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December 11, 2012

**BY ELECTRONIC POSTING**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW, Room TW-B204  
Washington, DC 20554

**Re: Application of Row 44, Inc. (File No. SES-T/C-20121203-01063)**

Dear Ms. Dortch:

Row 44, Inc. (“Row 44”), by their attorneys and pursuant to Section 1.65 of the Commission’s Rules (47 C.F.R. § 1.65), hereby provides revised information relevant to the above-referenced application. With the application, Row 44 seeks Commission approval for the transfer of control of Row 44 and its blanket aeronautical mobile-satellite (“AMSS”) Earth station network license.

The information contained in Row 44’s original application is being revised to clarify the name of the transferee entity and of certain ownership percentages of that entity. In particular, Row 44 makes the clarifications set forth below, each of which is reflected in the revised version of Exhibit E, submitted herewith. In each paragraph below, new language is indicated by bold/double-underlined text and deleted language is indicated by strikethrough text.

(1) The first paragraph of Exhibit E is modified to read as follows:

By this application, Row 44, Inc. (“Row 44”) seeks Commission authority for the transfer of control of Row 44, and its blanket aeronautical mobile-satellite (“AMSS”) Earth station network license, from its current shareholder group, in which the largest stake is owned by PAR Investment Partners, L.P. (“PAR”), to Global Eagle Acquisition Corp. (“Global Eagle”). Following completion of the proposed transaction, Row 44 will become a wholly-owned subsidiary of Global Eagle, ~~and Global Eagle will be renamed Global Eagle Entertainment Inc. (“GEE”).~~



(2) The third paragraph of Exhibit E is modified to read as follows:

Through the proposed transaction, Global Eagle will acquire, in exchange for either cash or stock in Global Eagle, all of the equity in Row 44 held by the company's current shareholders. Following consummation of the transaction, PAR will hold approximately 40 percent of ~~GEE~~Global Eagle, and investors in Global Eagle will hold ~~just under 50~~ approximately 39 percent of ~~GEE~~Global Eagle.<sup>1</sup> The proposed ownership structure is depicted in the Attachment.

(3) The first footnote of Exhibit E is modified to read as follows:

In connection with the business combination transaction, public stockholders of Global Eagle will have the opportunity to redeem their shares for cash. The stated percentages assume that there will be no redemptions of Global Eagle stock by its public ~~share~~shareholders. Assuming the maximum number of shares is redeemed by public stockholders, the percentage of shares held by persons other than Global Eagle public stockholders will increase proportionately, which could result in slightly higher ownership percentages for each of the parties disclosed herein.

(4) The fourth paragraph of Exhibit E is modified to read as follows:

Global Eagle, a Delaware corporation, is a special purpose acquisition company formed in February 2011 with the intention of effecting a business combination between the company and one or more other businesses. Following completion of the proposed transaction, ~~GEE~~Global Eagle will be the parent company of both Row 44 (100 percent owned) and AIA (86 percent owned). The Chairman and Chief Executive Officer ("CEO") of Global Eagle is Harry E. Sloan, a U.S. citizen, ~~who will hold about 16 percent of the equity in GEE post-~~consummation. The President of Global Eagle is Jeffrey Sagansky, a U.S. citizen, ~~who will also hold about 16 percent of the equity in GEE post-~~consummation. ~~An additional 16 percent of GEE will be held post-~~consummation by Global Eagle Acquisition LLC, of which Messrs. Sloan and Sagansky control the substantial majority of the shares.<sup>2</sup> Neither Mr. Sloan nor Mr. Sagansky currently own any material interest in Global Eagle directly; however, they have a beneficial interest in Global Eagle through their ownership of membership interests of Global Eagle Acquisition LLC. Approximately 16 percent of Global Eagle will be held post-consummation by Global Eagle Acquisition LLC, of which Messrs. Sloan and Sagansky control the substantial majority of the shares.<sup>2</sup> The address for the Global Eagle entities and Messrs. Sloan and Sagansky is 10900 Wilshire Boulevard, Suite 1500, Los Angeles, California 90022.

(5) The Row 44, Inc. Ownership Structure – Current & Proposed diagram ("Ownership Structure Diagram") is modified to replace the reference to Global Eagle Entertainment Inc. with Global Eagle Acquisition Corp., to remove the accompanying asterisk, and to replace the ownership percentages in Global Eagle Acquisition Corp. held by Harry E. Sloan, Global Eagle



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Acquisition LLC and Jeffrey Sagansky from 16% each to 16% collectively. These revisions are reflected in the attached version of the Ownership Structure Diagram.

Should there be any questions concerning this matter, please contact the undersigned counsel.

Respectfully submitted,

/s/ Philip A. Bonomo  
David S. Keir  
Philip A. Bonomo  
*Counsel for Row 44, Inc.*

Attachment

**REVISED EXHIBIT E AND  
OWNERSHIP STRUCTURE DIAGRAM**

**Ownership Information (Response to Question A20)**

By this application, Row 44, Inc. (“Row 44”) seeks Commission authority for the transfer of control of Row 44, and its blanket aeronautical mobile-satellite (“AMSS”) Earth station network license, from its current shareholder group, in which the largest stake is owned by PAR Investment Partners, L.P. (“PAR”), to Global Eagle Acquisition Corp. (“Global Eagle”). Following completion of the proposed transaction, Row 44 will become a wholly-owned subsidiary of Global Eagle.

Currently, PAR holds approximately 40 percent of the equity and voting interests in Row 44. An additional 20 percent of the equity and voting interests is held by Advanced Inflight Alliance AG (“AIA”) (of which PAR currently holds 86 percent of the equity). The only other current shareholder with a 10% or greater stake in Row 44 greater is the Wellington Management Company (“Wellington”), which holds approximately 24% of Row 44 through six different investment funds that are under Wellington’s management. *See* Attachment, “Row 44, Inc. Ownership Structure – Current & Proposed.”

