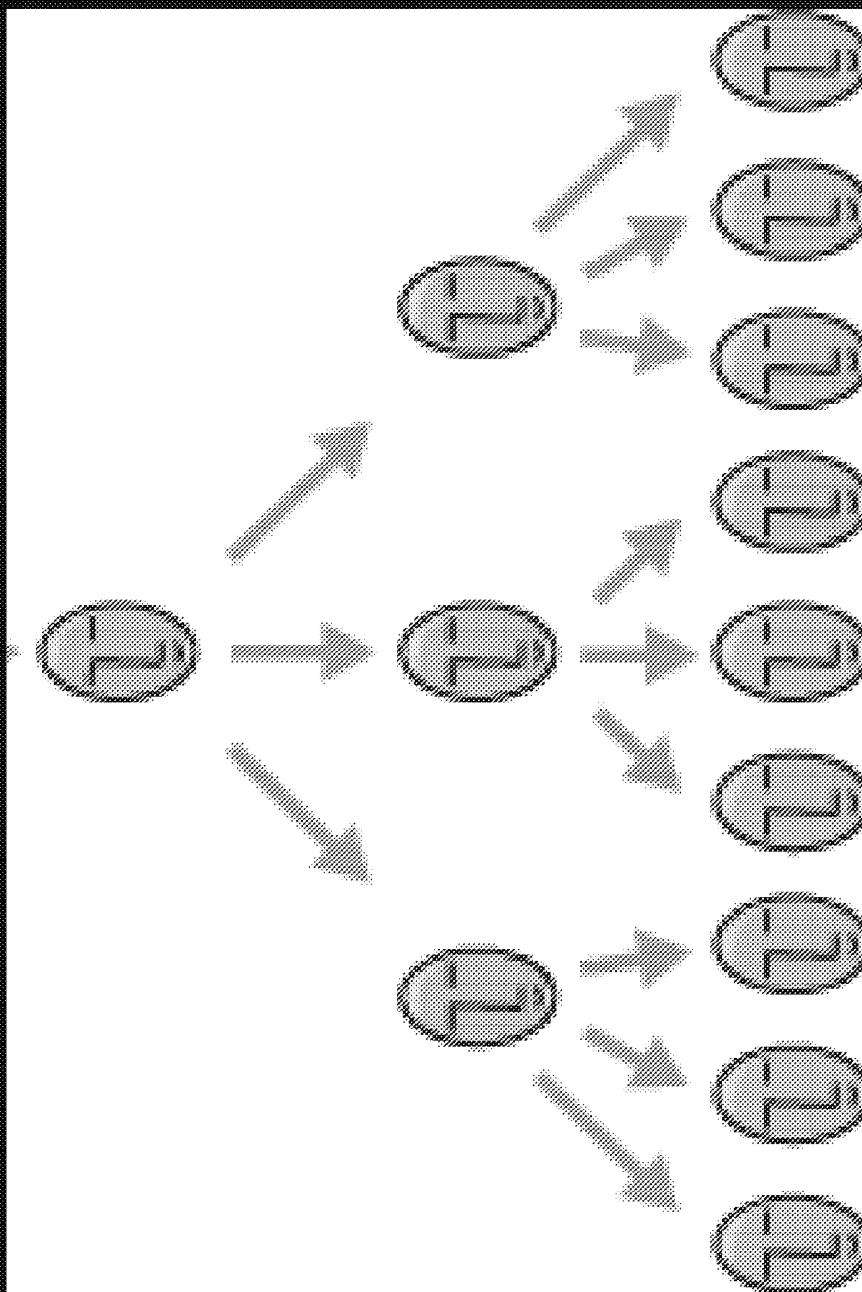


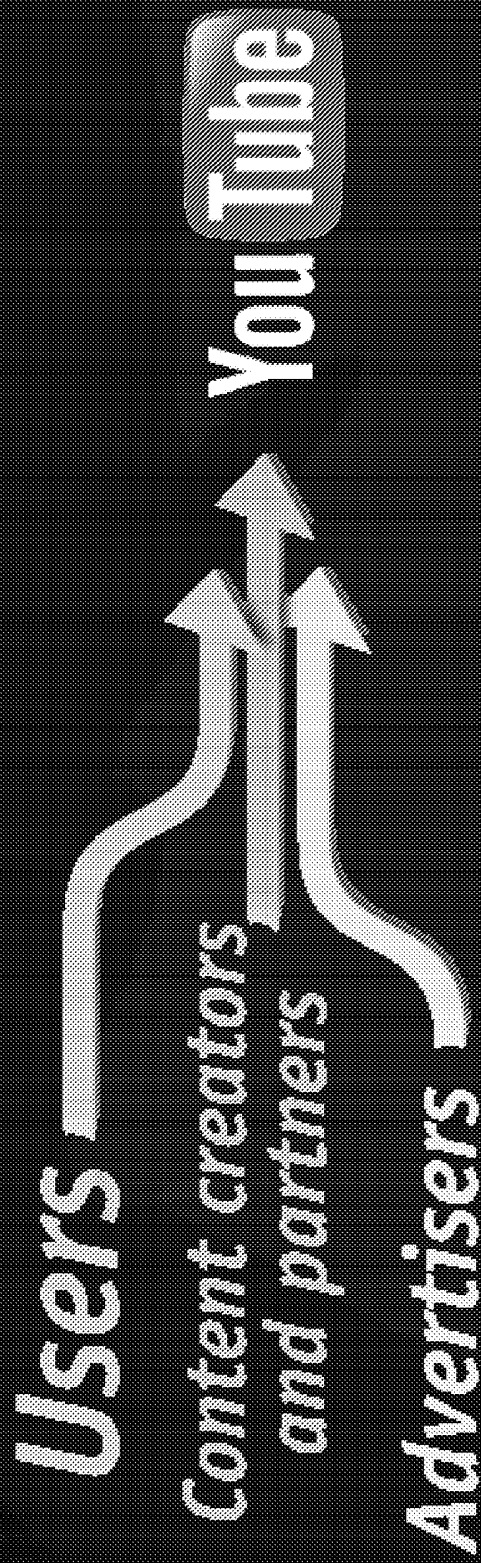
