

# **EXHIBIT 1**

AGREEMENT AND PLAN OF MERGER  
BY AND AMONG  
GOOGLE INC.,  
RB98 INC.  
and  
MOTOROLA MOBILITY HOLDINGS, INC.

Dated as of August 15, 2011

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**TABLE OF CONTENTS**

	<b>Page</b>
<b>ARTICLE I</b>	
<b>THE MERGER</b>	
SECTION 1.01. The Merger	1
SECTION 1.02. Consummation of the Merger	2
SECTION 1.03. Effects of the Merger	2
SECTION 1.04. Certificate of Incorporation and Bylaws	2
SECTION 1.05. Directors and Officers	2
SECTION 1.06. Conversion of Shares	2
SECTION 1.07. Conversion of Common Stock of Merger Sub	3
SECTION 1.08. Withholding Taxes	3
SECTION 1.09. Subsequent Actions	3
SECTION 1.10. Adjustments	3
<b>ARTICLE II</b>	
<b>DISSENTING SHARES; PAYMENT FOR SHARES; OPTIONS</b>	
SECTION 2.01. Dissenting Shares	4
SECTION 2.02. Payment for Shares	4
SECTION 2.03. Closing of the Company's Transfer Books	6
SECTION 2.04. Existing Equity Awards	6
<b>ARTICLE III</b>	
<b>REPRESENTATIONS AND WARRANTIES OF THE COMPANY</b>	
SECTION 3.01. Organization and Qualification	9
SECTION 3.02. Capitalization	9
SECTION 3.03. Authority for this Agreement; Board Action	10
SECTION 3.04. Consents and Approvals; No Violation	11
SECTION 3.05. Reports; Financial Statements	12
SECTION 3.06. Absence of Certain Changes	14
SECTION 3.07. Proxy Statement	14
SECTION 3.08. Brokers; Certain Expenses	15

---

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
SECTION 3.09. Employee Benefit Matters/Employees	15
SECTION 3.10. Litigation	19
SECTION 3.11. Tax Matters	19
SECTION 3.12. Compliance with Law; Permits	21
SECTION 3.13. Environmental Matters	21
SECTION 3.14. Intellectual Property	23
SECTION 3.15. Real Property	26
SECTION 3.16. Material Contracts	27
SECTION 3.17. Anticorruption	29
SECTION 3.18. Insurance	30
SECTION 3.19. Customers and Suppliers	30
SECTION 3.20. Opinion	31
SECTION 3.21. Requisite Stockholder Approval	31
SECTION 3.22. State Takeover Statutes Inapplicable; Rights Agreement	31
SECTION 3.23. No Reliance	31

ARTICLE IV

REPRESENTATIONS AND  
WARRANTIES OF PARENT AND MERGER SUB

SECTION 4.01. Organization	31
SECTION 4.02. Authority for this Agreement	32
SECTION 4.03. Proxy Statement	32
SECTION 4.04. Consents and Approvals; No Violation	32
SECTION 4.05. Brokers	33
SECTION 4.06. Sufficient Funds	33
SECTION 4.07. Litigation	33
SECTION 4.08. No Vote of Parent Stockholders	33
SECTION 4.09. Lack of Ownership of Shares	34
SECTION 4.10. No Reliance	34

