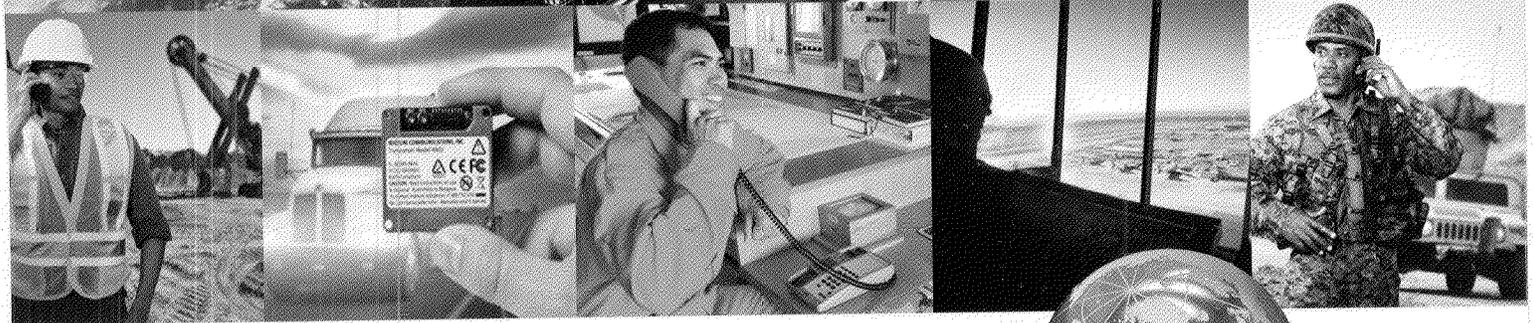




12026843

2011 Annual Report



 **iridium**<sup>®</sup>  
Everywhere

RELIABLE · CRITICAL · LIFELINES<sup>™</sup>

# Company Profile

## The world's only truly global mobile satellite communications company.

Iridium Communications Inc. owns the only mobile voice and data satellite communications network that spans the entire globe.

A technology innovator and market leader, Iridium enables connections between people, organizations and assets to and from anywhere, in real time.

Iridium's 66 low-Earth orbiting (LEO) cross-linked satellites – the world's largest commercial constellation – operate as a fully meshed network that is supported by multiple in-orbit spares. The company has a major development program underway for its next-generation network – Iridium NEXT.

Reaching over oceans, through airways and across the polar regions, Iridium solutions are ideally suited for industries such as maritime, aviation, emergency services, mining, forestry, oil and gas, heavy equipment, transportation and utilities. Iridium also provides service to subscribers from the U.S. Department of Defense, as well as other civil and government agencies around the world.

Together with its ever-expanding ecosystem of partner companies, Iridium delivers an innovative and rich portfolio of reliable solutions for markets that require truly global communications.

## **Who is Iridium?**

- We compete in attractive and growing markets with favorable competitive dynamics and high barriers to entry.
- We operate the world's furthest reaching telecommunications network with 100% global coverage. Our current satellite constellation is healthy, and our unique network architecture provides a sustainable competitive advantage. We have a fully funded business plan for our next-generation satellite constellation, Iridium NEXT.
- We benefit from a large, low-cost and growing ecosystem of partners, a robust product portfolio and a large, highly profitable recurring service revenue base.
- We expect that our operating margins will continue to expand and we'll grow operating cash flow due to the operating leverage created by an increasing recurring service revenue base and largely fixed-cost business model.

## **2011 Operating Highlights**

- Generated 2011 Net Income of \$40 million, a 75% year-over-year increase. Produced Operational EBITDA (OEBITDA)\* of \$190 million, building on a five-year compound annual growth rate of 24%.
- Surpassed 500,000 worldwide subscribers, extending a five-year compound annual growth rate of 23%.
- M2M data subscribers have grown at a 58% compound annual growth rate since 2007, and now represent 34% of our total customer base.
- Launched Iridium Force<sup>SM</sup> with a suite of new products and service offerings – accelerates the development of enhanced personal mobile communications capabilities for people and organizations everywhere.
- Invested approximately \$360 million in the ongoing development of Iridium NEXT.
- Executed successful exchange offers for 98% of the \$11.50 warrants.

# Financial Highlights

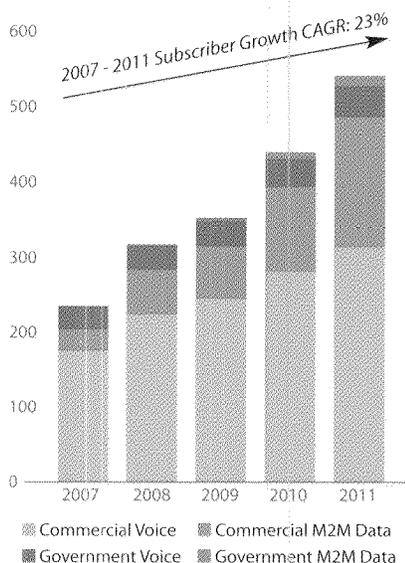
(in millions, except for subscriber data)

	2007	2008	2009	2010	2011
<b>Iridium Communications Inc.</b>					
Revenue	\$260.9	\$320.9	\$318.9	\$348.2	<b>\$384.3</b>
Service	\$149.2	\$184.9	\$213.2	\$236.4	<b>\$262.3</b>
Subscriber Equipment	\$101.9	\$119.9	\$ 83.5	\$ 90.2	<b>\$ 94.7</b>
Engineering and Support Service	\$ 9.8	\$ 16.1	\$ 22.2	\$ 21.6	<b>\$ 27.3</b>
Net Income	\$ 43.8	\$ 53.9	\$ 48.3	\$ 22.7	<b>\$ 39.7</b>
Operational EBITDA (OEBITDA)*	\$ 79.4	\$111.1	\$133.9	\$158.9	<b>\$190.4</b>
Subscribers	230,000	308,000	342,000	427,000	<b>523,000</b>
Capital Expenditures	\$ 19.8	\$ 13.9	\$ 7.4	\$237.5	<b>\$359.4</b>
Net Debt	NMF	NMF	NMF	\$ 37.4	<b>\$253.8</b>
<b>Commercial</b>					
Service Revenue	\$100.4	\$132.4	\$159.5	\$177.4	<b>\$198.0</b>
Voice	\$ 95.1	\$121.1	\$143.0	\$155.6	<b>\$167.5</b>
M2M Data	\$ 5.3	\$ 11.3	\$ 16.5	\$ 21.8	<b>\$ 30.5</b>
Subscribers	198,000	277,000	308,000	384,000	<b>475,000</b>
Voice	170,000	218,000	238,000	272,000	<b>307,000</b>
M2M Data	28,000	59,000	70,000	112,000	<b>168,000</b>
<b>Government</b>					
Service Revenue	\$ 48.8	\$ 52.5	\$ 53.7	\$ 59.0	<b>\$ 64.3</b>
Voice	\$ 48.6	\$ 52.2	\$ 53.0	\$ 57.5	<b>\$ 62.0</b>
M2M Data	\$ 0.2	\$ 0.3	\$ 0.7	\$ 1.5	<b>\$ 2.3</b>
Subscribers	32,000	31,000	34,000	43,000	<b>48,000</b>
Voice	31,000	29,000	30,000	36,000	<b>37,000</b>
M2M Data	1,000	2,000	4,000	7,000	<b>11,000</b>

\* See inside back cover and Investor Relations webpage at [www.iridium.com](http://www.iridium.com) for a discussion of this and other non-GAAP financial measures.

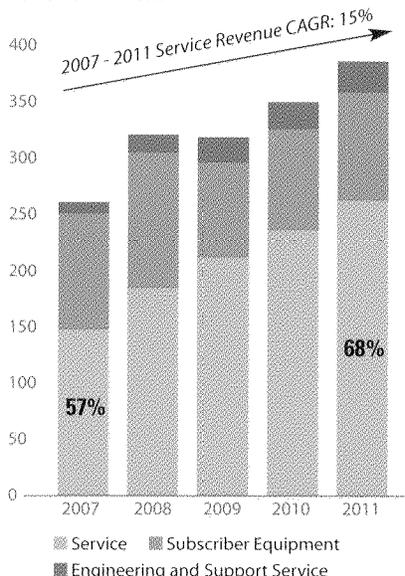
## Robust Subscriber Growth

subscribers in thousands



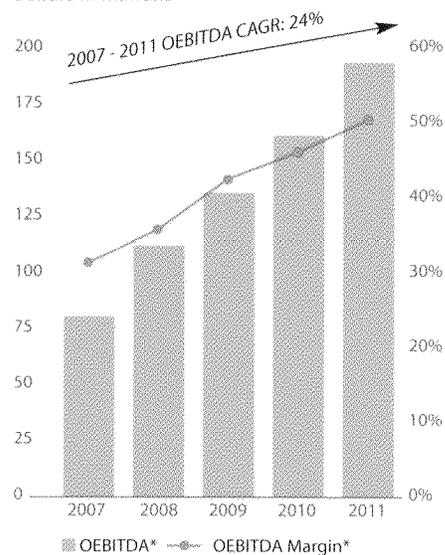
## Revenue Quality

dollars in millions



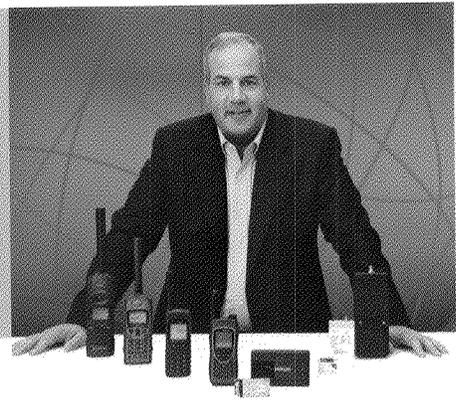
## Significant Operating Leverage

dollars in millions



# Dear Fellow Shareholders:

Matthew J. Desch  
Chief Executive Officer



## **We continue to perform well and are strengthening our position as a global communications provider**

2011 was another great year for Iridium in many different areas. We achieved the strategic growth targets we set for ourselves, launched several new, well-received products and ended the year with nearly \$200 million in annualized operating cash flow. In the voice business, we made it abundantly clear that we could not only defend, but grow our leadership position. We're going to market with a multi-device strategy, advanced service features and truly global coverage, which sets us apart from what has long been the status quo in our industry. We grew our M2M data subscribers more than 50% from 2010 and began to stake our claim in the consumer business with Iridium-powered personal communications devices. These are just a few of the important objectives we accomplished as global economic uncertainty lingered and our industry continued to take interesting turns. Our success in 2011 once more represented the unique power of Iridium.

By now, the foundation of our business strategy and sustainable competitive advantages should be familiar. We operate in attractive and growing markets with high barriers to entry. We have a flexible, healthy and superior network. Our expanding partner ecosystem brings our products to customers in a cost-effective way that magnifies our impact and reach. Nearly 70% of our total revenue comes from a high-margin recurring service revenue base. All of this taken together with a largely fixed-cost business model creates strong operating leverage and operating cash flow growth.

These strategic principles will always be central to our success, but they don't fully capture what pushes us to deliver cutting-edge communications devices and services. We are obsessive innovators. We benefit from the creativity and diversity of a great partner channel that understands our customers and tailors solutions for them. We are revolutionizing the ways people and organizations connect.

We were again able to meet the financial and operating targets we set for ourselves in 2011. We grew service revenue 11% from 2010 to over \$260 million, and added 96,000 customers to end the year with 523,000 subscribers. It's important to note that 40% of our revenue now comes from fast-growing data services, and machine-to-machine (M2M) data subscribers represent over 34% of our customer base. As for the core measure of our financial success, we generated \$190 million of Operational EBITDA (OEBITDA), a 20% gain from the previous year. Our operating cash flow growth is particularly impressive when you consider that we generated \$134 million when we went public in late 2009 and began laying out the plans for our approximately \$3 billion Iridium NEXT project.

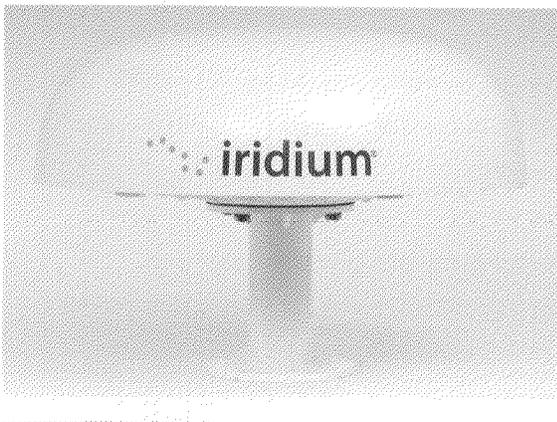
*"Our success  
in 2011 once more  
represented the  
unique power  
of Iridium"*

**We are catalysts for innovation and deliver cutting-edge communications services**

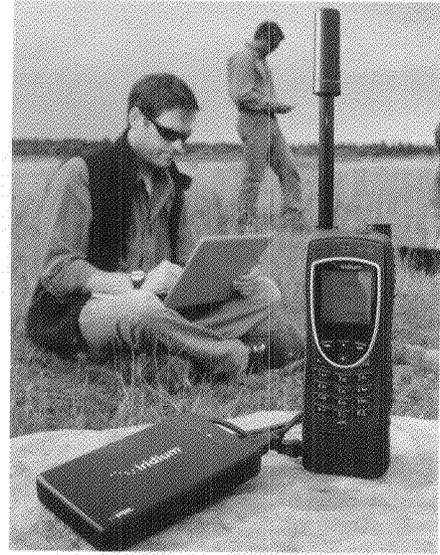
What excites us in building this business is being a catalyst for technology innovation. What inspires us, along with our partners, is delivering cutting-edge solutions that meet the critical communications needs of our customers. We must innovate to stay relevant to our customers and grow our business. While operating the world's furthest reaching satellite network is really cool, our business is about much more. We're a global communications company that expects to do things that no one else can.

In our Commercial business, our product roadmap is exciting. We've launched a multi-device strategy in the voice business that includes our new Iridium Extreme™ phone and Iridium AccessPoint Wi-Fi hot-spot accessory. With nearly three-dozen developers and distribution partners developing location-based data portals, our technology is reaching even further into the communications ecosystem. Many partners are also developing devices around our Iridium Core 9523 platform, which is the technology at the heart of our new handset. By doing this, we've opened up our technology to partners to spur greater innovation. While it's still early, we look forward to the positive impact these new products may have on service revenue in the years to come.

We've also strengthened our competitive position in the maritime market with the recent launch of our second-generation maritime broadband platform, Iridium Pilot™, and through partnerships with leading companies at the high-end of this segment. Frankly, while our first-generation Iridium OpenPort® product sold well and added nicely to our service revenue, it could have done more. We went back to the drawing board, listened to customer feedback and made a number of important changes. We enhanced its durability, added enhanced capabilities for traffic management and fleet optimization and are offering it at the same affordable



*Iridium Pilot™, powered by our Iridium OpenPort® service, provides voice and broadband data connectivity to maritime customers at a competitive cost.*



*We are making connections that matter in ways never thought possible. We are relentless innovators.*

cost. In addition, we announced partnerships with KVH and Vizada, which integrate their VSAT packages with our service to provide a complete communications solution for this market. This is really part of a broader strategy to be the leader with a value-oriented broadband offering in this space. Just as importantly, we're not competing with our partner channel and making disruptive moves for our customers, allowing us to emerge as the natural alternative to the legacy products in this space.

I continue to be pleased by our rapid growth in the commercial M2M segment, which grew subscribers 50% and service revenue 40% during the last year. This is no longer a small business for us, as it now

represents over 35% of our commercial customers. We still believe this market will grow at a rapid rate for the foreseeable future, and expect it to be a significant contributor to incremental revenue and cash flow growth. But, there is more we can do here too. We're integrating Iridium technology into small and low-cost commercial chipsets for M2M applications and personal communicator devices. We'll also launch our third-generation Iridium 9603 device in 2012. It'll be 70% smaller, lighter and equally cost-competitive for our customers. While it will not replace our hugely successful 9602 device, it's just one more product for our value-added partners to develop applications for and innovate around.

*"We are catalysts  
for technology  
innovation"*

This success and heritage of innovation holds true in our Government business too, where the diversity of our service revenue profile is expected to contribute to

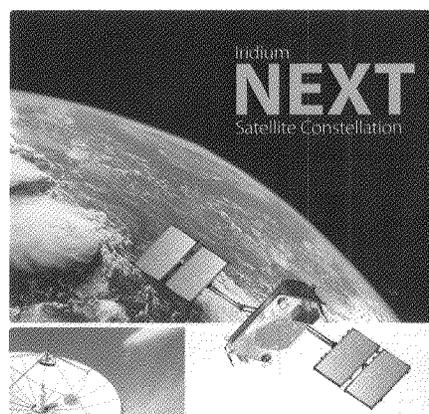
our long-term growth. While we'll continue to monitor headwinds from defense budget cuts and changing troop levels, the strategic nature of our relationship with the Department of Defense hasn't changed. They continue to invest with us on their entire product portfolio and proprietary gateway. We're developing the next phase of our beyond-line-of-sight tactical radio for our Netted Iridium<sup>SM</sup> service. These enhancements will bring global push-to-talk capabilities and higher capacity for the military personnel that have come to rely on us. We're also working to qualify our Iridium Extreme handset for sale to military customers by mid-2012. Finally, we're developing our own software-based interface, or "waveform" for military tactical radios, which has the potential to be integrated into the hundreds of thousands of devices deployed across the military's communications network. In short, we've had a lasting and long-term relationship with this important customer and that's here to stay.

#### **What's ahead for Iridium in 2012 and beyond?**

We'll continue to innovate and push the bounds of what's possible in communications. 2011 was a busy year not just for our business, but for the development of our next-generation network, Iridium NEXT. We completed the preliminary design review for the new satellite system, the first major milestone in a five-year development schedule. I have an experienced, industry-leading team managing this project closely. In 2012, they'll move onto detailed hardware and software designs that culminate in a critical design review. Pretty soon, we'll be building prototypes of the key elements and really putting the design through its paces. While all this great work is being done by our team, our current satellite constellation remains healthy and continues to perform well.



*Netted Iridium<sup>SM</sup> provides improved operational readiness and situational awareness for soldiers in tough environments around the globe.*



All systems **GO** 

*Iridium NEXT positions us for the future with enhanced capabilities and new services that support ongoing growth.*

As I write to you, we're still making great progress on our hosted payload opportunity and are very close to announcing the details of our primary mission. Most of our effort and time is being spent on forming a global aviation monitoring business with strategic partners. This transformational opportunity has the potential to change the way we travel for a long time to come, as Iridium would deploy a payload that monitors aircraft all over the world and then supplies that information in near real-time to Air Navigation Service Providers such as the Federal Aviation Administration (FAA) and Nav Canada. Today,

*"We'll continue to push the bounds of what's possible in communications"*

aircraft aren't tracked over the oceans and remote areas and are kept far apart due to the lack of visibility and control. This hosted payload would change

all that. The business case is really attractive for this opportunity

when you consider billions of dollars in fuel savings for the airlines, improved operational efficiency and much better passenger safety. We're working hard to put together a world-class consortium of commercial partners and strategic sponsors, and look forward to announcing the details of our plan in the second quarter of 2012.

I feel pretty fortunate to be the CEO of Iridium. Not only did we have a great year in 2011 by almost any measure of financial or operating success, but we're making commerce possible for our customers all over the world. In some cases, we're also saving lives and supporting national security objectives. We're confident that we'll continue to deliver on the targets we've shared with you, and that the markets will ultimately recognize

our value. I've been fortunate to lead our company since 2006, and our track record of growing OEBITDA 24% per year on average over that period is a testament to my great team. They understand what a unique asset we have and how to capitalize on it, which makes my job easy. Our Board of Directors has great vision and plays an exceptional role in providing counsel and oversight to keep us on track. I appreciate the continued confidence of our shareholders and partners during another year of strong growth and new challenges. Iridium is doing great things, and we expect continued success in 2012 and beyond.



Matthew J. Desch  
Chief Executive Officer  
April 2012



*Global coverage, network performance and customized applications are critical to the operations manager at a remote job site using our M2M solutions to track heavy industrial machinery.*



*We've only begun to scratch the surface with personal tracking devices aimed at the consumer market.*

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

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33963

**Iridium Communications Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

1750 Tysons Boulevard, Suite 1400, McLean, Virginia 22102

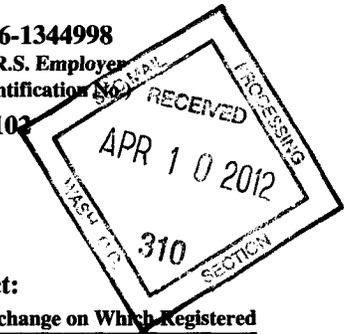
(Address of principal executive offices, including zip code)

703-287-7400

(Registrant's telephone number, including area code)

26-1344998

(I.R.S. Employer  
Identification No.)



**Securities Registered Pursuant to Section 12(b) of the Act:**

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value	NASDAQ Global Select Market
Units, each consisting of one share of Common Stock and one \$7.00 Warrant	NASDAQ Global Select Market
Warrants, exercisable for Common Stock at an exercise price of \$7.00 per share	NASDAQ Global Select Market
Warrants, exercisable for Common Stock at an exercise price of \$11.50 per share	NASDAQ Global Select Market

**Securities Registered Pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold as of June 30, 2011 was approximately \$420.8 million.

The number of shares of the registrant's common stock, par value \$0.001 per share, outstanding as of March 1, 2012 was 73,205,008.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2012 annual meeting of stockholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year end of December 31, 2011, are incorporated by reference into Part III of this Form 10-K.

**IRIDIUM COMMUNICATIONS INC.**

**ANNUAL REPORT ON FORM 10-K**

**Year Ended December 31, 2011**

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## **Forward-Looking Statements**

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Such forward-looking statements include those that express plans, anticipation, intent, contingencies, goals, targets or future development or otherwise are not statements of historical fact. Without limiting the foregoing, the words “believes,” “anticipates,” “plans,” “expects,” “intends” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on our current expectations and projections about future events, and they are subject to risks and uncertainties, known and unknown, that could cause actual results and developments to differ materially from those expressed or implied in such statements. The important factors discussed under the caption “Risk Factors” in this Form 10-K could cause actual results to differ materially from those indicated by forward-looking statements made herein. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **PART I**

### **Item 1. Business**

#### *Corporate Background*

We were formed as GHL Acquisition Corp., a special purpose acquisition company, in November 2007, for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination. On February 21, 2008, we consummated our initial public offering. On September 29, 2009, we acquired, directly and indirectly, all the outstanding equity of Iridium Holdings LLC, or Iridium Holdings, and changed our name from GHL Acquisition Corp. to Iridium Communications Inc. We refer to this transaction as the Acquisition.

Iridium Holdings was formed under the laws of Delaware in 2000, and on December 11, 2000, Iridium Holdings, through its wholly owned subsidiary Iridium Satellite LLC, or Iridium Satellite, acquired certain satellite assets from Iridium LLC, a non-affiliated debtor in possession, pursuant to an asset purchase agreement. We refer to Iridium Holdings, together with its direct and indirect subsidiaries, as Iridium.

Throughout this section, when we refer to statistical or financial data for the year ended December 31, 2009, such as revenue, percentages of revenue and number of subscribers, we are referring to Iridium Holdings prior to the Acquisition and Iridium Holdings combined with our company after the Acquisition. Statistical and financial data for years prior to 2009 refer to Iridium Holdings and for years after 2009 refer to our company.

#### *Business Overview*

We are the second largest provider by revenue of mobile voice and data communications services via satellite, and the only commercial provider of communications services offering true global coverage. Our satellite network provides communications services to regions of the world where existing wireless or wireline networks do not exist or are limited, including remote land areas, open ocean, the polar regions and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters.

We provide voice and data communications services to businesses, the U.S. and foreign governments, non-governmental organizations and consumers via our constellation of 66 in-orbit satellites, in-orbit spares and related ground infrastructure. We utilize an interlinked mesh architecture to route traffic across our satellite constellation using radio frequency crosslinks between satellites. This unique architecture minimizes the need for ground facilities to support the constellation, which facilitates the global reach of our services and allows us to offer services in countries and regions where we have no physical presence.

Our commercial end-user base, which we view as our primary growth engine, is diverse and includes markets such as emergency services, maritime, government, utilities, oil and gas, mining, recreation, forestry, construction and transportation. Many of our end-users view our products and services as critical to their daily operations and integral to their communications and business infrastructure. For example, multinational corporations in various sectors use our services for business telephony, e-mail and data transfer services, and to provide mobile communications services for employees in areas inadequately served by terrestrial networks. Ship crews and passengers use our services for ship-to-shore calling as well as to send and receive e-mail and data files, and to receive electronic media, weather reports, emergency bulletins and electronic charts. Shipping operators use our services to manage operations on board ships and to transmit data, such as course, speed and fuel stock. Aviation-based end-users use our services for air-to-ground telephony and data communications for position reporting, emergency tracking, weather information, electronic flight bag updates and fleet information.

The U.S. government, directly and indirectly, has been and continues to be our largest single customer, generating \$90.3 million in service and engineering and support service revenue, or 23% of our total revenue, for the year ended December 31, 2011. This does not include revenue from the sale of equipment that may be ultimately purchased by U.S. or non-U.S. government agencies through third-party distributors, or airtime services purchased by U.S. or non-U.S. government agencies that are provided through our commercial gateway, as we lack visibility into these activities and the related revenue. The U.S. Department of Defense, or DoD, owns and operates a dedicated gateway in Hawaii that is only compatible with our satellite network. The U.S. armed services, State Department, Department of Homeland Security, Federal Emergency Management Agency, or FEMA, Customs and Border Protection, and other U.S. government agencies, as well as other nations' governmental agencies, use our voice and data services for a wide variety of applications. Our voice and data products are used for numerous primary and backup communications solutions, including logistical, administrative, morale and welfare, tactical and emergency communications. In addition, our products are installed in ground vehicles, ships, helicopters and fixed-wing aircraft and are used for command and control and situational awareness purposes. Our satellite network provides increased network security to the DoD because traffic is routed across our satellite constellation before being brought down to earth through the dedicated, secure DoD gateway, thus reducing the vulnerability to intercept. Since our network was created in the mid-1990s, the DoD has made significant investments to build and upgrade its dedicated gateway and to purchase our handsets and voice and data devices, all of which are only compatible with our satellite network. In addition, the DoD continues to invest directly and indirectly in additional services on our network such as high integrity GPS, or iGPS, and Distributed Tactical Communications Services, which we refer to as Netted Iridium<sup>SM</sup>. The DoD would have to incur significant expense to switch to a competing service provider for mobile satellite voice and data services, and no other service provider can provide true global coverage or an interlinked mesh architecture that allows DoD traffic to flow through one dedicated gateway.

We sell our products and services to commercial end-users exclusively through a wholesale distribution network, encompassing approximately 75 service providers, 174 value-added resellers, or VARs, and 56 value-added manufacturers, or VAMs, which create and sell Iridium-based technology either directly to the end-user or indirectly through other service providers, VARs or dealers. These distributors often integrate our products and services with other complementary hardware and software and have developed a broad suite of applications using our products and services to target specific vertical markets. We expect that demand for our services will increase as more applications are developed for our products and services.

At December 31, 2011, we had approximately 523,000 billable subscribers worldwide, representing a 22% increase compared to December 31, 2010. Total revenue increased from \$348.2 million in 2010 to \$384.3 million in 2011.

### ***Industry***

We compete in the mobile satellite services sector of the global communications industry. Mobile satellite services operators provide voice and data services to people and machines on the move or in fixed locations using a network of satellites and ground facilities. Mobile satellite services are usually complementary to, and

interconnected with, other forms of terrestrial communications services and infrastructure and are intended to respond to users' desires for connectivity in all locations. Customers typically use satellite voice and data communications in situations where existing terrestrial wireline and wireless communications networks do not exist, do not provide contiguous coverage, or are impaired. Further, many regions of the world benefit from satellite networks, such as rural and developing areas that lack adequate wireless or wireline networks, ocean and polar regions where few alternatives exist, and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters.

Government organizations, including military and intelligence agencies and disaster response agencies, non-governmental organizations and industrial operations and support teams depend on mobile and fixed voice and data satellite communications services on a regular basis. Businesses with global operations require reliable communications services when operating in remote locations around the world. Mobile satellite services users span many sectors, including emergency services, maritime, government, utilities, oil and gas, mining, recreation, forestry, construction and transportation, among others. Many of our customers view satellite communications services as critical to their daily operations.

We believe that increasing penetration and continued growth of the terrestrial wireless industry will provide a significant market opportunity for the mobile satellite services industry. According to a report produced by Wireless Intelligence for the GSM Association, there were 5 billion global cellular subscribers throughout the world as of July 2010. We believe that growth in the terrestrial wireless industry has increased awareness of the need for reliable mobile voice and data communications services. In addition, despite significant penetration and competition, terrestrial wireless systems only serve a small fraction of the earth's surface and are focused mainly in those areas where people live, excluding oceans and other remote regions where ships, airplanes and other remote assets transit or are located. By offering mobile communications services with global voice and data coverage, mobile satellite service providers address the demand from businesses, governments and individuals for connectivity and reliability in locations not consistently served by wireline and wireless terrestrial networks.

The mobile satellite services industry also benefits from the continued development of innovative, lower cost technology and applications integrating mobile satellite products and services. We believe that growth in demand for mobile satellite services is driven in large part by the declining cost of these services, the diminishing size and lower costs of voice, data and machine-to-machine, or M2M, devices, as well as the rollout of new applications tailored to the specific needs of customers across a variety of markets.

Communications industry sectors include:

- mobile satellite services, which provide customers with voice and data connectivity to mobile and fixed devices using ground facilities and networks of geostationary, or GEO, satellites, which are located approximately 22,300 miles above the equator, medium earth orbit satellites, which orbit between approximately 6,400 and 10,000 miles above the earth's surface, or low earth orbit, or LEO, satellites, such as those in our constellation, which orbit between approximately 300 and 1,000 miles above the earth's surface;
- fixed satellite services, which use GEO satellites to provide customers with broadband communications links between fixed points on the earth's surface; and
- terrestrial services, which use a terrestrial network to provide wireless or wireline connectivity and are complementary to satellite services.

Within the major satellite sectors, fixed satellite services and mobile satellite services operators differ significantly from each other with respect to size of antenna, types of services offered and quality of services. Fixed satellite services providers, such as Intelsat S.A., Eutelsat Communications S.A. and SES S.A. are characterized by large, often stationary or fixed ground terminals that send and receive high-bandwidth signals to and from the satellite network for video and high speed data customers and international telephone markets. By

contrast, mobile satellite services providers, such as us, Inmarsat plc, Globalstar, Inc., and ORBCOMM Inc. focus more on voice and data services, where mobility and small sized terminals are essential.

A LEO system, such as the system we operate, generally has lower transmission delays than a GEO system, such as that operated by Inmarsat, due to the shorter distance signals have to travel, which also enables the use of smaller antennas on devices. We believe the unique interlinked mesh architecture of our constellation, combined with the global footprint of our satellites, distinguishes us from other regional LEO satellite operators such as Globalstar and ORBCOMM, allowing us to route voice and data transmissions to and from anywhere on the earth's surface via a single gateway. As a result, we are the only mobile satellite services operator offering real-time, low latency services with true global coverage, including full coverage of the polar regions.

### *Our Competitive Strengths*

- *True global coverage.* Our network provides true global coverage, which none of our competitors, whether LEO or GEO, can offer. Our network of 66 operational satellites relies on an interlinked mesh architecture to transmit signals from satellite to satellite, which reduces the need for multiple ground stations and facilitates the global reach of our services. GEO satellites orbit around the earth's equator, limiting their visibility to far northern or southern latitudes and polar regions. LEO satellites from operators like Globalstar and ORBCOMM use an architecture commonly referred to as bent pipe, which requires voice and data transmissions to be immediately routed to nearby ground stations and can only provide real-time service when they are within view of a ground station, limiting coverage to continental areas where they have been able to license and locate ground infrastructure.
- *A better customer experience.* The LEO design of our satellite constellation produces minimal transmission delays compared to GEO systems due to the shorter distance our signals have to travel. Additionally, LEO systems typically have smaller antenna requirements and are less prone to signal blockage caused by terrain than GEO satellite networks. As a result, we believe that we are well-positioned to capitalize on the growth in our industry from end-users who require reliable, easy-to-use communications services in all locations.
- *Attractive and growing markets.* We believe that the mobile satellite services industry will continue to experience growth driven by the increasing awareness of the need for reliable mobile voice and data communications services, the lack of coverage by terrestrial wireless systems of most of the earth's surface, and the continued development of innovative, lower cost technology and applications integrating mobile satellite products and services. Only satellite providers can offer global coverage, and the satellite industry is characterized by significant barriers to entry.
- *Innovations for a broad range of markets.* The specialized needs of our global end-users span many markets, including emergency services, maritime, government, utilities, oil and gas, mining, recreation, forestry, construction and transportation. We sell our products and services to commercial end-users exclusively through a wholesale distribution network of service providers, VARs and VAMs, which often specialize in a particular vertical market. Our distributors use our products and services to develop innovative and integrated communications solutions for their target markets, often combining our products with other technologies, such as GPS and terrestrial wireless technology.
- *Lower development and marketing costs.* In addition to promoting innovation, our distribution model allows us to capitalize on the research and development expenditures of our distributors, while lowering overall customer acquisition costs and mitigating certain risks such as consumer credit risk. By partnering with these distributors to develop new products, services and applications, we believe we create additional demand for our products and services and expand our target markets at a lower cost than would a more direct marketing model. We believe our distribution network can continue to grow with us and amplify our impact on the market.

- *Strategic relationship with the U.S. government.* The U.S. government is our largest single customer, and we have had a relationship with the DoD since 2000. We believe the DoD views our Netted Iridium, M2M devices, encrypted handset and other products as mission-critical services and equipment. The DoD has made significant investments in a dedicated gateway on a U.S. government site to provide operational security and allow DoD handset users to communicate securely with other U.S. government communications equipment. This gateway is only compatible with our satellite network.

#### *Our Business and Growth Strategies*

- *Leverage our largely fixed-cost infrastructure by growing our service revenue.* Our business model is characterized by high capital costs, primarily incurred every 10 to 15 years, in connection with designing, building and launching new generations of our satellite constellation, but the incremental cost of providing service to additional end-users is relatively low. We believe that service revenue will be our largest source of future growth and profits, and we intend to focus on growing both our commercial and government service revenue in order to leverage our largely fixed-cost infrastructure.
- *Accelerate the development of personal communications capabilities.* In September 2011, we announced Iridium Force<sup>SM</sup>, our new strategy for the development of personal mobile satellite communications. The Iridium Force strategy is to allow users to connect to our network in more ways, including from Wi-Fi-enabled devices such as smartphones, tablets and laptops; to make our technology more accessible and cost-effective for our distribution partners to integrate by opening and licensing our core technologies; to integrate location-based services for location-specific applications and personal security capabilities; and to provide rugged, dependable devices and services.
- *Continue to expand our distribution network.* We believe our wholesale distribution network lowers our costs and risks, and we plan to continue to expand our network of service providers, VAMs and VARs. We expect that our current and future value added partners will continue to develop customized products, services and applications targeted to the land-based handset, maritime, aviation, M2M and government markets. We believe these markets represent an attractive opportunity for continued subscriber growth.
- *Expand our geographic sales reach.* Our products and services are offered in over 100 countries. While our network can be used throughout the world, we are not currently licensed to sell our products and services directly in certain countries, including Russia and China. We have taken steps in these and other countries to obtain licenses, or engage distribution partners that have or can obtain licenses, and, to the extent we are successful in these efforts, we believe the expanded reach of our product and service distribution platform will contribute to our growth.
- *Develop new services for the DoD.* We are developing additional capabilities for our network to enhance its utility to the DoD, and plan to continue to expand our offerings to focus more on tactical applications. In conjunction with the U.S. Navy, we have developed and introduced Netted Iridium, which provides beyond-line-of-sight, push-to-talk voice services to user-defined groups of DoD users. As part of a multi-year DoD-funded effort, in conjunction with The Boeing Company and other industry partners, we are also developing iGPS service, which will provide enhanced accuracy and anti-jamming capabilities for users of the DoD's GPS constellation. These, and other services in development, leverage on-going U.S. government research and development investments and provide us with opportunities to offer new products and services to the DoD. We anticipate continued growth in M2M applications for the DoD and other government customers as new and existing VARs and VAMs design applications around the Iridium 9602 short-burst data modem. Growth areas for government short-burst data applications include tracking of personnel, vehicles and equipment, connectivity for unattended sensors and backup control links for unmanned aerial vehicles.
- *Develop Iridium NEXT constellation and hosted payload opportunities.* We continue to develop our next-generation satellite constellation, Iridium NEXT, which we expect to begin launching in early

2015. Iridium NEXT will be backward compatible with our current system and will replace the existing constellation with an even more powerful satellite network. Iridium NEXT will maintain our current system's key attributes, including the capability to upload new software, while providing new and enhanced capabilities, such as higher data speeds and increased capacity. In addition, Iridium NEXT is being designed to host secondary payloads, which have the potential to generate cash and deferred revenue during the construction phase of Iridium NEXT and the potential to generate recurring service revenue once Iridium NEXT is launched. We believe Iridium NEXT's increased capabilities will expand our target markets by enabling us to develop and offer a broader range of products and services, including a wider array of cost-effective and competitive broadband data services.

### *Distribution Channels*

We sell our products and services to customers through a wholesale distribution network of approximately 75 service providers, 174 VARs and 56 VAMs. These distributors sell our products and services to the end-user, either directly or indirectly through service providers, VARs or dealers. Of these distributors, approximately 25 sell primarily to U.S. and international government customers. Our distributors often integrate our products and services with other complementary hardware and software and have developed individual solutions targeting specific vertical markets. We also sell airtime services directly to U.S. government customers, including the DoD, for resale to other government agencies. The U.S. government and international government agencies purchase additional services as well as our products and related applications through our network of distributors.

We provide our distributors with certain support services, including assistance with coordinating end-user sales, strategic planning and training and second tier customer support, as well as helping them respond to new opportunities for our products and services. We have representatives covering three regions around the world to better manage our distributor relationships: the Americas, which includes North, South and Central America; Asia Pacific, which includes Australia and Asia; and Europe, the Middle East, Africa and Russia. We have also established a global support service program to provide portside service for Iridium OpenPort® maritime customers at major ports worldwide. In addition, we maintain various online management tools that allow us to communicate efficiently with our distributors, and allow them to manage their customers' Iridium devices from anywhere in the world. By relying on our distributors to manage end-user sales, we believe that we reduce certain risks and costs related to our business, such as consumer credit risk and sales and marketing costs, while providing a broad and expanding distribution network for our products and services with access to diverse and geographically dispersed niche markets. We are also able to rely on the specialized expertise of our distributors, who continue to develop innovative and improved solutions and applications integrating our product and service offerings, providing us with an attractive platform to support our growth.

### *Commercial Markets*

We view our commercial end-user base as our primary growth engine. Service providers and VARs serve as our main distribution channel by purchasing our products and services and marketing them directly to their customers or indirectly through independent dealers. They are each responsible for customer billing, end-user customer care, managing credit risk and maintaining all customer account information. If our service providers or VARs provide our services through dealers, these dealers will often provide such services directly to the end-user. Service providers typically purchase our most basic products and services, such as mobile voice services and related satellite handsets, and offer additional services such as voice mail. Unlike service providers, our VARs typically focus more on data applications and provide a broader array of value-added services specifically targeted to the niche markets they serve, integrating our handsets, transceivers, high-speed data devices and short-burst data modems with other hardware and software to create packaged solutions for end-users. Examples of these applications include cockpit voice and data solutions for use by the aviation sector and voice, data and tracking applications for industrial customers, the DoD and other U.S. and international government agencies. Many of our VARs specialize in niche vertical markets such as maritime, aviation, M2M and government markets where high-use customers with specialized needs are concentrated. Our service

providers include dedicated satellite service providers such as Astrium (an EADS company) and Inmarsat, as well as some of the largest telecommunications companies in the world, including Telstra Corporation Limited, KDDI Corporation and Singapore Telecommunications Limited. Our VARs and service providers include ARINC Incorporated, General Dynamics Corporation, Globe Wireless LLC and Zunibal S.A.

We also sell our products to VAMs, who integrate our transceivers and short-burst data devices into their propriety hardware and software. These VAMs produce specialized equipment, including integrated ship communications systems, global asset tracking devices and secure satellite handsets, such as our Iridium 9505A handset coupled with U.S. National Security Agency Type I encryption capability, which they offer to end-users in maritime, aviation, government and M2M markets. As with our service providers and VARs, VAMs sell their products either directly or through other distributors, including some of our service providers and VARs. VAMs typically sell their products to end-users through other service providers or VARs. Our VAMs include AirCell Inc., Beam Communications Pty Ltd., Digi International, Inc., InovarEMS, International Communications Group, Inc., General Dynamics, ITT Exelis, NAL Research Corporation, Quake Global, Inc. and Thrane & Thrane A/S.

In addition to VARs and VAMs, we maintain relationships with approximately 36 value-added developers, or VADs. We typically provide technical information to these companies on our products and services, which they then use to develop software and hardware that complements our products and services in line with the specifications of our VARs and VAMs. These products include handset docking stations, airline tracking and flight management applications and crew e-mail applications for the maritime industry. We believe that working with VADs allows us to create new platforms for our products and services and increases our market opportunity while reducing our overall research and development, marketing and support expenses. Our VADs include Active Web Solutions Inc., Global Marine Networks, LLC, Hirschmann Automation and Controls, Inc., Maxtena, Inc. and Ontec Inc.

We maintain a pricing model for our commercial products and services with a consistent wholesale rate structure. Under our distribution agreements, we charge our distributors wholesale rates for commercial products and services, subject to discount and promotional arrangements and geographic pricing. We also charge fixed monthly access fees per subscriber for certain services. Our distributors are in turn responsible for setting their own pricing to their customers. Our agreements with distributors typically have terms of one year and are automatically renewable for additional one-year terms, subject to termination rights. We believe this business model provides incentives for distributors to focus on selling our commercial product and service portfolio and developing additional applications. An additional benefit of this model is simplicity. This model lessens back office complexities and costs and allows distributors to remain focused on revenue generation.

Our two largest distributors, Astrium and Inmarsat, represented 11% and 10%, respectively, of our revenue for the year ended December 31, 2011. Inmarsat acquired one of our largest distributors, Stratos Global Wireless, Inc., in 2009.

#### *Government Markets*

We provide mission critical mobile satellite products and services to all military branches of the DoD as well as other U.S. government departments and agencies. These users require voice and two-way data capability with global coverage, low latency, mobility and security and often operate in areas where no other terrestrial or wireless means of communications are available. We believe we are well positioned to take advantage of demand from such users. Our 9505A satellite handset is the only commercial, mobile handheld satellite phone that is capable of Type I encryption accredited by the U.S. National Security Agency for Top Secret voice communications. In addition, the DoD has made significant investments in a dedicated gateway that provides operational security and allows users of encrypted DoD handsets to communicate securely with other U.S. government communications equipment. These investments include upgrading the gateway to take advantage of the enhanced capabilities of Iridium NEXT. This gateway is only compatible with our satellite network.

We provide Iridium airtime and airtime support to U.S. government and other authorized customers pursuant to our Enhanced Mobile Satellite Services, or EMSS, contract managed by the DoD's Defense Information Systems Agency, or DISA. The contract, entered into in April 2008, provides for a one-year base term and up to four additional one-year options exercisable at the election of the U.S. government. The current term of the EMSS contract option will expire on March 31, 2012; however, the U.S. government has notified us that it intends to exercise the fourth additional one-year option, which will extend the term through March 31, 2013. We will be pursuing a new contract with DISA to continue providing EMSS services after March 2013. The EMSS contract allows authorized customers to purchase Iridium airtime services, provided through DoD's dedicated gateway, under a set of rate schedules tailored for each of our services, including (i) a fixed monthly per-user fee for voice and circuit-switched data; (ii) a fixed monthly per-user fee for paging services, (iii) a tiered pricing plan, based on usage per device, for short-burst data services, and (iv) a fixed monthly per-user fee for Netted Iridium usage plus a monthly fee for each active user-defined net. The U.S. government is not required to guarantee a minimum number of users under this agreement. While we sell airtime directly to the U.S. government for resale to end users, our hardware products are sold to U.S. government customers through our network of distributors, which typically integrate them with other products and technologies.

We also provide maintenance services for the DoD gateway through a separate contract managed by DISA, the Gateway Maintenance and Support Services, or GMSS, contract which also was entered into in April 2008. As with the EMSS contract, the GMSS contract provides for a one-year base term and up to four additional one-year options exercisable at the election of the U.S. government. The current term of the maintenance contract will expire on March 31, 2012; however, the U.S. government has notified us that it intends to exercise the fourth additional one-year option, which will extend the term through March 31, 2013. We will be pursuing a new contract with DISA to continue providing gateway maintenance and support services after March 2013. The U.S. government may terminate the EMSS and GMSS contracts, in whole or in part, at any time.

U.S. government services accounted for approximately 23% of our total revenue for the year ended December 31, 2011. Our reported U.S. government revenue includes airtime revenue derived from the EMSS contract and services provided through the GMSS contract and other engineering and support contracts with the U.S. Government. This revenue does not include airtime services purchased by U.S. or non-U.S. government agencies that are provided through our commercial gateway, which we report as commercial service revenue, or equipment purchased by government customers from third-party distributors. We are unable to determine the amount of U.S. government revenue derived from these commercial sources.

### *Vertical Markets*

The specialized needs of our global customers span many markets. Our system is able to offer our customers cost-effective communications solutions with true global coverage in areas unserved or underserved by existing telecommunications infrastructure. Our mission critical communications solutions have become an integral part of the communications and business infrastructure of many of our end-users. In many cases, our service is the only connectivity for these critical applications or is used to complement terrestrial communications solutions.

Our current principal vertical markets include land-based handset, maritime, aviation, M2M and government.

### *Land-based Handset*

We are the leading provider of mobile satellite communications services to the land-based handset sector, providing handset services to areas not served or inconsistently served by existing terrestrial communications networks. In a 2011 report, Northern Sky Research estimated that approximately 705,000 satellite handsets were in operation worldwide in 2010. Mining, forestry, construction, oil and gas, utilities, heavy industry and transport companies as well as the military, public safety and disaster relief agencies constitute the largest portion of our land-based handset end-users. We believe that demand for mobile communications devices operating outside the coverage of terrestrial networks, combined with our small, lightweight, durable handsets with true global coverage, will allow us to capitalize on growth opportunities among such users.

Our land-based handset end-users utilize our satellite communications services for:

- *Voice and data:* Multinational corporations in various sectors use our services for business telephony, e-mail and data transfer services, location-based services and to provide pay telephony services for employees in areas inadequately served by terrestrial networks. Oil and gas and mining companies, for example, provide their personnel with our equipment solutions while surveying new drilling and mining opportunities and while conducting routine operations in remote areas that are not served by terrestrial wireless communications networks. In addition, a number of recreational, scientific and other outdoor segments rely on our mobile handheld satellite phones and services for use when beyond terrestrial wireless coverage.
- *Mobile and remote office connectivity:* A variety of enterprises use our services to make and receive voice calls, and make data, e-mail, internet and corporate network connections.
- *Public safety and disaster relief:* Relief agencies, such as FEMA, and other agencies, such as the Department of Homeland Security, use our products and services in their emergency response plans, particularly in the aftermath of Hurricanes Katrina and Rita, the Asian tsunami, the Haitian and Chilean earthquakes, the Japanese earthquake and tsunami, and other natural disasters. These agencies generate significant demand for both our voice and data products, especially in advance of the hurricane season in North America.
- *Public telephone infrastructure:* Telecommunications service providers use our services to satisfy regulatory mandates to provide communications services to rural populations currently not served by terrestrial infrastructure. Telstra Corporation, for example, uses our services to comply with its obligations to provide communications services to customers in certain remote parts of Australia.

### *Maritime*

We believe the maritime market is one of our most significant market opportunities. End-users of our services in the maritime sector include companies engaged in merchant shipping, passenger transport, fishing, energy and recreation. Merchant shipping accounts for a significant portion of our maritime revenue, as those ships spend the majority of their time at sea away from coastal areas and out of reach of terrestrial communications services. Our products and services targeting the maritime market typically have high average revenue per subscriber with multiple users utilizing a single device. Once a system is installed on a vessel, it often generates a multi-year recurring revenue stream from the customer. As a consequence, from time to time we may offer equipment promotions or rebates to accelerate new activations and a long-term revenue stream.

