

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11  
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GLOBAL EAGLE ENTERTAINMENT : Case No. 20-11835 (JTD)  
INC., *et al.*,<sup>1</sup> :   
: (Jointly Administered)  
Debtors. :   
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**NOTICE OF SALE, BIDDING PROCEDURES,  
POTENTIAL AUCTION, AND SALE HEARING**

PLEASE TAKE NOTICE that, on July 22, 2020 (the “**Petition Date**”), Global Eagle Entertainment Inc. and its debtor affiliates (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”), commencing the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”).

PLEASE TAKE FURTHER NOTICE that, on July 24, 2020, the Debtors filed a motion [Docket No. 95] (the “**Bidding Procedures Motion**”) seeking entry of (a) an order (the “**Bidding Procedures Order**”), (i) authorizing the Debtors to enter into and perform under an asset purchase agreement (the “**Stalking Horse Agreement**”), (ii) authorizing and approving bidding procedures (the “**Bidding Procedures**”) <sup>2</sup> in connection with one or more sales or dispositions (collectively, the “**Sale**”) of all or substantially all of the Debtors’ assets (the “**Assets**”), (iii) establishing certain dates and deadlines for the sale process, including scheduling an auction of the Assets (the “**Auction**”), if applicable, in accordance with the Bidding Procedures, and the hearing with respect to the approval of the Sale (the “**Sale Hearing**”), (iv) approving the form and manner of notice of the Auction, if any, the Sale and the Sale Hearing, (v) approving procedures for the assumption and assignment of certain executory contracts and unexpired leases in connection with the Sale and approving the form and manner of notice thereof, and (vi) granting related relief; and (b) one or more orders (each, a “**Sale Order**”), as applicable, authorizing and approving: (i) the Sale of the Assets to the Stalking Horse Bidder or otherwise Successful Bidder(s), as applicable (the

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors’ address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Bidding Procedures, as applicable.

“**Buyer**”), free and clear of all liens, claims, interests, and encumbrances to the extent set forth in the Stalking Horse Agreement or asset purchase agreement(s) with the otherwise Successful Bidder(s), as applicable (the “**Asset Purchase Agreement**”), (ii) the assumption and assignment of the Assigned Contracts in connection with the Sale, and (iii) granting related relief.

**PLEASE TAKE FURTHER NOTICE** that, on August 19, 2020, the Court entered the Bidding Procedures Order [Docket No. 239], approving, among other things, the Bidding Procedures, which establish key dates and times relating to the Sale and the Auction. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures in their entirety.<sup>3</sup>

### **Contact Persons for Parties Interested in Submitting a Bid**

The Bidding Procedures set forth in detail the requirements for submitting Preliminary Bid Documents and Qualified Bids, and any person interested in making an offer to purchase the Assets must comply strictly with the Bidding Procedures. Only Qualified Bids that are submitted in accordance with the Bidding Procedures will be considered by the Debtors.

**Any persons interested in making an offer to purchase the Assets should contact the Debtors’ investment banker as soon as possible: Greenhill & Co., LLC, 300 Park Avenue, New York, NY 10022 (Attn: Neil Augustine (neil.augustine@greenhill.com), Jochen Schmitz (jochen.schmitz@greenhill.com), and Michael Costelloe (michael.costelloe@greenhill.com)).**

### **Important Dates and Deadlines**<sup>4</sup>

- **Non-Binding Indication of Interest.** The time by which the Debtors request potential bidders submit a Non-Binding Indication of Interest is **September 11, 2020 at 4:00 p.m. (prevailing Eastern Time)**. Potential bidders may, but are not required to, submit a Non-Binding Indication of Interest, and the failure to submit a Non-Binding Indication of Interest will not prohibit a bidder from being eligible to submit a Qualified Bid.
- **Qualified Bid Deadline.** The deadline to submit a Qualified Bid is **October 5, 2020 at 4:00 p.m. (prevailing Eastern Time)**.
- **Auction.** If one or more Qualified Bids (other than the Stalking Horse Bid) is received by the Qualified Bid Deadline, the Debtors will conduct the Auction, which shall take place at **10:00 a.m. (prevailing Eastern Time) on October 9, 2020**, at the offices of Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022. In the event that the Auction cannot be held at a physical location, the Auction will be conducted via a virtual meeting (either telephonic or via videoconference). If the Debtors do not receive any

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<sup>3</sup> To the extent of any inconsistencies between the Bidding Procedures and the summary descriptions of the Bidding Procedures in this notice, the terms of the Bidding Procedures shall control in all respects.

<sup>4</sup> The following dates and deadlines may be extended by the Debtors or the Court pursuant to the terms of the Bidding Procedures and the Bidding Procedures Order.

Qualified Bids (other than the Stalking Horse Bid), the Debtors will not conduct the Auction and will designate the Stalking Horse Bid as the Successful Bid.

