

Globalstar, Inc.  
Form PRE 14A  
March 24, 2017

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant "

Check the appropriate box:

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

GLOBALSTAR, INC.  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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

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

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

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

---

PRELIMINARY COPY  
GLOBALSTAR, INC.

300 Holiday Square Blvd.  
Covington, LA 70433

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be Held May 16, 2017

Dear Stockholder:

It is my pleasure to invite you to attend the 2017 Annual Meeting of Stockholders of Globalstar, Inc. The meeting will be held at our headquarters at 300 Holiday Square Blvd., Covington, LA 70433 at 10 a.m. Central Time on May 16, 2017. At the meeting, you will be asked to:

- (1) Elect John M. R. Kneuer and James F. Lynch as our two Class B Directors;
- (2) Ratify the selection of Crowe Horwath LLP as our independent registered public accounting firm for the year ending December 31, 2017;
- (3) Approve the compensation of our named executive officers;
- (4) Approve the frequency with which shareholders will be provided an advisory vote on the compensation of our named executive officers;
- (5) Approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock; and
- (6) Consider any other matters that may properly be brought before the meeting.

We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish our proxy materials via the Internet. As a result, we are sending our stockholders a Notice of Internet Availability of Proxy Materials instead of paper copies of this proxy statement and our 2016 Annual Report. The Notice contains instructions on how to access and review those documents using the Internet. The Notice also instructs you on how to submit your proxy using the Internet or by phone. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting them included in the Notice.

Your vote is important. To ensure that your shares are voted at the meeting, we encourage you to act promptly.

We look forward to seeing you at the meeting.

Sincerely,  
James Monroe III  
Chairman of the Board and Chief Executive Officer

Covington, Louisiana  
March [.] , 2017

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 16, 2017

The proxy statement and annual report are available at [www.globalstar.com](http://www.globalstar.com).

---

TABLE OF CONTENTS

Information about the Meeting, Voting and Attendance	1
Security Ownership of Principal Stockholders and Management	3
Discussion of Proposals to be Voted On	5
Proposal 1: Election of Directors	5
Proposal 2: Ratification of Independent Registered Public Accounting Firm	8
Proposal 3: Approval of the compensation of our named executive officers	8
Proposal 4: Approval of the frequency with which shareholders will be provided an advisory vote on the compensation of our named executive officers	9
Proposal 5: Approval of an amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock	9
Information about the Board and its Committees	11
Compensation of Directors	14
Executive Officers	14
Compensation of Executive Officers	15
Compensation Discussion and Analysis	15
Compensation Tables	17
Other Information	21

---

## PROXY STATEMENT

GLOBALSTAR, INC.

Annual Meeting of Stockholders

May 16, 2017

### INFORMATION ABOUT THE MEETING, VOTING AND ATTENDANCE

We are providing you with this proxy statement and the related form of proxy because our Board of Directors (the “Board”) is soliciting your proxy to vote your stock at our 2017 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, stockholders will be asked to elect two Class B Directors; ratify the selection of Crowe Horwath LLP as our independent registered public accounting firm; approve our named executive officer compensation; approve the frequency of future advisory votes on the compensation of our named executive officers; approve an amendment to our Amended and Restated Certificate of Incorporation to increase the number of shares of common stock authorized for issuance; and consider any other matters that may properly be brought before the meeting. You are invited to attend the Annual Meeting, where you may vote your stock in person. However, whether or not you attend the Annual Meeting, you may vote by proxy as described on the next page.

We expect to begin mailing the proxy materials on or about April 6, 2017 to stockholders of record at the close of business on March 22, 2017 (the “Record Date”).

#### Who Can Vote

Only holders of our voting common stock at the close of business on the Record Date are entitled to vote at the Annual Meeting. On the Record Date, there were 982,494,616 shares of voting common stock outstanding and entitled to vote. Each share of voting common stock that you owned as of the Record Date entitles you to one vote on each matter to be voted at the Annual Meeting. Holders of our nonvoting common stock are not entitled to vote those shares at the Annual Meeting and will not be included in determining whether a quorum is present or the number of votes required for passage of matters at the Annual Meeting. Unless the context otherwise requires, references to common stock in this proxy statement mean our voting common stock.