We believe increased regulatory mandates and increased demand for higher-speed, low-cost data services will allow us to capitalize on significant growth opportunities in this market. We believe Iridium Pilot™, which uses our Iridium OpenPort service to offer data speeds of up to 128 kbps and up to three independent voice lines, presents a cost-competitive, broadband communication alternative to end-users in the maritime market.

Maritime end-users utilize our satellite communications services for the following:

- *Data and information applications:* Ship operators and crew use our services to send and receive e-mail and data files, and to receive other information services such as electronic media, weather reports, emergency bulletins and electronic charts. We believe Iridium Pilot provides an attractive alternative for shipping operators and fishing fleets looking for cost savings, as well as for yachts, work boats and other vessels for which traditional marine satellite systems have typically been costly and underperforming.
- *Voice services:* Maritime global voice services are used for both vessel operations and communications for crew welfare. Merchant shipping operators use prepaid phone cards for crew use at preferential around-the-clock flat rates.

- *Vessel management, procurement and asset tracking:* Shipping operators, such as Exmar Shipmanagement N.V., Lauritzen Fleet Management A/S and Zodiac Shipping Ltd., use our services to manage operations on board ships and to transmit data, such as course, speed and fuel stock. Our services can be integrated with a global positioning system to provide a position reporting capability. Many fishing vessels are required by law to carry terminals using approved mobile satellite services for tracking purposes as well as to monitor catches and to ensure compliance with geographic fishing restrictions. European Union regulations, for example, require EU-registered fishing vessels of over 15 meters to carry terminals for the purpose of positional reporting of those vessels. Furthermore, new security regulations in certain jurisdictions are expected to require tracking of merchant vessels in territorial waters, which would provide an additional growth opportunity.
- *Safety applications:* Ships in distress, including as a result of potential piracy, hijack or terrorist activity, rely on mobile satellite voice and data services. The Ship Security and Alert Systems regulations were adopted by the International Maritime Organization, or IMO, to enhance maritime security in response to the threat from terrorism and piracy. Most deep-sea passenger and cargo ships must be fitted with a device that can send an alert message containing the ship's ID and position whenever the ship is under threat or has been compromised. We and our distribution partners are developing several solutions to meet this requirement for merchant vessels. The Global Maritime Distress and Safety System, or GMDSS, is an application built to alert a maritime rescue coordination center of each vessel's situation and position, information that is then used to coordinate rescue efforts among ships in the area. The IMO requires all cargo vessels over 300 gross tons and certain passenger vessels, irrespective of size, that travel in international waters to carry distress and safety terminals that use GMDSS applications. Although our products and services are currently not certified to be used in GMDSS applications, we are exploring implementing services that could meet the GMDSS requirements.

### *Aviation*

We are one of the leading providers of mobile satellite communications services to the aviation sector. Our services are increasingly used in commercial and global military aviation applications. In the aviation sector, our satellite communications services are used principally by corporate jets, corporate and government helicopter fleets, specialized general aviation fleets, such as medevac companies and fire suppression and other specialized transport fleets, and high-end personal aircraft. Our services are also being employed by airline operators for cockpit voice services and safety services. As a result of the 2011 FAA announcement that it will approve Iridium for flight safety data services, commercial operators may install Iridium on the flight deck to provide air navigation services datalinks for position reporting and other safety information. Our voice and data devices from our VAMs and VADs have become factory options for a range of airframe manufacturers in business aviation and air transport, such as Gulfstream Aerospace Corporation, Bombardier Inc. and Cessna Aircraft Company, and have become standard equipment on some aircraft models. Our devices are also installed in the aftermarket on a variety of aircraft.

Aviation end-users utilize our satellite communications services for:

- *Aviation operational communications:* Aircraft crew and ground operations use our services for air-to-ground telephony and data communications. This includes the automatic reporting of an aircraft's position and mission-critical condition data to the ground and controller-pilot data link communication for clearance and information services. We provide critical communications applications for airlines and air transport customers such as Delta Airlines, Continental Airlines, Cathay Pacific Airways and El Al Airlines. These operators rely on our services because other forms of communication may be unaffordable or unreliable in areas such as the polar regions. ARINC Incorporated and SITA, SC, two of the leading providers of voice and data network communications services and applications to the airline industry, integrate our products and services into their offerings.

- *Aviation passenger communications:* Corporate and private fleet aircraft passengers use our services for air-to-ground telephony and data communications. Operators are currently using our services to enable passengers to e-mail using their own Wi-Fi enabled mobile phones, including Blackberry devices or other similar smartphones, without causing interference with aircraft operation. We believe our distributors' small, lightweight, cost-effective solutions offer an attractive alternative for aircraft operators, particularly small fleet operators.
- *Rotary and general aviation applications:* We are also a major supplier for rotary aviation applications to end-users including medevac, law enforcement, oil and gas, and corporate work fleets, among others. Companies such as Air Logistics, EagleMed and Air Evac Lifeteam rely on applications from our distributors for traditional voice communications, fleet tracking and management and real time flight diagnostics. VARs and VAMs such as Avidyne Corporation, Flightcell International Ltd., Garmin International, Inc., Honeywell International, Inc. and Spider Tracks Limited incorporate Iridium products and services into applications for this market.
- *Air traffic control communications, or safety applications:* The International Civil Aviation Organization, or ICAO, has approved standards and recommended practices allowing us to provide Aeronautical Mobile Satellite (Route) Services to commercial aircraft on long-haul routes. This allows member states to evaluate and approve our services for safety communications on transoceanic flights. After several years of working with the Performance Based Aviation Rules Making Committee, or PARC, and illustrating a successful trial using Iridium data services, in 2011 the FAA announced that it would approve Iridium for use in the Future Air Navigation Services (FANS) datalink with Air Traffic Control, or ATC. We are currently working with PARC on a trial of our voice communications services for ATC. As our services become approved by regulatory organizations and member states, aircraft crew and air traffic controllers will be able to use our services for data and voice communications between the flight deck and ground-based air traffic control facilities. We are the only satellite provider capable of offering such critical flight safety applications around the entire globe, including the polar regions. We believe this particular sector of the market will present us with significant growth opportunities, as our services and applications will serve as a cost-effective alternative to systems currently in operation.

#### *Machine-to-Machine*

We are one of the leading providers of satellite-based M2M services. We believe the early stage of this market and its significant under-penetration present opportunities for future growth. As with land-based handsets, our largest M2M users include mining, construction, oil and gas, utilities, heavy industry, maritime, forestry and transport companies, as well as the military, public safety and disaster relief agencies. We believe increasing demand for automated data collection processes from mobile and remote assets operating outside the coverage of terrestrial wireline and wireless networks, as well as the continued push to integrate the operation of such assets into enterprise management and information technology systems, will likewise increase demand for our M2M applications.

Our M2M services are used for:

- *Fleet management:* Our global coverage permits our products and services to be used to monitor the location of vehicle fleets, hours of service and engine telemetry data, as well as to conduct two-way communications with drivers around the world. Long distance drivers need reliable communication with both dispatchers and their destinations to coordinate changing business needs, and our satellite network provides continuous communications coverage while they are in transit. We expect the push for more efficient, cost-effective and safer fleet operations as well as the imposition of regulatory mandates related to driver safety, such as drive time monitoring, will drive demand for our services in this area.
- *Fixed-asset monitoring:* Multinational corporations, such as oil-field service companies like Schlumberger Limited and ConocoPhillips Company use our services to run applications that allow

remote monitoring and operation of equipment and facilities around the globe, such as oil pipelines and offshore drilling platforms.

- *Asset tracking:* Leveraging M2M applications developed by several of our distributors, companies use our services and related devices to track assets, including personnel, for logistics, theft-prevention and safety purposes. Transportation companies, such as Horizon Lines, Inc., for example, employ M2M applications developed by Cubic Global Tracking Solutions, Inc. to track shipping containers while in transit.
- *Resource management:* Our global coverage and data throughput capabilities support natural resource management applications such as fishing management systems. Marine Instruments and Zunibal S.A., two of our VARs, have developed applications for the fishing industry to assist fishing fleets in pursuing more efficient fishing practices.
- *Scientific data monitoring:* The global coverage of our network supports many scientific data collection applications such as the Argo float program of the National Oceanographic and Atmospheric Administration, or NOAA. This program relies on our M2M services to collect climate data from buoys located throughout the world's oceans for monitoring and analysis. We believe the increased need for monitoring climate and environmental data associated with global climate change and human impact on the planet will increase demand for such services.
- *Personal Tracking Devices and Location-Based Services:* Several of our VAMs and VARs, such as Briartek, Inc., DeLorme, Global Satellite Engineering, NAL Research, Pieps GmbH and Solara Remote Data Delivery Incorporated, are introducing small, portable personal tracking devices that will provide personal tracking and data communications services to commercial end users. In addition, the Iridium Extreme™ handset offers personal tracking and location based services. These devices use M2M data services to send location information and other data to web-based portals for tracking of and messaging with the users.

### *Government*

We are one of the leading providers of mobile satellite communications services to the U.S. government, principally, the DoD. We provide mobile satellite products and services to all branches of the U.S. armed forces. Our voice products are used for a variety of primary and backup communications solutions, including logistical, administrative, morale and welfare, and emergency communications. In addition, our products and related applications are installed on ground vehicles, ships, helicopters and fixed-wing aircraft, embedded in unattended sensors and used for command and control and situational awareness purposes. Global security concerns are among the factors driving demand for our products and services in this sector. See “—U.S. Government Services” for more information.

### *Seasonality*

Our business is subject to seasonal usage changes for commercial customers, and we expect it to be affected by similar seasonality going forward. March through October are typically the peak months for commercial voice traffic and related subscriber equipment sales, given the predominance of population and activity in the northern hemisphere. U.S. government usage and commercial M2M usage have been less subject to seasonal changes.

### *Services and Products*

At December 31, 2011, we had approximately 523,000 billable subscribers worldwide. Our principal services are mobile satellite services, including mobile voice and data services, M2M services and high-speed data. Sales of our commercial services collectively accounted for approximately 52% of our total revenue for the year ended December 31, 2011. We also sell related voice and data equipment to our customers, which accounted for approximately 25% of our total revenue for the year ended December 31, 2011. In addition, we offer services to U.S. government customers, including the DoD. U.S. government services accounted for approximately 23% of our total revenue for the year ended December 31, 2011.

## *Commercial Services*

### ***Postpaid Mobile Voice and Data Satellite Communications Services***

We sell our mobile voice and data services to service providers and VARs who in turn offer such services to end-users, either directly or indirectly through dealers, using various packaged solutions such as monthly plans with differing price levels that vary depending upon expected usage. In exchange for these services, we typically charge service providers and VARs a monthly access fee per subscriber as well as usage fees for airtime minutes used by their respective subscribers. A small number of our postpaid customers purchase monthly blocks of airtime minutes which must be used in a given month or are forfeited. In September 2011, we launched Iridium AccessPoint, a portable and lightweight Wi-Fi hotspot accessory that connects smartphones or laptops to the Iridium network using an Iridium Extreme or Iridium 9555 satellite handset. This accessory uses postpaid circuit-switched data services, and we expect it to increase the use of data services through the handsets.

### ***Prepaid Mobile Voice Satellite Communications Services***

We also offer mobile voice services to service providers and VARs through prepaid plans. Service providers and VARs pay us in advance for defined blocks of airtime minutes with expiration periods in various configurations, typically one year. These services are then generally sold to subscribers in the form of prepaid scratch cards and e-vouchers that enable subscribers to use our services on a per minute basis. Unused minutes are forfeited on the applicable expiration date. We believe service providers and VARs are drawn to these services as they enable greater cost control, since they eliminate the need for monthly billings and reduce collection costs, and can be sold in cash economies where credit is not readily available. Our distributors often offer our prepaid voice services through fixed devices to subscribers in rural villages, at remote industrial, commercial and residential sites and on ships at sea, among other places. Fixed voice satellite communications services are in many cases an attractive alternative to handheld mobile satellite communications services in situations where multiple users will access the service within a defined geographic area and terrestrial wireline or wireless service is not available. Fixed phones, for example, can be configured as pay phones that accept prepaid scratch cards and can be installed at a central location, for example in a rural village or maritime vessel.

### ***Broadband Data Services***

Our broadband data maritime service, Iridium OpenPort, offers maritime end-users speeds of up to 128 kbps and up to three independent voice lines which can be used simultaneously without interference. We believe Iridium OpenPort offers a competitive alternative to other marine satellite services that offer fewer features at higher costs. Data rates on this service can be adjusted up or down at any time without making hardware or software changes, giving subscribers options that allow them to balance needs for data transmission speeds against cost considerations on a real-time basis. In conjunction with our distributors, we offer additional services that permit service providers and VARs to offer complete integrated solutions for ship-to-shore crew calling, e-mail and IP-based data communications. For example, in January 2012, KVH Industries, Inc., one of our distribution partners, began offering a product that integrates Iridium OpenPort with its mini-VSAT<sup>SM</sup> broadband service to provide backup service when the mini-VSAT terminal is out of its coverage area or out of service. For our Iridium OpenPort service, we typically charge service providers and VARs a monthly access fee per subscriber as well as usage fees for airtime minutes used by the respective subscribers above their monthly quotas.

### ***Machine-to-Machine Services***

Our M2M services are designed to address the market need for a small and cost-effective solution for sending and receiving data, such as location, from fixed and mobile assets in remote locations to a central monitoring station. This service operates through a two-way short-burst data transmission between our network and a telemetry unit, which may be located, for example, on a container in transit or a buoy monitoring oceanographic conditions. The small size of the units makes them attractive for use in applications such as tracking asset shipments, monitoring unattended remote assets, including oil and gas assets, vehicle tracking and mobile

security. We sell our M2M services to our distributors who in turn offer such services to end-users such as various U.S. and international governmental agencies, including NOAA, as well as commercial and other entities such as Schlumberger Limited and ConocoPhillips. Increasingly, our M2M modems are being built into products for consumer markets, such as personal location devices that provide two-way messaging. As with our mobile voice and data offerings, we typically charge service providers and VARs a monthly access fee per subscriber as well as usage fees for data used by their respective subscribers.

### *Other Services*

In addition to access and usage fees, we generate revenue from several ancillary services related to our core service offerings, such as inbound connections from the public switched telephone network, or PSTN, short message services, or SMS, subscriber identity module, or SIM, activation, customer reactivation and other peripheral services. We also provide research and development services to assist customers in developing new technologies compatible with our system, which we may leverage for use in service and product offerings in the future. We charge our distributors fees for these services.

In the future, we anticipate the ability to provide hosted payload services to customers during the life of our next-generation constellation, Iridium NEXT, which will replace our current satellite constellation. We expect to enter into agreements with one or more such customers to host their applications on our satellites in exchange for a hosting fee to be paid in advance of launch plus recurring service revenue to be paid during the life of the hosted application after launch. We expect to announce our primary hosted payload in the second quarter of 2012. Currently, we are providing research and development services to potential hosted payload customers.

### *U.S. Government Services*

We provide U.S. government customers bulk access to our services, including voice, netted voice, data, messaging and paging services, as well as maintenance services for the DoD's dedicated gateway. We provide airtime to U.S. government subscribers through DoD's gateway, under a set of rate schedules tailored for each of our services, including (i) a fixed monthly per-user fee for voice and circuit-switched data, (ii) a fixed monthly per-user fee for paging services, (iii) a tiered pricing plan, based on usage per device, for short-burst data services, and (iv) a fixed monthly per-user fee for Netted Iridium usage plus a monthly fee for each activity user-defined net. To comply with U.S. government regulations, we ensure handsets sold for use by the U.S. government are manufactured in the United States. U.S. government customers procure our voice and data products through our network of distributors. Our VARs and VAMs typically integrate our products with other products, which they then offer to U.S. government customers as customized products. Such voice and data solutions include:

- personnel tracking devices;
- asset tracking devices for equipment, vehicles and aircraft;
- beyond-line-of-sight aircraft communications applications;
- submarine communications applications;
- specialized communications solutions for high-value individuals; and
- specialized, secure, mobile communications and data devices for the military and intelligence community, such as secure satellite handsets with U.S. National Security Agency Type I encryption capability.

With funding support from the DoD, we continue to invest in research and development to develop new products and applications for use by all branches of the U.S. armed forces. In conjunction with the U.S. Navy, we and our distribution partners introduced Netted Iridium, which uses a line of radio-only devices which permit beyond-line-of-sight push-to-talk group calling services for a user-defined group, or net. We expect Netted Iridium to

provide us with the potential for future new commercial applications in public safety, fishing and field worker communications. In conjunction with Boeing and with funding from the U.S. government, we also continue to develop a high integrity GPS service, iGPS, which is expected to provide increased accuracy and improved anti-jamming capability for GPS signals.

### *Our Products*

We offer a broad array of voice and data products for customers that work worldwide. In most cases, our devices or an antenna must be outside and within direct view of a satellite to be able to access our network.

### *Satellite Handsets*

Our principal handset offerings are the Iridium 9555 and Iridium Extreme satellite handset phones, which are similar in functionality to ordinary cellular phones but with the solid, durable feel that many satellite phone users demand. We believe our reputation for industrial strength products is critical for customers, many of whom are located in the most inhospitable spots on the planet and require rugged and reliable communications equipment.

*Iridium 9555.* The Iridium 9555 provides voice, SMS and data connectivity. This model introduced several features including a larger, brighter screen, improved SMS and e-mail capabilities, an integrated antenna and speakerphone. The Iridium 9555 weighs 9.4 ounces and offers up to 3.1 hours of talk time. The Iridium 9555 has an industrial feel, with a rugged housing to protect its sophisticated satellite transceiver.

*Iridium Extreme.* In September 2011, we introduced the Iridium Extreme, which adds to the Iridium 9555's capabilities by providing a rugged exterior that meets DoD Military Standard 810F for durability, a dedicated, two-way emergency SOS button and fully integrated GPS and location-based services. These extra features are provided in a handset that is even smaller than the Iridium 9555, weighing 8.7 ounces and offering up to 4.0 hours of talk time. In December 2011, we introduced an emergency response service provided by GEOS Travel Safety Group, or GEOS, that is included with the purchase of the phone and airtime usage. The two-way emergency SOS button initiates a phone call and an emergency message via SMS to GEOS, which then coordinates with local emergency responders.

We expect these handsets to maintain our competitive position as premium offerings in the market due to their capabilities, mobility, reliability and global coverage. In addition to these phones, we manufacture the Iridium 9505A handset, which is qualified for sale to U.S. government customers, and in January 2012 we introduced a variant of the Iridium 9555 handset that is qualified for sale to U.S. government customers. We expect to introduce a variant of the Iridium Extreme handset that is qualified for sale to U.S. government customers in mid-2012.

### *Wi-Fi Accessories*

In October 2011, we announced the commercial availability of our new suite of Iridium AxxessPoint products and services, including the Iridium AxxessPoint Wi-Fi hotspot accessory, the free Iridium AxxessPoint Mail & Web optimization software and the Iridium AxxessPoint Connect downloadable application.

*Iridium AxxessPoint.* Iridium AxxessPoint is a portable and lightweight Wi-Fi hotspot accessory that connects smartphones or laptops to the Iridium network using an Iridium Extreme or Iridium 9555 satellite phone.

*Iridium AxxessPoint Mail & Web.* Iridium AxxessPoint Mail & Web software optimizes e-mail and Internet services on Apple iOS devices and Windows and Mac laptops when those devices are connected over the Iridium network using Iridium AxxessPoint. The software provides efficient use of time on the Iridium network by automatically setting up a data call and using data compression to improve the effective speed of a connection.

*Iridium AccessPoint Connect.* Iridium AccessPoint Connect is a downloadable application that turns any Windows laptop into a global Wi-Fi hotspot when connected to an Iridium Extreme or Iridium 9555 satellite phone. Iridium AccessPoint Connect enables Wi-Fi-compatible devices to synchronize and respond to e-mail, or use the Internet, over the Iridium network.

We believe the Iridium AccessPoint suite of products will increase the use of our services by enabling end-users to connect the consumer devices they already own more easily over the Iridium network.

#### ***Voice and Data Modems***

We also offer a combined voice transceiver and data modem, which our distributors integrate into a variety of communications solutions that are deployed in different applications around the world. Our principal offering in this space is the Iridium 9522B L-Band transceiver, which is the transceiver core of our Iridium 9555 satellite handset. In the near future, we expect to introduce the Iridium Core 9523 L-Band transceiver, which is the smaller form factor transceiver core of our Iridium Extreme satellite handset. The Iridium Core 9523 will complement the Iridium 9522B by providing a small voice and data module that can be integrated with other components to create a modem tailored for typical VAM applications as well as specific applications, such as a dual-mode terrestrial radio and satellite phone or M2M applications that require more data functionality. Our principal customers for our L-Band transceivers are VAMs, who integrate them into specialized devices that access our network.

#### ***Broadband Data Devices***

Our Iridium Pilot terminal provides up to three independent voice lines and an Ethernet data port configurable for data speeds from 9.6 to 128 kbps over our Iridium OpenPort service. All voice and data capabilities can be used at the same time. Our principal customers for Iridium Pilot are service providers who integrate the device with their own hardware and software products to provide a suite of customer-focused voice and IP-based data packages for ship business, crew calling and e-mail. We believe the low cost of our Iridium Pilot terminal, combined with our high bandwidth and flexible configuration options, will allow us to grow our share of the existing maritime market while opening up new market sectors, such as luxury yachts, tug boats and other fishing and cruising vessels for which traditional marine satellite systems have typically been too costly.

#### ***Machine-to-Machine Data Devices***

Our principal M2M device is the Iridium 9602 full-duplex short-burst data transceiver. The Iridium 9602 is a small data device with two-way transmission, capable of sending packet data to and from any point in the world with low latency. The principal customers for our Iridium 9602 data modems are VARs and VAMs, who embed the Iridium 9602 into their tracking, sensor, and data applications and systems, such as asset tracking systems. The Iridium 9602 is often combined with a GPS receiver to provide location information to customer applications. In addition, an increasing number of VARs and VAMs are including a terrestrial global system for mobile communication (GSM) packet radio service modem as part of their Iridium applications to provide low cost cellular data transmission when available. These types of multiband applications are adopted by end-users who require the ability to regularly transfer data but operate in areas with inconsistent cellular coverage. We provide gap-filler coverage for such applications allowing such users to operate anywhere on the globe. We continue to invest in research and development to develop smaller, lighter products in this market.

#### ***Device Development and Manufacturing***

Currently, we contract with Cambridge Consulting Ltd. and certain other suppliers to develop all of our devices, and with Celestica Corporation a contract manufacturer, to manufacture most of our devices in facilities in Malaysia and the United States. Pursuant to our contract with Celestica, we may be required to purchase excess materials from Celestica at cost plus a contractual markup if the materials are not used in production within the

periods specified in the agreement. Celestica will then generally repurchase such materials from us at the same price paid by us, as required for the production of the devices. Our agreement with Celestica is automatically renewable for additional one year terms unless terminated by either party. We generally provide our distributors with a warranty on subscriber equipment for one to five years from the date of activation, depending on the product. We also utilize other suppliers, some of which are sole source, to manufacture certain component parts of our devices.

In addition to our principal products, we also offer a selection of accessories for our devices, including extended-life batteries, holsters, earbuds, portable auxiliary antennas, antenna adaptors, USB data cables and charging units, among others. We purchase these products from several third-party suppliers either pursuant to contractual agreements or off the shelf at market prices.

### *Our Spectrum*

We hold licenses to use 8.725 MHz of continuous spectrum in the L-Band, which operates at 1.6 GHz, and allows for two-way communication between our devices and our satellites. In addition, for feeder and inter-satellite links, we are authorized to use 600 MHz of Ka-Band and K-Band spectrum. Of this spectrum, we use 200 MHz of K-Band spectrum for satellite-to-satellite communications, and 400 MHz of Ka-Band spectrum for two-way communication between our satellites and our gateways. Our spectrum position is globally coordinated and recorded by the International Telecommunication Union, or ITU. Our products and services are offered in over 100 countries, and we and our distributors continue to seek authorizations in additional countries. Access to this spectrum enables us to design satellites, network and terrestrial infrastructure enhancements cost effectively because each product and service can be deployed and sold worldwide.

The Federal Communications Commission, or FCC, initially licensed us to operate on 5.15 MHz of the 10.5 MHz of spectrum which Motorola Inc., or Motorola, originally designed our system to operate within and later increased our licensed spectrum to include an additional 3.1 MHz on a shared basis with Globalstar. In November 2007, an FCC order increased our exclusive spectrum to 7.775 MHz with an additional 0.95 MHz shared with Globalstar. Modifications to our and Globalstar's licenses consistent with the November 2007 spectrum change took effect on a global basis on December 14, 2008, in accordance with federal law. On August 9, 2010, Globalstar terminated operations on our spectrum and entered into a consent decree with the FCC regarding its unauthorized use of our spectrum.

Our use of satellite spectrum is subject to the frequency rules and regulations of the ITU. The ITU is the United Nations organization responsible for worldwide co-operation in the telecommunications sector. In order to protect satellite systems from harmful radio frequency interference from other satellite systems, the ITU maintains a Master International Frequency Register of radio frequency assignments. Each ITU administration is required to give notice of, coordinate and record its proposed use of radio frequency assignments with the ITU's Radiocommunication Bureau. The coordination negotiations are conducted by the national administrations with the assistance of satellite operators. When the coordination process is completed, the ITU formally notifies all proposed users of frequencies and orbital locations in order to protect the recorded assignments from subsequent nonconforming or interfering uses by member states of the ITU. Only member states have full standing within this inter-governmental organization.

Filings to the ITU for our current constellation have been made on our behalf by the United States. We have coordinated frequencies in the mobile satellite services spectrum at L-band (1.6 GHz) for communication between our satellites and end-user devices, frequencies in the Ka-Band (19.4 GHz to 19.6 GHz and 29.1 to 29.3 GHz) for communications between the gateways and our satellites, as well as frequencies in the K-Band (23 GHz) for our inter-satellite links.

The ITU controls the assignment of country codes used for placing telephone calls between different countries. Our network is assigned the 8816 and 8817 country codes and uses these numbers for calling and communications between terminals.

### ***Domestic and Foreign Revenue***

We supply services and products to customers in a number of foreign countries. We allocate revenue geographically based on where we invoice our distributors, whom we bill for mobile satellite services and related equipment sales, and not according to the location of the end-user. These distributors sell services directly or indirectly to end-users, who may be located elsewhere. It is not possible for us to provide the geographical distribution of revenue from end-users, as we do not contract directly with them. Substantially all of our revenue is invoiced in U.S. dollars. U.S. revenue accounted for approximately 46% of our revenue for 2011. The table below sets forth the percentage of our revenue by country for the periods indicated:

	<u>Year Ended December 31, 2011</u>	<u>Year Ended December 31, 2010</u>	<u>Year Ended December 31, 2009</u>
United States .....	46%	48%	48%
Canada .....	13%	14%	15%
United Kingdom .....	13%	12%	10%
Other Countries(1) .....	28%	26%	27%

(1) No other single country represented more than 10% of our revenue for any of the periods indicated.

For more information about our revenue from sales to foreign and domestic customers, see Note 12 to our consolidated financial statements and Note 11 to Iridium Holdings' financial statements contained herein.

### ***Traffic Originating Outside the United States***

A significant portion of our voice and data traffic originates outside the United States. The table below estimates the percentage of our commercial voice and data traffic originating outside the United States, excluding Iridium OpenPort traffic, for the years ended December 31, 2011, 2010 and 2009.

	<u>Year Ended December 31, 2011</u>	<u>Year Ended December 31, 2010</u>	<u>Year Ended December 31, 2009</u>
Commercial voice traffic (minutes) .....	90%	90%	90%
Commercial data traffic (kilobytes) .....	70%	67%	69%

### ***Our Network***

#### ***Current Constellation***

Our satellite network includes 66 in-orbit LEO satellites, in addition to six in-orbit spares. We also maintain a non-service in-orbit spare which we use for testing purposes. The satellites operate in six orbital planes of eleven vehicles each in nearly circular polar orbits. Our operational satellites orbit at an altitude of approximately 483 miles (778 kilometers) above the earth and travel at approximately 16,689 mph resulting in a complete orbit of the earth approximately every 100 minutes. The design of our constellation ensures that generally at least one satellite is visible to subscribers from any point on the earth's surface, covering all of the world's population. While our constellation offers true global coverage, most satellite services are not available in locations where a satellite signal cannot be transmitted or received or when the device or antenna does not have a direct line of sight to a satellite, such as inside a building.

Our constellation is unique among commercial constellations in its usage of radio frequency crosslinks between our satellites. These crosslinks enable each satellite to communicate with up to four other satellites in space, two in the same orbital plane and two in adjacent planes. Our traffic is generally routed automatically between satellites, which minimizes the ground infrastructure necessary to support the constellation by allowing the satellite that is then passing over the ground station to transmit all traffic to and from the rest of the satellite constellation to terrestrial-based networks such as the PSTN. This interlinked architecture enables our primary ground station gateway to support most commercial traffic globally.

We believe our interlinked satellite infrastructure provides several advantages over networks that rely on multiple terrestrial gateways like Globalstar's and ORBCOMM's networks. We have the only satellite network with true global coverage, and our constellation is less vulnerable to single points of failure, since traffic can be routed around any one satellite problem to complete the communications path. In addition, the small number of ground stations increases the security of our constellation, a factor that makes our network particularly attractive to government institutions and large enterprises. The low orbit of our constellation also allows our network to operate with low latency due to the proximity of our satellites to the earth.

Our constellation provides significant coverage overlap for mitigation of service gaps from individual satellite outages, particularly at higher northern and southern latitudes. Each satellite was designed with a high degree of on-board subsystem robustness, an on-board fault detection system, and isolation and recovery capabilities for safe and quick risk mitigation. Our ability to reconfigure the orbital location of each satellite provides us with operating flexibility and enhances our ability to maintain a commercially acceptable level of service. If a satellite should fail or become unusable, in most cases, we can reposition one of our in-orbit spare satellites to take over its functions. If there is an in-orbit spare located in the orbital plane of the failed satellite, such repositioning can often be accomplished within days with minimal impact on our services. If there is no in-orbit spare located in the relevant orbital plane, redeploying an in-orbit spare into the affected plane will take at least one year. The design of our space and ground control system facilitates the real time intervention and management of the satellite constellation and service upgrades via software enhancements.

Our commercial gateway is located in Tempe, Arizona. This gateway has multiple earth terminals that communicate with our satellites and pass calls seamlessly between gateway earth terminals and satellites as the satellites traverse the gateway, thereby connecting signals from the terminals of end-users to our gateway. Gateways enable dedicated communications links that are not dependent on localized terrestrial telecommunications infrastructure where subscribers are using our services. Gateways also generate and control all user information pertaining to our registered users, such as user identity, geo-location and call detail records. The DoD owns and operates a dedicated gateway for U.S. government users to take advantage of this capability. This gateway provides an interface between voice and data devices and the Defense Information Systems Network and other terrestrial infrastructure, providing DoD users with secure communications capabilities. We have also had discussions to build or reactivate additional gateways in countries, such as Russia and China, that require gateways in their jurisdictions. These gateways would connect the commercial traffic to the constellation coming to and from their territory.

We operate our satellite constellation from our satellite network operations center in Leesburg, Virginia. This facility manages the performance and status of each of our satellites, developing and distributing routing tables for use by the satellites and gateways, directing traffic routing through the network and controlling the formation of coverage areas by the satellites' main mission antennas. We also operate telemetry, tracking, and control stations, or TTACs, and satellite earth station facilities in Fairbanks, Alaska and Chandler, Arizona in the United States, and in northern Canada and Norway. The Alaska and Norway ground stations also provide supplemental earth terminal capability for the Tempe gateway.

From time to time, individual satellites in our constellation experience operating problems that may result in a satellite outage, but due to overlapping coverage within our constellation, the individual satellite outages typically do not negatively affect our customers' use of our system for a prolonged period. In addition, most system processing related to our service is performed using software onboard each satellite instead of on the ground. We believe this has provided us with significant flexibility and has contributed to the longevity of the system by enabling engineers to develop additional functionality and software-based solutions to occasional faults and anomalies in the system.

We have experienced eight satellite losses since we reintroduced commercial satellite services in 2001 that have resulted in the complete loss of the affected satellites or the loss of the ability of the satellite to carry traffic on the network. Seven of these losses were from satellites that failed in orbit and one satellite was lost as a result of

a 2009 collision with a non-operational Russian satellite. To date, each time we have lost a satellite we have been able to replace it with an in-orbit spare.

Based on the failures and anomalies we have experienced to date, and considering the potential for future anomalies, we believe our current constellation will provide a commercially acceptable level of service through the transition to Iridium NEXT. We expect to be able to mitigate most satellite failures through the use of the remaining in-orbit spares, the implementation of software solutions, and by landing communications traffic at our ground station in Alaska or Norway and backhauling traffic to the Tempe gateway for processing and termination. Accordingly, we believe our constellation can even be operationally functional with fewer than 66 satellites while experiencing some service degradation.

In addition to our in-orbit spare satellites, we own spare parts for certain equipment in our gateway and TTACs. We selectively replace parts for our gateway and TTACs as necessary and maintain an inventory of spare parts which we continuously monitor. In addition, when we do not have necessary spares in inventory or such spares become obsolete, we rely on third parties to develop necessary parts.

On July 21, 2010, we entered into a long-term operations and maintenance agreement with Boeing, which we refer to as the O&M Agreement, which superseded the prior operations and maintenance agreement previously in place with Boeing. Under the O&M Agreement, Boeing operates and maintains our satellite constellation. The term of the O&M Agreement runs concurrently with the operational life of the current constellation. The amendment and restatement of the prior agreement does not materially change the obligations of Boeing, but provides for annual price reductions and other cost-saving opportunities and converts the fee for Boeing's operations and maintenance services from a fixed-price fee to a time-and-materials fee with an annual limit on amounts paid.

In addition, on July 21, 2010, we entered into an agreement with Boeing pursuant to which Boeing provides services in support of the development of Iridium NEXT and will operate and maintain Iridium NEXT, which we refer to as the NEXT Support Services Agreement. Boeing provides these services on a time-and-materials fee basis. The term of the NEXT Support Services Agreement runs concurrently with the operational life of the Iridium NEXT constellation. We are entitled to terminate the agreement for convenience and without cause commencing in 2019.

Pursuant to an amended and restated transition services, products and asset agreement, or the TSA, with Motorola, and a separate agreement with Boeing, Motorola, and the U.S. government, we are required to maintain an in-orbit liability insurance policy with a de-orbiting endorsement to cover the de-orbiting of our satellite constellation in the amount of \$500.0 million per occurrence, and \$1.0 billion in the aggregate. The current policy together with the de-orbiting endorsement covers amounts that we and certain other named parties may become liable to pay for bodily injury or property damage to third parties related to processing, maintaining and operating our satellite constellation and, in the case of the de-orbiting endorsement, de-orbiting the satellite constellation, although it contains exceptions for third-party damages which may result from the 2009 in-orbit satellite collision. The policy covers us, the U.S. government, Boeing, as operator of our system, Motorola Solutions, Inc., or Motorola Solutions, as successor to Motorola, and other named beneficiaries. The policy has been renewed annually since the expiration of the original policy's three-year term in 2003. The current policy has a one-year term, which expires December 8, 2012. In addition, Iridium maintains a separate \$1.0 billion product liability policy to cover Motorola Solutions' potential liability as manufacturer of the satellites. We do not maintain in-orbit insurance covering losses from satellite failures or other operational problems affecting our constellation.

Our current FCC satellite constellation license is valid until 2013, and we applied in October 2010 for a license renewal within the time frame specified by the FCC's rules. Under the FCC's rules we may continue to operate our satellite constellation beyond 2013 pending FCC action on our timely filed renewal application. Our U.S. gateway earth station licenses expire between 2013 and 2026, and our U.S. government customer's and commercial subscribers' earth station licenses will expire in 2021. We must file renewal applications for earth station licenses between 30 and 90 days prior to expiration.

### *Constellation De-Orbiting Obligations*

When Iridium Satellite purchased the assets of Iridium LLC out of bankruptcy, Boeing, Motorola and the U.S. government required specified de-orbit rights as a way to control potential liability risk arising from future operation of our current constellation, and provide for the U.S. government's obligation to indemnify Motorola pursuant to the Indemnification Agreement described below. As a result, the Indemnification Agreement was entered into among Iridium Satellite, Boeing, Motorola and the U.S. government, as subsequently amended in September 2010, giving the U.S. government the right, in its sole discretion, to require us to de-orbit our constellation in the event of (a) Iridium Satellite's failure to maintain certain insurance and pay certain insurance premiums; (b) Iridium Satellite's bankruptcy; (c) Iridium Satellite's sale or the sale of any major asset in our satellite system; (d) Boeing's replacement as the operator of our satellite system; (e) Iridium Satellite's failure to provide certain notices as contemplated by the Indemnification Agreement; or (f) at any time after January 1, 2015. Prior to the September 2010 amendment of the Indemnification Agreement, the U.S. government had the right to require us to de-orbit our constellation at any time after June 5, 2009. Pursuant to the September 2010 amendment, the U.S. government may withdraw its agreement to postpone the exercise of its de-orbit right (i) on or after January 1, 2015; (ii) if Iridium Satellite violates any terms of the Indemnification Agreement or fails to comply with any terms of the September 2010 amendment; (iii) if more than four satellites have insufficient fuel to execute a 12-month de-orbit; (iv) if Iridium Satellite fails to comply with the de-boost plans; (v) upon a finding by the FCC, not remedied by Iridium Satellite in the time set forth by the FCC, that Iridium Satellite has failed to comply with the terms of the Iridium Orbital Debris Mitigation Plan filed with the FCC and then in effect; (vi) upon the cancellation, non-renewal or refusal to provide any insurance required by the Indemnification Agreement; and (vii) upon the termination or completion of the current or any successor agreement between Iridium Satellite and the DoD pursuant to which Iridium Satellite provides mobile satellite services to the DoD. The U.S. government also has the right to require us to de-orbit any of our individual functioning satellites, including in-orbit spares, that have been in orbit for more than seven years, unless the U.S. government grants a postponement. All of our functioning satellites have been in orbit for more than seven years.

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

Pursuant to the O&M Agreement, Boeing similarly has the unilateral right to de-orbit our constellation upon the occurrence of any of the following events: (a) Iridium Constellation's failure to pay Boeing in accordance with the terms of the O&M Agreement; (b) Iridium Constellation's or Iridium Satellite's bankruptcy; (c) Iridium Constellation's failure to maintain certain insurance policies; (d) a default by Iridium Constellation under the O&M Agreement; or (e) changes in law or regulation that may increase the risks or costs associated with the operation or de-orbit process or the cost of operation or de-orbit of the constellation.

In addition, we have certain de-orbit obligations under our FCC licenses. Specifically, pursuant to an orbital debris mitigation plan filed with the FCC and incorporated into our space station license in 2002, we are required to lower each satellite to an orbit with a perigee of approximately 250 kilometers as it reaches the end of its useful life and coordinate these orbit-lowering maneuvers with the United States Space Command. We have applied to modify our license to conform these requirements to the less stringent de-orbit standards for non-geostationary satellites that the FCC acknowledged in 2004 would serve the public interest. Our

modification application remains pending. In March 2011, we also requested special temporary authority to operate three of our satellites according to the orbital debris mitigation plan specified in our pending modification application.

### *Iridium NEXT*

Our satellites have exceeded their original design lives, and we are currently developing our next-generation satellite constellation, Iridium NEXT, which we expect to commence launching in early 2015. The current constellation is expected to provide a commercially acceptable level of service through the transition to Iridium NEXT. We estimate the aggregate costs associated with the design, build and launch of Iridium NEXT and related infrastructure upgrades through 2017 to be approximately \$3 billion. We believe our credit facility, described below, together with internally generated cash flow, including potential revenue from hosted payloads, and any proceeds from our outstanding stock purchase warrants will be sufficient to fully fund the aggregate costs associated with the design, build and launch of Iridium NEXT and related ground infrastructure upgrades through 2017.

### ***Full Scale Development and Launch Services Agreements***

In June 2010, we executed a primarily fixed price full scale development contract, or FSD, with Thales Alenia Space France, or Thales, for the design and manufacture of satellites for Iridium NEXT. The total price under the FSD will be approximately \$2.2 billion, and we expect our payment obligations under the FSD to extend into the third quarter of 2017. As of December 31, 2011, we had made total payments of \$454.6 million to Thales.

In March 2010, we entered into an agreement with Space Exploration Technologies Corp., or SpaceX, to secure SpaceX as the primary launch services provider for Iridium NEXT. The SpaceX Agreement has a maximum price of \$492.0 million. As of December 31, 2011, we had made total payments of \$43.9 million to SpaceX. The SpaceX Falcon 9 launch vehicle is designed to carry at least nine Iridium NEXT satellites to orbit with each launch.

In June 2011, we entered into an agreement with International Space Company Kosmotras, or Kosmotras, as a supplemental launch service provider for Iridium NEXT. The Kosmotras Agreement provides for the purchase of up to six launches and six additional launch options. Each launch can carry two satellites. If we purchase all six launches, we will pay Kosmotras a total of approximately \$184.3 million. If we do not purchase any launches by March 31, 2013, the Kosmotras Agreement will terminate, and our payments to Kosmotras, including in respect of pre-launch development work, non-recurring milestone payments already completed at that time and termination fees, would be approximately \$15.1 million. As of December 31, 2011, we had made aggregate payments of \$11.2 million to Kosmotras.

### ***COFACE Credit Facility***

On October 4, 2010, we entered into the Credit Facility with a syndicate of bank lenders. Ninety-five percent of our obligations under the Credit Facility are insured by Compagnie Française d'Assurance pour le Commerce Extérieur, or COFACE, the French export credit agency. The Credit Facility consists of two tranches, with draws and repayments applied pro rata in respect of each tranche:

- Tranche A – \$1,537,500,000 at a fixed rate of 4.96%; and
- Tranche B – \$262,500,000 at a floating rate equal to the London Interbank Offer Rate, or LIBOR, plus 1.95%.

In connection with each draw we make under the Credit Facility, we also borrow an amount equal to 6.49% of such draw to cover the premium for the COFACE policy. We also pay a commitment fee of 0.80% per year, in semi-annual installments, on any undrawn portion of the Credit Facility. Funds drawn under the Credit Facility are used for (i) 85% of the costs under the FSD for the construction of Iridium NEXT satellites, (ii) the premium for the COFACE policy and (iii) the payment of a portion of interest during a part of the construction and launch phase of Iridium NEXT.

Scheduled semi-annual principal repayments will begin six months after the earlier of (i) the successful deployment of a specified number of Iridium NEXT satellites or (ii) September 30, 2017. During this repayment period, interest will be paid on the same date as the principal repayments. Prior to the repayment period, interest payments are due on a semi-annual basis in April and October of each year. The Credit Facility will mature seven years after the start of the repayment period.

Our obligations under the Credit Facility are guaranteed by us and our subsidiaries that are obligors under the Credit Facility and are secured on a senior basis by a lien on substantially all of our assets and those of certain of our subsidiaries.

We may not prepay any borrowings prior to December 31, 2015. If, on that date, a specified number of Iridium NEXT satellites have been successfully launched and we have adequate time and resources to complete the Iridium NEXT constellation on schedule, we may prepay the borrowings without penalty. In addition, following the completion of the Iridium NEXT constellation, we may prepay the borrowings without penalty. Any amounts repaid may not be reborrowed. We must repay the loans in full upon (i) a delisting of our common stock, (ii) a change in control of our company or our ceasing to own 100% of any of the other obligors or (iii) the sale of all or substantially all of our assets. We must apply all or a portion of specified capital raising proceeds, insurance proceeds and condemnation proceeds to the prepayment of the loans. The Credit Facility includes customary representations, events of default, covenants and conditions precedent to drawing of funds. The financial covenants include:

- a minimum cash requirement;
- a minimum debt to equity ratio level;
- maximum capital expenditure levels;
- minimum consolidated operational earnings before interest, taxes, depreciation and amortization levels;
- minimum cash flow requirements from customers who have hosted payloads on our satellites;
- minimum debt service reserve cash levels;
- a minimum debt service coverage ratio level; and
- maximum leverage levels.

The covenants also place limitations on the ability of us and our subsidiaries to carry out mergers and acquisitions; dispose of assets; grant security interests; declare, make or pay dividends; enter into certain transactions with affiliates; fund payments under the FSD from our own resources; incur debt; or make loans, guarantees or indemnities.

Through March 1, 2012, our total borrowings under the Credit Facility were \$429.1 million.

### ***Competition***

The mobile satellite services industry is highly competitive, but has significant barriers to entry, including the cost and difficulty associated with obtaining spectrum licenses and successfully building and launching a satellite network. In addition to cost, there is a significant amount of lead-time associated with obtaining the required licenses, building and launching the satellite constellation and deploying the ground network technology. We are aware of no companies currently planning to enter the mobile satellite services industry. We currently face substantial competition from other service providers that offer a range of mobile and fixed communications options. Currently, our principal mobile satellite services competitors are Inmarsat, Globalstar and ORBCOMM. We compete primarily on the basis of coverage, quality, mobility and pricing of services and products.

United Kingdom-based Inmarsat has been a provider of communications services, including voice and data services, since 1982. Inmarsat owns and operates a fleet of GEO satellites. Unlike LEO satellites, GEO satellites orbit the earth at approximately 22,300 miles above the equator. GEO operators require substantially larger and

more expensive antennas, and typically have higher transmission delays than LEO operators. Due to its GEO system, Inmarsat's coverage area extends and covers most bodies of water except for a majority of the polar regions. Accordingly, Inmarsat is the leading provider of satellite communications services to the maritime sector. Inmarsat also offers land-based and aviation communications services.

U.S.-based Globalstar owns and operates a fleet of LEO satellites. Globalstar began commercial services in 2000. Globalstar's service is available only on a multi-regional basis as a result of its "bent pipe" architecture, which requires that voice and data transmissions be routed from satellites immediately to nearby ground stations. This design requires the use of multiple ground stations, which are impractical in extreme latitudes or over oceans. Unlike Inmarsat and us, Globalstar sells a higher percentage of its products and services directly to end-users. Globalstar has indicated that satellite failures and other problems affecting its constellation are currently limiting its ability to provide two-way services. Globalstar is in the process of building and launching its second-generation satellite constellation, with launches expected to continue through 2012. It has currently arranged to replace only 24 of the original 48 satellites during this time.

U.S.-based ORBCOMM also provides commercial services using a fleet of LEO satellites. Like Globalstar, ORBCOMM's network also has a bent pipe architecture, which limits its coverage area. ORBCOMM's principal focus is low-cost data and M2M services, where it directly competes with our M2M offerings. Because a ground station may not be within view of a satellite, ORBCOMM's services may have a significant amount of latency, which may limit their use in certain mission critical applications. It does not offer voice service or high-speed data services. ORBCOMM is similarly developing its second-generation satellite constellation. ORBCOMM suffered the loss of all six of its most recently launched satellites and has scheduled a new launch campaign to begin in mid-2012.

We also compete with regional mobile satellite communications services in several geographic markets. In these cases, the majority of our competitors' customers require regional, not global, mobile voice and data services, so our competitors present a viable alternative to our services. All of these competitors operate or plan to operate GEO satellites. Our regional mobile satellite services competitors currently include Thuraya Telecommunications Co., or Thuraya, principally in Europe, the Middle East, Africa, Australia and several countries in Asia, TerreStar Corporation, and LightSquared (formerly SkyTerra Communications, Inc.) in North America. DISH Network Corp. purchased TerreStar out of bankruptcy in mid-2011 and is awaiting a ruling from the FCC to transfer TerreStar's satellite and spectrum assets. Plans for future TerreStar mobile satellite service offerings are unclear at this time. LightSquared has announced plans to provide a nationwide wireless network integrated with satellite coverage, combining existing mobile satellite services with a terrestrial wireless network that uses the same radio spectrum as the satellites. LightSquared launched a satellite in November 2010 but has been unable to obtain FCC approval to commence commercial operations because of potential interference with existing GPS services. It is unclear when or if LightSquared will be able to commence commercial operations.

