



UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

Name: Skybox Imaging, Inc.

File Number: SAT-T/C-20151019-00071

Authorization Type: Consent To Transfer Control

Class of Station: Space Station Non-Geostationary

Grant Date: Thursday, November 19, 2015

**FROM:**

GOOGLE INC.  
1600 AMPHITHEATRE PARKWAY  
MOUNTAIN VIEW, CA 94043

**TO:**

Alphabet Inc.  
25 Massachusetts Ave NW  
9th Floor  
Washington, DC 20001

**LICENSEE/PERMITEE:**

Skybox Imaging, Inc.  
1061 Terra Bella Avenue  
Mountain View, CA 94043

**CALLSIGN(S) STATION LOCATION(S)**

S2862 SKYSAT ,

Under the authority of the Communications Act of 1934, as amended, the consent of the Federal Communications Commission is hereby granted to the transaction indicated above. The Commission's consent to the above is based on the representations made by the applicants that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this transaction is authorized will be carried out in good faith. The actual consummation of voluntary transactions shall be completed within 180 days from the date hereof, and notice in letter form thereof shall promptly be furnished the Commission by the buyer showing the date the acts necessary to effect the transaction were completed. Upon furnishing the Commission with such written notice, this transaction will be considered completed for all purposes related to the above described station(s).



Attachment

Condition:

This grant is without prejudice to enforcement action in connection with any unauthorized transfer(s) of control that occurred prior to the date of this grant.



Date & Time Filed: Oct 19 2015 12:38:46:580PM  
File Number: SAT-T/C-20151019-00071

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENTFCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Skybox Imaging, Inc. Pro Forma Transfer of Control (Call Sign

1-8. Legal Name of Applicant			
<b>Name:</b>	Skybox Imaging, Inc.	<b>Phone Number:</b>	202-346-1100
<b>DBA Name:</b>		<b>Fax Number:</b>	
<b>Street:</b>	1061 Terra Bella Avenue	<b>E-Mail:</b>	stull@google.com
<b>City:</b>	Mountain View	<b>State:</b>	CA
<b>Country:</b>	USA	<b>Zipcode:</b>	94043 -
<b>Attention:</b>	Megan A Stull		

9-16. Name of Contact Representative

<b>Name:</b>	Ulises R. Pin	<b>Phone Number:</b>	202-373-6664
<b>Company:</b>	Morgan, Lewis & Bockius	<b>Fax Number:</b>	
<b>Street:</b>	2020 K Street, NW	<b>E-Mail:</b>	u.pin@morganlewis.com
<b>City:</b>	Washington	<b>State:</b>	
<b>Country:</b>	USA	<b>Zipcode:</b>	20006-
<b>Attention:</b>	Ulises Pin	<b>Relationship:</b>	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

<p>17c. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity    <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>					
<p>17d.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">Fee Classification A CZW – Space Station (Non–Geostationary)</td> <td style="width: 50%; border: none;">Quantity 1 (First Station)</td> </tr> <tr> <td style="border: none;">Fee Classification B</td> <td style="border: none;">Quantity 0 (Each Additional Station)</td> </tr> </table>		Fee Classification A CZW – Space Station (Non–Geostationary)	Quantity 1 (First Station)	Fee Classification B	Quantity 0 (Each Additional Station)
Fee Classification A CZW – Space Station (Non–Geostationary)	Quantity 1 (First Station)				
Fee Classification B	Quantity 0 (Each Additional Station)				
<p>18. If this filing is in reference to an existing station, enter:</p> <p>(a) Call sign of station: Not Applicable</p>	<p>19. If this filing is an amendment to a pending application enter:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">(a) Date pending application was filed: Not Applicable</td> <td style="width: 50%; border: none;">(b) File number of pending application: Not Applicable</td> </tr> </table>	(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable		
(a) Date pending application was filed: Not Applicable	(b) File number of pending application: Not Applicable				

TYPE OF SERVICE

<p>20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:</p> <p><input type="checkbox"/> a. Fixed Satellite</p> <p><input type="checkbox"/> b. Mobile Satellite</p> <p><input type="checkbox"/> c. Radiodetermination Satellite</p> <p><input type="checkbox"/> d. Earth Exploration Satellite</p> <p><input type="checkbox"/> e. Direct to Home Fixed Satellite</p> <p><input type="checkbox"/> f. Digital Audio Radio Service</p> <p><input checked="" type="checkbox"/> g. Other (please specify)                      Earth Exploration Satellite Service</p>	
<p>21. STATUS: Choose the button next to the applicable status. Choose only one.</p> <p><input type="radio"/> Common Carrier    <input checked="" type="radio"/> Non-Common Carrier</p>	<p>22. If earth station applicant, check all that apply.</p> <p><input type="checkbox"/> Using U.S. licensed satellites</p> <p><input type="checkbox"/> Using Non-U.S. licensed satellites</p>
<p>23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:</p> <p><input type="radio"/> Connected to a Public Switched Network    <input type="radio"/> Not connected to a Public Switched Network    <input checked="" type="radio"/> N/A</p>	
<p>24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).</p> <p><input type="checkbox"/> a. C-Band (4/6 GHz)    <input type="checkbox"/> b. Ku-Band (12/14 GHz)</p> <p><input checked="" type="checkbox"/> c. Other (Please specify upper and lower frequencies in MHz.)</p> <p>                    Frequency Lower: 2025                      Frequency Upper: 8400</p>	

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive     Transmit-Only     Receive-Only     N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments.  Yes  No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30–34.

