

Schapiro Exhibit 311

To: "kevin@youtube.com" <kevin@youtube.com>
From: "Julie Supan" <julie@youtube.com>
Cc:
Bcc:
Received Date: 2006-07-11 03:15:23 GMT
Subject: FW: Suggestion

Here's what I was mentioning this morning, see attached and compare against what you saw this morning. I sent it but for some reason you didn't get it.

I think Roelof is angry with me as he just pushed back on me about doing an interview with Red Herring. We have agreed to do the profile piece b/c the reporter has been really patient and it is still a respected publication in valley circles. He sent me a nasty email questioning this decision. I don't get it. why is he doing this?

From: Julie Supan [mailto:julie@youtube.com]
Sent: Sunday, July 09, 2006 8:20 AM
To: 'kevin@youtube.com'
Subject: FW: Suggestion

Hi there, I need your advice because yours is what keeps me sane :-). Take a look at this presentation attached. The first is from Sequoia. Mark at Sequoia decided to rewrite the presentation for us this weekend (if you can believe this). Am I crazy or does this look like it's 1998 again? See the thread below with Roelof. I felt they took things too far. what do you think? Should I be worried?

-J

From: Julie Supan [mailto:julie@youtube.com]
Sent: Sunday, July 09, 2006 8:01 AM
To: 'Roelof Botha'; 'chadh@youtube.com'
Cc: 'Mark Dempster'
Subject: RE: Suggestion

Hi Roelof,

I am emailing this to you only because we need to finalize the presentation this morning (Sunday) as Monday I am traveling after the sales conference, Chad leaves early Tuesday and our designer has commitments this afternoon.

Otherwise, I would prefer to discuss by phone.

First, let me say I have the utmost respect for your opinion and perspective. You are the investor in our company, are an avid user and are a board member. I recognize this. That being said, I am directly held accountable for marketing and the results we need to achieve to with this audience next week. I am also balancing many different factors in determining as I have over the past few weeks and weekends how this presentation needed to be created and delivered by Chad. I have spent my career networking with this level of audience and feel I am qualified to understand how they think and what it will take to meet our goals. This is why you hired me.

Let me try and explain my perspective further per the points you raise below:

1) "Pictures": Just like fashion, presentations and speeches in the Valley have also had a historical timeline in the world of marketing. It became very popular in the mid- to late 90s (boom days) to only include pictures in the slides. People thought this made for more of a razzle dazzle and in the boom, companies felt they didn't need to fully explain the thinking using few words to help "sell" the idea. In fact, if I shared one of the many presentations I created for Inktomi, one specifically I built for the Herb Allen conference, you can see I used mostly pictures to sell the idea. However, this style backfired on audiences as high-level audiences recognized there is some "smoke and mirrors" in this type of approach. We have been actively trying to avoid looking like it's the boom days again, we don't want to be perceived as a "dot-com" and if our goal is to market the company as one to do business with, I strongly feel that this style of presentation runs directly counter to that.

2) "Per the fact sheet and what audiences are left with": I have never seen a CEO not use his on-stage opportunity for serious purposes, this is our time to be an advocate for our company to the full audience. When skit shooting or horseback riding, Chad will be keeping conversation light and natural to get to know them and to encourage them to like him. He will not be laying out the facts of the company per se. We have been invited to this conference to speak for this very reason and I suggest we use our time in the spotlight to ensure that we get the facts straight as many of these companies may still be viewing us in a Napster like way. There is no opportunity to hand out a fact sheet and this audience probably wouldn't read it. They are coming to this session to learn (and will especially come if they met Chad earlier in the week) and will expect to get the facts and hear Chad's broader perspective. I believe we need to use this time appropriately, especially with our peers sitting in the audience. It is very hard to network with 300 people, we may be lucky if Chad is able to meet 20 or 30 beforehand (I am sending the organizers a list of people to ensure he gets introductions otherwise, Chad may not meet the right people during the week)

3) "Per the other speakers and Andreeson": I don't usually concern myself when writing presentations with what other companies or speakers are going to do. I focus on what we need to accomplish and how we want to be perceived keeping in mind the other speakers. Re: Andreeson. The reason Marc needs to always resort to lively, entertaining presentations is because he hasn't had a "hit" since Netscape. When the company isn't as cool as the celebrity speaker is, it is easier to do a dog and pony show in order to capture the attention of the audience. Scott McNealy is famous for this, especially when Sun isn't performing. Audiences can see through this.