In accordance with the rules of the Securities and Exchange Commission (“SEC”), instead of mailing a printed copy of our proxy materials to each stockholder of record, we intend to furnish our proxy materials, including this proxy statement and our 2016 annual report to stockholders, by providing access to these documents on the Internet.

Generally, stockholders will not receive printed copies of the proxy materials unless they request them.

We have mailed a Notice of Annual Meeting of Stockholders and Internet Availability of Proxy Materials (“Notice”) to registered stockholders. The Notice provides instructions to registered stockholders for accessing our proxy materials and for voting their shares of common stock on the Internet. If you are a registered stockholder and prefer to receive a paper or email copy of our proxy materials, you should follow the instructions provided in the Notice for requesting those materials.

Stockholders of record can vote before or at the Annual Meeting in any one of the four ways described below. When you vote on the Internet or by telephone or proxy card, you are authorizing the persons named on the proxy form (the management proxies) to vote your shares in the manner you direct.

• **By Internet** – You may vote on the Internet at [www.proxyvote.com](http://www.proxyvote.com). The Notice sent to you describes how to do this.

• **By Telephone** – You can vote by telephone only if you request and receive a paper copy of the proxy materials and proxy card. The Notice describes how to do this; you must make your request for materials by May 2, 2017.

• **By Mail** – You can vote by mail only if you request and receive a paper copy of the proxy materials and proxy card.

• **The Notice** provides instructions on how to do this; you must make your request for materials by May 2, 2017. You then vote by completing, signing, dating, and timely returning a proxy card.

• **In Person** – You may come to the Annual Meeting and cast your vote there.

For beneficial stockholders (with shares held in street name), the Notice, which has been forwarded to you by your broker, bank or other holder of record (nominee), directs you to the Internet site where you will find our proxy materials. Your nominee has also provided instructions on how you may request a paper or email copy of our proxy materials and how you may provide voting instructions to your nominee.



### Voting Authority of Management Proxies

Whether you hold your shares of record or in street name, your proxy vote authorizes the management proxies to vote as directed by you. If you are a stockholder of record and you send in a properly executed proxy card without specific voting instructions, your shares of common stock represented by the proxy will be voted as recommended by the Board, namely:

1. FOR the election of the two nominees for Class B director named in this proxy statement;
2. FOR the ratification of the appointment of Crowe Horwath LLP as our independent registered public accounting firm;
3. FOR the approval of named executive officer compensation;
4. FOR the option of every three years as the future frequency with which stockholders will be provided an advisory vote on the compensation of our named executive officers; and
5. FOR the approval of an amendment to our Amended and Restated Certificate of Incorporation to increase the number of shares of common stock authorized for issuance.

Our Chairman and controlling stockholder, Mr. James Monroe III, has informed us that he intends to vote, on behalf of himself and the entities he controls, in favor of the five proposals. This vote assures approval of the proposals in accordance with the Board's recommendations.

Other Business — We are not aware of any other matter that is expected to be acted on at the Annual Meeting.

### Effect of Not Casting Your Vote

If you are a stockholder of record no votes will be cast on your behalf on any of the items of business at the Annual Meeting unless you submit a proxy or vote at the meeting.

If you hold shares in street name, you must give instructions to your nominee on how you would like your shares to be voted. If you do not provide any instructions, your nominee can vote your shares only on "routine" items, such as the ratification of the appointment of our independent registered public accounting firm. The election of directors and other proposals noted above are not considered "routine" items. Thus, if a nominee holds your shares and you do not instruct the nominee how to vote in the election of directors or the other proposals noted above, your shares will not be voted in the election for directors or the other proposals noted above on your behalf.

