr. J. Eisenberg no performance-based RSUs will vest for certain operational targets unless the target performance is achieved. For Mr. Stolte no performance-based RSUs will vest unless the target performance is achieved. See Compensation Discussion and Analysis Elements of Compensation Long-Term Equity-Based Incentives for a further discussion regarding performance-based RSU and SAR. See the Outstanding Equity Awards at Fiscal Year-End Table.

(6) The amounts shown in the Grant Date Fair Value of Stock and Option Awards column represent the full grant date fair value of the awards computed in accordance with SFAS 123(R). The grant date fair value of the time- and performance-based RSUs shown in the table was $13.00 per share, based on the closing stock price of our common stock on the date of grant. The grant date fair value of the performance-based SARs shown in the table were estimated to be $6.19 per share. For a discussion of valuation assumptions, see Note 4 to our consolidated financial statements included in our Annual Report of Form 10-K for the year ended December 31, 2007.

(7) On February 27, 2007, 3,000 time-based RSU awards were granted to Mr. J. Eisenberg and 8,000 time-based RSU awards were granted to Mr. M. Eisenberg. These time-based RSUs vested on January 1, 2008. See Compensation Discussion and Analysis Elements of Compensation Long-Term Equity-Based Incentives for a further discussion regarding time-based RSU awards. See the Outstanding Equity Awards at Fiscal Year-End Table and the related footnotes for additional information regarding these RSU awards.

(8) Amount represents the incremental fair value of 10,000 unvested stock options that immediately vested in connection with Mr. Hume s separation agreement.

Outstanding Equity Awards at 2007 Fiscal Year-End

	Option/SAR Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options/SARs (#) Exercisable	Number of Securities Underlying Unexercised Options/SARs (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options/SARs (#)	Option/SAR Exercise Price ($)	Option/SAR Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	In A M V U H
	166,667(2)			$ 2.33	2/17/2014		$		$
	33,334(2)			2.33	2/17/2014				
	33,334(2)			2.78	2/17/2014				
	33,334(2)			3.38	2/17/2014				
	33,334(2)			4.26	2/17/2014				
	18,500(3)			11.00	10/5/2016				
	25,000(3)			11.00	10/5/2016				
			15,000(3)(4)	11.00	10/5/2016				
			15,000(3)(5)	11.00	10/5/2016				
			6,500(3)(6)	11.00	10/5/2016				
			7,000(3)(7)	11.00	10/5/2016				
			6,500(3)(8)	11.00	10/5/2016				
						99,556(9)	626,207(9)		
						3,000(10)	18,870(10)		
								14,933(11)	
								14,933(12)	
								6,471(13)	
								6,969(14)	
								6,471(15)	
erg	146,667(2)			2.33	2/17/2014				
	33,334(2)			2.33	2/17/2014				
	33,334(2)			2.78	2/17/2014				

	33,334(2)			3.38	2/17/2014			
	33,334(3)			4.26	2/17/2014			
	15,167(3)			11.00	10/5/2016			
	20,844(3)			11.00	10/5/2016			
			15,167(3)(4)	11.00	10/5/2016			
			28,167(3)(5)	11.00	10/5/2016			
						74,667(9)	469,655(9)	
						8,000(10)	50,320(10)	
								13,067(11)
								24,266(12)
	44,444(3)			11.00	10/5/2016			
		44,445(3)(16)		11.00	10/5/2016			
			14,444(3)(4)	11.00	10/5/2016			
			7,778(3)(5)	11.00	10/5/2016			
						7,778(9)	48,924(9)	
								2,528(11)
								1,361(12)
e,								
	11,667(2)			2.33	2/17/2014			
	12,667(2)			2.78	2/17/2014			
	13,334(2)			3.38	2/17/2014			
	13,334(2)			4.26	2/17/2014			
						40,445(17)	254,399(17)	
								15,167(18)
ne								
	14,167(2)			4.26	12/3/2014			

(1) Based on the $6.29 per share closing price of our common stock on December 31, 2007.

(2) Options granted under our 2004 Stock Option Plan.

(3) SAR awards granted under our 2006 LTIP.

(4) Performance-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, and vested in March 2008 based on achieving the fiscal 2007 target adjusted EBITDA during fiscal 2007 as determined by the Compensation Committee. See Note 4 to the Grants of Plan-Based Awards Table for a discussion of performance-based awards relating to fiscal 2008 operational and financial performance targets not yet established as of December 31, 2007 that are issued but not considered granted for accounting purposes, which are not included in this table.

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(5) Performance-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, which lapsed unvested in March 2008 based on not achieving the fiscal 2007 target number of net subscriber communicator additions during fiscal 2007 as determined by the Compensation Committee. See Note 4 to the Grants of Plan-Based Awards Table for a discussion of performance-based SAR awards relating to fiscal 2008 operational and financial performance targets not yet established as of December 31, 2007 that are issued but not considered granted for accounting purposes, which are not included in this table.

(6) Performance-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, which lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(7) Performance-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, which lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(8) Performance-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, which lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(9) Remaining time-based RSU awards that vest in two equal installments on January 1, 2008 and 2009. On January 1, 2008, one-half of these time-based RSU awards vested.

(10) Time-based RSU awards that vested on January 1, 2008.

(11) Performance-based RSU awards that vested in March 2008 based on achieving fiscal 2007 target Adjusted EBITDA during fiscal 2007 as determined by the Compensation Committee. See Note 4 to the Grants of Plan-Based Awards Table for a discussion of performance-based RSU awards relating to fiscal 2008 operational and financial performance targets not yet established as of December 31, 2007 that are issued but not considered granted for accounting purposes, which are not included in this table.

(12) Performance-based RSU awards that lapsed unvested in March 2008 based on not achieving the fiscal 2007 target number of net subscriber communicator additions during fiscal 2007 as determined by the Compensation Committee. See Note 2 to the Grants of Plan-Based Awards Table for a discussion of performance-based RSU awards that are issued but not considered granted for accounting purposes, which are not included in this table.

(13) Performance-based RSU awards that lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(14) Performance-based RSU awards that lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(15) Performance-based RSU awards that lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

(16) Remaining time-based SAR awards that have a base price equal to $11.00 per share, the price of our common stock sold in our initial public offering in November 2006, and vest in two equal installments on January 1, 2008 and 2009. On January 1, 2008, one-half of these time-based SAR awards vested.

(17) Remaining time-based RSU awards that vest in two equal installments on May 21, 2008 and 2009.

(18) Performance-based RSU awards that lapsed unvested in March 2008 based on not achieving a specified operational target for 2007 as determined by the Compensation Committee.

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Option Exercises and Stock Vested in 2007

Name	Option Awards Number of Securities Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Stock Awards Number of Securities Acquired on Vesting (#)(2)	Value Realized on Vesting ($)(2)
Jerome B. Eisenberg			93,085	997,269
Marc Eisenberg	20,000	237,100	68,358	729,189
Robert G. Costantini			7,778	84,429
John J. Stolte, Jr.			35,389	435,992
Emmett Hume (former executive)	58,336	506,940	1,244	10,972

(1) Represents the difference between the exercise price and the fair market value of our common stock on the date of exercise.

(2) Shares acquired on vesting of time-based RSU awards and vesting of performance-based RSU awards based on achievement of performance targets.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides information, as of December 31, 2007, about shares of our common stock that may be issued upon the exercise or vesting of options, RSUs and SARs granted to employees, consultants or directors under all of our existing equity compensation plans.

Plan Category	(a) Number of securities to be issued upon exercise or vesting of outstanding options, RSUs and SARs	(b) Weighted-average exercise price of outstanding options and SARs	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by stockholders(1)	1,652,855(2)	$ 5.05(3)	3,512,620(4)
Equity compensation plans not approved by stockholders			
Total	1,652,855(2)	$ 5.05(3)	3,512,620(4)

(1) Consists of the following equity compensation plans: the 2004 Stock Option Plan and the 2006 LTIP.

(2) Consists of 832,957 shares subject to outstanding stock options under the 2004 Stock Option Plan and 283,956 shares underlying outstanding time- and performance-based SARs and 535,942 shares underlying outstanding time- and performance-based RSUs granted under the 2006 LTIP.

(3) Excludes 535,942 shares underlying outstanding time- and performance-based RSUs which do not have an exercise price.

(4) Consists of shares available for issuance under the 2006 LTIP, which includes the remaining 214,079 shares of common stock available for issuance under the 2004 Stock Option Plan. Also includes an aggregate of 115,555 shares underlying performance-based SARs and 129,784 shares underlying performance-based RSUs awarded in 2006 under the 2006 LTIP relating to operational and performance targets for fiscal 2008, which are not considered granted for accounting purposes because the performance targets for fiscal 2008 had not been established by the Compensation Committee as of December 31, 2007.

