

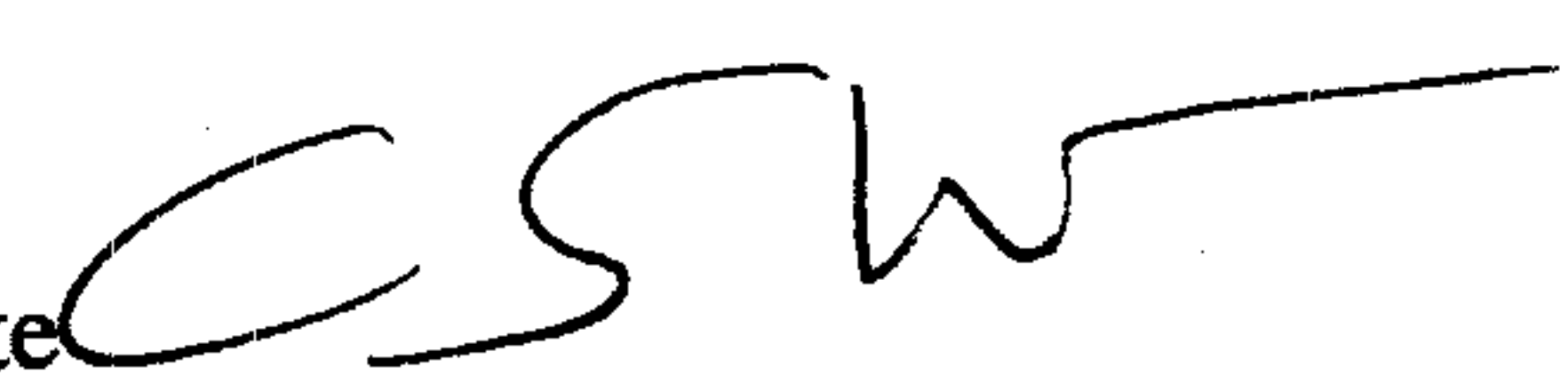


UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

December 12, 2007

MEMORANDUM

TO: Deborah Platt Majoras
Chairman

FROM: Christian S. White 
Designated Agency Ethics Official

SUBJECT: Your Participation in the Proposed Acquisition of Hellman & Friedman Capital Partners V, LP (DoubleClick Inc.) by Google, Inc., File No. 071-0170

This memorandum responds to your request for advice as to whether you may properly participate in the above referenced matter which involves Google, Inc.'s proposed acquisition of Click Holding Corp., which controls DoubleClick Inc. We learned yesterday that the law firm of Jones Day is representing Hellman & Friedman Capital Partners V, LP (DoubleClick) in the review of this transaction by the competition authorities of the European Commission ("EC"). Jones Day is not representing DoubleClick in the matter pending before the FTC.¹ However, because of Jones Day's involvement in this EC review, you thought it prudent to seek advice about appearance issues this might raise because your husband is currently affiliated with the Washington D.C. office of Jones Day. Your participation in this matter is authorized under Section 502(d) of the Standards of Conduct.

Financial Interest

As of January 1, 2006, your husband converted to a non-equity status and became a fixed participation partner in the firm. As a fixed participation partner, his compensation will not be increased or affected by changes in the firm's income. Further, all benefits received by Mr. Majoras from Jones Day will be the same as those earned by other similarly situated non-equity partners in the firm. As a non-equity partner, Mr. Majoras does not have a financial interest in the income of the firm and, hence, there is no financial interest attributable to you.² Therefore, any decisions that you

¹Kevin Arquit and Peter C. Thomas of the law firm of Simpson, Thatcher & Bartlett LLP represent DoubleClick in the FTC matter. The staff memo listing counsel participating in this matter does not list Jones Day. My inquiry indicates that no one from the FTC has had any contact with Jones Day regarding this matter.

²You would only have an imputed financial interest if the FTC's review of this transaction could affect Jones Day's ability or willingness to pay Mr. Majoras's compensation. This is clearly not a concern in this matter. Jones Day is a large law firm with more than 2,300 lawyers in 30 offices around the world. Because the firm has a large and diverse group of corporate clients, the

