

March 2, 2017

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street N.W.
Washington, DC 20554

**Re: Planet Labs Inc. and Google Inc., Call Sign S2862, IBFS File No. SAT-T/C-20170215-00018;
Call Sign E130037, IBFS File No. SES-T/C-20170215-00175**

Dear Ms. Dortch:

Planet Labs Inc. ("Planet") and Google Inc. ("Google") hereby submit a revised ownership exhibit in the above-captioned application proceedings regarding the transfer of control of Terra Bella Technologies Inc. ("Terra Bella") from Google to Planet. The revised ownership exhibit contains the following information requested by the International Bureau:

- The post-acquisition, non-diluted percentage equity interests for the identified shareholders;
- Additional ownership information for Draper Fisher Jurvetson; and
- Additional ownership information for Google.

Please feel free to contact the undersigned with any questions.

Sincerely,

/s/ Ulises R. Pin
Ulises R. Pin

Partner
Morgan, Lewis & Bockius LLP
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/s/ Tony Lin
Tony Lin

Counsel
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Enclosure

cc: Karl Kensinger
Stephen Duall

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 1 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 (see below)
2882 Sand Hill Road, Suite 150
Menlo Park, CA 94025
~12.93% equity interest on a fully-diluted basis
(~15.58% equity interest on a non-diluted basis)

Google Inc. (Delaware corporation)
1600 Amphitheatre Parkway
Mountain View, CA 94043
~15.68% equity interest on a fully-diluted basis
(~18.89% equity interest on a non-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

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”).¹ 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.

Four DFJ funds (the “DFJ Funds”) are investors in Planet and collectively hold a 12.93% equity interest on a fully-diluted basis (the “DFJ Equity Interest”), as follows:²

- Draper Fisher Jurvetson Partners X, LLC (California LLC) – 2.75% of the DFJ Equity Interest (0.36% equity interest in Planet on a fully-diluted basis);³
- Draper Associates Riskmasters Fund II, LLC (California LLC) – 4.06% of the DFJ Equity Interest (0.52% equity interest in Planet on a fully-diluted basis);⁴
- Draper Associates Riskmasters Fund III, LLC (California LLC) – 3.19% of the DFJ Equity Interest (0.41% equity interest in Planet on a fully-diluted basis);⁵ and
- Draper Fisher Jurvetson Fund X, L.P. (Cayman Islands Limited Partnership) – 90.00% of the DFJ Equity Interest (11.64% equity interest in Planet on a fully-diluted basis).⁶

Attached as Appendix 2 is an organizational chart of the DFJ Funds. Each of the DFJ Funds is controlled directly or indirectly by one or more of the DFJ Founders. Each DFJ Founder is a U.S. citizen and 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.⁷

¹ Planet had previously identified the DFJ Funds incorrectly as a single California company.

² On a non-diluted basis, the DFJ Funds have a collective 15.58% equity interest in Planet.

³ On a non-diluted basis, Draper Fisher Jurvetson Partners X, LLC has a 0.43% equity interest in Planet.

⁴ On a non-diluted basis, Draper Associates Riskmasters Fund II, LLC has a 0.63% equity interest in Planet.

⁵ On a non-diluted basis, Draper Associates Riskmasters Fund III, LLC has a 0.50% equity interest in Planet.

⁶ On a non-diluted basis, Draper Fisher Jurvetson Fund X, L.P. has a 14.02% equity interest in Planet.

⁷ 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

There are approximately 85 passive investors in the DFJ Funds. Approximately 51 are outside investors (*i.e.*, investors not-related to DFJ), who are limited partners in the primary investment fund, Draper Fisher Jurvetson Fund X, L.P., which holds 90% of the DFJ Equity Interest in Planet. The other passive investors are DFJ partners, family members or employees—these passive investors are primarily members of the three other funds, which together hold 10% of the DFJ Equity Interest in Planet.⁸ No investor directly or indirectly in the aggregate has 10% or more of the DFJ Equity Interest or, in other words, has a 10% or greater equity interest in the DFJ Funds.⁹

Google Inc. is wholly owned by Alphabet Inc., a publicly traded company (NASDAQ: GOOGL). As of the date of the filing of the transfer of control application, 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
Citizenship: United States
Principal Business: CEO and Director, Alphabet Inc.