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CERTAIN RELATIONSHIPS AND TRANSACTIONS WITH RELATED PERSONS

ORBCOMM Europe

We have entered into a service license agreement covering 43 jurisdictions in Europe and a gateway services agreement with ORBCOMM Europe LLC, a company in which we indirectly own a 25.5% interest. The service license agreement and the gateway services agreement with ORBCOMM Europe contain terms and conditions substantially similar to the service license agreements and the gateway services agreements we have and expect to enter into with other licensees, except for certain more favorable pricing terms. ORBCOMM Europe is owned 50% by Satcom and 50% by OHB Technology A.G. (OHB Technology). We own a 52% interest in Satcom. Subsequent to the acquisition of our 52% interest in Satcom, Satcom and ORBCOMM Europe are consolidated affiliates in our consolidated financial statements.

OHB Technology is a substantial stockholder and a direct investor of ours and its Chief Executive Officer, Marco Fuchs, is on our board of directors. In addition, Satcom has been appointed by ORBCOMM Europe as a country representative for the United Kingdom, Ireland and Switzerland. ORBCOMM Deutschland, an affiliate of OHB Technology, has been appointed by ORBCOMM Europe as country representative for Germany and holds the relevant regulatory authority and authorization in Germany. OHB-France, a subsidiary of OHB Technology, holds the regulatory authority and authorization in France. In addition, ORBCOMM Europe and Satcom have entered into an agreement obligating ORBCOMM Europe to enter into a country representative agreement for Turkey with Satcom, if the current country representative agreement for Turkey expires or is terminated for any reason.

In connection with the organization of ORBCOMM Europe and the reorganization of our business in Europe, we agreed to grant ORBCOMM Europe approximately $3.7 million in air time credits. The amount of the grant was equal to the amount owed by ORBCOMM Global L.P. to the European Company for Mobile Communications Services N.V. (MCS), the former licensee for Europe of ORBCOMM Global L.P. ORBCOMM Europe, in turn, agreed to issue credits in the aggregate amount of the credits received from us to MCS and its country representatives who were stockholders of MCS. Satcom, as a country representative for the United Kingdom, Ireland and Switzerland, received airtime credits in the amount of $580,200. ORBCOMM Deutschland, as country representative for Germany, received airtime credits of $449,800. Because approximately $2.8 million of the airtime credits were granted to stockholders of MCS who are not related to us and who continue to be country representatives in Europe, we believe that granting of the airtime credits was essential to permit ORBCOMM Europe to reorganize the ORBCOMM business in Europe. The airtime credits have no expiration date. As of December 31, 2007, approximately $2.5 million of the credit granted by us to ORBCOMM Europe remained unused.

In 2006, we entered into agreements with ORBCOMM Europe for the sale of a gateway earth station and related installation and support services for an aggregate cost of approximately $720,000. ORBCOMM Europe in turn entered into agreements to resell the gateway earth station and installation and support services to a third party for an aggregate of 2.6 million (approximately $3.8 million). Installation of the gateway earth station was completed in December 2007. In 2006, ORBCOMM Europe also entered into a development agreement with Telematic Solutions SpA, an entity owned 49% by the buyer of the gateway earth station and 51% by OHB Teledata GmbH, a subsidiary of OHB Technology, for 1.6 million (approximately $2.4 million).

Satcom International Group plc.

Satcom is our 52%-owned consolidated subsidiary which (i) owns 50% of ORBCOMM Europe, (ii) has entered into country representative agreements with ORBCOMM Europe, covering the United Kingdom, Ireland and Switzerland, and (iii) has entered into a service license agreement with us, covering substantially all of the countries of the Middle East and a significant number of countries of Central Asia, and a gateway services agreement with us. In addition, ORBCOMM Europe and Satcom have entered into an agreement obligating ORBCOMM Europe to enter into a country representative agreement for Turkey with Satcom, if the current country representative agreement for Turkey expires or is terminated for any reason. We believe that the service license agreement and the gateway services agreement between us and Satcom contain terms and conditions substantially similar to those which we have and expect to enter into with other unaffiliated licensees. As of December 31, 2007, Satcom owed us unpaid fees of approximately $37,000.

We acquired our 52% interest in Satcom from Jerome Eisenberg, our Chief Executive Officer, and Don Franco, a former officer of ours, who, immediately prior to the October 2005 reorganization of Satcom, together owned directly or indirectly a majority of the outstanding voting shares of Satcom and held a substantial portion of the outstanding debt of Satcom. On October 7, 2005, pursuant to a contribution agreement entered into between us and Messrs. Eisenberg and Franco in February 2004, we acquired all of their interests in Satcom in exchange for (1) an aggregate of 620,000 shares of our Series A preferred stock and (2) a contingent cash payment in the event of our sale or initial public offering. The contribution agreement was entered into in connection with our February 2004 reorganization in order to eliminate any potential conflict of interest between us and Messrs. Eisenberg and Franco, in their capacities as officers of ours. The contingent payment would equal $2 million, $3 million or $6 million in the event the proceeds from our sale or the valuation in our IPO exceeds $250 million, $300 million or $500 million, respectively, subject to proration for amounts that fall in between these thresholds. On November 8, 2006, upon completion of our IPO, we made a contingent payment of approximately $3.6 million. Immediately prior to, and as a condition to the closing of, the Satcom acquisition, Satcom and certain of its stockholders and noteholders consummated a reorganization transaction whereby 95% of the outstanding principal of demand notes, convertible notes and certain contract debt was converted into equity, and accrued and unpaid interest on such demand and convertible notes was acknowledged to have been previously released. This reorganization included the conversion into equity of the demand notes and convertible notes of Satcom held by Messrs. Eisenberg and Franco in the principal amounts of approximately $50,000 and $6,250,800, respectively, and the release of any other debts of Satcom owed to them.

As of December 31, 2007, ORBCOMM Europe had a note payable to Satcom in the amount of 1,466,920 ($2,140,970). This note has the same payment terms as the note payable from ORBCOMM Europe to OHB Technology described below under OHB Technology A.G. and carries a zero interest rate. For accounting purposes, this note has been eliminated in the consolidation of ORBCOMM Europe and Satcom with ORBCOMM Inc. We own 52% of Satcom, which in turn owns 50% of ORBCOMM Europe.

We have provided Satcom with a $1.0 million line of credit for working capital purposes pursuant to a revolving note dated as of December 30, 2005. The revolving loan bears interest at 8% per annum and was originally scheduled to mature on December 30, 2006, and is secured by all of Satcom s assets, including its membership interest in ORBCOMM Europe. As of December 31, 2007, Satcom had $465,000 outstanding under this line of credit. On January 25, 2008, we extended the maturity date to December 31, 2008.

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OHB Technology A.G.

On May 21, 2002, we entered into an IVAR agreement with OHB Technology (formerly known as OHB Teledata A.G.) whereby OHB Technology has been granted non-exclusive rights to resell our services for applications developed by OHB Technology for the monitoring and tracking of mobile tanks and containers. As of December 31, 2007, OHB Technology did not owe us any unpaid service fees.

In an unrelated transaction, on March 10, 2005, we entered into an ORBCOMM concept demonstration satellite bus, integration test and launch services procurement agreement with OHB-System AG (an affiliate of OHB Technology), whereby OHB-System AG will provide us with overall concept demonstration satellite design, bus module and payload module structure manufacture, payload and bus module integration, assembled satellite environmental tests, launch services and on-orbit testing of the bus module for the Concept Validation Project.

OHB Technology owns 2,229,103 shares of our common stock representing approximately 5.3% of our total shares on a fully diluted basis. For so long as the Series A preferred stock was outstanding, OHB had the right to appoint a representative to our board of directors. Marco Fuchs was initially OHB Technology s representative on our board of directors. In addition, SES and OHB Technology jointly had the right to appoint a representative to our board of directors. Robert Bednarek was SES s and OHB Technology s joint representative on our board of directors. On February 27, 2007, Mr. Bednarek resigned, effective immediately, as a member of our board of directors in connection with SES s agreement to sell its 5.5% equity position in us to General Electric Company as part of a larger transaction in which SES bought back GE s 19.5% equity position in SES in March 2007. Mr. Bednarek served as a member of our Nominating and Corporate Governance Committee. Mr. Bednarek s term as a Class II director was scheduled to expire at our 2008 annual meeting of stockholders.