### How to Change or Revoke Your Proxy Vote

Shares Held of Record — If you give Internet or telephonic voting instructions or send in a proxy card and later want to change or revoke your vote, you may do so at any time provided that your instructions are received before voting closes for the method you select or if you vote at the meeting. You may change or revoke your vote in any of the following ways:

- by giving new voting instructions on the Internet or by telephone, or by mailing new voting instructions to us on a proxy card with a later date;
- by notifying our Corporate Secretary in writing (at the mailing address listed on page 23) that you have revoked your proxy; or
- by voting in person at the Annual Meeting.

Shares Held in "Street Name" — You should follow the instructions given to you by your broker or nominee on how to change or revoke your vote.

You may use any of these methods to change your vote, regardless of the method previously used to submit your vote. The inspector of election for the meeting will count only the most recent vote received before the deadlines set forth in the voting instructions.

### How to Vote Shares in Our Employee Benefit Plans

If you hold common stock in our Employee Stock Purchase Plan ("ESPP"), you cannot vote your shares directly. The trustee for the ESPP will vote the shares held in the plan. You will receive a voting instruction card from the trustee, which will provide voting instructions. If you provide voting instructions, the trustee will vote your shares in the ESPP as you direct. If you do not provide voting instructions, your shares in the ESPP will not be voted.

Holders of stock options or unvested restricted stock units issued under our Equity Incentive Plan cannot vote the shares issuable upon exercise or vesting until those shares are issued.





**Quorum Requirement**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will exist if holders of a majority (491,247,309) of the shares of common stock entitled to vote at the meeting are present in person or by proxy. Abstentions, broker non-votes and votes withheld from director nominees count as shares of common stock present at the meeting for purposes of establishing a quorum.

**Method and Cost of Soliciting Proxies**

We have asked banks, brokers and other financial institutions, nominees and fiduciaries to forward our proxy material to beneficial owners and to obtain authority to execute proxies on their behalf, and we will reimburse them for their expenses in doing so. Proxies also may be solicited by our management, without additional compensation, through the mail, in person, or by telephone or electronic means.

**Admission to the Meeting**

We reserve the right to limit admission to the Annual Meeting to our stockholders of record, persons holding valid proxies from our stockholders of record and beneficial owners of our common stock. If your common stock is registered in your name, we may verify your ownership at the meeting in our list of stockholders as of the Record Date. If your common stock is held through a broker or a bank, you should bring to the meeting proof of your beneficial ownership of the stock. This could consist of, for example, a bank or brokerage firm account statement that shows your ownership as of the Record Date or a letter from your bank or broker confirming your ownership as of the Record Date.

**SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT**

The following table shows (i) the number of shares of common stock beneficially owned as of the Record Date by each director and nominee for director, by each current executive officer, and by all directors, nominees and current executive officers as a group and (ii) all the persons who were known to be beneficial owners of five percent or more of our voting common stock, our only voting securities, on March 22, 2017 based upon 982,494,616 shares of voting common stock and 134,008,656 shares of nonvoting common stock outstanding as of that date. Holders of our voting common stock are entitled to one vote per share.

Name of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership Common Stock	
	Shares	Percent of Class
James Monroe III (2) FL Investment Holdings, LLC Thermo Funding II LLC Globalstar Satellite, L.P.	663,566,723	58.14 %
Mudrick Capital Management, L.P. (3) Jason Mudrick	53,397,869	5.43 %
James F. Lynch (4) Thermo Investments II LLC	13,051,136	1.33 %
J. Patrick McIntyre (5)	947,983	*
William A. Hasler (6)	760,000	*
Richard S. Roberts (7)	700,800	*
John M. R. Kneuer (8)	678,834	*
Kenneth M. Young (9)	97,222	*
L. Barbee Ponder (10)	700,401	*
Rebecca S. Clary (11)	501,182	*
All directors and current executive officers as a group (9 persons) (1)(2)(4)(5)(6)(7)(8)(9)(10)(11)(12)	681,004,281	59.47 %

\*Less than 1% of outstanding shares.



