

APPLICATION FOR PRO FORMA ASSIGNMENT

Exhibit E: Response to FCC Form 312, Question A20

This application is one of several seeking FCC authority for the *pro forma* assignment of satellite earth station licenses of various types from one of two entities controlled by Global Eagle Entertainment, Inc. (NASDAQ Ticker Symbol: ENT) (“Global Eagle”), a publicly traded company, to a newly created Global Eagle subsidiary, Global Eagle Telecom Licensing Subsidiary LLC. Each of the assignor entities, MTN License Corp. (“MTN”) and Row 44 Inc. as well as the assignee, is a wholly-owned subsidiary of Global Eagle. Shares of Global Eagle continue to be held by a number of institutional and individual investors. The company is not controlled by any other entity. The chart on the following page depicts Global Eagle’s ownership structure and the license assignments covered by the *pro forma* assignment applications.

Approval of this request does not require any waiver of, or any declaratory ruling pertaining to, an applicable Commission rule. Moreover, the applicants certify that the proposed assignment will not result in a change in the actual controlling party, and that there have been no prior *pro forma* assignments or transfers of control of these authorizations since approval of the current ownership was obtained in connection with the transfer of control of MTN in FCC File Nos. SES-T/C-20160511-00440, -00442 and -00443. Thus, the ultimate ownership and control of the FCC licenses will be unchanged following the assignment, and the transaction is conclusively *pro forma* in nature. Accordingly, the application should be deemed granted one business day after filing under the FCC’s Rules. *See* 47 C.F.R. § 25.119(i).

Exhibit F: Response to FCC Form 312, Question A21

This application is one of several applications by which Global Eagle seeks FCC consent to the *pro forma* assignment of fixed, temporary-fixed, ESV and ESAA earth stations from either one of the two Global Eagle subsidiaries to a new licensee subsidiary entity. The Applicants request this authority to simplify the company’s management of its FCC licensee portfolio and to facilitate the ability of the company to enter into future financing arrangements. Accordingly, the grant of the application will assist Global Eagle in obtaining continued access to financial resources that will allow it to serve the needs of its existing and future customers. Moreover, the *pro forma* assignment described in the instant application will not change the ultimate ownership or control of the licensed earth station facilities. The Commission has previously stated that, in situations where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.” *See, e.g., Forbearance from Section 310(d) Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (¶ 2) (1998). As noted above, the Commission’s Rules provide for such applications to be deemed granted one business day after filing. *See* 47 C.F.R. § 25.119(i).

Ownership Structure Showing Proposed Pro Forma License Assignments