In connection with the acquisition of an interest in Satcom (see Satcom International Group plc. above), we recorded an indebtedness to OHB Technology arising from a note payable from ORBCOMM Europe to OHB Technology. At December 31, 2007 the principal balance of the note payable is 1,138,410 ($1,661,495) and it has a carrying value of $1,170,000. This note does not bear interest and has no fixed repayment term. Repayment will be made from the distribution profits (as defined in the note agreement) of ORBCOMM Europe. The note has been classified as long-term and we do not expect any repayments to be required prior to December 31, 2008.

On June 5, 2006, we entered into an agreement with OHB-System AG, an affiliate of our shareholder OHB Technology, to design, develop and manufacture for us six satellite buses, integrate such buses with the payloads to be provided by Orbital Sciences Corporation, and launch the six integrated satellites to complete our quick launch program, with options for two additional satellite buses and related integration services exercisable on or before June 5, 2007, which expired unexercised. The price for the six satellite buses and related integration and launch services is $20 million, or up to a total of $24.2 million if the options for the two additional satellite buses and related integration services are exercised, subject to certain price adjustments for late penalties and on-time or early delivery incentives. As of December 31, 2007, we have made payments totaling $14.6 million pursuant to this agreement. In addition, under the agreement, OHB-System AG will provide preliminary services relating to the development, demonstration and launch of our next-generation satellites at a cost of $1.35 million.

In 2006, ORBCOMM Europe also entered into a development agreement with Telematic Solutions SpA, an entity owned 49% by the buyer of a gateway earth station described above under ORBCOMM Europe and 51% by OHB Teledata GmbH, a subsidiary of OHB Technology, for 1.6 million (approximately $2.4 million).

Registration Rights Agreement

On December 30, 2005, and in connection with private placements of Series B convertible preferred stock in November and December 2005 and January 2006, we entered into a Second Amended and Restated Registration Rights Agreement with the Series B preferred stock investors and existing holders of our Series A preferred stock and common stock who were parties to the Amended and Restated Registration Rights Agreement dated February 17, 2004.

Under the agreement, certain holders of common stock (including common stock issued upon the conversion of Series A convertible preferred stock and Series B convertible preferred stock) have the right to demand, at any time or from time to time, that we file up to two registration statements registering the common stock. Only holders of (i) at least two-thirds of the registrable securities (generally our common stock and common stock issued upon conversion of our preferred stock and warrants) outstanding as of the date of our initial public offering, (ii) at least 35% of the registrable securities outstanding as of the date of the demand or (iii) a specified number of holders of common stock issued upon conversion of our Series B convertible preferred stock may request a demand registration.

In addition, certain holders will be entitled to an additional demand registration statement on Form S-3 covering the resale of all registrable securities, provided that we will not be required to effect more than one such demand registration statement on Form S-3 in any twelve month period or to effect any such demand registration statement on Form S-3 if any such demand registration statement on Form S-3 will result in an offering price to the public of less than $20 million. Notwithstanding the foregoing, after we qualify to register our common stock on Form S-3, Sagamore Hill Hub Fund Ltd. and its affiliates (collectively, Sagamore) and PCG Satellite Investments, LLC, CALPERS/PCG Corporate Partners, LLC and their affiliates (the PCG Entities) will have separate rights to additional demand registrations that would be eligible for registration on Form S-3; provided, that we will not be required to effect more than one such demand registration requested by Sagamore or the PCG Entities, as the case may be, on Form S-3 in any twelve month period and that Sagamore or the PCG Entities, as the case may be, will pay the expenses of such registration if such registration shall result in an aggregate offering price to the public of less than $1 million. Certain investors also have preemptive rights and piggyback registration rights as specified in our Second Amended and Restated Registration Rights Agreement.

Employment Agreements

Jerome B. Eisenberg. On March 31, 2008, in connection with Jerome Eisenberg s transition from Chairman and Chief Executive Officer to non-executive Chairman of the Board, we entered into an employment agreement (the J. Eisenberg Agreement) with Mr. Eisenberg to be employed as a non-executive employee and to serve as our non-executive Chairman of the Board, effective as of March 31, 2008. Upon its effectiveness, the J. Eisenberg Agreement supersedes and replaces any previous employment agreements with Mr. Eisenberg (except for any of his obligations applicable to the period prior to March 31, 2008) and expires on December 31, 2010, unless terminated earlier pursuant to the terms of the J. Eisenberg Agreement. The J. Eisenberg Agreement may be extended by mutual agreement of the parties. Upon the expiration of the J. Eisenberg Agreement s term, and any extension thereof, Mr. Eisenberg will continue to be employed on an at will basis.

The J. Eisenberg Agreement provides for an annual base salary of $217,750. Mr. Eisenberg is also entitled to receive a one-time cash payment, payable in January 2009, equal to $116,250, plus 4% interest, compounded monthly, beginning March 31, 2008, which payment is conditioned upon Mr. Eisenberg executing a release in favor of us. In addition, Mr. Eisenberg is entitled to certain employee benefits, including medical and disability insurance, term life insurance, paid holiday and vacation time and other employee benefits paid by us. For fiscal 2008, Mr. Eisenberg is eligible to receive a pro rata bonus, payable in cash or cash equivalents, based on achievement of certain performance targets established by the board of directors or the Compensation Committee, equal to 25% of the bonus that would have been payable to him as Chief Executive Officer for fiscal 2008 under his prior employment agreement that was superseded by the J. Eisenberg Agreement. Pursuant to such prior employment agreement, Mr. Eisenberg would have been eligible to receive a bonus for fiscal 2008 based on a percentage of his base salary as Chief Executive Officer (ranging from 18% to 140%) dependent upon achieving 90% to 133% of certain performance targets established by the board of directors or the Compensation Committee; provided that no annual bonus would have been payable to him unless 90% of the applicable operational and financial performance targets established by the board of directors or the Compensation Committee for fiscal 2008 were met or exceeded or,

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for operational milestone targets, unless the operational milestone targets were achieved by the specified time. Under the J. Eisenberg Agreement, Mr. Eisenberg s bonus for fiscal 2009 or any subsequent year is solely at the discretion of the board of directors and he is entitled to participate in any profit sharing and/or pension plan generally provided for our employees, and in any equity option plan or restricted equity plan established by us in which our employees are generally permitted to participate.

In addition, under the J. Eisenberg Agreement, we issued to Mr. Eisenberg on March 31, 2008 an award of 100,000 time-based SARs. Upon the exercise of a SAR award, we will deliver cash, shares of common stock valued at fair market value on the date of exercise or a combination of cash and shares common stock, as the Compensation Committee may determine. The time-based SAR awards will have a base price equal to the fair market value on the date of grant. Under the terms of the SAR award, 50,000 SARs will vest on December 31, 2008, 25,000 SARs will vest on December 31, 2009 and 25,000 SARs will vest on December 31, 2010.

If Mr. Eisenberg s employment as a non-executive employee is terminated by us without cause (as defined in the J. Eisenberg Agreement) on or before December 31, 2010 or by Mr. Eisenberg with good reason (as defined in the J. Eisenberg Agreement and which includes, among other things, the failure of the board to nominate Mr. Eisenberg for election as Chairman of the Board in 2009 and the removal by the board of Mr. Eisenberg as Chairman of the Board for any reason other than cause) on or before December 31, 2010, he is entitled to continue to receive, as a severance payment, his base salary for the period equal to the greater of (1) one year following such termination and (2) the remaining term of the J. Eisenberg Agreement, and continued health insurance coverage for one year immediately following such termination. Mr. Eisenberg s post-termination payments are conditioned on his executing a release in favor of us. In addition, his employment agreement contains standard covenants relating to confidentiality and assignment of intellectual property rights, a two-year post-employment non-solicitation covenant and a one-year post-employment non-competition covenant. Following a change of control (as defined in the J. Eisenberg Agreement) occurring on or before December 31, 2010, if Mr. Eisenberg s employment is thereafter terminated on or before December 31, 2010, then Mr. Eisenberg will be entitled to the same post-employment payments as if his employment were terminated by us without cause (as described above), unless the successor or transferee company continues his employment on substantially equivalent terms, duties and responsibilities as under the J. Eisenberg Agreement.

Marc Eisenberg. On February 21, 2008, we entered into an employment agreement (the M. Eisenberg Agreement) with Marc Eisenberg to serve as our Chief Executive Officer effective as of March 31, 2008. Upon its effectiveness, the M. Eisenberg Agreement superseded and replaced any prior employment agreements with Marc Eisenberg (except for any of his obligations applicable to the period prior to March 31, 2008) and expires on December 31, 2010, unless terminated earlier pursuant to the terms of the M. Eisenberg Agreement. The M. Eisenberg Agreement may be extended by mutual agreement of the parties. Upon the expiration of the M. Eisenberg Agreement s term, and any extension thereof, Mr. Eisenberg will continue to be employed on an at will basis.

