

Description of Transaction, Public Interest Statement, and Certification

This application seeks Federal Communications Commission (“Commission”) consent to the proposed *pro forma* assignment of two earth station licenses, call signs E120106 and E150104, held by AC BidCo LLC (“Assignor”) to Gogo CA Licenses LLC (“Assignee”). Both the Assignor and Assignee are indirect, wholly owned subsidiaries of Gogo Inc. (“Gogo”).

The chart below shows the ownership and control of the Assignee, which is a direct, wholly owned subsidiary of Gogo LLC. Gogo LLC is a direct, wholly owned subsidiary of Gogo Intermediate Holdings LLC, which in turn is a direct, wholly owned subsidiary of Gogo. Gogo is a publicly traded company.

The parties submit that grant of this application is in the public interest, convenience and necessity because it will enable Gogo to undertake an internal restructuring to better align its corporate structure and organization with its business and operating practices and to provide for greater strategic flexibility.

Pursuant to Section 25.119(i) of the Commission’s rules, the parties certify that the proposed assignment is *pro forma* and that, together with all previous *pro forma* transactions, it will not result in a change in the actual controlling party. The instant application should therefore be deemed granted one business day after filing.

Simplified Organizational Chart

