

Company No. 06943469

Ad Connect Limited

Directors' Report and Financial Statements

Period Ended 31 December 2009

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DIRECTORS AND OTHER INFORMATION

Board of Directors

G Law	(resigned 17 February 2010)
J Herlihy	(resigned 17 February 2010)
Huntsmoor Limited	(resigned 8 July 2009)
Huntsmoor Nominees Limited	(resigned 8 July 2009)
Paul Burke	(resigned 8 July 2009)
Clayton Bavor	(appointed 17 February 2010)
Alejandro Diaz	(appointed 17 February 2010)
James Holden	(appointed 17 February 2010)
Raif Jacobs	(appointed 17 February 2010)
Lewis Segall	(appointed 17 February 2010)
Matthew Sucherman	(appointed 17 February 2010)
Nelson Mattos	(appointed 17 February 2010)

Secretary and Registered Office

Taylor Wessing Secretaries Ltd
5 New Street Square
London EC4A 3TW
United Kingdom

Auditors

Ernst & Young
Chartered Accountants
Ernst & Young Building
Harcourt Centre
Harcourt Street
Dublin 2

Registered Number

06943469

Solicitors

Taylor Wessing
5 New Street Square
London EC4A 3TW
United Kingdom

Bankers

Citibank NA London
Citigroup Centre 2
Canary Wharf
London
E14 5LB
United Kingdom

DIRECTORS' REPORT

The directors present their report and financial statements for the period ended 31 December 2009

Principal activity and future developments

The company was incorporated in June 2009 but has not yet commenced to trade in the period to 31 December 2009

The company's planned activities are the provision of online services to compare regulated financial products including, but not limited to, mortgages and auto insurance. Advertisers may participate in the service in order to generate sales leads for these products and services.

Future developments

During 2010 the company plans to offer a mortgage comparison service in the UK, and is investigating the feasibility of offering comparison services for other products.

Results for the year and state of affairs

The profit and loss account for the period ended 31 December 2009 and the balance sheet at that date are set out on pages 6 and 7.

Principal risks and uncertainties

As Ad Connect Limited will be a service provider, the company's principal risks and uncertainties will relate to scaling back its operations due to a reduction in demand for its services. If the company's competitors are more successful than its revenues may decline. If the company fails to manage its growth effectively, the quality of the services could suffer, which could negatively affect the brand and the operating results. The company's business success is dependant upon product development and managing technological change in the industry in which it operates. The company must also ensure that it continues to effectively manage its related activity through appropriate compliance structures and procedures.

Important events since the year end

The issued share capital of the company was increased to GBP 5,000 post year end.

Directors

The directors of the company are listed on page 2.

Dividends and retention

The directors of the company do not propose the payment of a dividend for the period.

Employee and environmental matters

Other than the directors, the company had no employees during the period. The directors are not aware of any environmental matters that would affect the company.

Going Concern

The ultimate parent of the company is Google Inc. They will provide support to the company for the foreseeable future, as required.

DIRECTORS' REPORT

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

The directors confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware. The directors also confirm they have each taken all the steps that they ought to have taken in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

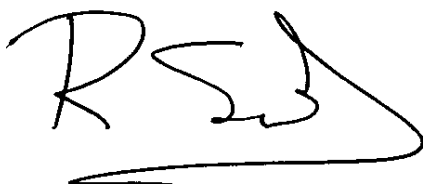
Auditors

Ernst & Young were appointed as auditors of the company on 8 July 2009 and a resolution for the reappointment of Ernst & Young as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the board

Raif Jacobs

Director



24 September 2010

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AD CONNECT LIMITED

We have audited the financial statements of Ad Connect Limited for the period ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

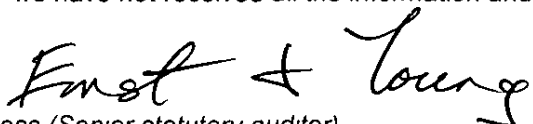
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.


