

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

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In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (JTD)
INC., <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	X	

NOTICE OF 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 February 18, 2021, the Debtors filed a motion [Docket No. 800] (the “**Enterprise/NGO Sale Motion**”)² seeking entry of (a) an order (the “**Enterprise/NGO Sale Order**”), (i) authorizing the Debtors to enter into and perform under an asset purchase agreement (the “**Marlink APA**”) between the Debtors and Marlink AS (“**Marlink**”), substantially in the form attached as **Exhibit 1** to the Enterprise/NGO Sale Order, to sell certain assets related to the Debtors’ Enterprise/NGO Business (the “**Enterprise/NGO Assets**”) to Marlink free and clear of any and all liens, claims, interests, and encumbrances, and to assume and assign to Marlink certain contracts and/or leases which are critical to the Enterprise/NGO Business; and (b) granting such other and further relief as the Court may deem just and proper.

Filing Objections

Objections to the Enterprise/NGO Sale Motion or the proposed Enterprise/NGO Sale (a “**Sale Objection**”) if any, must (i) be in writing and specify the nature of such objection,

¹ 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 1821 E. Dyer Road, Suite 125, Santa Ana, California 92705.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Enterprise/NGO Sale Motion.

(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 no later than **March 4, 2021 at 4:00 p.m. (prevailing Eastern Time)** (the “**Sale Objection Deadline**”), and (iv) be served upon the following parties (collectively, the “**Objection Notice Parties**”): (a) counsel to the Debtors: (1) Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Jonathan Weichselbaum (jon.weichselbaum@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 Purchaser and 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) 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) counsel to Marlink, Cooley LLP, 55 Hudson Yards, New York, NY 10001 (Attn: Cathy Hershcopf (chershcopf@cooley.com) and Weiru Fang (wfang@cooley.com)).

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, IN ACCORDANCE WITH THE ENTERPRISE/NGO SALE ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY SALE OBJECTION, INCLUDING WITH RESPECT TO THE TRANSFER OF THE ENTERPRISE/NGO ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS.

Sale Free and Clear

The Enterprise/NGO 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 Enterprise/NGO 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 Enterprise/NGO Sale. Accordingly, as a result of the Enterprise/NGO Sale, Marlink will not be a successor to any of the Debtors by reason of any theory of law or equity, and Marlink will have no liability, except as expressly provided in the Marlink’s APA, for any liens, claims, encumbrances and other interests against or in any of the Debtors under any theory of law, including successor liability theories.

Hearing

A hearing to approve and authorize the sale of the Enterprise/NGO Assets to Marlink (the "**Hearing**") will be held before the Court on or about **March 11, 2021 at 1:00 p.m. (prevailing Eastern Time) or such other date as determined by the Court.** Further information regarding the conduct of the Hearing, including whether the Court will conduct the Hearing by phone and/or video, will be filed on the docket in the above-captioned Chapter 11 Cases with the agenda for the Hearing.

Additional Information

Copies of the Enterprise/NGO Sale Motion 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).

* * * * *

Dated: February 18, 2021
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Kara Hammond Coyle

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