

LORAL SPACE & COMMUNICATIONS INC.
Form DEF 14A
April 19, 2011

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

Loral Space & Communications 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):

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1) Amount Previously Paid:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 24, 2011

The Annual Meeting of Stockholders of Loral Space & Communications Inc. (“Loral” or the “Company”) will be held at the Grand Hyatt New York, 109 East 42nd Street at Grand Central Terminal, New York, New York, at 10:30 A.M., on Tuesday, May 24, 2011, for the purpose of:

1. Electing to the Board of Directors the two current Class II Directors who have been nominated by the Board of Directors and whose terms will expire at the Annual Meeting;
2. Acting upon a proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2011;
3. Acting upon a proposal to approve, on a non-binding, advisory basis, compensation of the Company’s named executive officers as described in the accompanying Proxy Statement; and
4. Acting upon a proposal to select, on a non-binding, advisory basis, the frequency of future non-binding, advisory votes on compensation paid to the Company’s named executive officers.

The Board of Directors has fixed the close of business on April 11, 2011 as the date for determining stockholders of record entitled to receive notice of, and to vote at, the Annual Meeting.

The Board of Directors unanimously recommends that stockholders vote their shares in favor of the election of the Class II Directors who have been nominated by the Board of Directors, in favor of Proposals 2 and 3, and, with respect to Proposal 4, in favor of holding future non-binding, advisory votes on compensation paid to named executive officers annually.

This Notice and accompanying Proxy Statement and proxy or voting instruction card will be first mailed to you and to other stockholders of record commencing on or about April 19, 2011.

All stockholders are cordially invited to attend the Annual Meeting. Stockholders may obtain directions to the Annual Meeting by contacting the Company’s investor relations department at (212) 697-1105. Whether or not you plan to attend, I hope that you will vote as soon as possible. Please review the instructions on the proxy or voting instruction card regarding your voting options.

By Order of the Board of Directors

Michael B. Targoff
Vice Chairman of the Board,
Chief Executive Officer and President

April 19, 2011

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Loral Space & Communications Inc.
600 Third Avenue
New York, New York 10016

PROXY STATEMENT

Questions and Answers About the Annual Meeting and Voting

- Why did I receive this proxy statement? We have sent you this Notice of Annual Meeting and Proxy Statement and proxy or voting instruction card because the Board of Directors (the “Board of Directors” or the “Board”) of Loral Space & Communications Inc. (“Loral” or the “Company”) is soliciting your proxy to vote at our Annual Meeting of Stockholders on May 24, 2011 (the “Annual Meeting”). This Proxy Statement contains information about the items being voted on at the Annual Meeting and information about us.
- Who is entitled to vote? You may vote on each matter properly submitted for stockholder action at the Annual Meeting if you were the record holder of our Voting Common Stock, par value \$.01 per share (“Voting Common Stock”), as of the close of business on April 11, 2011. On April 11, 2011, there were 21,192,528 shares of our Voting Common Stock outstanding and entitled to vote at the Annual Meeting.
- How many votes do I have? Each share of our Voting Common Stock that you own entitles you to one vote on each matter properly submitted for stockholder action at the Annual Meeting.
- What am I voting on? You will be voting on the following:
- To elect to the Board of Directors the two current Class II Directors who have been nominated by the Board of Directors and whose terms will expire at the Annual Meeting;
 - To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2011;
 - To approve, on a non-binding, advisory basis, compensation of the Company’s named executive officers as described in this Proxy Statement; and
 - To select, on a non-binding, advisory basis, the frequency of future non-binding, advisory votes on compensation paid to the Company’s named executive officers.
- How do I vote? You may vote in the following ways:

- By Mail: If you are a holder of record, you may vote by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid envelope. If you hold your shares in street name, please complete and mail the voting instruction card.
- By Telephone or Internet: If you hold your shares in street name, you may be able to provide instructions to vote your shares by telephone or over the Internet. Please follow the instructions on your voting instruction card.

- At the Annual Meeting: If you are planning to attend the Annual Meeting and wish to vote your shares in person, we will give you a ballot at the meeting. If your shares are held in street name, you need to bring an account statement or letter from your broker, bank or other nominee indicating that you were the beneficial owner of the shares on April 11, 2011, the record date for voting. You will also need to obtain a proxy from your bank, broker or other nominee to vote the shares you beneficially own at the meeting. Even if you plan to be present at the meeting, we encourage you to complete and mail the enclosed card to vote your shares by proxy.

What if I return my proxy or voting instruction card but do not mark it to show how I am voting? Your shares will be voted according to the instructions you have indicated on your proxy or voting instruction card. If no direction is indicated, your shares will be voted "FOR" the election of the Class II directors who have been nominated by the Board of Directors and "FOR" Proposals 2 and 3 and, with respect to Proposal 4, in favor of holding future non-binding, advisory votes on compensation paid to the Company's named executive officers annually.

May I change my vote after I return my proxy or voting instruction card? You may change your vote at any time before your shares are voted at the Annual Meeting in one of three ways:

- Notify our Corporate Secretary in writing before the Annual Meeting that you are revoking your proxy;
- Submit another proxy by mail, telephone or the Internet (or voting instruction card if you hold your shares in street name) with a later date; or
- Vote in person at the Annual Meeting.

What does it mean if I receive more than one proxy or voting instruction card? It means you have multiple accounts at the transfer agent and/or with banks and stockbrokers. Please vote all of your shares.

What constitutes a quorum? Any number of stockholders, together holding at least a majority in voting power of the capital stock of the Company issued and outstanding and generally entitled to vote in the election of directors, present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of all business. Abstentions and "broker non-votes" are counted as shares "present" at the meeting for purposes of determining whether a quorum exists. A "broker non-vote" occurs when shares held of record by a bank, broker or other holder of record for a beneficial owner are deemed present at the meeting for purposes of a quorum but are not voted on a particular proposal because that record holder does not have discretionary voting power for that particular matter under the applicable rules of the Nasdaq

National Market and has not received voting instructions from the beneficial owner.

What vote is required in order to approve Proposals 1 and 2?	<p>Proposal 1 (Election of Directors): The two current Class II directors who have been nominated by the Board of Directors will be elected to the Class II directorships by plurality vote. This means that the two nominees with the most votes cast in their favor will be elected to the Class II directorships. Votes withheld from one or more director nominees will have no effect on the election of any director from whom votes are withheld. If you do not want to vote your shares for a nominee, you may indicate that in the space provided on the proxy card or the voting instruction card or withhold authority as prompted during telephone or Internet voting. In the unanticipated event that a director nominee is unable or declines to serve, the proxy will be voted for such other person as shall be designated by the Board of Directors to replace the nominee, or in lieu thereof, the Board may reduce the number of directors.</p>
What is the standard for approving the non-binding, advisory proposals (Proposals 3 and 4)?	<p>Proposal 2 (Ratification of Appointment of Deloitte & Touche LLP): This proposal requires the affirmative vote of the holders of a majority of the voting power of our outstanding Voting Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal 2. Abstentions will have the effect of votes against the proposal. “Broker non-votes,” if any, will not have any effect on the adoption of the proposal.</p> <p>Proposal 3 (Advisory Vote on Compensation Paid to Named Executive Officers): This proposal requires the affirmative vote of the holders of a majority of the voting power of our outstanding Voting Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal 3. Abstentions will have the effect of votes against the proposal. “Broker non-votes,” if any, will not have any effect on the adoption of the proposal. The results of this vote are not binding on the Board, whether or not it is adopted by the aforementioned voting standard. In evaluating the vote on this advisory resolution, the Board will consider the voting results in their entirety.</p> <p>Proposal 4 (Advisory Vote on Frequency of Future Advisory Votes on Compensation Paid to Named Executive Officers): The voting option (1 year, 2 years or 3 years), if any, that receives the affirmative vote of the holders of a majority of the voting power of our outstanding Voting Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal 4 will be the option adopted by the stockholders, in accordance with the Company’s Bylaws. Abstentions will have the same effect as a vote against each of the voting options. “Broker non-votes,” if any, will have no effect on the outcome of the advisory vote. The results of this vote are</p>

not binding on the Board, whether or not it is adopted by the aforementioned voting standard. The Board will, however, consider the voting results, along with other relevant factors, in determining the frequency of future advisory votes on compensation paid to our named executive officers.

May my broker vote my shares?

Brokers may no longer use discretionary authority to vote shares on the election of directors or non-routine matters if they have not received instructions from their clients. It is important, therefore, that you cast your vote if you want it to count in the election of directors (Proposal 1), in the advisory vote on compensation paid to our named executive officers (Proposal 3) or the advisory vote on the frequency of future advisory votes on compensation paid to our named executive officers (Proposal 4). Your broker has the authority to exercise discretion with respect to ratification of appointment of Deloitte & Touche LLP (Proposal 2) if it has not received your instructions for that proposal because that matter is treated as routine under applicable rules.

How will voting on any other business be conducted?

We do not know of any business or proposals to be considered at the Annual Meeting other than those set forth in this Proxy Statement. If any other business is properly presented at the Annual Meeting, the proxies received from our stockholders give the proxy holders the authority to vote on the matter in their sole discretion. In accordance with our Bylaws, no business (other than the election of the two current Class II directors who have been nominated by the Board of Directors and Proposals 2, 3 and 4) may be brought before the Annual Meeting unless such business is brought by or at the direction of the Board or a committee of the Board.

Who will count the votes?

Registrar & Transfer Company will act as the inspector of election and will tabulate the votes.

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting to Be Held on May 24, 2011**

The 2011 Proxy Statement, a form of proxy and Loral's Annual Report on Form 10-K for the year ended December 31, 2010 are available at: www.loral.com.

PROPOSAL 1 — ELECTION OF DIRECTORS

The Company has three classes of directors serving staggered three-year terms, with each of Class I and Class II consisting of two directors and Class III consisting of three directors. The terms of the Class I, II and III directors expire on the date of the Annual Meeting in 2013, 2011 and 2012, respectively.