We compete indirectly with terrestrial wireline and wireless communications networks. We provide service in areas that are inadequately covered by these ground systems. To the extent that terrestrial communications companies invest in underdeveloped areas, we will face increased competition in those areas. We believe that local telephone companies currently are reluctant to invest in new switches, landlines and cellular towers to expand their networks in rural and remote areas due to high costs and limited usage. Many of the underdeveloped areas are sparsely populated so it would be difficult to generate the necessary returns on the capital expenditures required to build terrestrial wireless networks in such areas. We believe that our solutions offer a cost-effective and reliable alternative to terrestrial-based wireline and wireless systems in these remote regions.

We could also face potential competition for our land-based services in the United States from ancillary terrestrial component, or ATC, service providers. In February 2003, the FCC adopted rules that permit satellite service providers to establish ATC networks. ATC authorization enables the integration of a satellite-based service with terrestrial wireless services, resulting in a hybrid mobile satellite services/ATC network designed to provide advanced services and broad coverage throughout the United States. The ATC ground network, using the

same frequencies, would extend satellite services to urban areas and inside buildings where satellite services currently are impractical. Outside the United States, other countries have implemented or are considering implementing regulations to facilitate ATC-like services.

### ***Research and Development***

Our research and development efforts have focused on the development, design and testing of new products and services, such as Iridium Pilot, introduced in February 2012, our Iridium Extreme handset and Iridium AccessPoint mobile Wi-Fi hotspot device, introduced in 2011, and the planning and development of the Iridium NEXT constellation and ground infrastructure. We also develop product and service enhancements and new applications for our existing products and services. Our research and development expenses were \$18.7 million and \$19.2 million for the years ended December 31, 2011, and 2010, respectively, and \$23.4 million for the year ended December 31, 2009 on a combined basis with Iridium Holdings.

### ***Employees***

As of December 31, 2011, we had 197 full-time employees, none of whom is subject to any collective bargaining agreement. We consider our employee relations to be good.

### ***Intellectual Property***

At December 31, 2011, we held eight U.S. patents and one foreign patent. These patents cover several aspects of our satellite system, our global network and our devices.

In addition to our owned intellectual property, we also license critical system technology from Motorola Solutions, including software and systems to operate and maintain our network as well as technical information for the design and manufacture of our devices. This intellectual property is essential to our ability to continue to operate our constellation and sell our handsets. We also have licensed technology from Motorola Solutions relating to the development of Iridium NEXT and related ground infrastructure, products and services. We maintain our licenses with Motorola Solutions pursuant to several agreements. One or more of these agreements can be terminated by Motorola Solutions upon: (i) the commencement by or against us of any bankruptcy proceeding or other specified liquidation proceedings; or (ii) the material failure of us to perform or comply with any provision of certain of the agreements between us and Motorola Solutions. If Motorola Solutions were to terminate any such agreement, it may be difficult or, under certain circumstances, impossible to obtain such technology from alternative vendors. Motorola Solutions has assigned a portion of the patents that are covered by some of these licenses to a third party.

We license additional system technology from other third parties and expect to do so in the future both in connection with our current network, products and services and with the development of Iridium NEXT and related ground infrastructure, products and services. If any such third party were to terminate its agreement with us or cease to support and service this technology, or if we are unable to renew such licenses on commercially reasonable terms or at all, it may be difficult, more expensive or impossible to obtain such services from alternative vendors. Any substitute technology may also have lower quality or performance standards, which would adversely affect the quality of our products and services. For more information, see "Risk Factors – We are dependent on intellectual property licensed from third parties to operate our constellation and sell our devices and for the enhancement of our existing products and services."

### ***Available Information***

Copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments, if any, to those reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge through our website at [www.iridium.com](http://www.iridium.com) and on the website of the Securities and Exchange Commission, or SEC, at [www.sec.gov](http://www.sec.gov). A request for any of these reports may also be submitted to us by writing: Investor Relations, Iridium Communications Inc., 1750 Tysons Boulevard, Suite 1400, McLean, VA 22102, or by calling our Investor Relations line at 703-287-7570.

## ITEM 1A. Risk Factors

***Our business plan depends on increased demand for mobile satellite services and demand for hosted payloads, among other factors.***

Our business plan is predicated on growth in demand for mobile satellite services and the demand for hosted payloads on our next-generation satellite constellation, Iridium NEXT. Demand for mobile satellite services may not grow, or may even contract, either generally or in particular geographic markets, for particular types of services or during particular time periods, and demand for hosted payloads may not materialize or may be priced lower than our expectations. A lack of demand could impair our ability to sell products and services, develop and successfully market new products and services and could exert downward pressure on prices. Any decline in prices would decrease our revenue and profitability and negatively affect our ability to generate cash for investments and other working capital needs. Further, although we do not expect to begin launching our satellites until early 2015, we need to arrange for hosted payloads well in advance of launch in order to include them in the construction of the satellites. Accordingly, we have a limited time in which to identify hosted payload customers and negotiate and execute agreements with them. If we are unable to do so, our ability to execute our business plan will be negatively affected.

Our ability to successfully implement our business plan will also depend on a number of other factors, including:

- our ability to maintain the health, capacity and control of our existing satellite constellation;
- our ability to complete the design, build and launch of Iridium NEXT and related ground infrastructure, products and services, and, once launched, our ability to maintain the health, capacity and control of such satellite constellation;
- the level of market acceptance and demand for our products and services;
- our ability to introduce innovative new products and services that satisfy market demand, including new service offerings on Iridium NEXT;
- our ability to obtain additional business using our existing spectrum resources both in the United States and internationally;
- our ability to sell our products and services in additional countries;
- our ability to maintain our relationship with U.S. government customers, particularly the Department of Defense;
- the ability of our distributors to market and distribute our products, services and applications effectively and their continued development of innovative and improved solutions and applications for our products and services;
- the effectiveness of our competitors in developing and offering similar services and products; and
- our ability to maintain competitive prices for our products and services and control costs.

***We may need additional capital to design, build and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities. If we fail to maintain access to sufficient capital, we will not be able to successfully implement our business plan.***

Our business plan calls for the development of Iridium NEXT, the development of new product and service offerings, upgrades to our current services, hardware and software upgrades to maintain our ground infrastructure and upgrades to our business systems. We estimate the costs associated with the design, build and launch of Iridium NEXT and related ground infrastructure upgrades through 2017 will be approximately \$3 billion. While we expect to fund these costs with borrowings under our \$1.8 billion loan facility, or the Credit Facility, together with internally generated cash flows, including potential revenues from hosted payloads and the proceeds from our outstanding stock purchase

warrants, it is possible that these sources will not be sufficient to fully fund Iridium NEXT. For example, we have a limited time in which to identify hosted payload customers and negotiate and execute agreements with them, and our inability to do so would jeopardize our ability to generate our expected cash flows. If we fail to generate our expected cash flows from hosted payloads, warrants or other sources, we might need to finance the remaining cost by raising additional debt or equity financing. In addition, we may need additional capital to design and launch new products and services on Iridium NEXT. Such additional financing may not be available on favorable terms, or at all.

Our ability to make ongoing draws under the Credit Facility will depend upon our satisfaction of various borrowing conditions from time to time, some of which will be outside of our control. In addition, there can be no assurance that our internally generated cash flows will meet our current expectations, that our in-the-money warrants will remain in the money, or, even if they do remain in the money, that they will be exercised, or that we will not encounter increased costs. Among other factors leading to the uncertainty over our internally generated cash flows, demand for hosted payloads may not materialize or may be priced lower than our expectations. If available funds from the Credit Facility, internally generated cash flows and the proceeds from our warrants are less than we expect, our ability to maintain our network, design, build and launch Iridium NEXT and related ground infrastructure, develop new products and services, and pursue additional growth opportunities will be impaired, which would significantly limit the development of our business and impair our ability to provide a commercially acceptable level of service. We expect to experience overall liquidity levels lower than our recent liquidity levels. Inadequate liquidity could compromise our ability to pursue our business plans and growth opportunities and make borrowings under the Credit Facility, delay the ultimate deployment of Iridium NEXT, and otherwise impair our business and financial position.

***If we fail to satisfy the ongoing borrowing conditions of the Credit Facility, we may be unable to fund Iridium NEXT.***

We plan to use borrowings under the Credit Facility to partially fund the construction of our Iridium NEXT satellites, including borrowing to capitalize interest otherwise due under the Credit Facility. Our ability to continue to draw funds under the Credit Facility over time will depend on the satisfaction of borrowing conditions, including:

- compliance with the covenants under the Credit Facility, including financial covenants and covenants relating to hosted payloads;
- accuracy of the representations we make under the Credit Facility;
- compliance with the other terms of the Credit Facility, including the absence of events of default; and
- maintenance of the insurance policy with Compagnie Française d'Assurance pour le Commerce Extérieur, or COFACE, the French export credit agency.

Some of these borrowing conditions may be outside of our control or otherwise difficult to satisfy. If we do not continue to satisfy the borrowing conditions under the Credit Facility and cannot obtain a waiver from the lenders, we would need to find other sources of financing. We would have to seek the permission of the lenders under the Credit Facility in order to obtain many alternative sources of financing, and there can be no assurance that we would have access to other sources of financing on acceptable terms, or at all.

***If we default under the Credit Facility, the lenders may require immediate repayment in full of amounts borrowed or foreclose on our assets.***

The Credit Facility contains events of default, including:

- non-compliance with the covenants under the Credit Facility, including financial covenants and covenants relating to hosted payloads;
- cross-default with other indebtedness;

- insolvency of any obligor under the Credit Facility;
- revocation of the COFACE policy;
- failure to maintain our current satellite constellation or complete Iridium NEXT by a specified time; and
- a determination by the lenders that we have experienced a material adverse change in our business.

Some of these events of default are outside of our control or otherwise difficult to satisfy. If we experience an event of default, the lenders may require repayment in full of all principal and interest outstanding under the Credit Facility. It is unlikely we would have adequate funds to repay such amounts prior to the scheduled maturity of the Credit Facility. If we fail to repay such amounts, the lenders may foreclose on the assets we have pledged under the Credit Facility, which includes substantially all of our assets and those of our domestic subsidiaries.

***The Credit Facility restricts the manner in which we may operate our business, which may prevent us from successfully implementing our business plan.***

The Credit Facility contains restrictions on the operation of our business, including limits on our ability to:

- make capital expenditures;
- carry out mergers and acquisitions;
- dispose of or grant liens on our assets;
- enter into transactions with our affiliates;
- pay dividends or make distributions to our stockholders;
- incur indebtedness;
- prepay indebtedness; and
- make loans, guarantees or indemnities.

Complying with these restrictions may cause us to take actions that are not favorable to holders of our securities and may make it more difficult for us to successfully execute our business plan and compete against companies who are not subject to such restrictions.

***If we are unable to effectively develop and deploy Iridium NEXT before our current satellite constellation ceases to provide a commercially acceptable level of service, our business will suffer.***

We are currently developing Iridium NEXT, which we expect to commence launching in early 2015. While we expect our current constellation to provide a commercially acceptable level of service through the transition to Iridium NEXT, we cannot guarantee it will do so. If we are unable, for any reason, including as a result of insufficient funds, manufacturing or launch delays, launch failures, in-orbit satellite failures, inability to achieve or maintain orbital placement, failure of the satellites to perform as expected, interference between any hosted payload and our network, or delays in receiving regulatory approvals, to effectively deploy Iridium NEXT before our current constellation ceases to provide a commercially acceptable level of service, or if we experience backward compatibility problems with our new constellation once deployed, we will likely lose customers and business opportunities to our competitors, resulting in a material decline in revenue and profitability and the inability to service debt.

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

We estimate the costs associated with the design, build and launch of Iridium NEXT and related ground infrastructure upgrades through 2017 will be approximately \$3 billion, although our actual costs could

substantially exceed this estimate. We may not complete Iridium NEXT and related ground infrastructure on time, on budget or at all. The design, manufacture and launch of satellite systems are highly complex and historically have been subject to delays and cost overruns. Development of Iridium NEXT may suffer from additional delays, interruptions or increased costs due to many factors, some of which may be beyond our control, including:

- lower than anticipated internally generated cash flows, including from hosted payload customers;
- the failure to maintain our ability to make draws under the Credit Facility, including by reason of our failure to satisfy any ongoing financial or other condition to making draws;
- the failure of the holders of our stock purchase warrants to exercise the warrants;
- operating and other requirements imposed by the lenders under the Credit Facility;
- engineering or manufacturing performance falling below expected levels of output or efficiency;
- interference between any hosted payload and our network;
- complex integration of our ground segment with the Iridium NEXT satellites and the transition from our current constellation;
- denial or delays in receipt of regulatory approvals or non-compliance with conditions imposed by regulatory authorities;
- the breakdown or failure of equipment or systems;
- non-performance by third-party contractors, including the prime system contractor;
- the inability to license necessary technology on commercially reasonable terms or at all;
- use of a new or unproven launch vehicle or the failure of the launch services provider to sustain its business;
- launch delays or failures or in-orbit satellite failures once launched or the decision to manufacture additional replacement satellites for future launches;
- labor disputes or disruptions in labor productivity or the unavailability of skilled labor;
- increases in the costs of materials;
- changes in project scope;
- additional requirements imposed by changes in laws; or
- severe weather or catastrophic events such as fires, earthquakes, storms or explosions.

In addition, there can be no assurance the ground infrastructure needed to complete Iridium NEXT will be completed on-time, on budget or at all. If the design, manufacture and deployment of Iridium NEXT costs more or takes longer than we anticipate, our ability to continue to develop Iridium NEXT and related ground infrastructure could be compromised.

***Loss of any Iridium NEXT satellite during launch could delay or impair our ability to offer our services, and launch insurance, to the extent available, will not fully cover this risk.***

The launch of our Iridium NEXT satellites will be subject to the inherent risk of launch failures, which could result in the loss or destruction of one or more satellites. We have entered into a Contract for Launch Services, or the SpaceX Agreement, with Space Exploration Technologies Corp., or SpaceX, pursuant to which SpaceX will provide launch services to us in connection with our deployment of Iridium NEXT. The SpaceX Agreement contemplates eight launches of nine satellites each on SpaceX's Falcon 9 launch vehicle over a two-year period. SpaceX has a limited operating history and limited financial resources, and the Falcon 9 has a limited launch

history, which could expose us to delay, greater risk of launch failure or the need to utilize an alternate launch services provider, which could substantially increase our launch costs. We have also entered into a Contract for Launch Services, or the Kosmotras Agreement, with International Space Company Kosmotras, or Kosmotras, pursuant to which Kosmotras will provide supplemental or alternative launch services for Iridium NEXT. The use of Kosmotras instead of SpaceX would increase our launch costs, and the Kosmotras Agreement only provides for the launch of up to 24 satellites, which is not enough to launch the whole Iridium NEXT constellation. In addition, we are required under the terms of the Credit Facility to insure a portion of the launch of our Iridium NEXT satellites, and we expect to self-insure the remaining portion. Launch insurance currently costs approximately 6% to 15% of the insured value of the satellites launched, including launch costs, but may vary depending on market conditions and the safety record of the launch vehicle. In addition, we expect any launch insurance policies that we obtain to include specified exclusions, deductibles and material change limitations. Typically, these insurance policies contain exclusions customary in the industry for damage arising from acts of war, lasers and other similar potential risks. If launch insurance rates were to rise substantially, our future launch costs could increase. It is also possible that insurance could become unavailable or prohibitively expensive, either generally or for a specific launch vehicle, or that new insurance could be subject to broader exclusions on coverage or limitations on losses, in which event we would bear the risk of launch failures. Even if a lost satellite is fully insured, acquiring a replacement satellite may be difficult and time consuming and could delay the deployment of Iridium NEXT. Furthermore, launch insurance does not cover lost revenue.

***Our satellites have a limited life and may fail prematurely, which would cause our network to be compromised and materially and adversely affect our business, prospects and profitability.***

Since we introduced commercial services in 2001, we have experienced eight satellite losses, most recently in August of 2011. Seven of our satellites have failed in orbit, which has resulted in either the complete loss of the affected satellites or the loss of the ability of the satellite to carry traffic on the network, and one satellite was lost as a result of a collision with a non-operational Russian satellite. Also, our satellites have already exceeded their original design lives. While actual useful life typically exceeds original design life, the useful lives of our satellites may be shorter than we expect, and additional satellites may fail or collide with space debris or other satellites in the future. Although to date we have had an in-orbit spare available to replace each lost satellite, we can provide no assurance that our in-orbit spare satellites will be sufficient to replace all future lost satellites, that we will be able to replace them in a timely manner, or that the spare satellite will provide the same level of performance as the lost satellite. As a result, while we expect our current constellation to provide a commercially acceptable level of service through the transition to Iridium NEXT, we cannot guarantee it will be able to do so.

In-orbit failure may result from various causes, including component failure, loss of power or fuel, inability to control positioning of the satellite, solar or other astronomical events, including solar radiation and flares, and space debris. Other factors that could affect the useful lives of our satellites include the quality of construction, gradual degradation of solar panels and the durability of components. Radiation-induced failure of satellite components may result in damage to or loss of a satellite before the end of its expected life. As our constellation has aged, some of our satellites have experienced individual component failures affecting their coverage or transmission capacity and other satellites may experience such failures in the future, which could adversely affect the reliability of their service or result in total failure of the satellite. As a result, fewer than 66 of our current in-orbit satellites are fully functioning at any time. Although we do not incur any direct cash costs related to the failure of a satellite, if a satellite fails, we record an impairment charge in our statement of operations reflecting the remaining net book value of that satellite, which could significantly depress our net income for the period in which the failure occurs.

From time to time, we are advised by our customers and end-users of temporary intermittent losses of signal cutting off calls in progress, preventing completions of calls when made or disrupting the transmission of data. If the magnitude or frequency of such problems increase and we are no longer able to provide a commercially acceptable level of service, our business and financial results and our reputation would be hurt and our ability to pursue our business plan would be compromised.

We may be required in the future to make further changes to our constellation to maintain or improve its performance. Any such changes may require prior Federal Communications Commission, or FCC, approval, and the FCC may subject the approval to other conditions that could be unfavorable to our business. In addition, from time to time we may reposition our satellites within the constellation in order to optimize our service, which could result in degraded service during the repositioning period. Although we have some ability to remedy certain types of problems affecting the performance of our satellites remotely from the ground, the physical repair of our satellites in space is not feasible.

***Our agreements with U.S. government customers, particularly the DoD, which represent a significant portion of our revenue, are subject to change or termination.***

The U.S. government, through a dedicated gateway owned and operated by the DoD, has been and continues to be, directly and indirectly, our largest customer, representing 23% of our revenue for the year ended December 31, 2011. We provide the majority of our services to the U.S. government pursuant to two contracts, both of which were entered into in April 2008, that provide for a one-year base term and up to four additional one-year options exercisable at the election of the U.S. government. Although the U.S. government has notified us of its intention to exercise the fourth additional one-year term for both contracts, which will extend the term through March 2013, the U.S. government may terminate these agreements, in whole or in part, at any time. If the U.S. government terminates its agreements with us or fails to renew such agreements, we would lose a significant portion of our revenue.

Our relationship with the U.S. government is subject to the overall U.S. government budget and appropriation decisions and processes. U.S. government budget decisions, including with respect to defense spending, are based on changing government priorities and objectives, which are driven by numerous factors, including geopolitical events and macroeconomic conditions, and are beyond our control. Significant changes to U.S. defense spending, including as a result of the resolution of the conflicts in Afghanistan and Iraq, or continued reductions in U.S. personnel in those countries, could reduce demand for our services and products by the U.S. government.

***We are dependent on intellectual property licensed from third parties to operate our constellation and sell our devices and for the enhancement of our existing products and services.***

We license critical system technology, including software and systems, to operate and maintain our network as well as technical information for the design, manufacture and sale of our devices. This intellectual property is essential to our ability to continue to operate our constellation and sell our services, handsets and data devices. In addition, we are dependent on third parties to develop enhancements to our current products and services even in circumstances where we own the intellectual property. If any third-party owner of such intellectual property were to terminate any license agreement or cease to support and service this technology or perform development on our behalf, or if we are unable to renew such licenses on commercially reasonable terms or at all, it may be difficult, more expensive or impossible to obtain such services from alternative vendors. Any substitute technology may also be costly to develop and integrate, and have lower quality or performance standards, which would adversely affect the quality of our products and services. In connection with the design, manufacture and operation of Iridium NEXT and related ground infrastructure and the development of new products and services to be offered on Iridium NEXT, we may be required to obtain additional intellectual property rights from third parties. We can offer no assurance that we will be able to obtain such intellectual property rights on commercially reasonable terms or at all. If we are unable to obtain such intellectual property rights or are unable to obtain such rights on commercially reasonable terms, we may not complete Iridium NEXT and related ground infrastructure on budget or at all or may not be able to develop new products and services to be offered on Iridium NEXT.

***Our products could fail to perform or perform at reduced levels of service because of technological malfunctions or deficiencies or events outside of our control which would seriously harm our business and reputation.***

Our products and services are subject to the risks inherent in a large-scale, complex telecommunications system employing advanced technology. Any disruption to our satellites, services, information systems or telecommunications infrastructure could result in the inability of our customers to receive our services for an indeterminate period of time. These customers include government agencies conducting mission-critical work throughout the world, as well as consumers and businesses located in remote areas of the world and operating under harsh environmental conditions where traditional telecommunications services may not be readily available. Any disruption to our services or extended periods of reduced levels of service could cause us to lose customers or revenue, result in delays or cancellations of future implementations of our products and services, result in failure to attract customers or result in litigation, customer service or repair work that would involve substantial costs and distract management from operating our business. The failure of any of the diverse elements of our system, including our satellites, our commercial gateway, or our satellite network operations center to function as required could render our system unable to perform at the quality and capacity levels required for success. Any system failures, repeated product failures or shortened product life or extended reduced levels of service could reduce our sales, increase costs or result in warranty or liability claims, cause us to extend our warranty period and seriously harm our business.

***As we and our distributors expand our offerings to include more consumer-oriented devices, we are more likely to be subject to product liability claims or recalls, which could adversely affect our business and financial performance.***

Through our network of distributors, we offer several products and services aimed at individual consumers, and we and our distributors continue to introduce more such products and services. These products and services, such as satellite handsets, personal locator devices and location-based services, may be used in isolated and dangerous locations, including emergency response situations, and users who suffer property damage, personal injury or death while using the product or service may seek to assert claims against us. We seek to limit our exposure to such claims through appropriate disclosures, indemnification provisions and disclaimers, but these steps may not be effective. We also maintain product liability insurance, but this insurance may not cover any particular claim, or the amount of insurance may be inadequate to cover the claims brought against us. Product liability insurance could become more expensive and difficult to maintain and might not be available on acceptable terms or at all. In addition, it is possible that our products would become the subject of a mandatory product recall as a result of a product defect, or that we might voluntarily conduct a recall. We do not maintain recall insurance, so any recall could have a significant effect on our financial results. In addition to the direct expenses of product liability claims and recalls, a claim or recall might cause us adverse publicity, which could harm our reputation and compromise our ability to sell our products in the future.

***The collection, storage, transmission, use and disclosure of user data and personal information could give rise to liabilities or additional costs as a result of laws, governmental regulations and evolving views of personal privacy rights.***

We transmit, and in some cases store, end-user data, including personal information. In jurisdictions around the world, personal information is becoming increasingly subject to legislation and regulations intended to protect consumers' privacy and security. The interpretation of privacy and data protection laws and regulations regarding the collection, storage, transmission, use and disclosure of such information in some jurisdictions is unclear and evolving. These laws may be interpreted and applied in conflicting ways from country to country and in a manner that is not consistent with our current data protection practices. Complying with these varying international requirements could cause us to incur additional costs and change our business practices. Because our services are accessible in many foreign jurisdictions, some of these jurisdictions may claim that we are required to comply with their laws, even where we have no local entity, employees or infrastructure. We could be forced to incur significant expenses if we were required to modify our products, our services or our existing security and privacy procedures in order to comply with new or expanded regulations.

In addition, if end users allege that their personal information is not collected, stored, transmitted, used or disclosed appropriately or in accordance with our privacy policies or applicable laws, we could have liability to them. Any failure on our part to protect end user's privacy and data could result in a loss of user confidence, hurt our reputation and ultimately result in the loss of users.

***Additional satellites may collide with space debris or another spacecraft, which could adversely affect the performance of our constellation and business.***

In February 2009, we lost an operational satellite as a result of a collision with a non-operational Russian satellite. Although we have some ability to actively maneuver our satellites to avoid potential collisions with space debris or other spacecraft, this ability is limited by, among other factors, various uncertainties and inaccuracies in the projected orbit location of and predicted conjunctions with debris objects tracked and cataloged by the U.S. government. Additionally, some space debris is too small to be tracked and therefore its orbital location is completely unknown; nevertheless this debris is still large enough to potentially cause severe damage or a failure of our satellites should a collision occur. If our constellation experiences additional satellite collisions with space debris or other spacecraft, our service could be impaired.

***The space debris created by the February 2009 satellite collision may cause damage to other spacecraft positioned in a similar orbital altitude.***

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

***As our product portfolio expands, our failure to manage growth effectively could impede our ability to execute our business plan, and we may experience increased costs or disruption in our operations.***

We currently face a variety of challenges, including maintaining the infrastructure and systems necessary for us to operate as a public company and managing the growth of our business. As our product portfolio continues to expand, the responsibilities of our management team and other company resources also grow. Consequently, we may further strain our management and other company resources with the increased complexities and administrative burdens associated with a larger, more complex product portfolio. Our failure to meet these challenges as a result of insufficient management or other resources could significantly impede our ability to execute our business plan. To properly manage our growth, we may need to hire and retain personnel, upgrade our existing operational management and financial and reporting systems, and improve our business processes and controls. Failure to effectively manage the expansion of our product portfolio in a cost-effective manner could result in declines in product and service quality and customer satisfaction, increased costs or disruption of our operations.

***If we experience operational disruptions with respect to our commercial gateway or operations center, we may not be able to provide service to our customers.***

Our commercial satellite network traffic is supported by a primary ground station gateway in Tempe, Arizona. In addition, we operate our satellite constellation from our satellite network operations center in Leesburg, Virginia. Currently, we do not have a back-up facility for our gateway, and we would not be able to implement our backup to the Virginia operations center in real time if that facility experienced a catastrophic failure. Both facilities are subject to the risk of significant malfunctions or catastrophic loss due to unanticipated events and would be

difficult to replace or repair and could require substantial lead-time to do so. Material changes in the operation of these facilities may be subject to prior FCC approval, and the FCC might not give such approval or may subject the approval to other conditions that could be unfavorable to our business. Our gateway and operations center may also experience service shutdowns or periods of reduced service in the future as a result of equipment failure, delays in deliveries or regulatory issues. Any such failure would impede our ability to provide service to our customers.

***We may be unable to obtain and maintain contractually required liability insurance, and the insurance we obtain may not cover all liabilities to which we may become subject.***

Pursuant to the TSA and pursuant to the Indemnification Agreement, we are required to maintain an in-orbit liability insurance policy with a de-orbiting endorsement. The current policy together with the de-orbiting endorsement covers amounts that we and other named parties may become liable to pay for bodily injury and property damages to third parties related to processing, maintaining and operating our satellite constellation and, in the case of the de-orbiting endorsement, de-orbiting our satellite constellation. The current policy has a one-year term, which expires December 8, 2012 and excludes coverage for all third-party damages relating to the 2009 collision of our satellite with a non-operational Russian satellite. The price, terms and availability of insurance have fluctuated significantly since we began offering commercial satellite services. The cost of obtaining insurance can vary as a result of either satellite failures or general conditions in the insurance industry. Higher premiums on insurance policies would increase our cost. In-orbit liability insurance policies on satellites may not continue to be available on commercially reasonable terms or at all. In addition to higher premiums, insurance policies may provide for higher deductibles, shorter coverage periods and additional policy exclusions. For example, our current de-orbit insurance covers only twelve months from attachment and therefore would not cover losses arising outside that timeframe. Our failure to renew our current in-orbit liability insurance policy or obtain a replacement policy would trigger de-orbit rights held by the U.S. government and Boeing, which, if exercised, would eliminate our ability to provide mobile satellite communications services. See “—The U.S. government, Motorola Solutions and Boeing may unilaterally require us to de-orbit our current constellation upon the occurrence of specified events” below for more information. In addition, even if we continue to maintain an in-orbit liability insurance policy, the coverage may not protect us against all third-party losses, which could be material.

Our current in-orbit liability insurance policy contains, and we expect any future policies would likewise contain, specified exclusions and material change limitations customary in the industry. These exclusions may relate to, among other things, losses resulting from in-orbit collisions such as the one we experienced in 2009, acts of war, insurrection, terrorism or military action, government confiscation, strikes, riots, civil commotions, labor disturbances, sabotage, unauthorized use of the satellites and nuclear or radioactive contamination, as well as claims directly or indirectly occasioned as a result of noise, pollution, electrical and electromagnetic interference and interference with the use of property.

In addition to our in-orbit liability insurance policy, we are required under the Indemnification Agreement to purchase product liability insurance to cover potential liability of Motorola Solutions, as the manufacturer of the satellites in our current constellation. We may not in the future be able to renew this product liability coverage on reasonable terms and conditions, or at all. Any failure by us to maintain this insurance could increase our exposure to third-party damages that may be caused by any of our satellites. If we are unable to obtain such insurance on commercially reasonable terms and the U.S. government has not agreed to cover the amounts that would have otherwise been paid by such insurance, Motorola Solutions could invoke its de-orbit rights which, if exercised, would eliminate our ability to provide mobile satellite communications services. See “—The U.S. government, Motorola Solutions and Boeing may unilaterally require us to de-orbit our current constellation upon the occurrence of specified events” below for more information.

***We do not maintain in-orbit insurance covering our losses from satellite failures or other operational problems affecting our constellation.***

We do not maintain in-orbit insurance covering losses that might arise as a result of a satellite failure or other operational problems affecting our constellation. The terms of the Credit Facility, however, will require us to obtain and maintain such insurance for the Iridium NEXT satellites for a period of 12 months after launch. We may not be able to obtain such insurance on acceptable terms, or at all. If we are not able to obtain in-orbit insurance, we may be unable to obtain a waiver, which would trigger an event of default and would likely accelerate repayment of all outstanding borrowings. Even if we obtain in-orbit insurance in the future, the coverage may not be sufficient to compensate us for satellite failures and other operational problems affecting our satellites, as it may either contain large deductible amounts or provide reimbursement only after a specified number of satellite failures. As a result, a failure of one or more of our satellites or the occurrence of equipment failures and other related problems could constitute an uninsured loss and could harm our financial condition.

***We may be negatively affected by current global economic conditions.***

Our operations and performance depend significantly on worldwide economic conditions. Uncertainty about current global economic conditions poses a risk as individual consumers, businesses and governments may postpone spending in response to tighter credit, negative financial news, declines in income or asset values or budgetary constraints. Reduced demand would cause a decline in our revenue and make it more difficult for us to operate profitably, potentially compromising our ability to pursue our business plan. While we expect the number of our subscribers and revenue to continue to grow, we expect the future growth rate will be slower than our historical growth and may not continue in every quarter of every year. We expect our future growth rate will be affected by the current economic slowdown, increased competition, maturation of the satellite communications industry and the difficulty in sustaining high growth rates as we increase in size. Any substantial appreciation of the U.S. dollar may also negatively affect our growth by increasing the cost of our products and services in foreign countries.

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

We face intense competition in all of our markets, which could result in a loss of customers and lower revenue and make it more difficult for us to enter new markets. We compete primarily on the basis of coverage, quality, portability and pricing of services and products.

The provision of satellite-based services and products is subject to downward price pressure when capacity exceeds demand or as a result of aggressive discounting by some operators under financial pressure to expand their respective market share. In addition, we may face competition from new competitors, new technologies or new equipment. For example, we may face competition for our land-based services in the United States from incipient ancillary terrestrial component, or ATC, service providers who are currently raising capital and designing a satellite operating business and a terrestrial component around their spectrum holdings. In addition, some of our competitors have announced plans for the launch of additional satellites. As a result of competition, we may not be able to successfully retain our existing customers and attract new customers.

In addition to our satellite-based competitors, terrestrial voice and data service providers, both wireline and wireless, could further expand into rural and remote areas and provide the same general types of services and products that we provide through our satellite-based system. Although satellite communications services and terrestrial communications services are not perfect substitutes, the two compete in some markets and for some services. Consumers generally perceive terrestrial wireless voice communication products and services as cheaper and more convenient than those that are satellite-based. Many of our terrestrial competitors have greater resources, wider name recognition and newer technologies than we do. In addition, industry consolidation could hurt us by increasing the scale or scope of our competitors and thereby making it more difficult for us to compete.

***Some of the hardware and software we use in operating our gateway was designed and manufactured over ten years ago, and portions are becoming more difficult and expensive to service, upgrade or replace.***

Some of the hardware and software we use in operating our gateway was designed and manufactured over ten years ago, and portions are becoming obsolete. As they continue to age, they may become less reliable and will be more difficult and expensive to service, upgrade or replace. Although we maintain inventories of some spare parts, it nonetheless may be difficult or impossible to obtain all necessary replacement parts for the hardware. Our business plan contemplates updating or replacing some of the hardware and software in our network, but the age of our existing hardware and software may present us with technical and operational challenges that complicate or otherwise make it infeasible to carry out our planned upgrades and replacements, and the expenditure of resources, both from a monetary and human capital perspective, may exceed our estimates. If we are not able to suitably upgrade and replace our equipment, obsolescence of the technologies that we use could hurt our ability to provide our services and therefore to generate revenue.

***Rapid and significant technological changes in the satellite communications industry may impair our competitive position and require us to make significant additional capital expenditures.***

The satellite communications industry is subject to rapid advances and innovations in technology. We may face competition in the future from companies using new technologies and new satellite systems. New technology could render our system obsolete or less competitive by satisfying customer demand in more attractive ways or through the introduction of incompatible standards. Particular technological developments that could adversely affect us include the deployment by our competitors of new satellites with greater power, flexibility, efficiency or capabilities than our current constellation or Iridium NEXT, as well as continuing improvements in terrestrial wireless technologies. For us to keep up with technological changes and remain competitive, we may need to make significant capital expenditures, including capital to design and launch new products and services on Iridium NEXT, which are not included in our current cost estimates. Customer acceptance of the products and services that we offer will continually be affected by technology-based differences in our product and service offerings compared to those of our competitors. New technologies may be protected by patents or other intellectual property laws and therefore may not be available to us. Any failure on our part to implement new technology within our system may compromise our ability to compete.

***Use by our competitors of L-band spectrum for terrestrial services could interfere with our services.***

In February 2003, the FCC adopted rules that permit satellite service providers to establish ATC networks. In July 2010, the FCC initiated a notice of inquiry to consider revising these rules. ATC frequencies are designated in previously satellite-only bands. The implementation of ATC services by satellite service providers in the United States or other countries may result in increased competition for the right to use L-band spectrum in the 1.6 GHz band, which we use to provide our services, and such competition may make it difficult for us to obtain or retain the spectrum resources we require for our existing and future services. In addition, the FCC's decision to permit ATC services was based on assumptions relating to the level of interference that the provision of ATC services would likely cause to other satellite service providers that use the L-band spectrum. If the FCC's assumptions prove inaccurate, or the level of ATC services provided exceeds those estimated by the FCC, ATC services could interfere with our satellites and devices, which may adversely affect our services. Outside the United States, other countries have implemented or are considering implementing regulations to facilitate ATC-like services.

***Our networks and those of our third-party service providers may be vulnerable to security risks.***

We expect the secure transmission of confidential information over public networks to continue to be a critical element of our ability to compete for business and protect our customers and our reputation. Our network and those of our third-party service providers and our customers may be vulnerable to unauthorized access, computer viruses and other security problems. Persons who circumvent security measures could wrongfully obtain or use

information on the network or cause interruptions, delays or malfunctions in our operations, any of which could harm our reputation, cause demand for our products and services to fall and compromise our ability to pursue our business plans. Recently, there have been reported a number of significant, wide-spread security breaches that have compromised network integrity for many companies and governmental agencies, in some cases reportedly originating from outside the United States in countries such as China. In addition, there are reportedly private products available in the market today which attempt to unlawfully intercept communications made on our network. We may be required to expend significant resources to protect against the threat of security breaches or to alleviate problems, including reputational harm and litigation, caused by any breaches. In addition, our customer contracts, in general, do not contain provisions which would protect us against liability to third parties with whom our customers conduct business. Although we have implemented and intend to continue to implement industry-standard security measures, these measures may prove to be inadequate and result in system failures and delays that could lower network availability, which could harm our business.

***We are dependent on third parties to market and sell our products and services.***

We rely on third-party distributors to market and sell our products and services to end-users and to determine the prices end-users pay. We also depend on our distributors to develop innovative and improved solutions and applications integrating our product and service offerings. As a result of these arrangements, we are dependent on the performance of our distributors to generate substantially all of our revenue. Our distributors operate independently of us, and we have limited control over their operations, which exposes us to significant risks. Distributors may not commit the necessary resources to market and sell our products and services and may also market and sell competitive products and services. In addition, our distributors may not comply with the laws and regulatory requirements in their local jurisdictions, which may limit their ability to market or sell our products and services. If our distributors develop faulty or poorly performing products using our technology or services, we may be subject to claims, and our reputation may be harmed. If current or future distributors do not perform adequately, or if we are unable to locate competent distributors in particular countries and secure their services on favorable terms, or at all, we may be unable to increase or maintain our revenue in these markets or enter new markets, we may not realize our expected growth, and our brand image and reputation could be hurt.

In addition, we may lose distributors due to competition, consolidation, regulatory developments, business developments affecting our distributors or their customers or for other reasons. In 2009, one of our largest competitors, Inmarsat, acquired our then largest distributor, Stratos Global Wireless, Inc. We cannot provide assurance that Inmarsat will dedicate the same level of effort to distributing our products and services as did Stratos or even that they will continue to do so at all. Any future consolidation of our distributors would further increase our reliance on a few key distributors of our services and the amount of volume discounts that we may have to give such distributors. Our two largest distributors, Astrium and Inmarsat, represented 11% and 10%, respectively, of our revenue for the year ended December 31, 2011, and our ten largest distributors represented, in the aggregate, 47% of our revenue for the year ended December 31, 2011. The loss of any of these distributors, or a decrease in the level of effort expended by any of them to promote our products and services, could reduce the distribution of our products and services as well as the development of new products and applications.

***We rely on a limited number of key vendors for supply of equipment and services.***

Celestica Corporation is the manufacturer of most of our current devices, including our mobile handsets and L-Band transceivers. Celestica may choose to terminate its business relationship with us when its current contractual obligations are completed on January 1, 2013, or at such earlier time as contemplated by our current agreement with Celestica. If Celestica terminates this relationship, we may not be able to find a replacement supplier in a timely manner, at an acceptable price, or at all. We are highly dependent on Celestica's performance as our sole supplier of these devices. We also utilize sole source suppliers for certain component parts of our devices.

These manufacturers and suppliers may become capacity constrained as a result of a surge in demand, a natural disaster or other event, resulting in a shortage or interruption in supplies or an inability to meet increased demand. Although we might be able to replace Celestica or other sole source suppliers, there could be a

substantial period of time in which our products would not be available; any new relationship may involve higher costs and delays in development and delivery, and we might encounter technical challenges in successfully replicating the manufacturing processes. If our manufacturers or suppliers terminate their relationships with us, fail to provide equipment or services to us on a timely basis or fail to meet our performance expectations, we might be unable to provide products or services to our customers in a competitive manner, which could in turn negatively affect our financial results and our reputation.

In addition, we depend on Boeing to provide operations and maintenance services with respect to our satellite network, including engineering, systems analysis, integration and testing of new equipment and operations and maintenance services, from our technical support center in Chandler, Arizona and our satellite network operations center in Leesburg, Virginia. Boeing provides these services pursuant to the amended and restated operations and maintenance agreement, or the O&M Agreement, by and between our indirect wholly owned subsidiary Iridium Constellation LLC and Boeing, the term of which is concurrent with the expected operating life of our current constellation. Technological competence is critical to our business and depends, to a significant degree, on the work of technically skilled personnel, such as our Boeing contractors. If Boeing's performance falls below expected levels or if Boeing has difficulties retaining the personnel servicing our network, the operations of our satellite network could be compromised. In addition, if Boeing terminates its agreement with us, we may not be able to find a replacement provider on favorable terms or at all, which could impair the operations and performance of our network. Replacing Boeing as the operator of our satellite system could also trigger de-orbit rights held by the U.S. government, which, if exercised, would eliminate our ability to offer satellite communications services altogether.

***We have been and may in the future become subject to claims that our products violate the patent or intellectual property rights of others, which could be costly and disruptive to us.***

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

- subject us to significant liabilities to third parties, including treble damages;
- require disputed rights to be licensed from a third party for royalties that may be substantial;
- require us to cease using technology that is important to our business; or
- prohibit us from selling some or all of our products or offering some or all of our services.

***Conducting and expanding our operations outside the United States creates numerous risks; these risks may harm our operations and our ability to expand our geographic operations.***

We have significant operations outside the United States. According to our estimates, commercial data traffic originating outside the United States, excluding Iridium OpenPort traffic, accounted for 70% of total commercial data traffic for the year ended December 31, 2011, while commercial voice traffic originating outside the United States, excluding Iridium OpenPort traffic, accounted for 90% of total commercial voice traffic for the year ended December 31, 2011. We cannot provide the precise geographical distribution of revenue from end-users because we do not contract directly with them. Instead, we determine the country in which we earn our revenue based on where we invoice our distributors. These distributors sell services directly or indirectly to end-users, who may be located or use our products and services elsewhere. We and our distributors are also seeking authorization to sell our services in Russia, China, and other countries.

Conducting operations outside the United States involves numerous special risks and, while expanding our international operations would advance our growth, it would also increase these risks. These include:

- difficulties in penetrating new markets due to established and entrenched competitors;

- difficulties in developing products and services that are tailored to the needs of local customers;
- lack of local acceptance or knowledge of our products and services;
- lack of recognition of our products and services;
- unavailability of or difficulties in establishing relationships with distributors;
- significant investments, including the development and deployment of dedicated gateways, as certain countries require physical gateways within their jurisdiction to connect the traffic coming to and from their territory;
- instability of international economies and governments;
- changes in laws and policies affecting trade and investment in other jurisdictions;
- exposure to varying legal standards, including intellectual property protection in other jurisdictions;
- difficulties in obtaining required regulatory authorizations;
- difficulties in enforcing legal rights in other jurisdictions;
- local domestic ownership requirements;
- requirements that certain operational activities be performed in-country;
- changing and conflicting national and local regulatory requirements; and
- foreign currency exchange rates and exchange controls.

These risks could affect our ability to successfully compete and expand internationally.

Government organizations, foreign military and intelligence agencies, natural disaster aid associations and event-driven response agencies use our commercial voice and data satellite communications services. Accordingly, we may experience reductions in usage due to changing global circumstances, including as a result of the resolution of the conflicts in Afghanistan and Iraq, or continued reductions in U.S. and foreign personnel in those countries.

The prices for our products and services are typically denominated in U.S. dollars. Any appreciation of the U.S. dollar against other currencies will increase the cost of our products and services to our international customers and, as a result, may reduce the competitiveness of our international offerings and make it more difficult for us to grow internationally.

***We are currently unable to offer service in important regions of the world due to regulatory requirements, which is limiting our growth and our ability to compete.***

Our ability to provide service in certain regions is limited by local regulations as some countries, including Russia and China, have specific regulatory requirements such as local domestic ownership requirements or requirements for physical gateways within their jurisdiction to connect traffic coming to and from their territory. While we have had discussions with parties in these countries to satisfy these regulatory requirements, we may not be able to find an acceptable local partner or reach an agreement to develop additional gateways, or the cost of developing and deploying such gateways may be prohibitive, which could impair our ability to expand our product and service offerings in such areas and undermine our value for potential users who require service in these areas. Also, other countries where we already provide service may impose similar requirements, which could restrict our ability to continue to provide service in such countries. The inability to offer to sell our products and services in all major international markets could impair our international growth. In addition, the construction of such gateways in foreign countries may trigger and require us to comply with various U.S. regulatory requirements which may be in tension with or contravene the laws or regulations of the local jurisdiction. Such tensions could limit, delay or otherwise interfere with our ability to construct gateways or other infrastructure or network solutions around the world.

***The U.S. government, Motorola Solutions and Boeing may unilaterally require us to de-orbit our current constellation upon the occurrence of specified events.***

When Iridium Satellite purchased the assets of Iridium LLC out of bankruptcy, Boeing, Motorola and the U.S. government required specified de-orbit rights as a way to control potential liability risk arising from future operation of the constellation, and provide for the U.S. government's obligation to indemnify Motorola pursuant to the Indemnification Agreement described below. As a result, the Indemnification Agreement was entered into among Iridium Satellite, Boeing, Motorola and the U.S. government, as subsequently amended in September 2010, giving the U.S. government the right to, in its sole discretion, require us to de-orbit our constellation in the event of (a) Iridium Satellite's failure to maintain certain insurance and pay certain insurance premiums; (b) Iridium Satellite's bankruptcy; (c) Iridium Satellite's sale or the sale of any major asset in our satellite system; (d) Boeing's replacement as the operator of our satellite system; (e) Iridium Satellite's failure to provide certain notices as contemplated by the Indemnification Agreement; or (f) at any time after January 1, 2015. Prior to the September 2010 amendment of the Indemnification Agreement, the U.S. government had the right to require us to de-orbit our constellation at any time after June 5, 2009. Pursuant to the September 2010 amendment, the U.S. government may withdraw its agreement to postpone the exercise of its de-orbit right (i) on or after January 1, 2015; (ii) if Iridium Satellite violates any terms of the Indemnification Agreement or fails to comply with any terms of the September 2010 amendment; (iii) if more than four satellites have insufficient fuel to execute a 12-month de-orbit; (iv) if Iridium Satellite fails to comply with the de-boost plans; (v) upon a finding by the FCC, not remedied by Iridium Satellite in the time set forth by the FCC, that Iridium Satellite has failed to comply with the terms of the Iridium Orbital Debris Mitigation Plan filed with the FCC and then in effect; (vi) upon the cancellation, non-renewal or refusal to provide any insurance required by the Indemnification Agreement; and (vii) upon the termination or completion of the current or any successor agreement between Iridium Satellite and the DoD pursuant to which Iridium Satellite provides mobile satellite services to the DoD. The U.S. government also has the right to require us to de-orbit any of our individual functioning satellites, including in-orbit spares, that have been in orbit for more than seven years, unless the U.S. government grants a postponement. All of our functioning satellites have been in orbit for more than seven years.

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

Pursuant to the O&M Agreement, Boeing similarly has the unilateral right to de-orbit our constellation upon the occurrence of any of the following events: (a) Iridium Constellation's failure to pay Boeing in accordance with the terms of the O&M Agreement; (b) Iridium Constellation's or Iridium Satellite's bankruptcy; (c) Iridium Constellation's failure to maintain certain insurance policies; (d) a default by Iridium Constellation under the O&M Agreement; or (e) changes in law or regulation that may increase the risks or costs associated with the operation or de-orbit process or the cost of operation or de-orbit of the constellation.

We cannot guarantee that the U.S. government, Motorola Solutions or Boeing will not unilaterally exercise their de-orbiting rights upon the occurrence of any of the above events. If we were required to de-orbit our constellation, we would be unable to continue to provide mobile satellite communications services.

***Wireless devices' radio frequency emissions are the subject of regulation and litigation concerning their environmental effects, which includes alleged health and safety risks. As a result, we may be subject to new regulations, demand for our services may decrease, and we could face liability based on alleged health risks.***

There has been adverse publicity concerning alleged health risks associated with radio frequency transmissions from portable hand-held telephones that have transmitting antennas. Lawsuits have been filed against participants in the wireless industry alleging various adverse health consequences, including cancer, as a result of wireless phone usage. Other claims allege consumer harm from alleged failures to disclose certain information about radio frequency emissions, or aspects of the regulatory regime governing those emissions. Although we have not been party to any such lawsuits, we may be exposed to such litigation in the future. While we comply with applicable standards for radio frequency emissions and power and do not believe that there is valid scientific evidence that use of our phones poses a health risk, courts or governmental agencies could find otherwise. Any such finding could reduce our revenue and profitability and expose us and other wireless providers to litigation, which, even if frivolous or unsuccessful, could be costly to defend.

If consumers' health concerns over radio frequency emissions increase, they may be discouraged from using wireless handsets. Further, government authorities might increase regulation of wireless handsets as a result of these health concerns. Any actual or perceived risk from radio frequency emissions could reduce the number of our subscribers and demand for our products and services.

