

**Certification**

On behalf of Google North America Inc., I hereby certify that the foregoing Notification of Pro Forma Transfer of Control was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith. I certify that any change of control in the corporate reorganization is *pro forma* pursuant to the Commission's Rules and, together with all previous pro forma transactions, did not, and will not, result in a change in the ultimate controlling shareholders of Google North America Inc. I hereby certify under penalty of perjury that the foregoing is true.

**GOOGLE NORTH AMERICA INC.**

By: Ken Yi  
Name: Kenneth Yi  
Title: Director, Google North America Inc.  
Date: 10/3/2017