At the Annual Meeting, stockholders will be asked to elect the two current Class II directors who have been nominated by the Board. Messrs. Harkey and Targoff, each of whom is a current Class II director, are the nominees to serve as Class II directors for a new three-year term. Each nominee will serve for a term of three years, and will remain in office until a qualified successor director has been elected, or until he resigns or is removed from the Board. Class II directors will be elected by plurality vote. The Board of Directors unanimously recommends a vote FOR the director nominees.

Nominees for Election to the Board of Directors in 2011

The following are brief biographical sketches of each of our nominees, including their experience, qualifications, attributes and skills, which, taken as a whole, have enabled the Board to conclude that each nominee should, in light of the Company's business and structure, serve as a director of the Company.

Class II — Nominees Whose Terms Will Expire in 2014

John D. Harkey, Jr.

Age:	50
Director Since:	November 2005
Class:	Class II
Business Experience:	Mr. Harkey has been Chairman and Chief Executive Officer of Consolidated Restaurant Companies, Inc. since 1998.
Other Directorships:	Director and Chairman of the Audit Committee of Energy Transfer Equity, L.P. and Emisphere Technologies, Inc.; Director and member of the Nominating and Corporate Governance Committee of Leap Wireless International, Inc.; Chairman of the Board and member of the Audit Committee of Regency Energy Partners LP.
Qualifications:	Mr. Harkey's qualifications for service on our Board include his ability to provide the insight and perspectives of a successful and long-serving active chief executive officer of a major restaurant company. His service on the boards of several other public companies in diverse industries allows him to offer a broad perspective on corporate governance, risk management and operating issues facing corporations today.

Michael B. Targoff

Age:	66
Director Since:	November 2005

Class: Class II

Business Experience: Mr. Targoff has been Chief Executive Officer of Loral since March 1, 2006, President since January 8, 2008 and Vice Chairman of Loral since November 21, 2005. Mr. Targoff also has been a Director and member of the Audit Committee of Telesat Holdings Inc. (“Telesat Holdings”) since the Company acquired its interest in Telesat Holdings in October 2007. From 1998 to February 2006, Mr. Targoff was founder and principal of Michael B. Targoff & Co., a private investment company.

Other Directorships
(current): Director, Chairman of the Audit Committee and member of the Compensation Committee and Nominating and Corporate Governance Committee of Leap Wireless International, Inc.; Director and Chairman of the Banking and Finance Committee and the Corporate Governance Committee of ViaSat, Inc.

Other Directorships
(previous within the last five years): Chairman of the Board and member of the Audit Committee of CPI International, Inc.

Qualifications: Mr. Targoff's qualifications for service on our Board include his extensive understanding and knowledge of our business and the satellite industry, as well as demonstrated leadership skills and operating experience, acquired during more than 20 years of serving as a senior executive of the Company and its predecessors. As a director of other public and private companies in the telecommunications industry, Mr. Targoff also brings to the Company a broad-based business knowledge and substantial financial expertise.

Continuing Members of the Board of Directors

The following are brief biographical sketches of each of our directors whose term continues beyond 2011 and who is not subject to election this year, including their experience, qualifications, attributes and skills, which, taken as a whole, have enabled the Board to conclude that each director should, in light of the Company's business and structure, serve as a director of the Company.

Class III — Directors Whose Terms Expire in 2012

Sai S. Devabhaktuni

Age: 39

Director Since: November 2005

Class: Class III

Business Experience: Mr. Devabhaktuni is a private investor. From 1998 to May 2010, Mr. Devabhaktuni served MHR Fund Management LLC ("MHR") in various capacities, including as a managing principal since 2001. MHR is an investment manager of various private investment funds that invest in inefficient market sectors, including special situation equities and distressed investments.

Qualifications: Mr. Devabhaktuni's qualifications for service on our Board include his ability to bring and apply to the Company and its business his deep and extensive financial analytical skills and expertise developed while analyzing investment opportunities, as well as monitoring and supervising multiple investments during his tenure at MHR. In addition, his thorough knowledge and analysis of various industries, including ours, enable him to offer the Board a broad perspective on the trends and competitive landscape that we face.

Hal Goldstein

Age: 45

Director Since: November 2005

Class: Class III

Business Experience: Mr. Goldstein is a co-founder of MHR and is currently a managing principal of MHR. Mr. Goldstein has served MHR in various capacities since 1996.

Qualifications: Mr. Goldstein's qualifications for service on our Board include his significant supervisory and oversight experience, as well as transactional expertise gained while structuring, acquiring and monitoring multiple and diverse portfolio investments and investment opportunities on behalf of MHR over the last 15 years. His role as a co-founder of MHR, together with his experience serving on the boards of various companies, also allows him to offer a broad perspective on corporate governance, risk management and operating issues facing corporations today.

Mark H. Rachesky, M.D.

Age: 52

Director Since: November 2005

Class: Class III

Business Experience: Dr. Rachesky has been non-executive Chairman of the Board of Directors of Loral since March 1, 2006. Dr. Rachesky also has been non-executive Chairman of the Board and a member of the Compensation Committee and Corporate Governance Committee of Telesat Holdings since the Company acquired its interest in Telesat Holdings in October 2007. Dr. Rachesky is a co-founder of MHR and has been its President since 1996.

Other Directorships (current): Non-executive Chairman of the Board, Chairman of the Nominating and Corporate Governance Committee and member of the Compensation Committee of Leap Wireless International, Inc.; Director and member of the Governance and Nominating Committee and Compensation Committee of Emisphere Technologies, Inc.; Director, Chairman of the Strategic Advisory Committee and member of the Compensation Committee of Lions Gate Entertainment Corp.

Other Directorships (previous within the last five years): Director of NationsHealth Inc. and Neose Technologies, Inc.

Qualifications: Dr. Rachesky's qualifications for service on our Board include his demonstrated leadership skills as well as his extensive financial expertise and broad-based business knowledge and relationships. In addition, as the President of MHR, with a demonstrated investment record in companies engaged in a wide range of businesses over the last 15 years, together with his experience as chairman and director of other public and private companies, Dr. Rachesky brings to the Company broad and insightful perspectives relating to economic, financial and business conditions affecting the Company and its strategic direction.

Class I — Directors Whose Terms Expire in 2013

Arthur L. Simon

Age: 79

Director Since: November 2005

Class: Class I

Business Experience: Mr. Simon is an independent consultant. Before his retirement, Mr. Simon was a partner at Coopers & Lybrand L.L.P., Certified Public Accountants, from 1968 to 1994.

Other Directorships: Director and member of the Audit and Corporate Governance Committees of L-3 Communications Corporation.

Qualifications: Mr. Simon's qualifications for service on our Board include his significant experience in the satellite industry, having served as a director of the Company and its predecessor for 15 years. He also has significant expertise and background with regard to accounting and internal controls, having served in a public accounting firm for 38 years, 25 of which were as a partner, and having founded the aerospace/defense contracting group at his former firm. In addition, he brings to the Company substantial business knowledge gained while serving as an independent director for another public company in the aerospace and defense industry.

John P. Stenbit

Age: 70

Director Since: June 2006

Class: Class I

Business Experience: Mr. Stenbit is a consultant for various government and commercial clients. Mr. Stenbit is also Director and Chairman of the Audit Committee of Defense Group Inc., a private corporation, a Trustee of The Mitre Corp., a not-for-profit corporation, and a member of the Advisory Boards of the Missile Defense Agency, the Defense Intelligence Agency, the National Security Agency and the Science Advisory Group of the US Strategic Command. From 2001 to his retirement in March 2004, he was Assistant Secretary of Defense of Networks and Information Integration/Department of Defense Chief Information Officer.

Other Directorships (current): Director and member of the Nominating and Corporate Governance and Compensation and Human Resources Committees of ViaSat, Inc.

Other Directorships (previous within the last five years): Director and member of the Governance and Nominating and Audit Committees of SM&A Corporation; Director and member of the Corporate Governance and Compensation Committees of SI International, Inc.; Director and member of the Nominating and Corporate Governance, Audit and Compensation Committees of Cogent, Inc.

Qualifications: Mr. Stenbit's qualifications for service on our Board include his significant experience in the aerospace and satellite industries, having previously served as a senior executive of TRW for 10 years in positions with financial oversight responsibilities. He also has had a distinguished career of government service focused on the telecommunications and command and control fields. In addition, he brings to the Company a breadth of business knowledge gained while serving as an independent director for other technology companies.

Additional Information Concerning the Board of Directors of the Company

During 2010, the Board of Directors held seven meetings. No director attended fewer than 75% of the aggregate of the total number of meetings of the Board of Directors and of committees of the Board of which he was a member. We do not have a policy regarding directors' attendance at annual meetings.

The Company is listed on the Nasdaq Stock Market and complies with the Nasdaq listing requirements regarding independent directors. Under Nasdaq's Marketplace Rules, the definition of an "independent director" is a person other than an executive officer or employee of the company or any other individual having a relationship which, in the opinion of the issuer's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board of Directors has reviewed such information as the Board has deemed appropriate for purposes of determining whether any of the directors has a relationship which, in the opinion of the

Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, including the beneficial ownership by our directors of Voting Common Stock (see “Ownership of Voting Common Stock – Voting Common Stock Ownership by Directors and Executive Officers”) and transactions between the Company on the one hand, and our directors and their affiliates, on the other hand (see “Certain Relationships and Related Party Transactions”). Based on such review, the Board of Directors has determined that all of our directors, except for Mr. Targoff, are independent directors; independent directors, therefore, constitute a majority of our Board. Non-management directors meet periodically in executive session without members of the Company’s management at the conclusion of regularly scheduled Board meetings.

