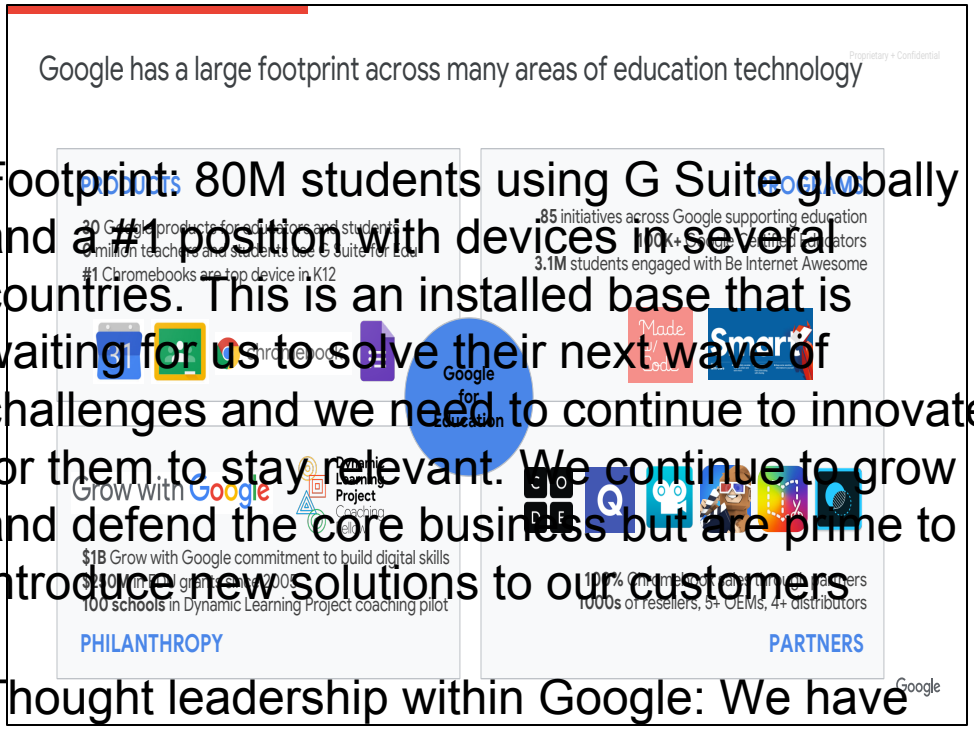
AMENDED Exhibit 1135

PLAINTIFFS' OMNIBUS OPPOSITION TO DEFENDANTS' MOTIONS FOR SUMMARY JUDGMENT

Google has a strong position, but competition is accelerating

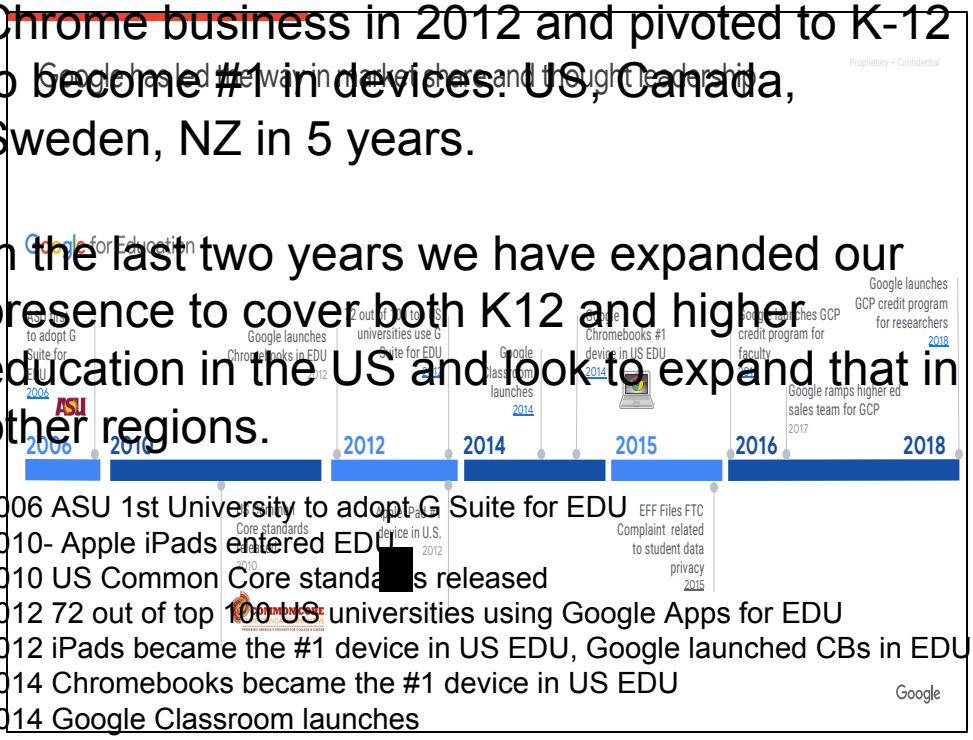


Footprint: 80M students using G Suite globally and a #1 position with devices in several countries. This is an installed base that is waiting for us to solve their next wave of challenges and we need to continue to innovate for them to stay relevant. We continue to grow and defend the core business but are prime to introduce new solutions to our customers

Thought leadership within Google: We have over 10 teams at Google focused on Education delivering products and programs. Google.org has invested 600M into education the past 3 years. The Google for EDU team is at the intersection of all these teams and has the expertise, relationships and channels to take these products and initiatives to market at scale.

started in HE back in 2006 and won universities over to Gsuite along with K-12. We started the Chrome business in 2012 and pivoted to K-12 to become #1 in devices: US, Canada, Sweden, NZ in 5 years.

In the last two years we have expanded our presence to cover both K12 and higher education in the US and look to expand that in other regions.