Through the proposed transaction, Global Eagle will acquire, in exchange for either cash or stock in Global Eagle, all of the equity in Row 44 held by the company’s current shareholders. Following consummation of the transaction, PAR will hold approximately 40 percent of Global Eagle, and investors in Global Eagle will hold approximately 39 percent of Global Eagle.<sup>1</sup> The proposed ownership structure is depicted in the Attachment.

Global Eagle, a Delaware corporation, is a special purpose acquisition company formed in February 2011 with the intention of effecting a business combination between the company and one or more other businesses. Following completion of the proposed transaction, Global Eagle will be the parent company of both Row 44 (100 percent owned) and AIA (86 percent owned). The Chairman and Chief Executive Officer (“CEO”) of Global Eagle is Harry E. Sloan, a U.S. citizen. The President of Global Eagle is Jeffrey Sagansky, a U.S. citizen. Neither Mr. Sloan nor Mr. Sagansky currently own any material interest in Global Eagle directly; however, they have a beneficial interest in Global Eagle through their ownership of membership interests of Global Eagle Acquisition LLC. Approximately 16 percent of Global Eagle will be held post-consummation by Global Eagle Acquisition LLC, of which Messrs. Sloan and Sagansky

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<sup>1</sup> In connection with the business combination transaction, public stockholders of Global Eagle will have the opportunity to redeem their shares for cash. The stated percentages assume that there will be no redemptions of Global Eagle stock by its public stockholders. Assuming the maximum number of shares is redeemed by public stockholders, the percentage of shares held by persons other than Global Eagle public stockholders will increase proportionately.

control the substantial majority of the shares.<sup>2</sup> The address for the Global Eagle entities and Messrs. Sloan and Sagansky is 10900 Wilshire Boulevard, Suite 1500, Los Angeles, California 90022.

PAR, a Delaware limited partnership, is a private equity investment fund managed by PAR Capital Management, Inc. with headquarters at One International Place Suite 2401, Boston, Massachusetts 02110.

Global Eagle is well-qualified to obtain control of Row 44, and its management team is comprised of experienced investors who have expertise in the media, entertainment and communications industries. Mr. Sloan was chairman and CEO of Metro-Goldwyn-Mayer Studios Inc. from 2005 until 2009. Prior to that, he was Chairman and CEO of SBS Broadcasting Group from 1990 and 2001. Mr. Sagansky was President of CBS Entertainment from 1990 to 1994, Co-President of Sony Pictures Entertainment from 1996 to 1998, and CEO of Paxson Communications from 1998 until 2002. He also held positions at Peach Arch, RHI Entertainment, Winchester Capital Management and Elm Tree Partners, a privately held casino development company.

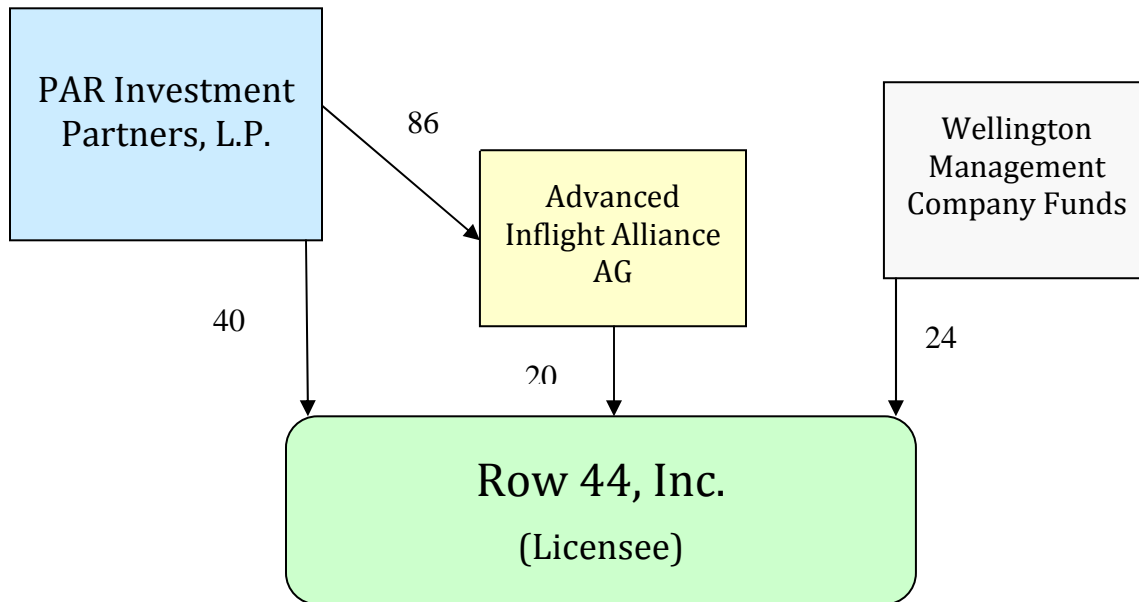
The parties respectfully submit that the instant transaction will serve the public interest, convenience and necessity, and thus should be approved as expeditiously as possible. *See* Exhibit F.

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<sup>2</sup> Mr. Sloan owns approximately 72% of the outstanding membership interests in Global Eagle Acquisition LLC and Mr. Sagansky owns approximately 24% of the outstanding membership interests in Global Eagle Acquisition LLC, although they are deemed to have joint control of Global Eagle Acquisition LLC.

## Row 44, Inc. Ownership Structure - Current & Proposed

### Current



### Proposed

