



Google LLC
25 Massachusetts Avenue NW
Ninth Floor
Washington, DC 20001

202-346-1100 main
google.com

October 18, 2017

Via IBFS

Re: GU Holdings Inc. Notification of Pro Forma Transfer of Control

To Whom It May Concern:

GU Holdings Inc. (GU Holdings) submits this Notification of Pro Forma Transfer of Control, pursuant to Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7).

GU Holdings is a co-licensee and operates the U.S. cable landing station for the Unity cable system, connecting the United States to Japan, FCC License No. SCL-LIC-20080516-00010; the Monet cable system, connecting the United States to Brazil, FCC File No. SCL-LIC-20150408-00008; and the FASTER cable system, connecting the United States to Japan and Taiwan, FCC File No. SCL-LIC-20150626-00015. In addition, GU Holdings is a co-applicant for a submarine cable landing license for the Pacific Light Cable Network, which will connect the United States to Hong Kong, Taiwan, and the Philippines, FCC File No. SCL-LIC-20170421-00012.

By this filing, GU Holdings provides the Commission with notice of a corporate reorganization.

On June 29, 2017, Alphabet Inc. (Alphabet) created XXVI Holdings Inc. (XXVI Holdings), a new, wholly-owned subsidiary organized under the laws of the state of Delaware. On September 30, 2017, Alphabet transferred ownership of Google Inc. (Google) to XXVI Holdings. This made Google a direct, wholly-owned subsidiary of XXVI Holdings. The transfer of ownership did not result in a change of control in terms of Google's ultimate ownership by Alphabet.

Thereafter, Google converted from a corporation into a limited liability company, Google LLC, organized under the laws of the state of Delaware. In accordance with Delaware statutes, the conversion of Google to Google LLC is analogous to a name change. This corporate reorganization did not involve an assignment of any license or a change in the day-to-day operations of Google/Google LLC. Google LLC's rights and obligations under any contracts and its services and the terms for those services remain the same as Google's.

The corporate reorganization did not involve an assignment of any license or a change in the day-to-day operations of GU Holdings. GU Holdings' services and the terms for those services were unaffected. The corporate reorganization only created a new corporate structure, and did not result in a change of GU Holdings' ultimate ownership. After the reorganization, GU Holdings remains owned 97% by Google LLC and 3% by YouTube, LLC (which is a wholly-owned subsidiary of Google LLC).

To ensure compliance with Sections 1.767(g)(7) and 63.24(f)(2) of the Commission's Rules (47 C.F.R. §§ 1.767(g)(7) and 63.24(f)(2)), however, GU Holdings provides the following information specified in 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. § 63.18):

1. Section 63.18(a): Name, address and telephone number of GU Holdings (FRN 0017777483):

GU Holdings Inc.
1600 Amphitheatre Parkway
Mountain View, CA 94043
Telephone: (650) 253-0000

2. Section 63.18(b): GU Holdings is a Delaware corporation.

3. Section 63.18(c): Correspondence concerning this filing should be sent to:

Austin Schlick
Director, GU Holdings Inc.
25 Massachusetts Avenue NW, Ninth Floor
Washington, DC 20001
Telephone: (202) 346-1219
schlick@google.com

4. Section 63.18(d): GU Holdings is a co-licensee and operates the U.S. cable landing station for the Unity cable system, connecting the United States to Japan, FCC License No. SCL-LIC-20080516-00010; the Monet cable system, which connects the United States to Brazil, FCC File No. SCL-LIC-20150408-00008; and the FASTER cable system, which connects the United States to Japan and Taiwan, FCC File No. SCL-LIC-20150626-00015. In addition, GU Holdings is a co-applicant for a submarine cable landing license for the Pacific Light Cable Network, which will connect the United States to Hong Kong, Taiwan, and the Philippines, FCC File No. SCL-LIC-20170421-00012.

5. Sections 63.04(a)(4) and 63.18(h): The name, address, citizenship, and principal business activity of any person having a 10% or greater interest in GU Holdings is attached hereto as Exhibit B.

GU Holdings does not have any interlocking directorates with foreign carriers. Through its ownership by Google LLC, GU Holdings is affiliated with the following foreign carriers, as that term is defined by Section 63.09 of the Commission's rules:

<i>Name of affiliated foreign carrier</i>	<i>Countries in which carrier is authorized to provide telecommunications services to the public</i>
Google Singapore Pte Ltd	Singapore
Infraco (Hong Kong) Limited	Hong Kong
Google Infraestrutura Brasil LTDA	Brazil
Google Cable Japan G.K.	Japan
Google Korea, LLC	South Korea

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GU Holdings certifies that any change of control in the corporate reorganization was pro forma and did not, and will not, result in a change in the ultimate controlling shareholders of GU Holdings.

Please do not hesitate to contact me with any questions about this submission.

