



**DARK BLUE SEA LIMITED**  
**ACN 091 509 796**

**Company Announcement**

**Date: 6 May, 2008**

**2007/08 FY Profit Guidance and March 2008 Quarterly Update**

Dark Blue Sea Ltd (ASX listing code DBS) today released 2007/08 financial year profit guidance and an update on its quarterly performance for the three months to 31 March, 2008.

**2007/08 FY Profit Guidance**

Dark Blue Sea does not release forward earnings projections to the Australian Stock Exchange. Under the continuous disclosure obligations of the ASX Listing Rules, the Company is required to advise the ASX when the directors believe the reported earnings for the current period are likely to deviate materially from the reported earnings of the previous period.

Dark Blue Sea's reported earnings are very sensitive to three key drivers – advertising revenue from the Company's domain name portfolio, revenue for the secondary market sale of the Company's domain names, and the \$A / \$US exchange rate.

Based on unaudited management accounts to the end of April 2008, the current levels of the above key drivers and their possible outcomes for May and June 2008, the unaudited accounting treatment of the GoDaddy option agreement, most scenarios that the Company has modelled now indicate that Dark Blue Sea's reported net profit before tax for the 2007/08 financial year will be between 20% and 50% below those reported for the 2006/07 financial year. Further discussion on each of these specific issues is contained in the balance of this release.

As advised with the release of the March 2006 quarterly cash flow statement, the Company will no longer lodge Appendix 4C statements with the Australian Stock Exchange. The company has previously announced some Key Performance Indicators (KPIs) coincident with these releases. It is the company's intention to continue to release these KPIs on a quarterly basis.

This release contains information about:

- Key Performance Indicators
- March Quarter Trading Performance
- Update on GoDaddy Agreement and Secondary Market Domain Sales
- Outlook for the US Online Advertising Industry
- Financial Impact of the Australian Dollar versus the US Dollar
- Accounting Treatment of GoDaddy Option Agreement

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## **Key Performance Indicators**

The Company releases some key financial performance indicators for comparative purposes. These indicators are based on unaudited management accounts.

The updated Key Performance Indicators for the March 2008 Quarter appear on the following page.

	Qtr end 31.03.07	Qtr end 30.06.07	Qtr end 30.09.07	Qtr end 31.12.07	Qtr end 31.03.08
<b>Revenue (US\$'000)</b>					
Internal Traffic – Profitable Domain Names	1,871	1,963	1,923	1,550	1,258
Internal Traffic – Unprofitable Domain Names	78	88	87	111	112
Total Internal Traffic	1,949	2,051	2,010	1,661	1,370
Internal Domain Name Sales	333	638	857	1,366	1,003
Total Internal Revenue	2,281	2,688	2,866	3,026	2,372
External Traffic	2,912	2,547	2,759	2,900	2,988
Total Traffic Revenue	4,859	4,597	4,768	4,561	4,357
<b>Revenue Margin (%)</b>					
Internal Traffic – Profitable Domain Names	90	89	88	85	85
Total Internal	59	69	68	69	63
External	28	31	27	26	26
Total Traffic	38	44	39	33	29
<b>Number of Profitable Domains</b>	129,000	150,000	153,000	152,000	116,000

A more detailed explanation on the Key Performance Indicators is provided in the “Background on Key Performance Indicators Section” below.



## **March Quarter Trading Performance**

The company had a disappointing trading performance in the March quarter primarily reflecting a poor performance in the traffic / advertising side of the business.

Late in the March quarter, the Company entered into a five year domain sales agreement with GoDaddy, the world's leading domain name registrar. Whilst this agreement did not impact the March quarter secondary market domain sales trading performance, it is a very important strategic relationship for the Company that should bring material financial benefits to the Company over the next five years.

Assuming the agreement unfolds as GoDaddy and the Company expects, GoDaddy will sell approximately 45,000 of the Company's domain names over the next five years using the resources of their extensive sales network and customer database. In simple terms, after allowing for an average sales price of approximately US\$1,000 per domain name, this agreement should generate approximately US\$45 million of revenue over the next five years for the Company. After paying sales commissions to GoDaddy, this translates into approximately US\$25 to US\$30 million EBITDA over the next five years for the Company. Further details on the GoDaddy agreement are presented below.