---

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
<b>ARTICLE V</b>	
<b>COVENANTS</b>	
SECTION 5.01. Conduct of Business of the Company	34
SECTION 5.02. No Solicitation; Company Recommendation	39
SECTION 5.03. Access to Information	43
SECTION 5.04. Reasonable Best Efforts	44
SECTION 5.05. Indemnification and Insurance	46
SECTION 5.06. Employee Matters	48
SECTION 5.07. Takeover Laws	50
SECTION 5.08. Proxy Statement; Stockholder Approval	50
SECTION 5.09. Securityholder Litigation	51
SECTION 5.10. Press Releases	51
SECTION 5.11. Rule 16b-3	51
SECTION 5.12. Parent Approval	51
SECTION 5.13. Control of Operations	51
SECTION 5.14. Certain Transfer Taxes	51
SECTION 5.15. Intellectual Property	52
<b>ARTICLE VI</b>	
<b>CONDITIONS TO CONSUMMATION OF THE MERGER</b>	
SECTION 6.01. Conditions to Each Party's Obligation To Effect the Merger	52
SECTION 6.02. Conditions to Obligations of Parent and Merger Sub	52
SECTION 6.03. Conditions to Obligations of the Company	53
<b>ARTICLE VII</b>	
<b>TERMINATION; AMENDMENT; WAIVER</b>	
SECTION 7.01. Termination	54
SECTION 7.02. Effect of Termination	56
SECTION 7.03. Fees and Expenses	56
SECTION 7.04. Amendment	58
SECTION 7.05. Extension; Waiver; Remedies	58

---

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
ARTICLE VIII	
MISCELLANEOUS	
SECTION 8.01. Entire Agreement; Assignment	59
SECTION 8.02. Severability	59
SECTION 8.03. Enforcement of the Agreement; Jurisdiction; Certain Limitations	59
SECTION 8.04. Notices	61
SECTION 8.05. Governing Law	62
SECTION 8.06. Descriptive Headings	62
SECTION 8.07. Parties in Interest	62
SECTION 8.08. Counterparts	62
SECTION 8.09. Certain Definitions	62
SECTION 8.10. Interpretation	65
SECTION 8.11. Nonsurvival of Representations and Warranties	66
SECTION 8.12. Obligations of Parent and of the Company	66
Annex A – Form of Certificate of Incorporation	
Annex B – Form of Bylaws	

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## Glossary of Defined Terms

<u>Defined Terms</u>	<u>Defined in Section</u>
Acceptable Confidentiality Agreement	Section 5.02(i)(i)
Acquisition Proposal	Section 5.02(i)(ii)
Acquisition Transaction	Section 5.02(i)(iii)
Action	Section 3.10
Affiliate	Section 8.09(a)
Agreement	Preamble
Allowed Contract	Section 5.02(b)
Anticorruption Laws	Section 3.17(a)
Antitrust Efforts Claim	Section 8.03(c)
Antitrust Laws	Section 3.04
Associate	Section 8.09(a)
Assumed Restricted Stock Award	Section 2.04(c)
Assumed RSU Award	Section 2.04(d)
Assumed Stock Option	Section 2.04(a)
beneficial ownership	Section 8.09(b)
Book-Entry Shares	Section 2.02(b)
Bringdown Date	Section 8.09(c)
Business Day	Section 8.09(d)
Bylaws	Section 1.04
Certificate of Incorporation	Section 1.04
Certificate of Merger	Section 1.02
Certificates	Section 2.02(b)
Closing	Section 1.02
Closing Date	Section 2.04(a)
Code	Section 1.08
Company	Preamble
Company Acquisition Agreement	Section 5.02(a)
Company Board Recommendation	Section 3.03(b)
Company Employee Plan	Section 3.09(a)
Company Employees	Section 5.06(b)
Company Financial Advisor	Section 3.08
Company Intellectual Property	Section 3.14(a)(i)
Company Products	Section 3.14(a)(ii)
Company Registered Intellectual Property	Section 3.14(a)(iii)
Company SEC Reports	Section 3.05(a)
Company Securities	Section 3.02(b)
Company Termination Fee	Section 7.03(b)(iv)
Confidentiality Agreement	Section 5.02(i)(i)
Corporation Law	Recitals
Disclosure Letter	Article III
Dissenting Shares	Section 2.01
EC Merger Regulation	Section 3.04
Effective Time	Section 1.02

