

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM532853

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Global Eagle Entertainment Inc.		07/19/2019	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CITIBANK, N.A., AS ADMINISTRATIVE AGENT		
<b>Street Address:</b>	388 Greenwich Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10013		
<b>Entity Type:</b>	National Banking Association: NEW YORK		
<b>PROPERTY NUMBERS Total: 34</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5350927	AIRCONNECT GLOBAL	
<b>Registration Number:</b>	5346645	AIRCONNECT GLOBAL	
<b>Registration Number:</b>	5234649	GEE MARITIME	
<b>Registration Number:</b>	5751837	GLOBAL EAGLE	
<b>Registration Number:</b>	5751838	GLOBAL EAGLE	
<b>Registration Number:</b>	5758188	GLOBAL EAGLE	
<b>Registration Number:</b>	5751839	GLOBAL EAGLE	
<b>Registration Number:</b>	5751840	GLOBAL EAGLE	
<b>Registration Number:</b>	5751841	GLOBAL EAGLE	
<b>Registration Number:</b>	5758189	GLOBAL EAGLE	
<b>Registration Number:</b>	5758190	GLOBAL EAGLE	
<b>Registration Number:</b>	5751842	GLOBAL EAGLE	
<b>Registration Number:</b>	5746458	ENRICH TIME	
<b>Registration Number:</b>	5503114	AIRTIME	
<b>Registration Number:</b>	4978727	THE FUTURE OF IFE	
<b>Registration Number:</b>	5758187	GLOBAL EAGLE	
<b>Registration Number:</b>	3719086	LUMEXIS	
<b>Registration Number:</b>	3699931	LUMEXIS	
<b>Registration Number:</b>	3901649	FIBER-TO-THE-SCREEN	
<b>TRADEMARK</b>			

CH \$865.00 5350927

Property Type	Number	Word Mark
Registration Number:	3901648	FTTS
Registration Number:	3999178	IFE AT THE SPEED OF LIGHT
Registration Number:	4268556	IFE AT THE SPEED OF LIGHT
Serial Number:	87370557	GLOBAL EAGLE
Serial Number:	87370666	GLOBAL EAGLE
Serial Number:	87619242	ENRICH TIME
Serial Number:	87619259	ENRICH TIME
Serial Number:	87619266	ENRICH TIME
Serial Number:	87619287	ENRICH TIME
Serial Number:	87619114	PRIVA
Serial Number:	87619145	PRIVA
Serial Number:	87619159	PRIVA
Serial Number:	87619183	PRIVA
Serial Number:	87619190	PRIVA
Serial Number:	88496141	IFE AT THE SPEED OF LIGHT

**CORRESPONDENCE DATA**

Fax Number: 2127557306

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-326-3939

Email: elabarge@jonesday.com, wtokmakidis@jonesday.com

Correspondent Name: Elizabeth LaBarge

Address Line 1: 250 Vesey Street

Address Line 2: Jones Day

Address Line 4: New York, NEW YORK 10281-1047

ATTORNEY DOCKET NUMBER:	866139-600001
NAME OF SUBMITTER:	Elizabeth LaBarge
SIGNATURE:	/Elizabeth LaBarge/
DATE SIGNED:	07/19/2019

**Total Attachments: 5**

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**FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT**

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (“Agreement”) by and between GLOBAL EAGLE ENTERTAINMENT INC., a Delaware corporation, (the “Grantor”), in favor of CITIBANK, N.A., in its capacity as administrative agent for certain secured parties (“Administrative Agent”) is dated as of July 19, 2019.

**WITNESSETH:**

WHEREAS, Grantor and Administrative Agent entered into that certain Trademark Security Agreement, dated as of January 6, 2017 (as amended, restated, modified or supplemented from time to time, the “Trademark Security Agreement”);

WHEREAS, since the date of the Grantor’s execution of the Trademark Security Agreement, the Grantor has acquired interests in additional Trademarks (the “New Trademarks”); and

WHEREAS, the Grantor and Administrative Agent have agreed to amend the Trademark Security Agreement in order to supplement Schedule A thereto to add the New Trademarks to such Schedule A.

