

CO-BRANDING AND PROMOTION AGREEMENT

This Co-Branding and Promotion Agreement ("**Agreement**") is entered into as of the ___ day of March, 2003 ("**Effective Date**") by and between Google Technology, Inc., a California corporation, with its principal place of business at 2400 Bayshore Parkway, Mountain View, CA 94043 ("**Google**") and Dorling Kindersley Limited, a company registered in England and Wales, located at 80 Strand, London, WC2R 0RL ("**DK**").

RECITALS

- A. Google operates a site on the Internet at www.google.com (the "**Google Site**") that offers an index of websites available on the World Wide Web and advanced search technology to find relevant information on the Internet.
- B. DK is a publisher who creates and sells highly visual educational and reference books in paper and digital formats for adults and children.
- C. Google and DK wish to create a co-branded children's encyclopedia (the "**E-Encyclopedia**") and an associated website which shall be implemented at a mutually agreed upon uniform resource locator (the "**Website**").

Therefore, the parties agree as follows:

1. THE WEBSITE AND THE E-ENCYCLOPEDIA

- a) **Content Provided by DK.** DK will design, create, publish, and maintain the E-Encyclopedia. DK will also design, create, host and maintain the Website that will include the following content: (i) a database with approximately one thousand (1,000) selected links, organized by specific keywords, to external third party websites specifically chosen by DK to enhance the content of the E-Encyclopedia (the "**Web Pages**"); (ii) a number of HTML pages; and (iii) links to pages existing within the "Kids and Teens" directory located on the Google Site.
- b) **Assistance Provided by Google.** At DK's request, Google will provide researchers to assist with identifying links to appropriate Web Pages on subjects specified by DK. Google will also provide a text page of search tips to assist the users in their research on and use of the Internet (the "**Tips Page**"). DK shall pay any reasonable costs associated with such assistance and the Tips Page.
- c) **Launch.** The parties shall use reasonable commercial efforts to complete the content for inclusion in the Website and E-Encyclopedia by June 30, 2003 and to publish the E-Encyclopedia and Website by November 1, 2003.

2. BRANDING

- a) The English language versions of the E-Encyclopedia (distributed in the US, Canada, Great Britain, Australia, New Zealand, South Africa and other English language export markets) and the Website will feature the name and/or brands of DK and Google. The E-Encyclopedia will feature the Google name and/or brand on the spine, cover, and back of the book. The E-Encyclopedia will also feature Google branded tags referring the reader to the Website to find additional information. All use of the Google marks shall be in accordance with Clause 6 herein. Google and DK will collaborate on the "look and feel" of the Website over which Google will have final approval. In addition, Google will have final approval over the implementation of the Google Brand Features (as defined below) in the E-Encyclopedia and on the Website and the content of the Website, which approval will not be unreasonably withheld.

EXHIBIT 2

GOOGLE006120

Dockets.Justia.com

1 MR. AL-SALAM: Yes.

2 MR. KAPLAN: Okay.

3 MR. AL-SALAM: I mean, if it's important to you, I
4 might even be able to get a better copy very quickly.

5 MR. KAPLAN: I'm just trying to find out the
6 numbers. If you have that, that would be great. I have
7 one other --

8 MR. AL-SALAM: At the break, I will take a look
9 and see if I have it.

10 BY MR. KAPLAN:

11 Q Take a look at this. If you recognize it, I will
12 mark it. It's a one-page documents, Bates stamped Google
13 9816. It says, 2008, CBG info. Do you know what that is?

14 A I don't. I have not seen this document before.

15 Q All right. Let's go ahead. We will just mark
16 this Exhibit 169.

17 (Exhibits 169 and 170 were marked for
18 identification.)

19 BY MR. KAPLAN:

20 Q I have handed you what's been marked Exhibit 170,
21 cobranding and promotion agreement with Dorling Kindersley,
22 Limited. For the record, it's D-o-r-l-i-n-g, capital,
23 K-i-n-d-e-r-s-l-e-y, Bates stamped 6120 to 6129.

24 Do you recognize this document?

25 A Yes, I do.

1 Q What is it?

2 A It's a copy of our initial agreement with DK
3 regarding the cobranding of the eEncyclopaedia.

4 Q Let me hand you as well what I'm marking as
5 Exhibit 171.

6 (Exhibit 171 was marked for identification.)

7 BY MR. KAPLAN:

8 Q Ms. Hagan, I have just handed you Exhibit 171,
9 which is appears to be a letter from Jonathan Rosenberg --
10 actually, to Jonathan Rosenberg from DK, dated March 23,
11 2005, Bates stamped Google 6104. Have you seen the letter
12 before?

13 A Yes, I have.

14 Q This is the letter extending the cobranding and
15 promotion agreement until October 2008?

16 A Yes.

17 Q Was there another such letter signed extending the
18 term of the agreement?

19 A Not to my knowledge, no.

20 Q Doesn't the letter suggest that there needed to be
21 written approval to extend the agreement?

22 A That's what this letter presupposes, but reading
23 the agreement, it actually auto-renews unless notice is
24 sent.

25 Q It looks like you might have course of performance