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<b><u>Defined Terms</u></b>	<b><u>Defined in Section</u></b>
Environmental Laws	Section 3.13(d)(i)
Environmental Liabilities	Section 3.13(d)(ii)
Environmental Permits	Section 3.13(b)
ERISA	Section 3.09(a)
ERISA Affiliate	Section 3.09(a)
ESPP	Section 2.04(f)
Exchange Act	Section 3.04
Exchange Ratio	Section 2.04(a)
Existing Cash-Out RSU Award	Section 2.04(e)
Existing Cash-Out Stock Awards	Section 2.04(e)
Existing Cash-Out Stock Option	Section 2.04(b)
Existing DSU Awards	Section 2.04(e)
Existing Restricted Stock Award	Section 2.04(c)
Existing Rollover RSU Award	Section 2.04(d)
Existing Rollover Stock Option	Section 2.04(a)
Existing RSU Awards	Section 2.04(e)
Existing Stock Options	Section 2.04(b)
FCPA	Section 3.17(a)
Former Parent	Section 8.09(e)
GAAP	Section 3.05(b)
Government Official	Section 3.17(e)
Governmental Entity	Section 3.04
Hazardous Materials	Section 3.13(d)(iii)
HSR Act	Section 3.04
Indemnified Parties	Section 5.05(a)
Infringe	Section 3.14(a)(iv)
Infringement	Section 3.14(a)(iv)
Intellectual Property Rights	Section 3.14(a)(v)
International Employee Plan	Section 3.09(a)
Intervening Event	Section 5.02(e)
known to the Company	Section 8.09(f)
knowledge	Section 8.09(f)
Law	Section 3.12
Lien	Section 3.02(c)
Material Adverse Effect	Section 8.09(g)
Material Contract	Section 3.16(a)
Merger	Section 1.01
Merger Consideration	Section 1.06
Merger Sub	Preamble
Multiemployer Plan	Section 3.09(a)
NASDAQ	Section 2.04(a)
Order	Section 3.12
Outside Date	Section 7.01(c)
Owned Real Property	Section 3.15(a)
Parent	Preamble



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<u>Defined Terms</u>	<u>Defined in Section</u>
Parent Common Stock	Section 2.04(a)
Parent Material Adverse Effect	Section 8.09(h)
Parent Plans	Section 5.06(c)
Parent Stock Price	Section 2.04(a)
Parent Termination Fee	Section 7.03(c)
Paying Agent	Section 2.02(a)
Payment Fund	Section 2.02(a)
PBGC	Section 3.09(c)
Permits	Section 3.12
Permitted Lien	Section 8.09(j)
Person	Section 8.09(j)
Post-Closing Indemnification Period	Section 5.05(a)
Preferred Stock	Section 3.02(a)
Preliminary Proxy Statement	Section 5.08(a)
Proxy Statement	Section 3.07
Qualifying Acquisition Transaction	Section 7.03(b)(v)
Real Property Lease	Section 3.15(b)
Recommendation Change	Section 5.02(d)
Release	Section 3.13(d)(iv)
Rep Failure	Section 6.02(c)
Representative	Section 5.02(a)
Requisite Stockholder Approval	Section 3.21
Returns	Section 3.11(a)
Sarbanes-Oxley Act	Section 3.05(a)
SEC	Article III
Section 16 Officer	Section 3.09(j)
Section 3.14(f) Events	Section 3.14(f)
Securities Act	Section 3.05(a)
Share	Section 1.06
Special Meeting	Section 5.08(b)
Specified Transactions	Section 5.02(a)
Stock Plans	Section 2.04(a)
Subsidiary	Section 8.09(k)
Subsidiary Securities	Section 3.02(c)
Superior Proposal	Section 5.02(i)(iv)
Surviving Corporation	Section 1.01
Takeover Laws	Section 3.03(b)
Tax	Section 3.11(i)
Taxes	Section 3.11(i)
Tax Sharing Agreement	Section 8.09(l)
WARN Act	Section 3.09(l)
Willful and Intentional Breach	Section 8.09(n)
Willful Breach	Section 8.09(m)