***Our business is subject to extensive government regulation, which mandates how we may operate our business and may increase our cost of providing services and slow our expansion into new markets.***

Our ownership and operation of a satellite communications system and the sale of products that operate on that system are subject to significant regulation in the United States by the FCC and in foreign jurisdictions by similar local authorities. The rules and regulations of the FCC or these foreign authorities may change, and such authorities may adopt regulations that limit or restrict our operations as presently conducted or as we plan to conduct such operations. Such authorities may also make changes in the licenses of our competitors that affect our spectrum. Such changes may significantly affect our business. Further, because regulations in each country are different, we may not be aware if some of our distribution partners and/or persons with which we or they do business do not hold the requisite licenses and approvals. Failure to provide services in accordance with the terms of our licenses or failure to operate our satellites or ground stations as required by our licenses and applicable laws and government regulations could result in the imposition of government sanctions on us, including the suspension or cancellation of our licenses. Failure or delay in obtaining the approvals required to operate in other countries would limit or delay our ability to expand our operations into those countries. Failure to obtain homologation certifications or other industry standard certifications for our products could compromise our ability to generate revenue and conduct our business in other countries. Any imposition of sanctions, loss of license or failure to obtain the authorizations necessary to use our assigned radio frequency spectrum and to distribute our products in the United States or foreign jurisdictions could cause us to lose sales, hurt our reputation and impair our ability to pursue our business plan.

In addition, one of our subsidiaries, Iridium Carrier Services LLC, holds a common carrier radio license and is thus subject to regulation as a common carrier, including limitations and prior approval requirements with respect to direct or indirect foreign ownership. A change in the manner in which we provide service or a failure to comply with common carrier regulations or pay required fees can result in sanctions including fines, loss of authorizations, or the denial of applications for new authorizations or the renewal of existing authorizations.

***Security and emergency services regulations in the U.S. and other countries may affect our ability to operate our system and to expand into new markets.***

Our operations are subject to regulations of the U.S. State Department's Office of Defense Trade Controls relating to the export of satellites and related technical data, the U.S. Treasury Department's Office of Foreign

Assets Control relating to transactions involving entities sanctioned by the United States, and the U.S. Commerce Department's Bureau of Industry and Security relating to our handsets. We are also required to provide U.S. and some foreign government law enforcement and security agencies with call interception services, and related government assistance, in respect of which we face legal obligations and restrictions in various jurisdictions. Given our global operations and unique network architecture, these requirements and restrictions are not always easy to harmonize. In addition, some countries require providers of telecommunications services to connect specified emergency numbers to local emergency services. We have discussed and continue to discuss with authorities in various countries the procedures used to satisfy our obligations, and have had to, and may in the future need to, obtain amendments or waivers to licenses or obligations in various countries. Countries are not obligated to grant requested amendments or waivers, and there can be no assurance that relevant authorities will not suspend or revoke our licenses or take other legal actions to attempt to enforce the requirements of their respective jurisdictions.

These U.S. and foreign obligations and regulations may limit or delay our ability to offer products and services in a particular country. As new laws and regulations are issued, we may be required to modify our business plans or operations. In addition, changing and conflicting national and local regulatory requirements may cause us to be in compliance with local requirements in one country, while not being in compliance with the laws and regulations of another. If we fail to comply with regulations in the United States or any other country, we could be subject to sanctions that could make it difficult or impossible for us to operate in the United States or such other country.

***If the FCC revokes, modifies or fails to renew or amend our licenses our ability to operate will be harmed or eliminated.***

We hold FCC licenses, specifically a license for our current satellite constellation, licenses for our U.S. gateway and other ground facilities and blanket earth station licenses for U.S. government customers and commercial subscribers, that are subject to revocation if we fail to satisfy specified conditions or to meet prescribed milestones. The FCC licenses are also subject to modification by the FCC. Our satellite constellation, U.S. gateway earth station and the U.S. government customer and commercial subscribers' earth station licenses expire between 2013 and 2026. There can be no assurance that the FCC will renew the FCC licenses we hold. If the FCC revokes, modifies or fails to renew or amend the FCC licenses we hold, or if we fail to satisfy any of the conditions of our respective FCC licenses, we may not be able to continue to provide mobile satellite communications services.

***Pursuing strategic transactions may cause us to incur additional risks.***

We may pursue acquisitions, joint ventures or other strategic transactions, from time to time. We may face costs and risks arising from any such transactions, including integrating a new business into our business or managing a joint venture. These risks may include adverse legal, organizational and financial consequences, loss of key customers and distributors and diversion of management's time.

In addition, any major business combination or similar strategic transaction would require approval under the Credit Facility and may require significant external financing. Depending on market conditions, investor perceptions of our company and other factors, we might not be able to obtain approvals under the Credit Facility or financing on acceptable terms, in acceptable amounts or at appropriate times to implement any such transaction. Any such financing, if obtained, may further dilute existing stockholders.

***Spectrum values historically have been volatile, which could cause our value to fluctuate.***

Our business plan is evolving, and it may in the future include forming strategic partnerships to maximize value for our spectrum, network assets and combined service offerings in the United States and internationally. Values that we may be able to realize from such partnerships will depend in part on the value ascribed to our spectrum. Valuations of spectrum in other frequency bands historically have been volatile, and we cannot predict at what

amount a future partner may be willing to value our spectrum and other assets. In addition, to the extent that the FCC takes action that makes additional spectrum available or promotes the more flexible use or greater availability of existing satellite or terrestrial spectrum allocations, for example by means of spectrum leasing or new spectrum sales, the availability of such additional spectrum could reduce the value of our spectrum authorizations and the value of our business.

***Our ability to operate our company effectively could be impaired if we lose members of our senior management team or key technical personnel.***

We depend on the continued service of key managerial and technical personnel and personnel with security clearances, as well as our ability to continue to attract and retain highly qualified personnel. We compete for such personnel with other companies, government entities, academic institutions and other organizations. The unexpected loss or interruption of the services of such personnel could compromise our ability to effectively manage our operations, execute our business plan and meet our strategic objectives.

***The market price of our common stock may be volatile.***

The trading price of our common stock may be subject to substantial fluctuations. Factors affecting the trading price of our common stock may include:

- failure in the performance of our current or future satellites or a delay in the launch of Iridium NEXT;
- failure to sign hosted payload customers for our Iridium NEXT satellites;
- failure to comply with the terms of the Credit Facility;
- failure to maintain our ability to make draws under the Credit Facility;
- actual or anticipated variations in our operating results, including termination or expiration of one or more of our key contracts, or a change in sales levels under one or more of our key contracts;
- significant stockholders exercising their registration rights and selling a large number of shares of our common stock;
- dilutive effect of outstanding warrants and stock options;
- changes in financial estimates by industry analysts, or any failure by us to meet or exceed any such estimates, or changes in the recommendations of any industry analysts that elect to follow our common stock or the common stock of our competitors;
- actual or anticipated changes in economic, political or market conditions, such as recessions or international currency fluctuations;
- actual or anticipated changes in the regulatory environment affecting our industry;
- changes in the market valuations of our competitors;
- low trading volume; and
- announcements by our competitors regarding significant new products or services or significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives.

The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. If the market for stocks in our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. In addition, the trading volume for our common stock historically has been low. Sales of significant amounts of shares of our common stock in the public market could lower the market price of our stock.

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

We do not currently pay cash dividends on our common stock and, because we currently intend to retain all cash we generate to fund the growth of our business and the Credit Facility restricts the payment of dividends, we do not expect to pay dividends on our common stock in the foreseeable future.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We own or lease the facilities described in the following table:

<u>Location</u>	<u>Country</u>	<u>Approximate Square Feet</u>	<u>Facilities</u>	<u>Owned/Leased</u>
McLean, Virginia . . . . .	USA	21,600	Corporate Headquarters	Leased
Chandler, Arizona . . . . .	USA	68,000	Technical Support Center, Distribution Center and Warehouse	Leased
Leesburg, Virginia . . . . .	USA	40,000	Satellite Network Operations Center	Owned
Tempe, Arizona . . . . .	USA	31,000	Gateway Earth Station	Owned Building on Leased Land
Tempe, Arizona . . . . .	USA	25,000	Operations and Finance Office Space	Leased
Bethesda, Maryland . . . . .	USA	13,400	Former Corporate Headquarters	Leased
Fairbanks, Alaska . . . . .	USA	4,000	Satellite Earth Station Facility	Owned
Svalbard . . . . .	Norway	1,800	Satellite Earth Station Facility	Owned Building on Leased Land
Yellowknife, Northwest Territories . . . . .	Canada	1,800	Telemetry, Tracking and Control Station	Owned Building on Leased Land
Iqaluit, Nunavut . . . . .	Canada	1,800	Telemetry, Tracking and Control Station	Owned Building on Leased Land

**Item 3. Legal Proceedings**

Neither we nor any of our subsidiaries are currently subject to any material legal proceeding, nor, to our knowledge, is any material legal proceeding threatened against us or any of our subsidiaries.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is currently listed on the NASDAQ Global Select Market under the symbol "IRDM." From September 24, 2009 to December 31, 2011, our common stock was listed on the NASDAQ Global Market. Prior to September 24, 2009, our common stock was listed on the NYSE Amex. The following table sets forth, for the quarters indicated, the quarterly high and low sales prices of our common stock as reported on the NASDAQ Global Market.

	Common Stock	
	High	Low
Quarter Ended March 31, 2010 .....	\$ 8.89	\$ 6.27
Quarter Ended June 30, 2010 .....	10.35	6.50
Quarter Ended September 30, 2010 .....	11.13	8.28
Quarter Ended December 31, 2010 .....	9.92	8.05
Quarter Ended March 31, 2011 .....	10.04	7.65
Quarter Ended June 30, 2011 .....	8.99	7.67
Quarter Ended September 30, 2011 .....	9.00	6.14
Quarter Ended December 31, 2011 .....	7.93	5.50

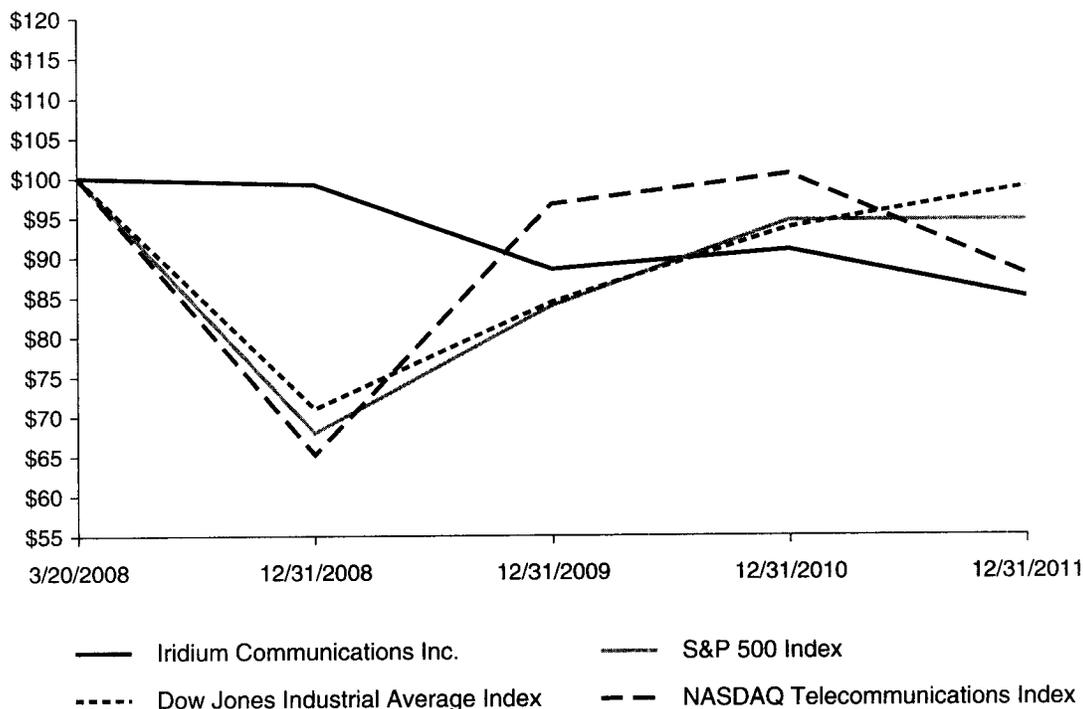
On March 1, 2012, the closing price of our common stock was \$7.56. As of March 1, 2012, there were 71 holders of record of our common stock.

#### *Dividend Policy*

We have not paid any dividends on our common stock to date. We are currently restricted from declaring, making or paying dividends pursuant to our \$1.8 billion loan facility (See Note 5 in "Financial Statements and Supplementary Data"), and we do not anticipate that our Board of Directors will declare any dividends in the foreseeable future.

### Stock Price Performance Graph

The graph below compares the cumulative total return of our common stock from March 20, 2008, the date that our common stock first became separately tradable, through December 31, 2011 with the comparable cumulative return of three indices, the S&P 500 Index, the Dow Jones Industrial Average Index and the NASDAQ Telecommunications Index. The graph plots the growth in value of an initial investment of \$100 in each of our common stock, the S&P 500 Index, the Dow Jones Industrial Average Index and the NASDAQ Telecommunications Index over the indicated time periods. The stock price performance shown on the graph is not necessarily indicative of future price performance.



	<u>3/20/08</u>	<u>12/31/08</u>	<u>12/31/09</u>	<u>12/31/10</u>	<u>12/31/11</u>
Iridium Communications Inc. ....	\$100.00	\$99.12	\$88.44	\$ 90.86	\$84.91
S&P 500 Index .....	\$100.00	\$67.94	\$83.87	\$ 94.59	\$94.59
Dow Jones Industrial Average Index .....	\$100.00	\$71.00	\$84.36	\$ 93.66	\$98.84
NASDAQ Telecommunications Index .....	\$100.00	\$65.18	\$96.62	\$100.41	\$87.74

## Item 6. Selected Financial Data

### *Iridium Communications Inc.*

The following selected historical financial data for the years ended December 31, 2011, 2010, 2009, and 2008 was derived from Iridium Communications Inc.'s audited financial statements. The selected financial data below should be read in conjunction with Iridium Communications Inc.'s financial statements and related notes, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Form 10-K. The selected financial data is historical data for Iridium Communications Inc. and is not necessarily indicative of future results of operations.

<u>Statement of Operations Data(a)</u>	<u>For the Year Ended December 31,</u>			
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
	(In thousands, except per share amounts)			
Revenue:				
Services .....	\$ 262,322	\$ 236,351	\$ 53,014	\$ —
Subscriber equipment .....	94,709	90,184	17,293	—
Engineering and support services .....	27,276	21,638	5,682	—
Total revenue .....	\$ 384,307	\$ 348,173	\$ 75,989	\$ —
Total operating expenses .....	\$ 307,306	\$ 310,813	\$ 89,164	\$ 2,592
Operating income (loss) .....	\$ 77,001	\$ 37,360	\$ (13,175)	\$ (2,592)
Net income (loss) .....	\$ 39,681	\$ 22,691	\$ (44,386)	\$ 1,656
Weighted average shares outstanding — basic .....	72,164	70,289	53,964	43,268
Weighted average shares outstanding — diluted .....	73,559	72,956	53,964	43,268
Net income (loss) per share — basic .....	\$ 0.55	\$ 0.32	\$ (0.82)	\$ 0.04
Net income (loss) per share — diluted .....	\$ 0.54	\$ 0.31	\$ (0.82)	\$ 0.04
<u>Balance Sheet Data</u>	<u>As of December 31,</u>			
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
	(In thousands)			
Total current assets .....	\$ 227,242	\$ 208,729	\$ 220,937	\$ 143
Total assets .....	1,374,186	1,047,449	826,396	403,150
Total long-term liabilities .....	577,029	259,089	109,991	—
Common stock, subject to possible conversion (12,000 shares at conversion value at December 31, 2008) .....	—	—	—	119,988
Total stockholders' equity .....	701,267	655,519	627,474	270,263
<u>Other Data</u>	<u>For the Year Ended December 31,</u>			
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
	(In thousands)			
Cash provided by (used in):				
Operating activities .....	\$ 183,461	\$ 151,438	\$ 23,168	\$ 2,086
Investing activities .....	\$ (359,337)	\$ (242,086)	\$ 354,537	\$ (401,838)
Financing activities .....	\$ 192,310	\$ 63,402	\$ (230,656)	\$ 399,697

- (a) The years ended December 31, 2011 and 2010 reflect the results of a full year of operations, while the year ended December 31, 2009 reflects the results of post-Acquisition activities for the three months ended December 31, 2009. The year ended December 31, 2009 included a \$34.1 million change in the fair value of warrants due to our determination that the exchange agreements entered into with the holders of 26.8 million warrants were derivative instruments. We conducted no material operating activities for the periods prior to the Acquisition in September 2009.

***Iridium Holdings LLC – Predecessor Company***

The following statement of operations data and cash flow data for the period from January 1, 2009 to September 29, 2009 and the year ended December 31, 2008 were derived from Iridium Holdings’ audited financial statements included elsewhere in this Form 10-K. The balance sheet data for the years ended December 31, 2008, and 2007, and statement of operations data and cash flow data for the year ended December 31, 2007 was derived from Iridium Holdings’ audited financial statements that are not included in this Form 10-K. The selected financial data below should be read in conjunction with Iridium Holdings’ financial statements and related notes, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Form 10-K. The selected financial data is historical data for Iridium Holdings and is not necessarily indicative of future results of operations.

<u>Statement of Operations Data(a)</u>	<b>For the Period from January 1 2009 to September 29, 2009</b>	<b>For the Year Ended December 31, 2008</b>	<b>For the Year Ended December 31, 2007</b>
	(In thousands, except per unit amounts)		
<b>Revenue:</b>			
Services .....	\$160,221	\$184,865	\$149,179
Subscriber equipment .....	66,206	119,938	101,879
Engineering and support services .....	16,524	16,141	9,843
<b>Total revenue .....</b>	<b>\$242,951</b>	<b>\$320,944</b>	<b>\$260,901</b>
<b>Operating income (expense):</b>			
Cost of services (exclusive of depreciation and amortization) . . .	58,978	69,882	63,614
Cost of subscriber equipment sales .....	33,265	67,570	62,439
Selling, general and administrative .....	44,505	55,105	46,350
Research and development .....	17,432	32,774	13,944
Depreciation and amortization .....	10,850	12,535	11,380
Transaction costs .....	12,478	7,959	—
<b>Total operating expenses .....</b>	<b>\$177,508</b>	<b>\$245,825</b>	<b>\$197,727</b>
<b>Operating income .....</b>	<b>\$ 65,443</b>	<b>\$ 75,119</b>	<b>\$ 63,174</b>
<b>Net income .....</b>	<b>\$ 53,284</b>	<b>\$ 53,879</b>	<b>\$ 43,773</b>
<b>Net income attributable to Class A Units .....</b>	<b>\$ 36,143</b>	<b>\$ 36,456</b>	<b>\$ 30,826</b>
Weighted average Class A Units outstanding — basic .....	1,084	1,084	1,084
Weighted average Class A Units outstanding — diluted .....	1,168	1,098	1,084
Earnings per unit — basic .....	\$ 33.34	\$ 33.63	\$ 28.44
Earnings per unit — diluted .....	\$ 31.75	\$ 33.40	\$ 28.44
<b><u>Balance Sheet Data</u></b>			
	<b>As of December 31,</b>		
	<b>2008                      2007</b>		
	(In thousands)		
Total current assets .....	\$101,355	\$ 80,342	
Total assets .....	\$190,569	\$167,581	
Total long-term obligations(b) .....	\$155,845	\$178,324	
Total members’ deficit .....	\$ (62,230)	\$ (78,447)	

<u>Other Data</u>	<u>For the Period from January 1 2009 to September 29, 2009</u>	<u>For the Year Ended December 31, 2008</u>	<u>For the Year Ended December 31, 2007</u>
		(In thousands)	
Cash provided by (used in):			
Operating activities .....	\$ 64,230	\$ 61,438	\$ 36,560
Investing activities .....	\$ (7,698)	\$(13,913)	\$(19,787)
Financing activities .....	\$(23,327)	\$(44,820)	\$(26,526)

- (a) Iridium Holdings did not have a full year of operations in 2009 since the Acquisition closed on September 29, 2009.
- (b) Long-term obligations are presented net of an unamortized discount associated with a commitment fee to Motorola, Inc. in connection with the transition services, products and asset agreement, or the TSA. The balance of the unamortized discount was \$1.3 million at December 31, 2008 and \$1.8 million at December 31, 2007.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

You should read the following discussion along with our consolidated financial statements and the consolidated financial statements of Iridium Holdings LLC (our predecessor entity) included in this Form 10-K.

### **Background**

We were initially formed in 2007 as GHL Acquisition Corp., a special purpose acquisition company. We acquired all the outstanding equity in Iridium Holdings LLC, or Iridium Holdings, in a transaction accounted for as a business combination on September 29, 2009. We refer to this transaction as the Acquisition. We refer to Iridium Holdings, together with its direct and indirect subsidiaries, as Iridium. In accounting for the Acquisition, GHL Acquisition Corp. was deemed the legal and accounting acquirer and Iridium the legal and accounting acquiree. On September 29, 2009, we changed our name to Iridium Communications Inc.

### **Overview of Our Business**

We are engaged primarily in providing mobile voice and data communications services using a constellation of orbiting satellites. We are the second largest provider of satellite-based mobile voice and data communications services based on revenue, and the only commercial provider of communications services offering true global coverage. Our satellite network provides communications services to regions of the world where existing wireless or wireline networks do not exist or are impaired, including extremely remote or rural land areas, airways, open-ocean, the polar regions and regions where the telecommunications infrastructure has been affected by political conflicts or natural disasters.

We provide voice and data communications services to businesses, the U.S. and foreign governments, non-governmental organizations and consumers using our constellation of in-orbit satellites and related ground infrastructure. We utilize an interlinked, mesh architecture to route traffic across the satellite constellation using radio frequency crosslinks. This unique architecture minimizes the need for ground facilities to support the constellation, which facilitates the global reach of our services and allows us to offer services in countries and regions where we have no physical presence.

We sell our products and services to commercial end-users through a wholesale distribution network, encompassing approximately 75 service providers, 174 value-added resellers, or VARs, and 56 value-added manufacturers, who either sell directly to the end-user or indirectly through other service providers, VARs or dealers. These distributors often integrate our products and services with other complementary hardware and software and have developed a broad suite of applications for our products and services targeting specific vertical markets.

At December 31, 2011, we had approximately 523,000 billable subscribers worldwide, an increase of 96,000 or 22% from approximately 427,000 billable subscribers at December 31, 2010. We have a diverse customer base, including end-users in the following vertical markets: land-based handset; maritime; aviation; machine-to-machine, or M2M; and government.

We recognize revenue from both the sale of equipment and the provision of services. We expect a higher proportion of our future revenue will be derived from services. Voice and M2M data service revenue have historically generated higher gross margins than subscriber equipment revenue.

We are currently devoting a substantial part of our resources to develop Iridium NEXT, our next-generation satellite constellation, along with the development of new product and service offerings, upgrades to our current services, hardware and software upgrades to maintain our ground infrastructure and upgrades to our business systems. We estimate the aggregate costs associated with the design, build and launch of Iridium NEXT and related ground infrastructure upgrades through 2017 to be approximately \$3 billion. We believe our credit facility, described below, together with internally generated cash flow, including potential cash flows from hosted payloads and the proceeds from our outstanding stock purchase warrants, will be sufficient to fully fund the aggregate costs associated with the design, build and launch of Iridium NEXT and related ground infrastructure upgrades through 2017. For more information about our sources of funding, see "Liquidity and Capital Resources."

### **Full Scale Development and Launch Services Agreements**

In June 2010, we executed a primarily fixed price full scale development contract, or FSD, with Thales Alenia Space France, or Thales, for the design and manufacture of satellites for Iridium NEXT. The total price under the FSD will be approximately \$2.2 billion, and we expect our payment obligations under the FSD to extend into the third quarter of 2017. As of December 31, 2011, we had made total payments of \$454.6 million to Thales, which were classified within property and equipment, net, in the accompanying consolidated balance sheet.

In March 2010, we entered into an agreement with Space Exploration Technologies Corp., or SpaceX, to secure SpaceX as the primary launch services provider for Iridium NEXT, which we refer to as the SpaceX Agreement. The SpaceX Agreement, as amended, has a maximum price of \$492.0 million for eight launches, each of which can carry nine satellites. As of December 31, 2011, we had made total payments of \$43.9 million to SpaceX, which were classified within property and equipment, net, in the accompanying consolidated balance sheet as of December 31, 2011.

In June 2011, we entered into an agreement with International Space Company Kosmotras, or Kosmotras, as a supplemental launch services provider for Iridium NEXT. The agreement provides for the purchase of up to six launches and six additional launch options. Each launch can carry two satellites. If we purchase all six launches, we will pay Kosmotras a total of approximately \$184.3 million. If we do not purchase any launches by March 31, 2013, the agreement will terminate, and our payments to Kosmotras, including in respect of pre-launch development work, non-recurring milestone payments already completed at that time and termination fees, would be approximately \$15.1 million. As of December 31, 2011, we had made aggregate payments of \$11.2 million to Kosmotras which were capitalized as construction in progress within property and equipment, net in the accompanying consolidated balance sheet.

### **Credit Facility**

On October 4, 2010, we entered into a \$1.8 billion loan facility, or the Credit Facility, with a syndicate of bank lenders. Ninety-five percent of our obligations under the Credit Facility are insured by Compagnie Française d'Assurance pour le Commerce Extérieur, or COFACE. The Credit Facility consists of two tranches, with draws and repayments applied pro rata in respect of each tranche:

- Tranche A – \$1,537,500,000 at a fixed rate of 4.96%; and
- Tranche B – \$262,500,000 at a floating rate equal to the London Interbank Offer Rate, or LIBOR, plus 1.95%.

In connection with each draw made under the Credit Facility, we borrow an additional amount equal to 6.49% of such draw to cover the premium for the COFACE insurance. We also pay a commitment fee of 0.80% per year, in semi-annual installments, on any undrawn portion of the Credit Facility. Funds drawn under the Credit Facility will be used for (i) 85% of the costs under the FSD for the design and manufacture of Iridium NEXT, (ii) the premium for the COFACE insurance and (iii) the payment of a portion of interest during a portion of the construction and launch phase of Iridium NEXT.

Scheduled semi-annual principal repayments will begin six months after the earlier of (i) the successful deployment of a specified number of Iridium NEXT satellites or (ii) September 30, 2017. During this repayment period, interest will be paid on the same date as the principal repayments. Prior to the repayment period, interest payments are due on a semi-annual basis in April and October. Interest expense incurred during the year ended December 31, 2011 was \$11.9 million. All interest costs incurred related to the Credit Facility are capitalized during the construction period of the assets; accordingly we capitalized \$11.9 million related to interest incurred in 2011. We pay interest on each semi-annual due date through a combination of a cash payment and a deemed additional loan. The \$11.9 million in interest incurred during the year ended December 31, 2011 consisted of \$3.6 million payable in cash, of which \$2.7 million was paid during the year and \$0.9 million was accrued at year end, and \$8.3 million payable by deemed loans, of which \$6.3 million was paid during the year and \$2.0 million was accrued at year end. The Credit Facility will mature seven years after the start of the principal repayment period. In addition, we are required to maintain minimum cash reserve levels for debt service, which are classified as restricted cash on the accompanying consolidated balance sheet. Minimum debt service reserve levels are estimated as follows (in millions):

<u>At December 31,</u>	<u>Amount</u>
2012 .....	\$ 54
2013 .....	81
2014 .....	108
2015 .....	135
2016 .....	162
2017 .....	189

The required minimum debt service reserve level at December 31, 2011 was \$27.0 million. Obligations under the Credit Facility are guaranteed by us and our subsidiaries that are obligors under the Credit Facility. Our obligations are secured on a senior basis by a lien on substantially all of our assets and those of the other obligors.

We may not prepay any borrowings prior to December 31, 2015. If, on that date, a specified number of Iridium NEXT satellites have been successfully launched and we have adequate time and resources to complete the Iridium NEXT constellation on schedule, we may prepay the borrowings without penalty. In addition, following the completion of the Iridium NEXT constellation, we may prepay the borrowings without penalty. Any amounts repaid may not be reborrowed. We must repay the loans in full upon (i) a delisting of our common stock, (ii) a change in control of our company or our ceasing to own 100% of any of the other obligors or (iii) the sale of all or substantially all of our assets. We must apply all or a portion of specified capital raising proceeds, insurance proceeds and condemnation proceeds to the prepayment of the loans. The Credit Facility includes customary representations, events of default, covenants and conditions precedent to drawing of funds.

The financial covenants include:

- a minimum cash requirement;
- a minimum debt to equity ratio level;
- maximum capital expenditure levels;
- minimum consolidated operational earnings before interest, taxes, depreciation and amortization levels;

- minimum cash flow requirements from customers who have hosted payloads on our satellites;
- minimum debt service reserve levels;
- a minimum debt service coverage ratio level; and
- maximum leverage levels.

The covenants also place limitations on our ability and that of our subsidiaries to carry out mergers and acquisitions, dispose of assets, grant security interests, declare, make or pay dividends, enter into transactions with affiliates, fund payments under the FSD from our own resources, incur debt, or make loans, guarantees or indemnities. We were in compliance with all covenants as of December 31, 2011.

As of December 31, 2011, we had borrowed \$417.1 million under the Credit Facility. The unused portion of the Credit Facility as of December 31, 2011 was approximately \$1.4 billion. We recognized the semi-annual commitment fee on the undrawn portion of the Credit Facility of \$13.5 million, which is included in other income (expense) in the accompanying consolidated statement of operations for the year ended December 31, 2011.

### **Settlement of Motorola Litigation**

On October 1, 2010, we entered into a settlement agreement with Motorola, Inc., or Motorola, pursuant to which the parties settled the litigation previously filed by Motorola against Iridium Satellite LLC, or Iridium Satellite, and Iridium Holdings in Illinois. On the same date, the parties entered into a series of other agreements. Pursuant to these several agreements, we agreed to pay Motorola an aggregate of \$46.0 million to repay debt of \$15.4 million otherwise due in 2010, and \$14.9 million in consideration of expanded intellectual property licenses, the conversion of existing intellectual property licenses from being royalty-based to prepaid, the transfer to us of ownership of certain intellectual property rights, and \$15.7 million for the termination of Motorola's rights to distributions and payments based on the value of our company upon certain "triggering events" and mutual releases of claims. Of the total \$46.0 million, we paid \$23.0 million contemporaneously with the execution of the settlement agreement and the remaining \$23.0 million was reflected in a promissory note. In December 2010, we paid \$0.8 million to Motorola, which was applied against the promissory note principal. In May 2011, we paid \$23.6 million to Motorola Solutions, Inc., Motorola's successor, in full satisfaction of the outstanding balance of its promissory note including accrued interest. Total interest expense under the note payable totaled approximately \$1.4 million and was capitalized to construction in progress.

### **Material Trends and Uncertainties**

Iridium's industry and customer base has historically grown as a result of:

- demand for remote and reliable mobile communications services;
- increased demand for communications services by the Department of Defense, or DoD, disaster and relief agencies and emergency first responders;
- a broad and expanding wholesale distribution network with access to diverse and geographically dispersed niche markets;
- a growing number of new products and services and related applications;
- improved data transmission speeds for mobile satellite service offerings;
- regulatory mandates requiring the use of mobile satellite services;
- a general reduction in prices of mobile satellite services and subscriber equipment; and
- geographic market expansion through the receipt of licenses in additional countries.

As we continue the Iridium business, we face a number of challenges and uncertainties, including:

- our ability to develop Iridium NEXT and related ground infrastructure, and to develop products and services for Iridium NEXT, including our ability to continue to access the Credit Facility to meet our future capital requirements for the design, build, and launch of the Iridium NEXT satellites;
- our ability to obtain sufficient internally generated cash flows, including cash flows from hosted payloads and proceeds from our outstanding stock purchase warrants, to fund a portion of the costs associated with Iridium NEXT and support ongoing business;
- our ability to maintain the health, capacity, control and level of service of our existing satellite network through the transition to Iridium NEXT;
- changes in general economic, business and industry conditions;
- our reliance on a single primary commercial gateway and a primary satellite network operations center;
- competition from other mobile satellite service providers and, to a lesser extent, from the expansion of terrestrial based cellular phone systems and related pricing pressures;
- our ability to maintain our relationship with U.S. government customers, particularly the DoD;
- market acceptance of our products;
- regulatory requirements, in existing and new geographic markets;
- rapid and significant technological changes in the telecommunications industry;
- reliance on our wholesale distribution network to market and sell our products, services and applications effectively;
- reliance on single source suppliers for some of the components required in the manufacture of our end-user subscriber equipment and our ability to purchase parts that are periodically subject to shortages resulting from surges in demand, natural disasters or other events; and
- reliance on a few significant customers for a substantial portion of our revenue, where the loss or decline in business with any of these customers may negatively impact our revenue.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these financial statements requires the use of estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates including those related to revenue recognition, useful lives of property and equipment, long-lived assets, goodwill and other intangible assets, inventory, income taxes, stock-based compensation, warranty expenses and other estimates. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The accounting policies we believe to be most critical to understanding our financial results and condition and that require complex and subjective management judgments are discussed below. Our accounting policies are more fully described in Note 2 in Item 8 “Financial Statements and Supplementary Data.” Please see the notes to our consolidated financial statements for a full discussion of these significant accounting policies.

### ***Revenue Recognition***

For revenue arrangements with multiple elements that include guaranteed minimum orders and where we determine, based on judgment, that the elements qualify as separate units of accounting, we allocate the

guaranteed minimum arrangement price among the various contract elements based on each element's relative selling price. The selling price used for each deliverable is based on vendor specific objective evidence when available, third-party evidence when vendor-specific evidence is not available, or the estimated selling price when neither vendor-specific evidence nor third-party evidence is available. We determine vendor specific objective evidence of selling price by assessing sales prices of subscriber equipment, airtime and other services when they are sold to customers on a stand-alone basis. We recognize revenue for each element based on the specific characteristics of that element.

We recognize revenue for the sale of prepaid airtime when services are rendered or if the likelihood of the redemption by the customer becomes remote. The likelihood of redemption is based on historical redemption patterns. If future results are not consistent with these historical patterns, and therefore actual usage results are not consistent with our estimates or assumptions, we may be exposed to changes to earned and unearned revenue that could be material.

Revenue associated with certain fixed-price engineering services arrangements is recorded when the services are rendered, typically on a proportional performance method of accounting based on the Company's estimate of total costs expected to complete the contract, and the related costs are expensed as incurred. We recognize revenue on cost-plus-fee arrangements to the extent of actual costs incurred plus an estimate of the applicable fees earned, where such estimated fees are determined using a proportional performance method calculation. If actual results are not consistent with our estimates or assumptions, we may be exposed to changes to earned and unearned revenue that could be material to our results of operations.

#### ***Stock-Based Compensation***

We account for stock-based compensation, which consists of stock options and restricted stock units, based on the grant date estimated fair value. In the case of restricted stock units, grant date fair value is equal to the closing price of our common stock on the date of grant. In the case of stock options, grant date fair value is calculated using the Black-Scholes option pricing model. We recognize stock-based compensation on a straight-line basis over the requisite service period. The Black-Scholes option pricing model requires various judgmental assumptions, including expected volatility and expected term. If any of the assumptions used in the Black-Scholes option pricing model changes significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those awards expected to vest. We estimate the forfeiture rate based on historical experience. To the extent our actual forfeiture rate is different from our estimate, stock-based compensation expense is adjusted accordingly.

#### ***Warranty Expenses***

We estimate a provision for product returns under our standard warranty policies when it is probable that a loss has been incurred. A warranty liability is maintained based on historical experience of warranty costs and expected occurrences of warranty claims on equipment. If actual results are not consistent with our estimates or assumptions, we may be exposed to changes to cost of subscriber equipment sales that could be material to our results of operations.

#### ***Income Taxes***

We account for income taxes using the asset and liability approach. This approach requires that we recognize deferred tax assets and liabilities based on differences between the financial statement bases and tax bases of our assets and liabilities. Significant judgment is required in the calculation of our tax provision and the resulting tax liabilities as well as the realizability of our deferred tax assets that arise from temporary differences between the tax and financial statement recognition. As part of our financial reporting process, we must assess the likelihood that our deferred tax assets can be recovered. A valuation allowance is established to reduce deferred tax assets to

the amounts we expect to realize in the future. We also recognize tax assets related to uncertain tax positions only when we estimate that it is “more likely than not” that the position will be sustainable based on its technical merits. If actual results are not consistent with our estimates and assumptions, this may result in material changes to our income tax provision (benefit).

### ***Recoverability of Long-Lived Assets***

We assess the recoverability of long-lived assets when indicators of impairment exist. We assess the possibility of impairment by comparing the carrying amounts of the assets to the estimated undiscounted future cash flows expected to be generated by those assets. If we determine that an asset is impaired, we estimate the impairment loss by determining the excess of the assets’ carrying amount over its estimated fair value. Estimated fair value is based on market prices, when available, or various other valuation techniques. These techniques often include estimates and assumptions with respect to future cash flows and incremental borrowing rates. If actual results are not consistent with our estimates and assumptions, we may be exposed to impairment losses that could be material to our results of operations.

Property and equipment and intangible assets with finite lives are depreciated or amortized over their estimated useful lives. We apply judgment in determining the useful lives based on the various factors such as engineering data, our long-term strategy for using the assets, contractual terms related to the assets, laws or regulations that could impact the useful life of the assets and other economic factors. If actual results are not consistent with our estimates and assumptions, we may be exposed to changes to depreciation and amortization expense that could be material to our results of operations.

### ***Recoverability of Goodwill and Intangible Assets with Indefinite Lives***

#### ***Goodwill***

We assess the recoverability of goodwill on an annual basis or when indicators of impairment exist. Such events or circumstances could include significant changes in the business climate of our industry, operating performance indicators or competition. We operate in a single reporting unit. We assess the possibility of impairment by comparing the carrying amount of the reporting unit to its estimated fair value. We make assumptions and apply judgment in estimating the fair value of the reporting unit generally using a combination of an income and market approach.

If we determine that goodwill is impaired, we estimate the impairment loss by determining the excess of the goodwill’s carrying amount over its estimated fair value. The estimated fair value of the goodwill is determined by recalculating a goodwill amount by reassessing the fair values of the assets and liabilities acquired in the original business combination. Performing the goodwill impairment test requires judgment, including how we define reporting units and determine their fair value. Estimating the fair values of the assets and liabilities acquired requires us to make assumptions and apply judgment based on quoted market prices and various other valuation techniques, including the discounted cash flows method and other market multiple analyses. The various valuation techniques require significant assumptions about future cash flows, revenue growth, capital expenditures, working capital fluctuations, asset life and general market conditions. The discount rate applied to our forecasts of future cash flows is based on our estimated weighted average cost of capital. If actual results are not consistent with our estimates and assumptions, we may be exposed to impairment losses that could be material to our results of operations.

#### ***Intangible Assets Not Subject to Amortization***

A portion of our intangible assets are our spectrum licenses and trade names which are indefinite-lived intangible assets. We reevaluate the indefinite life determination for these assets periodically to determine whether events and circumstances continue to support an indefinite life.

We assess the recoverability of indefinite-lived assets on an annual basis or when indicators of impairment exist. We assess the possibility of impairment by comparing the carrying amount of the asset to its estimated fair value. If the estimated fair value of the indefinite-lived asset is less than the carrying amount, an impairment loss is recognized. We make assumptions and apply judgment in estimating the fair value based on quoted market prices and various other valuation techniques, including replacement costs, discounted cash flows methods and other market multiple analyses. The various valuation techniques require significant assumptions about future cash flows, replacement cost, revenue growth, capital expenditures, working capital fluctuations, asset life, and incremental borrowing rates. If actual results are not consistent with our estimates and assumptions, we may be exposed to impairment losses that could be material to our results of operations.

#### ***Internally Developed Software***

We capitalize the costs of acquiring, developing and testing software to meet our internal needs. Capitalization of costs associated with software obtained or developed for internal use commences when the preliminary project stage is complete and it is probable that the project will be completed and used to perform the function intended. Capitalized costs include (i) external direct cost of materials and services consumed in developing or obtaining internal-use software, and (ii) payroll and payroll-related costs for employees who are directly associated with, and devote time to, the internal-use software project. Capitalization of such costs ceases no later than the point at which the project is substantially complete and ready for its intended use. Internal use software costs are amortized once the software is placed in service using the straight-line method over periods ranging from three to seven years. Judgments and estimates are required in the calculation of capitalized development costs. We evaluate and estimate when the preliminary project stage is completed and at the point when the project is substantially complete and ready for use, which are based on engineering data.

#### ***Deferred Financing Costs***

Direct and incremental costs incurred in connection with securing debt financing are deferred on our balance sheet and then are amortized as additional interest expense using an effective interest method over the term of the related debt. The effective interest rate calculation requires us to make assumptions and estimates in determining estimated periodic interest expense. The calculation includes assumptions and estimates with respect to future borrowing dates and amounts, repayment dates and amounts, and periodic LIBOR. If actual borrowing amounts and dates, repayment amounts and dates, and LIBOR rates are not consistent with our estimates or assumptions, we may be exposed to changes that could be material to our property and equipment, net balance (since we are capitalizing interest expense as part of the cost of Iridium NEXT), deferred financing costs balance, depreciation expense, interest expense, income from operations and net income.

**Comparison of Our Results of Operations for the Year Ended December 31, 2011 and the Year Ended December 31, 2010**

	Year Ended December 31,				Change	
	2011	% of Total Revenue	2010	% of Total Revenue	Dollars	Percent
	(\$ in thousands)					
<b>Revenue:</b>						
Services .....	\$262,322	68%	\$236,351	68%	\$ 25,971	11%
Subscriber equipment .....	94,709	25%	90,184	26%	4,525	5%
Engineering and support services .....	27,276	7%	21,638	6%	5,638	26%
<b>Total revenue .....</b>	<b>384,307</b>	<b>100%</b>	<b>348,173</b>	<b>100%</b>	<b>36,134</b>	<b>10%</b>
<b>Operating expenses:</b>						
Cost of services (exclusive of depreciation and amortization) .....	71,181	19%	72,579	21%	(1,398)	(2)%
Cost of subscriber equipment .....	54,113	14%	61,661	18%	(7,548)	(12)%
Research and development .....	18,684	5%	19,178	5%	(494)	(3)%
Selling, general and administrative .....	65,682	17%	66,728	19%	(1,046)	(2)%
Depreciation and amortization .....	97,646	25%	90,667	26%	6,979	8%
<b>Total operating expenses .....</b>	<b>307,306</b>	<b>80%</b>	<b>310,813</b>	<b>89%</b>	<b>(3,507)</b>	<b>(1)%</b>
<b>Operating income .....</b>	<b>77,001</b>	<b>20%</b>	<b>37,360</b>	<b>11%</b>	<b>39,641</b>	<b>106%</b>
<b>Other income (expense):</b>						
Interest income, net .....	1,200	0%	637	0%	563	88%
Undrawn credit facility fees .....	(13,524)	(3)%	(2,368)	(1)%	(11,156)	471%
Other expense .....	(96)	0%	(17)	0%	(79)	465%
<b>Total other expense .....</b>	<b>(12,420)</b>	<b>(3)%</b>	<b>(1,748)</b>	<b>(1)%</b>	<b>(10,672)</b>	<b>611%</b>
<b>Income before income taxes .....</b>	<b>64,581</b>	<b>17%</b>	<b>35,612</b>	<b>10%</b>	<b>28,969</b>	<b>81%</b>
<b>Provision for income taxes .....</b>	<b>(24,900)</b>	<b>(7)%</b>	<b>(12,921)</b>	<b>(3)%</b>	<b>(11,979)</b>	<b>93%</b>
<b>Net income .....</b>	<b>\$ 39,681</b>	<b>10%</b>	<b>\$ 22,691</b>	<b>7%</b>	<b>\$ 16,990</b>	<b>75%</b>

**Revenue**

Total revenue increased by 10% for the year ended December 31, 2011, compared to the prior year, principally due to growth in billable subscribers, which drove growth in both commercial and government services revenue as well as increased sales of subscriber equipment. Billable subscribers at December 31, 2011 were approximately 523,000, an increase of 22% from December 31, 2010.

## Service Revenue

	Service Revenue								
	Year Ended December 31, 2011			Year Ended December 31, 2010			Change		
	(Revenue in millions and subscribers in thousands)								
	Revenue	Billable Subscribers(1)	ARPU(2)	Revenue	Billable Subscribers(1)	ARPU(2)	Revenue	Billable Subscribers	ARPU
Commercial voice . . . .	\$167.5	306.5	\$ 48	\$155.6	272.1	\$ 51	\$11.9	34.4	\$ (3)
Commercial M2M									
data . . . . .	30.5	167.7	18	21.8	111.3	20	8.7	56.4	(2)
Total . . . . .	198.0	474.2		177.4	383.4		20.6	90.8	
Government voice . . . .	62.0	37.1	141	57.5	36.2	146	4.5	0.9	(5)
Government M2M									
data . . . . .	2.3	11.3	21	1.5	7.3	21	0.8	4.0	—
Total . . . . .	64.3	48.4		59.0	43.5		5.3	4.9	
Total . . . . .	\$262.3	522.6		\$236.4	426.9		\$25.9	95.7	

(1) Billable subscriber numbers shown are at the end of the respective period.

(2) Average monthly revenue per unit, or ARPU, is calculated by dividing revenue in the respective period by the average of the number of billable subscribers at the beginning of the period and the number of billable subscribers at the end of the period and then dividing the result by the number of months in the period.

Service revenue was \$262.3 million for the year ended December 31, 2011, an increase of 11% from the prior year, primarily due to growth in billable subscribers in commercial and government services.

The increase in commercial voice revenue was principally due to billable subscriber growth, including growth related to Iridium OpenPort, our broadband data maritime service, and an increase in usage of pre-paid minutes, partially offset by a decrease in ARPU. Commercial voice ARPU decreased by \$3 over the comparative period due to a decline in average minutes of use per postpaid subscriber, partially offset by growth in the higher ARPU Iridium OpenPort service. In 2012, we expect continued growth in commercial voice subscribers and revenue. Commercial M2M data revenue growth was driven principally by an increase in the billable subscriber base. Commercial M2M data ARPU decreased by \$2 over the comparative period due to the growth in subscribers using plans that generate lower revenue per unit. We anticipate an increase in M2M data revenues and a decrease in M2M data ARPU in 2012 as we expect to continue to experience further growth in our subscriber base with many subscribers utilizing lower ARPU plans.

The increase in government voice revenue was principally due to billable subscriber growth, including growth related to Netted Iridium, a service that provides beyond-line-of-sight, push-to-talk capability for user-defined groups. The increase in government M2M data revenue was driven primarily by billable subscriber growth. Government voice ARPU decreased by \$5 over the comparative period due to a higher proportion of billable subscribers on the lower priced Netted Iridium plan. Government M2M data ARPU was flat year over year. Future growth in government voice and M2M data billable subscribers and revenue may be negatively affected by reductions in U.S. defense spending and deployed troop levels, and a corresponding decrease in subscribers under our agreements with the U.S. government, which account for a majority of our government services revenue and are subject to annual renewals.

## Subscriber Equipment Revenue

Subscriber equipment revenue increased to \$94.7 million for the year ended December 31, 2011, an increase of 5% from the prior year. The increase in subscriber equipment revenue was primarily due to increased volume in M2M data device and handset sales. These increases were partially offset by decreases in handset unit prices and the lower selling price of the Iridium 9602 full-duplex short-burst data transceiver, introduced in May 2010, which is less expensive than its predecessor, the Iridium 9601. Future subscriber equipment sales to the U.S. government, including sales through non-government distributors, may be negatively affected by reductions in U.S. defense spending and deployed troop levels.

## Engineering and Support Service Revenue

	Engineering and Support Service Revenue		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Change
		(In millions)	
Government .....	\$25.9	\$19.7	\$ 6.2
Commercial .....	1.4	1.9	(0.5)
Total .....	<u>\$27.3</u>	<u>\$21.6</u>	<u>\$ 5.7</u>

Engineering and support service revenue increased by \$5.7 million, or 26%, from the prior year primarily due to an increase in the level of effort for a gateway upgrade project for the U.S. government, partially offset by decreases in government sponsored research and development contracts.

