

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Application of Planet Labs Inc.) File No. ____
for *Pro Forma* Assignment of Licenses)
)

APPLICATION FOR *PRO FORMA* ASSIGNMENT OF LICENSES

Planet Labs Inc. (“Planet”) hereby requests authority from the Federal Communications Commission (“Commission”) for the *pro forma* assignment to Planet of the licenses held by Terra Bella Technologies Inc. (“Terra Bella”).¹ Terra Bella is an indirect, wholly-owned subsidiary of Planet,² and accordingly, the assignment is *pro forma* in nature. Approval of the assignment will facilitate internal corporate restructuring.

Approval of the proposed *pro forma* assignment application “does not require a waiver of, or a declaratory ruling pertaining to, any applicable Commission rule.”³ The parties certify that “the proposed . . . assignment is *pro forma*” and “together with all previous *pro forma* transactions, [the proposed assignment] would not result in a change in the actual controlling party.”⁴ Accordingly, the *pro forma* assignment application for the earth station licenses should “be deemed granted one business day after filing.”⁵

¹ A list of Terra Bella’s licenses is attached in Exhibit A.

² See, e.g., Application of Planet, File No. SAT-T/C-20170215-00018, at Appendix (granted Apr. 10, 2017) (providing the post-acquisition ownership chart for Terra Bella).

³ See 47 C.F.R. § 25.119(i)(1).

⁴ See 47 C.F.R. § 25.119(i)(2). Attached as Exhibit B is an exhibit reflecting the updated ownership of Planet.

⁵ See 47 C.F.R. § 25.119(i).

Respectfully submitted,

/s/ Adonica Wada

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Hogan Lovells US LLP
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Washington, DC 20004
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Planet Labs Inc.
645 Harrison Street, Floor 4
San Francisco, CA 94107

Dated: September 27, 2019

EXHIBIT A

Licenses held by Terra Bella Technologies Inc.

Call Sign
S2862
E120025

EXHIBIT B

Updated Ownership Information for Planet Labs Inc.

OWNERSHIP EXHIBIT

Planet is a privately held corporation. As of September 17, 2019, the following individuals or corporations hold a 10 percent or more equity and/or voting interest in Planet:

Draper Fisher Jurvetson funds (see below)
2882 Sand Hill Road, Suite 150 Menlo Park, CA 94025
~12.39% equity interest on a fully-diluted basis
(~14.77% on a non-diluted basis)

Google LLC (Delaware corporation)
1600 Amphitheatre Parkway
Mountain View, CA 94043
~13.81% equity interest on a fully-diluted basis
(~16.45% on a non-diluted basis)

William S. Marshall (United Kingdom citizen; U.S. permanent resident)
645 Harrison St, Floor 4
San Francisco, CA 94107
~29.92% voting interest

Robert H. Schingler Jr. (United States citizen)
645 Harrison St, Floor 4
San Francisco, CA 94107
~29.92% voting interest

Officers

The address for all officers of Planet is 645 Harrison St, Fl 4, San Francisco, CA 94107.

Name	Title
William S. Marshall	Chief Executive Officer
Laura Malinasky	Secretary
Robert H. Schingler, Jr.	President

Directors

Name	Address
William S. Marshall	645 Harrison St., Fl 4 San Francisco, CA 94107
Robert H. Schingler, Jr.	645 Harrison St., Fl 4 San Francisco, CA 94107
Jo Ann Heidi Roizen	2882 Sand Hill Road, Suite 150 Menlo Park, CA 94025
Zachary Bogue	665 3 rd Street, Suite 150 San Francisco, CA 94107
Ann Mather	8025 Carmel Valley Road Carmel, CA 93923
Carl Bass	111 McInnis Parkway San Rafael, CA 94903

Draper Fisher Jurvetson (“DFJ”) is a group of venture capital investment funds led by founders, Timothy Draper, John H.N. Fisher, and Steve Jurvetson (the “DFJ Founders”). Historically, DFJ investments have focused on early-stage companies. Some of the more notable DFJ investments include Baidu (Nasdaq: BIDU), Box (NYSE: BOX), Cylance, Nervana (Intel), Skype, SolarCity (Nasdaq: SCTY), SpaceX, Tesla Motors (Nasdaq: TSLA), Twilio (NYSE: TWLO), Twitter (NYSE: TWTR), Tumblr (Yahoo!), Unity, Yammer (Microsoft), and Zoox.

