

**DESCRIPTION OF *PRO FORMA* TRANSACTION  
AND  
REQUEST FOR EXPEDITED TREATMENT**

*Transaction Description.* As part of a planned corporate restructuring, Gogo Inc. ("Gogo") seeks consent for the *pro forma* transfer of control of experimental call sign WF2XMC held by Gogo LLC (the "Licensee"). Currently, the Licensee is a direct, wholly-owned subsidiary of Gogo. Under the planned restructuring, a newly-formed entity, Gogo Intermediate Holdings LLC ("Holdings"), will be inserted into the ownership chain between Gogo and the Licensee. Holdings will be a direct, wholly-owned subsidiary of Gogo. The attached diagram illustrates the current and proposed corporate structures.

Because the planned restructuring does not result in any change in the ultimate control of the Licensee, it is *pro forma* in nature. As the Commission has previously stated, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."<sup>1</sup>

*Expedited Treatment.* Gogo asks the Office of Engineering and Technology ("OET") to provide expedited treatment for the instant application. The corporate restructuring is being proposed in order to facilitate additional financing for the company. Gogo and its lenders have targeted June 4, 2012 as the closing date for the planned loan. Failure to obtain OET's consent by June 1, 2012 (the last business day prior to the proposed closing) will hinder the company's ability to conduct its business in the most efficient manner.

While Gogo's subsidiaries hold other Commission authorizations that will be affected by this *pro forma* transaction, the other authorizations are subject either to immediate approval procedures<sup>2</sup> or to post-consummation notification requirements only.<sup>3</sup> Therefore, the consent of OET is the only prior authorization that has the potential to delay the completion of the proposed *pro forma* transaction. Because the instant application does not raise any technical or public policy issues, there should be no impediment to obtaining expedited processing for this application.

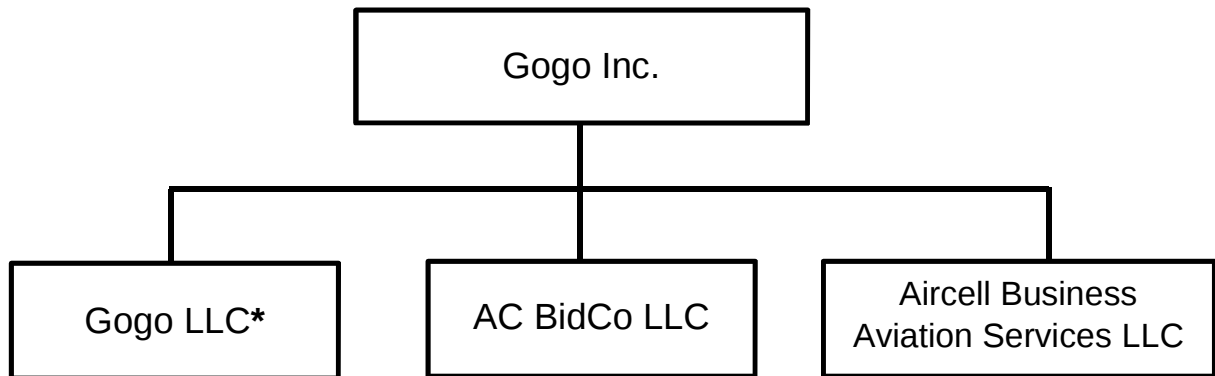
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<sup>1</sup> *Federal Communications Bar Association's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecommunications Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299 ¶ 8 (1998).

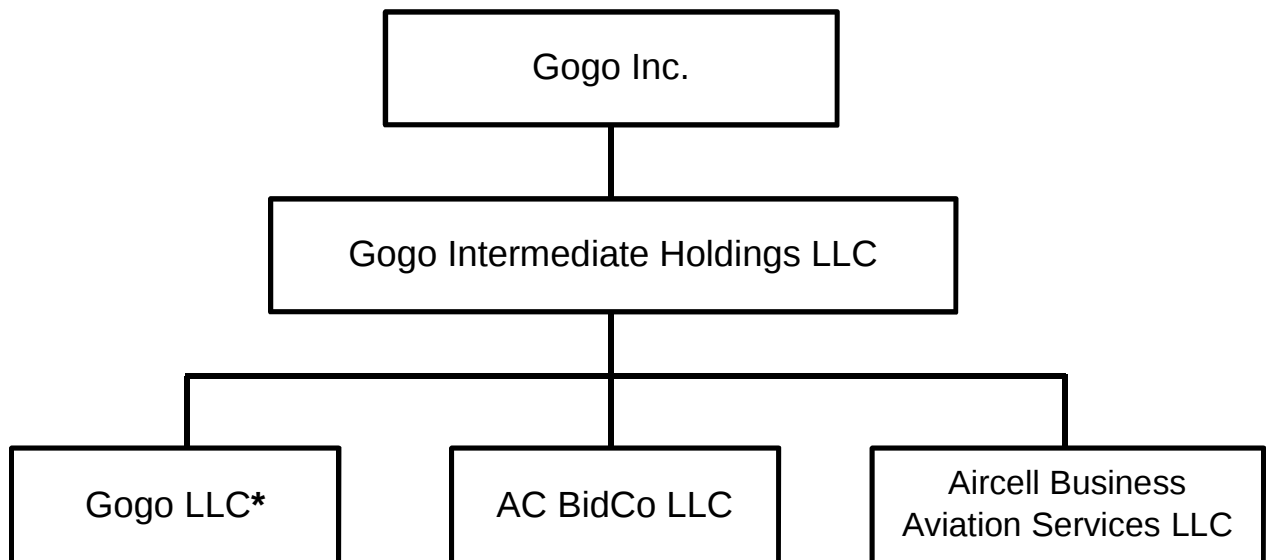
<sup>2</sup> 47 C.F.R. § 1.948(j)(2)(ii) ("consent will be reflected in ULS on the next business day after the filing of the application") (applicable to certain licenses administered by the Wireless Telecommunications Bureau).

<sup>3</sup> 47 C.F.R. § 63.24(f) (stating that in the case of a *pro forma* transfer of control, a section 214 authorization holder is not required to seek prior Commission approval, but need only file a notification within 30 days after the transfer is completed); see also 47 C.F.R. § 1.948(c)(1) (providing for post-consummation notifications for certain licenses administered by the Wireless Telecommunications Bureau).

*Current Structure*



*Proposed Structure*



\* Licensee of call sign WF2XMC.