### Operating Expenses

Total operating expenses decreased by 1% to \$307.3 million for the year ended December 31, 2011 from \$310.8 million for the prior year. This decrease was due to decreased cost of subscriber equipment, decreased cost of services and decreased selling, general and administrative expenses. The decrease was partially offset by increased depreciation and amortization.

### Cost of Services (exclusive of depreciation and amortization)

Cost of services (exclusive of depreciation and amortization) includes the cost of network engineering and operations staff, including contractors, software maintenance, product support services and cost of services for government and commercial engineering and support service revenue.

Cost of services (exclusive of depreciation and amortization) decreased by 2% to \$71.2 million for the year ended December 31, 2011 from \$72.6 million for the year ended December 31, 2010 primarily due to the result of a favorable contract renegotiation with The Boeing Company in July 2010 that resulted in lower operations and maintenance expenses for the full 2011 year. These lower expenses were partially offset by costs associated with an increase in the level of effort for a gateway upgrade project for the U.S. government.

### Cost of Subscriber Equipment

Cost of subscriber equipment includes the direct costs of equipment sold, which consist of manufacturing costs, allocation of overhead, warranty costs and royalties paid for the subscriber equipment intellectual property.

Cost of subscriber equipment sales decreased by 12% to \$54.1 million for the year ended December 31, 2011 from \$61.7 million for the prior year primarily as a result of the \$10.9 million impact of acquisition accounting during 2010 that increased the inventory basis and therefore increased the related cost of subscriber equipment sold during 2010. This decrease was partially offset by costs related to increased subscriber equipment sales.

### Research and Development

Research and development expenses decreased by 3% to \$18.7 million for the year ended December 31, 2011 from \$19.2 million for the prior year primarily as a result of decreased expenses related to Iridium NEXT projects as they transitioned out of the research and development stage, partially offset by an increase in expenses related to new product development projects.

### Selling, General and Administrative

Selling, general and administrative expenses include sales and marketing costs as well as legal, finance, information technology, facilities, billing and customer care expenses.

Selling, general and administrative expenses decreased by 2% to \$65.7 million for the year ended December 31, 2011 from \$66.7 million for the prior year primarily due to decreases in professional fees and employee-related costs.

#### *Depreciation and Amortization*

Depreciation and amortization expenses increased by 8% to \$97.7 million for the year ended December 31, 2011 from \$90.7 million for the prior year primarily as a result of increased depreciation expense due to assets placed in service and additional amortization associated with certain intellectual property assets acquired in late 2010. In addition, during 2011, the Company lost communication with one of the satellites within its existing constellation. Accordingly, a \$3.0 million impairment charge was recorded within depreciation and amortization expense during the year ended December 31, 2011. The Company had an in-orbit spare satellite located within the same plane that was repositioned to take over the function of the lost satellite.

#### *Other Expense*

##### *Interest Income, Net*

Interest income, net was \$1.2 million for the year ended December 31, 2011 compared to \$0.6 million for the prior year. The increase from the prior year was primarily due to a higher average cash balance in 2011 and increased late payment fees charged to customers and recorded as interest income.

##### *Undrawn Credit Facility Fees*

The commitment fee on the undrawn portion of the Credit Facility was \$13.5 million for the year ended December 31, 2011 compared to \$2.4 million for the prior year. We entered into the Credit Facility in October 2010 and, as a result, we incurred expense related to the commitment fee on the undrawn portion for only the fourth quarter of 2010. The Credit Facility was outstanding for only the fourth quarter of 2010 and for the entirety of 2011. The increase in the undrawn commitment fee reflects the full year of the outstanding undrawn balance in 2011. As we continue to draw additional amounts under the Credit Facility, the undrawn portion and related fees will decrease.

##### *Provision for Income Taxes*

For the year ended December 31, 2011, our income tax provision was \$24.9 million compared to \$12.9 million in 2010. The increase was primarily related to an increase in our income before income taxes. Our 2011 annual effective tax rate was approximately 38.55% compared to 36.28% in 2010. The increase in our effective tax rate from 2010 to 2011 was primarily due to the federal and state income tax impact of the domestication of Baralonco N.V. in late 2010.

**Comparison of Our Results of Operations for the Year Ended December 31, 2010 and Combined Results of Operations for the Year Ended December 31, 2009**

For comparison purposes, we have included the following discussion of our actual operating results for the year ended December 31, 2010, to those of Iridium on a combined basis for the year ended December 31, 2009. The combined presentation is a simple mathematical addition of the pre-Acquisition results of operations of Iridium for the period from January 1, 2009 to September 29, 2009 and our results of operations for the year ended December 31, 2009. There are no other adjustments made in the combined presentation.

	Year Ended December 31,				Change	
	2010	% of Total Revenue	2009	% of Total Revenue	Dollars	Percent
			(\$ in thousands)			
Revenue:						
Services	\$236,351	68%	\$213,235	67%	\$ 23,116	11%
Subscriber equipment	90,184	26%	83,499	26%	6,685	8%
Engineering and support services	21,638	6%	22,206	7%	(568)	(3)%
Total revenue	348,173	100%	318,940	100%	29,233	9%
Operating expenses:						
Cost of services (exclusive of depreciation and amortization)	72,579	21%	77,943	25%	(5,364)	(7)%
Cost of subscriber equipment	61,661	18%	51,922	16%	9,739	19%
Research and development	19,178	5%	23,406	7%	(4,228)	(18)%
Selling, general and administrative	66,728	19%	61,534	19%	5,194	8%
Depreciation and amortization	90,667	26%	33,226	10%	57,441	173%
Transaction costs	—	0%	18,641	6%	(18,641)	NM
Total operating expenses	310,813	89%	266,672	83%	44,141	17%
Operating income (expense)	37,360	11%	52,268	17%	(14,908)	(29)%
Other income (expense):						
Change in fair value of warrants	—	0%	(34,117)	(11)%	34,117	NM
Interest income (expense), net	637	0%	(11,316)	(4)%	11,953	(106)%
Other income (expense)	(2,385)	(1)%	409	0%	(2,794)	(683)%
Total other expense	(1,748)	(1)%	(45,024)	(15)%	43,276	(96)%
Income (loss) before income taxes	35,612	10%	7,244	2%	28,368	392%
Benefit from (provision for) income taxes	(12,921)	(3)%	1,654	1%	(14,575)	NM
Net income	<u>\$ 22,691</u>	<u>7%</u>	<u>\$ 8,898</u>	<u>3%</u>	<u>\$ 13,793</u>	<u>155%</u>

NM = Not Meaningful

**Revenue**

Total revenue increased by 9% to \$348.2 million for the year ended December 31, 2010 from \$318.9 million for the combined year ended December 31, 2009, due principally to growth in billable subscribers, which drove growth in both commercial and government services revenue as well as increased sales of subscriber equipment, partially offset by a decrease in government engineering and support service revenue. Billable subscribers at December 31, 2010 increased by approximately 25% from December 31, 2009 to approximately 427,000 primarily due to growth in our distribution network and new product offerings.

## Service Revenue

	Service Revenue								
	Year Ended December 31, 2010			Year Ended December 31, 2009			Change		
	(Revenue in millions and subscribers in thousands)								
	Revenue	Billable Subscribers(1)	ARPU(2)	Revenue	Billable Subscribers(1)	ARPU(2)	Revenue	Billable Subscribers	ARPU
Commercial voice . . . .	\$155.6	272.1	\$ 51	\$143.0	238.4	\$ 52	\$12.6	33.7	\$ (1)
Commercial M2M data . . . . .	21.8	111.3	20	16.5	70.3	21	5.3	41.0	(1)
Total . . . . .	177.4	383.4		159.5	308.7		17.9	74.7	
Government voice . . . .	57.5	36.2	146	53.0	29.4	150	4.5	6.8	(4)
Government M2M data . . . . .	1.5	7.3	21	0.7	4.1	21	0.8	3.2	—
Total . . . . .	59.0	43.5		53.7	33.5		5.3	10.0	
Total . . . . .	<u>\$236.4</u>	<u>426.9</u>		<u>\$213.2</u>	<u>342.2</u>		<u>\$23.2</u>	<u>84.7</u>	

(1) Billable subscriber numbers shown are at the end of the respective period.

(2) ARPU is calculated by dividing revenue in the respective period by the average of the number of billable subscribers at the beginning of the period and the number of billable subscribers at the end of the period and then dividing the result by the number of months in the period.

Service revenue increased by 11% to \$236.4 million for the year ended December 31, 2010 from \$213.2 million for the combined year ended December 31, 2009, primarily due to growth in billable subscribers in commercial and government services.

Commercial voice revenue was up principally due to billable subscriber growth, including growth related to Iridium OpenPort. Commercial M2M data revenue growth was driven principally by an increase in the billable subscriber base. Commercial voice ARPU decreased by \$1 to \$51 for the year ended December 31, 2010 compared to the combined year ended December 31, 2009. Commercial M2M data ARPU decreased by \$1 to \$20 for the year ended December 31, 2010 due to the addition of subscribers on new pricing plans at lower ARPU.

Government voice revenue was up due to billable subscriber growth, including growth related to Netted Iridium, a service introduced in late 2009. The increase in government M2M data revenue was driven by billable subscriber growth. Government voice ARPU decreased by \$4 to \$146 for the year ended December 31, 2010 compared to the combined year ended December 31, 2009 due to a higher proportion of billable subscribers on the lower priced Netted Iridium plan. Government M2M data ARPU was flat year over year.

## Subscriber Equipment Revenue

Subscriber equipment revenue increased by 8% to \$90.2 million for the year ended December 31, 2010 from \$83.5 million for the combined year ended December 31, 2009. The increase in subscriber equipment revenue was primarily due to increased volume in M2M data device and handset sales, which was partially offset by decreases in most equipment unit prices introduced earlier in 2010 to incent future growth in service revenue and in anticipation of competitive pressure.

### *Engineering and Support Service Revenue*

	<b>Engineering and Support Service Revenue</b>		
	<b>Year Ended December 31, 2010</b>	<b>Year Ended December 31, 2009</b>	<b>Change</b>
		(In millions)	
Government .....	\$19.7	\$21.5	\$(1.8)
Commercial .....	<u>1.9</u>	<u>0.7</u>	<u>1.2</u>
Total .....	<u>\$21.6</u>	<u>\$22.2</u>	<u>\$(0.6)</u>

Engineering and support service revenue decreased by 3% to \$21.6 million for the year ended December 31, 2010 from \$22.2 million for the combined year ended December 31, 2009, which was primarily due to a decrease in government engineering and support service contracts which ended in early 2010, partially offset by an increase in commercial engineering and support service revenue related to new development work.

### *Operating Expenses*

Total operating expenses increased by 17% to \$310.8 million for the year ended December 31, 2010 from \$266.6 million for the combined year ended December 31, 2009. This increase was due primarily to higher depreciation and amortization expense related to the higher asset basis we had following the Acquisition and to increased cost of subscriber equipment sales primarily related to the higher inventory basis we had following the Acquisition. These increases were offset by transaction costs related to the Acquisition for the combined year ended December 31, 2009, which were \$0 in 2010.

### *Cost of Services (exclusive of depreciation and amortization)*

Cost of services (exclusive of depreciation and amortization) decreased by 7% to \$72.6 million for the year ended December 31, 2010 from \$77.9 million for the combined year ended December 31, 2009, primarily due to the result of a favorable contract renegotiation with Boeing in July 2010 that resulted in lower operations and maintenance expenses. In 2010, we also experienced lower government engineering and support service expenses directly related to the decrease in government engineering and support service revenue, partially offset by increased satellite operations and engineering costs and increased expense related to new commercial engineering and support service work.

### *Cost of Subscriber Equipment Sales*

Cost of subscriber equipment sales increased by 19% to \$61.7 million for the year ended December 31, 2010 from \$51.9 million for the combined year ended December 31, 2009, primarily as a result of increased sales volume in M2M data devices and handsets, as well as an increase related to the inventory value we had following the Acquisition, which had a higher inventory basis.

### *Research and Development*

Research and development expenses decreased by 18% to \$19.2 million for the year ended December 31, 2010 from \$23.4 million for the combined year ended December 31, 2009, primarily as a result of a decrease in expenses related to the development of a new M2M data device, which was completed in May 2010, and decreased expenses related to Iridium NEXT projects as they transitioned out of the research and development stage, partially offset by an increase in equipment upgrade projects.

### *Depreciation and Amortization*

Depreciation and amortization expenses increased by 173% to \$90.6 million for the year ended December 31, 2010 from \$33.2 million for the combined year ended December 31, 2009, primarily as a result of \$58.4 million in additional depreciation and amortization attributable to increased asset basis we had following the Acquisition.

### *Selling, General and Administrative*

Selling, general and administrative expenses increased by 8% to \$66.7 million for the year ended December 31, 2010 from \$61.5 million for the combined year ended December 31, 2009, primarily due to increases in employee related costs (management incentives, commissions and severance) and professional fees (consulting, accounting, legal and regulatory). We also experienced increases in selling, general and administrative expenses related to the costs of being a public company, our geographic expansion, our new corporate headquarters, and sales and marketing costs related to trade shows. These increases were partially offset by a reduction in bad debt expense.

### *Transaction Costs*

Transaction costs related to the Acquisition were \$18.7 million for the combined year ended December 31, 2009. Transaction costs primarily included legal, accounting and consulting fees. There were no such costs for the year ended December 31, 2010.

### *Other Income (Expense)*

#### *Change in Fair Value of Warrants*

Change in fair value of warrants was \$34.1 million for the combined year ended December 31, 2009. We determined that the exchange agreements entered into with the holders of warrants to purchase an aggregate of 26.8 million shares of our common stock were derivative instruments, and the change in fair value of these warrants between the offer date and exchange date was recorded in 2009.

#### *Interest Income (Expense), Net of Capitalized Interest*

Interest income (expense), net of capitalized interest was \$0.6 million for the year ended December 31, 2010 and (\$11.3) million for the combined year ended December 31, 2009, primarily due to borrowing under Iridium's credit facilities that were outstanding in 2009 and subsequently paid off immediately following the Acquisition.

#### *Other Income (Expense), Net*

Other income (expense), net was \$(2.4) million for the year ended December 31, 2010 and \$0.4 million for the combined year ended December 31, 2009. This increase in expense was primarily due to the commitment fee on the undrawn portion of the Credit Facility recorded in 2010.

### *Benefit from (Provision for) Income Taxes*

For the year ended December 31, 2010, our income tax provision was \$12.9 million. Our annual effective tax rate was approximately 36.28%. The 2010 income tax rate was impacted by state income taxes and branch profit taxes. Additionally, our 2010 reserve for uncertain tax positions includes unrecognized tax benefits related to certain U.S. and foreign transfer pricing adjustments and taxable presence in certain foreign jurisdictions. The 2009 tax rate of 3.59% was primarily driven by the non-deductibility of the change in the fair value of warrants and non-deductible transaction costs offset by a favorable change in the deferred tax balances due to the change in basis as a result of the Acquisition.

### **Liquidity and Capital Resources**

As of December 31, 2011, our total cash and cash equivalents was \$136.4 million. Our principal sources of liquidity are existing cash, internally generated cash flows and the Credit Facility. Our principal liquidity requirements are capital expenditures, including the design, manufacture and deployment of Iridium NEXT, working capital and research and development expenses.

We expect to fund \$1.8 billion of the costs of Iridium NEXT with the Credit Facility. We anticipate the remainder will be funded from a combination of internally generated cash flows, including potential cash flows from hosted payloads on our Iridium NEXT satellites, and proceeds from our outstanding stock purchase warrants. As of December 31, 2011, the warrants that were “in the money,” meaning they had an exercise price less than the closing price of our common stock on that date, would provide us with approximately \$95.6 million if exercised in full.

The Credit Facility contains borrowing conditions and other restrictions, including financial performance covenants and covenants related to hosted payloads, and there can be no assurance that we will be able to continue to borrow funds under the Credit Facility. There can also be no assurance that our internally generated cash flows, including those from hosted payloads on our Iridium NEXT satellites, will meet our current expectations, that our in-the-money warrants will remain in the money, or, even if they do remain in the money, that they will be exercised. If we do not have access to those expected sources of liquidity, or if the cost of implementing Iridium NEXT or the other elements of our business plan is higher than anticipated, we will require even more external funding than planned. Our ability to obtain additional funding may be adversely affected by a number of factors, including the global economic downturns and tightening of the credit markets, and we cannot assure you that we will be able to obtain such funding on reasonable terms, or at all. If we are not able to secure such funding in a timely manner, our ability to maintain our network, design, build and launch Iridium NEXT and related ground infrastructure, products and services, and pursue additional growth opportunities will be impaired, and we would likely need to delay some elements of our Iridium NEXT development. Our liquidity and our ability to fund our liquidity requirements are also dependent on our future financial performance, which is subject to general economic, financial, regulatory and other factors that are beyond our control.

As of December 31, 2011, we had borrowed \$417.1 million under the Credit Facility. The unused portion of the Credit Facility as of December 31, 2011 was approximately \$1.4 billion. Under the terms of the Credit Facility, we are required to maintain a minimum cash reserve for debt service, which was \$27.0 million as of December 31, 2011 and is classified as restricted cash on the accompanying consolidated balance sheet. This minimum cash reserve requirement will increase over the term of the Credit Facility to \$189.0 million at the beginning of the repayment period, which is expected to begin in 2017. We believe that our liquidity sources will provide sufficient funds for us to meet our liquidity requirements for at least the next twelve months.

### **Cash and Indebtedness**

At December 31, 2011, our total cash and cash equivalents was \$136.4 million, and we had an aggregate of \$417.1 million of external indebtedness related to borrowings under the Credit Facility.

### ***Cash Flows – Comparison of the Year Ended December 31, 2011 and the Year Ended December 31, 2010***

The following table shows our consolidated cash flows from operating, investing and financing activities for the years ended December 31, (in millions):

<u>Statement of Cash Flows</u>	<u>2011</u>	<u>2010</u>	<u>Change</u>
Net cash provided by operating activities .....	\$ 183.5	\$ 151.4	\$ 32.1
Net cash used in investing activities .....	\$(359.3)	\$(242.1)	\$(117.2)
Net cash provided by financing activities .....	\$ 192.3	\$ 63.4	\$ 128.9

#### *Cash Flows from Operating Activities*

Net cash provided by operating activities for the year ended December 31, 2011 increased primarily due to a \$36.0 million increase in net income including adjustments for non-cash items of \$19.0 million. The increase in net income was driven by our revenue growth and operating expense savings. These two favorable trends to operating cash flow were partially offset by the \$11.2 million increase in the commitment fee on the undrawn portion of our Credit Facility for the year ended December 31, 2011 as a result of the Credit Facility being in place for the entire year. We incurred a commitment fee for only a portion of the prior year.

### *Cash Flows from Investing Activities*

Net cash used in investing activities for the year ended December 31, 2011 increased primarily due to \$122.0 million of increased capital expenditures related to Iridium NEXT, including payments related to the purchase of equipment and software for our satellite, network and gateway operations.

### *Cash Flows from Financing Activities*

Net cash provided by financing activities for the year ended December 31, 2011 increased primarily due to a \$139.8 million increase in borrowings under the Credit Facility. The increase in borrowings under the Credit Facility was partially offset by our \$22.2 million repayment of the Motorola promissory note and \$27.0 million funding of our debt service cash reserve account required by the Credit Facility, both in 2011.

### ***Cash Flows – Comparison of the Year Ended December 31, 2010 and the Year Ended December 31, 2009***

The following table shows our consolidated cash flows from operating, investing and financing activities for the years ended December 31, (in millions):

<u>Statement of Cash Flows</u>	<u>2010</u>	<u>2009</u>	<u>Change</u>
Net cash provided by operating activities .....	\$ 151.4	\$ 23.2	\$ 128.2
Net cash provided by (used in) investing activities .....	\$(242.1)	\$ 354.5	\$(596.6)
Net cash provided by (used in) financing activities .....	\$ 63.4	\$(230.7)	\$ 294.1

### *Cash Flows from Operating Activities*

Net cash provided by operating activities for the year ended December 31, 2010 increased primarily due to a \$119.6 million increase in income from operations after adjusting for non-cash items and the release of \$15.4 million of restricted cash. The increase in revenue, as driven by growth in billable subscribers in commercial and government services, outpaced increases in operating expenses.

### *Cash Flows from Investing Activities*

Net cash used in investing activities for the year ended December 31, 2010 was \$242.1 million, which included \$237.5 million of capital expenditures related to Iridium NEXT, purchases of equipment and software for our satellite and network operations, and gateway and corporate systems. 2010 capital expenditures increased \$230.1 million from the prior year. Net cash provided by investing activities for the year ended December 31, 2009 was \$354.5 million, which included \$401.8 million of funds transferred from the trust account into operations, partially offset by \$40.0 million of cash paid to the sellers in connection with the 2009 Acquisition, net of cash received.

### *Cash Flows from Financing Activities*

Net cash provided by financing activities for the year ended December 31, 2010 was \$63.4 million, resulting from cash borrowed under the Credit Facility primarily for payments under the FSD, partially offset by payment of financing fees incurred in conjunction with obtaining the Credit Facility. Net cash used in financing activities in the year ended December 31, 2009 was \$230.6 million, primarily resulting from \$164.9 million for the purchase of shares, a \$91.7 million payment to holders of common stock who elected to convert their shares into a pro rata portion of the trust account and repayments of all outstanding amounts under Iridium's credit facilities of \$113.6 million, partially offset by \$148.8 million in net proceeds from our public offering on September 29, 2009.

## Contractual Obligations and Commitments

The following table summarizes our outstanding contractual obligations as of December 31, 2011 (in millions):

<u>Contractual Obligations</u>	<u>Less than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More Than 5 Years</u>	<u>Total</u>
Payment obligations:					
Thales .....	\$418.9	\$735.0	\$460.5	\$144.3	\$1,758.7
SpaceX .....	6.6	141.4	278.9	21.2	448.1
Kosmotras(1) .....	14.0	—	—	—	14.0
Boeing(2) .....	41.2	72.7	74.3	38.8	227.0
Debt obligations(3) .....	5.8	—	—	417.1	422.9
Operating lease obligations(4) .....	3.4	5.3	3.5	4.7	16.9
Uncertain tax positions(5) .....	—	—	—	—	1.5
Unconditional purchase obligations(6) .....	22.3	4.6	5.2	1.7	33.8
Total .....	<u>\$512.2</u>	<u>\$959.0</u>	<u>\$822.4</u>	<u>\$627.8</u>	<u>\$2,922.9</u>

- (1) The Kosmotras Agreement provides for the purchase of up to six launches with options to purchase additional launches. Each launch will carry two satellites. If all six launches are purchased, we will pay Kosmotras a total of approximately \$184.3 million. As of December 31, 2011, we had paid an aggregate of \$11.2 million to Kosmotras. If we elect to purchase all six launches, the remaining amounts owed under the contract will be paid over the next four to five years, depending on the launch schedule. If we do not purchase any launches by March 31, 2013, the Kosmotras Agreement will terminate and any amounts paid to Kosmotras in excess of \$15.1 million will be refunded.
- (2) Boeing obligations consist of an estimated commitment related to our existing satellite systems. This estimation is based on an expected future completion date of June 2017 for Iridium NEXT at which time services under the Boeing Operations and Maintenance agreement for our existing satellite systems will no longer be necessary. Therefore, the Boeing amounts in the above table do not include contractual obligations related to Iridium NEXT.
- (3) Debt obligations include amounts drawn under the Credit Facility as of December 31, 2011, which include \$417.1 million of outstanding debt obligations, \$2.9 million of accrued commitment fees on the undrawn portion of the Credit Facility and \$2.9 million of accrued interest through December 31, 2011. The Credit Facility can be used for (i) 85% of the costs under the FSD, (ii) the premium for the COFACE policy and (iii) the payment of a portion of interest during a portion of the construction and launch phase of Iridium NEXT. We did not include future debt obligations or future interest costs in the table because the timing of the borrowings is unknown and there is a variable component of the interest. We also did not include future amounts for the commitment fee, which is 0.80% per year on any undrawn portion of the Credit Facility, as timing of the borrowings is unknown.
- (4) Operating lease obligations do not include payments to landlords covering real estate taxes, common area maintenance and other charges, as such fees are not determinable based upon the provisions of our lease agreements.
- (5) As of December 31, 2011, we estimated our uncertain tax positions to be \$1.5 million, including penalties and interest. However, we are unable to reasonably estimate the period of these possible future payments, therefore, the balance has not been reflected in a specified period.
- (6) Unconditional purchase obligations include our agreement with a supplier for the manufacturing of our devices and various commitments with other vendors that are enforceable, legally binding and have specified terms, including fixed or minimum quantities, minimum or variable price provisions, and a fixed timeline. Unconditional purchase obligations do not include agreements that are cancelable without penalty.

## Off-Balance Sheet Arrangements

We do not currently have, nor have we had in the last three years, any relationships with unconsolidated entities or financial partnerships, such as entities referred to as structured finance or special purpose entities, which

would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

**Seasonality**

Our results of operations have been subject to seasonal usage changes for commercial customers, and our results will be affected by similar seasonality going forward. March through October are typically the peak months for commercial voice services revenue and related subscriber equipment sales. U.S. government revenue and commercial M2M revenue have been less subject to seasonal usage changes.

**Accounting Developments**

None.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Interest income earned on our cash and cash equivalents balances is subject to interest rate fluctuations. For the year ended December 31, 2011, a one-half percentage point increase or decrease in interest rates would not have had a material effect on our interest income.

The fixed price under the FSD with Thales is denominated in U.S. dollars. As a result, we do not bear any foreign currency exchange risk under the FSD.

We entered into the Credit Facility in October 2010 and have borrowed \$417.1 million under the Credit Facility as of December 31, 2011. A portion of the draws we make under the Credit Facility bear interest at a floating rate equal to the LIBOR plus 1.95% and will, accordingly, subject us to interest rate fluctuations in future periods. Had the currently outstanding borrowings under the Credit Facility been outstanding throughout the year ended December 31, 2011, a one-half percentage point increase or decrease in the LIBOR would not have had a material effect on our interest cost.

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and cash equivalents, receivables and payables. We maintain our cash and cash equivalents with financial institutions with high credit ratings and at times maintain the balance of our deposits in excess of federally insured (FDIC) limits. The majority of our cash is swept nightly into a money market fund invested in U.S. treasuries. Accounts receivable are due from both domestic and international customers. We perform credit evaluations of our customers' financial condition and record reserves to provide for estimated credit losses. Accounts payable are owed to both domestic and international vendors.

**Item 8. Financial Statements and Supplementary Data**

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## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Iridium Communications Inc.

We have audited the accompanying consolidated balance sheets of Iridium Communications Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Iridium Communications Inc. at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Iridium Communications Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 6, 2012, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia  
March 6, 2012

**Iridium Communications Inc.**  
**Consolidated Balance Sheets**  
(In thousands, except per share data)

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents .....	\$ 136,366	\$ 119,932
Accounts receivable, net .....	57,418	50,278
Inventory .....	15,077	16,654
Deferred tax assets, net .....	9,435	5,784
Income tax receivable .....	4,330	11,103
Prepaid expenses and other current assets .....	4,616	4,978
Total current assets .....	<u>227,242</u>	<u>208,729</u>
Property and equipment, net .....	843,092	566,519
Restricted cash .....	27,154	120
Other assets .....	584	694
Intangible assets, net .....	83,552	96,602
Deferred financing costs .....	105,523	87,746
Goodwill .....	87,039	87,039
Total assets .....	<u>\$1,374,186</u>	<u>\$1,047,449</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable .....	\$ 24,816	\$ 28,132
Accrued expenses and other current liabilities .....	29,791	50,209
Interest payable .....	5,838	4,062
Note payable .....	—	22,223
Deferred revenue .....	35,445	28,215
Total current liabilities .....	<u>95,890</u>	<u>132,841</u>
Accrued satellite operations and maintenance expense, net of current portion .....	19,065	20,402
Credit facility .....	417,133	135,145
Deferred tax liabilities, net .....	127,297	100,728
Other long-term liabilities .....	13,534	2,814
Total liabilities .....	<u>672,919</u>	<u>391,930</u>
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$0.0001 par value, 2,000 shares authorized, none issued and outstanding .....	—	—
Common stock, \$0.001 par value, 300,000 shares authorized and 73,205 and 70,254 shares issued and outstanding, respectively .....	73	70
Additional paid-in capital .....	681,781	675,402
Retained earnings (accumulated deficit) .....	19,638	(20,043)
Accumulated other comprehensive income (loss), net of taxes .....	(225)	90
Total stockholders' equity .....	<u>701,267</u>	<u>655,519</u>
Total liabilities and stockholders' equity .....	<u>\$1,374,186</u>	<u>\$1,047,449</u>

See notes to consolidated financial statements

**Iridium Communications Inc.**  
**Consolidated Statements of Operations**  
(In thousands, except per share amounts)

	<u>Year Ended December 31, 2011</u>	<u>Year Ended December 31, 2010</u>	<u>Year Ended December 31, 2009</u>
<b>Revenue:</b>			
Services .....	\$262,322	\$236,351	\$ 53,014
Subscriber equipment .....	94,709	90,184	17,293
Engineering and support services .....	27,276	21,638	5,682
Total revenue .....	<u>384,307</u>	<u>348,173</u>	<u>75,989</u>
<b>Operating expenses:</b>			
Cost of services (exclusive of depreciation and amortization) .....	71,181	72,579	18,965
Cost of subscriber equipment .....	54,113	61,661	18,657
Research and development .....	18,684	19,178	5,974
Selling, general and administrative .....	65,682	66,728	17,029
Depreciation and amortization .....	97,646	90,667	22,376
Transaction costs .....	—	—	6,163
Total operating expenses .....	<u>307,306</u>	<u>310,813</u>	<u>89,164</u>
Operating income (expense) .....	77,001	37,360	(13,175)
<b>Other income (expense):</b>			
Change in fair value of warrants .....	—	—	(34,117)
Interest income, net .....	1,200	637	1,226
Undrawn credit facility fees .....	(13,524)	(2,368)	—
Other income (expense), net .....	(96)	(17)	26
Total other expense .....	<u>(12,420)</u>	<u>(1,748)</u>	<u>(32,865)</u>
Income (loss) before income taxes .....	64,581	35,612	(46,040)
Benefit from (provision for) income taxes .....	(24,900)	(12,921)	1,654
Net income (loss) .....	<u>\$ 39,681</u>	<u>\$ 22,691</u>	<u>\$(44,386)</u>
Weighted average shares outstanding — basic .....	72,164	70,289	53,964
Weighted average shares outstanding — diluted .....	73,559	72,956	53,964
Net income (loss) per share — basic .....	\$ 0.55	\$ 0.32	\$ (0.82)
Net income (loss) per share — diluted .....	\$ 0.54	\$ 0.31	\$ (0.82)

See notes to consolidated financial statements

**Iridium Communications Inc.**

**Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (Loss)**  
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity	Comprehensive Income (Loss)
	Shares	Amount					
Balance at December 31, 2008	48,500	\$ 48	\$ 268,563	\$ —	\$ 1,652	\$ 270,263	
Payment of deferred underwriting fees	—	—	6,982	—	—	6,982	
Purchase of stock purchase warrants	—	—	(1,828)	—	—	(1,828)	
Net proceeds from issuance of common stock	16,000	16	148,734	—	—	148,750	
Fair value of stock issued in Acquisition	29,443	29	333,419	—	—	333,448	
Purchase of common stock	(9,170)	(9)	28,298	—	—	28,289	
Purchase of common stock under forward purchase contracts	(16,325)	(16)	(164,868)	—	—	(164,884)	
Forfeitures of stock options and warrants	(1,441)	(1)	1	—	—	—	
Reclassification of warrants to derivative instruments	—	—	(28,555)	—	—	(28,555)	
Settlement of derivative instruments for warrants	—	—	47,110	—	—	47,110	
Settlement of derivative instruments for shares of common stock	1,245	1	12,448	—	—	12,449	
Stock-based compensation	—	—	436	—	—	436	
Stock issued upon conversion of subordinated convertible note	1,996	2	19,376	—	—	19,378	
Net loss	—	—	—	—	(44,386)	(44,386)	\$(44,386)
Cumulative translation adjustments	—	—	—	22	—	22	22
Balance at December 31, 2009	70,248	70	670,116	22	(42,734)	627,474	(44,364)
Stock-based compensation	—	—	5,242	—	—	5,242	
Stock issued upon exercise of warrants	3	—	23	—	—	23	
Stock issued upon exercise of stock options	3	—	21	—	—	21	
Net income	—	—	—	—	22,691	22,691	22,691
Cumulative translation adjustments	—	—	—	68	—	68	68
Balance at December 31, 2010	70,254	70	675,402	90	(20,043)	655,519	22,759
Stock-based compensation	—	—	6,341	—	—	6,341	
Settlement of warrants for common stock	2,946	3	(2)	—	—	1	
Stock issued upon exercise of stock options	5	—	40	—	—	40	
Net income	—	—	—	—	39,681	39,681	39,681
Cumulative translation adjustments	—	—	—	(315)	—	(315)	(315)
Balance at December 31, 2011	73,205	\$ 73	\$ 681,781	\$(225)	\$ 19,638	\$ 701,267	\$ 39,366

See notes to consolidated financial statements

**Iridium Communications Inc.**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ 39,681	\$ 22,691	\$ (44,386)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Non-cash items included in net income (loss):			
Deferred taxes	22,917	11,721	(2,044)
Change in market value of warrants	—	—	34,117
Depreciation and amortization	97,646	90,667	22,376
Stock-based compensation	5,895	5,051	436
Gain on disposal of property and equipment	(13)	—	—
Changes in operating assets and liabilities:			
Restricted cash	—	15,400	—
Accounts receivable	(7,140)	(9,089)	5,382
Inventory	1,577	9,002	15,044
Prepaid expenses and other current assets	363	(1,050)	(1,683)
Income tax receivable	6,773	(10,598)	(502)
Other assets	110	433	35
Accounts payable	454	3,428	3,584
Accrued expenses and other current liabilities	(1,417)	(144)	(9,561)
Deferred revenue	7,230	8,188	2,127
Accrued satellite and network operation expense, net of current portion	(1,337)	5,102	(1,020)
Other long-term liabilities	10,722	636	(737)
Net cash provided by operating activities	<u>183,461</u>	<u>151,438</u>	<u>23,168</u>
<b>Cash flows from investing activities:</b>			
Changes in investment in trust account	—	—	401,838
Cash paid for Acquisition, net of cash acquired	—	—	(39,950)
Payment of deferred Acquisition consideration	—	(4,636)	—
Capital expenditures	(359,404)	(237,450)	(7,351)
Proceeds from sale of property and equipment	67	—	—
Net cash provided by (used in) investing activities	<u>(359,337)</u>	<u>(242,086)</u>	<u>354,537</u>
<b>Cash flows from financing activities:</b>			
Proceeds from public offerings	—	—	149,600
Purchase of stock option warrants	—	—	(4,940)
Purchase of shares of common stock	—	—	(164,884)
Purchase of shares of common stock for no-votes	—	—	(91,700)
Payment of underwriting fees	—	—	(4,288)
Payment of costs associated with offering	—	—	(850)
Payments under Iridium Holdings Credit Facility	—	—	(113,594)
Borrowings under Credit Facility	274,976	135,145	—
Payment of deferred financing fees	(33,450)	(71,787)	—
Change in restricted cash — Credit Facility	(27,034)	—	—
Payment of note payable	(22,223)	—	—
Proceeds from exercise of warrants	1	23	—
Proceeds from exercise of stock options	40	21	—
Net cash provided by (used in) financing activities	<u>192,310</u>	<u>63,402</u>	<u>(230,656)</u>
Net increase (decrease) in cash and cash equivalents	16,434	(27,246)	147,049
Cash and cash equivalents, beginning of period	119,932	147,178	129
Cash and cash equivalents, end of period	<u>\$ 136,366</u>	<u>\$ 119,932</u>	<u>\$ 147,178</u>
<b>Supplemental cash flow information:</b>			
Interest paid	\$ 4,528	\$ —	\$ 1,330
Income taxes paid (refunded)	\$ (6,296)	\$ 11,872	\$ 339
<b>Supplemental disclosure of non-cash investing activities:</b>			
Shares issued for the acquisition of Iridium Holdings	\$ —	\$ —	\$ 333,448
Accrual of additional consideration for acquisition of Iridium Holdings	\$ —	\$ —	\$ 4,636
Property and equipment received but not paid for yet	\$ 14,409	\$ 21,093	\$ 3,200
Interest capitalized but not paid	\$ 2,979	\$ —	\$ —
Capitalized paid-in-kind interest	\$ 7,012	\$ —	\$ —
Leasehold improvement incentives	\$ —	\$ 901	\$ —
Stock-based compensation capitalized	\$ 446	\$ 191	\$ —
<b>Supplemental disclosure of non-cash financing activities:</b>			
Reversal of deferred underwriter commissions	\$ —	\$ —	\$ (8,176)
Conversion of subordinated convertible note to equity	\$ —	\$ —	\$ (19,378)
Accrued financing fees	\$ —	\$ 15,959	\$ —
Note payable	\$ —	\$ 22,223	\$ —

See notes to consolidated financial statements

## **Iridium Communications Inc.**

### **Notes to Consolidated Financial Statements December 31, 2011**

#### **1. Organization and Basis of Presentation**

Iridium Communications Inc. (the “Company”) offers voice and data communications services and products to businesses, U.S. and international government agencies and other customers on a global basis. The Company was initially formed as GHL Acquisition Corp., a special purpose acquisition company, as further described below. The Company acquired all the outstanding equity of Iridium Holdings LLC (“Iridium Holdings” and, together with its direct and indirect subsidiaries, “Iridium”) in a transaction accounted for as a business combination on September 29, 2009 (the “Acquisition”). In accounting for the Acquisition, the Company was deemed the legal and accounting acquirer. On September 29, 2009, the Company changed its name to Iridium Communications Inc.

Iridium Holdings is considered the predecessor of the Company and, accordingly, its historical financial statements are separately presented as predecessor financial statements.

The Company was formed on November 2, 2007 for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination. All activity from November 2, 2007 (inception) through February 21, 2008 was related to the Company’s formation and initial public offering. From February 21, 2008 through September 29, 2009, the Company’s activities were limited to identifying prospective target businesses to acquire. On September 29, 2009, the Company consummated the Acquisition.

Iridium Holdings was formed under the laws of Delaware in 2000 as a limited liability company pursuant to the Delaware Limited Liability Company Act. On December 11, 2000, Iridium acquired certain satellite communications assets from Iridium LLC, a non-affiliated debtor in possession.

As a result of and subsequent to the Acquisition, the Company is a provider of mobile voice and data communications services via a constellation of low earth orbiting satellites. The Company holds various licenses and authorizations from the U.S. Federal Communications Commission (the “FCC”) and from foreign regulatory bodies that permit the Company to conduct its business, including the operation of its satellite constellation.

#### **2. Significant Accounting Policies and Basis of Presentation**

##### **Principles of Consolidation and Basis of Presentation**

The Company has prepared the consolidated financial statements in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The accompanying consolidated financial statements include the accounts of (i) the Company, (ii) its wholly owned subsidiaries, (iii) all less than wholly owned subsidiaries that the Company controls, and (iv) variable interest entities where the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated and net income not attributable to the Company (when material) has been allocated to noncontrolling interests.

##### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ materially from those estimates.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**

**December 31, 2011**

**Financial Instruments**

The consolidated balance sheets include various financial instruments (primarily cash and cash equivalents, restricted cash, prepaid expenses, deposits and other current assets, accounts receivable, accounts payable, accrued expenses and other liabilities, notes and loans payable, and other obligations). Fair value is the price that would be received from the sale of an asset or paid to transfer a liability assuming an orderly transaction in the most advantageous market at the measurement date. U.S. GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of observability of inputs used in measuring fair value. These tiers of inputs include:

- Level 1, defined as observable inputs such as quoted prices in active markets for identical assets;
- Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of December 31, 2011 and 2010, the carrying values of short-term financial instruments (primarily cash and cash equivalents, prepaid expenses, deposits and other current assets, accounts receivable, accounts payable, accrued expenses and other current liabilities and other obligations) approximate their fair values because of their short-term nature.

**Concentrations of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and receivables. The majority of cash is swept nightly into a money market fund invested in U.S. treasuries. The Company performs credit evaluations of its customers' financial condition and records reserves to provide for estimated credit losses. While the Company maintains its cash and cash equivalents with financial institutions with high credit ratings, it often maintains those deposits in federally insured financial institutions in excess of federally insured (FDIC) limits. Accounts receivable are due from both domestic and international customers.

**Cash, Cash Equivalents and Restricted Cash**

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The cash and cash equivalents balances at December 31, 2011 and 2010, consisted of cash deposited in institutional money market funds, regular interest bearing and non-interest bearing depository accounts and certificates of deposits with commercial banks. The Company's restricted cash balances as of December 31, 2011 and 2010 were \$27.2 million and \$0.1 million, respectively. Changes in restricted cash balances are reflected on the consolidated statements of cash flows as an operating activity if pertaining to collateral for operations and maintenance agreements; changes in restricted cash balances are reflected on the consolidated statements of cash flows as a financing activity if pertaining to required reserve balances for debt agreements.

**Accounts Receivable**

Trade accounts receivable are recorded at the invoiced amount and are subject to late fee penalties. Management develops its estimate of an allowance for uncollectible receivables based on the Company's experience with specific customers, aging of outstanding invoices, its understanding of customers' current economic circumstances and its own judgment as to the likelihood that the Company will ultimately receive payment. The

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)  
December 31, 2011**

Company writes off its accounts receivable when balances ultimately are deemed uncollectible. The allowance for doubtful accounts was less than \$0.1 million and \$0 as of December 31, 2011 and 2010, respectively.

**Foreign Currencies**

The functional currency of the Company's foreign consolidated subsidiaries is their local currency, except for countries that are deemed to have "highly inflationary" economies, in which case the functional currency is deemed to be the reporting currency (or U.S. dollar). Assets and liabilities of its foreign subsidiaries are translated to U.S. dollars based on exchange rates at the end of the reporting period. Income and expense items are translated at the weighted average exchange rates prevailing during the reporting period. Translation adjustments are accumulated in a separate component of stockholders' equity. Transaction gains or losses are classified as other income (expense), net in the accompanying consolidated statements of operations.

**Internally Developed Software**

The Company capitalizes the costs of acquiring, developing and testing software to meet its internal needs. Capitalization of costs associated with software obtained or developed for internal use commences when the preliminary project stage is complete and it is probable that the project will be completed and used to perform the function intended. Capitalized costs include only (i) external direct cost of materials and services consumed in developing or obtaining internal-use software and (ii) payroll and payroll-related costs for employees who are directly associated with, and devote time to, the internal-use software project. Capitalization of such costs ceases no later than the point at which the project is substantially complete and ready for its intended use. Internal use software costs are amortized once the software is placed in service using the straight-line method over periods ranging from three to seven years.

**Deferred Financing Costs**

Direct and incremental costs incurred in connection with securing debt financing are deferred and are amortized as additional interest expense using the effective interest method over the term of the related debt.

As of December 31, 2011 and 2010, the Company had deferred approximately \$105.5 million and \$87.7 million, respectively, of direct and incremental financing costs associated with securing debt financing for Iridium NEXT, the Company's next-generation satellite constellation.

**Capitalized Interest**

Interest costs associated with financing the Company's assets during the construction period have been capitalized. Capitalized interest and interest expense were as follows:

	<u>Year Ended December 31,</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
	<u>(In thousands)</u>		
Capitalized interest .....	\$12,825	\$1,694	\$—
Interest expense .....	42	23	51
Total interest .....	<u>\$12,867</u>	<u>\$1,717</u>	<u>\$ 51</u>

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

**Inventory**

Inventory consists primarily of finished goods, although the Company at times also maintains an inventory of raw materials from third-party manufacturers. The Company outsources manufacturing of subscriber equipment primarily to a third-party manufacturer and purchases accessories from third-party suppliers. The Company's cost of inventory includes an allocation of overhead (including salaries and benefits of employees directly involved in bringing inventory to its existing condition, and freight). Inventories are valued using the average cost method, and are carried at the lower of cost or market.

The Company has a manufacturing agreement with a supplier to manufacture subscriber equipment, which contains minimum monthly purchase requirements. The Company's purchases have exceeded the monthly minimum requirement since inception. Pursuant to the agreement, the Company may be required to purchase excess materials if the materials are not used in production within the periods specified in the agreement. The supplier will then repurchase such materials from the Company at the same price paid by the Company, as required for the production of the subscriber equipment.

**Stock-Based Compensation**

The Company accounts for stock-based compensation at fair value. Accordingly, the Company expenses the estimated fair value of stock-based awards made in exchange for employee, non-employee director and consultant services over the requisite service period. Stock-based compensation cost related to restricted stock units is determined at the grant date using the closing price of the common stock on the date of grant. Stock-based compensation cost related to stock options is determined at the grant date using the Black-Scholes option pricing model. The value of an employee award that is ultimately expected to vest is recognized on a straight-line basis over the requisite service period and is classified within the financial statements in a manner consistent with the classification of the employee's compensation. Awards to consultants and non-employee directors are recognized according to the terms of their agreements and are classified in selling, general and administrative expenses in the accompanying consolidated statements of operations. Classification of stock-based compensation for the years ended December 31, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
	(In thousands)	
Property and equipment, net .....	\$ 446	\$ 191
Inventory .....	9	—
Cost of subscriber equipment .....	130	51
Cost of services (exclusive of depreciation and amortization) .....	458	235
Research and development .....	220	154
Selling, general and administrative .....	<u>5,078</u>	<u>4,611</u>
Total stock-based compensation .....	<u>\$6,341</u>	<u>\$5,242</u>

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

**Property and Equipment**

Property and equipment is carried at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the following estimated useful lives:

Ground system .....	5 – 7 years
Equipment .....	3 – 5 years
Internally developed software and purchased software .....	3 – 7 years
Building .....	39 years
Building improvements .....	estimated useful life
Leasehold improvements .....	shorter of useful life or remaining lease term

Repairs and maintenance costs are expensed as incurred.

**Long-Lived Assets**

The Company assesses its long-lived assets for impairment when indicators of impairment exist. Recoverability of assets is measured by comparing the carrying amounts of the assets to the future undiscounted cash flows expected to be generated by the assets. Any impairment loss would be measured as the excess of the assets' carrying amount over their fair value.

During 2011, the Company lost communication with one of the satellites within its existing constellation. Accordingly, a \$3.0 million impairment charge was recorded within depreciation and amortization expense during the year ended December 31, 2011. The Company had an in-orbit spare satellite located within the same plane that was repositioned to take over the function of the lost satellite.

**Goodwill and Other Intangible Assets**

*Goodwill*

Goodwill is the excess of the acquisition cost of businesses over the fair value of the identifiable net assets acquired. Impairment testing for goodwill is performed during the fourth quarter of each annual period or more frequently if indicators of potential impairment exist. If the fair value of goodwill is less than the carrying amount of goodwill, an impairment loss is recognized.

At December 31, 2010, the Company recorded an adjustment related to prior periods to decrease its non-current deferred tax liability and its goodwill by approximately \$7.6 million. The Company concluded that this correcting adjustment was immaterial to the 2009 balance sheet, and accordingly, retroactive adjustment to previously issued financial statements was unnecessary.

*Intangible Assets Not Subject to Amortization*

A portion of the Company's intangible assets are spectrum and regulatory authorizations, and trade names which are indefinite-lived intangible assets. The Company reevaluates the useful life determination for these assets each reporting period to determine whether events and circumstances continue to support an indefinite useful life. The Company tests its indefinite-lived intangible assets for potential impairment annually in the fourth quarter or more frequently if indicators of impairment exist. If the fair value of the indefinite-lived asset is less than the carrying amount, an impairment loss is recognized.

## **Iridium Communications Inc.**

### **Notes to Consolidated Financial Statements—(Continued) December 31, 2011**

#### *Intangible Assets Subject to Amortization*

The Company's intangible assets that do have finite lives (customer relationships – government and commercial, core developed technology, intellectual property and software) are amortized over their useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If any indicators were present, the Company would test for recoverability by comparing the carrying amount of the asset to the net undiscounted cash flows expected to be generated from the asset. If those net undiscounted cash flows do not exceed the carrying amount (i.e., the asset is not recoverable), the Company would perform the next step, which is to determine the fair value of the asset and record an impairment loss, if any. The Company also reevaluates the useful lives for these intangible assets each reporting period to determine whether events and circumstances warrant a revision in their remaining useful lives.

