

October 8, 2014

Mr. David C. Drummond
Corporate Secretary
Google, Inc.
1600 Amphitheatre Parkway
Mountain View, CA 94043
corporatesecretary@google.com

Dear Mr. Drummond:

The Unitarian Universalist Association, a holder of 1,655 shares of Google Inc., is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. We urge the Board to authorize the preparation of a report, to be updated annually, disclosing company policy and procedures concerning lobbying.

We are again joining with Walden Asset Management in filing this resolution. Mr. Timothy Smith represents Walden Asset Management, which is the primary filer. The UUA delegates to Walden Asset Management and Mr. Smith the authority to act on behalf of the UUA in all respects with regard to this filing.

While we commend Google for its recent announcement that it would not be renewing its membership with ALEC, we still believe more can be done. As a company with a major lobbying program, it is important that shareholders have a clear understanding of your lobbying priorities, how Google's values are integrated into your lobbying decisions and what management and Board oversight includes. This seems to be the next logical step for transparency at Google.

The Unitarian Universalist Association ("UUA") is a faith community of more than 1000 self-governing congregations that brings to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$183 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution



Timothy Brennan
*Treasurer and
Chief Financial Officer*

process as an opportunity to bear witness to our values at the same time that we enhance the long-term value of our investments.

We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting. We have held at least \$2,000 in market value of the company's common stock for more than one year as of the filing date and will continue to hold at least the requisite number of shares for filing proxy resolutions through the stockholders' meeting.

Verification that we are beneficial owners of the requisite shares of Google Inc. is enclosed. If you have questions or wish to discuss the proposal, please contact Timothy Smith at (617) 726-7155.

Yours very truly,



Timothy Brennan

CC: Timothy Smith, Walden Asset Management

Enclosure: Shareholder resolution on lobbying disclosure
Proof of ownership

Lobbying Disclosure

Whereas, we believe it is important that Google's lobbying positions, and processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on Congress and public policy and controversial lobbying activity may pose risks to our company's reputation.

Google spent approximately \$45.3 million between 2010 and 2014 on federal lobbying, according to Senate reports. But this figure may not include grassroots lobbying to influence legislation by mobilizing public support or opposition and does not include lobbying expenditures to influence legislation in states.

Resolved, the shareholders of Google request the Board authorize the preparation of a report, updated annually, and disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Google used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Google's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Google is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on Google's website.

Supporting Statement

We encourage transparency about the ways corporate funds influence legislation and regulation, directly and indirectly. We commend Google for updating disclosure on its website on political spending and lobbying but Google still does not disclose details about indirect lobbying, maintaining secrecy about its payments used for lobbying by trade associations.

For example, the Chamber of Commerce spent over \$1 billion in lobbying since 1998, yet Google's level of funding of the Chamber is secret. The Chamber has also sued the EPA for its advocacy combating climate regulation.

In contrast, Google's website publicly affirms its commitment to "protecting the environment."

In September 2014 Chair Eric Schmidt stated on a radio show that Google was ending its membership in ALEC, an organization that assists legislators and companies to promote model legislation. One high priority ALEC campaign is to repeal renewable energy legislation at the State level. Chair Schmidt argued ALEC was "literally lying" about climate. We commend Google for this act of leadership.

It is a logical next step in the interests of transparency for Google to review its public policy advocacy and oversight and expand its public disclosure about third party lobbying.