[redacted]

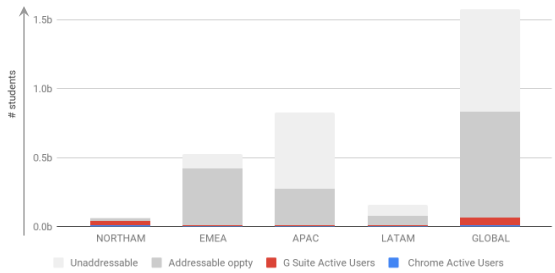
2015 EFF files FTC complaint to raise awareness about student data privacy
2016 G Cloud starts HE GCP sales team

[redacted]

There's significant addressable market up for grabs in K-12

[Adoption] Still large opportunity for core products

"Only" [redacted] G Suite for Edu active users out of 1.6 billion studen[redacted]achers in formal education globally



While we are a leader in US K-12, we have room to grow

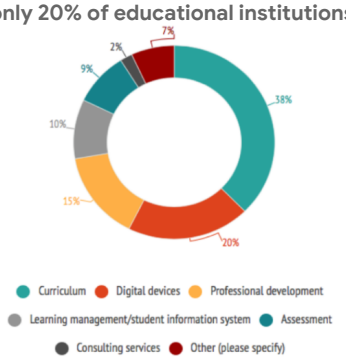
[redacted] Chromebooks market share in K-12 US
[redacted]otal addressable cloud market in K-12 US

... let alone the rest of world, where we're just getting started

- Addressable opportunity excluding China (238m students) and unconnected students (proxy: 55% of the world lacks internet access)

[Revenue]...and untapped schools spend

Devices is only 20% of educational institutions' spend



Shifting economic trends + tech will unlock new markets

- 65%+ students will work in jobs that don't exist today. But most lack the digital skills they'll need for that future
- Informal learning on the rise, enabled by massive content platforms
- Emerging tech like ML/AI, VR/AR will enable personalized learning at scale