#### **Asset Retirement Obligations**

Liabilities arising from legal obligations associated with the retirement of long-lived assets are required to be measured at fair value and recorded as a liability. Upon initial recognition of a liability for retirement obligations, a company must record an asset, which is depreciated over the life of the asset to be retired.

Under certain circumstances, each of the U.S. government, The Boeing Company ("Boeing"), and Motorola Solutions, Inc. ("Motorola Solutions") has the right to require the de-orbit of the Company's satellite constellation. In the event the Company was required to effect a mass de-orbit, pursuant to the amended and restated operations and maintenance agreement (the "O&M Agreement") by and between the Company's indirect wholly owned subsidiary Iridium Constellation LLC ("Iridium Constellation") and Boeing, the Company would be required to pay Boeing \$16.9 million, plus an amount equivalent to the premium for de-orbit insurance coverage (\$2.5 million as of December 31, 2011). The Company has concluded that each of the foregoing de-orbit rights meets the definition of an asset retirement obligation. However, the Company currently does not believe the U.S. government, Boeing or Motorola Solutions will exercise their respective de-orbit rights. As a result, the Company believes the likelihood of any future cash outflows associated with the mass de-orbit obligation is remote and has recorded an asset retirement obligation with respect to the potential mass de-orbit of approximately \$0.2 million at December 31, 2011, which is included in other long-term liabilities on the accompanying consolidated balance sheet.

There are other circumstances in which the Company could be required, either by the U.S. government or for technical reasons, to de-orbit an individual satellite; however, the Company believes that such costs would not be significant relative to the costs associated with the ordinary operations of the satellite constellation.

#### **Revenue Recognition**

The Company derives its revenue primarily as a wholesaler of satellite communications products and services. The primary types of revenue include (i) service revenue (access and usage-based airtime fees), (ii) subscriber equipment revenue, and (iii) revenue generated by providing engineering and support services to commercial and government customers.

#### *Wholesaler of satellite communications products and services*

Pursuant to wholesale agreements, the Company sells its products and services to service providers who, in turn, sell the products and services to other distributors or directly to the end-users. The Company recognizes revenue

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**

**December 31, 2011**

when services are performed or delivery has occurred, evidence of an arrangement exists, the fee is fixed or determinable, and collection is probable, as follows:

*Contracts with multiple elements*

At times, the Company sells services and equipment through multi-element arrangements that bundle equipment, airtime and other services. For multi-element revenue arrangements entered into or materially modified after January 1, 2011, when the Company sells services and equipment in bundled arrangements that include guaranteed minimum orders and determines that it has separate units of accounting, the Company allocates the bundled contract price among the various contract deliverables based on each deliverable's relative selling price. The selling price used for each deliverable is based on vendor-specific objective evidence when available, third-party evidence when vendor-specific evidence is not available, or the estimated selling price when neither vendor-specific evidence nor third party evidence is available. The Company determines vendor specific objective evidence of selling price by assessing sales prices of subscriber equipment, airtime and other services when they are sold to customers on a stand-alone basis. When the Company determines the elements are not separate units of accounting, the Company recognizes revenue on a combined basis as the last element is delivered. For similar multi-element revenue arrangements entered into prior to January 1, 2011, when the Company determined that it had separate units of accounting, the Company allocated the bundled contract price among the various contract deliverables based on each deliverable's objectively determined and relative fair value. The Company determined vendor specific objective evidence of fair value by assessing sales prices of subscriber equipment, airtime and other services when they are sold to customers on a stand-alone basis. When the Company determines the elements are not separate units of accounting, the Company recognizes revenue on a combined basis as the last element is delivered.

*Service revenue sold on a stand-alone basis*

Service revenue is generated from the Company's service providers through usage of its satellite system and through fixed monthly access fees per user charged to service providers. Revenue for usage is recognized when usage occurs. Revenue for fixed-per-user access fees is recognized ratably over the period in which the services are provided to the end-user. The Company sells prepaid services in the form of e-vouchers and prepaid cards. A liability is established for the cash paid for the e-voucher or prepaid card on purchase. The Company recognizes revenue from the prepaid services (i) upon the use of the e-voucher or prepaid card by the customer; (ii) upon the expiration of the right to access the prepaid service; or (iii) when it is determined that the likelihood of the prepaid card being redeemed by the customer is remote ("Prepaid Card Breakage"). The Company has determined the recognition of Prepaid Card Breakage based on its historical redemption patterns. The Company does not offer refund privileges for unused prepaid services.

*Subscriber equipment sold on a stand-alone basis*

The Company recognizes subscriber equipment sales and the related costs when title to the equipment (and the risks and rewards of ownership) passes to the customer, typically upon shipment.

*Services sold to the U.S. government*

The Company provides airtime to U.S. government subscribers through (i) fixed monthly fees on a per user basis for unlimited voice services, (ii) fixed monthly fees per user for unlimited paging services, (iii) a tiered pricing

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

plan (based on usage) per device for data services, (iv) fixed monthly fees on a per user basis for unlimited beyond-line-of-sight push-to-talk voice services to user-defined groups (“Netted Iridium”), and (v) a monthly fee for active user-defined groups using Netted Iridium. Revenue related to these services is recognized ratably over the periods in which the services are provided, and the related costs are expensed as incurred. The U.S. government purchases its subscriber equipment from third-party distributors and not directly from the Company.

*Government engineering and support services*

The Company provides maintenance services to the U.S. government’s dedicated gateway. This revenue is recognized ratably over the periods in which the services are provided; the related costs are expensed as incurred.

*Other government and commercial engineering and support services*

The Company also provides certain engineering services to assist customers in developing new technologies for use on the Company’s satellite system. The revenue associated with these services is recorded when the services are rendered, typically on a proportional performance method of accounting based on the Company’s estimate of total costs expected to complete the contract, and the related costs are expensed as incurred. Revenue on cost-plus-fixed-fee contracts is recognized to the extent of estimated costs incurred plus the applicable fees earned. The Company considers fixed fees under cost-plus-fixed-fee contracts to be earned in proportion to the allowable costs incurred in performance of the contract. The portion of revenue on research and development arrangements that is contingent upon the achievement of substantive milestone events is recognized in the period in which the milestone is achieved.

**Warranty Expense**

The Company provides the first end-user purchaser of its products a warranty on subscriber equipment for one to five years from the date of purchase by such first end-user, depending on the product. A warranty accrual is recorded when it is estimable and probable that a loss has been incurred. A warranty reserve is maintained based on historical experience of warranty costs and expected occurrences of warranty claims on equipment. Costs associated with warranties are recorded as cost of subscriber equipment sales and include equipment replacements, repairs, freight, and program administration. The roll-forward of the warranty accrual for the years ended December 31, 2011 and 2010 is as follows:

	2011	2010
	(In thousands)	
Balance at beginning of the period . . . . .	\$ 2,307	\$ 726
Provision . . . . .	3,483	2,932
Utilization . . . . .	(1,689)	(1,351)
Balance at end of the period . . . . .	\$ 4,101	\$ 2,307

**Research and Development**

Research and development costs are charged to expense in the period in which they are incurred.

**Advertising Costs**

Costs associated with advertising and promotions are expensed as incurred. Advertising expenses were \$0.6 million, \$0.6 million and \$0.3 million for the years ended December 31, 2011, 2010 and 2009, respectively.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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**Income Taxes**

The Company accounts for income taxes using the asset and liability approach, which requires the recognition of tax benefits or expenses on the temporary differences between the financial reporting and tax bases of its assets and liabilities. For interim periods, the Company recognizes a provision (benefit) for income taxes based on an estimated annual effective tax rate expected for the entire year. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized. The Company also recognizes a tax benefit from uncertain tax positions only if it is “more likely than not” that the position is sustainable based on its technical merits. The Company’s policy is to recognize interest and penalties on uncertain tax positions as a component of income tax expense.

**Net Income (Loss) Per Share**

The Company calculates basic net income (loss) per share by dividing net income (loss) available to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net income (loss) per share takes into account the effect of potential dilutive common shares when the effect is dilutive. The effect of potential dilutive common shares, consisting of common stock issuable upon exercise of outstanding stock options and stock purchase warrants, is computed using the treasury stock method. The Company’s unvested restricted stock units contain non-forfeitable rights to dividends and therefore are considered to be participating securities in periods of net income. The calculation of basic and diluted net income per share excludes net income attributable to the unvested restricted stock units from the numerator and excludes the impact of unvested restricted stock units from the denominator.

**Accounting Developments**

In October 2009, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2009-13, *“Revenue Recognition (Topic 605) Multiple-Deliverable Revenue Arrangements, a consensus of the FASB Emerging Issues Task Force”* (“ASU 2009-13”). ASU 2009-13 amends existing accounting guidance for separating consideration in multiple-deliverable arrangements. ASU 2009-13 establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific evidence is not available, or the estimated selling price if neither vendor-specific evidence nor third-party evidence is available. ASU 2009-13 eliminates the residual method of allocation and requires that consideration be allocated at the inception of the arrangement to all deliverables using the “relative selling price method.” The relative selling price method allocates any discount in the arrangement proportionately to each deliverable on the basis of each deliverable’s selling price. ASU 2009-13 requires that a vendor determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a stand-alone basis. The Company adopted the provisions of ASU 2009-13 effective January 1, 2011 for revenue arrangements entered into or materially modified beginning on or after that date.

The adoption of ASU 2009-13 did not have any effect on the Company’s consolidated balance sheets, statements of operations or statements of cash flows as of or for the year ended December 31, 2011. The Company is not able to reasonably estimate the effect of adopting this standard on future periods because the impact will vary based on the nature and volume of new or materially modified revenue arrangements in any given period.

**3. Business Combination**

On September 22, 2008, the Company entered into a transaction agreement, as amended on April 28, 2009, with Iridium Holdings and its members whereby it agreed to purchase all of the outstanding equity of Iridium

## Iridium Communications Inc.

### Notes to Consolidated Financial Statements—(Continued)

December 31, 2011

Holdings. The Acquisition closed on September 29, 2009. For the purpose of acquisition accounting, total consideration of approximately \$436.0 million included 29.4 million shares of the Company's common stock ("Common Stock") valued at \$333.4 million and \$102.6 million in cash (which included a requirement to make a payment of \$25.5 million in cash to some of the former members of Iridium Holdings for tax benefits the Company received). The Company accounted for its acquisition of Iridium Holdings by recording all assets acquired and liabilities assumed at their respective fair values on the date of Acquisition. The Company recognized deferred tax assets and liabilities for the tax effects of the differences between assigned book values and tax bases of assets acquired and liabilities assumed in the Acquisition.

An acquirer is required to recognize as expense the direct costs of a business combination in the period in which the expense is incurred. Accordingly, the Company expensed Acquisition-related costs as they were incurred during the pre-Acquisition period presented.

\$76.0 million of revenue and \$5.0 million of net loss of Iridium was included in the Company's consolidated statement of operations for the period from the date of the Acquisition to December 31, 2009.

#### 4. Equity Instruments

##### *\$7.00 Warrants — General Terms*

In connection with the Company's initial public offering ("IPO") in February 2008, the Company sold 40.0 million units at a price of \$10.00 per unit. Each unit consisted of one share of Common Stock and one Common Stock purchase warrant ("\$7.00 warrant"). Each \$7.00 warrant entitled the holder to purchase from the Company one share of Common Stock at a price of \$7.00 per share.

The Company may redeem each of the \$7.00 warrants at a price of \$0.01 upon 30 days' prior notice, provided that the warrants are exercisable and the registration statement covering the Common Stock issuable upon exercise of the warrants remains effective and available, and provided further that such redemption can only be made if the closing price of the Common Stock is at least \$14.25 per share (the "redemption price") for any 20 trading days within a 30-trading-day period ending on the third day prior to the date on which notice of redemption is given. If a registration statement is not effective at the time of exercise, the holders of the \$7.00 warrants will not be entitled to exercise the warrants, and in no event (whether in the case of a registration statement not being effective or otherwise) will the Company be required to net cash settle any such warrant exercise. Consequently, the \$7.00 warrants could expire unexercised and unredeemed. The number of shares of Common Stock issuable upon the exercise of each \$7.00 warrant is subject to adjustment from time to time upon the occurrence of certain events. The \$7.00 warrants expire in 2013. As of December 31, 2011 and 2010, the Company had 13,653,704 and 13,653,804 of such \$7.00 warrants outstanding, respectively. All outstanding \$7.00 warrants are classified within stockholders' equity.

##### *\$11.50 Warrants — General Terms*

On September 29, 2009, in connection with the acquisition of Iridium Holdings, holders of approximately 14.4 million \$7.00 warrants exchanged their existing warrants for new \$11.50 warrants.

The Company may redeem each of the \$11.50 warrants at a price of \$0.01 upon 30 days prior notice, provided that the warrants are exercisable and the registration statement covering the Common Stock issuable upon exercise of the warrants remains effective and available, and provided further that such redemption can only be made if the closing price of the Common Stock is at least \$18.00 per share for any 20 trading days within a

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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30-trading-day period ending on the third day prior to the date on which notice of redemption is given. If the registration statement is not still effective at the time of exercise, the holders of the \$11.50 warrants will not be entitled to exercise the warrants, and in no event (whether in the case of a registration statement not being effective or otherwise) will the Company be required to net cash settle any such warrant exercise. Consequently, the \$11.50 warrants may expire unexercised and unredeemed. The number of shares of Common Stock issuable upon the exercise of each \$11.50 warrant is subject to adjustment from time to time upon the occurrence of specified events. The \$11.50 warrants expire in 2015.

During 2011, the Company entered into several private transactions (the “Private Warrant Exchanges”) to exchange shares of its Common Stock for outstanding \$11.50 warrants. As a result of these transactions, the Company issued an aggregate of 1,643,453 unrestricted shares of its Common Stock in exchange for an aggregate of 8,167,541 \$11.50 warrants. Additionally, during 2011, the Company initiated and completed a tender offer to exchange outstanding \$11.50 warrants for unrestricted shares of its Common Stock (the “Tender Offer Warrant Exchange”). As a result of the Tender Offer Warrant Exchange, the Company issued an aggregate of 1,303,272 unrestricted shares of its Common Stock in exchange for an aggregate of 5,923,963 of the \$11.50 warrants.

As of December 31, 2011 and 2010, the Company had 277,021 and 14,368,525 of the \$11.50 warrants outstanding, respectively. All outstanding \$11.50 warrants are classified within stockholders’ equity.

*Equity Transactions*

During 2009, the Company sold to the public 16.0 million shares of Common Stock for net proceeds of \$148.8 million. Concurrent with the offering, the Company repurchased, pursuant to existing forward contracts, 16.3 million shares of Common Stock for \$164.9 million. In addition, the Company repurchased approximately 9.2 million shares of Common Stock for \$91.7 million, representing the shares held by those stockholders who voted against the Acquisition. In September 2009, 8.4 million \$7.00 warrants originally purchased in November 2007 and 4.0 million \$7.00 warrants originally purchased in February 2008 were forfeited by their holders.

**5. Debt**

*Credit Facility*

On October 4, 2010, the Company entered into a \$1.8 billion loan facility (the “Credit Facility”) with a syndicate of bank lenders. Ninety-five percent of the Company’s obligations under the Credit Facility are insured by Compagnie Française d’Assurance pour le Commerce Extérieur (“COFACE”), the French export credit agency. The Credit Facility is comprised of two tranches, with draws and repayments applied pro rata in respect of each tranche:

- Tranche A – \$1,537,500,000 at a fixed rate of 4.96%; and
- Tranche B – \$262,500,000 at a floating rate equal to the London Interbank Offer Rate (“LIBOR”) plus 1.95%.

Interest is payable on a semi-annual basis in April and October of each year. Prior to the repayment period described below, a portion of interest will be paid via a deemed loan and added to the related tranche principal. The amount of interest paid via a deemed loan for each tranche is as follows:

- Tranche A – fixed rate of 3.56%; and
- Tranche B – LIBOR plus 0.55%.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

For the years ended December 31, 2011 and 2010, the Company incurred total interest expense of \$11.9 million and \$1.1 million, respectively, of which \$8.3 million and \$0.8 million, respectively, was paid via a deemed loan and the remainder paid in cash on the scheduled semi-annual payment dates.

In connection with each draw it makes under the Credit Facility, the Company also borrows an amount equal to 6.49% of such draw to cover the premium for the COFACE policy. The Company also pays a commitment fee of 0.80% per year, in semi-annual installments, on any undrawn portion of the Credit Facility. In addition, pursuant to separate fee letters entered into at the same time as the Credit Facility, the Company paid arrangement fees to the syndicate banks totaling \$46.6 million on October 29, 2010.

Funds drawn under the Credit Facility will be used for (i) 85% of the costs under a fixed price full scale development contract with Thales Alenia Space France (“Thales”) for the design and manufacture of satellites for Iridium NEXT (the “FSD”), (ii) the premium for the COFACE policy, and (iii) the payment of a portion of interest during a part of the construction and launch phase of Iridium NEXT.

Scheduled semi-annual principal repayments will begin six months after the earlier of (i) the successful deployment of a specified number of Iridium NEXT satellites or (ii) September 30, 2017. During this repayment period, interest will be paid on the same date as the principal repayments. Interest expense incurred during the year ended December 31, 2011 was \$11.9 million. All interest costs incurred related to the Credit Facility have been capitalized during the construction period of the assets; accordingly the Company capitalized \$11.9 million related to interest incurred throughout the year. The Company pays interest on each semi-annual due date through a combination of a cash payment and a deemed additional loan. The \$11.9 million in interest incurred during the year ended December 31, 2011 consisted of \$3.6 million payable in cash, of which \$2.7 million was paid during the year and \$0.9 million was accrued at year end, and \$8.3 million payable by deemed loans, of which \$6.3 million was paid during the year and \$2.0 million was accrued at year end. Total interest payable associated with the Credit Facility was \$2.9 million and \$1.1 million and is included in interest payable in the consolidated balance sheets as of December 31, 2011 and 2010, respectively.

The Credit Facility will mature seven years after the start of the repayment period. In addition, the Company is required to maintain minimum debt service reserve levels, which are estimated as follows:

<u>At December 31,</u>	<u>Amount</u> <u>(In millions)</u>
2012 .....	\$ 54
2013 .....	81
2014 .....	108
2015 .....	135
2016 .....	162
2017 .....	189

These levels may be higher once the Company begins repayment under the Credit Facility. The minimum debt service reserve level at December 31, 2011 was \$27.0 million which is included in restricted cash on the consolidated balance sheet. Obligations under the Credit Facility are secured on a senior basis by a lien on substantially all of the Company’s assets.

The Company may not prepay any borrowings prior to December 31, 2015. If, on that date, a specified number of Iridium NEXT satellites have been successfully launched and the Company has adequate time and resources to complete the Iridium NEXT constellation on schedule, the Company may prepay the borrowings without penalty.

## **Iridium Communications Inc.**

### **Notes to Consolidated Financial Statements—(Continued)**

**December 31, 2011**

In addition, following the completion of the Iridium NEXT constellation, the Company may prepay the borrowings without penalty. Any amounts repaid may not be reborrowed. The Company must repay the loans in full upon (i) a delisting of the Common Stock, (ii) a change in control of the Company or the Company ceasing to own 100% of specified subsidiaries or (iii) the sale of all or substantially all of the Company's assets. The Company must apply all or a portion of specified capital raising proceeds, insurance proceeds and condemnation proceeds to the prepayment of the loans. The Credit Facility includes customary representations, events of default, covenants and conditions precedent to drawing of funds. The financial covenants include:

- a minimum cash requirement;
- a minimum debt to equity ratio level;
- maximum capital expenditure levels;
- minimum consolidated operational earnings before interest, taxes, depreciation and amortization levels;
- minimum cash flow requirements from customers who have hosted payloads on the Company's satellites;
- minimum debt service reserve levels;
- a minimum debt service coverage ratio level; and
- maximum leverage levels.

The covenants also place limitations on the ability of the Company and its subsidiaries to carry out mergers and acquisitions, dispose of assets, grant security interests, declare, make or pay dividends, enter into certain transactions with affiliates, fund payments under the FSD from its own resources, incur debt, or make loans, guarantees or indemnities.

As of December 31, 2011, the Company had borrowed \$417.1 million under the Credit Facility. The unused portion of the Credit Facility as of December 31, 2011 was approximately \$1.4 billion. The Company recognized the semi-annual commitment fee on the undrawn portion of the Credit Facility of \$13.5 million and \$2.4 million for the years ended December 31, 2011 and 2010, respectively.

#### **6. Motorola Settlement**

On October 1, 2010, the Company entered into a Settlement Agreement (the "Settlement Agreement") with Motorola, pursuant to which the parties settled the litigation filed by Motorola against Iridium Satellite and Iridium Holdings in the Circuit Court of Cook County, Illinois, County Department — Chancery Division (captioned Motorola, Inc. vs. Iridium Satellite LLC and Iridium Holdings LLC, Docket No. 10 CH 05684). On the same date, the parties entered into a series of other agreements. Pursuant to the Settlement Agreement, which contains no admission of liability by any party, and the certain other agreements entered into on the same date, the Company agreed to pay Motorola an aggregate of \$46.0 million, in consideration of payment of debt of \$15.4 million otherwise due in 2010, expanded intellectual property licenses, the conversion of existing intellectual property licenses from being royalty-based to prepaid, transfer to the Company of ownership of certain intellectual property rights, termination of Motorola's rights to distributions and payments based on the value of the Company upon certain "triggering events" and mutual releases of claims. Of the total \$46.0 million, the Company paid \$23.0 million contemporaneously with the execution of the Settlement Agreement and the remaining \$23.0 million was reflected in the Promissory Note the Company issued to Motorola, which bore interest at the rate of 10%. In December 2010, the Company paid \$0.8 million to Motorola which was applied

**Iridium Communications Inc.**  
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**December 31, 2011**

against the Promissory Note principal. In May 2011, the Company paid \$23.6 million to Motorola Solutions, successor to Motorola, as a payment in full for the outstanding balance of the Promissory Note, including accrued interest. Interest costs of \$0.8 million and \$0.6 million for the years ended December 31, 2011 and 2010, respectively, was capitalized as part of the Company's assets under construction and included within property and equipment, net in the consolidated balance sheets.

In conjunction with the execution of the Settlement Agreement, Iridium Satellite and Motorola terminated the Senior Subordinated Term Loan Agreement and also amended and restated the existing transition services, products and asset agreement to eliminate provisions which by completion or passage of time were deemed unnecessary. The Company's insurance requirements and Motorola Solutions' de-orbit rights under the transition services, products and asset agreement, or the TSA, remain materially unchanged.

In addition, the Company and Motorola entered into a System Intellectual Property Rights Amendment and Agreement and a Supplemental Subscriber Equipment Technology Amendment and Agreement. Pursuant to those two agreements, the Company broadened its existing licenses to certain Motorola intellectual property for use with its current satellite constellation and subscriber equipment, and the Company received licenses to such intellectual property for use with Iridium NEXT and future subscriber equipment.

#### **7. Boeing Operations and Maintenance Agreements**

As a result of the Acquisition, the Company acquired an operations and maintenance agreement between Iridium Constellation and Boeing, pursuant to which Boeing agreed to provide transition services and continuing steady-state operations and maintenance services with respect to the satellite network operations center, telemetry, tracking and control stations and the on-orbit satellites (including engineering, systems analysis, and operations and maintenance services). On July 21, 2010, the Company and Boeing entered into the O&M Agreement, which superseded the prior operations and maintenance agreement. Pursuant to the O&M Agreement, each of Boeing, Motorola Solutions and the U.S. government has the unilateral right to commence the de-orbit of the constellation upon the occurrence of certain enumerated events.

The O&M Agreement incorporates a de-orbit plan, which, if exercised, would cost approximately \$16.9 million plus an amount equivalent to the premium of the de-orbit insurance coverage to be paid to Boeing in the event of a mass de-orbit of the satellite constellation. Under the prior operations and maintenance agreement, the Company was required to cause to be issued to Boeing a \$15.4 million letter of credit as collateral for such costs. Under the O&M Agreement, the Company is no longer required to maintain a letter of credit and the prior letter of credit was allowed to expire in July 2010. In addition, on July 21, 2010, the Company and Boeing entered into an agreement pursuant to which Boeing will operate and maintain Iridium NEXT (the "NEXT Support Services Agreement"). Boeing will provide these services on a time-and-materials fee basis. The term of the NEXT Support Services Agreement runs concurrently with the estimated useful life of the Iridium NEXT constellation. The Company is entitled to terminate the agreement for convenience and without cause commencing in 2019.

Following the Acquisition, the Company incurred expenses of \$34.3 million, \$41.4 million and \$11.9 million relating to satellite operations and maintenance costs for the years ended December 31, 2011, 2010 and 2009, respectively, included in cost of services (exclusive of depreciation and amortization) in the consolidated statements of operations.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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**8. Property and Equipment**

Property and equipment consisted of the following at December 31:

	<u>2011</u>	<u>2010</u>
	(In thousands)	
Satellite system .....	\$ 342,086	\$347,057
Ground system .....	15,652	13,644
Equipment .....	19,793	16,595
Internally developed software and purchased software .....	29,955	10,717
Building and leasehold improvements .....	<u>27,832</u>	<u>27,720</u>
	435,318	415,733
Less: accumulated depreciation .....	<u>(176,995)</u>	<u>(97,667)</u>
	258,323	318,066
Land .....	8,268	8,268
Construction in process:		
Iridium NEXT systems under construction .....	569,439	226,636
Other construction in process .....	<u>7,062</u>	<u>13,549</u>
Total property and equipment, net of accumulated depreciation .....	<u>\$ 843,092</u>	<u>\$566,519</u>

Other construction in process consisted of the following at December 31:

	<u>2011</u>	<u>2010</u>
	(In thousands)	
Internally developed software .....	\$5,429	\$11,036
Equipment .....	1,633	2,295
Ground system .....	<u>—</u>	<u>218</u>
Total other construction in process .....	<u>\$7,062</u>	<u>\$13,549</u>

Depreciation expense for the years ended December 31, 2011 and 2010 was \$84.6 million and \$78.3 million, respectively. Following the Acquisition, depreciation expense for the year ended December 31, 2009 was \$19.4 million.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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**9. Intangible Assets**

As a result of the Acquisition, the Company had identifiable intangible assets as follows:

	Useful Lives	December 31, 2011		Net Carrying Value
		Gross Carrying Value	Accumulated Amortization	
(In thousands)				
Indefinite life intangible assets: . . . . .				
Trade names . . . . .	Indefinite	\$ 21,195	\$ —	\$21,195
Spectrum and licenses . . . . .	Indefinite	14,030	—	14,030
Total . . . . .		35,225	—	35,225
Definite life intangible assets:				
Customer relationships —				
government . . . . .	5 years	20,355	(9,160)	11,195
Customer relationships —				
commercial . . . . .	5 years	33,052	(14,873)	18,179
Coe developed technology . . . . .	5 years	4,842	(2,179)	2,663
Intellectual property . . . . .	16.5 years(1)	16,439	(1,263)	15,176
Software . . . . .	5 years	2,025	(911)	1,114
Total . . . . .		76,713	(28,386)	48,327
Total intangible assets . . . . .		\$111,938	\$(28,386)	\$83,552
Indefinite life intangible assets: . . . . .				
Trade names . . . . .	Indefinite	\$ 21,195	\$ —	\$21,195
Spectrum and licenses . . . . .	Indefinite	14,030	—	14,030
Total . . . . .		35,225	—	35,225
Definite life intangible assets:				
Customer relationships —				
government . . . . .	5 years	20,355	(5,089)	15,266
Customer relationships —				
commercial . . . . .	5 years	33,052	(8,263)	24,789
Coe developed technology . . . . .	5 years	4,842	(1,210)	3,632
Intellectual property . . . . .	16.5 years(1)	16,439	(268)	16,171
Software . . . . .	5 years	2,025	(506)	1,519
Total . . . . .		76,713	(15,336)	61,377
Total intangible assets . . . . .		\$111,938	\$(15,336)	\$96,602

(1) Intellectual property is allocated over the estimated life of the existing satellite systems and Iridium NEXT, which averages to 16.5 years in useful lives.

The weighted average amortization period of intangible assets is 7.5 years. Amortization expense for the years ended December 31, 2011, 2010 and 2009, was \$13.0 million, \$12.3 million and \$3.0 million, respectively.

**Iridium Communications Inc.**  
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Future amortization expense with respect to intangible assets existing at December 31, 2011, by year and in the aggregate, is as follows:

<u>Year ending December 31,</u>	<u>Amount</u>
	<u>(In thousands)</u>
2012 .....	\$13,050
2013 .....	13,050
2014 .....	10,036
2015 .....	995
2016 .....	995
Thereafter .....	<u>10,201</u>
Total estimated future amortization expense .....	<u>\$48,327</u>

**10. Commitments and Contingencies**

*Thales*

In June 2010, the Company executed the FSD with Thales for the design and manufacture of satellites for Iridium NEXT. The total price under the FSD is approximately \$2.2 billion, and the Company expects payment obligations under the FSD to extend into the third quarter of 2017. As of December 31, 2011, the Company had made total payments of \$454.6 million to Thales, which were capitalized as construction in progress within property and equipment, net in the consolidated balance sheet. The Company's obligations to Thales that are currently scheduled for the years ending December 31, 2012, 2013, 2014, 2015 and 2016, are in the amounts of \$418.9 million, \$373.2 million, \$361.8 million, \$274.4 million and \$186.1 million, respectively.

*SpaceX*

In March 2010, the Company entered into an agreement with Space Exploration Technologies Corp. ("SpaceX") to secure SpaceX as the primary launch services provider for Iridium NEXT (the "SpaceX Agreement"). The SpaceX Agreement, as amended, has a maximum price of \$492.0 million. As of December 31, 2011, the Company has made total payments of \$43.9 million to SpaceX, which has been capitalized as construction in progress within property and equipment, net in the consolidated balance sheet. The Company's obligations with SpaceX that are currently scheduled for the years ending December 31, 2012, 2013, 2014, 2015 and 2016, are in the amounts of \$6.6 million, \$28.6 million, \$112.8 million, \$172.8 million and \$106.1 million, respectively.

*Kosmotras*

In June 2011, the Company entered into an agreement with International Space Company Kosmotras ("Kosmotras") as a supplemental launch service provider for Iridium NEXT (the "Kosmotras Agreement"). The Kosmotras Agreement provides for the purchase of up to six launches with options to purchase additional launches. Each launch will carry two satellites. If all six launches are purchased, the Company will pay Kosmotras a total of approximately \$184.3 million. As of December 31, 2011, the Company had made aggregate payments of \$11.2 million to Kosmotras which were capitalized as construction in progress within property and equipment, net in the consolidated balance sheet. If the Company elects to purchase all six launches, the remaining amounts owed under the contract will be paid over the next four to five years depending on the launch schedule.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
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Based on the terms of the Kosmotras Agreement, if the Company does not purchase any launches by March 31, 2013, the Kosmotras Agreement will terminate and any amounts paid by the Company to Kosmotras in excess of \$15.1 million will be refunded.

*Supplier Purchase Commitments*

The Company has a manufacturing agreement with a supplier to manufacture subscriber equipment, which contains minimum monthly purchase requirements. The Company's purchases have exceeded the monthly minimum requirement since inception. Pursuant to the agreement, the Company may be required to purchase certain materials if the materials are not used in production within the periods specified in the agreement. The supplier will then repurchase such materials from the Company at the same price paid by the Company, as required for the production of the devices. As of December 31, 2011 and 2010, the Company had \$0.8 million and \$1.1 million, respectively, of such materials and the amounts were included in inventory on the accompanying consolidated balance sheets.

Unconditional purchase obligations are \$260.8 million, which include the Company's commitments with Boeing on the existing satellite system, an agreement with a supplier for the manufacturing of the Company's devices and various commitments with other vendors. Unconditional purchase obligations are scheduled for the years ending December 31, 2012, 2013, 2014, 2015 and 2016 in the amounts of \$63.5 million, \$41.8 million, \$35.5 million, \$41.8 million and \$37.7 million, respectively.

*In-Orbit Insurance*

Due to various contractual requirements, the Company is required to maintain a third-party in-orbit insurance policy with a de-orbiting endorsement to cover potential claims relating to operating or de-orbiting the satellite constellation. The policy covers the Company, Boeing as operator, Motorola Solutions (the original system architect and prior owner), contractors and subcontractors of the insured, the U.S. government and certain other sovereign nations.

The current policy has a one-year term, which expires December 8, 2012. The policy coverage is separated into Sections A, B, and C.

Section A coverage is currently in effect and covers product liability over Motorola's position as manufacturer of the satellites. Liability limits for claims under Section A are \$1.0 billion per occurrence and in the aggregate. There is no deductible for claims.

Section B coverage is currently in effect and covers risks in connection with in-orbit satellites. Liability limits for claims under Section B are \$500 million per occurrence and in the aggregate for space vehicle liability and \$500 million and \$1.0 billion per occurrence and in the aggregate, respectively, with respect to de-orbiting. The balance of the unamortized premium payment for Sections A and B coverage as of December 31, 2011 is included in prepaid expenses and other current assets in the accompanying consolidated balance sheets. The deductible for claims under Section B is \$250,000 per occurrence.

Section C coverage is effective once requested by the Company (the "Attachment Date") and covers risks in connection with a decommissioning of the satellite system. Liability limits for claims under Section C are \$500 million and \$1.0 billion per occurrence and in the aggregate, respectively. The term of the coverage under Section C is 12 months from the Attachment Date. The premium for Section C coverage is \$2.5 million and is payable on or before the Attachment Date. As of December 31, 2011, the Company had not requested Section C coverage since no decommissioning activities are currently anticipated. The deductible for claims under Section C is \$250,000 per occurrence.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**

**December 31, 2011**

*Operating Leases*

The Company leases land, office space, and office and computer equipment under noncancelable operating lease agreements. Most of the leases contain renewal options of 1 to 10 years. The Company's obligations under the current terms of these leases extend through 2020.

Additionally, several of the Company's leases contain clauses for rent escalation including, but not limited to, a pro-rata share of increased operating and real estate tax expenses. Rent expense is recognized on a straight-line basis over the lease term. The Company leases facilities located in Chandler, Arizona; Tempe, Arizona; Bethesda, Maryland; McLean, Virginia; Canada and Norway. Future minimum lease payments, by year and in the aggregate, under noncancelable operating leases at December 31, 2011, are as follows (in thousands):

<u>Year Ending December 31,</u>	<u>Operating Leases</u>
	<u>(In thousands)</u>
2012 .....	\$ 3,427
2013 .....	3,010
2014 .....	2,284
2015 .....	2,073
2016 .....	1,466
Thereafter .....	<u>4,684</u>
Total .....	<u>\$16,944</u>

Rent expense for the years ended December 31, 2011, 2010, and 2009 was \$3.0 million, \$4.0 million and \$1.0 million, respectively.

*Contingencies*

From time to time, in the normal course of business, the Company is party to various pending claims and lawsuits. The Company is not aware of any such actions that it would expect to have a material adverse impact on its business, financial results or financial condition.

**11. Stock-Based Compensation**

During 2009, the Company's stockholders approved a stock incentive plan (the "2009 Stock Incentive Plan") to provide stock-based awards, including nonqualified stock options, incentive stock options, restricted stock and other equity securities, as incentives and rewards for employees, consultants and non-employee directors. As of December 31, 2011, 8.0 million shares of common stock have been authorized for issuance as awards under the 2009 Stock Incentive Plan. As of December 31, 2011, 3.2 million shares are available for grant. The Company did not issue stock-based awards prior to the adoption of the 2009 Stock Incentive Plan.

*Stock Option Awards*

The stock option awards granted to employees generally (i) have a term of ten years, (ii) vest over a four-year period with 25% vesting after the first year of service and ratably on a quarterly basis thereafter, (iii) are contingent upon employment on the vesting date, and (iv) have an exercise price equal to the fair value of the underlying shares at the date of grant. The fair value of each option is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility for 2011 is based on the actual historical volatility of the

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

Company's stock price. The expected term of the award was calculated using the simplified method as the Company currently does not have sufficient experience of its own option exercise patterns. The Company does not anticipate paying dividends during the expected term of the grants; therefore, the dividend rate was assumed to be zero. The risk-free interest rate assumed is based upon U.S. Treasury Bond interest rates with similar terms at similar dates.

The stock options granted to consultants are generally subject to service vesting and vest quarterly over a two-year service period. The fair value of the consultant options is the then-current fair value attributable to the vesting portions of the awards, calculated using the Black-Scholes option pricing model.

Assumptions used in determining the fair value of the Company's options were as follows:

	Year Ended December 31,	
	2011	2010
Expected volatility .....	40% – 45%	69% – 82%
Expected term (years) .....	5.50 – 6.25	5.50 – 6.25
Expected dividends .....	0%	0%
Risk free interest rate .....	1.16% – 2.65%	1.78% – 2.90%

During 2011, the Company granted approximately 2.0 million stock options to its employees and non-employee directors.

A summary of the activity of the Company's stock options as of December 31, 2011 is as follows:

	Shares	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
(In thousands, except years and per share data)				
Options outstanding at January 1, 2011 .....	3,049	\$8.69		
Granted .....	2,031	\$8.14		
Cancelled or expired .....	(159)	\$8.72		
Exercised .....	(5)	\$8.73		
Forfeited .....	(273)	\$8.59		
Options outstanding at December 31, 2011 .....	<u>4,643</u>	\$8.45	8.53	\$—
Options vested and exercisable at December 31, 2011 .....	<u>1,347</u>	\$8.65	8.02	\$—
Options exercisable and expected to vest at December 31, 2011 .....	<u>4,558</u>	\$8.46	8.53	\$—

The Company recognized \$5.6 million, \$4.4 million and \$0.4 million of stock-based compensation expense related to these options in the years ended December 31, 2011, 2010 and 2009, respectively. To the extent the Company's actual forfeiture rate is different from its estimate of such forfeitures, the stock-based compensation may differ in future periods.

The weighted-average grant-date fair value of options granted during the years ended December 31, 2011, 2010 and 2009 were \$3.69, \$6.13 and \$5.61 per share, respectively.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

As of December 31, 2011, the total unrecognized cost related to non-vested options was approximately \$14.2 million. This cost is expected to be recognized over a weighted average period of 2.7 years. The total fair value of the shares vested during the year ended December 31, 2011 was \$4.6 million.

*Restricted Stock Unit Awards*

The Company granted approximately 0.1 million restricted stock units (“RSUs”) to its non-employee directors during each of 2011 and 2010. The grant-date fair value of the RSUs is based on the closing stock price of the Company’s Common Stock on the date of grant. The RSUs vest over a one year period with 25% vesting on the last day of each calendar quarter.

A summary of the Company’s RSU activity for the year ended December 31, 2011 is as follows:

	RSUs	Weighted-Average Grant Date Fair Value Per RSU
	(In thousands)	
Outstanding at January 1, 2011 .....	106	\$7.79
Granted .....	90	\$8.29
Outstanding at December 31, 2011 .....	196	\$8.02
Vested at December 31, 2011 .....	196	

All RSUs granted in 2011 were fully vested as of December 31, 2011. The Company recognized \$0.7 million of stock-based compensation expense related to these RSUs in the year ended December 31, 2011.

**12. Segments, Significant Customers, Supplier and Service Providers and Geographic Information**

The Company operates in one business segment, providing global satellite communications services and products.

The Company derived approximately 23%, 23% and 25% of its total revenue in the years ended December 31, 2011, 2010 and 2009 (following the Acquisition), respectively, and approximately 27% and 32% of its accounts receivable balances at December 31, 2011 and 2010, respectively, from prime contracts or subcontracts with agencies of the U.S. government. The two largest commercial customers accounted for approximately 21% of the Company’s total revenue for the year ended December 31, 2011 and 19% of the Company’s total revenue for both the years ended December 31, 2010 and 2009 (following the Acquisition). The two largest commercial customers represented approximately 14% and 19% of the Company’s accounts receivable balance at December 31, 2011 and 2010, respectively.

The Company contracts for the manufacture of its subscriber equipment primarily from one manufacturer and utilizes other sole source suppliers for certain component parts of its devices. Should events or circumstances prevent the manufacturer or the suppliers from producing the equipment or component parts, the Company’s business could be adversely affected until the Company is able to move production to other facilities of the manufacturer or secure a replacement manufacturer or an alternative supplier for such component parts.

A significant portion of the Company’s satellite operations and maintenance service is provided by Boeing. Should events or circumstances prevent Boeing from providing these services, the Company’s business could be adversely affected until the Company is able to assume operations and maintenance responsibilities or secure a replacement service provider.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

Net property and equipment by geographic area, was as follows as of December 31:

	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>	
United States .....	\$ 79,263	\$ 73,170
Satellites in orbit .....	188,263	260,293
Iridium NEXT systems under construction .....	569,439	226,636
All others(1) .....	6,127	6,420
Total .....	<b>\$843,092</b>	<b>\$566,519</b>

(1) No one other country represented more than 10% of property and equipment, net.

Revenue by geographic area was as follows for the years ended December 31:

	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>	
United States .....	\$176,043	\$167,535
Canada .....	52,419	49,203
United Kingdom .....	48,886	40,068
Other countries(1) .....	106,959	91,367
Total .....	<b>\$384,307</b>	<b>\$348,173</b>

(1) No one other country represented more than 10% of revenue.

Revenue is attributed to geographic area based on the billing address of the distributor. Service location and the billing address are often not the same. The Company's distributors sell services directly or indirectly to end-users, who may be located or use the Company's products and services elsewhere. The Company cannot provide the geographical distribution of end-users because it does not contract directly with them. The Company does not have significant foreign exchange risk on sales, as invoices are generally denominated in United States dollars.

**13. Employee Benefit Plan**

The Company sponsors a defined-contribution 401(k) retirement plan (the "Plan") that covers all employees. Employees are eligible to participate in the Plan on the first day of the month following the date of hire, and participants are 100% vested from the date of eligibility. The Company matches employees' contributions equal to 100% of the salary deferral contributions up to 5% of the employees' compensation. Company-matching contributions to the Plan were \$1.1 million, \$1.0 million and \$0.2 million for the years ended December 31, 2011, 2010 and 2009 (following the Acquisition), respectively. The Company pays all administrative fees related to the Plan.

**Iridium Communications Inc.**  
**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

**14. Income Taxes**

U.S. and foreign components of income (loss) before income taxes are presented below:

	Year Ended December 31,		
	2011	2010	2009
	(In thousands)		
U.S. income (loss) . . . . .	\$64,272	\$35,450	\$(46,376)
Foreign income . . . . .	309	162	336
Total income (loss) before income taxes . . . . .	<u>\$64,581</u>	<u>\$35,612</u>	<u>\$(46,040)</u>

The components of the Company's income tax provision (benefit) are as follows:

	Year Ended December 31,		
	2011	2010	2009
	(In thousands)		
<b>Current taxes:</b>			
Federal provision (benefit) . . . . .	\$ 82	\$ 716	\$ (126)
State provision . . . . .	816	89	440
Foreign provision . . . . .	567	425	76
Total current tax provision . . . . .	<u>1,465</u>	<u>1,230</u>	<u>390</u>
<b>Deferred taxes:</b>			
Federal provision (benefit) . . . . .	21,480	9,553	(1,262)
State provision (benefit) . . . . .	1,958	1,924	(735)
Foreign provision (benefit) . . . . .	(3)	214	(47)
Total deferred tax provision . . . . .	<u>23,435</u>	<u>11,691</u>	<u>(2,044)</u>
Total income tax provision (benefit) . . . . .	<u>\$24,900</u>	<u>\$12,921</u>	<u>\$(1,654)</u>

A reconciliation of the U.S. federal statutory income tax expense to the Company's effective income tax provision is as follows:

	Year Ended December 31,		
	2011	2010	2009
	(In thousands)		
U.S. federal statutory tax rate . . . . .	\$22,604	\$12,464	\$(16,114)
State taxes, net of federal benefit . . . . .	2,524	1,388	(192)
Arizona tax rate change . . . . .	(3,126)	—	—
Warrant exchange — nondeductible expenses . . . . .	—	—	11,941
Other nondeductible expenses . . . . .	854	582	1,050
Foreign tax rate differential . . . . .	161	270	180
Branch profit taxes . . . . .	60	(967)	1,335
Foreign corporation domestication . . . . .	—	(32)	—
Liability for uncertain tax positions . . . . .	704	121	23
Provision to return and other adjustments . . . . .	1,466	(960)	229
Other items . . . . .	(347)	55	(106)
Total income tax provision (benefit) . . . . .	<u>\$24,900</u>	<u>\$12,921</u>	<u>\$ (1,654)</u>

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

The components of deferred tax assets and liabilities at December 31, 2011 and 2010 are as follows:

	<b>2011</b>	<b>2010</b>
	(In thousands)	
Accruals and reserves .....	\$ 4,929	\$ 3,663
Deferred revenue .....	5,144	3,046
Inventory .....	310	892
Prepaid expenses .....	(948)	(747)
Other .....	—	(1,070)
<b>Total net current deferred tax assets .....</b>	<b>\$ 9,435</b>	<b>\$ 5,784</b>
Fixed assets and intangibles .....	\$ (77,833)	\$ (88,299)
Long-term accruals and reserves .....	10,460	17,603
Research and development expenditures .....	(152,604)	(44,872)
Net operating losses .....	90,568	12,019
Tax credits .....	3,191	1,263
Transaction costs .....	366	401
Foreign net operating losses .....	466	1,214
Other .....	(1,470)	1,157
Valuation allowance — foreign net operating losses ...	(441)	(1,214)
<b>Total net non-current deferred tax assets .....</b>	<b>\$(127,297)</b>	<b>\$(100,728)</b>
<b>Total net deferred income tax liabilities .....</b>	<b>\$(117,862)</b>	<b>\$ (94,944)</b>

The Company recognizes valuation allowances to reduce deferred tax assets to the amount that is more likely than not to be realized. In assessing the likelihood of realization, management considers: (i) future reversals of existing taxable temporary differences; (ii) future taxable income exclusive of reversing temporary differences and carryforwards; (iii) taxable income in prior carryback year(s) if carryback is permitted under applicable tax law; and (iv) tax planning strategies.

As of December 31, 2011, the Company had deferred tax assets related to cumulative U.S., state and foreign net operating loss carryforwards of approximately \$82.2 million, \$8.3 million and \$0.5 million, respectively. These net operating loss carryforwards expire in various amounts beginning in 2015 through 2031. The Company believes that the U.S. and state net operating losses will be utilized before the expiration dates and as such no valuation allowance has been established for these deferred tax assets. The timing and manner in which the Company will utilize the net operating loss carryforwards in any year, or in total, may be limited in the future as a result of alternative minimum taxes, changes in the Company's ownership and any limitations imposed by the states in which the Company operates. The Company does not expect to utilize the majority of its foreign net operating losses within the respective carryforward periods, and the Company has established a valuation allowance of \$0.4 million on this deferred tax asset of \$0.5 million. The decrease in valuation allowance is due to expiration of foreign net operating losses.

As of December 31, 2011, the Company also has approximately \$1.2 million of deferred tax assets related to research and development tax credits that expire in various amounts in 2028 through 2031, \$1.3 million of deferred tax assets related to Alternative Minimum Tax credits which do not expire, and \$0.7 million of foreign tax credits which expire in various amounts in 2020 and 2021. The Company believes that these deferred tax assets will be utilized within the carryforward period.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)  
December 31, 2011**

The Company's foreign subsidiary, Baralonco N.V., was a Curacao, Netherlands Antilles entity. This entity benefited from a tax holiday on its taxable income in Curacao which expired on December 31, 2010. As the Company domesticated Baralonco into the U.S. as of December 31, 2010, it is no longer subject to Curacao, Netherlands Antilles income taxation and the expiration of the tax holiday did not result in any adverse tax impact to the Company.

The Company has provided for U.S. income taxes on all undistributed earnings of its material foreign subsidiaries since the Company does not permanently reinvest the undistributed earnings. The Company recognizes deferred tax assets and liabilities for future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, operating losses and tax credit carryforwards. The Company measures deferred tax assets and liabilities using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company recognizes the effect on deferred tax assets and liabilities of a change in tax rates in income in the period that includes the enactment date.

*Uncertain Income Tax Positions*

The Company's liability for uncertain tax positions includes unrecognized tax benefits related to certain U.S. and foreign transfer pricing adjustments and taxable presence in certain foreign and state jurisdictions.

