

### **Ownership Information**

By this application, Row 44, Inc. (“Row 44”) seeks Commission authority for the transfer of control of Row 44, and its experimental license application (Call Sign WF2XSO), from its current shareholder group, in which the largest stake is owned by PAR Investment Partners, L.P. (“PAR”), to Global Eagle Acquisition Corp. (“Global Eagle”). Following completion of the proposed transaction, Row 44 will become a wholly-owned subsidiary of Global Eagle, and Global Eagle will be renamed Global Eagle Entertainment Inc. (“GEE”).

Currently, PAR holds approximately 40 percent of the equity and voting interests in Row 44. An additional 20 percent of the equity and voting interests is held by Advanced Inflight Alliance AG (“AIA”) (of which PAR currently holds 86 percent of the equity). The only other current shareholder with a 10% or greater stake in Row 44 greater is the Wellington Management Company (“Wellington”), which holds approximately 24% of Row 44 through six different investment funds that are under Wellington’s management. *See* Attachment, “Row 44, Inc. Ownership Structure – Current & Proposed.”

Through the proposed transaction, Global Eagle will acquire, in exchange for either cash or stock in Global Eagle, all of the equity in Row 44 held by the company’s current shareholders. Following consummation, PAR will hold approximately 40 percent of GEE, and investors in Global Eagle will hold just under 50 percent of GEE.<sup>1</sup> The proposed ownership structure is depicted in the Attachment.

Global Eagle, a Delaware corporation, is a special purpose acquisition company formed in February 2011 with the intention of effecting a business combination between the company and one or more other businesses. Following completion of the proposed transaction, GEE will be the parent company of both Row 44 (100 percent owned) and AIA (86 percent owned). The Chairman and Chief Executive Officer (“CEO”) of Global Eagle is Harry E. Sloan, a U.S. citizen, who will hold about 16 percent of the equity in GEE post-consummation. The President of Global Eagle is Jeffrey Sagansky, a U.S. citizen, who also will hold about 16 percent of the equity in GEE post-consummation. An additional 16 percent of GEE will be held post-consummation by Global Eagle Acquisition LLC, of which Messrs. Sloan and Sagansky control the substantial majority of the shares.<sup>2</sup> The address for the Global Eagle entities and Messrs. Sloan and Sagansky is 10900 Wilshire Boulevard, Suite 1500, Los Angeles, California 90022.

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<sup>1</sup> The stated percentages assume that there will be no redemptions of Global Eagle stock by its public shareholders, which could result in slightly higher ownership percentages for each of the parties disclosed herein.

<sup>2</sup> Coupled with their shares owned as individuals, Mr. Sloan and Mr. Sagansky will have approximately 28% and 20% attributable interests respectively in GEE and in Row 44.

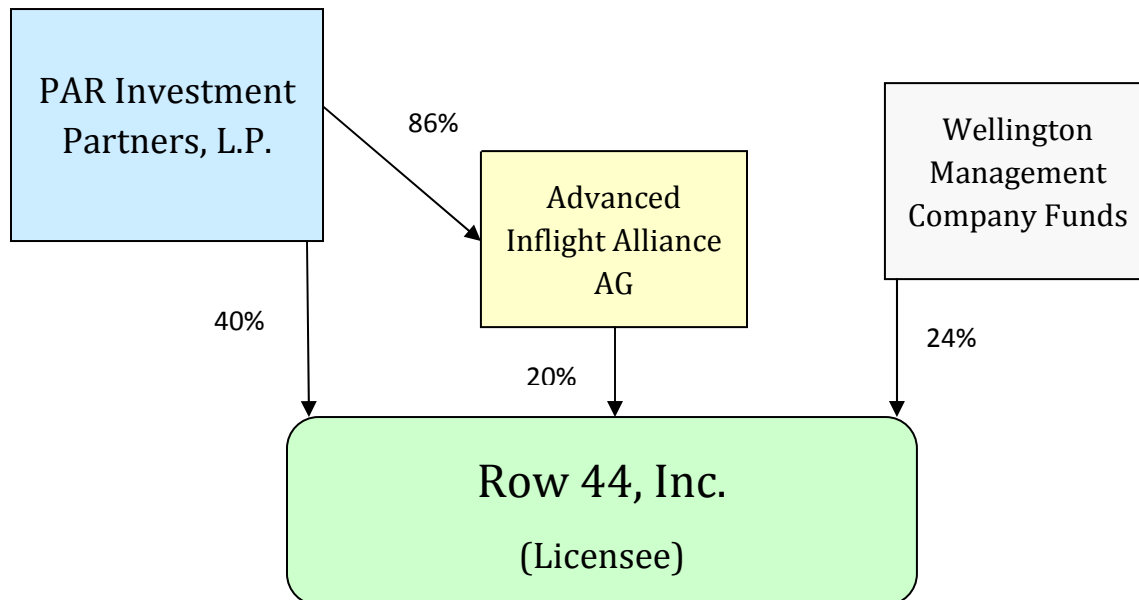
PAR, a Delaware limited partnership, is a private equity investment fund managed by PAR Capital Management, Inc. with headquarters at One International Place Suite 2401, Boston, Massachusetts 02110.

