

Gogo/LiveTV Transaction
WT Docket No. 12-155; ULS File No. 0005185165

Nov. 29, 2012

Overview

- The parties are proposing to assign LiveTV's 1 MHz ATG license to Gogo's license subsidiary, AC BidCo, which would give Gogo a combined 4 MHz of ATG spectrum.
- Public Notice of the application was released June 19 and the comment cycle closed on July 20. No oppositions or *ex partes* by other parties have been filed.
- Integral to the application is a waiver of Section 22.853, which imposes a 3 MHz spectrum cap on 800 MHz ATG spectrum. However, the FCC's 2004 ATG order specifically anticipated that changing conditions could later justify a single operator in the band.
 - o The FCC concluded that, given satellite and other spectrum bands that could be used to provide ATG, the new ATG rules were likely to "enhance intermodal air-ground competition *even if ultimately only one entity operates* in the 800 MHz air-ground band." [¶ 40]
 - o It also highlighted a specific path for waiver of the spectrum cap, noting that such waiver requests would be considered "based on a showing that market conditions and other factors would favor common control of more than three megahertz without resulting in a significant likelihood of substantial competitive harm." [¶ 42]
- The waiver request filed with the application makes the requisite showing regarding changed market conditions and the lack of competitive harm:
 - o The Order's assumption that only 3 MHz is needed to deliver adequate ATG service is no longer correct. Gogo broadband internet is available on more than 1,600 commercial aircraft, including all domestic mainline Delta Air Lines and nearly all of Delta's regional jets; all AirTran Airways and Virgin America flights; and select Air Canada, Alaska Airlines, American Airlines, Frontier Airlines, United Airlines, and US Airways flights. Capacity constraints are on the horizon given the popularity of the service and the high-bandwidth applications desired by passengers (Facebook,

YouTube, Netflix, etc). The airlines also want to expand use of Gogo's network for airline operational communications.

- Because Gogo can use the 4th megahertz to help provide more capacity, the Order's concern that the last megahertz would fallow if all 4 MHz were held by one entity is no longer a legitimate concern.
- The Order's assumption that a stand-alone 1 MHz license would be adequate "for many potential uses" has not proven to be true. JetBlue trialed a narrowband service but determined that it could not support a viable service, given customer demand for broadband capabilities. Thus, rather than using the license it obtained at auction, JetBlue/LiveTV has chosen to deploy satellite solutions for commercial as well as for general aviation aircraft.
- The Order anticipated that satellite providers might become serious competitors to 800 MHz ATG. That has now come true, thereby erasing any concerns that a consolidated holding of the 4 MHz would harm competition in the provision of ATG services. To the contrary, expanded terrestrial ATG capacity will help maintain intermodal competition against the larger spectrum holdings of satellite providers.
 - Satellite-based competitors include Row 44 (serving Southwest); Panasonic (will serve United); ViaSat (will serve JetBlue and United) and Aeromobile. (*See attachments.*)
 - Because LiveTV cannot use the spectrum for broadband service, no broadband competition is lost. While the 1 MHz is still being used to serve about 1,300 legacy Verizon Airfone general aviation customers, this is not sustainable as the equipment has been discontinued.
 - Gogo is also planning to launch a satellite-based service (especially for international service), but still plans to rely on its terrestrial network for a majority of domestic flights.
- As an additional benefit, a unified 4 MHz license would harmonize the band with Canada and Mexico, as both have now adopted a single 4 MHz license band plan.

Recent Precedents Support Approval

- In 2010, the Mobility Division granted waiver relief in the 400 MHz general aviation ATG band analogous to what the parties are requesting here. See Joint Request by Stratophone, LLC and SkyTel Spectrum, LLC for Waiver of Certain Air-to-Ground Radiotelephone Service Licensing Rules for General Aviation, Order, WT Docket No. 09-44, 25 FCC Rcd 8581 (Mobility Div., WTB, July 2, 2010).
 - o The Division granted a waiver of the spectrum cap contained in Section 22.817 which, *inter alia*, prohibits the holding of more than six authorizations for ground station channels in the same service area.
 - o The grant allowed Stratophone and Skytel to combine operations and provide nationwide service as a single provider. The Division acknowledged that no other entity in the band would be able to provide nationwide service in competition to the single provider. [¶¶ 5, 8]
 - o The Division noted Section 22.817's goals of promoting competition while preventing warehousing – the very same objectives as those behind Section 22.853. [¶ 11]
 - o The Division's grant relied on the "totality of the circumstances on the record," [¶ 13] including:
 - the declining state of the current offering – just like the legacy Airfone service;
 - the unavailability of equipment -- just like the unavailability of new MagnaStar equipment;
 - an assessment that, absent relief, general aviation customers would be deprived of more modern communications options – just as they will be if LiveTV's customers are not transitioned to Gogo's network; and
 - an assessment that, absent relief, the spectrum would be underutilized – just as the 1 MHz will be if not acquired by Gogo.
 - o The Division recognized the Commission's statutory mandate to "generally encourage the larger and more effective use of radio in the public interest" and "to encourage the provision of new technologies and services to the

public,” noting that Petitioners were proposing a more efficient use of the spectrum as part of an integrated network,” and that the proposal therefore “falls also within the spirit of our statutory mandate.” [¶ 14] The same applies here.

