

**I. DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST STATEMENT,  
RESPONSE TO QUESTIONS 43 AND A21**

The instant Form 312 application (“Application”) 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 Skybox Imaging, Inc. (“Skybox”). In addition, Skybox respectfully requests a waiver of Section 25.119 of the Commission’s rules to the extent the rule section requires submittal of a Form 312 application seeking transfer of control prior to the completion of a *pro forma* transaction that involves satellite space and earth station licenses.

On August 10, 2015, Skybox’s parent company, Google Inc. (“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

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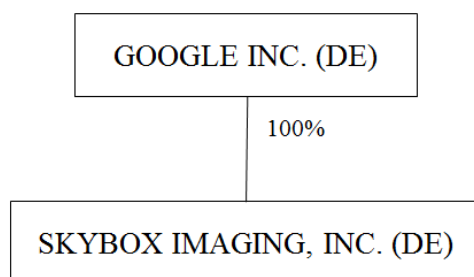
<sup>1</sup> This provision of Delaware law allows Delaware corporations to form the holding company without the vote of the stockholders and provides for certain requirements around shareholder rights and other aspects of the transaction, to prevent abuse.

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

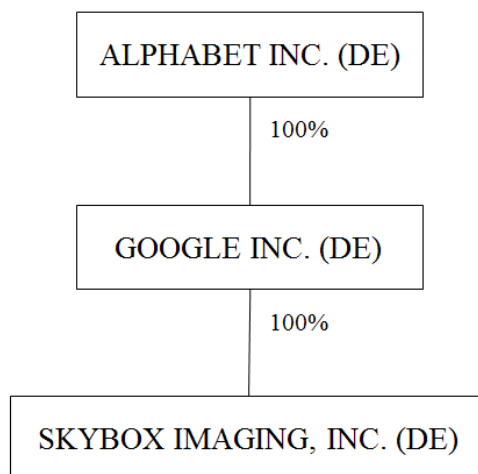
Following the Alphabet Merger and as part of the ongoing Corporate Reorganization, Google will over time reorganize certain Google operations into subsidiary businesses that may be transferred out of Google. Currently, all of these businesses are still under Google.

The following diagrams show Skybox’s pre- and post-transaction structure.

**Figure 1.0 - Pre-Transaction Structure**



**Figure 2.0 - Post-Transaction Structure**



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<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>.

Skybox holds three (3) licenses that will be transferred as part of the instant *pro forma* transaction:

**Satellite Space Station Licenses**

<b>Call Sign</b>
S2862

**Satellite Earth Stations Licenses**

<b>Call Sign</b>
E120025
E130037

The Alphabet Merger was a *pro forma* transfer of control and it serves the public interest. As previously explained, the Alphabet Merger only creates a new holding company structure and does not involve an assignment of any license. Shareholder control of Skybox is unaffected, as are Skybox 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. For these reasons, Skybox respectfully submits that the Corporate Reorganization is in the public interest.

**II. RESPONSE TO QUESTIONS 40 AND A20 (OWNERSHIP)**

As described above, the ultimate ownership and control of SkyBox will not change a result of the instant *pro forma* transaction.

After giving effect to the Corporate Reorganization, the ownership structure of Skybox Imaging, Inc. will be as follows:

Skybox Imaging, Inc. is wholly-owned by Google Inc.

Name: Google Inc.  
Address: 1600 Amphitheatre Parkway  
Mountain View, CA 94043  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Technology search services and advertising

In turn, Google Inc. is wholly-owned by Alphabet Inc.:

Name: Alphabet Inc.  
Address: 1600 Amphitheatre Parkway  
Mountain View, CA 94043  
Ownership: 100%  
Citizenship: United States (Delaware)

Principal Business: Holding company

As of October 2, 2015, the following persons have a 10% or greater voting or equity interest in Alphabet Inc.:

Name: Larry Page  
Address: 1600 Amphitheatre Parkway  
Mountain View, CA 94043  
Ownership: 42.4% of Class B common stock (representing 27.4% voting power)  
Citizenship: United States  
Principal Business: CEO and Director, Alphabet Inc.

Name: Sergey Brin  
Address: 1600 Amphitheatre Parkway  
Mountain View, CA 94043  
Ownership: 41.7% of Class B common stock (representing 27.4% voting power)  
Citizenship: United States  
Principal Business: President and Director, Alphabet Inc.

No other person or entity has 10% or greater direct or indirect voting or equity interest in Google North America.

**Executive Officers and Members of the Board of Skybox Imaging, Inc.:**

Director: Kenneth Yi  
CEO/President/Secretary: Kenneth Yi  
Assistant Secretary: Christine Flores

**Address for all Officers/Directors:**

1600 Amphitheatre Parkway  
Mountain View, CA 94043

**III. REQUEST FOR WAIVER**

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 25.119(a) that satellite space and ground station licensees “must file an application for Commission authorization before you can transfer, assign, dispose of..., your station license.”<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

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<sup>3</sup> 47 CFR §25..

<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>

Skybox 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 312. 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 25.119(a) of the Commission's rules also serves the public interest. As discussed above, the Alphabet Merger creates a new holding company structure and does not involve an assignment of any license. Shareholder control of Skybox is unaffected, as are Skybox services. Moreover, under the Alphabet holding structure, Google, and by extension Skybox, 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.

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<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.*