

---

---

**YOUTUBE, INC.**  
a Delaware corporation

**SERIES B FINANCING**

**CLOSING DATE: March 30, 2006**

---

---

**YOUTUBE, INC.**

**SERIES B FINANCING**

**CLOSING DATE: March 30, 2006**

**Tab  
Number**

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

- A. Action by Unanimous Written Consent of the Board of Directors of YouTube, Inc., dated March 30, 2006 ..... 1
- Exhibit A: Second Amended and Restated Certificate of Incorporation (See **Tab 3**)
- Exhibit B: Series B Preferred Stock Purchase Agreement (See **Tab 4**)
- Exhibit C: Amended and Restated Investors' Rights Agreement (See **Tab 6**)
- Exhibit D: Amended and Restated Right of First Refusal and Co-Sale Agreement (See **Tab 8**)
- Exhibit E: Amended and Restated Voting Agreement (See **Tab 7**)
- B. Action by Written Consent of the Stockholders of YouTube, Inc., dated March 30, 2006 ..... 2
- Exhibit A: Second Amended and Restated Certificate of Incorporation (See **Tab 3**)
- C. Second Amended and Restated Certificate of Incorporation filed in Delaware on March 29, 2006 ..... 3

**II. Documents Delivered at the Closing**

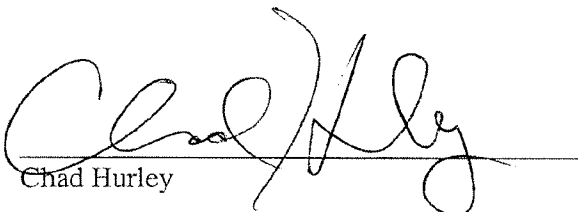
- A. Series B Preferred Stock Purchase Agreement, dated March 30, 2006 ..... 4
- Exhibit A: Schedule of Investors
- Exhibit B: Second Amended and Restated Certificate of Incorporation (See **Tab 3**)
- Exhibit C: Amended and Restated Investors' Rights Agreement (See **Tab 6**)
- Exhibit D: Amended and Restated Voting Agreement (See **Tab 7**)
- Exhibit E: Amended and Restated Right of First Refusal and Co-Sale Agreement (See **Tab 8**)
- Exhibit F: Schedule of Exceptions (See **Tab 5**)
- Exhibit G: Officer's Certificate (See **Tab 9**)
- Exhibit H: Opinion of Counsel to the Company (See **Tab 11**)

3407236\_1.DOC

	<u>Tab Number</u>
B. Schedule of Exceptions to Stock Purchase Agreement, dated March 30, 2006.....	5
C. Amended and Restated Investors' Rights Agreement, March 30, 2006.....	6
Exhibit A: Investors	
Exhibit B: Founders	
Exhibit C: Company's Address	
D. Amended and Restated Voting Agreement, dated March 30, 2006 .....	7
Exhibit A: Series B Holders	
Exhibit B: Series A Holders	
Exhibit C: Founders	
Exhibit D: Transferees	
E. Amended and Restated Right of First Refusal and Co-Sale Agreement, dated March 30, 2006.....	8
Exhibit A: Purchasers	
Exhibit B: Existing Investors	
Exhibit C: Founders	
Exhibit D: Transferees	
Exhibit E: Notice of Share Transfer	
F. Officer's Certificate, dated March 30, 2006 .....	9
G. Secretary's Certificate, dated March 30, 2006.....	10
Exhibit A: Shareholder Resolutions ( <b>See Tab 2</b> )	
Exhibit B: Board Resolutions ( <b>See Tab 1</b> )	
Exhibit C: Second Amended and Restated Certificate of Incorporation ( <b>See Tab 3</b> )	
Exhibit D: Bylaws	
H. Opinion of Wilson, Sonsini, Goodrich and Rosati, Counsel to the Company, dated March 30, 2006.....	11
I. Good Standing Certificate from the Delaware Secretary of State, dated March 29, 2006 .....	12
J. Good Standing Certificate from the California Secretary of State, dated March 24, 2006 .....	13

	<u>Tab Number</u>
K. Certificate from the California Franchise Tax Board, dated March 24, 2006.....	14
L. Bring Down Letter regarding Good Standing from the California Secretary of State and Certificate from the California Franchise Tax Board, dated March 30, 2006 .....	15
<b>III. <u>Certificates, Payment and Receipts</u></b>	
A. Trust Details.....	16
B. Purchase Price Receipt, dated April 3, 2006.....	17
C. Copies of Series B Preferred Stock Certificates .....	18
D. Stock Certificate Receipts.....	19
<b>IV. <u>Post Closing Documents</u></b>	
A. Form D as filed with the U.S. Securities and Exchange Commission on April 14, 2006 .....	20
B. Form D as filed with the State of California on April 14, 2006 .....	21

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action 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 be a complete reproduction of the entire original writing.