4) Slingbox may do the same, but they may not, we don't know. Regardless, this is not our style. Chad and the company have a more humble approach. We don't need to "entertain" in order to be an advocate for working with us and appearing as experts. Our numbers and success speak volumes. I'd rather let the business and the results do the talking. This audience is a smart one; they will pay attention to our presentation and will not be dazzled by simple pictures. Remember, we do have graphics being included (you saw an early draft of the slides) and will be using the highlight reel in a creative way that will augment our story.

Roelof and Mark, I invited you to join us on Friday in order to hear your suggestions and we do appreciate them. o

However, you hired me to do a job, and much of what we all have accomplished at YouTube is based on our experience combined with our instinct. I feel that we are taking the right approach for the company in order to close deals with the advertisers and media companies, as well as make a strong impression on the analysts and hope you can respect and trust me on this.

Best,

Julie

From: Roelof Botha [REDACTED]
Sent: Saturday, July 08, 2006 8:28 PM
To: Julie Supan; chadh@youtube.com
Cc: Mark Dempster
Subject: RE: Suggestion

Hi Julie

We ordered it such that we open with the declarative slide about

what YouTube is. Then we talk about the YouTube stats, which are an excellent way to catch the audience's attention. Then we propose talking about the market trends. And then we wrap up with the YouTube ecosystem. I sincerely believe this is an effective flow for leaving a strong impression on the audience.

With all due respect, I'd prefer to separate what we put in slides for presentation purposes vs. what people are left with. I'd rather leave a one page fact sheet along with the presentation, than compromise the quality and impact of the presentation for the sake of making it comprehensive and filled with text content that every reader in the audience is intelligent enough to read in a separate handout.

Moreover, we need to keep in mind that Chad has a whole week to spend with the audience. Therefore, I am less concerned with making the slides comprehensive than with making sure the presentation leaves a positive impact. I'd rather then have Chad spend time speaking one-on-one with these CEOs to fill them in on the finer details of YouTube.

The additional data point that reinforces this is that Chad is sandwiched with four other presenters. Andreesen's company isn't achieving much. Therefore he will resort to a lively, entertaining presentation. Sling will certainly adopt a style that is more entertaining. If we are too 'dry', we will be drowned out by the other presenters.

I'd also like to mention that I have no desire to impress the analysts. Our goal here is to deepen content relationships, and to impress

advertisers. If we do that well, investor support will naturally follow down the road.

Best,

Roelof

From: Julie Supan [mailto:julie@youtube.com]
Sent: Sat 7/8/2006 7:00 PM
To: Roelof Botha; chadh@youtube.com
Cc: Mark Dempster
Subject: RE: Suggestion

Mark and Roelof,

We do appreciate the time you have taken in making your suggestions. We will certainly evaluate them to determine what makes sense since we have only a few days to finalize. I would like to add though that it seems we have very different styles in approaching the presentation of the content - I am not keen on simply using pictures for every slide, especially if we are leaving the presentation with the attendees (you can only hope they took notes and listened to every slide or they will not know what the slides are about).

I also noticed the content of the presentation was rearranged into a different order. In some cases I start presentations with the big trends; however, in this case I feel we need to open the discussion with About YouTube so I would prefer to stick with the current direction of the content.

I will talk with Chad and our lead visual designer about your suggested ideas as they are in charge of the graphics to see if we can spice it up a bit, make it punchier, as you say.

-Julie

From: Roelof Botha [mailto:]
Sent: Saturday, July 08, 2006 10:11 AM

To: chadh@youtube.com; julie@youtube.com
Cc: Mark Dempster
Subject: Suggestion

Hi Chad and Julie

Mark Dempster spent his Friday night putting together some of yesterday's feedback into a modified presentation, which is attached. (Mark has 24kbps access currently, which is why I'm sending the file.)

Chad, I'd love to follow up with a call to you this morning to chat about the suggestions. Please keep in mind that these are *suggestions* - we completely expect that you will want to modify this, change the language, etc. But we did want to convey our thoughts on how we could make the presentation punchier and more entertaining (more pictures).