- The Division noted that no oppositions were filed, indicating little or no third-party interest in providing competition. [¶ 15] Likewise, there was no opposition to the instant application.
 - The Division found that “rather than undermining the goal of competition, waiver ... in this instance will promote competition and innovation.” [¶ 17] The same is true here, as Gogo will be better able to compete against pure satellite-based ATG providers.
 - The Division recognized that technology as well as subscribers’ needs and expectations had evolved since the FCC adopted its rules. [¶ 17].
 - In addition to the spectrum cap waiver, the Division also granted a waiver of three other rule sections in order to facilitate the petitioners’ plans to consolidate the spectrum, in effect fundamentally altering the Commission’s licensing scheme for the 400 MHz ATG band. The Division was able to determine that the special circumstances present and the public interest benefits justified deviation from the Commission’s rules, as they do here.
- Moreover, the FCC has recently permitted much larger spectrum consolidations than the instant transaction, where the spectrum was being underutilized by the existing licensees:
- The International Bureau approved the acquisition of the entire 2 GHz MSS band by DISH Network, combining DBSD and TerreStar’s 20 MHz licenses, for a total of 40 MHz. The Bureau determine that, although only a single licensee remained in the band, there was adequate competition from services provided in other bands, and that the public interest would be served by the more efficient use of the band under the control of the new licensee. DBSD North America, Inc., Debtor-in-Possession *et al.*, Order, 27 FCC Rcd 2250, DA 12-332 (IB, Mar 2, 2012) (“DBSD/TerreStar Order”). [¶¶ 22-27]
 - Similarly, LiveTV’s license will be more efficiently utilized by Gogo and vigorous ATG competition exists in other bands.

A Prompt Decision Is Urgently Needed

- Gogo must quickly make critical, strategic decisions about its next technology / spectrum acquisition move to support its business in the medium and long term. Gogo will likely need to acquire (or lease) additional spectrum, but the specific spectrum choice will be affected by whether Gogo will have 3 or 4 MHz of 800 MHz ATG spectrum.
- Gogo has targeted mid-2014 to integrate the 1 MHz into its network. Many prerequisite tasks are required to meet that deadline. System engineering development and equipment production planning must begin ASAP.
 - o Technology changes quickly. Indeed, in the 7 months the waiver has been pending, Gogo is already rethinking how to best integrate the additional spectrum into its network, but cannot reasonably launch full-scale engineering efforts until FCC approval is granted.
- Prompt approval is also needed to prevent service degradation to legacy Airfone customers who continue to rely on antiquated equipment that does not support internet service. The last aircraft installation of a new MagnaStar® system occurred in 2002. The equipment is no longer manufactured, and replacement parts are harder to find. The equipment's manufacturer, Raytheon, *will only continue offering repair services through the end of 2013.*
 - o If the transaction is approved, Gogo's subsidiary Aircell will be able to offer the latest capabilities, including broadband, to the current general aviation customers. However, without a sufficient transition period, some customers may lose service as broken equipment becomes un-repairable.
- The parties are not requesting special expedited action, but only seek resolution within the FCC's own 180-day transaction processing timeline. The FCC routinely processes much more significant spectrum transactions within its 180-day target.
 - o One recent example is the DISH Network acquisition of DBSD and TerreStar, which resulted in the consolidation of 40 MHz of 2 GHz MSS spectrum (10 times the amount at issue here), bringing (as here) the number of licenses in the band from two to one. Unlike the instant application, that proceeding involved oppositions and many *ex parte* filings. See DBSD/TerreStar Order.

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**UNITED CONTINENTAL HOLDINGS
SELECTS PANASONIC TO INSTALL WI-FI**

DETAILS PLANS FOR SYSTEMWIDE WI-FI

CHICAGO, Nov. 4, 2011 – United Continental Holdings, Inc. (NYSE: UAL) today announced that it selected Panasonic Avionics Corporation to provide Wi-Fi connectivity in all cabins on more than 300 United Airlines and Continental Airlines aircraft beginning in mid-2012. Panasonic's Ku-band satellite technology offers faster speed than air-to-ground technology (ATG) and will provide connectivity on flights worldwide. The system will also enable wireless streaming of video content.

"Our customers tell us they value Wi-Fi," said Jim Compton, United's executive vice president and chief revenue officer. "As a global carrier, United is especially pleased that the Ku-band technology will enable customers to stay connected on longer overseas flights, something no other U.S.-based international carrier currently offers."

