

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Global Eagle Telecom Licensing Subsidiary LLC, Debtor-in-Possession (“Licensee”), a wholly owned, direct subsidiary of parent company Global Eagle Entertainment Inc., Debtor-in-Possession (“Global Eagle”), and GEE Licensing Holdings LLC (FRN: 0030106082) (“Assignee”), a wholly owned, direct subsidiary of GEE Acquisition Holdings Corp. (“GEE”), hereby seek Commission consent to assign Global Eagle’s experimental radio license covering operations in the Ka-band (Call Sign WI2XZZ) from the Licensee to Assignee pursuant to Sections 5.59(a)(3) and 5.79(a) of the Commission’s Rules.¹ The purpose of this application is to effectuate the sale of the Licensee’s assets to certain first lien lenders (“Lenders”) of Global Eagle as part of the acquisition by the Lenders of the assets of Global Eagle and its subsidiaries, including Licensee, in connection with Global Eagle’s emergence from Chapter 11 bankruptcy protection.² The Lenders collectively own and control GEE. Inasmuch as the proposed assignment will facilitate a sale of assets approved by Order of the Bankruptcy Court (*see Exhibit B*), favorable action on this application will serve the public interest, convenience and necessity, and is therefore warranted.

¹ *See* 47 C.F.R. §§ 5.59(a)(3) and 5.79(a).

² Additional details regarding this transaction are provided in applications being filed with the International Bureau seeking to assign certain related earth station licenses—*see, e.g.*, the concurrently filed assignment application on FCC Form 312 to assign non-common carrier earth station call sign E990325 from Licensee to Assignee.