Advertising revenue from the company's own domain name portfolio was disappointing. Revenue from the Company's domain name portfolio for the quarter was approximately US\$1.37 million, an annualized rate of approximately US\$5.5 million. This was down significantly on the corresponding quarter in 2007 and the December 2007 quarter.

Advertising revenue generally deteriorated through the quarter reflecting a slowing online advertising market as well as some other factors. A more detailed discussion on the outlook for the US online advertising market and the impact on the company going forward is provided below.

Gross secondary market sales of the Company's domain names were US\$1,003,000 in the March quarter, roughly in line with the sales performance in the December quarter (after excluding the proceeds from the sale of bedroomfurniture.com of more than US\$250,000).

Trading in the Company's external business in the March quarter improved over the December quarter. Revenues were slightly higher than the December quarter and the margin achieved was the same. Improvements in market share helped offset the declines from the weaker advertising market.

## **Update on GoDaddy Agreement and Secondary Market Domain Name Sales**

In March, the Company entered into a five year domain sales agreement with GoDaddy ("Agreement").



GoDaddy is the unquestioned market leader in the domain name registration space managing more than 27 million domain name registrations and representing more than a quarter of all .com domain name registrations. It is the market leader by a considerable margin having three times as many registrations as the number two ranked registrar. GoDaddy is also growing strongly, adding almost as many registrations over the last twelve months as size of the second ranked registrar.

The Company has been selling domain names through GoDaddy over the last twelve months using its Domain Distribution Network (“DDN”) technology. This allowed domain names to be sold using GoDaddy’s automated (or internet only) sales path. The DDN agreement, however, didn’t give the Company’s domain names exposure to the main driver of GoDaddy’s business – its 1000+ head commission based customer service call centre and its massive customer database. The new domain sales agreement with GoDaddy provides this exposure and sales effort.

As part of the Agreement, GoDaddy has been granted a five year option over 6.5 million DBS shares at an exercise price of 65 cents. The options vest progressively based on the number of Dark Blue Sea’s domain names that GoDaddy sells using its own resources. The option fully vests if GoDaddy sells 45,000 domain names – the 45,000 number reflecting the combined (i.e. GoDaddy and DBS) best estimate of likely sales.

As outlined above, if it unfolds as expected, the Agreement should see a material improvement on the company’s financial position from current levels generating an estimated US\$25 to US\$30 million of EBITDA over the next five years.

The Agreement is non-exclusive allowing DBS to sell its domain names through other domain name registrars in the DDN network such as Network Solutions, Register.com, Tucows, Moniker and Melbourne IT. The Agreement also does not cover the “domains for sale banner” traffic which comes from people directly navigating to the company’s domain names - a significant lead generator of potential secondary market domain sales. On a trend run rate basis, these other sales channels, once fully developed, are expected by the Company to contribute a similar number of sales as those generated via the Agreement.

GoDaddy is currently in the process of training an initial group of their customer service staff to sell secondary market domain names. They have advised that tangible results should start to be visible later this month and progressive improvements made over the next couple of quarters as their sales process is refined and rolled out through the call centre.

The Company expects that tangible financial benefits from the Agreement and DDN will continue to become progressively clearer over the coming quarters, with the full financial benefits expected to be realised over the next couple of years.



## **Outlook for the US Online Advertising Industry**

Over the last couple of quarters, the credit crisis in the US has materially worsened and there is now widespread expectation of an economic recession in the US. Dark Blue Sea is a US centric business that generates most of its revenue from the US online advertising industry.

Since the beginning of December, the Company has seen a progressive drop in the amount of revenue it has received from its domain name portfolio. The Company believes that the reduction reflects a range of factors including the weaker economic environment as well as some other industry dynamics. In this regard some comments on the outlook for the US online advertising industry and the way this may impact the Company going forward are appropriate.