  
Chad Hurley

\_\_\_\_\_  
Steve Chen

\_\_\_\_\_  
Roelof Botha

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action 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 be a complete reproduction of the entire original writing.

---

Chad Hurley



---


Steve Chen

---

Roelof Botha

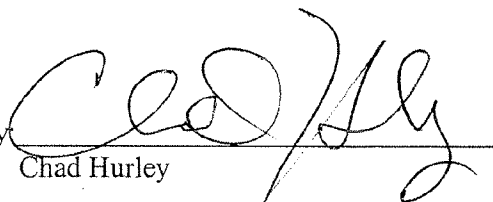
**IN WITNESS WHEREOF**, this action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's 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: 3/24/2006

By:   
Steve Chen

**IN WITNESS WHEREOF**, 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: 3/27/06

By   
Chad Hurley



**IN WITNESS WHEREOF**, 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: 3-27-06

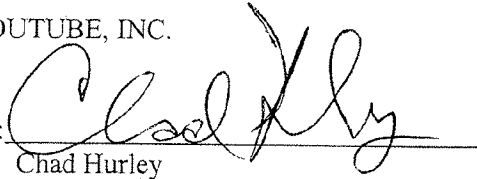
By:   
Jawed Karim

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

**COMPANY:**

YOUTUBE, INC.

By:

A handwritten signature in black ink, appearing to read "Chad Hurley", written over a horizontal line.

Chad Hurley  
President and Chief Executive Officer

**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: roelof@sequoiacap.com	1,092,837	\$2,607,215.90	\$1,764,130.60	\$4,371,346.50
<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: roelof@sequoiacap.com	118,892	\$283,645.11	\$191,923.89	\$475,569.00
<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: roelof@sequoiacap.com	34,521	\$82,358.17	\$55,726.33	\$138,084.50
<b>Artis Microcap Fund, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	268,266	\$1,073,064.00		\$1,073,064.00

<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>Artis Microcap Master Fund, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	212,459	\$849,836.00		\$849,836.00
<b>Artis Technology Partners, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	2,490	\$9,960.00		\$9,960.00
<b>Artis Technology Qualified Partners, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	22,736	\$90,944.00		\$90,944.00
<b>Artis Technology Partners Ltd.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	66,963	\$267,852.00		\$267,852.00
<b>Artis Technology 2X, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	7,617	\$30,468.00		\$30,468.00

3358502

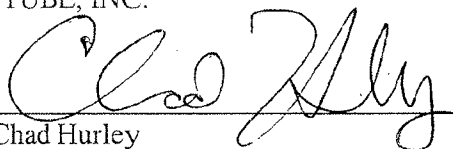
Investor	Number of Shares	Wire Transfer or Check	Conversion of Debt	Total Purchase Price
<b>Artis Technology Qualified 2X, L.P.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	41,319	\$165,276.00		\$165,276.00
<b>Artis Technology 2X Ltd.</b> One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	128,150	\$512,600.00		\$512,600.00
<b>WS Investment Company, LLC (2006A)</b> 650 Page Mill Road Palo Alto, CA 94304-1050 Tel: [REDACTED] Fax: [REDACTED] Email: jterranova@wsgr.com	3,750	\$15,000		\$15,000
<b>Total</b>	<b>2,000,000</b>	<b>\$5,988,219.18</b>	<b>\$2,011,780.82</b>	<b>\$8,000,000.00</b>

3358502

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

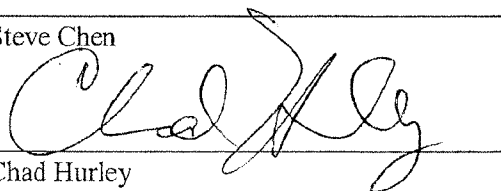
**COMPANY:**

YOUTUBE, INC.

By:   
Chad Hurley  
President and Chief Executive Officer

**FOUNDERS:**

Steve Chen

  
Chad Hurley

Jawed Karim

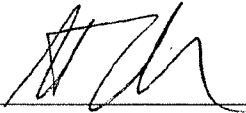
IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

**COMPANY:**

YOUTUBE, INC.

By: \_\_\_\_\_  
Chad Hurley  
President and Chief Executive Officer

**FOUNDERS:**

  
\_\_\_\_\_  
Steve Chen

\_\_\_\_\_  
Chad Hurley

\_\_\_\_\_  
Jawed Karim

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