The M. Eisenberg Agreement provides for an annual base salary of $365,000. In addition to his salary, Marc Eisenberg is entitled to certain employee benefits, including medical and disability insurance, term life insurance, paid holiday and vacation time and other employee benefits paid by us. Mr. Eisenberg is eligible to receive a bonus, payable in cash or cash equivalents, based on a percentage of his base salary (ranging from 18% to 140%) dependent upon achieving 90% to 133% of certain performance targets established each year by the board of directors. No annual incentive bonus would be paid under the M. Eisenberg Agreement relating to certain operational and financial performance targets unless 90% of the applicable performance targets established by the Compensation Committee for that fiscal year are met or exceeded. In March 2008, the Compensation Committee determined that Mr. Eisenberg s performance-based annual incentive awards relating to (1) fiscal 2007 target adjusted EBITDA had been earned based on achieving the target amount during 2007, (2) fiscal 2007 target net subscriber additions were not earned based on not achieving the target during 2007 and (3) certain fiscal 2007 operational targets were not earned based on not achieving the targets during 2007. Mr. Eisenberg will be entitled to participate in any profit sharing and/or pension plan generally provided for our executives, and in any equity option plan or restricted equity plan established by us in which our senior executives are generally permitted to participate.

In addition, under the M. Eisenberg Agreement, we issued to Mr. Eisenberg on March 31, 2008 an award of 425,000 time-based SAR awards. Upon the exercise of a SAR award, we will deliver cash, shares of common stock valued at fair market value on the date of exercise or a combination of cash and shares of common stock, as the Compensation Committee may determine. The time-based SAR awards will have a base price equal to the fair market value on the date of grant. Under the terms of the SAR award, 125,000 SARs will vest on December 31, 2008, 150,000 SARs will vest on December 31, 2009 and 150,000 SARs will vest on December 31, 2010.

In addition, under his previous employment agreement, we issued Mr. Eisenberg awards consisting of 224,000 RSUs and 130,000 SARs in October 2006. The RSUs will be payable only in shares of our common stock and the SARs will have a base price equal to the fair market value on the date of grant (the initial public offering price of our common stock for the 2006 grant). One half of the RSUs consist of time-based awards that vest in three equal installments: the first two installments vested on January 1, 2007 and January 1, 2008 and the third installment will vest on December 31, 2008. The remaining RSUs and all the SARs consist of performance-based awards which vest in three equal installments in 2007, 2008 and 2009 on the achievement of certain performance targets, for each of fiscal 2006, 2007 and 2008, established each year by the board of directors or the Compensation Committee. For fiscal 2006 and 2007 the performance targets were the same as for Mr. Eisenberg s annual incentive bonus under his employment agreement described above. The performance targets for fiscal 2008 were established by the Compensation Committee in March 2008. See the footnotes to the Outstanding Equity Awards at Fiscal Year-End table for a discussion of the vesting of Mr. Eisenberg s performance-based RSU and SAR awards relating to fiscal 2007 operational and financial performance targets.

If Mr. Eisenberg s employment is terminated by us without cause (as defined in the M. Eisenberg Agreement) or by him due to a material change in his status, title, position or scope of authority or responsibility during the term of the M. Eisenberg Agreement, or any extension thereof, he is entitled to continue to receive his base salary and continued health insurance coverage for one year immediately following such termination. Mr. Eisenberg s post-termination payments are conditioned on his executing a release in favor of us. In addition, the M. Eisenberg Agreement contains standard covenants relating to confidentiality and assignment of intellectual property rights, a two-year post-employment nonsolicitation covenant and a one-year post-employment non-competition covenant. Upon a termination of employment following a change of control (as defined in the M. Eisenberg Agreement), Mr. Eisenberg will be entitled to the same post-employment payments as if his employment were terminated by us without cause (as described above), unless the successor or transferee company continues his employment on substantially equivalent terms as under the M. Eisenberg Agreement; provided that if the change of control transaction occurs, then the length of the severance period during which Mr. Eisenberg receives continued base salary and coverage under our health insurance plan will be the longer of one year immediately following the employment termination date or the remainder of the term of the agreement at the time the employment termination occurs.

Robert G. Costantini. On February 21, 2008, we entered into an employment agreement (the Costantini Agreement) with Robert G. Costantini, our Executive Vice President and Chief Financial Officer, effective as of March 31, 2008. Upon its effectiveness, the Costantini Agreement superseded and replaced any previous employment agreements with Mr. Costantini (except for any of his obligations applicable to the period prior to March 31, 2008) and expires on December 31, 2010, unless terminated earlier pursuant to the terms of the agreement. The Costantini Agreement may be extended by mutual agreement of the parties. Upon the expiration of the Costantini Agreement s term, and any extension thereof, Mr. Costantini will continue to be employed on an at will basis.

The Costantini Agreement provides for an annual base salary of $283,500. In addition to his salary, Mr. Costantini is entitled to certain employee benefits, including medical and disability insurance, term life insurance, paid holiday and vacation time and other employee benefits paid by us. Mr. Costantini is eligible to receive a bonus, beginning with 2008 fiscal year, payable in cash or cash equivalents, based on a percentage of his base salary (ranging from 18% to 140%) dependent upon achieving 90% to 133% of certain performance targets established each year by the board of directors. No annual incentive bonus would be paid under the Costantini Agreement relating to certain operational and financial performance targets unless 90% of the applicable performance targets established by the Compensation Committee for that fiscal year are met or exceeded. In March 2008, the Compensation Committee determined that Mr. Costantini s performance-based annual incentive awards relating to (1) fiscal 2007 target adjusted EBITDA had been earned based on achieving the target amount during 2007, (2) fiscal 2007 target net subscriber additions were not earned based on not achieving the target during 2007 and (3) certain fiscal 2007 operational targets were not earned based on not achieving the targets during 2007. Mr. Costantini is entitled to participate in any profit sharing and/or pension plan generally provided for our executives, and in any equity option plan or restricted equity plan established by us in which our senior executives are generally permitted to participate.

In addition, under the Costantini Agreement, we issued to Mr. Costantini on March 31, 2008 an award consisting of 250,000 time-based SARs. Upon the exercise of a SAR award, we will deliver cash, shares of common stock valued at fair market value on the date of exercise or a combination of cash and shares of common stock, as the Compensation Committee may determine. The SARs have a base price equal to the fair market value on the date of grant. Under the terms of the SAR award, 50,000 SARs will vest on December 31, 2008, 100,000 SARs will vest on December 31, 2009 and 100,000 SARs will vest on December 31, 2010.

In addition, under his previous employment agreement, we issued Mr. Costantini awards consisting of 23,333 RSUs and 133,333 SARs. The RSUs will be payable only in shares of our common stock and the SARs will have a base price equal to the fair market value on the date of grant (the initial public offering price of our common stock for all the time-based SARs and the performance-based SARs granted in 2006). One half of the RSUs and one half of the SARs consist of time-based awards which vest in three equal installments: the first two installments vested on January 1, 2007 and January 1, 2008 and the third installment will vest on January 1, 2009. The remaining RSUs and SARs consist of performance-based awards which vest in three equal installments in 2007, 2008 and 2009 on the achievement of certain performance targets, for each of fiscal 2006, 2007 and 2008, established each year by the board of directors or the Compensation Committee. For fiscal 2006 and 2007, the performance targets were the same as for Mr. Costantini s annual bonus under his previous employment agreement. The performance targets for fiscal 2008 were established by the Compensation Committee in March 2008. See the footnotes to the Outstanding Equity Awards at Fiscal Year-End table for a discussion of the vesting of Mr. Costantini s performance-based RSU and SAR awards relating to fiscal 2007 operational and financial performance targets.

If Mr. Costantini s employment is terminated by us without cause (as defined in the Costantini Agreement) or by him due to a material change in his status, title, position or scope of authority or responsibility during the term of the Costantini Agreement, or any extension thereof, he is entitled to continue to receive his base salary and continued health insurance coverage for one year immediately following such termination. Mr. Costantini s post-termination payments are conditioned on his executing a release in favor of us. In addition, the Costantini Agreement contains standard covenants relating to confidentiality and assignment of intellectual property rights, a two-year post-employment non-solicitation covenant and a one-year post-employment non-competition covenant. Upon a termination of his employment following a change of control (as defined in the Costantini Agreement), Mr. Costantini will be entitled to the same post-employment payments as if his employment were terminated by the Company without cause (as described above), unless the successor or transferee company continues his employment on substantially equivalent terms as under his agreement; provided that if the change of control transaction occurs, then the length of the severance period during which Mr. Costantini receives continued base salary and coverage under our health insurance plan will be the longer of one year immediately following the employment termination date or the remainder of the term of the agreement at the time the employment termination occurs.