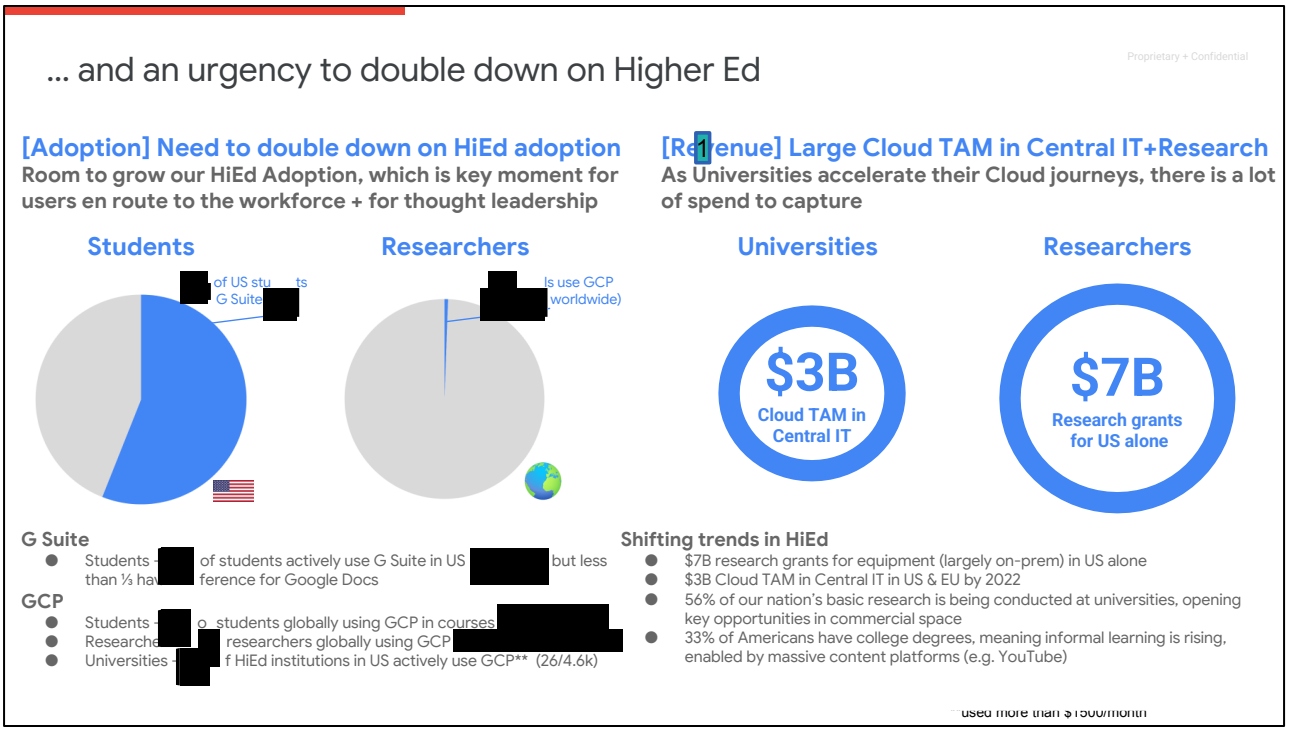
Google for Edu is in a unique position to cross-sell

- G Suite and Classroom - Largest edtech adoption
- Edu institutions spend ~38% on curriculum and content (--> Youtube)

Sources

Connectivity- only 45% of world population has internet access Source: go/whirlybird (75% connected in the US, 93% in the UK)
Students - Futuresource report
China students - Futuresource report

However we are just scratching the tip of the iceberg.
We have the opportunity to drive DEEPER impact with our products.
We may be the market leader in devices in Education but we are only account for [redacted] of the market in the US. We are only the dominant player in 3 markets globally. We are only focused on students with connectivity leaving x-billion students behind, And many of our current users only use our product at the most basic level (Gmail vs Docs - Classroom adoption vs G Suite adoption)



Higher Ed is key for thought leadership and product adoption en route to the workplace, yet Google Cloud presence is low SOURCE DATA:
--# of students using G Suite -- assumes [redacted] in US, so [redacted] students)
[redacted]PIs who received research grants or paid to use GCP out of [redacted]- # of Principal Investigators here: https://www.centerwatch.com/news-online/2015/11/01/number-global-clinical-pis-remains-mystery-estimates-vary-widely-due-different-criteria-data-sources/
--26 universities in US spending >$1500/month out of 4,600. Source data here: https://nces.ed.gov/fastfacts/display.asp?id=84
$73m R&D Spend- source SOURCE:National Science Foundation, National Center for Science and Engineering Statistics, Higher Education R&D Survey
https://docs.google.com/spreadsheets/d/1WC8oR0FFh8HKsUjHezaYNwTQS7OZD2XkZXIQZoUvSwI/edit#gid=1346495726