Paul Margis, chief executive officer for Panasonic Avionics Corporation said, "Panasonic is honored that United Continental Holdings selected our Global Communications Suite for more than 300 aircraft in its domestic and international fleets. United Continental Holdings has an exciting vision about how to leverage Ku technology within its fleets, and we are thrilled to be working with them on a connectivity experience that sets a new standard in in-flight entertainment and communications."

United Continental Holdings expects to install the Panasonic system on Airbus 319 and 320 and Boeing 747, 757, 767, 777 and 787 aircraft. Customers will be able to use their wireless devices such as laptops, smart phones and tablets onboard these aircraft to connect with internet service using the in-flight hotspot.

United Continental Holdings expects the entire mainline fleet will be equipped with Wi-Fi by 2015. Continental Airlines previously announced plans to install Wi-Fi on more than 200 DIRECTV-equipped aircraft beginning in 2012.

About United Continental Holdings, Inc.

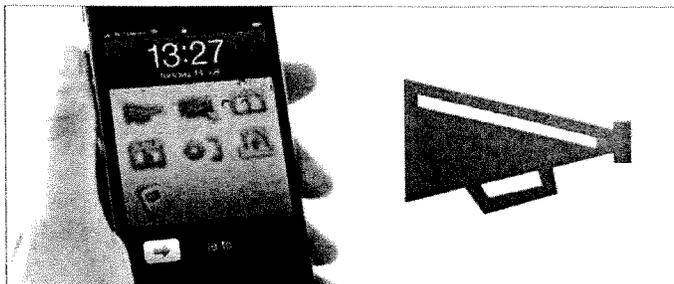
United Continental Holdings, Inc. is the holding company for both United Airlines and Continental Airlines. Together with United Express, Continental Express and Continental Connection, these airlines operate an average of 5,717 flights a day to 376 airports on six continents from their hubs in Chicago, Cleveland, Denver, Guam, Houston, Los Angeles, New York/Newark Liberty, San Francisco, Tokyo and Washington, D.C. United and Continental are members of Star Alliance, which offers more than 21,200 daily flights to 1,185 airports in 185 countries.

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Inflight Mobile and WI-FI: The Perfect Pair

Plane Calling - AeroMobile Newsletter Sept 2012 - Demand for inflight connectivity continues to grow rapidly and with it, the range of connectivity options available.

Passengers boarding flights are increasingly finding themselves with a choice of both mobile and WI-FI services. Between them, they offer passengers the same level of choice they would expect on the ground and so complement each other perfectly.

Mobile services offer the convenience of simple, pre-arranged billing, a full range of connectivity options, and ease of use just as a passenger would expect on the ground. This makes inflight mobile ideally suited for mobile phones, smart phones and kindles, utilising services such as voice, SMS texting, checking emails, mobile applications and posting on social media.

WI-FI is ideal for devices such as iPads and laptops for prolonged email use, extensive browsing, and video streaming. Whichever way a passenger wants to stay connected, inflight mobile and wi-fi offered through Panasonic Avionics Corporation's Ku Band have it covered.

Partnering with airlines to connect passengers in-flight.

News and Press

No place to hide: AeroMobile's CEO expects mobile service on 7,000 aircraft in five years

(Global Telecoms Business) - 9th November 2012 - AeroMobile, part-owned by Telenor, has just won a deal with Boeing to fit mobile base stations in air...

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AeroMobile Line-Fits Cleared for Take-off

2nd November 2012 - The first aircraft to be fully installed by Boeing with the AeroMobile inflight mobile service has been delivered to its customer...

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APEX 2012: Aeromobile sees doubling of data in just one month

September 18, 2012 - Pal Bjordal (pictured), CEO of Aeromobile, says that it is seeing enormous growth in the amount of data traffic to and from aircraft...

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THAI Launches exPhone Onboard Service

September 18, 2012-Thai Airways International Public Company Limited (THAI) announces its use of exPhone onboard installed by Panasonic Avionics Cor...

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CEO's Corner

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The Virgin Experience

Plane Calling - AeroMobile Newsletter Sept 2012 - Virgin Atlantic launched AeroMobile services in early 2012 and has already seen a high level of pass...

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NEWS

Row 44 Announces Key Milestones in Aircraft Installations and Satellite Capacity

Row 44 featured on CNN International
November 15, 2012

Row 44 Surpasses 350th Aircraft Installation, Increases Satellite Capacity Over North America, Southern Europe and North Africa

all news

Westlake Village, Calif. (September 12, 2012) – Row 44, the leading provider of inflight WiFi and device-based entertainment for airlines around the world, announced today the company has surpassed 350 aircraft installed with the Row 44 system.

PRESS

"This installation milestone is quite significant as it makes Row 44 by far the world's most widely deployed satellite-based inflight WiFi service," commented John LaValle, chief executive officer of Row 44.