John J. Stolte, Jr. On February 21, 2008, we entered into an employment agreement (the Stolte Agreement) with John Stolte, the Company s Executive Vice President Technology and Operations, effective as of March 31, 2008. Upon its effectiveness, the Stolte Agreement superseded and replaced any previous employment agreements with Mr. Stolte (except for any of his obligations applicable to the period

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prior to March 31, 2008) and expires on December 31, 2010, unless terminated earlier pursuant to its terms. The Stolte Agreement may be extended by mutual agreement of the parties. Upon the expiration of the Stolte Agreement s term, and any extension thereof, Mr. Stolte will continue to be employed on an at will basis.

The Stolte Agreement provides for an annual base salary of $236,250. In addition to his salary, Mr. Stolte is entitled to certain employee benefits, including medical and disability insurance, term life insurance, paid holiday and vacation time and other employee benefits paid by us. Mr. Stolte is eligible to receive a bonus based on a percentage of his base salary (up to 75%) dependent upon achieving certain performance targets established each year by the board of directors. In March 2008, the Compensation Committee determined that Mr. Stolte s performance-based annual incentive awards relating to certain fiscal 2007 operational targets were not earned based on not achieving the targets during 2007. Mr. Stolte is entitled to participate in any profit sharing and/or pension plan generally provided for our executives, and in any equity option plan or restricted equity plan established by us in which our executives are generally permitted to participate.

In addition, under the Stolte Agreement, we issued to Mr. Stolte on March 31, 2008 an award consisting of 150,000 time-based SARs. Upon the exercise of a SAR award, we will deliver cash, shares of common stock valued at fair market value on the date of exercise or a combination of cash and shares of common stock, as the Compensation Committee may determine. The SARs will have a base price equal to the fair market value on the date of grant. Under the terms of the SAR award, 30,000 SARs will vest on December 31, 2008, 60,000 SARs will vest on December 31, 2009 and 60,000 SARs will vest on December 31, 2010.

In addition, under his previous employment agreement, we issued Mr. Stolte 121,333 RSUs. The RSUs will be payable only in shares of our common stock. One half of the RSUs consists of time-based awards that will vest in three equal installments on May 21, 2007, 2008 and 2009. The remaining RSUs consist of performance-based awards which would vest based subject to the achievement of certain performance targets. For fiscal 2006 and 2007, the performance targets were based on achieving certain operational targets by specified dates. The RSUs will be subject to forfeiture if Mr. Stolte breaches the one-year post-employment non-competition and non-solicitation covenants under the RSU award agreement.

If Mr. Stolte s employment is terminated by reason of his death or disability, or by us without cause (as defined in the Stolte Agreement) during the term of the Stolte Agreement, or any extension thereof, he or his estate is entitled to continue to receive his then current base salary for one year immediately following such termination. Mr. Stolte s post-termination payments are conditioned on his executing a release in favor of us. In addition, the Stolte Agreement contains standard covenants relating to confidentiality and assignment of intellectual property rights, a two-year post-employment non-solicitation covenant and a one-year post-employment non-competition covenant. Upon a termination of his employment following a change of control (as defined in the Stolte Agreement), Mr. Stolte will be entitled to the same post-employment payments as if his employment were terminated by us without cause (as described above), unless the successor or transferee company continues his employment on substantially equivalent terms as under the Stolte Agreement.

Emmett Hume. We entered into an employment agreement with Emmett Hume to serve as our Executive Vice President, International, effective as of August 2, 2004. The initial term of the employment agreement was for three years, and was to expire on August 1, 2007, unless terminated earlier pursuant to the terms of the agreement. Mr. Hume resigned his position with us on July 30, 2007.

Mr. Hume s employment agreement provided for an annual base salary of $220,000 and eligibility for annual discretionary bonuses and to participate in our employee benefit and equity-based compensation plans. In addition, under his agreement, we granted Mr. Hume options to purchase 83,333 shares of our common stock in December 2004. If Mr. Hume were terminated without cause or resigned for good reason (each as defined in his agreement), he would be entitled to receive a severance payment equal to his base salary for the greater of (1) the remainder of the agreement s term or (2) six months after the termination date, plus a prorated bonus for the year in which the termination occurs.

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Mr. Hume s severance payments would be conditioned on his executing a release in favor of us. In addition, his agreement contains standard covenants relating to confidentiality and assignment of intellectual property rights, and one year post-employment non-solicitation and non-competition covenants.

In connection with Mr. Hume s resignation, Mr. Hume entered into a separation agreement with us which provides that Mr. Hume would not be entitled to any severance payments in connection with his termination of employment with us. Under the separation agreement, Mr. Hume executed a general release of our company and upon effectiveness of the release, 10,000 unvested stock options granted to Mr. Hume under a stock option agreement dated December 3, 2004 vested and 10,831 unvested stock options were cancelled and. In addition, Mr. Hume s period that he can exercise his stock options has been extended through July 30, 2008. We also waived any repurchase rights under the stock option agreement. Any remaining unvested stock options terminated immediately upon his termination of employment. In addition, the covenants contained in Mr. Hume s employment agreement relating to confidentiality and assignment of intellectual property rights, and one year post-employment non-solicitation and non-competition covenants will continue to apply to Mr. Hume.

Indemnity Agreements

We have entered into indemnification agreements with each of our directors. In addition, we have entered into indemnification agreements with certain of our executive officers in their capacity as our executive officers and as directors of certain of our subsidiaries. Each indemnification agreement provides that we will, subject to certain exceptions, indemnify the indemnified person in respect of any and all expenses incurred as a result of any threatened, pending or completed action, suit or proceedings involving the indemnified person and relating to the indemnified person s service as an executive officer or director of ours. We will also indemnify the indemnified person to the fullest extent as may be provided under the non-exclusivity provisions of our bylaws and Delaware law. The indemnification period lasts for as long as the indemnified person is an executive officer or director of ours and continues if the indemnified person is subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, arbitration, administrative or investigative, by reason of fact that the indemnified person was serving in such capacity. Upon request, we must advance all expenses incurred by the indemnified person in connection with any proceeding, provided the indemnified person undertakes to repay the advanced amounts if it is determined ultimately that the indemnified person is not entitled to be indemnified under any provision of the indemnification agreement, our bylaws, Delaware law or otherwise.

Policies and Procedures for Related Person Transactions

Pursuant to the Audit Committee s charter and applicable Nasdaq rules, the Audit Committee is responsible for reviewing and approving all related party transactions (as defined by the Nasdaq rules).

POTENTIAL SERVICE PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

The following tables below reflect the amount of compensation payable to each Named Executive Officer in the event of termination of such executive s employment or upon a change of control based on the applicable provisions of the Named Executive Officer s employment agreement, stock option award agreements, RSU award agreements and SAR award agreements. The amount of compensation payable to each Named Executive Officer upon voluntary termination, termination without cause, change of control, disability or death is shown below for Messrs. J. Eisenberg, M. Eisenberg, Costantini, Stolte and Hume. All severance payments to the Named Executive Officers are conditioned on the execution of a release discharging the Company of any claims or liabilities in relation to the Named Executive Officer s employment with the Company. The tables assume an effective date of a change of control and termination of employment on December 31, 2007 and the amount of compensation payable to each Named Executive Officer is based upon the employment agreement for such Named Executive Officer as in effect as of that date. See Certain

Relationships and Transactions with Related Persons Employment Agreements for descriptions of the employment agreements, as amended, currently in effect for our Named Executive Officers, which may provide for amounts different than those set forth in the following tables.

Change of Control Triggers

For the purposes of the severance payments, change of control means:

- the Company s merger or consolidation with another corporation or entity;
- the Company s transfer of all or substantially all of its assets to another person, corporation, or other entity; or
- a sale of the Company s stock in a single transaction or series of related transactions that results in the holders of the outstanding voting power of the Company immediately prior to such transaction or series of transactions owning less than a majority of the outstanding voting securities for the election of directors of the surviving company or entity immediately following such transaction or series of transactions (other than any registered, underwritten public offering by the Company of the Company s stock or pursuant to any stock-based compensation plan of the Company).

For purposes of the stock option awards, a change of control means the purchase or other acquisition by any person, entity or group of persons, within the meaning of Section 13(d) or 14(d) of the Exchange Act, or any comparable successor provisions, of:

- ownership of more than 50% or more of the combined voting power of the Company s then outstanding voting securities entitled to vote generally; or
- all or substantially all of the direct and indirect assets of the Company and its subsidiaries, other than by a person, firm, entity or group, which together with its affiliates, prior to such purchase or other acquisition, owned at least 50% of the outstanding common equity of the Company.