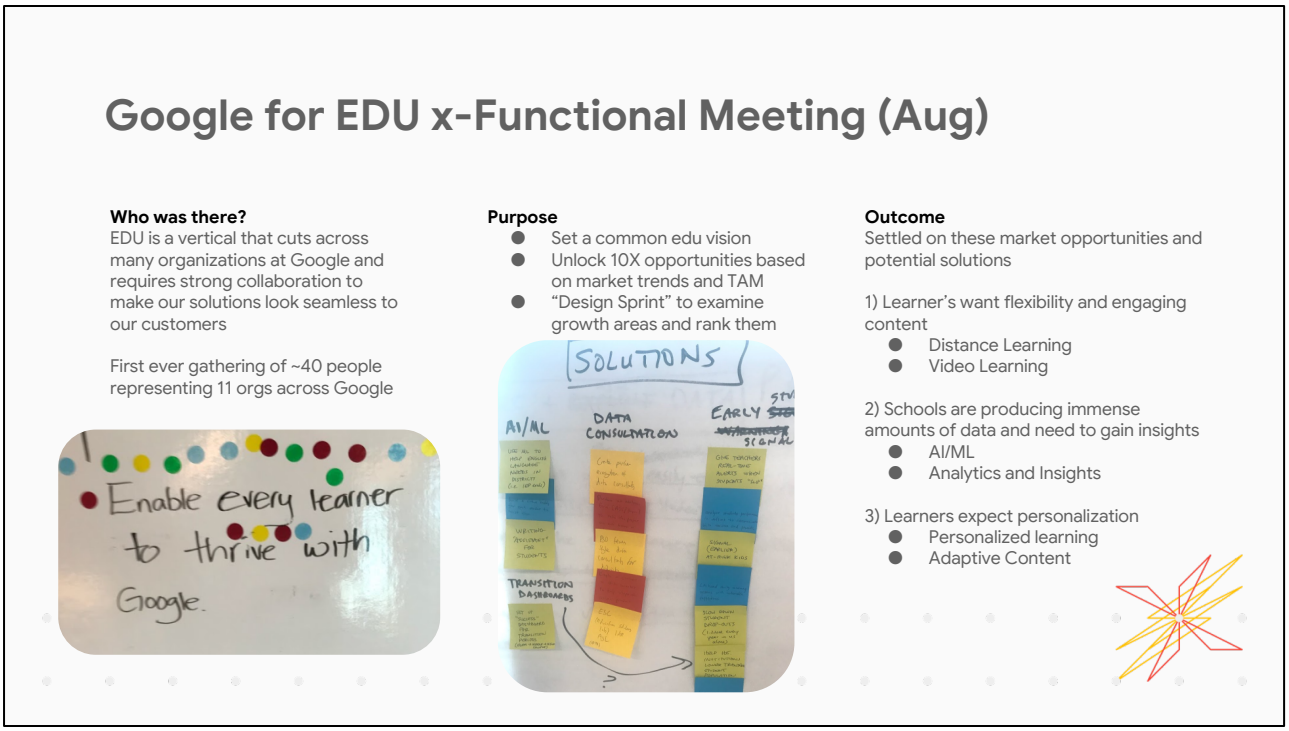
Other data to potentially include in this slide:
-How many learners use Google products in formal education (K-12 vs HE)? What is dropoff?
-# of learners vs # of learners that use at least one Google product vs. # of users that use Youtube as consumers?
-Adoption - Number of students, teachers, researchers vs how many user G Suite / GCP /Chrome (30DA)
-Revenue -IT budgets / research grants in Higher Ed (US) vs GCP revenue
-Doing the right thing - xx% of people have college degrees that don't benefit

from Google tools (not universally accessible)
-Value to Google - revenue per user (G Suite, GCP, Chrome) - LTV

VIDEO
-Youtube used by X% below Y age in the US

ML/ANALYTICS
-X amount of data in schools that needs to be harnessed

DISTANCE LEARNING
-x% of learners (age 18+) are taking a distance learning course



Who was there?
EDU is a vertical that cuts across many organizations at Google and requires strong collaboration to make our solutions look seamless to our customers
~40 people attended representing 11 orgs across Google
Product: GCP, G Suite, Chrome, Google for EDU, Customer Eng, PSO, DevRel, EngEDU, EDU Marketing, Sales Ops, Channel

Purpose

- Set a edu vision that resonates across the teams
- "Design Sprint" to discuss opportunity and growth areas and rank them - [redacted]