Chad, is there a time that works for you this morning?

Best,
Roelof

Attachments:

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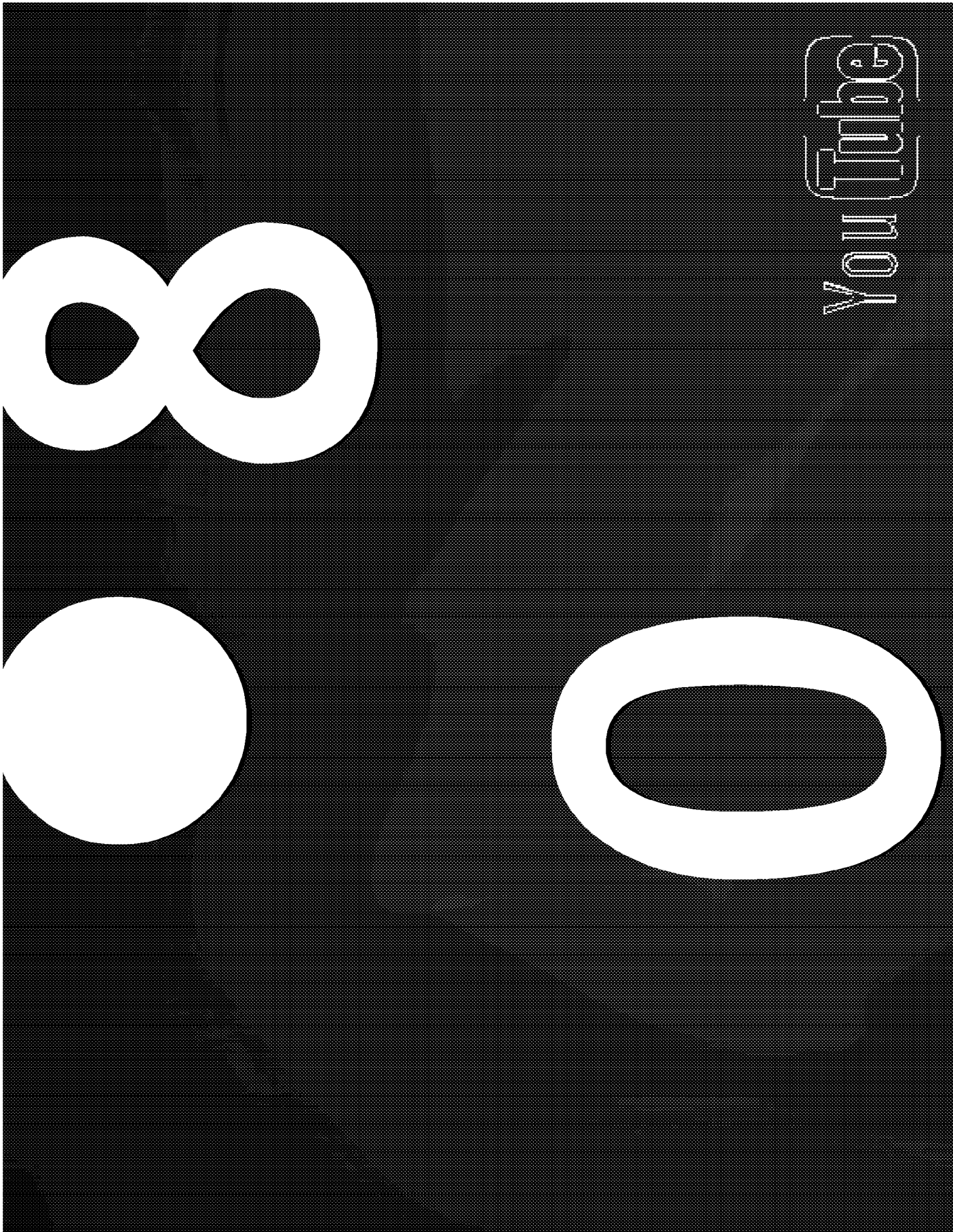
*Chad Hurley,
CEO and Co-Founder*

