



Walden Asset Management

Advancing sustainable business practices since 1975

September 20, 2013

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

Dear Mr. Drummond:

Walden Asset Management holds at least 23,975 shares of Google, Inc. on behalf of clients who ask us to integrate environmental, social and governance analysis (ESG) into investment decision-making. Walden Asset Management, a division of Boston Trust & Investment Management Company, is an investment manager with approximately \$2.5 billion in assets under management. We are pleased to be a long-term owner of Google Inc. stock. We have great respect for the leadership shown by Google on a whole range of sustainability issues particularly your commitments on climate.

We had written Google recently on climate change issues and also on disclosure of the company's lobbying activities. We look forward to discussions with the company on these issues.

Walden Asset Management is filing this resolution with Google seeking a review of your lobbying disclosure, policies and practices to put this request officially before management and the Board.

We are filing the enclosed shareholder proposal for inclusion in the 2014 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned number of Google Inc. shares. Walden Asset Management will act as the primary filer of the resolution and expects to be joined by other co-filers.

We have been a shareholder for more than one year holding over \$2,000 of Google Inc. shares and will continue to hold at least \$2,000 of Google Inc. stock through the next annual meeting. Verification of our ownership position will be provided on request by our sub-custodian who is a DTC participant. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We sincerely hope this will stimulate a dialogue which will result in a win-win agreement and the withdrawal of our resolution.

Sincerely,

Timothy Smith
Senior Vice President
Director of ESG Shareholder Engagement

Cc: Larry Page, Chief Executive Officer

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 \$31.35 million in 2010, 2011 and 2012 on federal lobbying, according to Senate reports. But this figure may not include grassroots lobbying to influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures. The reports also do not include contributions to tax-exempt organizations which write and endorse model legislation.

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 Board oversight committees and posted on the company'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 the company still does not disclose details about lobbying through trade associations, maintaining secrecy about its payments used for lobbying by these associations.

For example, the U.S. Chamber of Commerce spent over \$1 billion in lobbying since 1998, yet any Google funding of the Chamber is secret. The Chamber has also sued the EPA for its work on climate regulation.

In addition, Google reportedly sits on a task force of the American Legislative Exchange Council (ALEC) which has launched a "high priority campaign" to repeal renewable energy standards in states.

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

It is in Google's best interests to review its public policy advocacy and oversight and expand its public disclosure about third party lobbying.