Row 44 featured on CNN International
November 15, 2012

Row 44 also announced an increase in its satellite capacity over North America, Southern Europe and North Africa. Crediting the growth in aircraft flying with its system over the regions, Row 44 doubled the number of active satellite transponders in its North American network, as well as added capacity for its international partners to support aircraft flying over Southern Europe and North Africa.

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Added John: "We have experienced tremendous growth in 2012. Increasing the network's satellite transponders over these regions will result in an expansion of bandwidth, which translates to a reliable broadband experience for customers using the service in these areas."

POST

Up next:

iPad Mini Has Launched, and We Couldn't Be Happier! (John LaValle)
November 19, 2012

Row 44 will be exhibiting at the upcoming APEX 2012 Expo in Long Beach, Calif., where they will be featuring new interactive displays to showcase the Row 44 inflight entertainment platform. On September 17, APEX will be hosting their annual Awards Ceremony where they will be announcing the winners of the Passenger Choice Awards and Avion Awards. Row 44 has been selected as a finalist for Avion's 2012 "Best Achievement in Technology" award for its launch of live television inflight to passengers' devices

all blog

About Row 44, Inc.

Row 44, Inc. is the leading in-flight WiFi and device-based entertainment provider for commercial airlines. Row 44 enables airlines worldwide to provide their travelers with high-speed Internet connectivity, access to world-class entertainment content, including live television and streaming Video on Demand, and local activities that can be booked en route. Aboard more than 350 planes worldwide, Row 44 has the largest fleet of high-speed WiFi-enabled planes that operate over land and sea. The Row 44 platform uses the most reliable, sustainable technology for connectivity available today to deliver airline passengers a quality travel experience, and airlines incremental revenue and growth opportunities.

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GLOBAL EAGLE ACQUISITION CORP., FOUNDED BY HARRY SLOAN AND JEFF SAGANSKY, ANNOUNCES ACQUISITION OF ROW 44, INC. AND APPROX. 86% STAKE IN ADVANCED INFLIGHT ALLIANCE AG. TRANSACTION VALUED AT APPROXIMATELY \$430 MILLION

RECENT NEWS



Row 44 featured on CNN International
November 15, 2012

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Creating largest integrated entertainment platform for the global airline industry Combined Company to be Renamed Global Eagle Entertainment Inc.

All major Row 44 and AIA shareholders rolling equity into transaction Leading institutional investors committing \$71.25 million equity backstop Transaction valued at 6x projected consolidated 2014 Adjusted EBITDA*

Investor conference call scheduled for 4:30pm, Thursday, November 8, 2012

Los Angeles, CA – November 8, 2012 – Global Eagle Acquisition Corp. (NASDAQ: EAGL; EAGLW; EAGLU) (Global Eagle) today announced the signing of definitive agreements under which Global Eagle will acquire Row 44, Inc. (Row 44) and approximately 86% of the issued and outstanding shares of Frankfurt-listed Advanced Inflight Alliance AG (GR: DVN1) (AIA) to create the largest entertainment and connectivity platform for the worldwide airline industry. AIA is the leading supplier of games, movies, general entertainment and applications to the airline industry, serving more than 130 airlines worldwide. Row 44 is a leading satellite-based broadband service provider to the global airline industry, with its inflight entertainment connectivity system currently installed on more than 400 aircraft that operate over land and sea worldwide.

Global Eagle is a special purpose acquisition company which raised approximately \$190 million in its initial public offering in May 2011. Global Eagle's founders, Harry Sloan and Jeff Sagansky, believe that this marriage of content, connectivity and capital will create a superior platform to exploit the rapidly expanding global airline industry as it increasingly focuses on the in-cabin entertainment experience and other ancillary revenue opportunities. Following the closing, Global Eagle will own 100% of the equity of Row 44 and approximately 86% of the issued and outstanding shares of AIA, and be renamed Global Eagle Entertainment Inc. Global Eagle intends to apply to list its shares of common stock on the Nasdaq Stock Market under the symbol "ENT."

Global Eagle is purchasing the AIA shares from PAR Investment Partners, L.P. (PAR), which is also a major shareholder of Row 44. AIA separately will retain its listing on the Frankfurt Stock Exchange (with trading of its shares in Deutsche Borse's Xetra trading system), with approximately 14% of the shares held by public shareholders.

In support of this transaction, Global Eagle has arranged for leading institutional investors, including PAR, to purchase 7.125 million shares of common stock of Global Eagle to the extent any public stockholders of Global Eagle redeem their shares. In the event there are no redemptions or less than 7.125 million public shares are redeemed, the backstop investors also have an option to purchase up to a total of 7.125 million shares. The shares of common stock that PAR will receive pursuant to the Backstop Agreement may include shares of voting and non-voting Global Eagle common stock.