YouTube

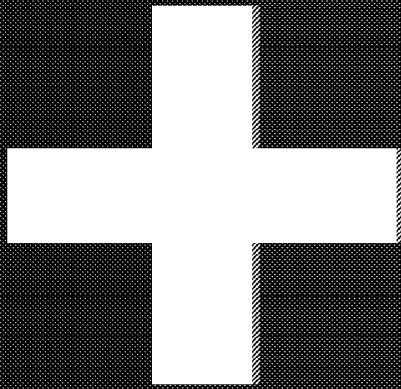


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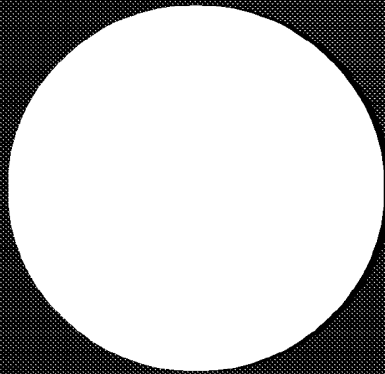
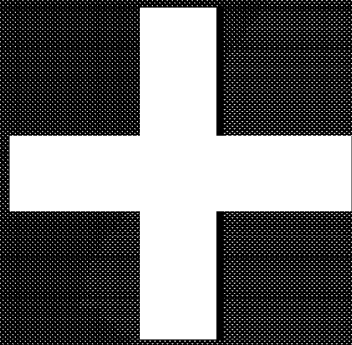
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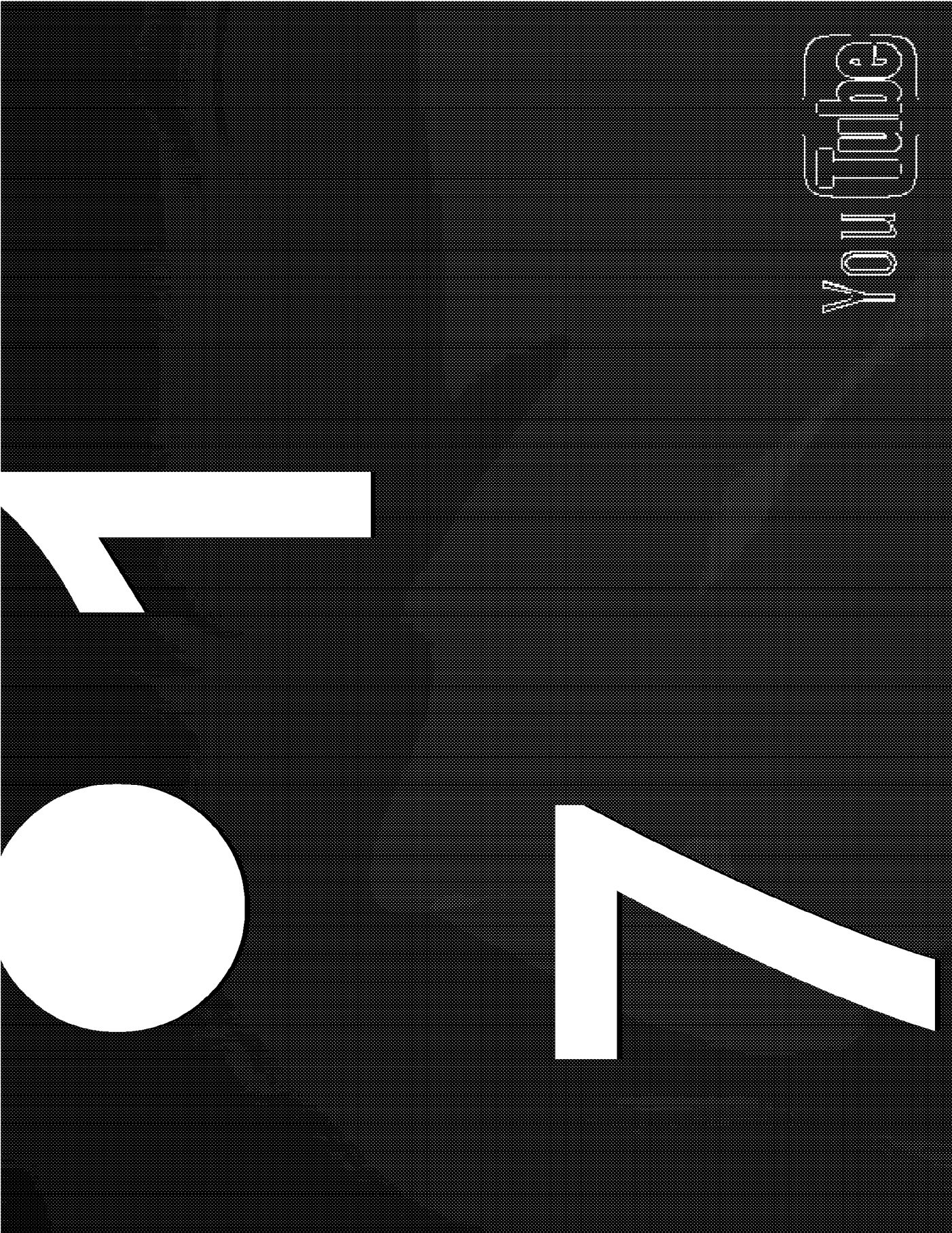