Indemnification Agreements

We have entered into Officers' and Directors' Indemnification Agreements (each, an "Indemnification Agreement") with our directors and officers (each officer and director with an Indemnification Agreement, an "Indemnitee"). The Indemnification Agreement requires us to indemnify the Indemnitee if the Indemnitee is a party to or threatened to be made a party to or is otherwise involved in any Proceeding (as that term is used in the Indemnification Agreement), except with regard to any Proceeding by or in our right to procure a judgment in our favor, against all Expenses and Losses (as those terms are used in the Indemnification Agreement), including judgments, fines, penalties and amounts paid in settlement, subject to certain conditions, actually and reasonably incurred in connection with such Proceeding, if the Indemnitee acted in good faith for a purpose which he or she reasonably believed to be in or not opposed to our best interests. With regard to Proceedings by or in our right, the Indemnification Agreement provides similar terms of indemnification; no indemnification will be made, however, with respect to any claim, issue or matter as to which the Indemnitee shall have been adjudged to be liable to us, unless a court determines that the Indemnitee is entitled to indemnification for such portion of the Expenses as the court deems proper, all as detailed further in the Indemnification Agreement. The Indemnification Agreement also requires us to indemnify an Indemnitee where the Indemnitee is successful, on the merits or otherwise, in the defense of any claim, issue or matter therein, as well as in other circumstances delineated in the Indemnification Agreement. The indemnification provided for by the Indemnification Agreement is subject to certain exclusions detailed therein. Our subsidiaries, Space Systems/Loral, Inc. ("SS/L") and Loral Holdings Corporation, both guarantee the due and punctual payment of all of our obligations under the Indemnification Agreements.

We have received requests for indemnification from our directors for any losses or costs they incurred as a result of certain shareholder lawsuits. See "Certain Relationships and Related Transactions – Indemnification of Directors."

Directors and Officers Liability Insurance

We have purchased insurance from various insurance companies against obligations we might incur as a result of our indemnification obligations of directors and officers for certain liabilities they might incur and insuring such directors and officers for additional liabilities against which they might not be indemnified by us. We have also procured coverage for our own liabilities in certain circumstances. Our cost for the annual insurance premium covering the period from November 21, 2010 to November 20, 2011 is \$1,255,978.

Board Leadership Structure

Our Bylaws do not require that the positions of Chairman of the Board and Chief Executive Officer be held by the same person or by different individuals, and our Board does not have a formal policy with respect to the separation or combination of these offices. Currently, the offices of Chairman of the Board and Chief Executive Officer are separated because the Board believes that it is in the best interests of the Company and its stockholders to structure the leadership of the Company in this way. The Board believes that the separation of these two roles provides, at present, the best balance of these important responsibilities, with the Chairman directing the Company's overall strategic direction and the Chief Executive Officer focusing on developing and implementing the Board-approved strategic vision and managing its day-to-day operations. Dr. Mark Rachesky serves as non-executive Chairman of the Board and Michael Targoff serves as Vice Chairman, Chief Executive Officer and President. The Board believes that it is appropriate for Dr. Rachesky to serve as non-executive Chairman because he is co-founder and President of MHR, our largest stockholder, and has extensive knowledge of and experience with our industry, demonstrated financial skills and a history of innovation and independent thinking, all of which enable him to provide broad insights and perspective in leading the Board. The Board believes that, given Mr. Targoff's understanding of the history and operations of the Company, his knowledge of the satellite industry, his wealth of executive management experience and his entrepreneurial style and abilities, Mr. Targoff is well suited to focus on development and implementation of

both the Company's strategic initiatives as well as its day-to-day operations. Dr. Rachesky and Mr. Targoff frequently consult with one another with respect to all significant matters affecting the Company.

Board Role in Risk Oversight

The Board recognizes its duty to assure itself that the Company has effective procedures for assessing and managing risks to the Company's governance, strategy and planning, operations and infrastructure, compliance and reporting. The Board has delegated to the Audit Committee the responsibility for monitoring and overseeing the Company's processes and procedures for risk assessment, risk management and compliance, including periodic reports on compliance with law and Company policies and consequent corrective action, if any. At the request of the Audit Committee, management has developed and implemented a comprehensive enterprise risk management program. This program identifies and focuses on the particular risks that the Company faces, determines the risks that could have a material adverse effect on the Company, establishes and documents a mitigation plan for all significant risks and identifies risks that may not be able to be mitigated. The enterprise risk management program is in the process of being linked to the Company's existing program for compliance with Sarbanes Oxley 404 and is being coordinated with existing entity level controls and financial risk and fraud assessment processes that are also in place. The Chair of the Audit Committee reports on any significant risk matters to the Board as part of his reports on the Committee's meetings and activities.

Director Compensation

Board and Committee Compensation Structure

The Board of Directors has adopted a compensation structure for directors designed to achieve the following goals:

- Fairly pay directors for work required for a company of Loral's size and scope;
- Align directors' interests with the long-term interests of stockholders; and
- Provide a compensation structure that is simple, transparent and easy to understand.

In 2010, the Board revised the annual fees payable for service on the Board and for service on the Audit Committee. The compensation structure that was adopted is as follows:

Board and Committee Compensation Structure

	Annual Fee(1)	In-Person Meeting Fee(2)	Telephonic Meeting Fee (over 30 minutes)(3)	Annual Stock Award(4)	Medical
Board of Directors	\$ 60,000	\$ 1,500	\$ 1,000	2,000 Restricted Stock Units; 5,000 Restricted Stock Units for non-executive Chairman (vesting over two years)	Eligible for Loral Medical Plan at Company's expense if not otherwise employed full-time
Executive Committee	No extra fees unless set on an ad hoc basis by Board of Directors				

Audit Committee

Chairman	\$ 20,000	\$ 1,000	\$ 500
Member	\$ 10,000	\$ 1,000	\$ 500

Compensation Committee

Chairman	\$ 5,000	\$ 1,000	\$ 500
Member	\$ 2,000	\$ 1,000	\$ 500

Nominating Committee

Chairman	\$ 5,000	\$ 1,000	\$ 500
Member	\$ 2,000	\$ 1,000	\$ 500

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- (1) Annual fees are payable to all directors, including Company employees.
 - (2) In-person meeting fees are not paid to Company employees.
 - (3) Telephonic meeting fees are not paid to Company employees. For meetings of less than 30 minutes in duration, per meeting fees may be paid if, in the discretion of the Chairman of the Board or Committee, as applicable, meaningful preparation was required in advance of the meeting.
 - (4) The annual grant of restricted stock units is not awarded to directors who are Company employees.

Directors Compensation for Fiscal 2010

For fiscal year 2010, Loral provided the compensation set forth in the table below to its directors.

On May 18, 2010, the Board of Directors approved grants of 15,000 restricted stock units to our non-executive directors as a group as compensation for services rendered during 2010 (5,000 units to Dr. Rachesky and 2,000 units to each of Messrs. Devabhaktuni, Goldstein, Harkey, Simon and Stenbit). These restricted stock units vest evenly on the first and second anniversary of the grant date, and each director's restricted stock units will be settled on the earlier of death of the director, the date the director undergoes a separation of service from the Company and the date of a change in control of the Company.

2010 Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards(1) (\$)	All Other Compensation (\$)	Total
Mark H. Rachesky, M.D.	\$71,000	\$191,700	—	\$262,700
Michael B. Targoff(2)	\$60,000	—	—	\$60,000
Sai Devabhaktuni	\$65,000	\$76,680	\$ 4,946 (3)	\$146,626
Hal Goldstein	\$67,500	\$76,680	—	\$144,180
John D. Harkey, Jr.	\$87,500	\$76,680	—	\$164,180
Arthur L. Simon	\$92,000	\$76,680	—	\$168,680
John P. Stenbit	\$114,000 (4)	\$76,680	—	\$190,680

(1) The amounts in the "Stock Awards" column represent the aggregate grant date fair value of restricted stock units granted to our directors on May 18, 2010. All amounts are based on the average of the high and low price of our Voting Common Stock on the date of grant (\$38.34 per unit). As of December 31, 2010, Dr. Rachesky held 10,000, and each of Messrs. Devabhaktuni, Goldstein, Harkey, Simon and Stenbit held 4,000, restricted stock units, respectively.

(2) Does not include compensation paid to Mr. Targoff in his capacity as Chief Executive Officer and President of the Company, which compensation is set forth below under "Executive Compensation – Compensation Tables – Summary Compensation Table." Does not include a grant of restricted stock units in March 2010 awarded to Mr. Targoff in his capacity as Chief Executive Officer and President of the Company. See "Compensation Tables – Outstanding Equity Awards at 2010 Fiscal Year End."

(3) Represents cost of participation by Mr. Devabhaktuni in the Company's medical and dental insurance program.

(4)

Includes \$31,000 of per diem fees received in 2010 by Mr. Stenbit for service on special committees of the Board (\$21,000 with respect to service on a special committee formed, in connection with an indemnification claim by the directors affiliated with MHR, to determine the amount of defense costs properly allocable to the MHR-affiliated directors in their capacity as Loral directors and for which they are entitled to indemnification (see “Certain Relationships and Related Transactions – Indemnification of Directors”); and \$10,000 for service on a special committee formed to investigate and advise the Board regarding certain allegations that SS/L misused a customer’s trade secrets and proprietary patentable technology).

Committees of the Board of Directors

The Company's standing committees of the Board of Directors are the Audit Committee, the Compensation Committee, the Executive Committee and the Nominating Committee. The charters of the Audit Committee, the Compensation Committee and the Nominating Committee are available on the Investor Relations — Corporate Governance section of our website at www.loral.com. These documents are also available upon written request to: Investor Relations, Loral Space & Communications Inc., 600 Third Avenue, New York, New York 10016. The Executive Committee does not have a charter. Information concerning these committees is set out below.

Audit Committee

Members:	Arthur L. Simon (Chairman), John D. Harkey, Jr., John P. Stenbit
Number of Meetings in 2010:	10

The Board of Directors has determined that all of the members of the Audit Committee meet the independence and experience requirements of the Securities and Exchange Commission ("SEC") and the Nasdaq Stock Market. Moreover, the Board of Directors has determined that one of the Committee's members, Mr. Simon, qualifies as an "audit committee financial expert" as defined by the SEC. The Board of Directors has also determined, as required by the Audit Committee charter, that Mr. Harkey's service on the audit committee of more than three public companies does not impair his ability to effectively serve as a member of our Audit Committee.

