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**YOUTUBE, INC.**

a Delaware corporation

**SERIES A FINANCING**

**CLOSING DATE: October 21, 2005**

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**YOUTUBE, INC.**

**SERIES A FINANCING**

**CLOSING DATE: October 21, 2005**

**Tab  
Number**

**I. Actions Taken Prior to the Closing**

Action by Unanimous Written Consent of the Board of Directors of YouTube, Inc.,  
dated October 20, 2005 .....1

- Exhibit A: Amended and Restated Certificate of Incorporation (See Tab 3)
- Exhibit B: Series A Preferred Stock Purchase Agreement (See Tab 4)
- Exhibit C: Investors' Rights Agreement (See Tab 6)
- Exhibit D: Right of First Refusal and Co-Sale Agreement (See Tab 8)
- Exhibit E: Voting Agreement (See Tab 7)
- Exhibit F: Form of Indemnification Agreement (See Tab 14)
- Exhibit G: Form of Sequoia Capital Management Rights Letter (See Tab 12)
- Exhibit H: Form of Sequoia Capital Board Observer Rights Letter (See Tab 13)

Action by Written Consent of the Stockholders of YouTube, Inc., dated October 20,  
2005.....2

- Exhibit A: Amended and Restated Certificate of Incorporation (See Tab 3)

Amended and Restated Certificate of Incorporation filed in Delaware on October 20,  
2005.....3

**II. Documents Delivered at the Closing**


Series A Preferred Stock Purchase Agreement, dated October 21, 2005 ..... 4

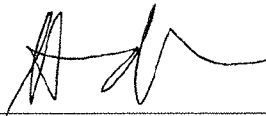
- Exhibit A: Schedule of Investors
- Exhibit B: Amended and Restated Certificate of Incorporation (See Tab 3)
- Exhibit C: Investors' Rights Agreement (See Tab 6)
- Exhibit D: Voting Agreement (See Tab 7)
- Exhibit E: Right of First Refusal and Co-Sale Agreement (See Tab 8)
- Exhibit F: Schedule of Exceptions (See Tab 5)
- Exhibit G: Compliance Certificate (See Tab 9)

Exhibit H:	Opinion of Counsel to the Company (See Tab 11)	
Exhibit I:	Form of Sequoia Capital Management Rights Letter (See Tab 12)	
Exhibit J:	Form of Sequoia Capital Board Observer Rights Letter (See Tab 13)	
Exhibit K:	Form of Indemnification Agreement with Roelof Botha (See Tab 14)	
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Exhibit B:	Board Resolutions (See Tab 1)	
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Exhibit D:	Bylaws	
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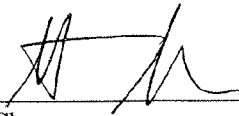
This action by unanimous written consent may be executed in any number of counterparts, each of which shall be an original instrument. This action by unanimous written consent shall be filed with the minutes of the proceedings of the Board and shall be effective as of the date first above written.

  
Chad Hurley

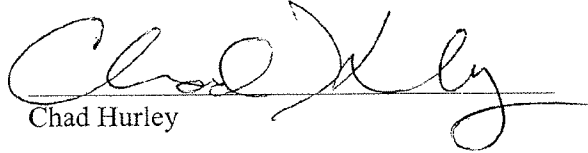
  
Steve Chen

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

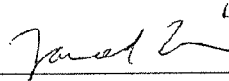
Dated: October 20, 2005



Steve Chen



Chad Hurley

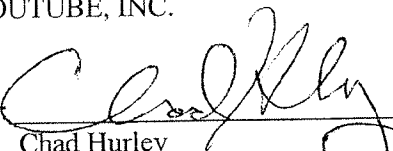


Jawed Karim

IN WITNESS WHEREOF, the parties hereto have executed this Series A Preferred Stock Purchase Agreement effective as of the date first set forth above.

**COMPANY:**

YOUTUBE, INC.

By   
Chad Hurley  
President and Chief Executive Officer

[Signature Page to Series A Preferred Stock Purchase Agreement]

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HIGHLY CONFIDENTIAL

SC008466

**EXHIBIT A**

**SCHEDULE OF INVESTORS**

<u>Investor</u>	<u>Number of Shares</u>	<u>Wire Transfer or Check</u>	<u>Conversion of Debt</u>	<u>Total Purchase Price</u>
<b>Sequoia Capital XI</b> 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: <a href="mailto:roclof@sequoiacap.com">roclof@sequoiacap.com</a>	4,384,500	\$2,968,870.55	\$100,279.45	\$3,069,150.00
<b>Sequoia Capital XI Principals Fund</b> 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: <a href="mailto:roelof@sequoiacap.com">roelof@sequoiacap.com</a>	477,000	\$333,900.00	-	\$333,900.00
<b>Sequoia Technology Partners XI</b> 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: <a href="mailto:roelof@sequoiacap.com">roelof@sequoiacap.com</a>	138,500	\$96,950.00	-	\$96,950.00
<b>Keith Rabois</b> 85 Natoma Street #1 San Francisco, CA 94105 Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	50,000	\$35,000.00	-	\$35,000.00



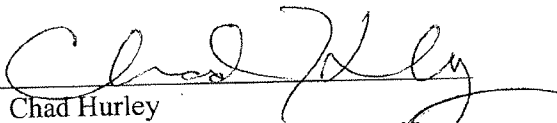
<u>Investor</u>	<u>Number of Shares</u>	<u>Wire Transfer or Check</u>	<u>Conversion of Debt</u>	<u>Total Purchase Price</u>
<b>WS Investment Company, LLC (2005A)</b> 650 Page Mill Road Palo Alto, CA 94304 Attention: James Terranova Tel: <span style="background-color: black; color: black;">[REDACTED]</span> Fax: <span style="background-color: black; color: black;">[REDACTED]</span> Email: <a href="mailto:jterranova@wsgr.com">jterranova@wsgr.com</a>	138,500	\$25,000.00	–	\$25,000.00
<b>Total</b>	<b>5,615,500</b>	<b>\$3,459,720.55</b>	<b>\$100,279.45</b>	<b>\$3,560,000.00</b>

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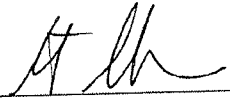
IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

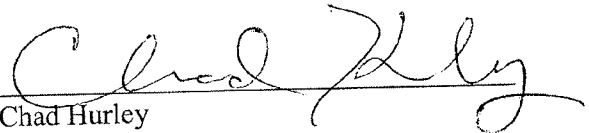
**COMPANY:**

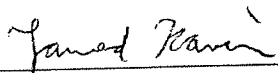
YOUTUBE, INC.

By:   
Chad Hurley  
President and Chief Executive Officer

**FOUNDERS:**

  
Steve Chen

  
Chad Hurley

  
Jawed Karim