“Beneficial ownership” is a technical term broadly defined by the SEC to mean more than ownership in the usual sense. Stock is “beneficially owned” if a person has or shares the power (a) to vote it or direct its vote or (b) to sell it or direct its sale, even if the person has no financial interest in the stock. Also, stock that a person has the right to acquire, such as through the exercise of options or warrants or the conversion of notes, within 60 days is considered to be “beneficially owned.” These shares are deemed to be outstanding and beneficially owned by the person holding the derivative security for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise noted, each person has full voting and investment power over the stock listed.

1. The address of Mr. Monroe, FL Investment Holdings, LLC, Thermo Funding II LLC and Globalstar Satellite, L.P. is 1735 Nineteenth Street, Denver, CO 80202. This number includes 38,640,750 shares held by FL Investment Holdings, LLC, 465,527,331 shares held by Thermo Funding II LLC, and 618,558 shares held by Globalstar Satellite, L.P. Under SEC rules, as noted in footnote 1, Mr. Monroe also beneficially owns 200,000 shares issuable pursuant to vested options; 134,008,656 shares issuable to Thermo Funding II LLC upon conversion of our nonvoting common stock held by it; and 24,571,428 shares issuable to Thermo Funding II LLC upon exercise of certain warrants. The terms of the nonvoting common stock and the warrants prohibit conversions and exercises if the resulting ownership for Thermo entities and affiliates would represent 70% or more of our outstanding voting stock. Mr. Monroe controls, either directly or indirectly, each of Globalstar Satellite, L.P., FL Investment Holdings, LLC and Thermo Funding II LLC and, therefore, is deemed the beneficial owner of the common stock held by these entities.

2. Based on information provided by Mudrick Cap in Schedule 13G filed February 1, 2017. The address of Mudrick Capital Management, L.P. and Jason Mudrick is 527 Madison Avenue, 6th Floor, New York, NY 10022. Mudrick Capital Management and Mr. Mudrick reported shared voting and dispositive power over 53,397,869 shares.

3. Includes 650,000 shares of common stock that he may acquire upon the exercise of currently exercisable stock options and 12,371,136 shares held by Thermo Investments II LLC.

4. Includes 850,000 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

5. Includes 750,000 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

6. Includes 650,000 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

7. Includes 598,334 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

8. Includes 97,222 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

9. Includes 116,400 shares of common stock that he may acquire upon the exercise of currently exercisable stock options.

10. Includes 207,800 shares of common stock that she may acquire upon the exercise of currently exercisable stock options.

11. Includes 4,119,756 shares of common stock that may be acquired upon the exercise of currently exercisable stock options. Excludes options to purchase shares of common stock that become exercisable more than 60 days after the Record Date.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors and persons who own more than 10% of any class of our equity securities to file forms with the SEC reporting their ownership and any changes in their ownership of those securities. These persons also must provide us with copies of these forms when filed. Based on a review of copies of those forms, our records, and written representations from our directors and executive officers that no other reports were required, we believe that all Section 16(a) filing requirements were complied with during and for 2016 except for one Form 4 for each of Ms. Clary, Mr. Kagan and Mr. Ponder.



DISCUSSION OF PROPOSALS TO BE VOTED ON

PROPOSAL 1: ELECTION OF DIRECTORS

Our bylaws provide for a Board of, and the Board currently consists of, seven members. Our Board is divided into three classes, with staggered three-year terms. Each of Class A and B consists of two directors; Class C consists of three directors. The terms of the directors of each class expire at the annual meetings of stockholders to be held in 2017 (Class B), 2018 (Class C), and 2019 (Class A). At each annual meeting of stockholders, one class of directors will be elected for a term of three years to succeed the directors whose terms are expiring. The current Directors are: Class A – J. Patrick McIntyre and Richard S. Roberts; Class B – John M. R. Kneuer and James F. Lynch; and Class C – William A. Hasler, James Monroe III and Kenneth M. Young.