For purposes of the RSU awards and SAR awards, change of control means a change in control event that meets the requirements of Section 409A of the Code, as amended from time to time, including any proposed and final regulations and other guidance issued thereunder by the Department of the Treasury and/or the Internal Revenue Service.

Post-Termination Covenants

The RSU awards and SAR awards are subject to a non-competition provision restricting the Named Executive Officer s employment with a competitor for six months following termination. The RSU awards and SAR awards are also subject to a non-solicitation provision restricting the Named Executive Officer from soliciting certain business or the recruiting certain of the Company s employees for one year following termination. If the Company determines that the Named Executive Officer violated these provisions of the RSU award or SAR award, the Named Executive Officer will forfeit all rights to any RSUs or SARs under the awards and will have to return to the Company the value of any RSUs or SARs awarded to the Named Executive Officer by the Company. The Named Executive Officers are also subject to post-termination non-competition, non-solicitation and confidentiality provisions in their employment agreements. See Certain Relationships and Transactions with Related Persons Employment Agreements .

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Jerome B. Eisenberg

Executive Payments Upon Termination	Voluntary Termination With Good Reason(1)	Termination Without Cause(1)	For Cause Termination(1)	Change in Control(1)
Severance payments Termination as Chairman and CEO(2)	$ 643,284	$ 643,284	$	$ 643,284
Severance payments Termination as CEO(3)	488,284	488,284		488,284
Severance payments Termination as Chairman(4)		355,000		155,000
Time-based RSUs (unvested and accelerated)(5)				645,077
Performance-based RSUs (unvested and accelerated)(6)				626,207
Performance-based SARs (unvested and accelerated)(7)				

(1) Assumes an effective date of a change of control or termination on December 31, 2007. Effective March 31, 2008, in connection with Mr. Eisenberg s transition from Chairman and Chief Executive Officer to non-executive Chairman of the Board of the Company, we entered into a new employment agreement with Mr. Eisenberg which supersedes his prior employment agreement. See Certain Relationships and Transactions with Related Persons Employment Agreements Jerome B. Eisenberg for a description of the severance amounts payable to Mr. Eisenberg in the event of his termination of employment with the Company.

(2) *Severance Payment Termination as Chairman and CEO:* Under the terms of his employment agreement, in the event Mr. Eisenberg s employment is involuntarily terminated without cause by the Company, he voluntarily terminates his employment as our Chief Executive Officer and Chairman of the Board with good reason or his employment is not continued on substantially equivalent economic terms, duties and responsibilities following a change of control, he would be entitled to one year of his base salary in effect at the time of such termination payable in regular installments consistent with our payroll practices. He would also be entitled to continued health insurance coverage for one year immediately following such termination at then existing employee contribution rates, representing a benefit valued at $4,284 at December 31, 2007. Mr. Eisenberg would also be entitled to receive a pro rata portion of his target bonus for the fiscal year in which such termination occurs, estimated here to be $284,000.

(3) *Severance Payments Termination as CEO:* Under the terms of his employment agreement, in the event Mr. Eisenberg s employment as Chief Executive Officer is terminated by us without cause, he voluntarily terminates his employment as our Chief Executive Officer with good reason or his employment is not continued on substantially equivalent economic terms, duties and responsibilities following a change of control, but in either case continues to serve as our Chairman of the Board, he would be entitled to severance payments for a period of one year immediately following such termination payable in regular installments consistent with our payroll practices equal to the difference between (a) his annual base salary at the time of such termination and (b) his annual compensation of $155,000 while serving only as our Chairman of the Board. He would also be

entitled to continued health insurance coverage for one year immediately following such termination at then existing employee contribution rates, representing a benefit valued at $4,284 at December 31, 2007.
Mr. Eisenberg would also be entitled to receive a pro rata portion of his target bonus for the fiscal year in which such termination occurs, estimated here to be $284,000.

(4) *Severance Payments Termination as Chairman:* Under his employment agreement, in the event Mr. Eisenberg s employment as our Chairman of the Board is terminated by the Company without cause or his employment is not continued on substantially equivalent economic terms, duties and responsibilities following a change of control, he would be entitled to continue to receive his then base salary at the time of such termination for the period equal to the greater of (a) one year immediately following such

termination and (b) the remainder of the term of his employment agreement, payable in regular installments consistent with our payroll practices; provided, however that if Mr. Eisenberg has already received any severance payments pursuant to his employment agreement, the amounts received would be offset on a dollar for dollar basis, pursuant to this severance payment.

(5) *Time-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested time-based RSU awards. As of December 31, 2007, he had 102,556 unvested time-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007.

(6) *Performance-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested performance-based RSU awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 99,556 unvested performance-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007. These performance-based RSUs consist of 49,777 performance-based RSUs that were considered granted for accounting purposes as they relate to fiscal 2007 operational and financial performance targets that have been established by the board of directors or the Compensation Committee and 49,779 performance-based RSUs related to performance targets for fiscal 2008 that were not considered granted for accounting purposes as of December 31, 2007 as neither the board of directors nor the Compensation Committee had established performance targets for fiscal 2008 as of that date. Of the 49,777 performance-based RSUs relating to fiscal 2007 operational and performance targets, 14,933 performance-based RSUs vested in March 2008 and the remaining 34,844 performance-based RSUs lapsed unvested in March 2008 as a result of specified performance targets for 2007 not being achieved.

(7) *Performance-Based SARs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested performance-based SAR awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 100,000 unvested performance-based SAR awards. These performance-based SAR awards consist of 50,000 performance-based SARs that are considered granted for accounting purposes as they relate to fiscal 2007 performance targets that have been established by the board of directors or the Compensation Committee and 50,000 performance-based SARs related to performance targets for fiscal 2008 that were not considered granted for accounting purposes as of December 31, 2007 as neither the board of directors nor the Compensation Committee had established operational and performance targets for fiscal 2008 as of that date. The potential amounts earned by Mr. Eisenberg as a result of the immediate vesting of these performance-based SAR awards following a change of control are not shown in the table as the closing price of the Company s common stock of $6.29 per share as of December 31, 2007 was lower than the SAR base price of $11.00 per share.

Marc Eisenberg

Executive Payments Upon Termination	**Voluntary Termination With Good Reason(1)**	**Termination Without Cause(1)**	**For Cause Termination(1)**	**Change in Control(1)**
Severance payments(2)	$ 321,096	$ 321,096	$	$ 321,096
Time-based RSUs (unvested and accelerated)(3)				519,975

Performance-based RSUs (unvested and accelerated)(4)	469,655
Performance-based SARs (unvested and accelerated)(5)	

(1) Assumes an effective date of a change of control or termination on December 31, 2007.

(2) *Severance Payments:* Under the terms of his employment agreement, in the event Mr. Eisenberg s employment is involuntarily terminated without cause by the Company or he voluntarily terminates his employment due to a change in material status or if his employment is not continued on substantially equivalent economic terms following a change of control, he would be entitled to one year of his base salary in effect at the time of such termination payable in regular installments consistent with our payroll practices. Effective March 31, 2008, Mr. Eisenberg s annual salary was increased to $365,000. He would also be entitled to continued health insurance coverage for one year immediately following such termination at then existing employee contribution rates, representing a benefit valued at $6,096 at December 31, 2007. In the event Mr. Eisenberg s employment is involuntarily terminated by the Company due to a change of control, he would be entitled to the same severance payments and health insurance coverage as described above. Effective March 31, 2008, in the event Mr. Eisenberg s employment is terminated following a change of control, he will be entitled to continued base salary and health insurance coverage for the longer of one year following the termination date or the remaining term of the agreement at the time of termination.

(3) *Time-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested time-based RSU awards. As of December 31, 2007, he had 82,667 unvested time-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007.

(4) *Performance-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested performance-based RSU awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 74,667 unvested performance-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007. These performance-based RSUs consist of 37,333 performance-based RSUs that were considered granted for accounting purposes as they relate to fiscal 2007 performance targets that have been established by the board of directors or the Compensation Committee, and 37,334 performance-based RSUs related to performance targets for fiscal 2008 that are not considered granted for accounting purposes as of December 31, 2007 as neither the board of directors nor the Compensation Committee had established performance targets for fiscal 2008 as of that date. Of the 37,333 performance-based RSUs relating to fiscal 2007 operational and financial performance targets, 13,067 performance-based RSUs vested in March 2008 and the remaining 24,266 performance-based RSUs lapsed unvested in March 2008 as a result of a specified performance target for 2007 not being achieved.