In making the announcement, Harry Sloan, Chairman and CEO of Global Eagle, stated, "By combining AIA's access to the installed inflight entertainment market with Row 44's wi-fi to mobile device capability, Global Eagle has potential access to 100% of the airline passenger experience, creating an addressable market as large as the global airline industry. This is exactly the kind of worldwide digital media opportunity we've been seeking for Global Eagle since our IPO; and this is also a platform for Jeff and me to utilize our media and content relationships and experience to drive expansion and enhancement of inflight content and programming around the world."

Edward L. Shapiro, a partner of PAR Capital Management and Chairman of the Board of Row 44 and Chairman of AIA's Supervisory Board, who will become Chairman of Global Eagle Entertainment after the closing, stated, "We are extremely excited about this business combination. Row 44 and AIA are leaders in their respective industries and have highly complementary products and customer bases. With this transaction, not only will the two companies be able to enhance their offerings, but they will gain access to additional capital and relevant entertainment industry experience."

Shapiro added, "I have had the privilege of working closely with the very talented Row 44 and AIA management teams and I look forward to continuing this work as we enter this next phase of accelerating industry adoption of wireless content delivery. I have known both Harry and Jeff for more than ten years and am eager to have them

as partners as we build Global Eagle Entertainment into a leading global media company.”

All the members of Row 44 and AIA senior management teams, including John LaValle as CEO of Row 44 and Louis Belanger-Martin as CEO of AIA, will continue in their current positions under the new ownership structure.

Summary of Business Combination Transaction

Under the terms of the proposed business combination, Global Eagle will become the owner of all of the equity of Row 44 pursuant to the terms of the merger agreement entered into today. In addition, Global Eagle will become the owner of approximately 86% of the issued and outstanding shares of AIA pursuant to the terms of the Stock Purchase Agreement also entered into today with PAR.

Under the AIA Stock Purchase Agreement, Global Eagle will issue approximately 14,368,000 shares of non-voting common stock to PAR Capital for its 20,464,581 shares of AIA, representing a purchase price of EUR 5.50 per share and assuming a Euro to U.S. dollar exchange rate of 1.27655.

Pursuant to the Row 44 Merger Agreement, at the closing, Global Eagle will issue approximately 25 million shares of common stock to the equity holders of Row 44 representing a total enterprise value consideration of \$250 million, subject to adjustments as defined in the Merger Agreement. Preliminarily, these adjustments are expected to result in the issuance of approximately 22.5 million shares to the equity holders of Row 44 at closing, a payment of approximately \$12 million in cash to PAR, as the first party to commit to a backstop agreement, and the assumption of certain warrants. PAR currently owns approximately 86% of the issued and outstanding shares of AIA and more than 40% of the issued and outstanding equity of Row 44. AIA currently owns approximately 13% of the issued and outstanding equity of Row 44.

Assuming no redemptions of Global Eagle stock by its public stockholders, the current stockholders of Global Eagle, the current owners of Row 44 (excluding PAR Capital and AIA), PAR and AIA (approximately 86% of which will be owned by Global Eagle) will hold approximately 39%, 17%, 39% and 5%, respectively, of the issued and outstanding shares of Global Eagle Entertainment Inc. common stock immediately following the closing.

The cash currently held in Global Eagle's trust account will be used to fund any redemptions by public stockholders of Global Eagle of their common stock, accrued expenses and transaction expenses and fees, with any remaining cash being used for working capital and capital expenditures to facilitate growth and industry consolidation initiatives and other general corporate purposes.

The boards of directors of Global Eagle and Row 44 have unanimously approved the Row 44 Merger Agreement and the board of directors of Global Eagle and PAR have each approved the sale of PAR's AIA shares.

Completion of the transaction, which is expected to occur in January 2013, is subject to approval by Global Eagle and Row 44 stockholders, the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, any applicable non-U.S. antitrust approvals and other customary closing conditions.

Citigroup is acting as lead capital markets advisor to Global Eagle, and BofA Merrill Lynch and Citigroup are providing financial advisory services to Global Eagle. RBC Capital Markets is providing advisory services to AIA. Seabury Group, LLC is providing advisory services to Row 44. Legal counsel to Global Eagle is McDermott Will & Emery LLP. Legal counsel to PAR are Goodwin Procter LLP and SJ Berwin. Legal counsel to Row 44 is Strategic Law Partners, LLP.

The description of the business combination contained herein is only a summary and is qualified in its entirety by reference to the definitive agreements relating to the transaction, copies of which will be filed by Global Eagle with the Securities and Exchange Commission (SEC) as exhibits to a Current Report on Form 8-K.

Conference Call Scheduled

Global Eagle will host a conference call to discuss the proposed business combination with the investment community on Thursday, November 8, 2012 at 4:30pm EST.

