

**DESCRIPTION OF THE TRANSACTION,**  
**REQUEST FOR WAIVER**  
**AND PUBLIC INTEREST STATEMENT**

The instant Form 703 seeks Commission consent for license-related changes arising from the completion of one step in an ongoing corporate reorganization (“Corporate Reorganization”), specifically, the creation of a new parent company for Google Inc. (“Google”). In addition, Google respectfully requests a waiver of Section 5.79(a) of the Commission’s rules to the extent the rule section requires submittal of a Form 703 transfer of control application prior to the completion of a *pro forma* transaction that involves experimental radio licenses.

**DESCRIPTION OF THE TRANSACTION**

On August 10, 2015, Google announced plans to reorganize its business units and create a new public holding company, Alphabet Inc. (“Alphabet”). The first step in the Corporate Reorganization was implementing a holding company reorganization under Section 251(g) of the General Corporation Law of the State of Delaware (the “Alphabet Merger”).<sup>1</sup>

On October 2, 2015, Google implemented the Alphabet Merger pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 2, 2015, among Google, Alphabet and Maple Technologies Inc., a Delaware corporation (“Merger Sub”), which resulted in Alphabet owning all of the outstanding capital stock of Google. Pursuant to the Alphabet Merger, Merger Sub, a direct, wholly-owned subsidiary of Alphabet and an indirect, wholly-owned subsidiary of Google, merged with and into Google, with Google surviving as a direct, wholly-owned subsidiary of Alphabet. Each share of each class of Google stock issued and outstanding immediately prior to the Alphabet Merger automatically converted into an equivalent corresponding share of Alphabet stock, having the same designations, rights, powers and preferences and the qualifications, limitations and restrictions as the corresponding share of Google stock being converted. Accordingly, upon consummation of the Alphabet Merger, Google’s stockholders immediately prior to the consummation of the Alphabet Merger became stockholders of Alphabet. The directors of Alphabet were the same individuals who were the directors of Google immediately prior to the Alphabet Merger. Alphabet became the “successor issuer” to Google for SEC purposes. Accordingly, shares of Alphabet Class C Capital Stock and shares of Alphabet Class A Common Stock continue to trade on the NASDAQ Global Select

---

<sup>1</sup> This provision of Delaware law allows Delaware corporations to form the holding company without the vote of the stockholders and provides for certain requirements around shareholder rights and other aspects of the transaction, to prevent abuse.

Market (“NASDAQ”) on an uninterrupted basis under the symbol “GOOG” and “GOOGL” respectively.<sup>2</sup>

Following the Alphabet Merger and as part of the ongoing Corporate Reorganization, Google will over time reorganize certain Google operations into subsidiary businesses that may be transferred out of Google. Currently, all of these businesses are still under Google.

### **EXPERIMENTAL RADIO LICENSES INVOLVED IN PRO FORMA TRANSFER**

The above-referenced transactions result in the *pro forma* transfer of control of the following experimental radio licenses held by Google:

- WH2XCD
- WH2XNF
- WH2XUP
- WH2XVU
- WH9XYD
- WH9XZW
- W19XBH
- W19XZE
- W19XBM
- WF2XYY

Google also respectfully requests that a grant of consent to the instant *pro forma* transfer of control include experimental radio license applications filed by Google that are pending before the Commission. Specifically:

- File 0130-EX-PL-2015
- File 0367-EX-PL-2015
- File 0613-EX-PL-2015

### **WAIVER REQUEST AND PUBLIC INTEREST STATEMENT**

To the extent necessary, and pursuant to Section 1.3 of the Commission’s rules, a waiver is requested with respect to the requirement specified in 47 CFR 5.79(a) that an experimental radio license “not be transferred..., unless the Commission decides that such a transfer is in the public interest and gives its consent in writing.”<sup>3</sup>

Section 1.3 of the Commission’s rules states that a waiver will be granted if “good cause” is shown.<sup>4</sup> The Commission may exercise its discretion to waive a rule where the particular facts

---

<sup>2</sup> Additional information about the Alphabet Merger is available on Google Inc.’s current report to the Securities and Exchange Commission in Form 8-K, dated October 2, 2015, available at: <http://www.sec.gov/Archives/edgar/data/1288776/000119312515336550/d56649d8k.htm>.

<sup>3</sup> 47 CFR §5.79(a).

<sup>4</sup> 47 CFR § 1.3.

make strict compliance inconsistent with the public interest.<sup>5</sup> In addition, the Commission may take into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.<sup>6</sup> Waiver of the Commission's rules, however, is appropriate only if both (i) special circumstances warrant a deviation from the general rule, and (ii) such deviation will serve the public interest.<sup>7</sup>

Google respectfully submits that the Alphabet Merger satisfies both prerequisites of the required waiver showing.

The Alphabet Merger involves special circumstances. The Alphabet Merger was carried out on a highly compressed schedule, in advance of other transactions to implement the Corporate Reorganization in order to have it in place for the 4th Quarter of 2015. This separation of the related transactions, together with the novelty of the Delaware Section 251(g) procedure, caused confusion among Google's attorneys regarding Google's filing obligations before the Alphabet Merger, as opposed to before other (as yet unconsummated) transactions that may involve actual transfer of Commission licenses among affiliates. Google's oversight was entirely inadvertent. Upon identifying the issue, Google's attorneys immediately took steps to prepare and file this Form 703. Google is providing guidance to all relevant in-house attorneys to ensure that a similar oversight does not occur in the future, including in connection with other steps of the Corporate Reorganization.

Waiver of Section 5.79(a) of the Commission's rules also serves the public interest. As previously explained, the Alphabet Merger creates a new holding company structure and does not involve an assignment of any license. Shareholder control of Google is unaffected, as are Google services. Under the Alphabet holding structure, Google will be able to operate in a more efficient, economical, and transparent manner, allowing the company to concentrate on its revenue generating activities, to expand its addressable customer base and to continue offering technologically advanced services.

---

<sup>5</sup> See *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (*Northeast Cellular*).

<sup>6</sup> See *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969); *Northeast Cellular*, 897 F.2d at 1166.

<sup>7</sup> See *id.*