

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Gogo Intermediate Holdings LLC (“Transferor”), Gogo CA Licenses LLC (“Licensee”), and Intelsat S.A., as debtor-in-possession (“Intelsat” or “Transferee”) seek Federal Communications Commission consent for the proposed transfer of control of Licensee to Transferee.

Description of the Transaction

The proposed transfer of control involves the sale of all issued and outstanding units in Gogo LLC – the direct parent of Licensee – to an indirect, wholly-owned subsidiary of Intelsat (the “Transaction”). Intelsat Jackson Holdings S.A., as debtor-in-possession, entered into a Purchase and Sale Agreement with Gogo, Inc. on August 31, 2020. Prior to closing, the agreement will be assigned from Intelsat Jackson Holdings S.A., as debtor-in-possession, to Intelsat Aviation AcquisitionCo LLC.¹

The following non-common carrier licenses subject to the proposed transfer of control are used in the provision of satellite-based in-flight broadband connectivity, primarily to commercial aircraft:²

	Call Sign	License Type	Licensee	FRN
1.	E120106	Earth Station	Gogo CA Licenses LLC	0029750437
2.	E150104	Earth Station	Gogo CA Licenses LLC	0029750437
3.	WF2XMC	Experimental	Gogo CA Licenses LLC	0029750437

Description of the Parties

Gogo LLC is a direct, wholly-owned subsidiary of Transferor, which in turn is a direct, wholly-owned subsidiary of Gogo Inc., a publicly traded company headquartered in Chicago, Illinois. Gogo offers a range of in-flight broadband connectivity and connectivity-enabled services to commercial and business aviation. Licensee, a wholly-owned subsidiary of Gogo LLC, holds the authorizations used in Gogo’s commercial aviation business, which delivers broadband connectivity solutions to airlines and wireless in-flight entertainment to passengers on aircraft.

Intelsat is a publicly traded company headquartered in Luxembourg. Intelsat provides diversified communications satellite services to the world’s leading media companies, fixed and

¹ See also Exhibit E.

² The earth station licenses and experimental license are subject to separate transfer of control applications, but the parties included all call signs held by Licensee in this Description of Transaction and Public Interest Statement for the sake of completeness.

wireless telecommunications operators, data networking service providers for enterprise and mobile applications in the air and on the seas, multinational corporations, and Internet Service Providers. In recent years, mobility services providers have contracted for services on Intelsat's fleet that support broadband connections for passengers on commercial flights, cruise ships and commercial shipping.³

Public Interest Statement

No change in the operation or use of the FCC-licensed facilities is expected as a result of this proposed transfer of control. Grant of this application will provide for the uninterrupted provision of competitive inflight connectivity services to customers and further propel Intelsat's efforts to grow the commercial in-flight connectivity market. Intelsat will pair its high-capacity global satellite and ground network with Gogo's installed base of more than 3,000 commercial aircraft to redefine in-flight connectivity services. Passengers will benefit from an enhanced in-flight connectivity experience that delivers fast and reliable video streaming, browsing and cloud-based applications. Airlines will benefit from a fully integrated platform offering high reliability, flexibility and passenger satisfaction. Accordingly, Commission approval of the Transaction will serve the public interest.

³ Intelsat intends to fund the transaction using its existing debtor-in-possession ("DIP") financing facility and cash on hand. Intelsat's DIP lenders have agreed to amend the DIP credit agreement to facilitate the transaction, and Intelsat's key economic stakeholders support the transaction. On August 31, 2020, the U.S. Bankruptcy Court for the Eastern District of Virginia, Richmond Division, approved Intelsat's consummation of the transaction.