Investors may participate in the conference call by dialing (800) 860-2442 toll free in the US, (866) 605-3852 toll free in Canada or (412) 858-4600 internationally. A replay will be available one hour after the end of the conference until 9:00am on November 16, 2012 by dialing (877) 344-7529 toll free in the US or (412) 317-0088 internationally and entering conference number 10021300.

Additional information about the business combination will included by Global Eagle as an exhibit to a Current Report on Form 8-K that will be furnished to the Securities and Exchange Commission prior to the conference call. Interested parties should visit the SEC website at www.sec.gov.

About Advanced Inflight Alliance AG

Advanced Inflight Alliance AG (AIA) is the world's leading provider of innovative content and solutions for the inflight entertainment industry. Listed on the Frankfurt Stock Exchange, AIA's subsidiaries are market-leading companies pioneering in the "passenger experience" sector which provide content solutions such as international and local audio, video, applications, games and services to the majority of the world's airlines. AIA was incorporated in Germany in 1998 and completed its initial public offering in 1999.

About Row 44

Row 44 is a satellite-based broadband services provider to the global commercial airline industry. Its network enables airlines to connect to orbiting Ku-band satellites and to communicate with existing satellite ground earth

stations. Row 44's in-cabin communication link currently provides airline passengers with Internet access, live television, shopping and flight and destination information. Row 44 was formed in 2004, its WiFi connectivity system was first deployed by a domestic commercial airline in 2009 and its broadband services were fully operations in 2010. Currently installed on more than 400 aircraft, Row 44 has the largest fleet of connected entertainment enabled planes that operate over land and sea worldwide.

About Global Eagle

Global Eagle Acquisition Corp. is a special purpose acquisition company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination involving Global Eagle Acquisition Corp. and one or more businesses. Global Eagle Acquisition Corp. is a Delaware corporation formed in 2011. It raised approximately \$190 million in its IPO in May 2011 and its securities are traded on NASDAQ under the ticker symbols EAGL, EAGLW and EAGLU.

* Adjusted EBITDA represents a non-GAAP measure of financial results and reflects revenues less operating expenses, excluding depreciation and amortization.

ADDITIONAL INFORMATION ABOUT THE BUSINESS COMBINATION AND WHERE TO FIND IT

Global Eagle intends to file with the Securities and Exchange Commission (SEC) a preliminary proxy statement of Global Eagle in connection with the proposed business combination and will mail a definitive proxy statement and other relevant documents to its stockholders. Global Eagle stockholders and other interested persons are advised to read, when available, the preliminary proxy statement, and amendments thereto, and definitive proxy statement in connection with Global Eagle's solicitation of proxies for the special meeting to be held to approve the business combination because the proxy statement will contain important information about AIA, Row 44, Global Eagle and the proposed business combination. The definitive proxy statement will be mailed to stockholders of Global Eagle as of a record date to be established for voting on the business combination. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC's Internet site at <http://www.sec.gov>, or by directing a request to: Global Eagle Acquisition Corp., 10900 Wilshire Blvd., Suite 1500, Los Angeles, CA 90024. Attn.: James A. Graf, Chief Financial Officer.

PARTICIPANTS IN THE SOLICITATION

Global Eagle and its directors and officers may be deemed participants in the solicitation of proxies to Global Eagle's stockholders with respect to the transaction. A list of the names of those directors and officers and a description of their interests in Global Eagle is contained in Global Eagle's annual report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC, and will also be contained in the proxy statement for the proposed business combination when available.

FORWARD LOOKING STATEMENTS

This press release may include "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate", "believe", "expect", "estimate", "plan", "outlook", and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements with respect to the timing of the proposed business combination with Row 44 and AIA, as well as the expected performance, strategies, prospects and other aspects of the businesses of Global Eagle, AIA, Row 44 and the combined company after completion of the proposed business combination, are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements. These factors include, but are not limited to: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Row 44 Merger Agreement or the AIA Stock Purchase Agreement (the "Business Combination Agreements"); (2) the outcome of any legal proceedings that may be instituted against Global Eagle, AIA, Row 44 or others following announcement of the Business Combination Agreements and transactions contemplated therein; (3) the inability to complete the transactions contemplated by the Business Combination Agreements due to the failure to obtain approval of the stockholders of the Global Eagle or other conditions to closing in the Business Combination Agreement, (4) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regulatory reviews required to complete the transactions contemplated by the Business Combination Agreements; (5) the risk that the proposed transaction disrupts current plans and operations as a result of the announcement and consummation of the transactions described herein; (6) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with suppliers and obtain adequate supply of products and retain its key employees; (7) costs related to the proposed business combination; (8) changes in applicable laws or regulations; (9) the possibility that AIA and Row 44 may be adversely affected by other economic, business, and/or competitive factors; and (10) other risks and uncertainties indicated from time to time in the proxy statement to be filed by Global Eagle with the SEC, including those under "Risk Factors" therein, and other filings with the SEC by Global Eagle. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and Global Eagle, AIA and Row 44 undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.


