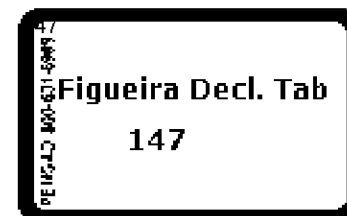


Greenberg Traurig

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October 17, 2006

VIA FEDEX

Mr. Chad Hurley
Mr. Brent Hurley
YouTube, Inc.
71 E. Third Avenue, 2nd floor
San Mateo, CA 94401

Re: **Cherry Lane Music Publishing**

Dear Gentlemen:

Congratulations on the announcement of the pending sale of your company to Google.

Our client, Cherry Lane Music Publishing, owns music publishing rights to certain musical compositions which appear on your site. In addition, they own additional rights to other compositions which may be exploited on your site in the future. These catalogs include rights to compositions recorded by Elvis Presley, the Black Eyed Peas, John Denver, John Legend and other major recording artists.

Rather than assert a claim of infringement in this letter, our clients asked us to contact you with regard to developing an innovative strategy where rights can be exploited, revenue generated and an appropriate division of that revenue be accomplished.

We are certain you are very busy but in order not to embark on a contentious path, we would like a response from you within seven (7) days of the date of this letter.

As you can appreciate, all of our clients' rights are expressly reserved.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Marc Jacobson".

Marc Jacobson

cc: Keith Hauprich, Esq.
Don Kaplan, Esq.

NY 238196632v1 10/17/2006

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