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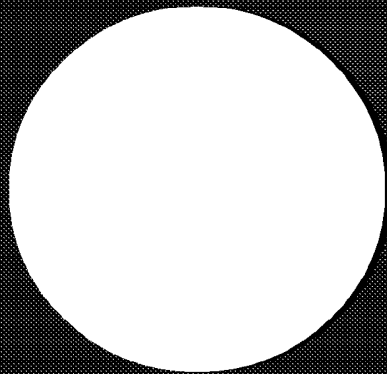
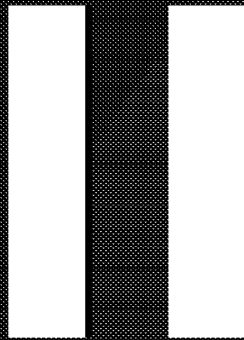
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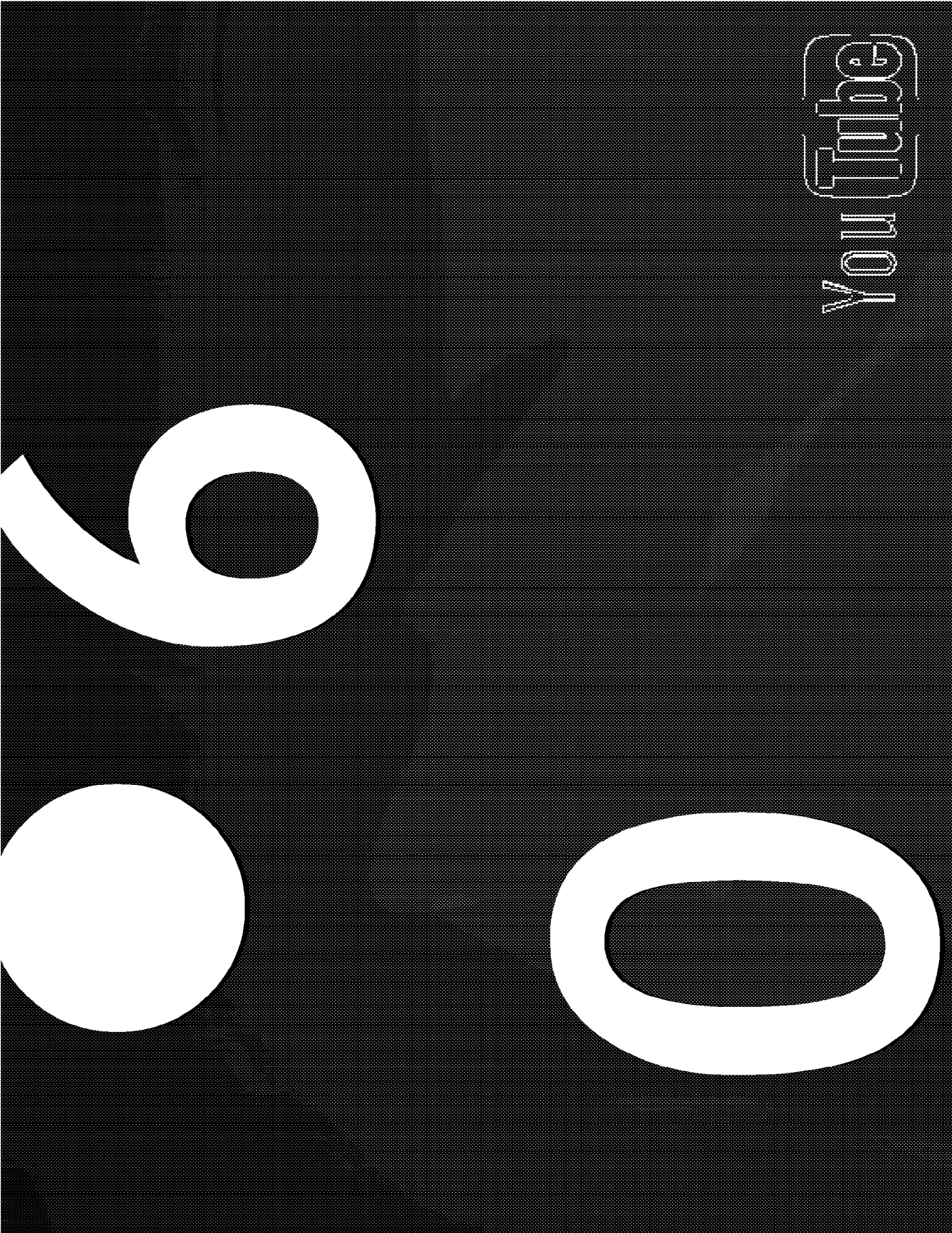
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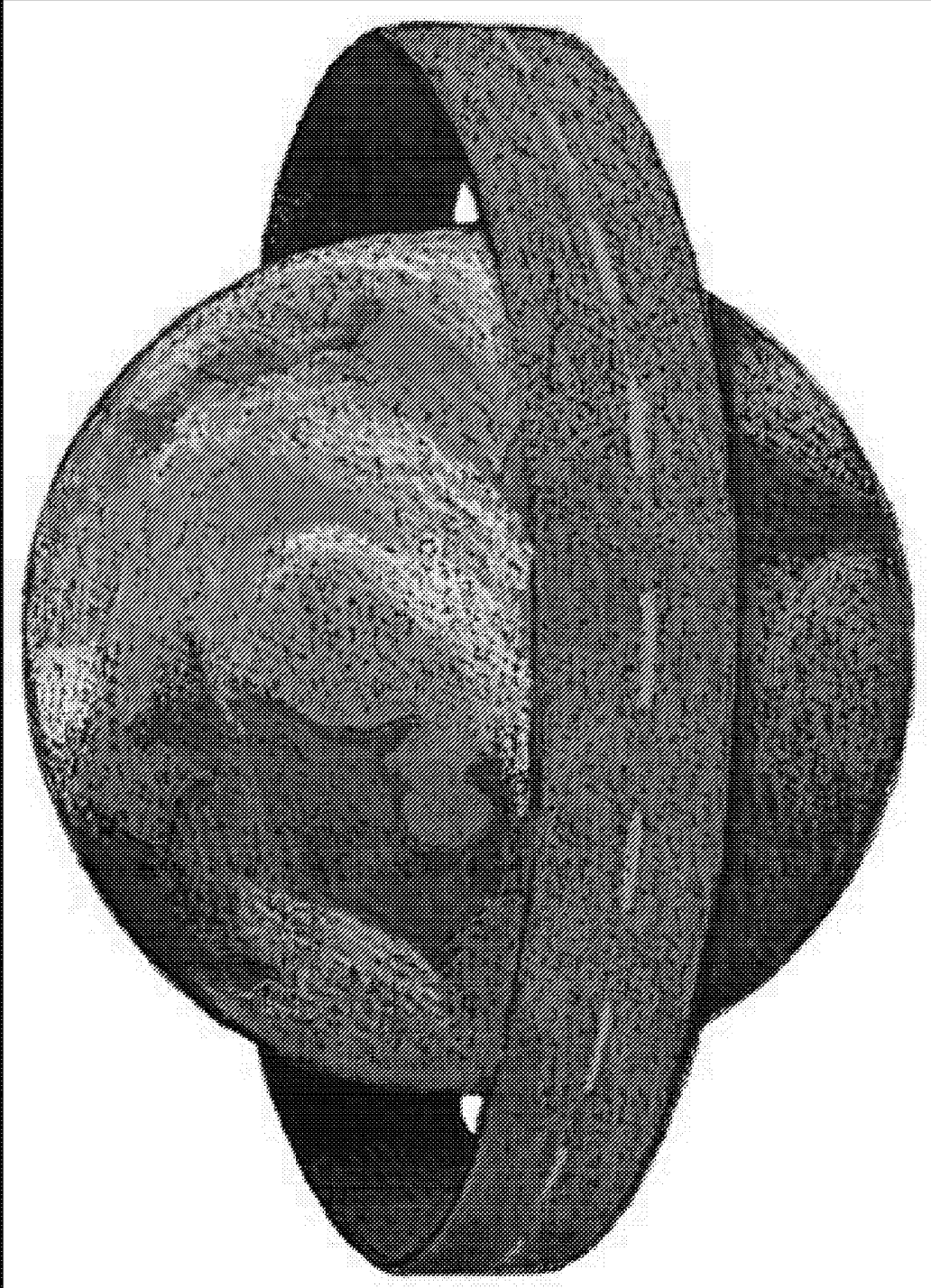