Most of Dark Blue Sea's (and the domain industry generally) current revenue comes from the US online advertising industry. Direct navigation traffic is a natural fit with search / keyword based advertisers, a large segment (approximately 40%) of the overall online advertising market.

Google and Yahoo are the dominant players in search advertising together controlling most of the market. Google and Yahoo are also the ultimate sponsor of most of the direct navigation traffic, collecting most of this revenue before distributing a percentage of that revenue to domain name owners.

The online advertising industry has been growing at 25% to 30% per annum since the bottom in 2002 and while estimates from industry analysts of future growth vary, similarly strong growth rates are anticipated for the next few years. In March 2008, eMarketer, the leading online advertising industry research group, released updated forecasts of 23% growth for calendar 2008 (revised down from 28%) and 16% for 2009 (unchanged). The main macroeconomic driver of growth in the online advertising industry is the increasing amount of time that consumers are spending online versus other media such as free-to-air and cable TV and their respective ad spend. Underwritten by this shifting audience dynamic, strong growth in the online advertising industry is viewed as a secular trend.

One of the reasons that the online advertising industry's share of ad spend is still low relative to audience is that it has not yet been fully embraced by two significant advertiser segments – major brand advertisers and SMEs. Growth in the online advertising industry to date has been substantially driven by internet companies and direct marketers. Major brand advertisers are expected to be the biggest source of growth over the medium term as they start to shift their budgets from TV and other media towards the online space. Recruiting SMEs to online advertising has commenced but is a longer term challenge as it requires the mobilization of significant human resources.





Google and Yahoo have been and are expected to remain significant beneficiaries of the growth in the overall online advertising industry. Most of the commercial agreements in the direct navigation industry are prepared on the basis of revenue share with these search advertising networks. Assuming that the commercial structure of these agreements remain in place (and there is currently no reason to think otherwise), direct navigation traffic owners (including Dark Blue Sea) should achieve revenue growth rates broadly in line with the growth rates in the online advertising industry.

Whilst the correlation between Dark Blue Sea's revenue and the online advertising industry may prove to be broadly correct over the longer term, there is considerable scope for shorter term volatility as highlighted by the recent quarterly performance of the Company. Understanding the practicalities of online advertising and how ads are placed on Dark Blue Sea's websites is instructive.

Spending advertising dollars on Google and Yahoo's Search Engine Advertising Networks ("Search Ad Networks") effectively involves bidding into millions of real time auctions based on keywords, geographic location, ad type and a range of other factors. Like all auction based systems, prices achieved are highly dependent on number of buyers and marginal pricing. At an individual keyword level prices can be extremely volatile. High pricing for a particular keyword is typically achieved when a stable group of advertisers progressively increase their bids or when a new large advertiser enters the market. But if a few advertisers drop out of the auction for that keyword, the price can collapse as all the auction participants reassess their bids – a process that is further exacerbated by a range of automated bidding services that are currently available. There are reasonably efficient markets at work here – over a relatively short period of time the lower prices attract new advertisers or increased ad spend from existing advertisers, the auction rebuilds and prices start to increase again.

When someone types in a domain name that is part of a domain name monetization program, a real-time request is made to the Search Ad Networks to supply a list of advertisements. The way the Search Ad Networks decide what advertisements are supplied for use on the domain names is based on algorithms that are proprietary to the Search Ad Networks. The whole process is hence somewhat opaque to domain owners (including DBS). There are however some basic principles that both the Search Ad Networks follow.

The Search Ad Networks try to supply advertisements that balance the interests of the publisher / domain name owner (i.e. maximizing revenue) and the interests of the advertiser (i.e. maximizing return on investment). This typically means supplying the highest paying advertisements that are most relevant to the intent of the user. In the case of direct navigation traffic intent is usually related to the underlying keyword of the domain name.