The Audit Committee is generally responsible for, among other things, (i) the appointment, termination and compensation of the Company's independent registered public accounting firm and oversight of their services; (ii) approval of any non-audit services to be performed by the independent registered public accounting firm and related compensation; (iii) reviewing the scope of the audit proposed for the current year and its results; (iv) reviewing the adequacy of our disclosure and accounting and financial controls; (v) reviewing the annual and quarterly financial statements and related disclosures with management and the independent registered public accounting firm; (vi) monitoring the Company's and the independent registered public accounting firm's annual performance under the requirements of Sarbanes Oxley Act Section 404; and (vii) reviewing the internal audit function and findings from completed internal audits. The Audit Committee is also responsible for monitoring and overseeing the Company's processes and procedures for risk assessment, risk management and compliance (see "Additional Information Concerning the Board of Directors of the Company – Board Role in Risk Oversight").

Compensation Committee

Members:	Mark H. Rachesky, M.D. (Chairman), John D. Harkey, Jr.
Number of Meetings in 2010:	7

Our Compensation Committee has primary responsibility for overseeing our executive compensation program, including compensation of our named executive officers listed in the compensation tables that follow. Our Compensation Committee is composed of independent directors, as determined by Nasdaq listing standards. The Committee's responsibilities are set forth in its charter. In order to fulfill its responsibilities pertaining to executive and director compensation, the Committee:

- Reviews, approves and, when appropriate, recommends to the Board the compensation of officers and other senior executives of the Company;

Proposes the adoption, amendment and termination of compensation plans and programs and oversees the administration of these plans and programs;

• Reviews, approves and, when appropriate, recommends to the Board the form and amount of all stock incentive awards provided to eligible executives pursuant to our Amended and Restated 2005 Stock Incentive Plan; and

- Reviews and recommends to the Board the form and amount of compensation paid to the Company's directors.

Our Compensation Committee has the authority to retain a consulting firm to assist it in the evaluation of compensation for our officers and has the authority to approve the consultant's fees and other retention terms. In 2010, the Committee retained Hewitt Associates LLC ("Hewitt" which, as of October 1, 2010, became a subsidiary of Aon Corporation and conducts business as Aon Hewitt) as its executive compensation consultant. In selecting this consultant, the Committee considered the reputation and experience of the consultant as well as its independence. During the course of the year, Hewitt assisted the Compensation Committee by offering market perspectives and recommendations on annual pay and compensation programs currently in place at the Company's subsidiary, SS/L.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a present or former officer of, or employed by, the Company or its subsidiaries. None of our executive officers serves as a member of the board of directors or compensation committee of any other entity the executive officers of which entity serve either on the Company's Board of Directors or Compensation Committee. Dr. Rachesky is a co-founder and President of MHR, affiliated funds of which have engaged in transactions with the Company. See "Certain Relationships and Related Transactions – MHR Fund Management LLC."

Executive Committee

Members:	Michael B. Targoff (Chairman), Mark H. Rachesky, M.D.
Number of Meetings in 2010:	None

The Executive Committee performs such duties as are from time to time determined and assigned to it by the Board of Directors.

Nominating Committee

Members:	John D. Harkey, Jr. (Chairman), Hal Goldstein
Number of Meetings in 2010:	None

The Nominating Committee assists the Board of Directors in (i) identifying individuals qualified to become members of the Board (consistent with criteria approved by the Board) and (ii) selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders. The Nominating Committee will consider candidates for nomination as a director recommended by stockholders, directors, officers, third party search firms and other sources. Under its charter, the Nominating Committee seeks director nominees who have demonstrated exceptional ability and judgment. Nominees will be chosen with the primary goal of ensuring that the entire Board collectively serves the interests of the stockholders. Due consideration will be given to assessing the qualifications of potential nominees and any potential conflicts with the Company's interests. The Nominating Committee will also assess the contributions of the Company's incumbent directors in connection with their potential re-nomination. In identifying and recommending director nominees, the Nominating Committee members may take into account such factors as they determine appropriate, including any recommendations made by the Chief Executive Officer and stockholders of the Company. The Nominating Committee will review all candidates in the same manner, regardless of the source of the recommendation. Individuals recommended by stockholders for nomination as a director will be considered in accordance with the procedures described under "Other Matters – Stockholder Proposals for 2012."

Neither the nominating committee nor the Board has a formal policy with regard to the consideration of diversity in identifying director candidates. As discussed above, however, the primary goal of the Nominating Committee is to

identify candidates to ensure that the entire Board collectively serves the interests of the stockholders. Thus, in striving to achieve this goal, the Nominating Committee believes it is appropriate to consider a broad range of factors, including, among others, age, experience, skill, judgment and diversity of ethnic and cultural background of candidates for director.

PROPOSAL 2 — INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Stockholders will act upon a proposal to ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company. If the stockholders, by the affirmative vote of the holders of a majority of the voting power of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on this proposal, do not ratify the selection of Deloitte & Touche LLP, the selection of the independent registered public accounting firm will be reconsidered by the Audit Committee.

Background

The Audit Committee has selected Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2011. Deloitte & Touche LLP has advised the Company that it has no direct or indirect financial interest in the Company or any of its subsidiaries and that it has had, during the last three years, no connection with the Company or any of its subsidiaries other than as our independent registered public accounting firm and certain other activities as described below.

In accordance with its charter, the Audit Committee has established pre-approval policies with respect to annual audit, other audit and audit related services and certain permitted non-audit services to be provided by our independent registered public accounting firm and related fees. The Audit Committee has pre-approved detailed, specific services. Fees related to the annual audits of our consolidated financial statements, including the Section 404 attestation, are specifically approved by the Audit Committee on an annual basis. All fees for pre-approved other audit and audit related services are pre-approved annually or more frequently, if required, up to a maximum amount equal to 50% of the annual audit fee as reported in our most recently filed proxy statement with the SEC. All fees for pre-approved permitted non-audit services are pre-approved annually or more frequently, if required, up to a maximum amount equal to 50% of the fees for audit and audit related services as reported in our most recently filed proxy statement with the SEC. The Audit Committee also pre-approves any proposed engagement to provide permitted services not included in the approved list of audit and permitted non-audit services and for fees in excess of amounts previously pre-approved. The Audit Committee chairman or another designated committee member may approve these services and related fees and expenses on behalf of the Audit Committee and report such to the Audit Committee at the next regularly scheduled meeting.

Financial Statements and Reports

The financial statements of the Company for the year ended December 31, 2010 and the reports of the independent registered public accounting firm will be presented at the Annual Meeting. Deloitte & Touche LLP will have a representative present at the meeting who will have an opportunity to make a statement if he or she so desires and to respond to appropriate questions from stockholders.

Services

During 2009 and 2010, Deloitte & Touche LLP and its affiliates (collectively, "Deloitte") provided services consisting of the audit of the annual consolidated financial statements and internal controls over financial reporting of the Company, review of the quarterly financial statements of the Company, stand-alone audits of subsidiaries, accounting consultations and consents and other services related to SEC filings and registration statements filed by the Company and its subsidiaries and other pertinent matters. Deloitte also provided other permitted services to the Company in 2009 and 2010 consisting primarily of tax compliance, consultation and related services.

Audit Fees

The aggregate fees billed or expected to be billed by Deloitte for professional services rendered for the audit of the Company's annual consolidated financial statements and internal controls over financial reporting for the fiscal years ended 2009 and 2010, for the reviews of the condensed consolidated financial statements included in the Company's Quarterly Reports on Form 10-Q for the 2009 and 2010 fiscal years, for stand-alone audits of our subsidiaries and for accounting research and consultation related to the audits and reviews totaled approximately \$2,854,800 for 2009 and \$3,171,000 for 2010. These fees were approved by the Audit Committee.

Audit-Related Fees

The aggregate fees billed by Deloitte for audit-related services for the fiscal years ended 2009 and 2010 were \$54,000 and \$800,600, respectively. These fees related to research and consultation on various filings with the SEC and were approved by the Audit Committee.

Tax Fees

The aggregate fees billed by Deloitte for tax-related services for the fiscal years ended 2009 and 2010 were \$1,393,900 and \$857,100, respectively. These fees related to tax consultation, preparation of federal and state tax returns and related services and were approved by the Audit Committee.

All Other Fees

There were no fees billed by Deloitte for services rendered to the Company other than the services described above under "Audit Fees," "Audit-Related Fees" and "Tax Fees" for the fiscal years ended 2009 and 2010.

In its approval of these non-audit services, the Audit Committee has considered whether the provision of non-audit services is compatible with maintaining Deloitte's independence.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR THE PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.

PROPOSAL 3 — ADVISORY VOTE ON
COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS

As required by Rule 14a-21(a) of the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”), we are seeking an advisory vote on the compensation of the Company’s named executive officers as disclosed in the section of this Proxy Statement titled “Executive Compensation,” including the Compensation Discussion and Analysis, compensation tables and narrative discussion that follows the tables.

Our compensation program for our named executive officers is designed to (i) attract and retain high quality named executive officers, who are critical to our long-term success; (ii) motivate and reward our named executive officers for achieving our short-term business and long-term strategic goals; and (iii) align the financial interests of our named executive officers with those of our stockholders. During 2010, the Compensation Committee based bonus compensation for our named executive officers predominantly on the achievement of certain financial goals. The Company far exceeded the established targets, and, as a result, 2010 bonuses were, for most components, paid at the highest level. Moreover, although no equity awards were granted in 2010, prior equity awards continued to incentivize our named executive officers and align their interests with those of our stockholders.

Stockholders are urged to read the Compensation Discussion and Analysis, compensation tables and narrative discussion in this Proxy Statement, which discusses in greater detail our compensation philosophy, policies and procedures. The Board believes that the compensation paid to our named executive officers is necessary, appropriate and properly aligned with our compensation philosophy and policies.

Stockholders are being asked to approve the following advisory resolution:

RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby APPROVED.

Although the vote is non-binding, the Board of Directors and the Compensation Committee will consider the voting results, along with other relevant factors, in connection with their ongoing evaluation of the Company’s compensation programs.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES, ON A NON-BINDING, ADVISORY BASIS, FOR THE PROPOSAL TO APPROVE THE COMPANY’S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THIS PROXY STATEMENT.