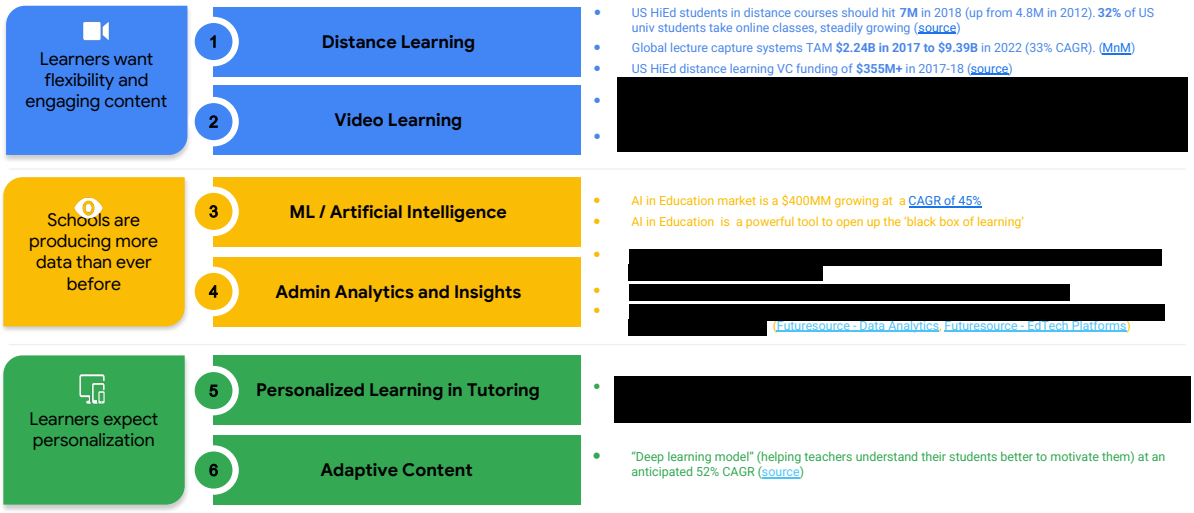
Prioritized two growth areas to be scoped in plan 2019

Analytics and Insights - help educators make sense of the immense data they have on student activity and performance to ultimately improve student outcomes

- Video recommendation engine - to identify, curate and recommend safe educational content


Google Cloud

Customer needs are evolving, following three major trends*



*We identified these trends by reviewing recent industry investments, and they are echoed in the experiences of our sales and product teams

We are best positioned to lead in two of these areas

		Aligned with Google core competencies	High revenue potential	Ability to scale in near term	Limited competitive threat	Drives broader ecosystem engagement
Learners want flexibility and engaging content	1 Distance Learning		✓		✓	✓
	2 Video Learning	✓	✓	✓		✓
Schools are producing more data than ever before	3 ML / Artificial Intelligence	✓		✓	✓	✓
	4 Admin Analytics and Insights	✓	✓	✓	✓	✓
Learners expect personalization	5 Personalized Learning in Tutoring		✓		✓	✓
	6 Adaptive Content		✓			✓

The ML / Analytics Opportunity

Educators are sitting on a growing goldmine of data, but lack the resources and capacity to organize and make sense of it. We will design ways for schools to easily organize, use and gain insights from student data, ultimately setting the stage for us to reinvent the education system through data.

Strengths
- Strong leadership / reputation in ML and data analytics
- Large installed base

Weaknesses
- Product usage metrics do not indicate learning outcomes; lack of research to establish correlation
- As a tech co, we have little limited credibility in determining usefulness

Opportunities
- Leverage predictive analytics to provide better outcomes for students and more value for orgs.
- Cement Google as ML leader in EDU
- [redacted]

Threats
- [redacted]
- Perception of privacy issues stops us taking thought leader position
- Ethical issues with student data and bias in algorithms

[redacted]

recommended

Potential “Build” phases for ML / Analytics

The Video Opportunity

Learners value video as an engaging medium but cannot find safe, educational content easily. While schools spend 38% of their budget on curriculum/content, Youtube is not seen as a safe platform and blocked by 42% of our G Suite for Edu users.

