

**DESCRIPTION OF THE TRANSACTION**

Pursuant to an Agreement and Plan of Merger (the “Agreement”), dated June 10, 2014, by and among Google Inc. (“Google”), Yaryar Inc. (a wholly-owned subsidiary of Google recently formed specifically for this transaction) (“Merger Sub”) and Skybox Imaging, Inc. (“Skybox”), applicants propose to complete a transaction whereby Skybox will become a wholly-owned subsidiary of Google (the “Transaction”). Under the Agreement, Skybox and Merger Sub will merge and each issued and outstanding share or equity interest the share capital of Skybox will be converted into the right to receive the merger consideration. Following the merger, Skybox will be a direct wholly-owned subsidiary of Google. Consummation of the Transaction is contingent upon receipt of necessary regulatory approvals among other things.

Applicants request consent for the proposed transfer of control of the earth and satellite station licenses identified below in Table 1.0:

**Table 1.0**

Call Sign	Class of License	Location of Station	Expiration Date
S2862	Non-Geostationary Space Station	High-inclination circular orbit	Dec. 16, 2028
E120025	Fixed Earth Station	Fairbanks, Alaska	Dec. 6, 2027
E130037	Fixed Earth Station	Half Moon Bay, California	Mar. 28, 2028

Skybox builds satellites, writes code, and deploys data centers. But at heart Skybox is about unlocking the human story by approaching daily global activity as the world’s largest data science problem. Skybox is headquartered in Mountain View, California. For more information, visit <http://www.skyboximaging.com>.

Google is an Internet company and publicly traded Delaware corporation. Like Skybox, Google is headquartered in Mountain View, California. Google’s headquarters address is 1600 Amphitheatre Parkway, Mountain View, CA 94043. Google’s innovative search technologies make information accessible and useful. In particular, Google Maps is a desktop and mobile mapping service offering satellite imagery, street maps, and street view perspectives, as well as direction functions. For more information, visit <http://www.google.com>.

**PUBLIC INTEREST STATEMENT**

The proposed transaction will serve the public interest. Skybox Imaging, Inc. (“Skybox”), backed by Google Inc. (“Google”), will continue to possess the managerial and technical qualifications to operate its satellites and earth stations under its FCC licenses. Key Skybox employees are expected to remain with the company post-close. Ownership of Skybox technology, and access to its satellites, will remain in the hands of a U.S. company, and Skybox jobs will stay in the U.S.

Skybox, moreover, will gain access to Google’s engineering talent, financial resources, and computing infrastructure to help the Skybox team. Google also will remove administrative burdens, including HR, finance, and legal work, from Skybox, allowing the Skybox team to focus on developing its technology. Google’s participation in the provision of satellite imagery thus will promote competition, without any anticompetitive effects. Skybox’s satellites also will provide Google with imagery to be used to improve its Google Maps product.

For these reasons, applicants respectfully submit that this transaction is in the public interest.

**OWNERSHIP EXHIBIT**

As discussed in the Description of Transaction and Public Interest Statement Exhibits, upon consummation of the proposed transaction, Skybox Imaging, Inc. (“Skybox”) will become a wholly-owned subsidiary of Google Inc. (“Google”).

The following individuals currently hold a ten percent (10%) or greater voting interest in Google. The address for both individuals is 1600 Amphitheatre Parkway, Mountain View, CA 94043:

- |     |                |                                      |
|-----|----------------|--------------------------------------|
| (1) | Name:          | Larry Page                           |
|     | Citizenship:   | U.S.                                 |
|     | Interest Held: | Approximately 28.1% of voting rights |
|     |                |                                      |
| (2) | Name:          | Sergey Brin                          |
|     | Citizenship:   | U.S.                                 |
|     | Interest Held: | Approximately 27.6% of voting rights |

Other than Messrs. Page and Brin, there are no other individuals or entities who directly or indirectly own 10% or more of Google’s equity or voting rights and thus will own 10% or more of Skybox’s equity or voting rights post-close.

The following individuals are directors or officers of **Google**. The address for all officers and directors is 1600 Amphitheatre Parkway, Mountain View, CA 94043:

Officers

- (1) Larry Page, CEO / Co-founder / Director
- (2) Eric E. Schmidt, Executive Chairman / Director
- (3) Sergey Brin, Co-founder / Director
- (4) Nikesh Arora, Senior Vice President and Chief Business Officer
- (5) David C. Drummond, Senior Vice President, Corporate Development and Chief Legal Officer
- (6) Patrick Pichette, Senior Vice President and Chief Financial Officer

Board of Directors

- (1) Larry Page
- (2) Eric E. Schmidt, Executive Chairman
- (3) Sergey Brin
- (4) L. John Doerr
- (5) Diane B. Greene
- (6) John L. Hennessy, Lead Independent Director
- (7) Ann Mather
- (8) Paul S. Otellini

**FCC Form 312 Transfer of Control**  
**Exhibit E (Item A20)**  
**Transferor/Licensee: Skybox Imaging, Inc.**  
**Transferee: Google Inc.**

- (9) K. Ram Shriram
- (10) Shirley M. Tilghman

## Skybox Imaging Post-Acquisition Ownership and Control Structure