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Now Showing at a Computer Near You



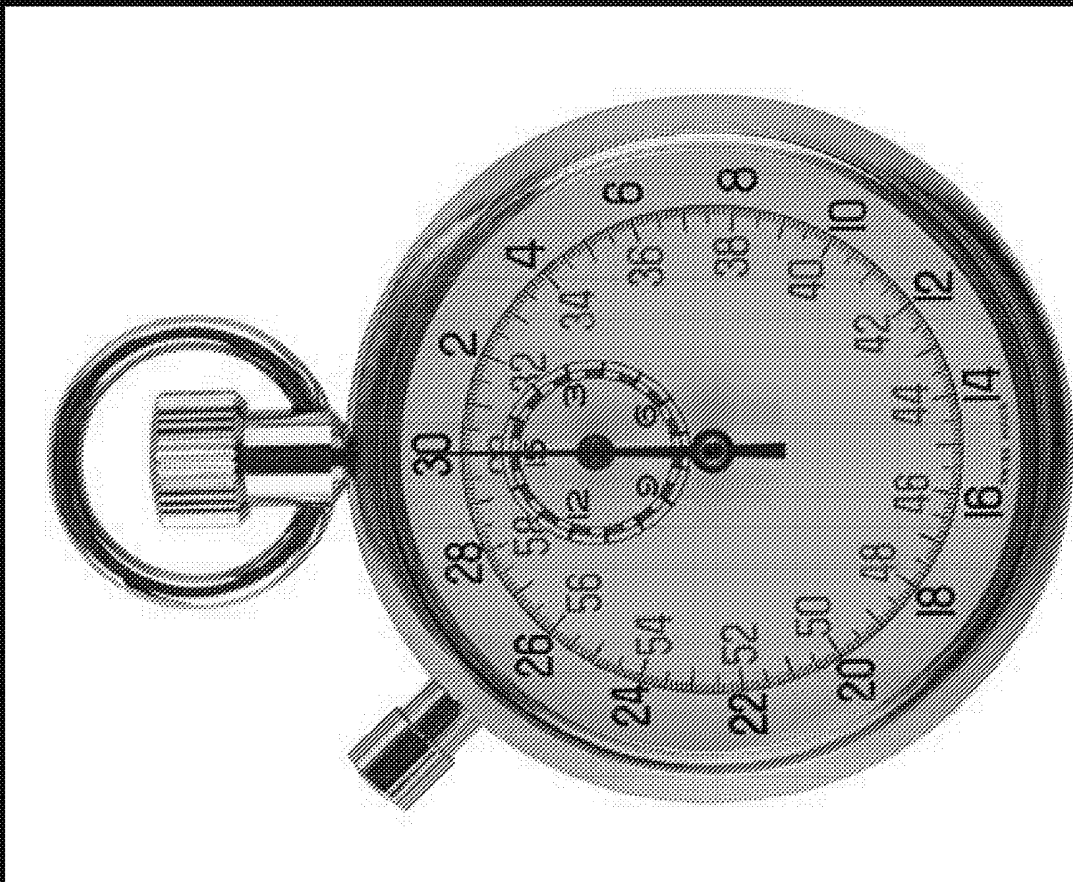
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