- **Sale Objection Deadline.** The deadline to file an objection with the Court to the consummation of the Sale (excluding objections relating solely to the conduct of the Auction, the identity of the Successful(s) Bidder other than the Stalking Horse Bidder, or adequate assurance of future performance by the Successful Bidder(s)) is **October 8, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the “**Sale Objection Deadline**”). Any objections not resolved prior to the Sale Hearing shall be argued at the Sale Hearing or such other time as set by the Court.
- **Post-Auction Objection Deadline.** If the Auction is held, objections relating solely to the identity of the Successful Bidder(s) (other than the Stalking Horse Bidder), the conduct of the Auction or adequate assurance of future performance provided by the Successful Bidder(s) must be filed with the Court by **the earlier of (a) four (4) calendar days following the filing of the Notice of Successful Bidder, and (b) 12:00 p.m. (prevailing Eastern Time) one day prior to the date of the Sale Hearing** (the “**Post-Auction Objection Deadline**”). Any objections not resolved prior to the Sale Hearing shall be argued at the Sale Hearing or such other time as set by the Court.
- **Sale Hearing.** The Sale Hearing to consider the proposed Sale will be held before the Honorable John T. Dorsey on **October 15, 2020 at 10:00 a.m. (prevailing Eastern Time)**, or such other date as determined by the Court, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

### **Filing Objections**

Objections to the Sale or conduct of, or events that occur at, the Auction, if any, must (i) be in writing and specify the nature of such objection, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and all orders of the Court entered in the Chapter 11 Cases, (iii) be filed with the Court by the Sale Objection Deadline or Post-Auction Objection Deadline, as applicable, and (iv) be served upon the following parties (collectively, the “**Objection Notice Parties**”): (a) proposed counsel to the Debtors: (1) Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: George A. Davis (george.davis@lw.com)) and 355 South Grand Avenue, Suite 100, Los Angeles, California 90071 (Attn: Ted A. Dillman (ted.dillman@lw.com) and Helena G. Tseregounis (helena.tseregounis@lw.com)) and (2) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Michael R. Nestor (mnestor@ycst.com), Kara Hammond Coyle (kcoyle@ycst.com), and Betsy L. Feldman (bfeldman@ycst.com)); (b) counsel to the prepetition first lien and proposed postpetition agent, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: David N. Griffiths and Bryan R. Podzius); (c) counsel to the Ad Hoc First Lien Group, (1) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: Scott J. Greenberg (sgreenberg@gibsondunn.com) and Michael J. Cohen (mcohen@gibsondunn.com)) and (2) Pachulski, Stang, Ziehl & Jones LLP, 919 North Market Street # 1700, Wilmington, Delaware 19801 (Attn: Laura Davis Jones); (d) proposed counsel to the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, 1 Bryant Park, New York, New York

10036 (Attn: Philip C. Dublin (pdublin@akingump.com) and Jason Rubin (jrubin@akingump.com)) and (2) Ashby & Geddes, 500 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19899 (Attn: Bill Bowden (wbowden@ashbygeddes.com) and Michael DeBaecke (MDeBaecke@ashbygeddes.com)); (e) the Office of the United States Trustee for the District of Delaware, 844 N. King Street, Wilmington, Delaware 19801 (Attn: Timothy J. Fox, Jr. (timothy.fox@usdoj.gov)); and (f) any Successful Bidders (or, if no Successful Bidder has been selected for any Assets, the Stalking Horse Bidder).

### **Consequences of Failing to Timely File an Objection**

**ANY PARTY WHO FAILS TO MAKE A TIMELY SALE OBJECTION ON OR BEFORE THE SALE OBJECTION DEADLINE OR THE POST-AUCTION OBJECTION DEADLINE, AS APPLICABLE, IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY SALE OBJECTION, INCLUDING WITH RESPECT TO THE TRANSFER OF THE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS.**

### **Sale Free and Clear**

**The Sale will be free and clear of, among other things, any claim arising from any conduct of the Debtors prior to the closing of the Sale, whether known or unknown, whether due or to become due, whether accrued, absolute, contingent or otherwise, so long as such claim arises out of or relates to events occurring prior to the closing of the Sale. Accordingly, as a result of the Sale, the Buyer will not be a successor to any of the Debtors by reason of any theory of law or equity, and the Buyer will have no liability, except as expressly provided in the Buyer's Asset Purchase Agreement, for any liens, claims, encumbrances and other interests against or in any of the Debtors under any theory of law, including successor liability theories.**

### **Obtaining Additional Information**

Copies of the Bidding Procedures Motion, the Bidding Procedures, the Bidding Procedures Order, the Stalking Horse Agreement and all other documents filed with the Court, are available free of charge on the Debtors' case information website, located at <https://cases.primeclerk.com/GEE>, or can be requested by calling the Debtors' claims and noticing agent, Prime Clerk, LLC, at (877) 930-4318 (Domestic) or (347) 897-4054 (International).

**FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER, OR ANY OTHER ORDER OF THE COURT IN THE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID.**

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