

HANOVER COMPRESSOR CO /

Form 425

February 27, 2007

**Filed by Universal Compression Holdings, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
Subject Company: Universal Compression Holdings, Inc.  
Commission File No. 1-15843  
Subject Company: Hanover Compressor Company  
Commission File No. 1-13071  
Subject Company: Iliad Holdings, Inc.  
Commission File No.**

From: Steve Snider  
To: Universal Employees  
Subject: Announcement Merger Integration Framework

I am pleased to announce the formation of a merger integration framework and the beginnings of our integration team. While not all team members have been identified at this point in time, I wanted to keep you apprised of our integration efforts on an on-going basis as decisions are made.

Our integration process will be comprised of various working teams that will help ensure the successful integration of Hanover and Universal. The following diagram outlines the basic structure. I ve also included a description of the roles and responsibilities of each group along with the individuals who I have named thus far.

**Executive Steering Committee**

The executive steering committee will have ultimate responsibility for the transition to Newco. Some of the key responsibilities of this committee include:

- Forming the integration leadership team
  
- Approving decisions/actions, review progress
  
- Setting guiding principles and boundaries

Establishing high level synergy targets

I will chair the executive steering committee overseeing the integration leadership team. The other members of this committee will be named at a later date.

**Integration Leadership Team**

The integration leadership team will *own* the overall merger integration process. The major responsibilities of this team include:

Regularly communicating with the executive steering committee

Identifying/managing critical risks

Ensuring an integrated change and communication approach

John Jackson and Ernie Danner will co-lead this effort. Their knowledge of and tie to our core operations will be key in leading this effort.

**Core Project Team**

The core project team will have responsibility for the day-to-day implementation of the integration process. This team will consist of members from a variety of functions. However, these individuals primary task is not to represent their functional area, but to ensure the overall coordination of the integration *across functional groups*. Their major responsibilities will include:

Coordinating the functional task forces

Tracking key integration metrics

Reviewing functional team strategies

Managing the overall schedule and timing

Managing consultant activities

Ensuring effective coordination between and among the task forces

Identifying, communicating and driving resolution of challenges and issues

The representatives of the core project team are:

Anita Colglazier (HC Controller)

Mike Denman (UCI Supply Chain)

Steve Hyché (UCI Operations)

Rich Leong (UCI HR, Marketing, Supply Chain)

Gerald Meinecke (UCI Business Development) Co-leader

Steve Muck (HC HR, HSE)

Dan Newman (HC Manufacturing/Services)

Rob Rice (HC, Operations)

Mike Wasson (UCI International)

Stephen York (HC Investor Relations, Information Systems) Co-leader

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It is expected that the core project team members will spend the majority of their time over the coming months on integration issues.

**Functional Task Forces**

These teams will consist of members from the various functions of both companies. The major responsibilities of these teams will include:

Designing transition plans

Identifying and capturing synergies

Implementing the actions required for successful business integration

Creating sub-teams as required

Coordinating with other sub-teams and task forces on issues of mutual dependence

Members of these teams will be contacted as required.

**Consultant**

Due to the size of this transaction, we will be hiring a consultant with tried and true merger integration experience. We are in the process of letting an RFP to several consultancies. The consultant will also assist us in analyzing areas that are sensitive from an antitrust standpoint.

**Antitrust Considerations**

The Merger Integration teams will work closely with the companies' respective in-house counsel and antitrust counsel to ensure that we comply fully with the antitrust laws.

Establishing this integration framework is a major milestone in achieving integration success. For many of you the exciting but tedious work of effectively planning the combination of the two companies will begin. Thanks in advance for what undoubtedly will be some long days and some long nights.

**Additional Information**

In connection with the proposed merger, a registration statement of the new company, Iliad Holdings, Inc., which will include proxy statements of Universal Compression Holdings, Inc. and Hanover Compressor Company, and other materials, will be filed with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS AND THESE OTHER MATERIALS REGARDING THE PROPOSED MERGER WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT UNIVERSAL, HANOVER, ILIAD HOLDINGS AND THE PROPOSED TRANSACTION. Investors and security holders may obtain a free copy of the registration statement and the proxy statement/prospectus when they are available and other documents containing information about Universal and Hanover, without charge, at the SEC's web site at [www.sec.gov](http://www.sec.gov), Universal's web site at [www.universalcompression.com](http://www.universalcompression.com), and Hanover's web site at [www.hanover-co.com](http://www.hanover-co.com). Copies of the registration statement and the proxy statement/prospectus and the SEC filings that will be incorporated by reference therein may also be obtained for free by directing a request to either Investor Relations, Universal Compression Holdings, Inc., 713-335-7000 or to Investor Relations, Hanover Compressor Company, 832-554-4856.

**Participants in Solicitation**

Hanover Compressor Company and Universal Compression Holdings, Inc. and their respective directors, officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective stockholders in respect of the merger. Information about these persons can be found in Hanover's and Universal's respective proxy statements relating to their 2006 annual meetings of stockholders as filed with the SEC on March 24, 2006 and March 15, 2006, respectively. Additional information about the interests of such persons in the solicitation of proxies in respect of the merger will be included in the registration statement and the proxy statement/prospectus to be filed with the SEC in connection with the proposed transaction.