Upon recommendation of the Nominating and Governance Committee, the Board has nominated John M. R. Kneuer and James F. Lynch for election as Class B Directors at the Annual Meeting. The nominations rest, in part, on each nominee’s business experience, qualifications, skills and attributes described below. Each of these nominees has consented to being named in this proxy statement and has agreed to serve if elected. If you elect them, they will hold office until the annual meeting to be held in 2020 or until their successors have been elected and qualified. The Board is not aware of any reason why either nominee would be unable to serve as a director if elected. If prior to the Annual Meeting either nominee should become unable to serve as a director, the management proxies may vote for another nominee proposed by the Board, although proxies may not be voted for more than two nominees. If any director resigns, dies or is otherwise unable to serve out his term, or if the Board increases the number of directors, the Board may fill the vacancy for the balance of that director’s term. Under our Bylaws, only the Board may fill vacancies on the Board.

Information about Nominees for Director

The nominees for election as Class B Directors are as follows:

Class B

Name, Age, and Tenure As Director	Current Committee Memberships	Current Occupation and Employment Background
<p>John M. R. Kneuer Age 48 Director since February 2011 Term Expires in 2017</p>	<p>Audit; Compensation</p>	<p>Mr. Kneuer is currently President of JKC Consulting. From October 2003 to November 2007, Mr. Kneuer served first as the Deputy Assistant Secretary, and then as the Assistant Secretary of Commerce for Communications and Information. As Assistant Secretary, Mr. Kneuer was the principal advisor to the President of the United States on telecommunications policy and the Administrator of the National Telecommunications and Information Administration. Mr. Kneuer provides the Board with strong knowledge and insight into telecommunications regulation in the United States and abroad.</p>
<p>James F. Lynch Age 59 Director since December 2003 Term Expires in 2017</p>		<p>Mr. Lynch has been Managing Partner of Thermo Capital Partners, L.L.C., a private equity investment firm, since October 2001. Mr. Lynch also serves as Executive Chairman and CEO of Fiberlight, LLC, a facilities-based provider of metropolitan fiber-optic network infrastructure and high-bandwidth connectivity solutions. Mr. Lynch served as Chairman of Xspedius Communications, LLC, a competitive local telephone exchange carrier, from January 2005 until its acquisition by Time Warner Telecom in October 2006 and as Chief Executive Officer of Xspedius from August 2005 to March 2006. Prior to joining Thermo, Mr. Lynch was a Managing Director at Bear Stearns &amp; Co. Mr. Lynch is a limited partner of Globalstar Satellite, L.P. Mr. Lynch brings extensive financial management experience, especially in the telecom industry, to the Board.</p>

Information about Continuing Directors

Class A

Name, Age, and Tenure As Director	Current Committee Memberships	Current Occupation and Employment Background
<p>J. Patrick McIntyre Age 61 Director since May 2007 Term Expires in 2019</p>	<p>Audit; Compensation; Nominating and Governance</p>	<p>Mr. McIntyre has, since May 2009, served as Chairman and Chief Executive Officer of ET Water, an early stage technology IoT company in the commercial irrigation market, and since February 2009 has served as Chairman of Big Fish America, LLC, a private investment company that owns Northland Fishing Tackle. From January 2007 to March 2009, Mr. McIntyre was President and Chief Operating Officer of Lauridsen Group Incorporated, a privately owned holding company that owns and operates numerous businesses involved in the global development, manufacturing and selling of functional proteins. From June 2003 until December 2006, he was Chief Executive Officer of Pure Fishing, a global producer of sport fishing equipment, and he was Worldwide Managing Director of Pure Fishing from February 1996 until his promotion to Chief Executive Officer. Mr. McIntyre's extensive experience in consumer products and global business development provides important insight in the launch and expansion of our products and services.</p>
<p>Richard S. Roberts Age 71 Director since April 2004 Term Expires in 2019</p>	<p>Nominating and Governance (Chair)</p>	<p>Mr. Roberts has served as our Corporate Secretary since April 2004 and as Vice President and General Counsel of Thermo Development Inc., the management company of many Thermo businesses, since June 2002. Prior to that he was, for over 20 years, a partner of Taft Stettinius &amp; Hollister LLP. Mr. Roberts is a limited partner of Globalstar Satellite, L.P. Mr. Roberts brings to the Board his broad understanding of legal and regulatory issues and corporate governance, based on over 40 years of experience.</p>

