

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

**COMMISSIONERS:**      **Jon Leibowitz, Chairman**  
                                  **J. Thomas Rosch**  
                                  **Edith Ramirez**  
                                  **Julie Brill**  
                                  **Maureen K. Ohlhausen**

In the Matter of	)	
	)	
MOTOROLA MOBILITY LLC,	)	File Number 1210120
a limited liability company	)	
	)	
and GOOGLE INC.,	)	
a corporation.	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of certain acts and practices of Google Inc. through its wholly owned subsidiary Motorola Mobility LLC, (hereinafter referred to as “Proposed Respondents”) and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”):

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Google Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its principal place of business located at 1600 Amphitheatre Parkway, Mountain View, CA 94043. Proposed Respondent Motorola Mobility LLC is a wholly-owned subsidiary of Google Inc.
  
2. Proposed Respondents admit all of the jurisdictional facts set forth in the draft Complaint here attached.

3. Proposed Respondents waive:
  - a. any further procedural steps;
  - b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
  - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that they have violated the law as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
5. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondents shall submit subsequent reports every sixty (60) days thereafter until the Decision and Order becomes final. Each compliance report submitted shall describe in detail the manner in which the Proposed Respondents have complied, are complying and will comply with the Consent Agreement and the Decision and Order; and shall include information sufficient to demonstrate that all negotiations and license agreements pertaining to standard essential patents that have occurred or been entered into since the signing of the Consent Agreement or the previous compliance report, whichever is later, comply with the terms of the Decision and Order.
6. Each report submitted pursuant to the preceding paragraph shall be verified by a notarized signature or sworn statement, or be self-verified in the manner set forth in 28 U.S.C. §1746. Section 2.41(a) of the Commission's Rules of Practice requires that Proposed Respondents file an original and two copies of all compliance reports with the Commission. Proposed Respondents shall file, in hard copy, an original compliance report and one copy with the Secretary of the Commission, and shall electronically send one copy directly to the Bureau of Competition's Compliance Division.
7. If the Commission accepts this Consent Agreement, it, together with the draft Complaint, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement.
8. If this Consent Agreement is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed

Respondents: (1) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, (2) issue and serve the attached Decision and Order, and (3) make information public with respect thereto.

9. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including without limitation, delivery to an office within the United States of the Counsel for Proposed Respondents listed on this Consent Agreement – shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order if Proposed Respondents are already in possession of copies of such Appendices; and Proposed Respondents further agree that they are bound to comply with and will comply with the Decision and Order to the same extent as if they had been served with copies of such Appendices.
10. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can fulfill the terms of the Consent Agreement and accomplish the full relief contemplated by the Decision and Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are within the control of Proposed Respondents and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Order.
12. Proposed Respondents have read the draft Complaint and the Decision and Order contained in this Consent Agreement. Proposed Respondents understand that once the Decision and Order has been issued, Proposed Respondents will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order.
13. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date this Consent Agreement is signed. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

**MOTOROLA MOBILITY LLC**

\_\_\_\_\_  
Dennis Woodside  
Chief Executive Officer, President &  
Secretary  
Motorola Mobility LLC

Dated: \_\_\_\_\_

**GOOGLE INC.**

\_\_\_\_\_  
Donald Harrison  
Vice President, Deputy General Counsel &  
Assistant Secretary  
Google Inc.

Dated: \_\_\_\_\_

**COUNSEL**

\_\_\_\_\_  
John D. Harkrider  
Axinn, Veltrop & Harkrider LLP  
Counsel for Google Inc. and  
Motorola Mobility LLC

Dated: \_\_\_\_\_

**FEDERAL TRADE COMMISSION**

\_\_\_\_\_  
Peggy Bayer Femenella  
Attorney  
Bureau of Competition

APPROVED:

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Peter J. Levitas  
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Director

Bureau of Competition