Global Eagle is well-qualified to obtain control of Row 44, and its management team is comprised of experienced investors who have expertise in the media, entertainment and communications industries. Mr. Sloan was chairman and CEO of Metro-Goldwyn-Mayer Studios Inc. from 2005 until 2009. Prior to that, he was Chairman and CEO of SBS Broadcasting Group from 1990 and 2001. Mr. Sagansky was President of CBS Entertainment from 1990 to 1994, Co-President of Sony Pictures Entertainment from 1996 to 1998, and CEO of Paxson Communications from 1998 until 2002. He also held positions at Peach Arch, RHI Entertainment, Winchester Capital Management and Elm Tree Partners, a privately held casino development company.

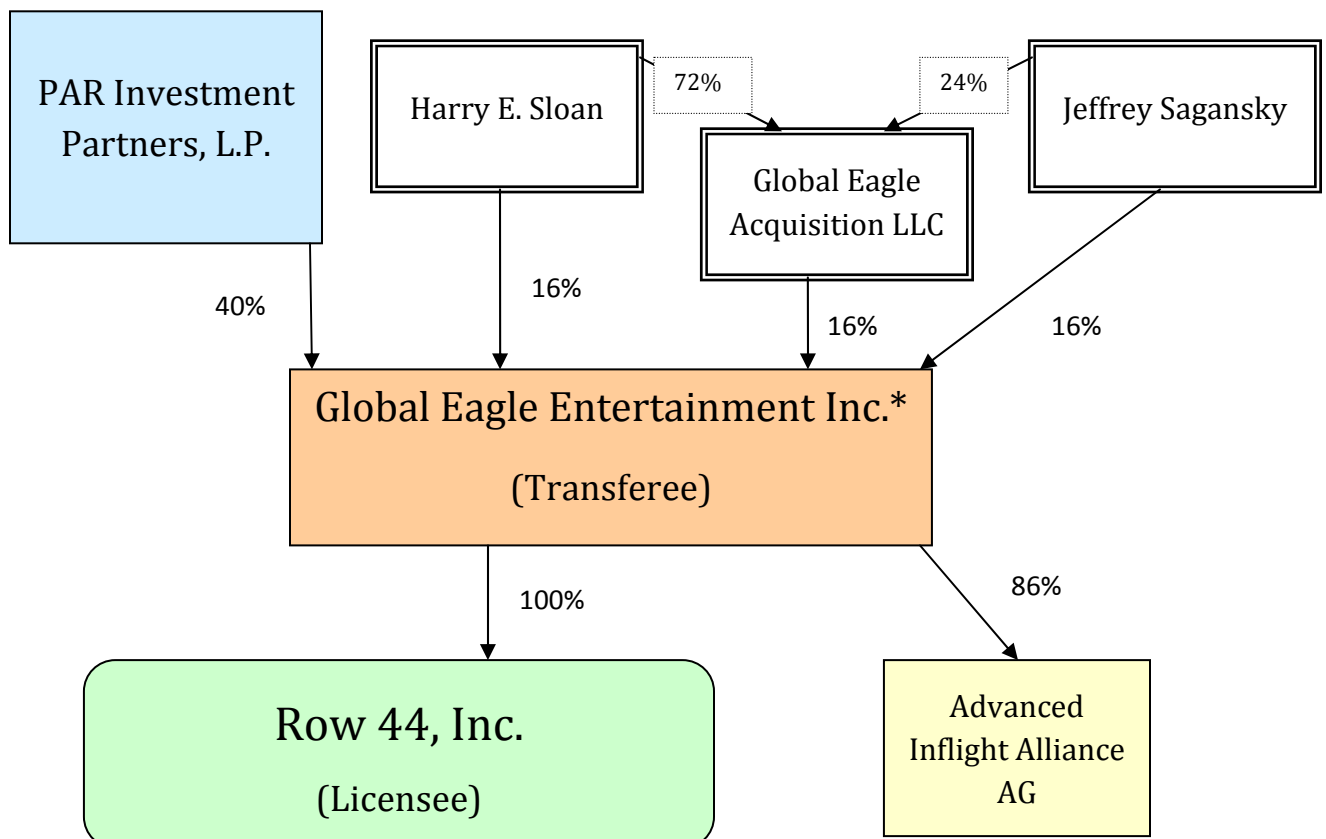
The parties respectfully submit that the instant transaction will serve the public interest, convenience and necessity. The proposed transfer of control of Row 44 will maintain the its licensed communications facilities, including its experimental license, in the hands of Row 44 and its current management team. Row 44 has built a significant business providing high quality inflight broadband services to major domestic and foreign air carriers, including Southwest Airlines and Norwegian Air Shuttle. Following Global Eagle's acquisition of the company, Row 44 will benefit from the infusion of capital and management expertise that Global Eagle can provide as it seeks to expand its existing business and enter new markets. Global Eagle and its principals have a strong track record in the media, entertainment and communications sectors, which will benefit Row 44 as it seeks to expand, thereby promoting enhanced competition and customer choice. Accordingly, the parties respectfully submit that the instant transaction will serve the public interest, convenience and necessity, and should therefore be approved as expeditiously as possible.

## Row 44, Inc. Ownership Structure – Current & Proposed

### Current



### Proposed



\* = Name to be changed post-consummation from Global Eagle Acquisition Corp.