Six DFJ funds (the “DFJ Funds”) are investors in Planet and collectively hold a 12.39% equity interest on a fully diluted basis (the “DFJ Equity Interest”), as follows:

- Draper Fisher Jurvetson Partners X, LLC (California LLC) – 0.31% equity interest in Planet on a fully diluted basis;
- Draper Associates Riskmasters Fund II, LLC (California LLC) – 0.45% equity interest in Planet on a fully diluted basis;
- Draper Associates Riskmasters Fund III, LLC (California LLC) – 0.37% equity interest in Planet on a fully diluted basis; and
- Draper Fisher Jurvetson Fund X, L.P. (Cayman Island Limited Partnership) – 10.20% equity interest in Planet on a fully diluted basis.
- DFJ Growth III, L.P. (Delaware LLC) – 1.01% equity interest in Planet on a fully diluted basis; and
- DFJ Growth III Parallel Fund, LLC (Delaware LLC) – 0.05% equity interest in Planet on a fully diluted basis.

All of the Founders and management (the “Managing Directors”) of the DFJ Funds are U.S. citizens. DFJ Founders and Managing Directors can be reached at 2882 Sand Hill Road, Suite 150, Menlo Park, CA, 94025. No other individual or entity (that is not controlled by one or more of the DFJ Founders) has control of the DFJ Funds or should be treated as having a 10% or greater voting interest in the DFJ Funds.¹

¹ Each of the DFJ Funds is either a limited liability corporation or limited partnership and does not have voting stock. Further, each member or limited partner is prohibited from, and not engaged in, active involvement in the management or operation of the applicable DFJ Fund, *i.e.*, is a passive investor.

Google LLC is wholly owned by Alphabet Inc., a publicly traded company (NASDAQ: GOOGL and GOOG). 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: ~42.9% of Class B common stock²
Citizenship: United States
Principal Business: CEO and Director, Alphabet Inc.

Name: Sergey Brin
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: ~41.3% of Class B common stock²
Citizenship: United States
Principal Business: President and Director, Alphabet Inc.

The shares held by Mr. Page and Mr. Brin together represent more than 50% of voting power. No other person or entity has a 10% or greater direct or indirect voting or equity interest in Alphabet Inc.

For the Commission's convenience, below is the list of executive officers and directors of Alphabet Inc., which is publicly available in the Alphabet Inc. Proxy Statement filed with the Securities and Exchange Commission.²

² See Alphabet Inc., Proxy Statement, Schedule 14A (Apr. 30, 2019), https://www.sec.gov/Archives/edgar/data/1652044/000130817919000205/lgoog2019_def14a.htm

Executive Officers

The address for all executive officers is 1600 Amphitheatre Parkway Mountain View, CA 94043.

Name	Title
Larry Page	CEO, Alphabet
Sergey Brin	President, Alphabet
John L. Hennessy	Chairman of the Board of Directors, Alphabet
David C. Drummond	SVP, Corporate Development, and Chief Legal Officer; Alphabet
Sundar Pichai	CEO, Google
Ruth M. Porat	SVP and CFO, Alphabet and Google
Eric E. Schmidt	Technical Advisor, Alphabet

Directors

Name	Address
Larry Page	1600 Amphitheatre Parkway Mountain View, CA 94043
Sergey Brin	1600 Amphitheatre Parkway Mountain View, CA 94043
L. John Doerr	2750 Sand Hill Road Menlo Park, CA 94025
Roger W. Ferguson, Jr.	1600 Amphitheatre Parkway Mountain View, CA 94043
Diane B. Greene	1600 Amphitheatre Parkway Mountain View, CA 94043
John L. Hennessy	1600 Amphitheatre Parkway Mountain View, CA 94043
Ann Mather	8025 Carmel Valley Road Carmel, CA 93923

(Directors continued on following page)

Alan R. Mulally	1600 Amphitheatre Parkway Mountain View, CA 94043
K. Ram Shriram	2725 Sand Hill Road, Suite 120 Menlo Park, CA 94025
Sundar Pichai	1600 Amphitheatre Parkway Mountain View, CA 94043
Eric E. Schmidt	1600 Amphitheatre Parkway Mountain View, CA 94043
Robin L. Washington	1600 Amphitheatre Parkway Mountain View, CA 94043