(5) *Performance-Based SARs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Eisenberg would be entitled to immediate vesting on all unvested performance-based SAR awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 86,668 unvested performance-based SAR awards. These performance-based SAR awards consist of 43,334 performance-based RSUs that are considered granted for accounting purposes as they relate to fiscal 2007 performance targets that have been established by the board of directors or the Compensation Committee and 43,334 performance-based RSUs related to performance targets for fiscal 2008 that were not considered granted as of December 31, 2007 as neither the board of directors nor the Compensation Committee had established operational and performance targets for fiscal 2008 as of that date. The potential amounts earned by Mr. Eisenberg as a result of the immediate vesting of these performance-based SAR awards following a change of control are not shown in the table as the closing price of the Company s common stock of $6.29 per share as of December 31, 2007 was lower than the SAR base price of $11.00 per share.

Robert Costantini

Executive Payments Upon Termination	Voluntary Termination(1)	Termination Without Cause(1)	For Cause Termination(1)	Change in Control(1)
Severance payments(2)	$	$ 275,686	$	$ 275,686
Time-based RSUs (unvested and accelerated)(3)				48,924
Time-based SARs (unvested and accelerated)(4)				
Performance-based RSUs (unvested and accelerated)(5)				48,924
Performance-based SARs (unvested and accelerated)(6)				

(1) Assumes an effective date of a change of control or termination on December 31, 2007.

(2) *Severance Payments:* Under the terms of his employment agreement, in the event Mr. Costantini s employment is involuntarily terminated without cause by the Company or if his employment is not continued on substantially equivalent terms following a change of control, he would be entitled to one year of his base salary in effect at the time of such termination payable in regular installments consistent with our payroll practices. Effective March 31, 2008, Mr. Costantini s annual salary was increased to $283,500. He would also be entitled to continued health insurance coverage for one year immediately following such termination at then existing employee contribution rates, representing a benefit valued at $5,686 at December 31, 2007. Effective March 31, 2008, in the event Mr. Costantini s employment is terminated following a change of control, he will be entitled to continued base salary and health insurance coverage for the longer of one year following the termination date or the remaining term of the agreement at the time of termination.

(3) *Time-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Costantini would be entitled to immediate vesting on all unvested time-based RSU awards. As of December 31, 2007, he had 7,778 unvested time-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007.

(4) *Time-Based SARs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Costantini would be entitled to immediate vesting on all unvested time-based SAR awards. As of December 31, 2007, he had 44,445 unvested time-based SARs. The potential amounts earned by Mr. Costantini as a result of the immediate vesting of these time-based SAR awards following a change of control are not shown in the table as the closing price of the Company s common stock of $6.29 per share as of December 31, 2007 was lower than the SAR base price of $11.00 per share.

(5) *Performance-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Costantini would be entitled to immediate vesting on all unvested performance-based RSU awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 7,778 unvested performance-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007. These performance-based RSUs

consist of 3,889 performance-based RSUs that are considered granted for accounting purposes as they relate to fiscal 2007 performance targets that have been established by the board of directors or the Compensation Committee and 3,889 performance-based RSUs related to performance targets for fiscal 2008 that were not considered granted as of December 31, 2007 for accounting purposes as neither the board of directors nor the Compensation Committee had established performance targets for fiscal 2008 as of that date. Of the 3,889 performance-based RSUs relating to fiscal 2007 operational and financial performance targets, 2,528 performance-based RSUs vested in March 2008 and the remaining 1,361 performance-based RSUs lapsed unvested in March 2008 as a result of a specified performance target for 2007 not being achieved.

(6) *Performance-Based SARs:* Under his employment agreement and the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Costantini would be entitled to immediate vesting on all unvested performance-based SAR awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 44,444 unvested performance-based SAR awards. These performance-based SAR awards consist of 22,222 performance-based SARs that are considered granted for accounting purposes as they relate to fiscal 2007 performance targets that have been established by the board of directors or the Compensation Committee and 22,222 performance-based SARs related to performance targets for fiscal 2008 that are not considered granted for accounting purposes as neither the board of directors nor the Compensation Committee had established performance targets for fiscal 2008 as of that date. The potential amounts earned by Mr. Costantini as a result of the immediate vesting of these performance-based SAR awards following a change of control are not shown in the table as the closing price of the Company s common stock of $6.29 per share as of December 31, 2007 was lower than the SAR base price of $11.00 per share.

John J. Stolte, Jr.

Executive Payments Upon Termination	Voluntary Termination(1)	Termination Without Cause(1)	For Cause Termination(1)	Change in Control(1)	Death(1)	Disability(1)
Severance payments(2)	$	$ 225,000	$	$ 225,000	$ 225,000	$ 225,000
Time-based RSUs (unvested and accelerated)(3)				254,399		
Performance-based RSUs (unvested and accelerated)(4)				95,400		

(1) Assumes an effective date of a change of control or termination on December 31, 2007.

(2) *Severance Payments:* Under the terms of his employment agreement, in the event Mr. Stolte s employment is (a) involuntarily terminated without cause by the Company, (b) terminated due to death or disability or (c) not continued on substantially equivalent terms following a change of control, he would be entitled to one year of his base salary in effect at the time of such termination payable in regular installments consistent with our payroll practices. Effective March 31, 2008, Mr. Stolte s annual salary was increased to $236,250.

(3) *Time-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Stolte would be entitled to immediate vesting on all unvested time-based RSU awards. As of December 31, 2007, he had 40,445 unvested time-based RSUs with a value based on the closing price of the Company s common stock of $6.29 per share as of December 31, 2007.

(4) *Performance-Based RSUs:* Under the applicable award agreement, in the event of a change of control having a value in excess of $6.045 per share, Mr. Stolte would be entitled to immediate vesting on all unvested performance-based RSU awards, without regard to the achievement of applicable performance targets. As of December 31, 2007, he had 15,167 unvested performance-based RSUs which lapsed unvested in March 2008 as a result of a specified performance target for 2007 not being achieved.

Emmett Hume

On July 30, 2007, Mr. Hume resigned as our Executive Vice President International. In connection with his resignation, Mr. Hume entered into a separation agreement with us which provides that Mr. Hume would not be entitled to any severance payments in connection with his termination of employment with us. Under the separation agreement, Mr. Hume executed a general release of our company and upon effectiveness of the release, 10,000 unvested stock options granted to Mr. Hume under a stock option agreement dated December 3, 2004 immediately vested. In addition, Mr. Hume may exercise his vested stock options until

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July 30, 2008. We also waived any repurchase rights under the stock option agreement. Any remaining unvested stock options terminated immediately upon his termination of employment.

In addition, the covenants contained in Mr. Hume s employment agreement with us relating to confidentiality, assignment of intellectual property rights, and one-year post-employment non-solicitation and non-competition restrictions (a description of which is included under Certain Relationships and Transactions with Related Persons Employment Agreements Emmett Hume) will continue to apply to Mr. Hume.

PROPOSAL TO RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PROPOSAL 2)

The Audit Committee has appointed the firm of Deloitte & Touche LLP (D&T) as our independent registered public accounting firm for the fiscal year ending December 31, 2008, subject to the ratification of the shareholders. D&T has acted as our independent registered public accounting firm since 2005.

Before the Audit Committee appointed D&T, it carefully considered the independence and qualifications of that firm, including their performance in prior years and their reputation for integrity and for competence in the fields of accounting and auditing. We expect that representatives of D&T will be present at the Annual Meeting to respond to appropriate questions and to make a statement if they desire to do so.

Principal Accountant Fees

The following table sets forth the aggregate fees for professional services provided by D&T for the fiscal years ended December 31, 2007 and 2006, all of which were approved by the Audit Committee:

	Year Ended December 31, 2007	Year Ended December 31, 2006
Audit Fees	$ 1,065,066	$ 375,000
Audit-Related Fees	160,452	1,126,024
All Other Fees	2,000	2,000
Total	$ 1,227,518	$ 1,503,024

Audit Fees. Consisted principally of fees for professional services for the audit of the Company s annual financial statements for fiscal 2007 and 2006 and internal control over financial reporting for fiscal 2007 and the review of the Company s quarterly financial statements in 2007 and the third quarter of 2006.

Audit-Related Fees. Consisted of professional fees associated with our secondary offering in 2007 and our initial public offering in 2006, including the audit of the Company s 2004 financial statements and the review of its quarterly financial information for 2004 and services rendered in connection with registration statements on Form S-8 filed in 2006.

All Other Fees. Represents fees for subscription services to professional literature databases.

There were no tax services provided by D&T in fiscal years 2007 and 2006.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee is responsible for the appointment and compensation of, and oversight of the work performed by, our independent registered public accounting firm. The Audit Committee pre-approves all audit (including audit-related) services and permitted non-audit services provided by our independent registered public accounting firm in accordance with the pre-approval policies and procedures established by the Audit Committee.