The Company is subject to income taxes in the U.S., various states and numerous foreign jurisdictions. Significant judgment is required in evaluating tax positions and determining the provision for income taxes. The Company establishes liabilities for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes may be due. These liabilities are established when the Company believes that certain positions might be challenged despite its belief that its tax return positions are fully supportable. The Company adjusts these liabilities in light of changing facts and circumstances, such as the outcome of a tax audit. The provision for income taxes includes the impact of changes to the liability.

The amount of uncertain tax positions if recognized at December 31, 2011 was \$1.5 million, as compared to \$0.7 million at December 31, 2010. It is anticipated that the amount of unrecognized tax benefit reflected at December 31, 2011 will not materially change in the next 12 months; any changes are not anticipated to have significant impact on the results of operations, financial position or cash flows of the Company. The Company has elected an accounting policy to classify interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of December 31, 2011 and 2010, any potential interest and penalties on unrecognized tax benefits were not significant.

The Company is subject to tax audits in all jurisdictions for which it files tax returns. Tax audits by their very nature are often complex and can require several years to complete. Iridium Communications Inc. is currently under audit in one of its state jurisdictions. Iridium Holdings LLC is currently under audit by the Internal Revenue Service. As of the balance sheet date, we do not expect any significant audit adjustments. There are no other Internal Revenue Service, state or foreign jurisdiction audits. The Company's corporate U.S. tax returns for 2008, 2009 and 2010 remain subject to examination by tax authorities.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**

**December 31, 2011**

The following is a tabular reconciliation of the total amounts of unrecognized tax benefits which includes related interest and penalties:

	<u>2011</u>	<u>2010</u>
	(In thousands)	
Balance at January 1, . . . . .	\$ 746	\$585
Change attributable to tax positions taken in a prior period . . . .	234	143
Change attributable to tax positions taken in the current period . . . . .	485	40
Decrease attributable to lapse of statute of limitations . . . . .	(15)	(22)
Balance at December 31, . . . . .	<u>\$1,450</u>	<u>\$746</u>

**15. Net Income (Loss) Per Share**

The computations of basic and diluted net income (loss) per share are set forth below:

	<u>Year Ended December 31,</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
	(In thousands, except per share data)		
<b>Numerator:</b>			
Net income (loss) . . . . .	\$39,681	\$22,691	\$(44,386)
Net income (loss) allocated to participating securities . . . . .	(29)	(20)	—
Numerator for basic net income (loss) per share . . . . .	<u>\$39,652</u>	<u>\$22,671</u>	<u>\$(44,386)</u>
Numerator for diluted net income (loss) per share . . . . .	<u>\$39,652</u>	<u>\$22,671</u>	<u>\$(44,386)</u>
<b>Denominator:</b>			
Denominator for basic net income per share —			
Weighted average outstanding common shares . .	72,164	70,289	53,964
Dilutive effect of warrants . . . . .	1,395	2,667	—
Denominator for diluted net income (loss) per share . . . . .	<u>73,559</u>	<u>72,956</u>	<u>53,964</u>
Net income (loss) per share — basic . . . . .	\$ 0.55	\$ 0.32	\$ (0.82)
Net income (loss) per share — diluted . . . . .	\$ 0.54	\$ 0.31	\$ (0.82)

At December 31, 2011, 5.8 million warrants and 4.6 million stock options were not included in the computation of diluted net income per share as the effect would be anti-dilutive. After December 31, 2011, the Company granted approximately 0.8 million stock options and 1.0 million RSUs to employees and non-employee directors. These grants could have a dilutive effect on net income per share in future periods.

At December 31, 2010, 14.4 million warrants and 3.0 million stock options were not included in the computation of diluted net income per share as the effect would be anti-dilutive.

**Iridium Communications Inc.**

**Notes to Consolidated Financial Statements—(Continued)**  
**December 31, 2011**

As of December 31, 2009, the Company had approximately 28.0 million warrants and 2.6 million stock options outstanding, and because there was a loss for the year ended December 31, 2009, these warrants and options were considered to be anti-dilutive in those periods and therefore were excluded from the weighted average diluted shares outstanding calculation.

**16. Selected Quarterly Information (Unaudited)**

The following represents the Company's unaudited quarterly results for the years ended December 31, 2011 and 2010:

	Quarter Ended			
	March 31, 2011	June 30, 2011	September 30, 2011	December 31, 2011
	(In thousands, except per share data)			
Revenue .....	\$91,303	\$95,903	\$102,124	\$94,977
Operating income .....	\$16,301	\$20,743	\$ 24,198	\$15,759
Net income .....	\$ 8,299	\$11,683	\$ 11,337	\$ 8,362
Net income per common share — basic .....	\$ 0.12	\$ 0.16	\$ 0.15	\$ 0.11
Net income per common share — diluted .....	\$ 0.11	\$ 0.16	\$ 0.14	\$ 0.11

	Quarter Ended			
	March 31, 2010	June 30, 2010	September 30, 2010	December 31, 2010
	(In thousands, except per share data)			
Revenue .....	\$81,742	\$83,974	\$ 94,527	\$87,930
Operating income (loss) .....	\$(4,470)	\$ 5,958	\$ 20,836	\$15,036
Net income (loss) .....	\$(1,317)	\$ 3,200	\$ 10,686	\$10,122
Net income (loss) per common share — basic .....	\$ (0.02)	\$ 0.05	\$ 0.15	\$ 0.14
Net income (loss) per common share — diluted .....	\$ (0.02)	\$ 0.04	\$ 0.14	\$ 0.14

The quarter ended March 31, 2010 includes a \$10.9 million increase in the cost of subscriber equipment sales due to higher inventory value as a result of acquisition accounting.

The sum of the per share amounts does not equal the annual amounts due to changes in the weighted average number of common shares outstanding during the year.

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Iridium Communications Inc.

We have audited the accompanying consolidated balance sheets of Iridium Holdings LLC (predecessor of Iridium Communications Inc.) as of December 31, 2008 (not included herein), and the related consolidated statements of income, changes in members' deficit and comprehensive income, and cash flows for the year then ended, and for the period from January 1, 2009 to September 29, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Iridium Holdings LLC at December 31, 2008, and the consolidated results of its operations and its cash flows for the year then ended and for the period from January 1, 2009 to September 29, 2009, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

McLean, Virginia  
March 16, 2010

**Iridium Holdings LLC – Predecessor Company**

**Consolidated Statements of Income  
(In thousands, except per unit data)**

	<u>For the Period from January 1, 2009 to September 29, 2009</u>	<u>Year Ended December 31, 2008</u>
Revenue:		
Services: .....		
Government .....	\$ 56,039	\$ 67,759
Commercial .....	120,706	133,247
Subscriber equipment .....	<u>66,206</u>	<u>119,938</u>
Total revenue .....	242,951	320,944
Operating expenses:		
Cost of subscriber equipment sales .....	33,265	67,570
Cost of services (exclusive of depreciation and amortization) .....	58,978	69,882
Selling, general and administrative .....	44,505	55,105
Research and development .....	17,432	32,774
Depreciation and amortization .....	10,850	12,535
Transaction costs .....	<u>12,478</u>	<u>7,959</u>
Total operating expenses .....	<u>177,508</u>	<u>245,825</u>
Operating profit .....	65,443	75,119
Other (expense) income:		
Interest expense, net of capitalized interest of \$324 and \$1,303 for the period January 1, 2009 to September 29, 2009 and the year ended December 31, 2008, respectively .....	(12,829)	(21,094)
Interest income and other income (expense), net .....	<u>670</u>	<u>(146)</u>
Total other (expense) income .....	<u>(12,159)</u>	<u>(21,240)</u>
Net income .....	<u>\$ 53,284</u>	<u>\$ 53,879</u>
Net income attributable to Class A Units .....	\$ 36,143	\$ 36,456
Weighted average Class A Units outstanding — basic .....	1,084	1,084
Weighted average Class A Units outstanding — diluted .....	1,168	1,098
Earnings per unit — basic .....	\$ 33.34	\$ 33.63
Earnings per unit — diluted .....	\$ 31.75	\$ 33.40

See accompanying notes to consolidated financial statements

**Iridium Holdings LLC – Predecessor Company**

**Consolidated Statements of Changes in Members' Deficit and Comprehensive Income  
(In thousands except unit data)**

	Class A Units		Class B Units		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Member's Deficit	Comprehensive Income
	Number of Units	Amount	Number of Units	Amount					
Balance at December 31, 2007	1,083,872	—	455,209	—	761	(3,632)	(75,576)	(78,447)	—
Equity-based compensation	—	—	—	—	1,964	—	—	1,964	—
Exchange of profits interests for B Units	—	—	59,382	—	1,704	—	—	1,704	—
Class A and B Units distributions	—	—	—	—	—	—	(41,800)	(41,800)	—
Anti-dilution adjustment	—	—	3,421	—	—	—	—	—	—
Net income	—	—	—	—	—	—	53,879	53,879	\$53,879
Other comprehensive income - swap	—	—	—	—	—	470	—	470	470
Balance at December 31, 2008	1,083,872	\$—	518,012	\$—	\$4,429	\$(3,162)	\$(63,497)	\$(62,230)	—
Total for the year ended December 31, 2008									\$54,349
Resignation of board member	—	—	(3,958)	—	—	—	—	—	—
Equity-based compensation	—	—	—	—	2,616	—	—	2,616	—
Net income	—	—	—	—	—	—	53,284	53,284	\$53,284
Cumulative translation adjustment	—	—	—	—	—	104	—	104	104
Other comprehensive income - swap	—	—	—	—	—	2,028	—	2,028	2,028
Balance at September 29, 2009 (date of acquisition)	1,083,872	\$—	514,054	\$—	\$7,045	\$(1,030)	\$(10,213)	\$(4,198)	—
Total for the period-ended September 29, 2009 (date of acquisition)									\$55,416

See accompanying notes to consolidated financial statements

**Iridium Holdings LLC – Predecessor Company**

**Consolidated Statements of Cash Flows  
(In thousands)**

	<u>For the Period from January 1, 2009 to September 29, 2009</u>	<u>For the Year Ended December 31, 2008</u>
<b>Operating activities:</b>		
Net income .....	\$ 53,284	\$ 53,879
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization .....	10,850	12,535
Other non-cash amortization and accretion .....	2,537	5,425
Equity and profits interest compensation .....	5,406	2,867
Change in certain operating assets and liabilities:		
Accounts receivable, net .....	(5,539)	(6,193)
Inventory .....	8,919	(15,691)
Prepaid expenses and other current assets .....	2,158	(3,008)
Deferred cost of sales .....	—	3,408
Other noncurrent assets .....	935	(3,206)
Accounts payable .....	(2,368)	4,289
Accrued expenses and other liabilities .....	(7,134)	5,849
Accrued compensation and employee benefits .....	(2,908)	2,544
Deferred revenue .....	(54)	1,214
Accrued satellite operations and maintenance expense .....	<u>(1,856)</u>	<u>(2,474)</u>
Net cash provided by operating activities .....	64,230	61,438
<b>Investing activities:</b>		
Capital expenditures .....	<u>(7,698)</u>	<u>(13,913)</u>
Net cash used in investing activities .....	(7,698)	(13,913)
<b>Financing activities:</b>		
Payments under credit facilities .....	(23,327)	(27,554)
Proceeds from issuance of Convertible Subordinated Note .....	—	22,900
Payment of deferred financing fees .....	—	(1,688)
Transfers from restricted cash for letters of credit .....	—	2,900
Distributions to Class A and B members .....	<u>—</u>	<u>(41,378)</u>
Net cash used in financing activities .....	<u>(23,327)</u>	<u>(44,820)</u>
Net increase in cash and cash equivalents .....	33,205	2,705
Cash and cash equivalents, beginning of period .....	24,810	22,105
Cash and cash equivalents, end of period .....	<u>\$ 58,015</u>	<u>\$ 24,810</u>
<b>Supplementary cash flow information:</b>		
Cash paid for interest .....	\$ 10,704	\$ 16,991
<b>Supplementary disclosure of non-cash investing activities:</b>		
Leasehold incentives in the form of leasehold improvements .....	\$ —	\$ 1,171
Property and equipment received but not paid for at period end .....	\$ 2,403	\$ 581

See accompanying notes to consolidated financial statements

## **Iridium Holdings LLC – Predecessor Company**

### **Notes to Consolidated Financial Statements September 29, 2009**

#### **1. Organization and Business**

##### **Organization**

Iridium Holdings LLC (“Iridium Holdings” and, together with its direct and indirect subsidiaries, “Iridium”) was formed under the laws of Delaware in 2000 and was organized as a limited liability company pursuant to the Delaware Limited Liability Company Act. On December 11, 2000, Iridium Satellite LLC, a wholly owned subsidiary of Iridium Holdings, acquired certain satellite communication assets from Iridium LLC, a non-affiliated debtor in possession, pursuant to an asset purchase agreement.

##### **Business**

Iridium is a provider of mobile voice and data communications services via satellite. Iridium holds various licenses and authorizations from the Federal Communications Commission (the “FCC”) and from international regulatory bodies that permit Iridium to conduct its business, including the operation of its satellite constellation. Iridium offers voice and data communications services and products to businesses, U.S. and international government agencies and other customers on a global basis.

On September 22, 2008, Iridium Holdings and its members entered into a transaction agreement, as amended on April 28, 2009 (the “Transaction Agreement”), with GHQ Acquisition Corp., a special purpose acquisition company (“GHQ”), whereby GHQ agreed to purchase, directly or indirectly, all of the outstanding equity of Iridium Holdings (the “Acquisition”). Following the closing of the Acquisition on September 29, 2009, GHQ changed its name to Iridium Communications Inc. Total consideration included approximately 29.4 million shares of GHQ’s common stock and \$102.6 million in cash (which included a requirement to make a payment of \$25.5 million in cash to some of the former members of Iridium Holdings for tax benefits Iridium Communications Inc. received, payable on December 29, 2009). Iridium is considered a predecessor entity to Iridium Communications Inc.

#### **2. Significant Accounting Policies and Basis of Presentation**

##### **Principles of Consolidation and Basis of Presentation**

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”). The accompanying consolidated financial statements include the accounts of Iridium and its wholly-owned and majority-owned subsidiaries. All intercompany transactions and balances have been eliminated.

##### **Reclassifications**

Approximately \$1.0 million of selling, general and administrative expense for the six months ended June 30, 2009 has been reclassified to cost of services (exclusive of depreciation and amortization).

##### **Use of Estimates**

The preparation of consolidated financial statements in conformity with U.S. GAAP requires Iridium to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ materially from those estimates.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**Concentrations of Credit Risk**

Financial instruments that potentially subject Iridium to concentrations of credit risk consist primarily of cash and cash equivalents and receivables. The majority of this cash is swept nightly into a money market fund with a diversified portfolio. Iridium performs credit evaluations of its customers' financial condition and records reserves to provide for estimated credit losses. Accounts receivable are due from both domestic and international customers (see Note 11). Iridium maintained its cash and cash equivalents with financial institutions with high credit ratings, although at times Iridium maintained deposits in federally insured financial institutions in excess of federally insured (FDIC) limits.

**Cash and Cash Equivalents**

Iridium considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The cash and cash equivalents balances at December 31, 2008 and 2007 consisted of cash deposited in institutional money market mutual funds and regular interest bearing and non-interest bearing depository accounts and certificates of deposits with commercial banks.

**Accounts Receivable**

Trade accounts receivable are generally recorded at the invoiced amount and are subject to late fee penalties. Accounts receivable are stated net of allowances for doubtful accounts. Iridium had no allowance for doubtful accounts at December 31, 2008 or 2007. Iridium develops its estimate of this allowance based on Iridium's experience with specific customers, aging of outstanding invoices, its understanding of their current economic circumstances and its own judgment as to the likelihood that it will ultimately receive payment. Iridium writes off its accounts receivable when balances are deemed uncollectible.

**Foreign Currencies**

The functional currency of Iridium's foreign consolidated subsidiaries is its local currency. Assets and liabilities of its foreign subsidiaries are translated to United States dollars based on exchange rates at the end of the reporting period. Income and expense items are translated at the weighted average exchange rates prevailing during the reporting period. Translation adjustments are accumulated in a separate component of members' equity. Transaction gains or losses are classified as "Interest income and other income (expense), net" in the statements of income.

**Inventory**

Inventory consists primarily of finished goods including Iridium OpenPort terminals, handsets, L-Band transceivers, data devices, related accessories, and replacement parts to be sold to customers to access Iridium services. Iridium also has raw materials from third-party manufacturers. Iridium outsources manufacturing of subscriber equipment primarily to a third-party manufacturer and purchases accessories from third-party suppliers. Iridium's cost of inventory includes an allocation of overhead (including salaries and benefits of employees directly involved in bringing inventory to its existing condition, scrap, tooling and freight). Inventories are valued using the average cost method, and are carried at the lower of cost or market.

**Accounting for Equity-Based Compensation**

Iridium accounts for equity-based compensation at fair value; accordingly Iridium expenses the estimated fair value of share-based awards made in exchange for employee services over the requisite employee service period. Share-

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

based compensation cost is determined at the grant date using the Black-Scholes option pricing model. The value of the award that is ultimately expected to vest is recognized as expense on a straight-line basis over the employee's requisite service period and is classified in the statement of income in a manner consistent with the statement of income's classification of the employee's salaries. No grants of equity based compensation occurred in 2009.

The expected volatility assumption used in the option pricing model was based on a review of the expected volatility of publicly traded entities similar to Iridium, which Iridium believes is a reasonable indicator of the expected volatility. The risk-free interest rate assumption is based upon U.S. Treasury Bond interest rates with terms similar to the expected term of the award. The dividend yield assumption is based on Iridium's history of not declaring and paying dividends. The expected term is based on Iridium's best estimate for the period of time for which the instrument is expected to be outstanding.

Since Iridium was a nonpublic entity, Iridium can make a policy decision regarding whether to measure all of the liabilities incurred under share-based payment arrangements at fair value or to measure all such liabilities at intrinsic value. Iridium's policy is to measure all share-based payment liabilities using the intrinsic value method. This intrinsic value is then amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

As a result of the Acquisition, certain employee share-based awards and certain other employee benefits were automatically accelerated in vesting. The acceleration resulted in an additional \$3.8 million expense in the consolidated statement of income for the period January 1, 2009 to September 29, 2009 (the "2009 Period"). As of September 29, 2009, the closing date of the Acquisition, there were no equity based awards outstanding.

**Property and Equipment**

Property and equipment is carried at cost less accumulated depreciation. Leasehold improvements are depreciated over the shorter of their useful life or their remaining lease term. Depreciation is calculated using the straight-line method over the following estimated useful lives:

Satellite system .....	14 years
Terrestrial system .....	7 years
Equipment .....	3 - 5 years
Gateway system .....	5 years
Internally developed software and purchased software	3 - 7 years
Building .....	39 years
Leasehold improvements .....	Shorter of estimated useful life or remaining lease term

Iridium capitalizes interest costs associated with the construction of capital assets and amortizes the cost over the assets' useful lives beginning when the assets are placed in service. Repairs and maintenance costs are expensed as incurred.

Depreciation expense was \$10.9 million and \$12.5 million for the 2009 Period and the year ended December 31, 2008, respectively.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**Long-Lived Assets**

Iridium assesses the impairment of long-lived assets when indicators of impairment are present. Recoverability of assets is measured by comparing the carrying amounts of the assets to the future undiscounted cash flows expected to be generated by the assets. Any impairment loss would be measured as the excess of the assets' carrying amount over their fair value. Fair value is based on market prices where available, an estimate of market value or various valuation techniques.

The carrying value of a satellite lost as a result of an in-orbit failure would be charged to operations upon the occurrence of the loss. Iridium recorded \$0.1 million of impairment charges in both the 2009 Period and the year ended December 31, 2008 for lost use on satellites.

**Convertible Subordinated Note**

In October 2008, Iridium issued to Greenhill & Co. Europe Holdings Limited (the "Holder"), a \$22.9 million 5% convertible subordinated note due October 2015 (the "Note"). Iridium has determined that the embedded derivatives contained in the Note (including the conversion option, the Holder's put options and Iridium's call option) do not require separate accounting, and therefore Iridium accounted for the Note as a conventional convertible debt instrument. There are no beneficial conversion features associated with the Note. Interest on the Note began accruing in April 2009 at 5% per year. Iridium recorded periodic interest cost using the effective interest rate method.

**Deferred Financing Costs**

Costs incurred in connection with securing debt financing have been deferred and are amortized as additional interest expense using the effective interest method over the term of the related debt.

**Asset Retirement Obligations**

Liabilities arising from legal obligations associated with the retirement of long-lived assets are required to be measured at fair value and recorded as a liability. Upon initial recognition of a liability for retirement obligations, a company must record an asset, which is depreciated over the life of the asset to be retired.

Under certain circumstances, each of the U.S. government, The Boeing Company ("Boeing") and Motorola, Inc. ("Motorola") has the unilateral right to require the de-orbit of Iridium's satellite constellation. In the event Iridium was required to effect a mass de-orbit, Iridium, pursuant to the amended and restated operations and maintenance agreement with Boeing (the "O&M Agreement"), would be required to pay Boeing \$16.0 million, plus an amount equivalent to the premium for inception of Section B de-orbit insurance coverage (\$2.5 million as of December 31, 2008). Iridium has concluded that each of the foregoing de-orbit rights meets the definition of a legal obligation and currently does not believe the U.S. government, Boeing or Motorola will exercise their respective de-orbit rights. As a result, Iridium believes the likelihood of any future cash outflows associated with the mass de-orbit obligation is remote. Accordingly, Iridium has not recorded an asset retirement obligation relating to the potential de-orbit rights.

There are other circumstances in which Iridium could be required, either by the U.S. government or for technical reasons, to de-orbit an individual satellite; however, Iridium believes that such costs would not be significant relative to the costs associated with the ordinary operations of the satellite constellation.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**Revenue Recognition**

Iridium derives its revenue primarily as a wholesaler of satellite communications products and services. The primary types of revenue include (i) services revenue (access and usage-based airtime fees) and (ii) subscriber equipment revenue. Additionally, Iridium generates revenue by providing engineering and support services to commercial and government customers.

*Wholesaler of satellite communications products and services*

Pursuant to wholesale agreements, Iridium sells its products and services to service providers who, in turn, sell the products and services to other distributors or directly to the end-users. Generally, Iridium recognizes revenue when services are performed or delivery has occurred, evidence of an arrangement exists, the fee is fixed or determinable, and collection is probable, as follows:

*Contracts with multiple elements*

At times, Iridium sells subscriber equipment through multi-element contracts that bundle subscriber equipment with airtime services. When it sells subscriber equipment and airtime services in bundled arrangements that include guaranteed minimum orders and determines that it has separate units of accounting, Iridium allocates the bundled contract price among the various contract deliverables based on each deliverable's relative fair value. Iridium determines vendor specific objective evidence of fair value by assessing sales prices of subscriber equipment and airtime services when they are sold to customers on a stand-alone basis.

*Services revenue sold on a stand-alone basis*

Services revenue is generated from Iridium's service providers through usage of its satellite system and through fixed monthly access fees per user charged to service providers. Revenue for usage is recognized when usage occurs. Revenue for fixed-per-user access fees is recognized ratably over the period in which the services are provided to the end-user. Revenue from prepaid services is recognized when usage occurs or, if not used, when the customer's right to access the unused prepaid services expires. Iridium does not offer refund privileges for unused prepaid services. Deferred prepaid services revenue and access fees are typically earned and recognized as income within one year of customer prepayment. Based on historical information for prepaid scratch card services that do not have an initial expiration date, Iridium records breakage associated with prepaid scratch card account balances for which the likelihood of redemption is remote, which is generally determined after 36 months from issuance.

*Subscriber equipment sold on a stand-alone basis*

Iridium recognizes subscriber equipment sales and the related costs when title to the equipment (and the risks and rewards of ownership) passes to the customer, typically upon shipment.

*Services and subscriber equipment sold to the U.S. government*

Iridium provides airtime to U.S. government subscribers through (i) fixed monthly fees on a per user basis for unlimited voice services, (ii) fixed monthly fees per user for unlimited paging services and (iii) a tiered pricing plan (based on usage) per device for data services. Revenue related to these services is recognized ratably over the periods in which the services are provided; and costs are expensed as incurred. The U.S. government purchases its equipment from third-party service providers and not directly from Iridium.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

*Government engineering and support services*

Iridium provides maintenance services to the U.S. government’s dedicated gateway in Hawaii. This revenue is recognized ratably over the periods in which the services are provided; costs are expensed as incurred.

*Other government and commercial engineering and support services*

Iridium also provides certain engineering services to assist customers in developing new technologies for use on the Iridium satellite system. The revenue associated with these services is recorded when the services are rendered, typically on a percentage of completion method of accounting based on Iridium’s estimate of total costs expected to complete the contract; and costs are expensed as incurred. Revenue on cost-plus-fixed-fee contracts is recognized to the extent of estimated costs incurred plus the applicable fees earned. Iridium considers fixed fees under cost-plus-fixed-fee contracts to be earned in proportion to the allowable costs incurred in performance of the contract.

**Warranty Expense**

Iridium generally provides its customers a warranty on subscriber equipment for one to two years from the date of activation, depending on the product. A warranty accrual is made when it is estimable and probable that a loss has been incurred. A warranty reserve is maintained based on historical experience of warranty costs and expected occurrences of warranty claims on equipment. Costs associated with warranties are recorded as cost of subscriber equipment sales and include equipment replacements, repairs and program administration.

The following is a summary of the activity in the warranty reserve account:

	<b>For the 2009 Period</b>	<b>For the Year Ended December 31, 2008</b>
	<b>(In thousands)</b>	
Balance at beginning of period . . . . .	\$ (381)	\$(483)
Provision . . . . .	(1,256)	(318)
Utilization . . . . .	976	420
Balance at end of period . . . . .	\$ (661)	\$(381)

**Research and Development**

Research and development costs are charged as an expense in the period in which they are incurred.

**Advertising Costs**

Costs associated with advertising and promotions are expensed as incurred. Advertising expenses, primarily consisting of print media, were \$0.3 million, and \$0.5 million in the 2009 Period and the year ended December 31, 2008, respectively.

**Income and Other Taxes**

As a limited liability company that is treated as a partnership for federal income tax purposes, Iridium Holdings is generally not subject to federal or state income tax directly. Rather, each member is subject to income taxation based on the member’s portion of Iridium Holdings’ income or loss, as defined in Iridium Holdings’ amended and restated limited liability company agreement (the “LLC Agreement”). Iridium Holdings is subject to income taxes in certain non-U.S. jurisdictions in which its foreign affiliates operate.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**Accounting Developments**

In February 2007, the Financial Accounting Standards Board (“FASB”) issued accounting guidance that permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. This accounting guidance does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value. Iridium has chosen not to adopt the alternative provided in this statement.

In April 2009, the FASB issued accounting guidance for other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities. The accounting guidance is effective for interim and annual periods ending after June 15, 2009. Iridium adopted the accounting guidance in the second quarter of 2009 and the adoption did not have a material impact on its financial position or results of operations.

In May 2009, the FASB issued accounting guidance for subsequent events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The accounting guidance applies prospectively to both interim and annual financial periods ending after June 15, 2009. Iridium adopted the accounting guidance for subsequent events in the second quarter of 2009 and the adoption did not have a material impact on the reporting of its subsequent events.

**3. Transition Services, Products and Asset Agreement**

**General**

On December 11, 2000, Iridium Holdings and Iridium Satellite LLC (“Iridium Satellite”), a wholly owned subsidiary of Iridium Holdings, entered into a Transition Services, Products and Asset Agreement (“TSA”) with Motorola. Certain obligations under the TSA have been fully performed, including Motorola’s provision of services and transfers of assets, but other obligations are on-going, as described below.

The TSA requires that Iridium use Boeing to provide continuing steady-state operations and maintenance services with respect to the satellite network operations center, telemetry, tracking and control stations and the on-orbit satellites (collectively, the “Iridium System”) (see Note 4). These services include, under certain circumstances, the removal of satellites in the constellation from operational or storage orbits and preparation for re-entry into the earth’s atmosphere. In addition, Iridium must (i) obtain and pay the premium for an in-orbit insurance policy on behalf of Boeing and certain other beneficiaries, (ii) pay the premiums for an aviation products liability insurance policy obtained by Motorola, and (iii) maintain on deposit with Motorola an amount that at all times equals 150% of the current year’s annual premium, which was \$0.8 million as of December 31, 2008. In addition, pursuant to the TSA and the O&M Agreement, Motorola has the right to cause the de-orbit of the constellation upon the occurrence of certain enumerated events.

Pursuant to the TSA, Class B Units were issued to Motorola in consideration of Motorola’s transfer of certain licenses and equipment. These units have certain limited anti-dilution provisions (as described in the TSA).

**Motorola Payables**

The TSA also provides for the payment to Motorola of up to \$8.5 million plus accrued interest on certain principal upon the occurrence of a “triggering event.” A triggering event is defined as the occurrence of a change

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

of control (as defined in the TSA), the consummation of an initial public offering by Iridium Holdings or Iridium Satellite, a sale of all or a material portion of the assets of Iridium Holdings or Iridium Satellite, or upon reaching the date of December 11, 2010. This amount consists of three components: (i) a \$6.0 million commitment fee, (ii) \$1.25 million of deferred equipment financing and (iii) a \$1.25 million product manufacturing fee (plus, in the case of clauses (ii) and (iii), accrued interest from the effective date of the TSA to the date of payment at an annual interest rate of prime plus 3%).

Iridium discounted the \$6.0 million commitment fee at an imputed rate of 12.5% over 10 years, resulting in an original issue discount of \$4.2 million. Iridium does not believe it is obligated to pay the product manufacturing fee noted above. See Note 18 for more information on the Motorola payables.

#### **4. Boeing Operations and Maintenance Agreement**

On December 11, 2000, Iridium Constellation LLC (“Iridium Constellation”), a wholly owned subsidiary of Iridium Holdings, entered into an operations and maintenance agreement with Boeing, pursuant to which Boeing agreed to provide transition services and continuing steady-state operations and maintenance services with respect to the Iridium System (including engineering, systems analysis, and operations and maintenance services). Since Iridium Constellation initially entered into the agreement, there have been a number of amendments, including the O&M Agreement. As a result of these various amendments, the period of performance has been extended to be concurrent with the useful life of the satellite constellation, the schedule of monthly payments has been revised and a cost escalation according to a prescribed formula is now included. In addition, pursuant to the O&M Agreement, Boeing has the unilateral right to commence the de-orbit of the constellation upon the occurrence of certain enumerated events.

The O&M Agreement incorporates a revised de-orbit plan, which, if exercised, would cost approximately \$16.0 million plus an amount equivalent to the premium of Section B de-orbit insurance coverage to be paid to Boeing in the event of a mass de-orbit of the satellite constellation. Iridium caused to be issued to Boeing a \$15.4 million letter of credit as collateral for de-orbit costs. This letter of credit is cash collateralized, which is included in long-term restricted cash in the accompanying consolidated balance sheets.

Under the O&M Agreement, Iridium incurred expenses of \$37.7 million and \$48.7 million relating to satellite operations and maintenance costs for the 2009 Period and for the year ended December 31, 2008, respectively.

The O&M Agreement previously provided for Boeing to receive an additional fee of 5% of any amounts distributed to Class A or Class B members of Iridium to the extent that such distributions did not constitute a return of members’ capital contributions or distributions in respect of the members’ tax liabilities. Boeing was entitled to receive, upon any sale or exchange of substantially all of the interests of the Class A and B members to an unrelated third party, 5% of the aggregate amount received by the Class A and B members. During the 2009 Period and for the year ended December 31, 2008, related amortization expense was \$0.9 million and \$1.2 million, respectively.

#### **5. Credit Facility**

On July 27, 2006, Iridium entered into a \$170.0 million first lien credit facility and \$40.0 million second lien credit facility (collectively, the “Credit Facility”). The Credit Facility includes a \$98.0 million four-year first lien Tranche A term loan facility, a \$62.0 million five-year first lien Tranche B term loan facility, and a \$40.0 million six-year second lien term loan facility. In addition, the facilities include a \$10.0 million three-year revolving

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

credit facility. The proceeds of the Credit Facility were used to repay Iridium's then existing credit facilities, provide cash collateral for letters of credit, return capital to Iridium's equity investors and for general corporate purposes including development of new and advanced devices and services. Iridium elected the Eurodollar base interest rate for the calculation of interest and currently uses the London Interbank Offered Rate ("LIBOR"), which is an acceptable substitute to the Eurodollar base rate according to the Credit Facility agreement.

Mandatory principal prepayments are required based on net cash proceeds related to debt or equity issuances and certain dispositions, as is a mandatory prepayment of 75% of excess cash flow, determined by a defined formula. Iridium must also maintain hedge agreements in order to provide interest rate protection on a minimum of 50% of the aggregate principal amounts outstanding during the first three years of the Credit Facility. As a result, Iridium entered into four interest rate swap agreements upon the closing of the Credit Facility that ranged in duration from one to four years and collectively in July 2006 provided interest rate protection on \$170.0 million (see Note 12).

The Credit Facility requires Iridium to abide by various covenants primarily related to limitations on liens, indebtedness, sales of assets, investments, dispositions, distributions to members, transactions with affiliates and certain financial covenants with respect to its consolidated leverage ratio on a quarterly basis. Iridium was compliant with all covenants required by the Credit Facility at December 31, 2008 and 2007. Substantially all of Iridium's assets are pledged as collateral for the Credit Facility.

On October 17, 2008, Iridium entered into Amendment No. 1 to the first lien credit facility ("First Lien Amendment") and Amendment No. 1 to the second lien credit facility ("Second Lien Amendment"). The First Lien Amendment and Second Lien Amendment included the consent of the respective lenders to the issuance of the Convertible Subordinated Note with Greenhill & Co. Europe Holdings Limited (see Note 6).

Pursuant to the First Lien Amendment, Iridium and its requisite lenders agreed to, among other things: (i) increase the applicable margin for Eurodollar loans by 75 basis points to 5%; (ii) increase permitted capital expenditures for 2008 and 2009; (iii) permit distributions of up to \$37.9 million to the members of Iridium in 2008; (iv) require Iridium to prepay \$80.0 million of the outstanding balance if the Acquisition was consummated and \$15.0 million if the Acquisition was not consummated by June 29, 2009. \$15.0 million was paid in June 2009. If the Acquisition was consummated after June 29, 2009 Iridium was required to prepay the remaining \$65.0 million upon the Acquisition; and (v) to amend the definition of "Change of Control" to apply to the post-acquisition public company. Upon the execution of the First Lien Amendment, Iridium prepaid \$22.0 million of the outstanding balance under the first lien credit facility.

Pursuant to the Second Lien Amendment, Iridium and its requisite lenders agreed to, among other things: (i) increase the applicable margin for Eurodollar loans by 75 basis points to 9%; (ii) increase permitted capital expenditures for 2008 and 2009; (iii) permit distributions of up to \$37.9 million to the members of Iridium in 2008; and (iv) amend the definition of "Change of Control" to apply to the post-Acquisition public company. As a result of the Acquisition, Iridium Communications Inc. assumed liability for the Credit Facility and paid all outstanding amounts under the Credit Facility on September 30, 2009, which resulted in the Credit Facility being no long in effect.

**\$10.0 million First Lien Revolving Credit Facility**

The proceeds of the revolving credit facility may be used for general corporate purposes of Iridium. Iridium paid an up-front fee of 2% on the revolving facility (\$0.2 million) and pays an annual unused facility fee of 0.5% on the available balance of the commitment on a quarterly basis. As of December 31, 2008, Iridium had not drawn

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

any amounts under the revolving credit facility. Notwithstanding Iridium's rights to access the credit facility, Iridium is subject to counterparty risk associated with future access to the revolving credit facility, as one of the counterparties to the revolving credit facility filed for bankruptcy during 2008. The revolving credit facility matured on July 27, 2009.

**\$98.0 million First Lien Tranche A Term Loan**

The Tranche A term loan matures on June 30, 2010, and requires quarterly principal payment amounts ranging from \$2.25 million to \$9.75 million. Quarterly interest payments are also made. LIBOR, including the applicable margin of 5.00% and 4.25%, was 8.47% and 9.24% at December 31, 2008 and 2007, respectively. Iridium can prepay the First Lien Tranche A term loan in its entirety for par. At December 31, 2008 and 2007, the outstanding principal balance was \$37.2 million and \$63.9 million, respectively. As a result of the Acquisition, Iridium Communications Inc. assumed the loan and the outstanding balance was paid on September 30, 2009.

**\$62.0 million First Lien Tranche B Term Loan**

The Tranche B term loan matures on July 27, 2011, and requires quarterly principal payment amounts starting on September 30, 2010 in the amount of \$14.9 million. Quarterly interest payments are also made. LIBOR including the applicable margin of 5.00% and 4.25%, was 8.47% and 9.24% at December 31, 2008 and 2007, respectively. Iridium can prepay the First Lien Tranche B term loan in its entirety at par. At December 31, 2008 and 2007, the outstanding balance was \$59.7 million and \$60.5 million, respectively. As a result of the Acquisition, Iridium Communications Inc. assumed the loan and the outstanding balance was paid on September 30, 2009.

**\$40.0 million Second Lien Term Loan**

The Second Lien term loan matures on July 27, 2012, at which time the entire \$40.0 million principal amount is due. LIBOR including the applicable margin of 9.00% and 8.25%, was 12.47% and 13.24% at December 31, 2008 and 2007, respectively. Iridium is required to make quarterly interest payments. The Second Lien term loan can be prepaid in its entirety at 101% through July 27, 2009, and at par thereafter. At December 31, 2008 and 2007, the outstanding balance was \$40.0 million. As a result of the Acquisition, Iridium Communications Inc. assumed the loan and the outstanding balance was paid on September 30, 2009.

As a result of the Acquisition, Iridium Communications Inc. assumed the Credit Facility and the outstanding balance was paid on September 30, 2009.

**6. Convertible Subordinated Note**

In October 2008, Iridium issued to the Greenhill & Co. Europe Holdings Limited (the "Holder"), an affiliated company of GHQ, a \$22.9 million 5% convertible subordinated note due October 2015. Interest accrues beginning in April 2009 and is payable if and when the principal balance is paid in full. Under certain circumstances as described below, the Note is convertible, at the option of the holder, into a number of Class A Units equal to the principal amount plus accrued and unpaid interest divided by the conversion price in effect at that time. The initial conversion price is \$272.87, resulting in approximately 84,000 Class A Units due to the holder upon conversion of the Note. The conversion price is adjustable in certain circumstances, including as a result of Iridium issuing additional equity or equity-linked securities at an effective price less the conversion price then in effect.

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The Note is convertible in full at the option of the Holder, at any time and from time to time beginning on the later of (a) October 24, 2009, and (b) the earlier of the occurrence of a defined Termination Event or the closing of the transactions contemplated by the Transaction Agreement (if notice of exercise of the right to convert is given at least one business day before such closing).

If the closing of the Acquisition occurs prior to October 24, 2009, and the Holder has not converted the Note prior to the earlier of (i) the closing of such transactions (unless notice of exercise of the right to convert has been given by the Holder) or (ii) the closing of a defined qualified initial public offering of Iridium's equity securities, then the Holder's right to convert terminates and Iridium has the right to redeem the note at an amount equal to the principal amount plus any accrued and unpaid interest.

The Holder may require, at its option, Iridium to repurchase the Note (i) upon a defined change in control of Iridium and (ii) in the event of a defined Termination Event occurring after January 31, 2013, at an amount equal to the principal amount plus any accrued and unpaid interest. The Note was converted into 1,995,629 shares of Iridium Communications Inc.'s common stock on October 24, 2009 and is no longer outstanding.

#### **7. Motorola Note Agreement**

On December 11, 2000, Iridium entered into a Senior Subordinated Term Loan Agreement (the "Note Agreement"), pursuant to which Iridium borrowed \$30 million from Motorola, as evidenced by a senior subordinated term note ("Motorola Note") dated December 11, 2000. The principal amount of, and all interest accrued on, the Motorola Note, was paid in full on May 27, 2005. However, as detailed below, certain payment obligations survive this repayment.

Under the Note Agreement, Iridium is required to pay Motorola a commitment fee of \$5.0 million upon the earlier of December 11, 2010, and the occurrence of a "trigger event." A "trigger event" means the first to occur of: (a) the occurrence of a change of control (as defined in the Note Agreement), (b) the consummation of an initial public offering by Iridium Holdings or Iridium Satellite, or (c) the sale of all or a material portion of the assets of Iridium Holdings or Iridium Satellite. Iridium is accruing the commitment fee through December 2010 using the effective-interest method.

Additionally, in the event of a "distribution event," Iridium is required to pay Motorola a loan success fee equal to the amount that a holder of Class B units in Iridium constituting 5% of the total number of issued and outstanding units (both Class A and B) would have received in the distribution event. A "distribution event" means the (i) direct or indirect (a) payment of any dividend or other distribution (in the form of cash or otherwise) in respect of the equity interests of Iridium or (b) purchase, conversion, redemption or other acquisition for value or otherwise by Iridium of any equity interest in Iridium or (ii) initial public or any secondary offering by Iridium Holdings or Iridium Satellite in which any holders of equity interests in Iridium are afforded the opportunity to participate as a selling equity holder in such offering. Iridium paid Motorola \$2.2 million in loan success fees as required in the year ended December 31, 2008, and \$0 in the 2009 Period (see Note 10).

Finally, in addition to the above obligations, upon the first to occur of (a) any change of control (as defined in the Note Agreement) or (b) the sale of all or a material portion of Iridium Holdings or Iridium Satellite, Iridium is required to pay a cash amount equal to the lesser of (i) an amount to be determined based on a multiple of earnings before interest, taxes, depreciation, and amortization less capital contributions not returned to Class A Unit holders and the amount of the \$5.0 million commitment fee discussed above which has been or is

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concurrently being paid and (ii) the value of the consideration that a holder of Class B Units in Iridium constituting 5% of the total number of issued and outstanding units (both Class A and B) would receive in the transaction. See Note 18 for information on Motorola's complaint against Iridium in 2010.

## **8. Commitments and Contingencies**

### **In-Orbit Insurance**

Due to various contractual requirements, Iridium is required to maintain an in-orbit insurance policy with a de-orbiting endorsement to cover potential claims relating to operating or de-orbiting the satellite constellation. The policy covers Iridium, Boeing as operator (see Note 4), Motorola (the original system architect and prior owner), Lehman Commercial Paper, Inc., contractors and subcontractors of the insured, the U.S. government and certain other sovereign nations.

The current policy has a one-year term, which expires December 8, 2012. The policy coverage is separated into Sections A and B. Liability limits for claims under each of Sections A and B are \$500 million per occurrence and \$1 billion in the aggregate. The deductible for claims is \$250,000 per occurrence.

Section A coverage is currently in effect and covers risks in connection with in-orbit satellites. Section B coverage is effective once requested by Iridium (the "Attachment Date") and covers risks in connection with a decommissioning of the satellite system. The term of the coverage under Section B is 12 months from the Attachment Date. The premium for Section B coverage is \$2.5 million and is payable on or before the Attachment Date. As of December 31, 2008, Iridium had not requested Section B coverage since no decommissioning activities are currently anticipated.

### **Operating Leases**

Iridium leases land, office space, and office and computer equipment under noncancelable operating lease agreements. Most of the leases contain renewal options of 1 to 10 years. Iridium's obligations under the current terms of these leases extend through 2016.

Additionally, several of Iridium's leases contain clauses for rent escalation including but not limited to a pro-rata share of increased operating and real estate tax expenses. Rent expense is recognized pursuant to the existing accounting guidance, on a straight-line basis over the lease term.

Rent expense for the 2009 Period and the year ended December 31, 2008 was \$1.4 million and \$1.5 million, respectively. In 2008, the Company commenced the lease of a new corporate facility in Tempe, Arizona. The facility will be used primarily for administrative purposes and is approximately 25,500 square feet. The lease term will expire in March 2016.

### **Contingencies**

From time to time, in the normal course of business, Iridium is party to various pending claims and lawsuits. Other than the Motorola action described in Note 18, Iridium is not aware of any such actions that Iridium would expect to have a material adverse impact on Iridium's business, financial results or financial condition.

Iridium, a director, and a former officer were named as defendants in a lawsuit commenced in 2007 by a former member of Iridium's Board of Directors (the "Plaintiff"). The lawsuit alleges, among other things, defamation

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and tortious interference with the Plaintiff's economic/business relationship with his principal, an investor in Iridium. These actions seek compensatory and other damages, and costs and expenses associated with the litigation. Iridium settled this claim in May 2009.

Iridium was named as a defendant in a lawsuit commenced in December 2008 by a vendor alleging copyright infringement by Iridium of certain software owned by the vendor. The lawsuit seeks (i) actual damages and any infringer's profits of Iridium attributable to the alleged infringement, (ii) punitive damages, (iii) statutory damages, including certain enhanced damages based on Iridium's alleged willful conduct (as an alternative to the damages specified in (i) and (ii) above), (iv) a permanent injunction, and (v) costs and attorney's fees under applicable law. Iridium settled this claim in May 2009.

### **Iridium NEXT**

Iridium has selected two contractors to participate in the final phase of its procurement process for Iridium NEXT. This final phase is expected to end with Iridium awarding a full-scale development agreement for Iridium NEXT to one prime contractor by mid-2009. The contractor not selected as the prime contractor will be paid a bonus payment if they have successfully completed all milestones and deliverables required under this phase of the contract. The potential bonus payments range from \$0 to \$10 million. As of December 31, 2008, Iridium has accrued \$3.9 million in connection with this potential bonus payment.

## **9. Equity Based Compensation**

### **Interests in Iridium Employee Holdings LLC**

Iridium, in its role as manager of Iridium Employee Holdings LLC ("Iridium Employee Holdings"), has granted certain key employees equity interests in Iridium Employee Holdings. Iridium Employee Holdings was created solely to own certain Class B non-voting units of Iridium and has no other operations. Each interest in Iridium Employee Holdings represents and is equivalent to ownership of 15.484 Class B Units of Iridium. Interests in Iridium Employee Holdings generally vest over a three to five year period, and Iridium Employee Holdings is only required to make distributions with respect to vested portions thereof. If an employee terminates employment with Iridium, unvested interests are forfeited. Additionally, all interests fully vest in the event of a change in control of Iridium. With respect to some of the interests granted to employees, a designated threshold amount must be exceeded before employees become entitled to receive distributions with respect to their Iridium Employee Holdings equity interests (and all distributions are first applied (without regard to vesting) against the threshold amount until it has been fully satisfied). The Class B Units of Iridium held by Iridium Employee Holdings are subject to the same vesting and threshold amount provisions that apply to Iridium Employee Holdings equity interests granted to employees. As a result of the Acquisition, all interests were accelerated in vesting and converted into shares of Iridium Communications Inc.'s common stock and cash.

### **Interests in Employee Holdings LLC**

In 2008, Iridium, in its role as manager of Employee Holdings LLC ("Employee Holdings"), granted certain executive-level employees equity interests in Employee Holdings. A total of 51,466 equity interests in Employee Holdings were issued as a result of this grant. Employee Holdings was created solely to own certain Class B non-voting units of Iridium and has no other operations. Each interest in Employee Holdings is intended to represent and is equivalent to ownership of one Class B Unit of Iridium. Certain grants in Employee Holdings are fully vested on the date of grant; others vest over a three- to four-year period, in each case subject to the continued employment of the recipient. The equity interests in Employee Holdings contain restrictions on

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transfer and a right of first refusal and Employee Holdings has repurchase rights from the recipients in the event of a termination of service. Equity interests in Employee Holdings have a right to equivalent distributions to those paid to Class B Unit holders of Iridium, provided, however, that all such distributions are first applied toward the satisfaction of a designated threshold amount (without regard to vesting). Once the threshold amount is satisfied, distributions to holders of interests in Employee Holdings are paid with respect to vested portions of the grant and deferred with respect to unvested portions. If an employee terminates his employment with Iridium, unvested equity interests are forfeited. Additionally, equity interests fully vest in certain cases in the event of a change in control of Iridium and in other cases in the event of a termination of service as a result of such a change in control of Iridium. The Class B Units of Iridium held by Employee Holdings are subject to the same vesting and threshold amount provisions that apply to the Employee Holdings equity interests granted to employees. As a result of the Acquisition, all interests were accelerated in vesting and converted into shares of Iridium Communications Inc.’s common stock and cash.