In practice, the process of deciding what advertisements to supply is a difficult problem to solve and the reason for proprietary algorithms. As the Internet is still growing, many keywords markets do not have sufficient advertisers (“Coverage”) to supply a complete list. In such cases, the Search Ad Networks try to find advertisers on related keywords (“Relevancy”) to fill in the gaps. The algorithms also try to take into account other factors such as the likelihood of conversion for the advertiser (“Quality”) and then Coverage, Relevancy and Quality is optimized for keyword bid prices (“Price”). And this is all done in the context of ever changing real-time markets!

The Coverage, Relevancy, Quality, Price equation is important because it affects the likelihood that a surfer directly navigating to a domain name actually clicks on an advertisement (“Click through rate”). In many respects, in the direct navigation industry, the Click through rate is more important than simply price.

As a general comment, the more advertisers there are in a Search Ad Network, the deeper the markets and the easier the Coverage, Relevancy, Quality and Price equation is to solve. In the context of a strongly growing online advertising industry over the last few years, the number of advertisers has been growing and we have generally observed improved click through rates and hence overall revenue performance.

Industry analysts are now concerned about the cyclical exposure of the US online advertising industry to an economic downturn. Whilst online advertising is still one of the most cost effective methods of advertising, it is also one of the easiest to cancel. And cancelled online advertising can lead to immediate impacts through the keyword auction and Coverage, Relevancy, Quality, Price mechanisms outlined above.

Over the last four or five months, the Company has observed a general reduction in the ad spend of a number of large advertisers that have historically purchased the Company's direct navigation traffic. We have observed this through a partial reduction in price but more significantly through a decrease in Click through rate. This reduction in these advertisers appears to be partly due to the weaker economic environment but is also linked to some significant structural changes that the Search Ad Networks have been making.

Attracting major brand advertisers is a very important strategic initiative for the Search Ad Networks. In an effort to attract these brand advertisers, the Search Ad Networks have tried to make the process of advertising less opaque. In particular, they have given advertisers more flexibility (opt-in and out-out) on which websites their advertisements appear – a very important issue for brand advertisers. This has led to some advertisers opting out of appearing on direct navigation websites.





The improved transparency provided to advertisers has also led to a wider clean up by the Search Ad Networks with increased scrutiny being placed on both publishers and advertisers. One particular group of publishers / advertisers that has been targeted has been advertisers that simply buy traffic on one ad network and sell it on another to make a margin (so called “arbitrageurs”). Whilst this activity does degrade the user experience and annoys genuine advertisers (like the brand advertisers the Search Ad Networks are trying to attract), it has historically provided significant liquidity to the Search Ad Networks and helped facilitate the overall Coverage, Relevancy, Quality, Price equation.

Apart from the cyclical impact from the US economic downturn and the structural changes being made to the Search Ad Networks, there is also a major industry dynamic at play. The proposed and recently withdrawn takeover of Yahoo by Microsoft has led to an apparent change in behaviour by Yahoo.

Historically, Google and Yahoo have competed aggressively for deals involving high quality traffic (such as the traffic that comes from direct navigation). This competition between Google and Yahoo has generally kept margins tight, a good outcome for domain name owners such as Dark Blue Sea. In defending the takeover bid, however, some industry analysts believe that Yahoo has been forced to run their business for the short term by trying to boost revenue and improve margins, weakening the Google / Yahoo competitive dynamic and allowing both Search Ad Networks to push out margins where possible.

The Microsoft / Yahoo takeover process has been a massively disruptive transaction and is leading to wider industry uncertainty particularly in context of the current economic environment. Whilst, in the longer term, a successful takeover of Yahoo by Microsoft could have led to an even more competitive environment, a proposal for Yahoo to outsource part or all of its search advertising to Google would (if allowed by regulatory authorities) significantly weaken competition. Overall, the strategic landscape of the online advertising industry remains unclear.

In summary, as the expected US economic slowdown unfolds, we are still heading into uncharted waters. Despite the continued strong secular trend for the online advertising industry, the cyclical, structural and strategic factors are likely to remain a negative influence and, as at today, a wide range of outcomes remain possible.