Respectfully submitted,



Megan Anne Stull

Counsel to Google LLC

Phone: 202-346-1208

Email: stull@google.com

Certification

On behalf of GU Holdings 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 and 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 GU Holdings Inc. I hereby certify under penalty of perjury that the foregoing is true.

GU HOLDINGS INC.

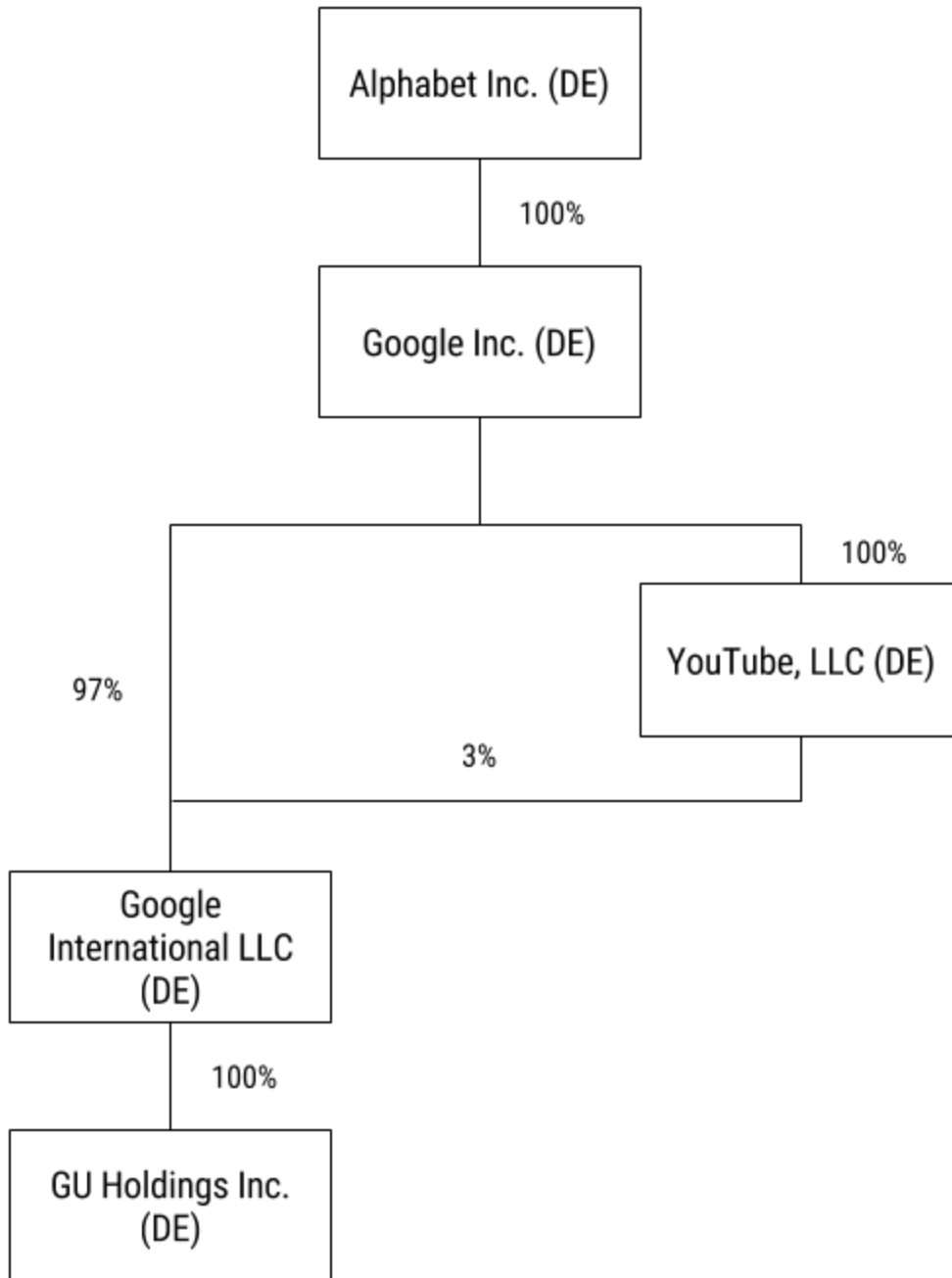
By:



Name: Austin Schlick
Title: Director
Date: October 18, 2017

Exhibit A
Organizational Charts

Pre-Transaction Illustrative Chart



Post-Transaction Illustrative Chart

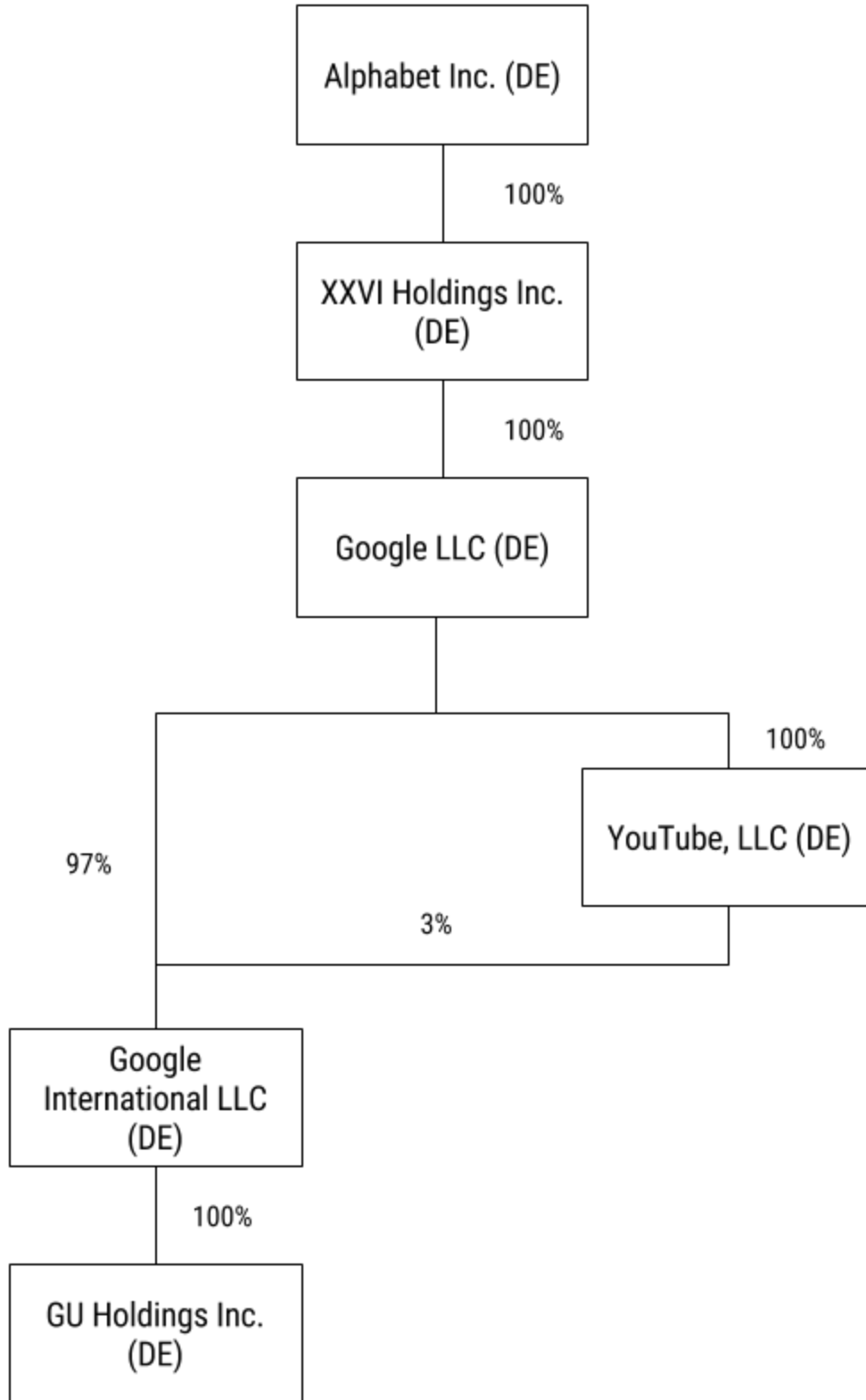


Exhibit B

Ownership Information

After giving effect to the Corporate Reorganization, the ownership structure of GU Holdings Inc. (GU Holdings) is as follows:

GU Holdings is wholly owned by Google International LLC.

Name:	Google International LLC
Address:	1600 Amphitheatre Parkway Mountain View, CA 94043
Ownership:	100%
Citizenship:	United States (Delaware)
Principal Business:	Holding company

YouTube, LLC has a 3% ownership interest in Google International LLC. YouTube, LLC is wholly owned by Google LLC.

Name:	YouTube, LLC
Address:	1600 Amphitheatre Parkway Mountain View, CA 94043
Ownership:	3%
Citizenship:	United States (Delaware)
Principal Business:	Online content and advertising services

Google LLC has a 97% ownership interest in Google International LLC.

Name:	Google LLC
Address:	1600 Amphitheatre Parkway Mountain View, CA 94043
Ownership:	97%
Citizenship:	United States (Delaware)
Principal Business:	Technology search services and advertising

Google LLC is wholly owned by XXVI Holdings Inc.

Name: XXVI Holdings Inc.
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding company

XXVI Holdings 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 April 19, 2017, 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: 42.3% of Class B common stock
(representing 25.9% voting power)
Citizenship: United States
Principal Business: CEO, Co-founder and Director of
Alphabet Inc.

Name: Sergey Brin
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 41.0% of Class B common stock
(representing 25.2% voting power)
Citizenship: United States
Principal Business: Co-founder, President, and Director of
Alphabet Inc.

No other person or entity has 10% or greater direct or indirect voting or equity interest in GU Holdings.