

**Description of Transaction and Public Interest Statement**

This application seeks Federal Communications Commission (“FCC”) consent to the proposed *pro forma* assignment of the licenses held by Gogo LLC (“Assignor”) to AC BidCo LLC (“Assignee”). Both the Assignor and Assignee are indirect, wholly owned subsidiaries of Gogo Inc. (“Gogo”).

The ownership and control of the Assignee is illustrated below. The Assignee is a direct, wholly owned subsidiary of Gogo Intermediate Holding LLC, which in turn is a direct, wholly owned subsidiary of Gogo. The proposed transaction does not change the Assignee’s ownership structure as previously approved by the Commission. See, e.g., ULS File No. 0005699955. Gogo is a publicly traded company.

The parties submit that the grant of this application is in the public interest, convenience and necessity because it will facilitate the efficient operation of Gogo’s business.

**Simplified Ownership Chart**