29. Is the applicant a foreign government or the representative of any foreign government?  Yes  No

30. Is the applicant an alien or the representative of an alien?  Yes  No  
 N/A

31. Is the applicant a corporation organized under the laws of any foreign government?  Yes  No  
 N/A

32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  Yes  No  
 N/A



33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Yes  No  
 N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

#### BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?  
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes  No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes  No

37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.

Yes  No

38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of circumstances

Yes  No

39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.

Yes  No

40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.

41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes  No

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes  No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?United States

43. Description. (Summarize the nature of the application and the services to be provided).  
(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Skybox Imaging, Inc. seeks FCC consent for the pro forma transfer of control of its non-geostationary space station authorization  
(Call Sign

Skybox Exhibits

#### CERTIFICATION

The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing Austin Schlick	46. Title of Person Signing Director, Communications Law
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47. Please supply any need attachments.

Attachment 1:	Attachment 2:	Attachment 3:
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT  
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION  
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

**SATELLITE EARTH STATION AUTHORIZATIONS**  
 FCC Form 312 – Schedule A  
 FOR OFFICIAL USE ONLY

Select one of the following

CONSENT TO TRANSFER OF CONTROL
  CONSENT TO ASSIGNMENT OF LICENSE

NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
  NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

<b>Name:</b>	Skybox Imaging, Inc.	<b>Phone Number:</b>	202-346-1100
<b>DBA Name:</b>		<b>Fax Number:</b>	
<b>Street:</b>	1061 Terra Bella Avenue	<b>E-Mail:</b>	schlick@google.com
<b>City:</b>	Mountain View	<b>State:</b>	CA
<b>Country:</b>	USA	<b>Zipcode:</b>	94043 -
<b>Attention:</b>	Austin Schlick		

A8. List Callsign(s) of station(s) being assigned or transfered

<b>Callsign:</b> S2862	<b>Callsign:</b>	<b>Callsign:</b>	<b>Callsign:</b>	<b>Callsign:</b>	<b>Callsign:</b>	<b>Callsign:</b>	<b>Callsign:</b>
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A9. No. of station(s) listed

1

A10. Name of Transferor/ Assignor

<b>Name:</b>	Google Inc.	<b>Phone Number:</b>	202-346-1100
<b>Company:</b>		<b>Fax Number:</b>	
<b>Street:</b>	1600 Amphitheatre Parkway	<b>E-Mail:</b>	schlick@google.com
<b>City:</b>	Mountain View	<b>State:</b>	CA
<b>Country:</b>	USA	<b>Zipcode:</b>	94043 -
<b>Attention:</b>	Austin Schlick	<b>Relationship:</b>	

A15. Name of Transferee/ Assignee

<b>Name:</b>	Alphabet Inc.	<b>Phone Number:</b>	202-346-1100
<b>DBA Name:</b>		<b>Fax Number:</b>	
<b>Street:</b>	25 Massachusetts Ave NW 9th Floor	<b>E-Mail:</b>	schlick@google.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20001 -
<b>Attention:</b>	Austin Schlick		

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
- No
- N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

**CERTIFICATION**

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

<p>A22. Printed Name of Licensee (Must agree with A1) Austin Schlick</p>	<p>A24. Title (Office Held by Person Signing) Director, Communications Law</p>
<p>A26. Printed Name of License Transferor / Assignor (Must agree with A10) Austin Schlick</p>	<p>A28. Title (Office Held by Person Signing)  Director, Communications Law</p>
<p>A26. Printed Name of License Transferee / Assignee (Must agree with A15) Austin Schlick</p>	<p>A28. Title (Office Held by Person Signing)  Director, Communications Law</p>

**FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**



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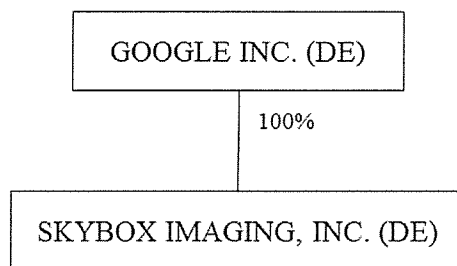
<sup>1</sup> This provision of Delaware law allows Delaware corporations to form the holding company without the vote of the stockholders and provides for certain requirements around shareholder rights and other aspects of the transaction, to prevent abuse.

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

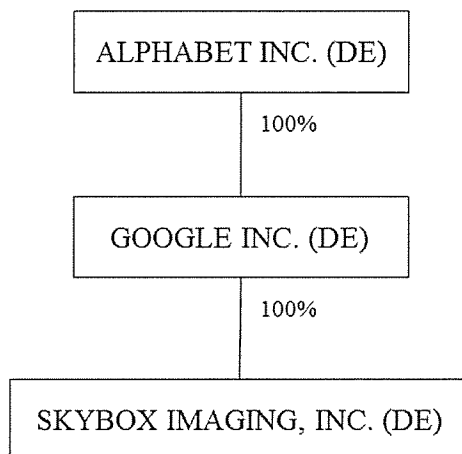
Following the Alphabet Merger and as part of the ongoing Corporate Reorganization, Google will over time reorganize certain Google operations into subsidiary businesses that may be transferred out of Google. Currently, all of these businesses are still under Google.

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.*