**Equity Compensation**

During the 2009 Period and the year ended December 31, 2008, Iridium recognized \$2.6 million and \$2.0 million, respectively, of equity-based compensation expense related to the interests granted to certain key employees. At December 31, 2008, there was \$3.0 million of unrecognized compensation expense related to non-vested equity-based compensation awards that was to be recognized over a weighted-average period of approximately one year.

The following schedule provides a summary of Iridium’s nonvested Class B Units at September 29, 2009 and changes during the 2009 Period:

	<b>Nonvested Class B Units</b>	<b>Wtd. Avg. Grant Date Fair Value Per Unit</b>
Nonvested Class B Units at		
December 31, 2008 .....	41,023	\$76.04
Vested .....	(41,023)	\$76.04
	<b>Nonvested Class B Units</b>	<b>Wtd. Avg. Grant Date Fair Value Per Unit</b>
Nonvested Class B Units at		
September 29, 2009 .....	—	\$ —

As a result of the Acquisition, certain employee share-based awards and certain other employee benefits were automatically accelerated in vesting. The acceleration resulted in \$3.8 million being expensed in the 2009 Period. As of September 29, 2009, the closing date of the Acquisition, there were no equity based awards outstanding.

**Profits Interests**

Iridium has granted certain key executives and non-employee members of Iridium’s board of directors’ (the “Board”) cash payment rights, or “profits interests.” These interests do not give the holder any equity ownership interest in Iridium, but are intended to convey to the holder an economic interest similar to the appreciation in value of Class B Units in Iridium. Certain profits interest grants were fully vested at the date of grant, others vest over a three to four year period, in each case subject to the continued employment or Board service of the recipient. The profits interests grants set forth a pro-rata threshold equity valuation of Iridium. All distributions

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received by Class B holders after the date of grant of the profits interests are aggregated, and once the pro-rata threshold value is exceeded, the recipient of the profits interests becomes entitled to receive, upon an applicable payment event, cash equal to the aggregate distributions he would have received if he had held Class B Units of Iridium from the date of grant of the profits interest through the date on which the applicable payment event occurs. Vested profits interest rights will remain outstanding following termination of employment or Board service and will become payable upon the earlier of a “change in control event,” within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended, and the Treasury regulations issued thereunder, or December 31, 2017 (at which time the profits interest rights will terminate).

During the 2009 Period and for the year ended December 31, 2008, Iridium recognized \$2.8 million and \$0.9 million, respectively, of compensation expense related to profits interests. As of December 31, 2008, there was \$1.6 million of unrecognized compensation expense related to non-vested profits interests awards that was to be recognized over a weighted-average period of approximately 1.7 years. Iridium will re-measure its liabilities under these payment arrangements at each reporting date until the profits interests are terminated or otherwise settled. As a result of the Acquisition, certain employee share-based awards and certain other employee benefits were automatically accelerated in vesting and full payment of this profits interests was made. As of September 29, 2009, the closing date of the Acquisition, there were no grants of profits interests outstanding.

In 2008, in consideration for terminating their profits interests awards, certain employees received grants in Employee Holdings, as discussed above, and two non-employee Board members received grants of Class B units in Iridium (which units are only entitled to receive distributions from Iridium once such distributions exceed a designated threshold amount and are subject to forfeiture if the Board member voluntarily resigns or is removed from the Board before the expiration of his then current term). As a result, the corresponding “profits interests” liability of \$1.7 million was reclassified to members’ deficit during 2008.

## **10. Members’ Equity**

### **Classes of Membership Units**

Pursuant to the LLC Agreement, the members’ interests in Iridium are divided into Class A and Class B Units. There are 1,083,872 Class A Units outstanding and 518,012 Class B Units outstanding at December 31, 2008. As a result of the Acquisition, Class A and Class B Units were converted into common stock of Iridium Communications Inc.

A description of each of the classes of membership units follows:

**Class A Units**—All voting rights of the members are vested in the Class A Units. Class A members whose agreed capital commitments were at least \$10.0 million or \$20.0 million are entitled to appoint, remove, or replace one or two directors to the Board, respectively. Those directors designated by a Class A member who is not in default of its obligations to make capital contributions or provide credit enhancements for the benefit of Iridium are entitled to cast, in the aggregate, such number of votes as equals the member’s agreed capital commitment divided by \$10.0 million, rounded down to the nearest whole number, allocated among the directors (if such member has appointed more than one) as the member may specify. In addition, the current Chairman of Iridium is entitled to cast one vote.

The Class A members may manage Iridium only through their designated directors and have no authority in their capacity as members to act on behalf of or bind Iridium. The Board may issue additional Class A Units, but the Class A members have the preemptive right to participate unless such offering involves a business acquisition or

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combination. To the extent a Class A member declines to exercise its preemptive right, the other Class A members succeed to such right on a proportionate basis. In addition, Class A members have a right of first refusal on proposed sales of both Class A and Class B Units by other members.

Each Class A member has the right to receive the return of its capital contributions before any distributions are made to Class B members. As of December 31, 2008, all capital contributions had been repaid to Class A members.

**Class B Units**—Pursuant to the LLC Agreement, members holding Class B Units have rights that expressly exclude any right to vote for or appoint directors. Additionally, Class B members receive no distributions until such time as the Class A members have received the return of their full capital contributions. Distributions to certain Class B members are also subject to limitations regarding vesting conditions and satisfaction of threshold amounts (see Note 9). The Board may issue additional Class B Units provided, however, that without the approval of two-thirds of the number of votes entitled to be cast by the directors, the number of Class B Units issued or reserved for issuance may not exceed a certain percentage of the total number of Class A Units and Class B Units then issued or reserved for issuance.

**Allocation of Profits and Losses**

The LLC Agreement provides that Iridium profits or losses for any fiscal year will be allocated among the members as follows: For losses (i) to each of the members to the extent of (1) the aggregate amount of profit allocated to such member for prior fiscal years reduced by (2) the aggregate amount of loss allocated to such member in prior fiscal years, in proportion to the aggregate net profit for prior years of all the members then, (ii) to each of the members having a positive capital account balance to the extent of and in proportion to such balances, thereafter, (iii) in accordance with the members' respective percentage interests. For profits, (i) to each of the members to the extent of (1) the aggregate amount of losses allocated to such member in prior fiscal years reduced by (2) the aggregate amount of profit allocated to such member in prior fiscal years in proportion to the aggregate net loss for prior years of all the members, thereafter (ii) in accordance with the members' respective percentage interests.

**Distributions**

The Board determines available cash flow for distribution, but any such distribution may be made only in accordance with the following priorities: (i) to return to the Class A members their capital contributions not previously returned in proportion to the aggregate amount then remaining unreturned, then (ii) after the capital contributions of the Class A members have been returned in full, to all of the members in accordance with their respective percentage interests.

It is Iridium's intent to distribute to all of the members such amounts as the Board from time to time determines are necessary to defray the federal, state, and local income tax liabilities incurred by the members as a result of including in their gross income their distributive share of Iridium's income and gain. However, Iridium's Credit Facility (see Note 5) contains covenants that restrict the amount of distributions Iridium can make to its members.

The net proceeds of a liquidation of Iridium's assets and properties in connection with the winding up of Iridium are applied as follows: (i) payment of the debts and liabilities of Iridium (including those owed to members) and the expenses of liquidation; (ii) setting up of such reserves as the person charged with winding up Iridium's affairs may reasonably deem necessary for any contingent liabilities or obligations. The balance of such reserves, if any, shall be distributed to the members in the priority set forth above.

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No distribution was made to Class A or B members in the 2009 Period. In 2008, Iridium made distributions of \$41.8 million to Class A and B members on a pro-rata basis.

**Transfer of Interests**

Except for a transfer to an affiliate, no member has the right to transfer all or any part of such member's units in Iridium, and no transferee is entitled to become a substituted member or to exercise any of the rights of a member, except with the consent of two-thirds of the total number of votes entitled to be cast by all of the directors of Iridium.

**Indemnification**

The LLC Agreement provides that Iridium will indemnify its members, officers, directors and employees for liability and expenses incurred by any such person to the fullest extent permitted by law for actions taken in good faith on behalf of Iridium if such actions were reasonably believed to be within the scope of authority conferred to the person by Iridium or in accordance with the LLC Agreement.

**Issuance/Forfeitures of Class B Units**

During the year ended December 31, 2008 Iridium issued (subject to vesting requirements) an additional 59,382 Class B Units (representing 3.71% of the total outstanding units of Iridium at December 31, 2008). The Class B Units were issued in exchange for certain profits interest awards that were held by key executives and members of the Board. The exchange resulted in canceling the majority of outstanding profits interest awards and the issuance of Class B Units in return. The economic interest of the canceled profits interest awards are consistent with the replacement Class B Units.

During the 2009 Period, no Class B Units were issued.

Class B Units issued to key executives and members of the board are typically subject to designated threshold amounts. Distributions are first applied toward the satisfaction of the designated threshold (without regard to vesting). Once the threshold amount is satisfied, distributions are paid with respect to the vested portions of the grant. Designated thresholds vary by grant and are up to \$4.3 million.

Class B units granted to directors are subject to forfeiture if the director voluntarily resigns or is removed from the Board before the expiration of his then current term. As a result of a director voluntarily resigning from the Board in February 2009, 3,958 Class B units were forfeited.

**11. Segments, Significant Customers, Supplier, and Service Providers and Geographic Information**

Iridium operates in one segment, providing global satellite communications services and products.

Iridium derived approximately 23% and 21% of its total revenue during the 2009 Period and for the year ended December 31, 2008, respectively, from agencies of the U.S. government. Iridium's two largest commercial customers accounted for 23% and 28% of total revenue for the 2009 Period and for the year ended December 31, 2008, respectively.

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Iridium acquires subscriber equipment primarily from one manufacturer. Should events or circumstances prevent the manufacturer from producing the equipment, Iridium’s business could be adversely affected until Iridium is able to move production to other facilities of the manufacturer or secure a replacement manufacturer.

A significant portion of Iridium’s satellite operations and maintenance services are provided by Boeing. Should events or circumstances prevent Boeing from providing these services, Iridium’s business could be adversely affected until Iridium is able to assume operations and maintenance responsibilities or secure a replacement service provider.

Revenue by geographic area was as follows:

	For the 2009 Period	For the Year Ended December 31, 2008
	(In thousands)	
United States .....	\$115,901	\$155,923
Canada .....	37,087	55,271
United Kingdom .....	23,461	25,516
Other countries(1) .....	66,502	84,234
	\$242,951	\$320,944

(1) No one other country represented more than 10% of revenue for any of the periods presented.

Revenue is attributed to geographic area based on the billing address of the distributor. Service location and the billing address are often not the same. Iridium’s distributors sell services directly or indirectly to end-users, who may be located or use Iridium’s products and services elsewhere. Iridium cannot provide the geographical distribution of end-users because it does not contract directly with them. Iridium does not have significant foreign exchange risk on sales, as nearly all invoices are denominated in United States dollars.

**12. Fair Value Measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability that assumes an orderly transaction in the most advantageous market at the measurement date. U.S. GAAP establishes a hierarchal disclosure framework which prioritizes and ranks the level of observability of inputs used in measuring fair value. These tiers include:

- Level 1, defined as observable inputs such as quoted prices in active markets for identical assets;
- Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

*Interest Rate Swaps*

Iridium accounts for its interest rate swaps on the balance sheet at their respective fair values. As required by Iridium’s credit facilities, management executed four pay-fixed receive-variable interest rate swaps in 2006, all

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of which were settled on or before September 29, 2009. The interest rate swaps were designated as cash flow hedges. The objective for holding these instruments was to manage variable interest rate risk related to Iridium's \$210.0 million credit facilities, by synthetically converting a portion of the variable rate risk to fixed rate interest rate risk. The swaps were structured so that Iridium would pay a fixed rate of interest and receive a variable interest payment, which, to the extent hedged, should offset the variable interest that was being paid on its debt.

The principal market in which Iridium executes interest rate swap contracts is the retail market. For recognizing the most appropriate value, the highest and best use of Iridium's derivatives are measured using an in-exchange valuation premise that considers the assumptions that market participants would use in pricing the derivatives. Iridium has elected to use the income approach to value the derivatives, using observable Level 2 market expectations at the measurement date and standard valuation techniques to convert future amounts to a single present amount (discounted) assuming that participants are motivated, but not compelled to transact. Level 2 inputs for the swap valuations are limited to quoted prices for similar assets or liabilities in active markets (specifically futures contracts on LIBOR for the first two years) and inputs other than quoted prices that are observable for the asset or liability (specifically LIBOR cash and swap rates, and credit default swap rates at commonly quoted intervals).

Mid-market pricing is used as a practical expedient for fair value measurements. Key inputs, including the cash rates for very short term, futures rates for up to two years and LIBOR swap rates beyond the derivative maturity are compared to provide spot rates at resets specified by each swap as well as to discount those future cash flows to present value at the measurement date. Inputs are collected on the last market day of the period. The same rates used to compare the yield curve are used to discount the future cash flows. A credit default swap basis available at commonly quoted intervals is collected and applied to all cash flows when the swap is in an asset position pre-credit effect.

The variable interest rates on the swaps reset every quarter concurrent with the reset of the variable rate on the debt. The fixed rate will not change over the life of the swap. Each quarter-end, the swaps are measured against current interest rates to determine a fair market value. The fair market value is recorded on the balance sheet and the offset to the value, to the extent effective, is recorded in accumulated other comprehensive income. The effectiveness of the swaps in offsetting the gain or loss on the debt is assessed on a contract-by-contract basis quarterly, by regressing historical changes in the value of the swap against the historical change in value of the underlying debt. To establish a value for the underlying debt, a "hypothetical" derivative is created with terms that match the debt (e.g., notional amount, reset rates and terms, maturity) and which has a zero fair value at designation. Subsequent to the closing of the Acquisition, Iridium closed the outstanding interest rate swaps, which had no impact on the statements of income.

*Foreign Currency Exchange Contracts*

Iridium enters into foreign currency exchange contracts to mitigate foreign currency exposure on a product consulting service contract denominated in foreign currency. Given the variability of its purchase commitments and payment terms under the product consulting service contracts, Iridium has not elected hedge accounting for these foreign currency exchange contracts. Accordingly, the foreign currency exchange contracts are marked to market at each balance sheet date, with the changes in fair value being recognized as a current period gain or loss in the accompanying consolidated statements of income. The inputs used in measuring the fair value of these instruments are considered to be Level 2 in the fair value hierarchy. The fair market values are based on quoted market values for similar contracts.

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*Derivative Instruments and Hedging Activities*

The following table summarizes the effect of derivative instruments designated as cash flow hedges (interest rate swaps) on Iridium’s results of operations for the 2009 Period:

<u>Derivatives in Cash Flow Hedging Relationships</u>	<u>For the 2009 Period</u>				
	<u>Amount of Loss Recognized in OCI on Derivative (Effective Portion)</u>	<u>Location of Loss Reclassified from Accumulated OCI into Income (Effective Portion)</u>	<u>Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion)</u>	<u>Location of Loss Recognized in Income on Derivative (Ineffective Portion)</u>	<u>Amount of Loss Recognized in Income on Derivative (Ineffective Portion)</u>
	(In thousands)				
Accumulated other comprehensive loss .....	\$(295)	Interest expense	\$(2,323)	Interest expense	\$(10)
Total .....	<u>\$(295)</u>		<u>\$(2,323)</u>		<u>\$(10)</u>

The following table summarizes the effect of derivative instruments not designated as hedges (foreign currency exchange contracts) on Iridium’s results of operations for the 2009 Period:

<u>Derivatives Not Designated as Hedging Instruments</u>	<u>For the 2009 Period</u>	
	<u>Location of Gain or (Loss) Recognized in Income on Derivative</u>	<u>Amount of Gain or (Loss) Recognized in Income on Derivative</u>
	(In thousands)	
Foreign currency exchange contracts .....	Other income	\$298
Total .....		<u>\$298</u>

**13. Employee Benefit Plan**

Iridium sponsors a defined-contribution 401(k) retirement plan (“Plan”) that covers all employees of Iridium. Employees are eligible to participate in the Plan on the first of the month following date of hire, and participants are 100% vested from the date of eligibility. Iridium matches employees’ contributions equal to 100% of the salary deferral contributions up to 5% of the employees’ compensation. Company-matching contributions to the Plan were \$0.8 million and \$0.8 million for the 2009 Period and for the year ended December 31, 2008, respectively. Iridium pays all administrative fees related to the Plan.

**14. Indemnification Agreement**

Iridium Satellite, Boeing, Motorola and the U.S. government entered into an indemnification agreement, effective December 5, 2000, that provides, among other things, that: (a) Iridium Satellite will maintain satellite liability insurance (see Notes 4 and 8); (b) Boeing will maintain aviation and space liability insurance; and (c) Motorola will maintain aviation products – completed operations liability insurance. Pursuant to the indemnification agreement, the U.S. government may, in its sole discretion, require Iridium, Boeing or either of them to immediately de-orbit the Iridium satellites at no expense to the U.S. government upon the occurrence of certain enumerated events. However, management does not believe the U.S. government will exercise this right.

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**15. Related Party Transactions**

A non-voting board member served on the Board of Directors of Iridium and was an employee of Wiley Rein LLP as of December 31, 2008 and through the date of the Acquisition in 2009. Wiley Rein LLP provides services to Iridium. For the 2009 Period, total fees paid to Wiley Rein LLP were \$2.2 million. As of December 31, 2008, the amount owed to Wiley Rein LLP was \$0.3 million.

**16. Earnings Per Unit Attributable to Class A Units**

Basic earnings per unit is calculated by dividing net income attributable to Class A Unit holders by the weighted average of the Class A Units outstanding for the period. Net income attributable to Class A Unit holders gives effect to the net income allocable to Class B Unit holders as if such net income was distributed in the applicable period pursuant to the terms of the LLC Agreement. Diluted earnings per Class A Unit takes into account the conversion of the Note when such effect is dilutive.

	<b>For the 2009 Period</b>	<b>For the Year Ended December 31, 2008</b>
	(In thousands except per unit data)	
<b>Numerator:</b>		
Net income .....	\$ 53,284	\$ 53,879
Adjustments for Class B Units earnings participation .....	(17,141)	(17,423)
Net income attributable to Class A Units, basic .....	36,143	36,456
Adjustment for interest on Note .....	936	208
Net income attributable to Class A Units, diluted .....	\$ 37,079	\$ 36,664
<b>Denominator:</b>		
Weighted-average Class A Units outstanding, basic .....	1,084	1,084
Units from assumed conversion of Note .....	84	14
Weighted-average Class A Units outstanding, diluted .....	1,168	1,098
<b>Earnings per unit:</b>		
Basic .....	\$ 33.34	\$ 33.63
Diluted .....	\$ 31.75	\$ 33.40

**Iridium Holdings LLC – Predecessor Company**  
**Notes to Consolidated Financial Statements—(Continued)**  
**September 29, 2009**

**17. Selected Quarterly Information (Unaudited)**

	For the 2009 Period		
	Quarter Ended March 31, 2009	Quarter Ended June 30, 2009	For the Period from July 1, 2009 to September 29, 2009
	(In thousands)		
Total revenue .....	\$75,789	\$82,705	\$84,457
Operating profit .....	\$14,425	\$32,663	\$18,355
Net income .....	\$ 9,718	\$28,600	\$14,966
Net income attributable to Class A			
Units .....	\$ 6,592	\$19,399	\$10,152
Earnings per unit — basic .....	\$ 6.08	\$ 17.90	\$ 9.37
Earnings per unit — diluted .....	\$ 5.91	\$ 16.88	\$ 8.96

The sum of the per unit amounts do not equal the annual amounts due to changes in the number of weighted average units outstanding during the year.

Iridium's results of operations are subject to seasonal usage changes for its commercial customers. April through October are typically the peak months for commercial voice service revenue and related subscriber equipment sales. Iridium's U.S. government revenue and commercial M2M revenue are less subject to seasonal usage changes.

**18. Subsequent Events**

Iridium Communications Inc. assumed and paid all outstanding amounts for Iridium's first and second lien credit facilities on September 30, 2009, following the Acquisition on September 29, 2009. The Note was converted into 1,995,629 shares of Iridium Communications Inc.'s common stock on October 24, 2009 and is no longer outstanding.

On February 9, 2010, Motorola filed a complaint against Iridium to seek recovery of the commitment fee (see Note 3) and the loan success fee under the Note Agreement (see Note 7) in an aggregate amount they allege is at least \$24.7 million. However, the outcome of such complaint is uncertain; therefore, an estimate of the contingency cannot be made at this time.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our chief executive officer, who is our principal executive officer, and our chief financial officer, who is our principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as of the end of the period covered by this report. In evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Based on this evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

#### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Such internal control includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, our management used the criteria set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its assessment, our management has determined that, as of December 31, 2011, our internal control over financial reporting is effective based on those criteria.

The independent registered public accounting firm, Ernst & Young LLP, has audited our 2011 financial statements. Ernst & Young LLP was given unrestricted access to all financial records and related data, including minutes of all meetings of stockholders, the Board of Directors and committees of the Board. Ernst & Young LLP has issued an unqualified report on our 2011 financial statements as a result of the audit and also has issued an unqualified report on our internal controls over financial reporting which is attached hereto.

**Changes in Internal Control Over Financial Reporting**

During the quarter ended December 31, 2011, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Iridium Communications Inc.

We have audited Iridium Communications Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Iridium Communications Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Iridium Communications Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Iridium Communications Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2011 and our report dated March 6, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, Virginia  
March 6, 2012

**Item 9B. Other Information**

None.

**PART III**

We will file a definitive Proxy Statement for our 2012 Annual Meeting of Stockholders (the "2012 Proxy Statement") with the SEC, pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year. Accordingly, certain information required by Part III has been omitted as permitted by General Instruction G(3) to Form 10-K. Only those sections of the 2012 Proxy Statement that specifically address the items set forth herein are incorporated by reference.

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated by reference to the sections of our 2012 Proxy Statement entitled "Board of Directors and Committees," "Election of Directors," "Management" and "Section 16(a) Beneficial Ownership Reporting Compliance."

**Item 11. Executive Compensation**

The information required by this Item is incorporated by reference to the sections of our 2012 Proxy Statement entitled "Compensation Discussion and Analysis," "Executive Compensation" and "Director Compensation."

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated by reference to the sections of our 2012 Proxy Statement entitled "Security Ownership of Certain Beneficial Owners and Management" and "Securities Authorized for Issuance under Equity Compensation Plans."

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated by reference to the sections of our 2012 Proxy Statement entitled "Related-Persons Transactions" and "Director Independence."

**Item 14. Principal Accountant Fees and Services**

The information required by this Item is incorporated by reference to the section of our 2012 Proxy Statement entitled "Independent Registered Public Accounting Firm Fees."

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

*(a) The following documents are filed as part of this Form 10-K:*

*(1) Financial Statements*

*Iridium Communications Inc.:*

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Consolidated Balance Sheets .....	70
Consolidated Statements of Operations .....	71
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (Loss) .....	72
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*Iridium Holdings LLC – Predecessor Company:*

Report of Independent Registered Public Accounting Firm .....	101
Consolidated Statements of Income .....	102
Consolidated Statements of Changes in Members' Deficit and Comprehensive Income .....	103
Consolidated Statements of Cash Flows .....	104
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*(2) Financial Statement Schedules*

The financial statement schedules are not included here because required information is included in the consolidated financial statements.

*(3) Exhibits*

The exhibits that are filed or furnished with this report or that are incorporated by reference herein are set forth in the Exhibit Index on page 105, which is incorporated by reference herein.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IRIDIUM COMMUNICATIONS INC.

Date: March 6, 2012

By:           /s/ THOMAS J. FITZPATRICK            
**Thomas J. Fitzpatrick**  
**Chief Financial Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ MATTHEW J. DESCH          </u> <b>Matthew J. Desch</b>	Chief Executive Officer and Director (Principal Executive Officer)	March 6, 2012
<u>          /s/ THOMAS J. FITZPATRICK          </u> <b>Thomas J. Fitzpatrick</b>	Chief Financial Officer (Principal Financial Officer)	March 6, 2012
<u>          /s/ RICHARD P. NYREN          </u> <b>Richard P. Nyren</b>	Vice President and Controller (Principal Accounting Officer)	March 6, 2012
<u>          /s/ ROBERT H. NIEHAUS          </u> <b>Robert H. Niehaus</b>	Director and Chairman of the Board	March 6, 2012
<u>          /s/ J. DARREL BARROS          </u> <b>J. Darrel Barros</b>	Director	March 6, 2012
<u>          /s/ SCOTT L. BOK          </u> <b>Scott L. Bok</b>	Director	March 6, 2012
<u>          /s/ THOMAS C. CANFIELD          </u> <b>Thomas C. Canfield</b>	Director	March 6, 2012
<u>          /s/ PETER M. DAWKINS          </u> <b>Peter M. Dawkins</b>	Director	March 6, 2012
<u>          /s/ TERRY L. JONES          </u> <b>Terry L. Jones</b>	Director	March 6, 2012
<u>          /s/ ALVIN B. KRONGARD          </u> <b>Alvin B. Krongard</b>	Director	March 6, 2012
<u>          /s/ ERIC T. OLSON          </u> <b>Eric T. Olson</b>	Director	March 6, 2012
<u>          /s/ STEVEN B. PFEIFFER          </u> <b>Steven B. Pfeiffer</b>	Director	March 6, 2012
<u>          /s/ PARKER W. RUSH          </u> <b>Parker W. Rush</b>	Director	March 6, 2012

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
2.1	Transaction Agreement dated September 22, 2008, incorporated herein by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 25, 2008.
2.2	Amendment to Transaction Agreement dated April 28, 2009, incorporated herein by reference to Exhibit 1.1 of the Registrant's Current Report on Form 8-K filed with the SEC on April 28, 2009.
3.1	Amended and Restated Certificate of Incorporation dated September 29, 2009, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
3.2	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
4.1	Specimen Common Stock Certificate, incorporated herein by reference to Exhibit 4.2 of the Registrant's Registration Statement on Form S-1 (Registration No. 333-147722) filed with the SEC on February 4, 2008.
4.2	Amended and Restated Warrant Agreement between the Registrant and American Stock Transfer & Trust Company, incorporated herein by reference to Exhibit 4.3 of the Registrant's Current Report on Form 8-K filed on February 26, 2008.
4.3	Specimen Warrant Certificate for \$7.00 Warrants, incorporated herein by reference to Exhibit 4.4 of the Registrant's Registration Statement on Form S-1 (Registration No. 333-147722) filed with the SEC on February 4, 2008.
4.4	Warrant Agreement for \$11.50 Warrants between the Company and American Stock Transfer & Trust Company, incorporated herein by reference to Exhibit 4.4 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
4.5	Specimen Warrant Certificate for \$11.50 Warrants, incorporated herein by reference to Exhibit 4.5 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.1†	COFACE Facility Agreement among Iridium Satellite LLC, the Registrant, Iridium Holdings LLC, SE Licensing LLC, Iridium Carrier Holdings LLC, Iridium Carrier Services LLC, Syncom-Iridium Holdings Corp., Iridium Constellation LLC and Iridium Government Services LLC; Deutsche Bank AG (Paris Branch), Banco Santander SA, Société Générale, Natixis, Mediobanca International (Luxembourg) S.A., BNP Paribas, Crédit Industriel et Commercial, Intesa Sanpaolo S.p.A. (Paris Branch) and Unicredit Bank Austria AG; Deutsche Bank Trust Company Americas as the security agent and U.S. collateral agent; and Société Générale as the COFACE agent, dated as of October 4, 2010, incorporated by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K/A filed with the SEC on July 1, 2011.
10.2†	Amendment Letter No. 1, dated June 20, 2011, to COFACE Facility Agreement among Iridium Satellite LLC, the Registrant, Iridium Holdings LLC, SE Licensing LLC, Iridium Carrier Holdings LLC, Iridium Carrier Services LLC, Syncom-Iridium Holdings Corp., Iridium Constellation LLC and Iridium Government Services LLC; Deutsche Bank AG (Paris Branch), Banco Santander SA, Société Générale, Natixis, Mediobanca International (Luxembourg) S.A., BNP Paribas, Crédit Industriel et Commercial, Intesa Sanpaolo S.p.A. (Paris Branch) and Unicredit Bank Austria AG; Deutsche Bank Trust Company Americas as the security agent and U.S. collateral agent; and Société Générale as the COFACE agent, dated as of October 4, 2010, incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2011.

<u>Exhibit No.</u>	<u>Document</u>
10.3	Security Agreement, dated as of October 13, 2010, between the Registrant, Iridium Satellite LLC, Iridium Holdings LLC, Iridium Carrier Holdings LLC, Iridium Carrier Services LLC, SE Licensing LLC, Iridium Government Services LLC, Iridium Constellation LLC, Syncom-Iridium Holdings Corp. and Deutsche Bank Trust Company Americas, acting as Security Agent, incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.4	Pledge Agreement, dated as of October 13, 2010, between the Registrant, Syncom-Iridium Holdings Corp., Iridium Holdings LLC, Iridium Carrier Holdings LLC, Iridium Satellite LLC, Iridium Constellation LLC and Deutsche Bank Trust Company Americas, acting as Security Agent, incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.5	Stock Pledge Agreement, dated as of October 13, 2010, between the Registrant and Deutsche Bank Trust Company Americas, acting as Security Agent, incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.6†	Settlement Agreement between Iridium Holdings LLC, Iridium Satellite LLC, the Registrant and Motorola, Inc., dated as of September 30, 2010, incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.7†	Promissory Note issued by Iridium Satellite LLC to Motorola, Inc., incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.8†	Security Agreement, dated as of September 30, 2010, between Iridium Satellite LLC and Deutsche Bank Trust Company Americas, acting as Collateral Agent, incorporated by reference to Exhibit C to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.9	Guaranty, dated as of September 30, 2010, by Iridium Holdings LLC and the Registrant in favor of Motorola, Inc., incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.10	Amended and Restated Transition Services, Products and Asset Agreement, between Iridium Satellite LLC, Iridium Holdings LLC and Motorola, Inc., dated as of September 30, 2010, incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.11	Amendment No. 1 to Amended and Restated Transition Services, Products and Asset Agreement, between Iridium Satellite LLC, Iridium Holdings LLC and Motorola, Inc., dated as of December 30, 2010, incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.12†	System Intellectual Property Rights Amendment and Agreement, between Iridium Satellite LLC and Motorola, Inc., dated as of September 30, 2010, incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.13	Supplemental Subscriber Equipment Technology Amendment and Agreement, between Iridium Satellite LLC and Motorola, Inc., dated as of September 30, 2010, incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.14†	Authorization to Proceed between Iridium Satellite LLC and Thales Alenia Space France, dated June 1, 2010, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on October 29, 2010.

<u>Exhibit No.</u>	<u>Document</u>
10.15†	Amendment No. 1 to the Authorization to Proceed between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated August 6, 2010, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on January 14, 2011.
10.16†	Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated June 1, 2010, incorporated by reference to Annex 1 to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on October 29, 2010.
10.17†	Amendment No. 1 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated August 6, 2010, incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on January 14, 2011.
10.18†	Amendment No. 2 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated September 30, 2010, incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 9, 2010.
10.19†	Amendment No. 3 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated October 25, 2010, incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.20†	Amendment No. 4 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated as of April 29, 2011, incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2011.
10.21†	Amendment No. 5 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated September 12, 2011, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 8, 2011.
10.22††	Amendment No. 6 to the Full Scale System Development Contract No. IS-10-021 between Iridium Satellite LLC and Thales Alenia Space France for the Iridium NEXT System, dated October 24, 2011.
10.23†	Contract for Launch Services No. IS-10-008 between Iridium Satellite LLC and Space Exploration Technologies Corp., dated March 19, 2010, incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on March 29, 2011.
10.24†	Amendment No. 1 to the Contract for Launch Services No. IS-10-008 between Iridium Satellite LLC and Space Exploration Technologies Corp., dated September 17, 2010, incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 9, 2010.
10.25†	Contract for Launch Services No. IS-11-032 between Iridium Satellite LLC and International Space Company Kosmotras, dated as of June 14, 2011, incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2011.
10.26†	Iridium NEXT Support Services Agreement No. IS-10-019, by and between Iridium Satellite LLC and The Boeing Company for Support Services for Iridium NEXT, dated as of May 28, 2010, incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on March 29, 2011.

<u>Exhibit No.</u>	<u>Document</u>
10.27	Indemnification Contract, dated December 5, 2000, among Iridium Satellite LLC, The Boeing Company, Motorola, Inc. and the United States, incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.28†	Terms and Conditions for De-Orbit Postponement Modification for Contract DCA100-01-C-3001, by and between Iridium Satellite LLC, The Boeing Company and the United States Government, dated September 7, 2010, incorporated herein by reference to Exhibit 10.7 of the Registrant's Quarterly Report on Form 10-Q filed with the SEC on November 9, 2010.
10.29	Intellectual Property Rights Agreement, dated December 11, 2000, among Motorola Inc. and Iridium Satellite LLC, incorporated herein by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.30	Subscriber Equipment Technology Agreement (Design), dated as of September 30, 2002, by and among Motorola Inc. and SE Licensing LLC, incorporated herein by reference to Exhibit 10.4 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.31	Subscriber Equipment Technology Agreement (Manufacturing), dated as of September 30, 2002, by and among Motorola Inc. and SE Licensing LLC, incorporated herein by reference to Exhibit 10.5 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.32†	Amended and Restated Contract Boeing No. BSC-2000-001 between Iridium Constellation LLC and The Boeing Company for Transition, Operations and Maintenance, Engineering Services, and Re-Orbit of the Iridium Communications System, dated as of May 28, 2010, incorporated herein by reference to Exhibit 10.8 of the Registrant's Quarterly Report on Form 10-Q/A filed with the SEC on March 29, 2011.
10.33	Form of Registration Rights Agreement, incorporated by reference to Annex D of the Registrant's Proxy Statement filed with the SEC on August 28, 2009.
10.34†	Amendment No. 1 to Registration Rights Agreement, dated as of March 29, 2011, by and among Iridium Communications Inc. and the parties listed on the signature pages thereto, incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, filed with the SEC on March 30, 2011.
10.35†	Amended and Restated Agreement for Manufacture, dated January 1, 2007, among Iridium Satellite LLC and Celestica Corporation, incorporated herein by reference to Exhibit 10.9 of the Registrant's Current Report on Form 8-K filed with the SEC on September 29, 2009.
10.36*	Amended and Restated Employment Agreement, dated as of March 30, 2011, by and between the Registrant and Matthew J. Desch, incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 5, 2011.
10.37*	Employment Agreement, dated as of March 31, 2010, by and between the Registrant and Thomas J. Fitzpatrick, incorporated herein by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 10, 2010.
10.38*	Amendment to Employment Agreement by and between the Registrant and Thomas J. Fitzpatrick, dated as of December 31, 2010, incorporated by reference to Exhibit 10.34 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.39*	Employment Agreement between the Registrant and S. Scott Smith, dated as of March 2010.
10.40*	Amendment to Employment Agreement between the Registrant and S. Scott Smith, dated as of December 31, 2010.

<u>Exhibit No.</u>	<u>Document</u>
10.41*	Employment Agreement between the Registrant and Gregory Ewert, dated as of December 31, 2010, incorporated herein by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed with the SEC on January 6, 2011.
10.42*	Employment Agreement between the Registrant and John Roddy, dated as of December 31, 2010, incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the SEC on January 6, 2011.
10.43*	2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Annex E of the Registrant's Proxy Statement filed with the SEC on August 28, 2009.
10.44	Form of Indemnity Agreement between the Registrant and each of its directors and officers, incorporated by reference to Exhibit 10.5 to the Registrant's Form S-1/A filed with the SEC on February 4, 2008.
10.45*	Form of Stock Option Award Agreement for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.46*	Form of Stock Appreciation Right Agreement for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.43 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.47*	Form of Restricted Stock Award Agreement for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.44 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.48*	Form of Restricted Stock Unit Agreement for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan.
10.49*	Performance Share Program established under the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 24, 2012.
10.50*	Form of Performance Share Award Agreement for use in connection with the Performance Share Program established under the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on February 24, 2012.
10.51*	Non-Employee Director Compensation Plan, incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the SEC on December 22, 2009.
10.52*	Form of Stock Option Agreement for Non-Employee Directors for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.46 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.53*	Form of Restricted Stock Award Agreement for Non-Employee Directors for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.47 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.54*	Form of Restricted Stock Unit Agreement for Non-Employee Directors for use in connection with the 2009 Iridium Communications Inc. Stock Incentive Plan, incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 7, 2011.
10.55*	Summary of approved 2010 compensation, incorporated herein by reference to Exhibit 99.1 of the Registrant's Current Report on Form 8-K filed with the SEC on April 5, 2010.

<u>Exhibit No.</u>	<u>Document</u>
10.56*	2011 Executive Bonus Plan, incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on April 5, 2011.
21.1	List of Subsidiaries.
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
31.1	Certification of Chief Executive Officer pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of The Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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† Confidential treatment has been granted for certain portions omitted from this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.

†† Confidential treatment has been requested for certain portions omitted from this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended. Confidential portions of this exhibit have been separately filed with the Securities and Exchange Commission.

\* Denotes compensatory plan, contract or arrangement.

**SUBSIDIARIES OF IRIDIUM COMMUNICATIONS INC.**

<u>Subsidiary</u>	<u>Jurisdiction of Organization</u>
Iridium Blocker-B Inc.	Delaware
Syncom-Iridium Holdings Corp.	Delaware
Iridium Holdings LLC	Delaware
Iridium Satellite LLC	Delaware
Iridium Constellation LLC	Delaware
Iridium Government Services LLC	Delaware
Iridium Carrier Holdings LLC	Delaware
Iridium Carrier Services LLC	Delaware

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statements (Form S-3 Nos. 333-162206, 333-159673 and 333-165513, and Form S-8 No. 333-165508) of Iridium Communications Inc. of our reports dated March 6, 2012, with respect to the consolidated financial statements of Iridium Communications Inc. and the effectiveness of internal control over financial reporting of Iridium Communications Inc. and of our report dated March 16, 2010, with respect to the consolidated financial statements of Iridium Holdings LLC (Predecessor of Iridium Communications Inc.), included in this Annual Report (Form 10-K) for the year ended December 31, 2011.

/s/ Ernst & Young LLP

McLean, VA  
March 6, 2012

**CERTIFICATION**

I, Matthew J. Desch, certify that:

1. I have reviewed this annual report on Form 10-K of Iridium Communications Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 6, 2012

/s/ Matthew J. Desch

Matthew J. Desch  
Chief Executive Officer

CERTIFICATION

I, Thomas J. Fitzpatrick, certify that:

1. I have reviewed this annual report on Form 10-K of Iridium Communications Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 6, 2012

/s/ Thomas J. Fitzpatrick

Thomas J. Fitzpatrick  
Chief Financial Officer

**EXHIBIT 32.1**

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), each of Matthew J. Desch, Chief Executive Officer of Iridium Communications Inc., a Delaware corporation (the "Company"), and Thomas J. Fitzpatrick, Chief Financial Officer of the Company, does hereby certify that, to the best of such officer's knowledge:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (the "Form 10-K"), to which this Certification is attached as Exhibit 32.1 fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and
2. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 6<sup>th</sup> day of March 2012.

/s/ Matthew J. Desch

Matthew J. Desch  
Chief Executive Officer

/s/ Thomas J. Fitzpatrick

Thomas J. Fitzpatrick  
Chief Financial Officer

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

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## Non-GAAP Financial Measures & Definitions

In addition to disclosing financial results that are determined in accordance with U.S. GAAP, the Company discloses Operational EBITDA, which is a non-GAAP financial measure, as a supplemental measure to help investors evaluate its fundamental operational performance. Operational EBITDA, or OEBITDA, represents earnings before interest, income taxes, depreciation and amortization, Iridium NEXT revenue and expenses (for periods prior to the deployment of Iridium NEXT), share-based compensation expenses, transaction expenses associated with the acquisition of Iridium Holdings LLC by GHL Acquisition Corp., the impact of purchase accounting adjustments, and changes in the fair value of warrants. The Company also presents Operational EBITDA expressed as a percentage of adjusted revenue, or Operational EBITDA margin. Adjusted revenue excludes the impact of purchase accounting adjustments and Iridium NEXT revenue. Operational EBITDA does not represent, and should not be considered, an alternative to GAAP measurements such as net income or loss, and the Company's calculations thereof may not be comparable to similarly entitled measures reported by other companies. A reconciliation of Operational EBITDA to net (loss) income, its comparable GAAP financial measure, is set forth below. By eliminating interest, income taxes, depreciation and amortization, Iridium NEXT revenue and expenses (for periods prior to the deployment of Iridium NEXT only), share-based compensation expenses, transaction expenses associated with the acquisition, the impact of purchase accounting adjustments and changes in the fair value of warrants, the Company believes the result is a useful measure across time in evaluating its fundamental core operating performance. Management also uses Operational EBITDA to manage the business, including in preparing its annual operating budget, debt covenant compliance, financial projections and compensation plans. The Company believes that Operational EBITDA is also useful to investors because similar measures are frequently used by securities analysts, investors and other interested parties in their evaluation of companies in similar industries. As indicated, Operational EBITDA does not include interest expense on borrowed money or the payment of income taxes or depreciation expense on the Company's capital assets, which are necessary elements of Company's operations. It also excludes expenses in connection with the development, deployment and financing of Iridium NEXT. Since Operational EBITDA does not account for these and other expenses, its utility as a measure of the Company's operating performance has material limitations. Due to these limitations, management does not view Operational EBITDA in isolation and also uses other measurements, such as net income, revenue and operating profit, to measure operating performance.

## Reporting Entity

For comparison purposes, in the table below the Company has presented the operating results of Iridium Holdings LLC and Iridium Communications Inc. on a combined basis for the year ended December 31, 2009 along with the Iridium Holdings LLC operating results for prior years and Iridium Communications Inc.'s operating results for subsequent years. The combined 2009 presentation is a simple mathematical addition of the pre-acquisition results of operations of Iridium Holdings LLC for the period from January 1, 2009 to September 29, 2009 and the post-acquisition results of operations of Iridium Communications Inc. for the three months ended December 31, 2009. Please note that this presentation is different from the "combined" presentation that the Company includes in the 'Management's Discussion and Analysis' section of the Company's Form 10-K filed on March 6, 2012, which combined the pre-acquisition results of operations of Iridium Holdings LLC for the period from January 1, 2009 to September 29, 2009 with the full-year 2009 results of operations of Iridium Communications Inc., both pre- and post-acquisition. Iridium Communications Inc. had no material operating activities from the date of formation of GHL Acquisition Corp. until the acquisition. There are no other adjustments made in the combined presentation. This presentation is intended to facilitate the evaluation and understanding of the financial performance of the Iridium business on a year-to-year basis. Management believes this presentation is useful in providing the users of the Company's financial information with an understanding of the Company's results of operations because there were no material changes to the operations or customer relationships of Iridium as a result of the acquisition of Iridium Holdings LLC by GHL Acquisition Corp.

### Iridium Communications Inc. Non-GAAP Reconciliation (\$ in thousands)

	For the Year Ended December 31,					
	2007	2008	2009	2010	2011	Q4 2011
Net income	\$ 43,773	\$ 53,879	\$ 48,309	\$ 22,691	\$ 39,681	\$ 8,362
Interest expense	21,771	21,094	12,876	23	42	31
Interest income	(2,192)	(1,345)	(585)	(660)	(1,242)	(405)
Income taxes	—	—	(1,038)	12,921	24,900	4,776
Depreciation and amortization	11,380	12,535	33,226	90,667	97,646	23,867
EBITDA	74,732	86,163	92,788	125,642	161,027	36,631
Iridium Next expenses, net	1,777	14,113	13,268	16,697	23,284	6,155
Share-based compensation	2,901	2,868	5,841	4,875	5,895	1,572
Transaction expenses	—	7,959	12,478	—	—	—
Purchase accounting adjustments	—	—	9,554	11,666	163	(93)
Operational EBITDA	\$ 79,410	\$ 111,103	\$ 133,929	\$ 158,880	\$ 190,369	\$ 44,265

	For the Year Ended December 31,					
	2007	2008	2009	2010	2011	Q4 2011
Reported revenue	\$260,901	\$320,944	\$318,940	\$348,173	\$384,307	\$94,977
NEXT revenue	(3,471)	(3,262)	(1,082)	(89)	(49)	(5)
Purchase accounting adjustments	—	—	1,675	3,315	1,200	166
Adjusted revenue	\$257,430	\$317,682	\$319,533	\$351,399	\$385,458	\$95,138

# Corporate Information

## 2012 ANNUAL MEETING

The Annual Meeting of Stockholders will be held on May 22, 2012 at 8:30 a.m. local time at Iridium Communications' Headquarters: 1750 Tysons Boulevard, Suite 1400, McLean, VA 22102

## BOARD OF DIRECTORS

### **Robert H. Niehaus**

*Chairman of the Board  
Chairman, Greenhill Capital Partners*

### **J. Darrel Barros**

*President, Syndicated Communications, Inc.*

### **Scott L. Bok**

*Chief Executive Officer, Greenhill & Co., Inc.*

### **Thomas C. Canfield**

*Senior Vice President and General Counsel,  
Spirit Airlines, Inc.*

### **Brig. Gen. Peter M. Dawkins (Ret.)**

*Senior Partner, Flintlock Capital Asset  
Management LLC*

### **Matthew J. Desch**

*Chief Executive Officer*

### **Terry L. Jones**

*Managing Member, WJM Partners IV, LLC  
and Syncom Venture Management Co., LLC*

### **Alvin B. Krongard**

*Former Chairman of the Board and  
Chief Executive Officer,  
Alex. Brown Incorporated*

### **Admiral Eric T. Olson (Ret.)**

*Former Commander,  
U.S. Special Operations Command*

### **Steven B. Pfeiffer**

*Partner, Fulbright & Jaworski LLP*

### **Parker W. Rush**

*Partner, Consult PWR*

## EXECUTIVE OFFICERS

### **Matthew J. Desch**

*Chief Executive Officer*

### **Thomas J. Fitzpatrick**

*Chief Financial Officer*

### **Lt. Gen. John H. Campbell (Ret.)**

*Executive Vice President,  
Government Programs, Iridium Satellite*

### **Gregory C. Ewert**

*Executive Vice President, Global  
Distribution Channels, Iridium Satellite*

### **Thomas D. Hickey**

*Chief Legal Officer*

### **Richard P. Nyren**

*Vice President and Corporate Controller,  
Iridium Satellite*

### **John M. Roddy**

*Executive Vice President, Global Operations  
and Product Development, Iridium Satellite*

### **S. Scott Smith**

*Executive Vice President,  
Satellite Development and Operations*

### **Donald L. Thoma**

*Executive Vice President, Marketing,  
Iridium Satellite*

## GENERAL INFORMATION

Transfer Agent and Registrar  
American Stock Transfer and  
Trust Company  
59 Maiden Lane, Plaza Level  
New York, NY 10038  
(800) 937-5449  
www.amstock.com

Independent Registered  
Public Accounting Firm:  
Ernst & Young LLP  
8484 Westpark Drive  
McLean, VA 22102  
(703) 747-1000  
www.ey.com

## INVESTOR INFORMATION

Stock Exchange  
NASDAQ Global Select Market  
Common Stock (IRDM)

Information Requests  
Copies of the Company's Annual  
Report on Form 10-K and other  
investor information are available to  
shareholders upon written request to:  
Iridium Communications Inc.  
Attention: Investor Relations  
1750 Tysons Boulevard, Suite 1400  
McLean, VA 22102

Investor Inquiries  
Steve E. Kunszabo  
Executive Director, Investor Relations  
(703) 287-7570  
investor.relations@iridium.com  
www.iridium.com

CORPORATE HEADQUARTERS

1750 Tysons Boulevard, Suite 1400  
McLean, Virginia 22102  
(703) 287-7400  
www.iridium.com

BUSINESS OPERATIONS

8440 South River Parkway  
Tempe, AZ 85284  
(480) 752-1100



Only one communications company connects the entire globe

Iridium is the world's only truly global mobile communications company, with coverage of the entire Earth, including oceans, airways and polar regions. Iridium voice and data products provide communications solutions that allow global companies, government agencies and individuals to stay connected, everywhere. The unique Iridium constellation of 66 Low Earth Orbiting (LEO) cross-linked satellites routes communications traffic through space and around the world, creating highly efficient and reliable connections.

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