The Audit Committee annually approves the scope and fee estimates for the annual audit to be performed by our independent registered public accounting firm for the next fiscal year. With respect to other permitted services, management defines and presents specific projects for which the advance approval of the Audit Committee is requested. The Audit Committee pre-approves specific engagements and projects on a fiscal year basis, subject to individual project thresholds and annual thresholds. The Chief Financial Officer reports to the Audit Committee regarding the aggregate fees charged by our independent registered public accounting firm compared to the pre-approved amounts.

The board of directors recommends that you vote FOR the proposal to ratify the appointment of D&T as our independent registered public accounting firm, which is presented as Proposal 2.

OTHER MATTERS

The board of directors does not know of any other matters that may be presented at the meeting. In the event of a vote on any matters other than those referred to in the accompanying Notice of 2008 Annual Meeting of Shareholders, proxies in the accompanying form will be voted in accordance with the judgment of the persons voting such proxies.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC and Nasdaq.

Based on our review of the copies of such forms that we have received and written representations from certain reporting persons confirming that they were not required to file Forms 5 for specified fiscal years, we believe that all our executive officers, directors and greater than ten percent beneficial owners complied with applicable SEC filing requirements under Section 16(a) during fiscal 2007, other than Mr. Hoffmann who filed a late Form 4 to report the cashless exercise of stock options in June 2007, Mr. Fuchs who filed a late Form 4 to report the cashless exercise of warrants in June 2007 held by OHB Technology A.G., through which Mr. Fuchs is deemed to indirectly beneficially own shares (which he disclaims beneficial ownership of except to the extent of his pecuniary interest therein), Messrs. Delepine, Hoffmann, Major and Ritondaro who each filed a late Form 4 to report the grant of time-based RSUs in May 2007, Mr. M. Eisenberg who filed a late Form 4 to report the cashless exercise of warrants in May 2007, Mr. J. Eisenberg who filed a late Form 4 to report the exercise of warrants in October 2007 and Mr. Hume who filed a late Form 4 to report the cashless exercise of stock options in May 2007. Mr. Hume is no longer an executive officer of the Company and is no longer subject to the filing requirements of Section 16.

ANNUAL REPORT

Our Annual Report to Shareholders, including the Annual Report on Form 10-K and financial statements, for the fiscal year ended December 31, 2007, was mailed to shareholders with this proxy statement.

SHAREHOLDER PROPOSALS FOR ANNUAL MEETING IN 2009

To be eligible for inclusion in our proxy statement and the proxy card, shareholder proposals for the 2009 Annual Meeting of Shareholders must be received on or before December 3, 2008 by the Office of the Secretary at our headquarters, 2115 Linwood Avenue, Suite 100, Fort Lee, New Jersey 07024. In addition, our By-Laws require a shareholder desiring to propose any matter for consideration of the shareholders at the 2009 Annual Meeting of Shareholders to notify the Company s Secretary in writing at the address listed in the preceding sentence on or after January 2, 2009 and on or before February 1, 2009. If the number of directors to be elected to the board at the 2009 Annual Meeting of Shareholders is increased and we do not make a public announcement naming all of the nominees for director or specifying the increased size of the board on or before January 21, 2009, a shareholder proposal with respect to nominees for any new position created by such increase will be considered timely if received by our Secretary not later than the tenth day following our public announcement of the increase.

EXPENSES OF SOLICITATION

We will bear the cost of the solicitation of proxies. In addition to mail and e-mail, proxies may be solicited personally, or by telephone or facsimile, by a few of our regular employees without additional compensation. We will reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses for forwarding proxy materials to principals and beneficial owners and obtaining their proxies.

ADMISSION TO THE 2008 ANNUAL MEETING

An admission ticket (or other proof of stock ownership) and proper identification will be required for admission to the Annual Meeting of Shareholders on May 2, 2008. Admission tickets are printed on the outside back cover of this Notice of Annual Meeting and Proxy Statement. To enter the meeting, you will need an admission ticket or other proof that you are a shareholder. If you hold your shares through a broker or nominee, you will need to bring either a copy of the voting instruction card provided by your broker or nominee, or a copy of a brokerage statement showing your ownership as of the March 14, 2008 record date.

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Notice: If you plan on attending the 2008 Annual Meeting,
please cut out and use the admission ticket(s) below.

No admission will be granted without an admission ticket.

Annual Meeting of Shareholders
May 2, 2008, 8:00 a.m. (Eastern Time)

Hyatt Dulles
2300 Dulles Corner Boulevard
Herndon, Virginia 20171
1-703-713-1234

PLEASE VOTE YOUR SHARES VIA THE TELEPHONE OR INTERNET, OR SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

ADMISSION TICKET

ORBCOMM, Inc.

2008 Annual Meeting of Shareholders

Hyatt Dulles
2300 Dulles Corner Boulevard
Herndon, Virginia 20171
1-703-713-1234

May 2, 2008

8:00 a.m. (Eastern Time)

Admit ONE

ADMISSION TICKET

ORBCOMM, Inc.

2008 Annual Meeting of Shareholders

Hyatt Dulles
2300 Dulles Corner Boulevard
Herndon, Virginia 20171
1-703-713-1234

May 2, 2008

8:00 a.m. (Eastern Time)

Admit ONE

ORBCOMM INC.

Proxy Statement dated April 1, 2008
for the
2008 Annual Meeting of Shareholders

Errata Pages 12 and 13

The beneficial ownership amounts for Marc Eisenberg, John J. Stolte, Jr. and all executive officers and directors as a group in the table on page 12 of the proxy statement were incorrectly stated and the correct amounts are as follows:

	Stated Amount	Corrected Amount
Marc Eisenberg	389,582	405,635
John J. Stolte, Jr.	88,649	51,002
All executive officers and directors as a group (12 persons)	10,295,995	10,274,401

The first sentence of footnote (8) on page 13 should read as follows: Includes 74,454 shares of common stock held by Marc Eisenberg.

The first sentence of footnote (10) on page 13 should be deleted in its entirety.

All other information in the proxy statement remains unchanged.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR THE PROPOSALS THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS Please Mark Here for Address Change or Comments oSEE REVERSE SIDE FOR ALL o WITHHELD FOR ALL o FOR ALL EXCEPT o FOR o AGAINST o ABSTAIN o The Board of Directors recommends a vote FOR Items 1 and 2.2.RATIFY APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM1.Election of Directors Nominees: 01 MARC EISENBERG 02 TIMOTHY KELLEHER 03 JOHN MAJOR In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof. To withhold authority to vote for any individual nominee, mark FOR ALL EXCEPT and write that nominee s name in the space provided below. If you plan to attend the Annual Meeting, please mark the WILL ATTEND box WILL ATTEND oSignature Signature Date NOTE: Please sign as name appears hereon. Joint owners should each sign personally. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. Ù FOLD AND DETACH HERE Ù VOTE BY INTERNET OR TELEPHONE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK Internet and telephone voting is available through 11:59 PM Eastern Time on May 1, 2008. Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you returned a signed proxy card. INTERNET http://www.proxyvoting.com/orbc Use the internet to vote your proxy. Have your proxy card in hand when you access the web site and follow the instructions. OR TELEPHONE 1-866-540-5760 Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call and follow the instructions. If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope. Choose MLinkSM for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to Investor ServiceDirect® at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

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PROXY CARD ORBCOMM INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints Marc Eisenberg, Christian G. Le Brun and Bradley C. Franco, jointly and severally, proxies, with full power of substitution, to vote shares of common stock which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held on May 2, 2008 or any postponement or adjournment thereof. Such proxies are directed to vote as specified or, if no specification is made, FOR the election of the three nominees proposed for election as directors with terms expiring at the Annual Meeting in 2011 and FOR Proposal 2, and to vote in accordance with their discretion on such other matters as may properly come before the meeting.TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS RECOMMENDATIONS, JUST SIGN AND DATE; NO BOXES NEED TO BE CHECKED. (Continued and to be marked, dated and signed, on the other side) Address Change/Comments(Mark the corresponding box on the reverse side) Ù FOLD AND DETACH HERE Ù ANNUAL MEETING OF SHAREHOLDERS FRIDAY, MAY 2, 2008 8:00 AM EDT HYATT DULLES 2300 DULLES CORNER BLVD.HERNDON, VA 20171 YOUR VOTE IS IMPORTANT! YOU CAN VOTE BY INTERNET, TELEPHONE OR MAIL, SEE THE INSTRUCTIONS ON THE OTHER SIDE OF THIS PROXY CARD. You may obtain copies of the Proxy Statement and Annual Report on the Internet at www.orbcomm.com