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Fastest Internet In The Air

The future of in-flight connectivity is here with the launch of Exede[®] Internet service from ViaSat. The Exede service changes the way passengers experience in-flight Internet with the fastest connection speeds. It is the first to use high-speed Ka-band satellites and is capable of delivering 12 Mbps to each passenger. The service is designed to eclipse the quality and speeds of other in-cabin airline broadband services while offering the best value to the airlines.

ViaSat, along with our partner LiveTV, are launching the service on JetBlue in 2012. We will provide in-flight Internet to 370 aircraft on JetBlue and other U.S. carriers by the end of 2015.

WORK, SURF, SHOP, PLAY LIKE NEVER BEFORE

Consumers are conditioned for speed – whether for work or pleasure, at home or on-the-go. The Exede service for commercial airlines is capable of delivering 12 Mbps to each connected passenger giving them the best in-flight experience available. Passengers can work more efficiently and get more done with quick downloads. Leisure travelers can shop online, book that last minute hotel, or watch short video clips.

BEST VALUE FOR AIRLINES

The more favorable economics of the high-capacity ViaSat system enable significantly higher transmission speeds, more bandwidth for each passenger, less network congestion, and more attractive airtime pricing than other in-flight Internet access alternatives.

Competing in-flight services are based simply on an aggregate amount of bandwidth to the plane that leaves passengers contending for service, but Exede offers a per-user service level agreement, guaranteeing our commitment to the airlines.

Airlines can offer a basic service with options to give high-demand users expanded service.

The Exede Internet service from ViaSat is designed to eclipse the service quality and speeds of other in-cabin airline broadband services while offering the best value to the airlines.

DATA SHEET

[Exede In-Flight Internet Brochure](#)
[Aero Mobile Terminal](#)

HOW TO BUY

[Contact us](#) for more information on Exede[®] Internet service for commercial airlines.

SUPPORT NOTES

[Aviation Broadband News](#)

Recent Articles

PCMag.com: [JetBlue to Roll Out In-Flight Wi-Fi Next Year](#)

TMCNet: [ViaSat system aims to deliver 12 Mbps Internet speed to passengers in-flight](#)

Engadget: [Interview: ViaSat CEO Mark Dankberg on Exede and future of in-flight WiFi](#)



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DEFENSE

KNOWLEDGE TECHNOLOGIES AND NET-ENABLED WARFARE

ViaSat to supply broadband services to military aircraft

- By Defense Systems Staff
- Oct 29, 2012

ViaSat has won a multimillion dollar contract from the U.S. government to supply broadband satellite services to support military aircraft in flight, the company announced Oct. 24.

The all-IP service plan is designed to enable access to NIPR, SIPR, and commercial Internet, as well as voice-over-IP and videoteleconferencing sessions during transcontinental or transoceanic flights, the company said.

Aircraft and ground terminals providing the broadband satellite services will use ViaSat's ArcLight technology. Among the military aircraft slated to use the technology are MC-12s, C-37s, C-130s and C-17s, the company said.

The one-year agreement is renewable for multiple years and includes options to add other aircraft, additional missions and supplemental services, the company said.

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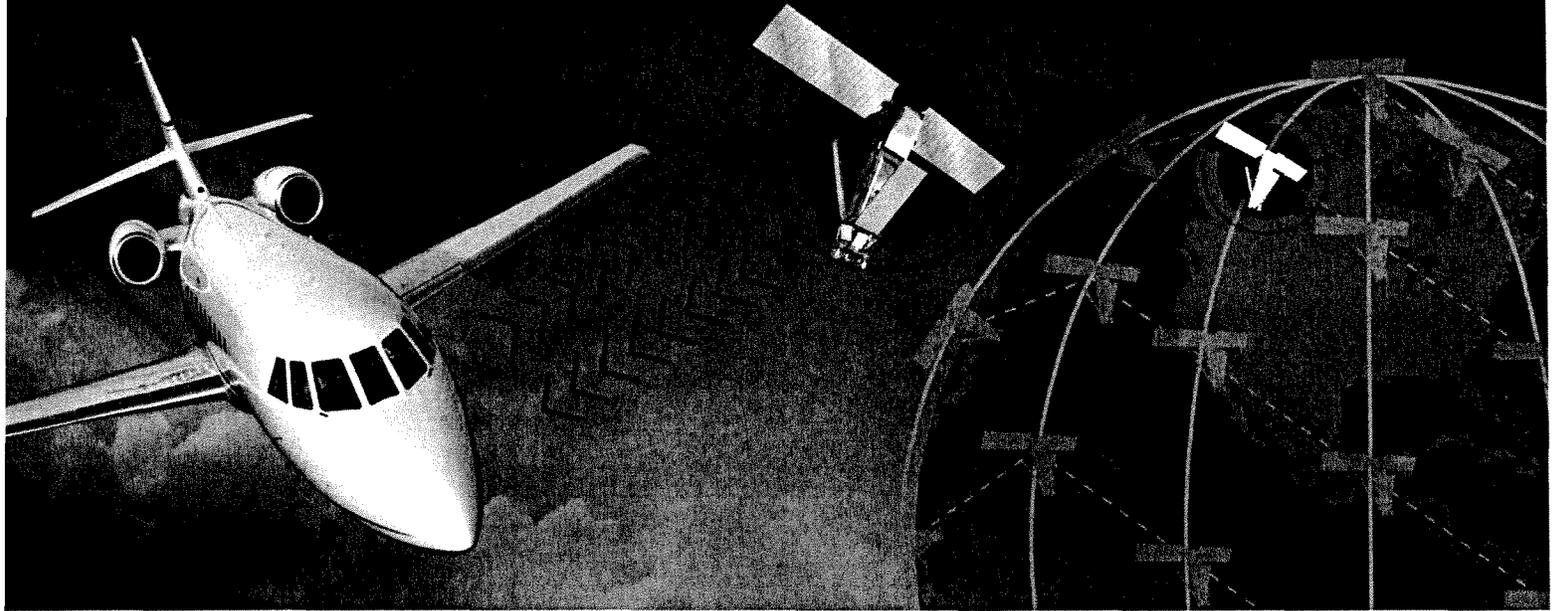
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See OpenPort Aero at NBAA 2012 Booth#2569