### **Financial Impact of the Australian Dollar versus the US dollar**

The Company continues to be adversely affected by the rise in the Australian dollar versus the US dollar. Even though the company reports in Australian dollars, most of the company's business is transacted in US dollars. The effect is seen in the translation of balance sheet items and is explicitly recognised in the Profit and Loss. There is also a through the period effect which is not explicitly recognised but is observed as a reduction in the operating margin.



The Company's internal modelling indicates the explicitly recognised (i.e. balance sheet translation related) EBITDA sensitivity to be approximately A\$25,000 per one cent move in the Australian dollar / US dollar exchange rate. The operating margin impact of currency movements is more difficult to quantify exactly. The Company's internal modelling estimates the current sensitivity on 2007/08 EBITDA to be approximately A\$100,000 per one cent change (based on current levels of financial performance). Since June 30, 2007, the exchange rate has moved adversely by approximately eight cents.

The Company manages the operational aspects of the business from a US dollar perspective and keeps excess cash in US dollars. The Company brings back sufficient US dollars on a regular basis to fund its future Australian dollar liabilities (overheads, tax and dividends) but doesn't actively hedge for exchange rate movements. In this regard, the Company continues to be exposed to a rising Australian dollar versus the US dollar.

### **Accounting Treatment of the GoDaddy Option**

The issue of options to GoDaddy as part of the Agreement has resulted in a charge to the Company's reported profit and loss statement. Based on discussions with the Company's auditors, the Company has calculated the estimated charge to the profit and loss as follows.

2007/08 – A\$508,000  
2008/09 – A\$415,000  
2009/10 – A\$212,000  
2010/11 – A\$116,000  
2011/12 – A\$56,000  
2012/13 – A\$19,000

These amounts are unaudited and assume GoDaddy meets the sales target of 45,000 names over the next five years. The amounts will be subject to annual review based on the actual performance.



## Key Performance Indicators Background Information

The Company releases some key financial performance indicators for comparative purposes. These indicators are based on unaudited management accounts.

From an overall financial performance perspective, it is important to understand that the Company generates all its revenue in US dollars and it pays all its traffic sources in US dollars, so the Company earns a gross profit which is denominated in US dollars. However, the Company's overheads which are primarily staffing related are denominated in Australian dollars so the \$A/\$US exchange rate can have a significant impact on the Company's financial performance.

The Company generates the bulk of its revenue from selling traffic. A segmentation by traffic source provides the best indicators of the overall trends in the financial performance of the Company.

In any Internet business that generates revenue from traffic, it is important to distinguish between revenue generated from **Internal** and **External** traffic sources. **Internal** traffic sources are ones that are owned and operated by the Company. **External** traffic sources are ones that are owned by customer's of the Company.

As **Internal** traffic sources are controlled by the Company they form a reliable annuity style revenue stream. **External** traffic sources are much less reliable as they are subject to competition in the traffic market. Almost all traffic arrangements can be cancelled on short notice and contracted deals rarely extend beyond one or two years.

Dark Blue Sea's **Internal** traffic is almost exclusively sourced from the Company's domain name portfolio. Dark Blue Sea's **External** traffic sources are primarily other domain name portfolio owners. The Company uses its unique platform, good relationships with domain name portfolio owners and competitive pricing as the primary methods of acquiring and maintaining **External** traffic sources.

The Company earns different margins on **Internal** and **External** traffic sources. For **Internal** traffic sources, the main expense is domain name registration fees. These are a fixed cost and so the margins can be high and expand as the industry grows. For **External** traffic sources, the arrangements are typically revenue share based and hence the margins are much lower. Good traffic sources have excellent bargaining power.

A further segmentation of the Company's **Internal** traffic sources provides additional clarity. A breakdown of the Internal Revenue into the revenue that is generated from **profitable domain names** (i.e. those domain names that earn sufficient revenue to cover the annual registration expense) and **unprofitable domain names**, the number of profitable domain names and the margin achieved on the profitable names



is provided. It should be noted that the portfolio of profitable domain names generates the bulk of the **Internal** revenue and is a very high margin business.