Name: Sergey Brin
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: ~41.0% of Class B common stock
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.

engaged in, active involvement in the management or operation of the applicable DFJ Fund, *i.e.*, is a passive investor. *See also* infra note 9.

⁸ One DFJ partner is also a passive investor in Draper Fisher Jurvetson Fund X, L.P.

⁹ None of the limited partners of Draper Fisher Jurvetson Fund X, L.P., which holds 90% of the DFJ Equity Interest, has a 10% or greater equity interest in that fund.

FCC Form 312
Planet Labs Inc. – Google Inc.
Transfer of Control Application
Revised Response to Questions 40 and A20 (March 2, 2017)

For the Commission’s convenience, following 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.¹⁰

¹⁰ See Alphabet Inc., Proxy Statement, Schedule 14A (Apr. 29, 2016), https://www.sec.gov/Archives/edgar/data/1652044/000130817916000384/lgoog_def14a.htm.

Executive Officers

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

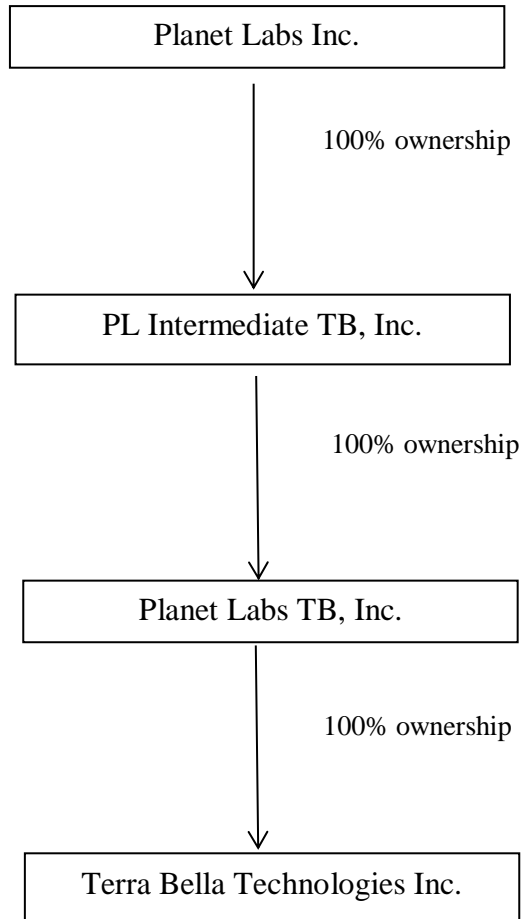
Name	Title
Larry Page	CEO
Sergey Brin	President
Eric Schmidt	Executive Chairman of the Board of Directors
Diane B. Greene	SVP, Google Inc.
David C. Drummond	SVP, Corporate Development, Chief Legal Officer, and Secretary
Sundar Pichai	CEO, Google Inc.
Ruth M. Porat	SVP and CFO

Directors

Name	Address
Larry Page	1600 Amphitheatre Parkway Mountain View, CA 94043
Sergey Brin	1600 Amphitheatre Parkway Mountain View, CA 94043
Eric Schmidt	1600 Amphitheatre Parkway Mountain View, CA 94043
L. John Doerr	2750 Sand Hill Road Menlo Park, CA 94025
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
Alan R. Mulally	1600 Amphitheatre Parkway Mountain View, CA 94043
Paul S. Otellini	1600 Amphitheatre Parkway Mountain View, CA 94043
K. Ram Shriram	2725 Sand Hill Road, Suite 120 Menlo Park, CA 94025
Shirley M. Tilghman	1600 Amphitheatre Parkway Mountain View, CA 94043

APPENDIX 1

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



Appendix 2
Organizational Chart of DFJ Funds

