

**Description of Transaction and Ownership Information**  
**(Response to Question A20)**

**Background and Transaction Description**

Gogo LLC is the licensee of call sign E120106 which provides blanket authority for the operation of up to 1000 technically identical Ku-band earth stations aboard aircraft (“ESAA”) terminals for the provision of communications services on domestic and international flights.

Gogo LLC is an indirect, wholly-owned subsidiary of Gogo Inc. (“Gogo”). No single entity holds 50% or more of Gogo’s shares. However, for purposes of FCC control determination, Gogo considers one investor, Ripplewood Partners II, L.P. (collectively with its affiliates, “Ripplewood”), to possess *de facto* control. Specifically, the current Gogo Stockholders’ Agreement gives Ripplewood certain special rights, including the right to consult with Gogo in advance of significant decisions such as changes in management personnel, changes in employee compensation, introduction of new products, acquisitions or dispositions of plants, equipment and licenses, and R&D programs. Ripplewood also serves as the designated FCC contact for Gogo’s primary wireless air-to-ground license, and directly appoints four of the nine members of the Gogo board of directors.

Gogo has filed an S-1 registration statement with the Securities and Exchange Commission (“SEC”) for a proposed initial public offering (“IPO”) of its common stock. At the completion of the proposed IPO, the existing Stockholders’ Agreement will be terminated and Ripplewood will no longer possess *de facto* control of Gogo. No other single individual or entity will possess either *de jure* or *de facto* control of Gogo. Therefore, Gogo seeks the Commission’s consent for a transfer of *de facto* control from Ripplewood to Gogo.

Applications are currently pending before the Commission seeking consent to this transfer of control with respect to the other licenses and authorizations held by subsidiaries of Gogo.<sup>1</sup>

**Ownership Information**

The name, address, citizenship and principal business of any person or entity currently holding, either directly or indirectly, at least a ten percent equity or voting interest in the Transferee are listed below. At the time of this Application filing, Gogo’s SEC registration statement has not yet become effective and the number of shares to be offered has not yet been determined. Moreover, the number of shares that will actually be sold will not be known until after the completion of the contemplated IPO. Therefore, it is impossible to calculate the post-IPO ownership percentages prior to obtaining Commission consent to this Application. Based on current plans, however, Gogo expects: (1) that the approximate ownership percentages shown for each entity below will decrease; and (2) that there will be no new 10% or greater shareholders.

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<sup>1</sup> In IBFS, see file no. ITC-T/C-20130429-00126; in ULS, see file nos. 0005699955, 0005719146, and 0005719098; in ELS, see file no. 0022-EX-TU-2013.

Name: AC Acquisition I LLC\*  
Percentage Ownership: 25.6% (direct)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Ripplewood Partners II, L.P.\*  
Percentage Ownership: 25.6% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: AC Acquisition II LLC  
Percentage Ownership: 10.2% (direct)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Ripplewood Partners II Parallel Fund, L.P.\*  
Percentage Ownership: 10.2% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: RP II Partners LP\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Collins Family Partners, Inc.\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Collins Family Partners, L.P.\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Ripplewood Partners II GP, L.P.\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: RP II GP L.L.C.\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States (Delaware)  
Principal Business: Investment holding company

Name: Timothy C. Collins\*  
Percentage Ownership: 35.8% (indirect)  
Address: One Rockefeller Plaza 32<sup>nd</sup> Floor  
New York, NY 10020  
Citizenship: United States  
Principal Business: Individual

Name: Oakleigh Thorne<sup>+</sup>  
Percentage Ownership: 38.6% (indirect)  
Address: PO Box 258  
Millbrook, NY 12545  
Citizenship: United States  
Principal Business: Individual

\* Indicates individuals and entities in the ownership chain currently deemed to possess *de facto* control.

<sup>+</sup> Mr. Thorne's attributable indirect interests are held through multiple entities, each of which holds less than 10% and is therefore not individually reported here.

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in the Transferee or in Gogo LLC.

### Current/Proposed Ownership Structure\*

\*Because only *de facto* control will change, the structure will remain the same after the transaction. However, because of the IPO, the percentage of ownership held in Gogo Inc. by each direct investor will decrease.