**PROPOSAL 4 — ADVISORY VOTE ON
THE FREQUENCY OF FUTURE ADISORY VOTES ON
COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS**

Pursuant to Rule 14a-21(b) of the Securities Exchange Act, we are asking stockholders to vote on whether future advisory votes on compensation paid to the Company's named executive officers should occur every year, every two years or every three years.

After careful consideration, the Board of Directors has determined that holding an annual advisory vote on compensation paid to our named executive officers is the most appropriate policy for the Company at this time and recommends that stockholders vote for the Company to hold annual advisory votes on such compensation. In formulating its recommendation, the Board of Directors recognized that the Company's executive compensation programs are designed to promote a long-term connection between pay and performance. The Board of Directors also considered, however, that, because executive compensation disclosures are made annually, an annual advisory vote on executive compensation will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. We understand that our stockholders may have different views as to what is the best approach for the Company on this matter, and we look forward to hearing from our stockholders on this proposal.

You may vote to have the advisory vote held annually, every two years or every three years, or you may abstain. You are not voting to approve or disapprove the Board's recommendation. The vote is advisory and non-binding. The Board will, however, consider the voting results, along with other relevant factors, in determining the frequency of future advisory votes on compensation paid to our named executive officers.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES, ON A NON-BINDING, ADVISORY BASIS, FOR AN ANNUAL VOTE ON COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.

REPORT OF THE AUDIT COMMITTEE

The Directors who serve on the Audit Committee are all “independent” for purposes of Nasdaq listing standards and applicable SEC rules and regulations. Among its functions, the Audit Committee reviews the financial reporting process of the Company on behalf of the Board of Directors. Management has the primary responsibility for the consolidated financial statements and the financial reporting process. The independent registered public accounting firm is responsible for expressing opinions on the conformity of the Company’s financial statements to accounting principles generally accepted in the United States of America and on the effectiveness, in all material respects, of internal control over financial reporting, based on criteria established in “Internal Control – An Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have reviewed and discussed with management the Company’s Annual Report on Form 10-K for the year ended December 31, 2010, which includes the Company’s audited consolidated financial statements for the year ended December 31, 2010, and management’s assessment of, and the independent audit of, the effectiveness of the Company’s internal control over financial reporting as of December 31, 2010.

For 2010, the Audit Committee operated under a written charter adopted by the Board of Directors which is available on the Company’s website at www.loral.com. All of the responsibilities enumerated in such charter, as in effect during 2010, were fulfilled for the year ended December 31, 2010.

We have reviewed and discussed with management and the independent registered public accounting firm, Deloitte & Touche LLP, the Company’s consolidated financial statements as of and for the year ended December 31, 2010.

We have discussed with the independent registered public accounting firm, Deloitte & Touche LLP, the matters required to be discussed by the Sarbanes-Oxley Act of 2002 and PCAOB Interim Standard, Communication with Audit Committees, as amended, Rule 2-07, Communication with the Audit Committee, of Regulation S-X of the SEC and PCAOB Auditing Standard No. 5.

We have received and reviewed the written disclosures from Deloitte & Touche LLP, required by PCAOB Rule 3526, “Communications with Audit Committees Concerning Independence,” and have discussed with the independent registered public accounting firm the firm’s independence.

Based on the activities referred to above, we recommended to the Board of Directors that the financial statements referred to above be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

The Audit Committee

Arthur L. Simon, Chairman
John D. Harkey, Jr.
John P. Stenbit

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Discussion and Analysis explains the Company's executive compensation program as it relates to the following named executive officers.

Name	Title
Michael B. Targoff	Vice Chairman of the Board of Directors, Chief Executive Officer and President
John Celli	President of Space Systems/Loral, Inc.
Richard P. Mastoloni	Senior Vice President – Finance and Treasurer
Harvey B. Rein	Senior Vice President and Chief Financial Officer
Avi Katz	Senior Vice President, General Counsel and Secretary

Objectives and Philosophy

Our compensation program for our executive officers, including our named executive officers, is established and administered by our Compensation Committee (the "Committee") and is designed to (i) attract and retain high quality named executive officers, who are critical to our long-term success; (ii) motivate and reward our named executive officers for achieving our short-term business and long-term strategic goals; and (iii) align the financial interests of our named executive officers with those of our stockholders.

Compensation for our named executive officers consists of "total direct compensation," certain other compensatory benefits (including perquisites, nonqualified deferred compensation and retirement benefits) and potential compensation payable in the event of the executive's termination of employment. "Total direct compensation" is comprised of base salary, annual bonus compensation (identified in the Summary Compensation Table below in the Non-Equity Incentive Plan Compensation column) and long-term incentive compensation in the form of equity awards. Each of these elements of total direct compensation is discussed in more detail below.

Specifically, in order to attract and retain high quality executive officers, the Committee seeks to provide compensation for the named executive officers at levels that are competitive in our industry, which is highly specialized and generally comprised of firms that are significantly larger in size than we are and for which the supply of qualified and talented executives is limited. For these reasons, the Committee seeks to set target total direct compensation levels for our named executive officers between the 50th and 75th percentile for comparable positions at our peer companies, if target levels for our performance measures are achieved. In addition, our executive compensation program is designed to provide performance-based compensation that rewards our named executive officers for the achievement of predetermined corporate and personal performance goals.

The Committee considers a variety of factors when determining target total direct compensation levels for our named executive officers, including:

- Each executive officer's role and level of responsibilities;

- The total compensation of executives who perform similar duties at peer companies;
- The total compensation for each executive officer during the prior fiscal year;
- The potential for each executive officer to contribute to our future success; and
 - Other circumstances as appropriate.

In addition to total direct compensation, the Committee also considers other compensatory benefits and potential compensation payable to executive officers in determining compensation levels for the named executive officers. These other benefits and compensation include retirement benefits, deferred compensation account balances and potential benefits which may be payable upon separation from the Company. The nature of this other compensation is different from total direct compensation because it involves, in the case of retirement benefits and deferred compensation account balances, compensation payable only in the future, and, in the case of deferred compensation account balances and termination benefits, compensation which is contingent upon the possible occurrence of future events. When making pay decisions, the Committee does not consider each element of compensation in isolation; rather, the Committee considers the overall compensation package for each named executive officer with a view to ensuring that it is properly balanced to achieve the objectives noted above.

The Role of Peer Groups, Surveys and Market Analysis

The Committee from time-to-time reviews market analyses assessing the extent to which the compensation program established for our named executive officers is competitive when compared with executive compensation programs established by a group of peer companies to ascertain whether the Company is paying its named executive officers in accordance with the Company's stated compensation philosophy (as discussed under "Objectives and Philosophy" above). For 2010, the Committee retained Hewitt as its compensation consultant to prepare an assessment of general market compensation practices in our and related industries and an analysis of the compensation levels for SS/L senior executives, including Mr. Celli, in comparison to the peer companies. This analysis is referred to as the "2010 SS/L Executive Compensation Review." The 2010 SS/L Executive Compensation Review compared the compensation levels of SS/L's senior executive officers, including Mr. Celli, to compensation levels at other peer companies, particularly looking at base salary, actual annual incentives, long-term incentives and the total of these three pay elements.

Hewitt recognized that, prior to the 2010 study, SS/L senior executives had been benchmarked against executives from divisions or business units of larger corporate parents. Hewitt believed and recommended that, given the complexity and sophistication of SS/L's manufacturing business, it would be appropriate for SS/L senior executive compensation to be compared not only with compensation paid to executives from a peer group consisting of divisions or business units of larger corporate parents but also with compensation paid to executives from a peer group that consisted of sophisticated manufacturers, the executives of which had more significant responsibilities than those of typical division or business unit executives. Accordingly, for the 2010 SS/L Executive Compensation Review, Hewitt developed a custom peer group derived from the Hewitt Total Compensation Measurement™ (TCM™) Database consisting of companies in the following industries: aerospace, electronics/electrical, research and development, industrial and computers/software and related products. The companies comprising the custom peer group for SS/L in 2010 were:

Aerojet-General Corporation	The Aerospace Corporation	Ametek, Inc.
BAE Systems, Inc.	Brady Corporation	Cooper Industries
Curtiss-Wright Corporation	Emerson Electric Co.	General Dynamics Corporation
Global Crossing Ltd.	Goodrich Corporation	Honeywell International Inc.
Hubbell Incorporated	L-3 Communications Corporation	NCR Corporation
Qwest Communications	Raytheon Company	Rockwell Automation
Rockwell Collins	Schneider Electric USA	Science Applications Int'l Corp.
Siemens	Textron Inc.	Thomas & Betts Corporation
United Space Alliance	United Technologies Corporation	Waters Corporation

Using data from the above-described custom peer group, the 2010 SS/L Executive Compensation Review evaluated base salary, annual bonus compensation and long-term incentives (see "Elements of Compensation" below) for SS/L's senior executive officers, including Mr. Celli, as compared to officers in similar positions in the peer group. The study

concluded that, in general, target total direct compensation for SS/L's senior executive officers, including Mr. Celli, was below the peer group market median, primarily because their compensation had previously been based on compensation paid to comparable division or business unit executives and did not also take into account compensation paid to executives with more significant responsibilities. Specifically, with respect to Mr. Celli, the study concluded that, although his target total cash compensation was aligned with the market median for leaders of divisions and business units, it was well below the market range for the custom peer group. The study also concluded that Mr. Celli's long-term incentives were below the market median range for the custom peer group. Based on the 2010 SS/L Executive Compensation Review, Hewitt recommended and the Committee approved an increase in base salary and target bonus percentage for Mr. Celli. See "Elements of Compensation –Base Salary" and "Elements of Compensation – Annual Bonus Compensation" below.