Domain sales revenues include revenue from all domains the Company sold during the period. These include sales from the Domain Distribution Network, the Company's main web site (FabulousDomains.com) as well as ad-hoc sales (typically for a large number of domains) that are agreed external to the web site.

It should be noted that the Company has additional revenue sources that are not included in these numbers. These revenue sources do not currently have a material impact on the overall financial performance of the Company.

### **Accounting Treatment of the Domain Name Portfolio**

For both new domain name registrations and renewals, it costs the Company US\$6.42 to hold each domain name for a period of one year. The \$US6.42 cost is paid in advance and so has an immediate cash flow impact. It is viewed by the Company as a prepayment of traffic for twelve months and is recorded as a short term asset in the balance sheet. Domain name registrations are also recorded as operational cash flow in the reported cash flow statements.

The Company amortises that US\$6.42 short term prepaid traffic asset over the subsequent 12 month period, effectively passing that cost through as an expense in the profit and loss statement.

Notwithstanding the accounting treatment of domain name registrations and renewals, the domain name portfolio is viewed by the Company as of a capital nature, i.e.: an enduring asset having long term revenue generating capabilities.

In regard to the Company's domain name sales, the proceeds of sales are treated as operating income, and the component in excess of the registration expense is recorded as operating profit.

### **About Dark Blue Sea**

Dark Blue Sea is an online advertising intermediary or "internet traffic" broker servicing a global customer base from its office in Brisbane. Dark Blue Sea has developed and successfully manages a number of world-class commercial Internet properties including:

- Roar and Pageseecker, pay-per-click advertising portals;
- Fabulous, an ICANN accredited domain name registrar and domain name management system;
- Dark Blue, an online advertising affiliate network;
- The Domain Distribution Network and
- Its Domain Name Portfolio.



Fabulous, Dark Blue and Roar / PageSeeker provide a fully integrated package for the generation, management and monetization of “internet traffic”. “Internet traffic” is directly analogous to shopping centre floor traffic.

The ability to offer traffic sources and advertisers a platform consisting of an integrated domain name registrar, advertiser affiliate network and a pay-per-click advertising portal is a compelling value-added proposition that the Company believes is unique in the global marketplace.

Dark Blue Sea currently owns a portfolio of more than half a million internet domain names.

The vast majority of Dark Blue Sea’s domain names are what are termed generic keyword domain names. These are domains such as [www.booksellers.com](http://www.booksellers.com) that are constructed from generic keywords or phrases (“book sellers” in this case). Users find Dark Blue Sea’s domain names by typing simply typing domain names such as [www.booksellers.com](http://www.booksellers.com) into the address bar of their browser (e.g. Internet Explorer).

Approximately 170,000 people (or “unique visitors”) from around the world type in (or “directly navigate” to) one of Dark Blue Sea’s domain names every day.

The “internet traffic” that is generated from Dark Blue Sea’s portfolio of domain names can be sold to online advertisers. Advertisers can purchase the “internet traffic” from either Roar / PageSeeker or Dark Blue, the Company’s online advertising properties. Dark Blue Sea also has commercial relationships with many other leading online advertiser networks that effectively also buy the “internet traffic” from Dark Blue Sea’s domain name portfolio.

Fabulous was developed to help the Company manage its own domain name portfolio and to provide services to other domain name portfolio owners. The Company combines the internet traffic from its own and other portfolios to try to negotiate the best possible advertising deals.

Fabulous also provides domain name registration services. Fabulous is currently the 12<sup>th</sup> largest domain name registrar in the world.

Domain names are the real estate of the internet – it is the first step for any business wanting to establish a presence on the Internet. Domain names can trade in the secondary market. Through the Domain Distribution Network, small businesses and individuals can purchase secondary market domain names through their preferred retail registrar.

The Company believes it is well-positioned in a small but important niche of rapidly growing global US\$20 billion per annum online advertising market as well as the emerging domain name secondary market.



Dark Blue Sea is listed on the Australian Stock Exchange (code: DBS) and has a Level 1 over-the-counter ADR program through the Bank of New York (code: DKBLY)

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