

Google UK Ltd  
Belgrave House  
76 Buckingham Palace Road  
London

SW1W 9TQ

3977902

Dear Sirs

**Google UK Ltd**

In accordance with section 516 of the Companies Act 2006, we write to notify you of our resignation as auditor of Google UK Ltd. This resignation takes effect from the 22 October 2009.

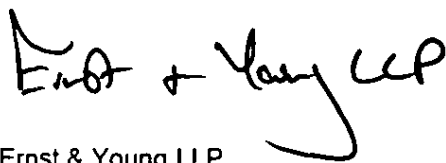
In accordance with section 519(2) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

In accordance with section 522(3) of the Act, the reasons for our resignation are as follows:

We draw your attention to the fact that Google UK Ltd has its own statutory obligations where we have ceased to hold office (as detailed, in particular, in Sections 517, 520 and 523 of the Act), including, depending on the circumstances, the requirement to notify the appropriate audit authority if we cease to hold office before the end of our term of office as auditors. Further guidance on this notification has been issued by the appropriate audit authorities - the Professional Oversight Board (POB) and the Institute of Chartered Accountants in England and Wales (ICAEW) and can be found on <http://www.frc.org.uk/pob/regulation/companies.cfm> and <http://www.icaew.com/index.cfm?route=155861> respectively.

If you have any questions on your legal obligations we recommend that you seek legal advice.

Yours faithfully



Ernst & Young LLP



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WEDNESDAY



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COMPANIES HOUSE

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