

E120106
Gogo LLC

SES-STA-20130531-00458

IB2013001157

Approved by OMB
3060-0678

APPLICATION FOR EARTH STATION SPECIAL TEMPORARY AUTHORITY

APPLICANT INFORMATION Enter a description of this application to identify it on the main menu:
Gogo STA Request for Transfer of E120106

1. Applicant

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Attention:	Mr William J Gordon		



File # SES-STA-20130531-00458

Call Sign E120106 Grant Date 6/4/2013
(or other identifier)

Term Dates
From 6/9/2013 To: 8/5/2013

Approved: Jeanette D. Spriggs

2. Contact			
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Attention:		Relationship:	Legal Counsel
(If your application is related to an application filed with the Commission, enter either the file number or the IB Submission ID of the related application. Please enter only one.)			
3. Reference File Number SEST/C2013050200357 or Submission ID			
4a. Is a fee submitted with this application?			
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).			
<input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee			
<input type="radio"/> Other (please explain):			
4b. Fee Classification CGB – Mobile Satellite Earth Stations			
5. Type Request			
<input checked="" type="radio"/> Use Prior to Grant <input type="radio"/> Change Station Location <input type="radio"/> Other			
6. Requested Use Prior Date			
06/07/2013			
7. City		8. Latitude	
		(dd mm ss.s h) 0 0 0.0	

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12. Description

Gogo LLC seeks special temporary authority (STA) for a period of 60 days commencing no later than June 7, 2013, for the transfer of control of the company's ESAA blanket license, call sign E120106. STA is sought pending action on the underlying application for Commission consent to the transfer of control of the ESAA license, File No. SES-T/C-20130502-00357. See attached narrative.

EXHIBIT 1: JUSTIFICATION FOR SPECIAL TEMPORARY AUTHORITY

By this application, Gogo LLC seeks special temporary authority (“STA”) for a period of 60 days commencing no later than June 7, 2013, for the transfer of control of the company’s blanket license for the operation of Ku-band earth stations aboard aircraft (“ESAAs”), call sign E120106. STA is sought pending Commission action on the underlying application for Commission consent to the transfer of control of the ESAA license, File No. SES-T/C-20130502-00357 (the “Transfer Application”).¹

As explained in the Transfer Application, Gogo LLC’s parent company Gogo Inc. (“Gogo”) has an S-1 registration statement, for a proposed initial public offering (“IPO”) of its common stock, pending before the Securities and Exchange Commission (“SEC”). At the completion of the IPO, an existing Shareholders’ Agreement that gives special rights to one Gogo shareholder will be terminated, and no individual or entity will possess either *de jure* or *de facto* control of Gogo. Thus, the Transfer Application seeks Commission consent, not to the acquisition of control of Gogo by any person or entity, but merely to this termination of the special rights of one shareholder, which the company has considered to represent *de facto* control.

Grant of STA for this transfer of control is consistent with Section 25.120 of the Commission’s rules and will serve the public interest. Gogo is undertaking the IPO in order to obtain an infusion of capital that will support the company’s ability to continue to expand its business. This, in turn, will enhance Gogo’s position in the competitive marketplace as a leading provider of in-flight connectivity and a pioneer in wireless in-cabin digital entertainment solutions.

Based on new information recently provided by SEC staff, Gogo expects to receive SEC clearance for the IPO by June 7. Timing is of the essence to permit Gogo’s IPO to proceed while market conditions are favorable. As is typical with IPO offerings, Gogo will conduct a one to two week “road show” to market the shares, followed immediately by pricing of the shares (which constitutes an unconditional agreement to sell the shares) and a few days later by consummation of the share sales. Clearly, Commission consent must be obtained before the last two steps – Gogo cannot unconditionally agree to sell the shares or actually sell them absent Commission authority for the license transfer. Realistically, however, it is not pragmatic even for the road show to commence without Commission action, as it will not be possible for Gogo to effectively market the stock if its ability to consummate the stock sale is still subject to regulatory uncertainty. Gogo currently plans to commence the road show for the IPO on Monday, June 10. To permit the road show to proceed as scheduled, Gogo requests that the Commission act on this STA request no later than June 7.²

¹ The Transfer Application has been accepted for filing, and the relevant comment period expires on June 21, 2013. See Public Notice, Satellite Communications Services re: Satellite Radio Applications Accepted for Filing, Report No. SES-01552 (May 22, 2013).

² Gogo has already obtained International Bureau approval for the transfer of control of its international Section 214 authority. See File No. ITC-T/C-20130429-00126. As of the filing

If Gogo is forced to delay the road show due to the lack of an STA, the benefits of the IPO could be undermined. Specifically, although the market conditions have recently become very positive for IPO offerings, these conditions can change quickly. Accordingly, even a relatively brief delay in commencement of the IPO process could affect the ultimate success of the IPO and Gogo's ability to obtain the capital needed to maintain and expand its services to air travelers and airline operators.

Importantly, the capital to be raised through the IPO is critical to fund Gogo's expansion of service to international flights, using its ESAA license. This expanded capability is a high priority for the Federal Air Marshal Service ("FAMS") which currently uses Gogo's service on domestic flights but is anxious to have connectivity on international routes to improve flight security. Should Gogo lose the current favorable market "window" for any reason, this international deployment could be delayed.

Finally, the requested STA is justified because Gogo had no possibility to file its underlying transfer of control application any earlier. The blanket ESAA license was granted on May 1, 2013, and Gogo promptly filed the transfer of control application on May 2, 2013. Gogo informed staff of the impending IPO before the grant of the license, but no procedure exists by which a transfer of control application can be initiated while an application for a new license remains pending.

For the foregoing reasons, Gogo LLC respectfully requests grant of special temporary authority to permit transfer of control of its ESAA blanket license pending action on the associated Transfer Application.

date of this STA application, other applications remain pending with respect to the other licenses and authorizations held by subsidiaries of Gogo. In ULS, *see* File Nos. 0005699955, 0005719146, and 0005719098; in ELS, *see* File No. 0022-EX-TU-2013. Gogo is separately pursuing Commission action on these applications, all of which are ripe for grant because any relevant public notice period has already expired.