Class C

Name, Age, and Tenure As Director	Current Memberships	Current Occupation and Employment Background
<p>William A. Hasler Age 75 Director since July 2009 Term Expires in 2018</p>	<p>Audit (Chair)</p>	<p>Mr. Hasler served from 1984 to July 1991 as Vice Chairman of KPMG Peat Marwick, an international public accounting firm, from July 1991 to July 1998 as Dean of the Haas School of Business, University of California, Berkeley, and from July 1998 to July 2004 as Co-Chief Executive Officer of Apton Corp., a biotechnology firm. He is a Certified Public Accountant. Mr. Hasler currently serves as a director of Aviat Networks and Rubicon Ltd., and during the past five years has served as a director of DiTech Networks Corp., Mission West Properties, the Schwab Funds, Selectron Corp., and Touse Inc.</p> <p>Mr. Hasler has an extensive financial background and financial reporting expertise. Due to his financial leadership roles on other public company boards, he is well-suited to be both one of our directors and Chair of our Audit Committee.</p>
<p>James Monroe III Age 62 Director since December 2003 Term Expires in 2018</p>	<p>Compensation (Chair)</p>	<p>Mr. Monroe has served in an executive capacity as our Chairman of the Board since April 2004. He was our Chief Executive Officer from January 2005 until July 2009 and reassumed that position in July 2011. Since 1984, Mr. Monroe has been the majority owner of a diverse group of privately owned businesses that have operated in the fields of telecommunications, real estate, power generation, industrial equipment distribution, financial services and leasing services and that are sometimes referred to collectively in this proxy statement as "Thermo." Mr. Monroe controls, directly or indirectly, FL Investment Holdings, LLC, Globalstar Satellite, L.P. and Thermo Funding II LLC.</p> <p>In addition to being our primary financial sponsor, Mr. Monroe brings his long-term experience in investment, financing and the telecommunications industry to the Board.</p>
<p>Kenneth M. Young Age 53 Director since November 2015 Term Expires in 2018</p>	<p>Nominating and Governance</p>	<p>Mr. Young has served as President and Chief Executive Officer of Lightbridge Communications Corporation and LCC International, Inc. ("LCC"), the largest independent wireless engineering services and network management company in the world, since 2008. Prior to his role as President and CEO, Mr. Young was Chief Operating Officer and Chief Marketing Officer of LCC International from 2006 to 2008. He also has served on the boards of Special Diversified Opportunities Inc. since October 2015, and served on the board of B. Riley Financial, Inc. from May 2015 to October 2016, where he was chair of the audit committee and served on the compensation and governance committees. Mr. Young has over 27 years of experience in the telecommunications industry and has proven executive, operational, strategic and financial expertise. Mr. Young's relationships are at the highest level within North American and international cable and wireless companies and he has also led the development of an international consumer wireless application company, developed international consumer and B2B brand strategies, created a Fortune 500 enterprise sales operation, as well as leading a unique program designed to create and market consumer and B2B products using SBC, BellSouth and Cingular Wireless assets and resources.</p> <p>Mr. Young brings extensive experience to the Board with a demonstrated track record in the global telecommunications industry.</p>

Vote Required to Elect Directors

The two nominees who receive the highest number of votes cast (a plurality) will be elected as directors. There is no provision for cumulative voting in the election of directors. If you do not vote for a particular nominee, or if you



indicate “against” to vote for a particular nominee, your vote will not count “for” the nominee. “Abstentions” and “broker non-votes” will not count as a vote cast with respect to that nominee’s election. However, as described earlier in this proxy statement, in these cases your vote will be counted for purposes of determining the existence of a quorum.

7

---

**Board Recommendation**

The Board recommends that stockholders vote FOR the election of the two Class B director nominees.