In 2009, the Committee retained Hewitt to prepare a study similar to the 2010 SS/L Executive Compensation Review with respect to our other named executives who work at our corporate office (the “2009 Executive Compensation Review”). The 2009 Executive Compensation Review confirmed that cash compensation levels for the Company’s corporate named executive officers were either in line with or slightly above our objectives and current market conditions. In addition, in connection with the 2009 Executive Compensation Review, in 2009, Hewitt also evaluated our annual MIB program and our long-term incentive program as compared to market practice within a group of peer companies (the “2009 Incentive Compensation Review”). As a result of the 2009 Incentive Compensation Review, the Compensation Committee approved certain long-term incentive awards during 2009 for the named executive officers. The results of and compensation decisions made by the Committee based on these analyses were thoroughly discussed in our Proxy Statement for our 2010 Annual Meeting. Because of the recent peer review analyses undertaken in 2009 for the named executive officers who work at the corporate office, the Committee did not believe that it was necessary to undertake a new peer review analysis for them in 2010.

Elements of Compensation

Total Direct Compensation – Cash and Stock Incentives

Our total direct compensation consists of three components:

- Base salary;
- Performance-based annual cash bonus; and
- Long-term incentive compensation in the form of equity awards.

Base Salary

We provide a base salary for services rendered by our named executive officers throughout the year to give them resources upon which to live and to provide a portion of compensation which is assured in order to help provide them with a certain level of financial security. When determining base salary, we may consider a number of factors, to the extent they are relevant to any named executive officer in any year, including market data, prior salary, job responsibilities and changes in job responsibilities, achievement of specified Company goals, individual experience, demonstrated leadership, performance potential, Company performance and retention considerations. These factors are not weighed or ranked in any particular way.

For 2010, Mr. Targoff’s base salary was established by his employment agreement (see “Employment Agreements” below) and remained unchanged from 2009. Effective January 2, 2010, Mr. Celli’s base salary was increased from \$354,420 to \$450,000. This increase was based on Hewitt’s findings and recommendations in the 2010 SS/L Executive Compensation Review and was approved to more closely align Mr. Celli’s base salary with base salary paid to executives in the custom peer group. Effective December 31, 2010, the Committee approved a 3% increase in base salary for each of Messrs. Mastoloni, Rein and Katz. This increase was approved by the Committee as an ordinary course cost of living adjustment. In addition, effective December 31, 2010, the base salary of each named executive officer (except for Mr. Celli) was increased by \$4,000 because the \$4,000 annual medical executive reimbursement program in which the named executive officers (except for Mr. Celli) participated was discontinued by the Company for years after 2010.

Annual Bonus Compensation

We provide annual cash bonus incentives for our named executive officers under our Management Incentive Bonus or MIB program to motivate and reward our named executive officers for achieving annual, short-term corporate goals. Each named executive officer has a target bonus opportunity, which is payable upon the achievement of certain performance goals at the target level. The Committee administers the MIB program, sets target bonus opportunities and annual performance goals and determines the degree to which goals have been achieved and the amounts payable under the MIB program each year. The table below sets forth the target bonus opportunity for each named executive officer.

Name	Target Bonus Opportunity (as a % of salary)	
Michael B. Targoff	125	%
John Celli	75	%
Richard P. Mastoloni	45	%
Harvey B. Rein	45	%
Avi Katz	45	%

The target bonus opportunity for Mr. Targoff was set by his employment agreement (see “Employment Agreements” below), and, although no peer analysis was performed specifically for 2010, the target bonus opportunities for the other named executive officers (except for Mr. Celli) were unchanged from 2009 and were set in accordance, and were consistent, with past practice. Effective for 2010, Mr. Celli’s target bonus percentage was increased from 50% to 75% of his base salary. This increase was based on Hewitt’s findings and recommendations in the 2010 SS/L Executive Compensation Review and was approved to more closely align Mr. Celli’s target bonus percentage with those of executives in the custom peer group.

Our named executive officers may earn more or less than their target bonus opportunities if actual performance falls within certain ranges above or below the targeted performance. Specifically, in 2010, the program provided the named executive officers with the opportunity to earn up to 130% of their target percentage for performance at the highest performance level of each component and 70% of their target percentage for performance at the minimum or threshold level of performance for each component, below which level no bonus could be earned. Thus, for each named executive officer, the bonus amount paid could increase or decrease proportionately in accordance with performance against our performance measures. For example, in the case of the CEO, performance at the highest level for each component would mean that he could earn up to 162.5% of his base salary as a bonus, and performance at the threshold level for each component would mean that he could earn 87.5% of his base salary as a bonus.

Our 2010 MIB program structure is described in detail below and was, with one minor exception, substantially similar to the structure used during 2009. The minor difference in the 2010 program from the 2009 program was the way we take into account the effect of corporate operating expenses. For 2010, the effect of corporate operating expenses for the named executive officers in the corporate office (except for Mr. Targoff) was taken into account in the individual objective component of the corporate MIB plan instead of the EBITDA component. The Committee believed that the EBITDA-related target should be measured without regard to corporate operating expenses because these expenses are for the most part fixed and not directly subject to management control. At the same time, however, it was appropriate to include an assessment of whether the corporate named executive officers adhered to their department’s operating expense budgets in the individual objective component so as to incentivize them to remain within their operating budgets. As in 2009, 50% of Mr. Targoff’s bonus opportunity was tied to Telesat performance because a significant portion of Mr. Targoff’s time is devoted to his service on Telesat’s board of directors, to consultations with senior management at Telesat and to overseeing Loréal’s rights under the Shareholders’ Agreement with PSP, its Canadian

partner in Telesat.¹ Also, Mr. Celli's bonus opportunity was tied solely to performance at SS/L. The Committee believed that this was appropriate because Mr. Celli's primary responsibility was for the performance of the Company's SS/L subsidiary.

¹ On October 31, 2007, Loral and its Canadian partner, Public Sector Pension Investment Board ("PSP"), through Telesat Holdings, a newly-formed joint venture, completed the acquisition of Telesat Canada ("Telesat") from BCE Inc. In connection with this acquisition, Loral transferred on that same date substantially all of the assets and related liabilities of its Loral Skynet subsidiary to Telesat. Loral holds a 64% economic interest and a 33 % voting interest in Telesat Holdings. In this Proxy Statement, we refer to Telesat Canada as "Telesat" and to the acquisition of Telesat and the related transfer of Loral Skynet to Telesat as the "Telesat transaction."

All named executive officers, except for Mr. Celli, were eligible for bonuses under the Corporate 2010 MIB Plan. Mr. Celli was eligible under the SS/L 2010 MIB Plan.

Mr. Targoff

In 2010, the Corporate MIB Plan for Mr. Targoff measured executive performance based on the following metrics as explained more fully below:

Metric	Weighting	
MIB EBITDA Formula	31¼	%
New Business Benefit	18¾	%
Telesat MIB EBITDA Formula	50	%

Mr. Celli

The SS/L MIB Plan for 2010 for Mr. Celli measured executive performance based on the following metrics as explained more fully below:

Metric	Weighting	
MIB EBITDA Formula	50	%
New Business Benefit	30	%
Year-End Cash Balance	20	%

Messrs. Mastoloni, Rein and Katz

The Corporate MIB Plan for 2010 for Messrs. Mastoloni, Rein and Katz measured executive performance based on the following metrics as explained more fully below:

Metric	Weighting	
MIB EBITDA Formula	41	%
New Business Benefit	25	%
Individual Objectives	33	%

EBITDA Formulas

In evaluating our financial performance, we use “Adjusted EBITDA” as a measure of our profit or loss. For a full discussion of how we calculate Adjusted EBITDA, please see Note 15 to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2010.

MIB EBITDA Formula. As stated above, 31¼% of Mr. Targoff’s MIB opportunity, 50% of Mr. Celli’s MIB opportunity and 41 % of the MIB opportunity for Messrs. Mastoloni, Rein and Katz was based on an MIB EBITDA Formula. This formula is based on SS/L Adjusted EBITDA, adjusted to remove the effects of earned fee from new business awarded in 2010 that was different from our plan and certain benefits achieved as a result of overhead rates being lower than plan. SS/L Adjusted EBITDA is further adjusted for non-recurring or unusual items, non-operating changes from plan and items not directly subject to management control. In this discussion, we refer to SS/L Adjusted EBITDA, as adjusted by the foregoing, as “MIB EBITDA.” In 2010, management provided the Committee and the Board with a matrix of MIB EBITDA values defining five different performance levels at which officers could earn

between 70% and 130% of their target bonuses. The MIB EBITDA goals were as follows:

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MIB EBITDA Target (dollars, in millions)	Percent of Target Bonus	
75.0	70	%
80.0	85	%
85.0	100	%
90.0	115	%
95.0 and above	130	%

In 2010, the unusual and non-recurring items, non-operating changes from plan and items not directly subject to management control that were adjustments to SS/L's Adjusted EBITDA included profit from the planned restart of a satellite the construction of which had been suspended that did not occur as planned and changes in net periodic pension expense. The table below shows how MIB EBITDA was calculated for 2010.

MIB EBITDA Calculation	(Dollars in millions)
2010 Adjusted EBITDA	143.1
Adjustments	
New Business earned fee variance	18.5
Overhead rate benefit	(3.2)
Profit from satellite restart that did not occur	1.2
Changes in net periodic pension expense	1.3
Total Adjustments	17.8
2010 MIB EBITDA	160.9

Achievement in 2010 by SS/L of MIB EBITDA of \$160.9 million resulted in a bonus payout for that component at the maximum 130% level.

Telesat MIB EBITDA Formula. As stated above, 50% of Mr. Targoff's MIB opportunity was based on Telesat performance. This formula is based on Telesat Adjusted EBITDA, adjusted for non-recurring or unusual items, non-operating changes from plan and items not directly subject to management control. In this discussion, we refer to Telesat Adjusted EBITDA, as further adjusted by the foregoing, as "Telesat MIB EBITDA." In 2010, management provided the Committee and the Board with a matrix of Telesat MIB EBITDA values defining five different performance levels at which Mr. Targoff could earn between 70% and 130% of his target bonus. The Telesat MIB EBITDA goals were as follows:

Telesat MIB EBITDA Target (CAD, in millions)	Percent of Target Bonus	
571.2	70	%
586.2	85	%
601.3	100	%
616.3	115	%
631.3 and above	130	%

In 2010, the unusual and non-recurring items, non-operating changes from plan and items not directly subject to management control that were adjustments to Telesat's Adjusted EBITDA included the effect of foreign exchange rate changes and unbudgeted severance expense. The table below shows how Telesat MIB EBITDA was calculated for 2010.