Schapiro Exhibit 311 continued

YouTube

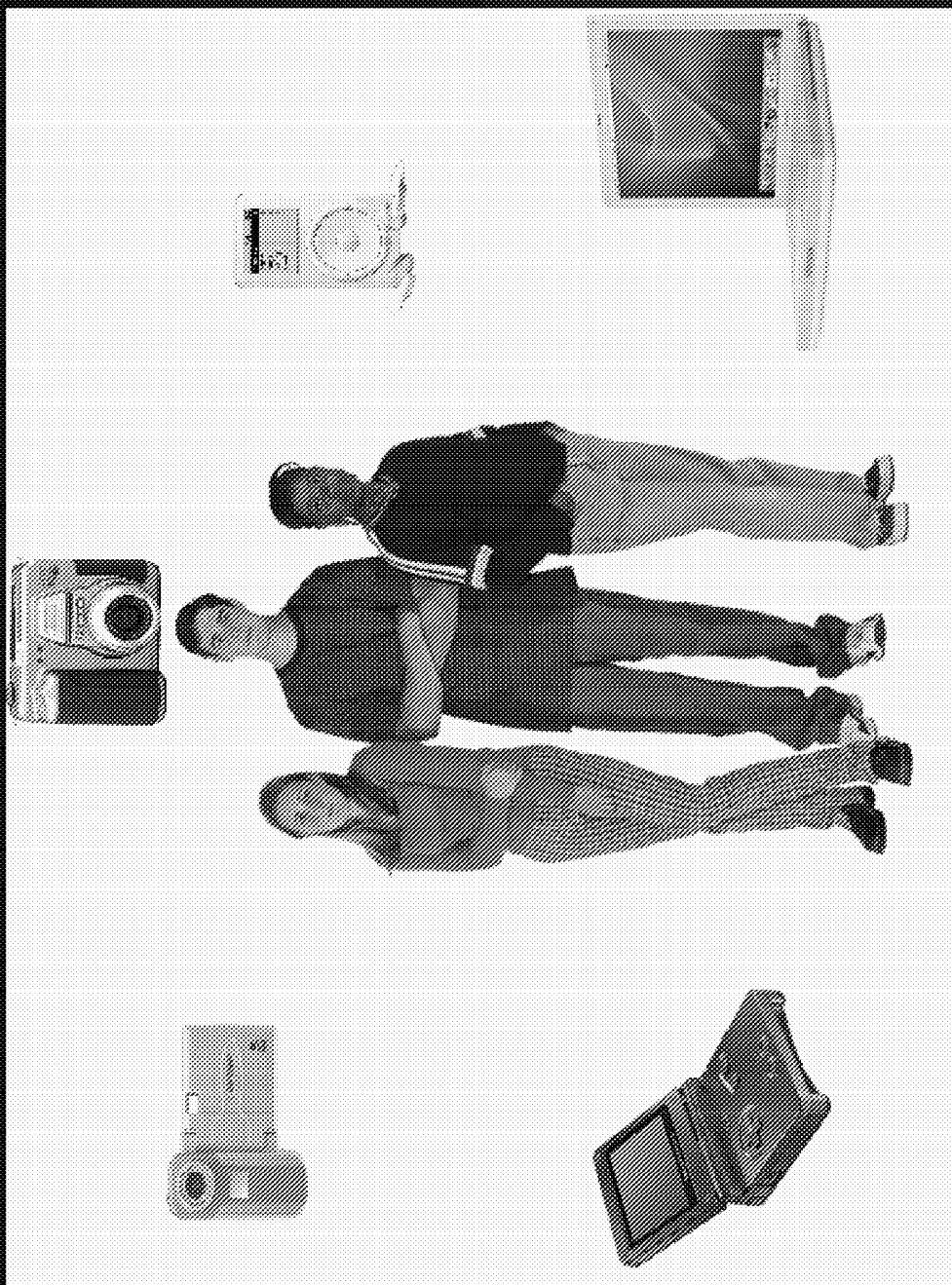