Strengths
- Youtube is most popular video platform with significant EDU usage
- Cloud Video, Hangouts also strong video capabilities
- Content created for other EdTech orgs often hosted on YT already
- Large installed base of G Suite, Chrome, and (consumer) YT users

Weaknesses
- 42% of GSuite for EDU users block YT
- Difficult to get YT to prioritize EDU product; Current YT monetization doesn't work for ad-free EDU accounts
- Deprecated video editing tool leaves hole in offering

Opportunities
- Video as a medium is increasing thanks to tutoring and flipped classroom. 83% of schools are incorporating video.
- Schools spend 38% of budget on curriculum / content

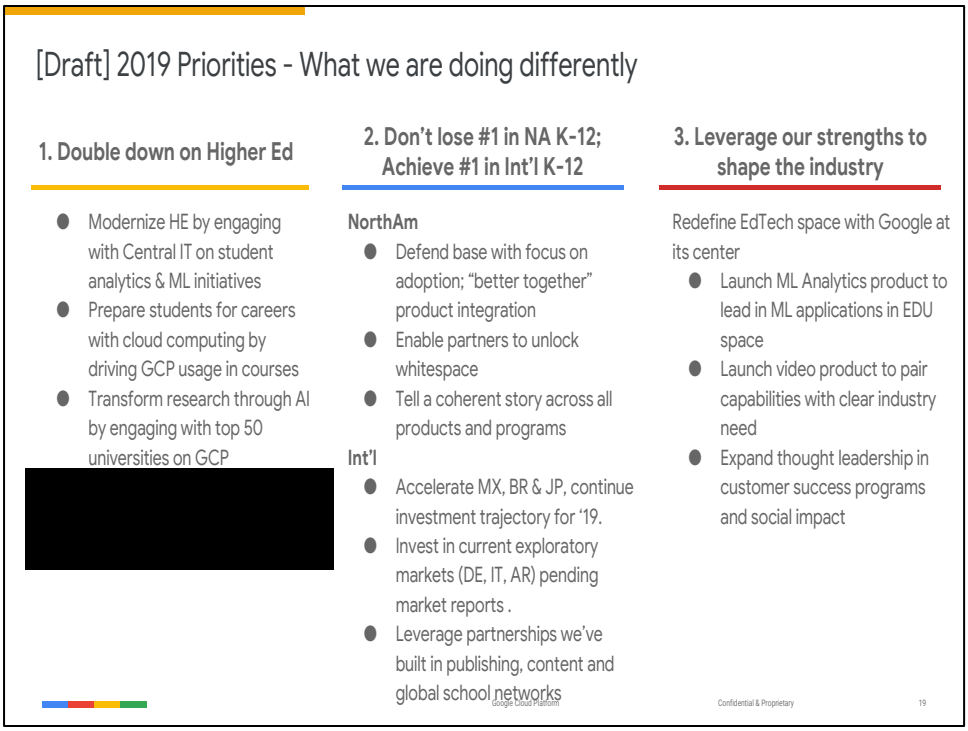
Threats
- PR Risk - influence of video on kids, content
- [redacted]

[redacted]

Potential "Build" phases for Video

	Phase 1	Phase 2
Vision	***Curated video platform*** ● *Curated video content for learners and educators: safe, educational and fun/engaging* ● *Tagging and heatmap of all edu content (vs. level, subject,..) to see gaps*	***Video recommendation engine*** ● *Personalized recommendations* ● *Progressive sequences*
Strategy and Technology	***Youtube for Schools - safe version of Youtube Red for schools,*** *subscription revenue model* ***Prioritize Security and privacy*** *- no ads, comments, related videos* ***Build Advanced features*** *include transcription, snippets of video, in-video quizzes, engagement analytics, admin control*	***ML-based recommendations****: meta-tagging to improve search capability then ML model to suggest personal, relevant content* ***organized in sequences (progressive)***
Cross functional teams	● *YouTube PM and engineers to develop education subscription product (or similar allocation within cloud with approval to work on YT product; engineers to build ML based recommendation engine* ● *Augment sales and program managers*	
Success Metrics	● *Adoption (watch time, 7DA, classroom shares, # of districts)* ● *Revenue (district subscriptions purchased)*	● *Adoption (watch time, 7DA, classroom shares)* ● *Stickiness (video drop-off, continued sequences)* ● *Revenue (district subscriptions purchased)*

Proposed follow-up and next steps



Keep, Expand, Transform

Next steps for big bets

- Agree up the chain that we are committed to making a sizable bet in EDU
- Align on which bet(s) we want to pursue
- Enlist central BizOps team to help build out a strategy (ideally by mid Oct in time for 2019 budget cycles)
  - Get industry experts to weigh in
  - Size the opportunity
  - Confirm initial strategic direction (build vs. buy)
  - Determine investment requirements
- Resource teams within cloud and/or cross-functionally OR source and proceed with acquisition