Telesat MIB EBITDA Calculation	(CAD in millions)
2010 Telesat Adjusted EBITDA	625.0
Adjustments	
Effect of foreign exchange rates	14.7
Unbudgeted severance expense	0.8
Total Adjustments	15.5
2010 Telesat MIB EBITDA	640.5

Achievement in 2010 by Telesat of Telesat MIB EBITDA of CAD 640.5 million resulted in a bonus payout for that component at the maximum 130% level.

In setting MIB EBITDA and Telesat MIB EBITDA targets for the MIB program, the Committee reviewed the budgets developed by our management and approved by our Board. The Committee used the budgeted numbers as the “target” due to the rigor and tactical planning involved in their development, the importance of achieving these goals as part of our longer term strategic plan and the acceptance of management’s commitments by the Board. The Committee and the Board believed that achieving these budgets would represent a fair target for management when considering internal and external challenges expected to affect us in 2010. These challenges included the global economic environment, the extremely competitive nature of the satellite manufacturing and operating industries, as well as, insofar as SS/L was concerned, improving SS/L’s operating metrics, including performance of technically difficult programs. The “threshold” MIB EBITDA metrics were set below the “target” amounts. These amounts were considered minimally acceptable, but likely achievable given the factors discussed above. The “outstanding” MIB EBITDA metrics were set higher than the “target” amounts. These levels were considered to be a significant stretch above budget and would be quite difficult to achieve given the challenges faced by management.

SS/L Performance Formulas

In addition to the MIB EBITDA Formula, two other metrics were used in 2010 to measure SS/L performance: New Business Benefit and Year-End Cash Balance. These formulas are described below.

New Business Benefit. This component measures the expected contribution from new satellite awards won during the year against target expected contribution amounts. Expected contribution for a satellite construction contract is defined as total estimated revenue over the life of the contract less total estimated direct costs at completion of construction, as measured at the end of the year of award. In 2010, management provided the Committee and the Board with an aggregate target for expected contribution from all new satellite awards won during the year. In computing the level of achievement, expected contribution amounts were subject to the following two adjustments designed to incentivize management to structure contracts to provide better cash flow and minimize in-orbit risk to the Company: (i) for new satellite awards won during the year that contain no deferred customer payments which are generally due over the life of the satellite (“orbital incentives”), an additional 10% of the expected contribution was included in calculating the New Business Benefit (i.e. the New Business Benefit would be 110% of the expected contribution); and (ii) for new satellite awards won during the year that do not have orbital incentives and do not have any performance warranty obligation to the customer in the event of in-orbit anomalies (“warranty payback”), an additional 2% of the total estimated revenue over the life of the contract was included in calculating the New Business Benefit (i.e. the New Business Benefit would be 110% of the expected contribution plus 2% of the total estimated revenue over the life of the contract). The New Business Benefit component was designed to motivate SS/L employees to maximize the expected economic value of new contract awards during the year, maximize cash flow and

minimize in-orbit risk and measured achievement of specific quantitative goals relating to contribution from new business during 2010.

Following the end of 2010, actual expected contribution results were compared with the target, and the level of achievement, as adjusted for the two adjustments described above, was determined. In 2010, SS/L achieved New Business Benefit above the maximum target, resulting in a bonus payout for that component at the maximum 130% level. The Company believes that the actual dollar targets of the New Business Benefit formula are proprietary and confidential and that disclosure of such targets would be competitively harmful to the Company.

In 2010, the New Business Benefit performance formula was set to challenge and motivate the executives, while making achievement of target levels at the 100% level, albeit difficult, readily achievable. Target goals at the 100% level were set with the objective of making it just as likely for SS/L's executives to achieve those goals as it would be for them to miss the goals.

Year-End Cash Balance. This component measures the level of cash on SS/L's balance sheet at year-end. Attainment of the cash balance target is based upon a subjective assessment of cash management including indirect expenditures, capital expenditures, inventory balances and program assets. This component was designed to motivate SS/L to maximize the amount of cash on its balance sheet by improving contract performance and by reducing spending. In 2010, management provided the Committee and the Board with a matrix of Year-End Cash Balance values defining five different performance levels at which officers could earn between 70% and 130% of their target bonuses. The Year-End Cash Balance goals were as follows:

Year-End Cash Balance Target (dollars, in millions)	Percent of Target Bonus
32.6	70%
39.6	85%
46.6	100%
53.6	115%
60.6 and above	130%

In 2010, SS/L achieved Year-End Cash Balance of \$139.0 million, resulting in a bonus payout for that component at the maximum 130% level.

In 2010, the Year-End Cash Balance performance formula was set to challenge and motivate the executives, while making achievement of target levels at the 100% level, albeit difficult, readily achievable. Target goals at the 100% level were set with the objective of making it just as likely for SS/L's executives to achieve those goals as it would be for them to miss the goals.

SS/L Executive Performance Awards

In addition to the basic SS/L MIB plan described above, in 2010, SS/L continued a program instituted in 2009 to reward its senior executives, including Mr. Celli, for performance that far exceeded the targets established by the basic MIB plan with respect to the MIB EBITDA and New Business Benefit components. Depending on the level of achievement of MIB EBITDA and New Business Benefit, executive performance awards could range from 0% up to 41.5% of base salary. Specifically, with respect to MIB EBITDA, for achievement of MIB EBITDA between \$102.5 million and \$113.5 million, senior executives could earn up to 20.75% of base salary. Similarly, with respect to New Business Benefit, for achievement of contribution from new programs at levels that were significantly above the basic targets, senior executives could earn up to 20.75% of base salary. Interpolation applies for performance between established levels.

In 2010, SS/L senior executives achieved executive performance awards of the maximum 20.75% of base salary with respect to MIB EBITDA. SS/L senior executives did not achieve any executive performance awards with respect to SS/L New Business Benefit.

SS/L Qualitative Performance Awards

In addition to the basic SS/L MIB plan and the SS/L Executive Performance plan, for SS/L personnel, including Mr. Celli, there were qualitative factors that could affect bonuses. Bonuses for SS/L executives could be increased or decreased by up to 10% of their targets based on qualitative measures relating to compliance with Sarbanes Oxley issues. Awards under this component of SS/L's MIB plan are made by the Committee based on the subjective recommendation of SS/L management.

In 2010, bonuses for SS/L personnel were neither increased nor decreased as a result of qualitative performance.

Individual Objectives

As stated above, 33 % of the MIB opportunity for each of Messrs. Mastoloni, Rein and Katz and was based on individual performance objectives that were assigned to them by the Committee for 2010.

Objectives for Mr. Mastoloni were to:

- manage the Company's and SS/L's Treasury groups to reach their objectives and support Treasury initiatives;
 - ensure and monitor funding and liquidity of the Company and SS/L at all times;
 - manage cash, currency and interest rate exposure;
 - maintain bank and institutional relationships for credit and services;
- chair the Investment Committee and oversee management of our pension plan investments and 401(k) fund availability;
- develop and execute other financing, investment, acquisition and/or strategic opportunities, at the direction of the CEO;
 - support financial aspects of Company and SS/L transactions, contracts and financings; and
 - oversee and manage investor relations and interface with institutional investors.

Objectives for Mr. Rein were to:

- provide leadership and oversight of the Company's financial function;
- timely and accurately file all SEC reports and improve the efficiency of periodic closes and financial reporting; and
 - explore pension plan funding alternatives.

Objectives for Mr. Katz were to:

- ensure timely (by SEC due dates) and accurate filing of all SEC reports under control of the legal department and other SEC support as required;
 - effectively manage all litigation;
- provide legal support as required for SS/L and joint venture businesses and Company transactions; and
 - manage and oversee corporate governance functions.

In 2010, with respect to individual objectives for Messrs. Mastoloni, Rein and Katz, the Committee awarded them 130% of their targets because of their outstanding performance in fully, effectively and timely achieving their objectives as well as achieving other tasks and assignments beyond their objectives.

Actual Results

After the end of the year, in order to determine the amount to be paid to named executive officers under the MIB programs, the Committee compared actual performance against target for each goal as described above. Taking into account the achievement levels for each component as discussed above and the relative weighting of each component resulted in bonus payments, for each of Messrs. Targoff, Mastoloni, Rein and Katz, at an aggregate of 130% of their targets, and, for Mr. Celli, at an aggregate of 157% of his target.

Long-term Incentive Compensation

General

We also provide long-term equity incentive compensation to our named executive officers through our Amended and Restated 2005 Stock Incentive Plan. We believe that equity-based awards help to align the financial interests of our named executive officers with those of our stockholders by providing our named executive officers with an additional equity stake in the Company. Equity-based awards also reward our named executive officers for increasing stockholder value.

Our Stock Incentive Plan allows us to grant a variety of stock-based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and performance units. These types of awards measure Company performance over a longer period of time than the other methods of compensation. The Committee administers the Amended and Restated 2005 Stock Incentive Plan and determines the level and type of awards granted to the named executive officers.

In addition to our Stock Incentive Plan, in 2009, the Company established the SS/L Phantom SAR program to incentivize and reward executives and employees based on an increase in a synthetically designed equity value for SS/L over a defined vesting period. A one-time grant of these SS/L Phantom SARs was made in 2009 to all of the named executive officers, except for Mr. Targoff. A more complete description of our SS/L Phantom SAR program and the awards granted thereunder is set forth below under the heading “Outstanding Equity Awards at 2010 Fiscal Year-End.”

In general, when granting equity-based awards, the Committee takes into account the following subjective and objective factors:

- The level of responsibility of each named executive officer;
- The contributions of each named executive officer to our financial results;
 - Retention considerations; and
- Practices of companies in our peer group.

Prior to making a grant, the Committee also considers our stock price, the volatility of the stock price and potential dilution.