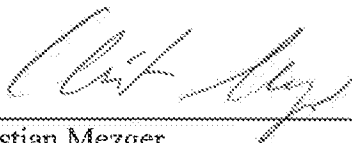
NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Schedules. Schedule A to the Trademark Security Agreement shall be deemed to refer to Schedule A as amended by the addition of the New Trademarks scheduled on Schedule A attached hereto.
2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.
3. Counterparts. This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic communication (including via email or PDF) shall be effective as delivery of a manually executed counterpart of this Agreement.
4. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York.

IN WITNESS WHEREOF, the Grantors have caused this Agreement to be executed and delivered by its duly authorized officers as of the date first set forth above.

**GLOBAL EAGLE ENTERTAINMENT INC.**

By: \_\_\_\_\_



Name: Christian Mezger

Title: Chief Financial Officer

*[Signature Page to First Amendment to Trademark Security Agreement]*

ACCEPTED AND ACKNOWLEDGED BY:

**CITIBANK, N.A.**  
as Administrative Agent

By: 

Name: Michael Moore

Title: Director & Vice President

*[Signature Page to First Amendment to Trademark Security Agreement]*

**TRADEMARK**  
**REEL: 006699 FRAME: 0078**

**Schedule A**

**U.S. Trademarks**

<b>OWNER</b>	<b>REGISTRATION NUMBER.</b>	<b>MARK</b>
Global Eagle Entertainment Inc.	5,350,927	AIRCONNECT GLOBAL
Global Eagle Entertainment Inc.	5,346,645	AIRCONNECT GLOBAL
Global Eagle Entertainment Inc.	5,234,649	GEE MARITIME
Global Eagle Entertainment Inc.	5,751,837	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,751,838	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,758,188	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,751,839	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,751,840	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,751,841	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,758,189	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,758,190	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,751,842	GLOBAL EAGLE
Global Eagle Entertainment Inc.	5,746,458	ENRICH TIME
Global Eagle Entertainment Inc.	5503114	AIRTIME
Global Eagle Entertainment Inc.	4,978,727	THE FUTURE OF IFE
Global Eagle Entertainment Inc.	5,758,187	GLOBAL EAGLE
Global Eagle Entertainment Inc.	3,719,086	LUMEXIS
Global Eagle Entertainment Inc.	3,699,931	LUMEXIS & Design
Global Eagle Entertainment Inc.	3,901,649	FIBER-TO-THE-SCREEN
Global Eagle Entertainment Inc.	3,901,648	FTTS

<b>OWNER</b>	<b>REGISTRATION NUMBER.</b>	<b>MARK</b>
Global Eagle Entertainment Inc.	3,999,178	IFE AT THE SPEED OF LIGHT
Global Eagle Entertainment Inc.	4,268,556	IFE AT THE SPEED OF LIGHT

Trademark Applications:

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>MARK</b>
Global Eagle Entertainment Inc.	87/370,557	GLOBAL EAGLE
Global Eagle Entertainment Inc.	87/370,666	GLOBAL EAGLE (Stylized)
Global Eagle Entertainment Inc.	87/619,242	ENRICH TIME
Global Eagle Entertainment Inc.	87/619,259	ENRICH TIME
Global Eagle Entertainment Inc.	87/619,266	ENRICH TIME
Global Eagle Entertainment Inc.	87/619,287	ENRICH TIME
Global Eagle Entertainment Inc.	87/619,114	PRIVA
Global Eagle Entertainment Inc.	87/619,145	PRIVA
Global Eagle Entertainment Inc.	87/619,159	PRIVA
Global Eagle Entertainment Inc.	87/619,183	PRIVA
Global Eagle Entertainment Inc.	87/619,190	PRIVA
Global Eagle Entertainment Inc.	88/496,141	IFE AT THE SPEED OF LIGHT