Greenwich AeroGroup®



DATA BROADBAND ON IRIDIUM, AN INDUSTRY FIRST!

Stay Connected from takeoff to landing. Pole to Pole.

Greenwich AeroGroup has partnered with LiveTV and Iridium Communications to bring the OpenPort AeroSM system to the general and business aviation marketplace. The first Supplemental Type Certificate (STC) is currently being completed with additional STC's to follow.

OpenPort Aero Details:

- Wi-Fi data for smartphones, tablets and laptops
- Data channel with bi-directional speeds of up to 134 kbps
- Competitive service rates
- Three channels of Iridium Worldwide Voice enable simultaneous voice and data connectivity
- Suited for both fixed wing and rotorcraft
- Compatible with Iridium's NEXT Satellite Constellation

For more information contact Mark Fischer via phone 319.210.9043 or e-mail mfischer@greenwichaerogroup.com.



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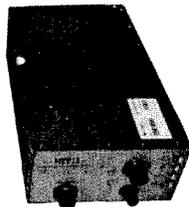
See OpenPort Aero at NBAA 2012 Booth#2569

Taking Flight 4th Quarter 2012!

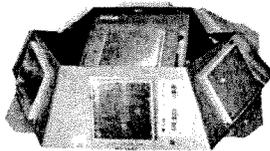
OpenPort Aero LiveTV Service Plans

Plan	Monthly Fee	Voice Mins Included	Data MB Included	Voice Rate	Data Rate	In Plan Data Rate	Min Monthly Fee
BA Lite	\$220	0	0 MB	\$0.97 Min.	\$5.75 MB	-	\$220
BA 200		100	200 MB	\$0.66 Min.		\$5.13	\$1,327
BA 500		100	500 MB	\$0.66 Min.		\$3.75	\$2,178
BA 1000 Fleet		100	1,000 MB	\$0.66 Min		\$3.50	\$3,803
BA 2000 Fleet		100	2,000 MB	\$0.66 Min		\$3.00	\$6,303

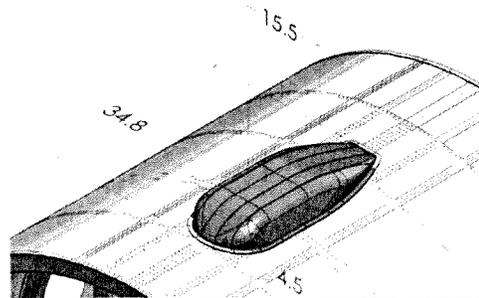
- Plans BA 200 – BA 2000 min monthly pricing includes the \$220 monthly fee
- Federal, state and local taxes are not included in pricing above
- Fleet plan services are usable across multiple aircraft
- Additional fleet plan pricing is available
- Prices subject to change



(SPI)



(ASA)



Antenna Radome

Signal Processing Interface Specifications (SPI)

Antenna Specifications (ASA)

Dimensions: 13.25" L x 7.7" W x 4.0" H

Dimensions: 16.0" L x 12.25" W x 3.87" H

Weight: 7.4 lbs (3.4 kg)

Weight: 8.7 lbs (3.95 kg)

Power Requirements: 28 VDC, 3 Amps, 40 W

Power Requirements: 30 W (28 VDC from SPI)

Greenwich AeroGroup®