The process by which the Committee evaluates, considers and approves equity-based awards is generally as follows. The Committee determines the nature and value of various equity-based awards by first looking both at market conditions, which may include review of peer company data, and at the estimated value of particular types of awards to develop ranges of awards for the named executive officers. After developing the potential range of awards, the Committee seeks recommendations from the CEO as to the value of the awards to be granted to specific individuals, other than the CEO. The Committee then reviews the recommendations, considers the total recommended grant size as compared to outstanding shares and expected dilution and makes the final grant decision for the named executive officers other than the CEO. The Committee independently undertakes the same evaluation and makes an award determination with respect to the CEO. If stock options or stock appreciation rights are the selected form of award, the Committee may use the Black-Scholes pricing model (a formula widely used to value exchange-traded options and determine the present value of the executive option award) or other pricing models as appropriate to determine the value of the awards and for comparison to equity-based compensation for executives in our peer group.

To date, all option grants have had an exercise price equal to at least the fair market value of our Voting Common Stock on the grant date. We do not grant equity-based awards in anticipation of the release of material nonpublic information, nor do we time the release of material nonpublic information to coincide with our equity-based award grant dates. We have not yet adopted a fixed policy or practice with regard to the timing of equity-based award grants but may consider doing so in the future. We do not have a specific policy regarding ownership of Company stock by our named executive officers. Our policy on insider trading and confidentiality generally restricts executive officers from engaging in short-term or speculative transactions involving our stock, including short sales and publicly traded options.

In 2010, the Committee did not make any equity awards to the named executive officers. The Committee believed that the equity awards granted to the named executive officers in previous years were sufficient to continue to align the financial interests of our named executive officers with those of our stockholders and to incentivize them to increase stockholder value. Specifically, awards granted in 2009 provided for vesting schedules over a period of years which, the Committee believed, provide for continued motivation and reward our named executive officers in line with our stockholders over the vesting period. The Committee also believed that equity-based awards that were fully vested before 2010 continue to provide long-term stockholder value beyond the vesting dates because of the continued upside financial potential for executives.

Other Benefits and Perquisites

Our named executive officers receive other benefits also available to other salaried employees. For example, we provide our named executive officers and other U.S. salaried employees with health insurance, life insurance, vacation pay and sick pay. Also, in order to compete effectively in attracting and retaining qualified named executive officers, we provide them with universal life insurance policies in various amounts beyond that provided for other employees. In 2010, we also provided them with a program to reimburse medical and dental expenses not otherwise covered by our insurance program up to a maximum of \$4,000 for the year. We do not provide our named executive officers with automobiles, aircraft for personal use, personal living accommodations, club memberships or reimbursement of “social expenses” except to the extent that they are specifically, directly and exclusively used to conduct Company business. Other than the additional life insurance and executive medical reimbursement, the Committee has determined that there generally should be no perquisites or similar benefits for named executive officers which are not consistent with those available to other salaried employees.

Nonqualified Deferred Compensation

In December 2005, in connection with our emergence from bankruptcy, pursuant to our plan of reorganization, we entered into deferred compensation arrangements for certain key employees, including our named executive officers. These deferred compensation awards were calculated by multiplying \$9.441 by the number of shares of Voting Common Stock underlying the stock options granted to these key employees in connection with our emergence from bankruptcy. To the extent our stock price declines below \$28.441, the corresponding portion of the deferred compensation accounts also declines accordingly. The value of the vested portion of the deferred compensation account becomes locked (i.e. no longer subject to fluctuation based on our stock price) upon exercise of the related stock options or, if payout upon termination of employment is delayed in order to comply with Section 409A of the Internal Revenue Code, upon termination of employment. As of December 31, 2010, all named executive officers have vested in their accounts in full. The vested balance as of December 31, 2010 for each of the named executive officers was the full value originally accrued to each of the accounts. For Messrs. Celli and Rein, the vested balance also includes the value of interest earned on the portion of their accounts that was converted to an interest-bearing account upon exercise of stock options in 2010. Deferred amounts, if any, become payable on the earlier of the recipient’s termination of employment, a change in control of the Company or seven years from the date of grant.

Retirement Benefits

Retirement benefits are intended both to recognize long-term service with us and to keep the overall pay packages for our named executive officers comparable to that of our peer group so that we can attract and retain high quality executive officers and compete effectively with our peer companies. The Company maintains two types of retirement plans covering its executive officers: a defined benefit pension plan and a defined contribution savings plan. Pension benefits are also provided through a “non-qualified” plan. The non-qualified plan, also known as the Supplemental Executive Retirement Plan (“SERP”), is designed to “restore” the benefit levels that may be limited by IRS regulations. In December 2010, the Company separated its SERP into two separate plans — one covering executives of the corporate

office (the “Loral SERP”) and the other covering executives of SS/L (the “SS/L SERP”).

Our qualified pension plan covers all named executive officers. In 2006, the Company changed the qualified pension plan, which for all named executive officers other than Mr. Celli previously had been administered on a non-contributory basis, to require certain contributions by participants thereby having the effect of sharing the cost of providing pension benefits with the named executive officers.

Our qualified savings plan benefits all named executive officers. Named executive officers who make contributions to the savings plan receive matching contributions from the Company of up to 6% of a participant's eligible base salary at a rate of 66 %. All current named executive officers are eligible to and do participate in our qualified savings plan.

The qualified pension plan is subject to the Internal Revenue Code's limits on covered compensation and benefits payable. Named executive officers who earn in excess of applicable IRS limits also participate in either the Loral SERP or the SS/L SERP. Non-qualified excess benefits and supplemental retirement plans under ERISA provided by these SERPs restore the benefits that would be payable to participants under the qualified pension plan except for the limitations imposed on qualified plans under the Internal Revenue Code.

Under both the Loral SERP and the SS/L SERP, each participant will receive the difference, if any, between the full amount of retirement income due under the pension plan formula without application of the IRS limitations and the amount of retirement income payable to the participant under the pension plan formula when applicable Internal Revenue Code limitations are applied. All of our named executive officers are eligible to receive benefits from either the Loral SERP or the SS/L SERP.

Employment Agreements

CEO – Michael B. Targoff

On March 1, 2006, Michael Targoff became our Chief Executive Officer. On March 28, 2006, we entered into an employment agreement with Mr. Targoff. This agreement expired on December 31, 2010, and the Committee is in discussions with Mr. Targoff regarding terms for his continued employment. Prior to becoming our Chief Executive Officer, Mr. Targoff was Vice Chairman of our Board. We believed it was important and desirable to enter into an employment agreement with Mr. Targoff, which includes severance arrangements, in order to induce him to assume the position of Chief Executive Officer and to assure him of a degree of certainty relating to his employment situation and thereby secure his dedication notwithstanding any concern he might have regarding his continued employment prior to or following termination or a change in control.

Mr. Targoff's employment agreement was amended and restated on December 17, 2008 primarily in order to bring it into documentary compliance with Section 409A of the Internal Revenue Code ("Section 409A") before December 31, 2008 as required by the IRS.

Under his employment agreement, Mr. Targoff was entitled to receive an annual base salary of \$950,000, which was subject to annual review by our Board. The employment agreement also provided that Mr. Targoff would participate in our Management Incentive Bonus Program, with a target annual bonus of one hundred twenty-five percent (125%) of his base salary.

Pursuant to his employment agreement, Mr. Targoff was granted in March 2006 five year options to purchase 825,000 shares of our Voting Common Stock with a per-share exercise price equal to \$26.915, the fair market value of one share of our Voting Common Stock on the date of grant. This grant served as Mr. Targoff's equity awards for 2006 and 2007 and was subject to the approval by our stockholders of our Amended and Restated 2005 Stock Incentive Plan which was obtained on May 22, 2007 at our 2007 annual meeting of stockholders. As of March 28, 2009, Mr. Targoff was fully vested in these options. Mr. Targoff exercised 300,000 of these options in May 2010 and the

remaining 525,000 options in January 2011.

Mr. Targoff was also entitled under his employment agreement to participate in all Company benefit plans, including our Amended and Restated 2005 Stock Incentive Plan, available to our other executive officers. Mr. Targoff's participation is on the same basis as other executive officers of the Company.

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Upon Mr. Targoff's termination of employment on account of death or permanent disability during the contract term, or if, during the term of the contract, his employment would have been terminated by Loral without "cause" or if Mr. Targoff resigned for "good reason" (as such terms are defined in his employment agreement), Mr. Targoff would have been entitled to a severance payment described below and to accelerated vesting of a portion (in the case of death or disability) or all (in the case of termination by Loral without "cause" or resignation for "good reason") of his options. These arrangements are described more fully below under "Compensation Tables – Potential Change in Control and other Post Employment Payments."

Mr. Targoff's employment agreement provided that during the term of Mr. Targoff's employment with Loral and for a twelve-month period (or twenty-four (24) months in the case of termination following a change in control of Loral) following a termination of employment, Mr. Targoff was restricted from (i) engaging in competitive activities, (ii) directly or indirectly soliciting current and certain former employees of Loral or any of its affiliates and (iii) knowingly soliciting, directly or indirectly, any customers or suppliers within the twelve-month period prior to such termination of employment to terminate or diminish their relationship with Loral or any of its affiliates. In addition, the agreement provided that Mr. Targoff was not allowed to disclose confidential information of Loral.

Mr. Targoff's employment agreement also provided that if any provision of the agreement (or of any award of compensation, including equity compensation or benefits) would have caused him to incur any additional tax or interest under Section 409A, the Company would, after consulting with him, reform such provision to comply with Section 409A, but only if, after consultation, such provision could be reformed to so comply, provided that the Company agreed to maintain, to the maximum extent practicable, the original intent and economic benefit to Mr. Targoff of the applicable provision without violating the provisions of Section 409A. In addition, we agreed to indemnify Mr. Targoff, on an after-tax basis, for any additional tax (including interest and penalties with respect thereto) that may be imposed on him by Section 409A as a result of the options being granted subject to the approval by our stockholders of our Amended and Restated 2005 Stock Incentive Plan.

In addition, Mr. Targoff's employment agreement provided for the reimbursement of his attorney's fees in connection with the negotiation of the employment agreement and a tax gross-up payment to cover his taxes for any such reimbursement.

Loral Holdings Corporation and S