

ATTACHMENT 1

Background and Description of Transaction

Aircell Business Aviation Services LLC (“Aircell”) is the holder of ITC-214-20111206-00360, which provides global resale authority pursuant to Section 63.18(e)(2). Aircell is an indirect, wholly-owned subsidiary of Gogo Inc. (“Gogo”). No single entity holds 50% or more of Gogo’s shares. However, for purposes of FCC control determination, Gogo considers one investor, Ripplewood Partners II, L.P. (collectively with its affiliates, “Ripplewood”), to possess *de facto* control, as described in response to Question 11 below.

Gogo has filed an S-1 registration statement with the Securities and Exchange Commission (“SEC”) for a proposed initial public offering (“IPO”) of its common stock. At the completion of the proposed offering, Ripplewood will no longer possess *de facto* control of Gogo, and no other single individual or entity will possess either *de jure* or *de facto* control of Gogo. Therefore, Gogo seeks the Commission’s consent for a transfer of *de facto* control from Ripplewood to Gogo. Grant of the application is in the public interest as the proposed IPO will provide additional capital to expand the availability of Gogo’s services, including those offered by Aircell, and will strengthen competition in the market for air-to-ground communications services.

Note that the proposed transfer of control is also expected to involve a blanket satellite earth station authorization. Gogo LLC, an affiliate of Aircell and wholly-owned subsidiary of Gogo, has an application for a blanket license pending before the International Bureau. See *Gogo LLC*, File Nos. SES-LIC-20120619-00574, SES-AMD-20120731-00709 & SES-AFS-20121008-00902, call sign E120106. Commission action on the blanket license application is expected during the pendency of the instant transfer of control application. In addition, the proposed transfer of control will affect wireless authorizations issued by the Wireless Telecommunications Bureau (“WTB”) and an experimental license issued by the Office of Engineering and Technology (“OET”). The lead transfer of control application filed with the WTB is file no. 0005699955.

Answer to Question 10

In response to Section 63.18(c):

Please direct correspondence concerning this application to:

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With a copy to counsel:

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In response to Section 63.18(d):

The Transferee has not previously received Section 214 authority from the Commission. The subject authority, ITC-214-20111206-00360, is held by the Transferee's subsidiary, Aircell.

Answer to Question 11

There are no interlocking directorates. The name, address, citizenship and principal business of any person or entity currently holding, either directly or indirectly, at least a ten percent equity or voting interest in the Transferee are listed below. At the time of this Application filing, Gogo's SEC registration statement has not yet become effective and the number of shares to be offered has not yet been determined. Moreover, the number of shares that will actually be sold will not be known until after the completion of the contemplated IPO. Therefore, it is impossible to calculate the post-IPO ownership percentages prior to obtaining Commission consent to this Application. Based on current plans, however, Gogo expects: (1) that the approximate ownership percentages shown for each entity below will decrease; and (2) that there will be no new 10% or greater shareholders. Gogo will submit post-IPO ownership data as an attachment to its consummation notice filing.

Name: AC Acquisition I LLC*
Percentage Ownership: 25.6% (direct)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Ripplewood Partners II, L.P.*
Percentage Ownership: 25.6% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Aircell Business Aviation Services LLC
International Section 214 Transfer of Control Application

Name: AC Acquisition II LLC
Percentage Ownership: 10.2% (direct)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Ripplewood Partners II Parallel Fund, L.P.*
Percentage Ownership: 10.2% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: RP II Partners LP*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Collins Family Partners, Inc.*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Collins Family Partners, L.P.*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Ripplewood Partners II GP, L.P.*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: RP II GP L.L.C.*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States (Delaware)
Principal Business: Investment holding company

Name: Timothy C. Collins*
Percentage Ownership: 35.8% (indirect)
Address: One Rockefeller Plaza 32nd Floor
New York, NY 10020
Citizenship: United States
Principal Business: Individual

Name: Oakleigh Thorne⁺
Percentage Ownership: 38.6% (indirect)
Address: PO Box 258
Millbrook, NY 12545
Citizenship: United States
Principal Business: Individual

⁺ Mr. Thorne's attributable indirect interests are held through multiple entities, each of which holds less than 10% and is therefore not individually reported here.

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in the Transferee or in Aircell.

* Indicates individuals and entities in the ownership chain currently deemed to possess *de facto* control. The current Gogo Stockholders' Agreement gives Ripplewood Partners II, L.P. (collectively with its affiliates, "Ripplewood") certain special rights, including the right to consult with Gogo in advance of significant decisions, including changes in management personnel, changes in employee compensation, introduction of new products, acquisitions or dispositions of plants, equipment and licenses, and R&D programs. Ripplewood also serves as the designated FCC contact for Gogo's primary wireless air-to-ground license, and directly appoints four of the nine members of the board of directors.

Answer to Question 13

The proposed transfer of *de facto* control will be effectuated by the termination of the Gogo Stockholders' Agreement which will occur at the completion of the contemplated IPO. Upon termination of the Stockholders' Agreement, Ripplewood will no longer have special rights or be entitled to directly appoint members to the board of directors.

Answer to Question 20

This Application qualifies for streamlined processing consistent with Sections 63.18(p) and 63.12 for the following reasons:

- (1) The Transferee is not affiliated with a foreign carrier on any route for which authority is sought; and
- (2) The Transferee is not affiliated with any dominant U.S. carrier whose international switched or private lines Applicant seeks authority to resell.