

DESCRIPTION OF THE TRANSACTION

Planet Labs Inc. (“Planet”) and Google Inc. (“Google” and together the “Applicants”) hereby request authority to transfer control of Terra Bella Technologies Inc. (“Terra Bella”), a wholly-owned subsidiary of Google,¹ from Google to Planet (the “Transaction”). Pursuant to a Purchase Agreement dated February 2, 2017, upon consummation of the Transaction, Planet indirectly will own 100% of Terra Bella.² Terra Bella holds the following FCC licenses:³

Call Sign	Type	Expiration Date
E130037	Fixed Earth Station	03/28/2028
S2862	Space Station	12/16/2028

Terra Bella is a satellite imaging company that owns and operates the SkySat fleet, which presently consists of seven (7) spacecraft providing high-precision, less than 90 cm resolution imagery, and has been authorized to launch an additional eight (8) high-precision imaging spacecraft. Terra Bella is headquartered in Mountain View, California. For more information, visit <https://terrabella.google.com/>.

Planet is an integrated aerospace and data analytics company that operates a fleet of Earth-imaging satellites collecting information about our changing planet. Planet is driven by a mission to image the entire Earth every day, and make global change visible, accessible, and actionable. Founded in 2010, Planet designs, builds, and operates small satellites, as well as online platforms that serve data to users, helping decision-makers solve our world’s toughest challenges, and entrepreneurs to build new businesses. Planet is headquartered in San Francisco, California. For more information, visit <https://www.planet.com/>.

¹ In turn, Google is a wholly-owned subsidiary of Alphabet Inc., a Delaware corporation.

² See attached Ownership Exhibit.

³ Terra Bella also holds another earth station license, Call Sign E120025, for which there is an application pending to assign the license to Kongsberg Satellite Services AS (“KSAT”). See Application, Kongsberg Satellite Services AS, File No. SES-ASG-20170112-00044 (filed Jan. 12, 2017). Accordingly, the Applicants do not seek authority to transfer control of this license to Planet. Please also be aware that a request for special temporary authority remains pending to change the remote control point for Call Sign E120025 contingent upon and concurrent with the transfer of the earth station from Terra Bella to KSAT. See STA Application, Kongsberg Satellite Services AS, File No. SES-STA-20170112-00045 (filed Jan. 12, 2017).

Approval of the Transaction will serve the public interest. The Planet system provides regular, global coverage at a medium resolution (three to five meters) that can be used in applications such as mapping and agricultural monitoring. The Terra Bella system enables regular, rapidly updated snapshots of select areas of the globe at high resolution (sub-meter) that can be (but has not yet been) used in applications for monitoring supply chain changes in commodities and shipping, or tracking mineral mining and extraction. By combining the complementary services and diverse capabilities of Planet and Terra Bella, the company will be able to better serve the needs of its customers and better positioned to compete against other providers of imagery services or data, which are already operating or are expected to be operational in the near term. Further, approving the combination of the two companies will not create any obstacles or otherwise hinder market entry for any competitors of imagery services or data.

Many Terra Bella employees have accepted post-closing offers of employment from Planet. Ownership of Terra Bella technology, and access to its satellites, will remain in the hands of a U.S. company, and Terra Bella jobs will stay in the United States.

For all of the above reasons, the Applicants respectfully submit that this Transaction is in the public interest and should be granted expeditiously.

OWNERSHIP EXHIBIT

Upon consummation of the proposed transaction, Terra Bella Technologies Inc. (“Terra Bella”) will become a wholly-owned subsidiary of Planet Labs TB, Inc. Planet Labs TB, Inc. will be a wholly-owned subsidiary of PL Intermediate TB, Inc., which in turn will be a wholly-owned subsidiary of Planet Labs Inc. (“Planet”). As part of the transaction, Google Inc., a subsidiary of Alphabet Inc., the ultimate parent of Terra Bella, will acquire approximately a 15.68% equity interest in Planet on a fully-diluted basis. The attached appendix provides a chart of the post-acquisition ownership structure for Terra Bella.

Planet is a privately held corporation. After consummation of the transaction, the following individuals or corporations will hold a 10 percent or more equity and/or voting interest in Terra Bella:

Draper Fisher Jurvetson (California corporation)
2882 Sand Hill Road, Suite 150
Menlo Park, CA 94025
~12.93% equity interest on a fully-diluted basis

Google Inc. (Delaware corporation)
1600 Amphitheatre Parkway
Mountain View, CA 94043
~15.68% equity interest on a fully-diluted basis

William S. Marshall (United Kingdom citizen)
346 9th St.
San Francisco, CA 94103
~32.31% voting interest

Robert H. Schingler, Jr. (United States citizen)
346 9th St.
San Francisco, CA 94103
~32.31% voting interest

Officers

The address for all officers of Planet is 346 9th Street, San Francisco, CA 94103.

Name	Title
William S. Marshall	Chief Executive Officer
Tom Barton	Chief Operating Officer
David Oppenheimer	Chief Financial Officer

Directors

Name	Address
William S. Marshall	346 9 th Street San Francisco, CA 94103
Robert H. Schingler, Jr.	346 9 th Street San Francisco, CA 94103
Steve Jurvetson	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

APPENDIX

Post-Acquisition Ownership and Control of Terra Bella Technologies Inc.

