

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

The instant Form 312 application (“Application”) provides notice to the Commission of the completion of one step in an ongoing corporate reorganization (“Corporate Reorganization”), specifically, the creation of a new parent company for Google Fiber Inc. (“Google Fiber”).

On August 10, 2015, Google Fiber’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”).¹

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

¹ 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.

² 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>.

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 Google Fiber's pre- and post-transaction structure.

Figure 1.0 - Pre-Transaction Structure

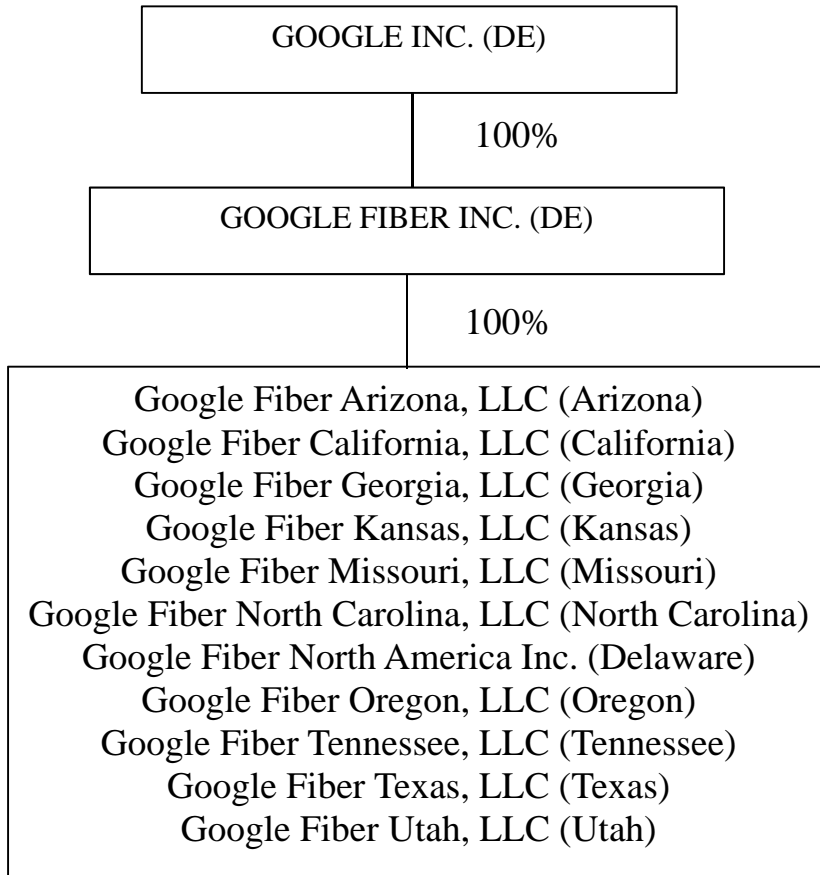
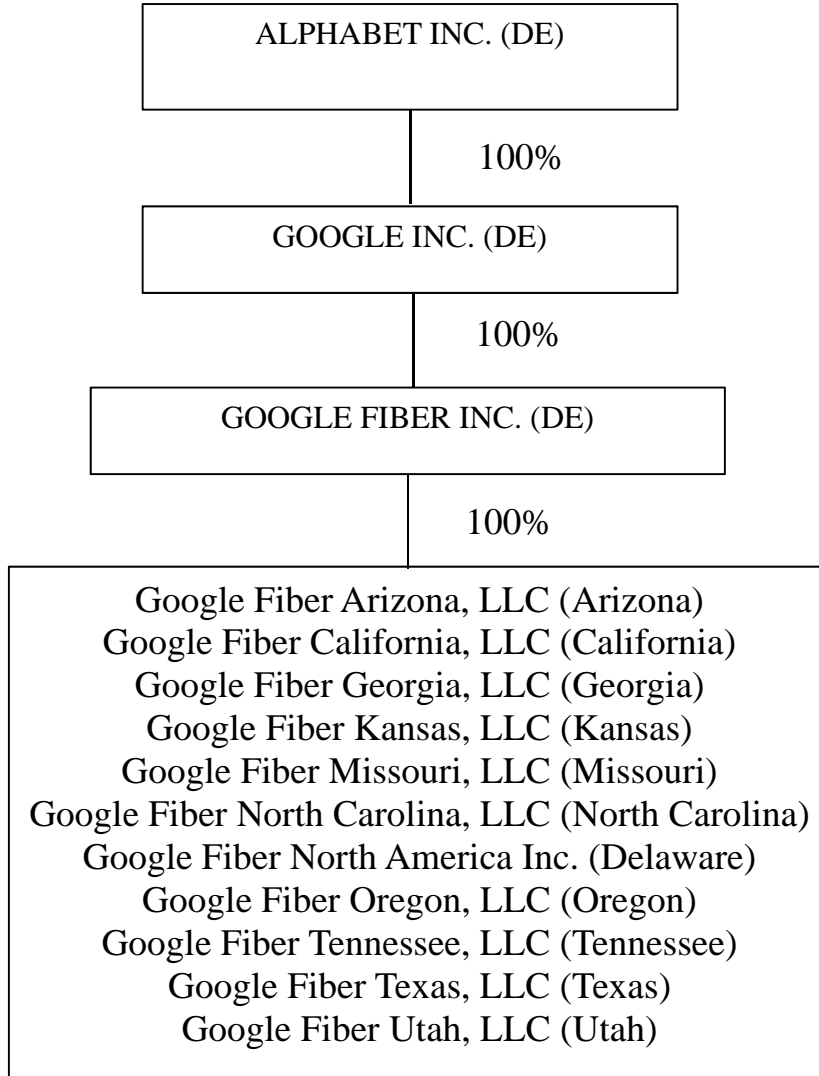


Figure 2.0 - Post-Transaction Structure



Google Fiber holds one earth station license that has been transferred as part of the instant *pro forma* transaction: E110180.

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 Google Fiber is unaffected, as are Google Fiber 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, Google Fiber respectfully submits that the Corporate Reorganization is in the public interest.

II. RESPONSE TO QUESTION A20 (OWNERSHIP)

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

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

Google Fiber 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 Fiber.