Keith Jess (Senior statutory auditor)
for and on behalf of Ernst & Young, Statutory Auditor
Dublin

27 September 2010

PROFIT AND LOSS ACCOUNT
Period Ended 31 December 2009

	Notes	Period Ended 31 December 2009 GBP
Turnover		-
Cost of sales		-
Gross loss		-
Administrative expenses		(7,925)
Loss on ordinary activities before taxation		(7,925)
Tax on loss on ordinary activities		-
Loss for the financial period		<u>(7,925)</u>

The company has no recognised gains or losses for the period other than those included in the Profit and Loss Account above, and therefore no separate statement of total recognised gains and losses has been presented

BALANCE SHEET
As at 31 December 2009

Registered Number
06943469

	Notes	As at 31 December 2009 GBP
Current assets		
Cash at bank		1
Current liabilities		
Creditors (amounts falling due within one year)	4	<u>(7,925)</u>
Net current liabilities		<u>(7,924)</u>
FINANCED BY		
Capital and reserves		
Called up share capital	5	1
Profit and loss account - deficit		<u>(7,925)</u>
Shareholder's deficit		<u>(7,924)</u>

The financial statements on pages 6 to 9 were approved by the board of directors on 24 September 2010 and were signed on its behalf by

Raif Jacobs 
Director

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting policies**Accounting convention**

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies, which have been applied consistently in the current year and previous financial period, are set out below.

Tax

The charge for taxation is based on the loss for the period.

Deferred tax is provided on timing differences to the extent that it is expected to become payable/recoverable in the foreseeable future and any amount not provided is disclosed. Deferred tax arises in respect of items where there is a timing difference between their treatment for accounting purposes and their treatment for taxation purposes. Deferred tax balances are not discounted.

Cashflow Statement

The company has availed of the exemption under Financial Report Standard 1 (Revised 1996), "Cash Flow Statements", from preparing a cash flow statement as it is a wholly owned subsidiary of a company that prepares consolidated financial statements that are publicly available.

2 Loss on ordinary activities before taxation	2009
	GBP

The loss on ordinary activities before taxation is stated after charging

Directors' remuneration	-
Auditors' remuneration	<u>4,495</u>

The directors received remuneration in respect of their services to the company from other group companies.

3 Tax on loss on ordinary activities	2009
	GBP

Current Tax

Tax on loss on ordinary activities	-
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Factors affecting tax charge for the year

The tax assessed for the period is different than the standard rate of corporation tax in UK. The differences are explained below.

	2009
	GBP
Loss on ordinary activities before tax	<u>(7,925)</u>
Loss on ordinary activities at UK tax rate 28%	(2,219)
<i>Effects of</i>	
Other timing differences	<u>2,219</u>
Total current tax charge	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

A deferred tax asset of £2,219 relating to taxable losses has not been recognised in the period. These losses may be utilised in the future to the extent that the company commences trade and there are sufficient levels of future trading profits.

4 Creditors (amounts falling due within one year) **2009**
GBP

Accruals	<u>7,925</u>
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5 Called up share capital **2009**
GBP

Authorised	
1,000 ordinary shares of GBP 1 each	<u>1,000</u>

Allotted, called up and fully paid	
1 ordinary share of GBP 1 each	<u>1</u>

6 Reconciliation of movement in shareholder's deficit **2009**
GBP

Opening shareholder's deficit	-
Loss for the financial year	<u>(7,925)</u>
Closing shareholder's deficit	<u>(7,925)</u>

7 Subsequent events

On 26 January 2010, the authorised share capital was increased by 4,000 ordinary shares of GBP 1 each. On 5 February 2010, a further 4,000 shares of GBP 1 each were issued for the nominal value of GBP 1 each.

8 Ultimate parent company

The company is an immediate owned subsidiary of Google International LLC which is its immediate parent undertaking and immediate controlling party. The ultimate parent undertaking and ultimate controlling party of the smallest and largest group of undertakings of which the company is a member and for which consolidated financial statements are drawn up is Google, Inc., a company incorporated in the United States of America. The consolidated financial statements are available to the public and may be obtained from 1600 Amphitheatre Parkway, Mountain View CA 94043, United States of America.