

EXHIBIT D

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-50726

Google Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0493581
(I.R.S. Employer
Identification Number)

1600 Amphitheatre Parkway
Mountain View, CA 94043
(Address of principal executive offices)
(Zip Code)

(650) 253-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At October 31, 2006, the number of shares outstanding of Google's Class A common stock was 223,387,165 shares and the number of shares outstanding of Google's Class B common stock was 82,769,908 shares.

GOOGLE INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Revenues by geography are based on the billing addresses of the advertisers. No single foreign country, other than the United Kingdom, accounted for more than ten percent of total revenues in the three and nine months ended September 30, 2005 or 2006. The following table sets forth revenues and long-lived assets by geographic area (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2006	2005	2006
	(unaudited)			
Revenues:				
United States	\$ 957,086	\$ 1,506,805	\$ 2,572,156	\$ 4,245,352
United Kingdom.....	233,207	422,494	618,586	1,135,314
Rest of the world	388,163	760,374	1,028,726	2,018,753
Total revenues	<u>\$ 1,578,456</u>	<u>\$ 2,689,673</u>	<u>\$ 4,219,468</u>	<u>\$ 7,399,419</u>
			As of December 31, 2005	As of September 30, 2006
			(unaudited)	
Long-lived assets:				
United States		\$ 1,080,236	\$ 3,480,374	
International		190,506	354,615	
Total long-lived assets		<u>\$ 1,270,742</u>	<u>\$ 3,834,989</u>	

Note 11. Subsequent Event

We entered into an Agreement and Plan of Merger with YouTube, Inc. (YouTube) in October 2006 which we amended in November 2006. Under the terms of this agreement, as amended, we will acquire all of the outstanding equity interests of YouTube, a privately held company, for aggregate consideration of \$1.65 billion. The consideration will be payable in shares of our common stock, which will be reduced to the extent we lend certain amounts of cash to YouTube prior to the closing of the acquisition. The number of shares of common stock to be issued will be based on the thirty day average closing price ending two trading days prior to the completion of the merger. We expect the transaction to close in the fourth quarter of 2006.

Michael Moritz, a member of our board of directors, is a general partner of Sequoia Capital, whose affiliates are stockholders of YouTube. Mr. Moritz recused himself from board decisions regarding this planned acquisition.