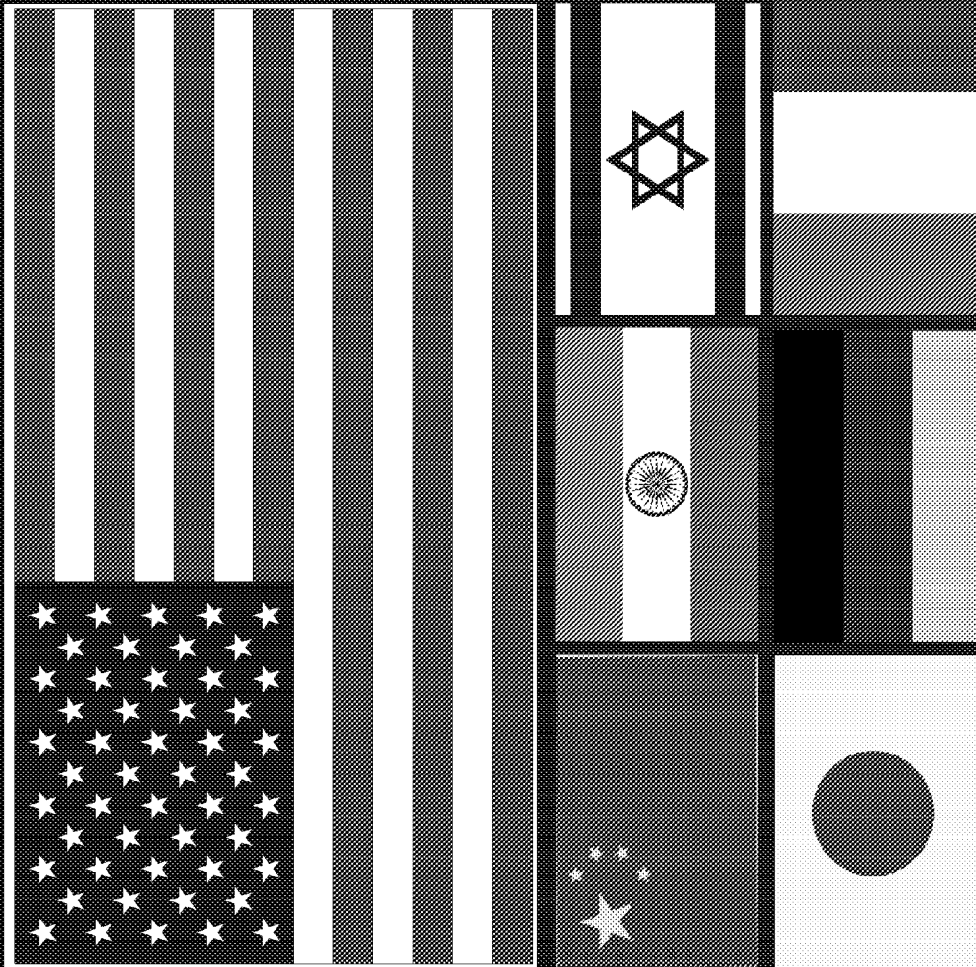
YouTube



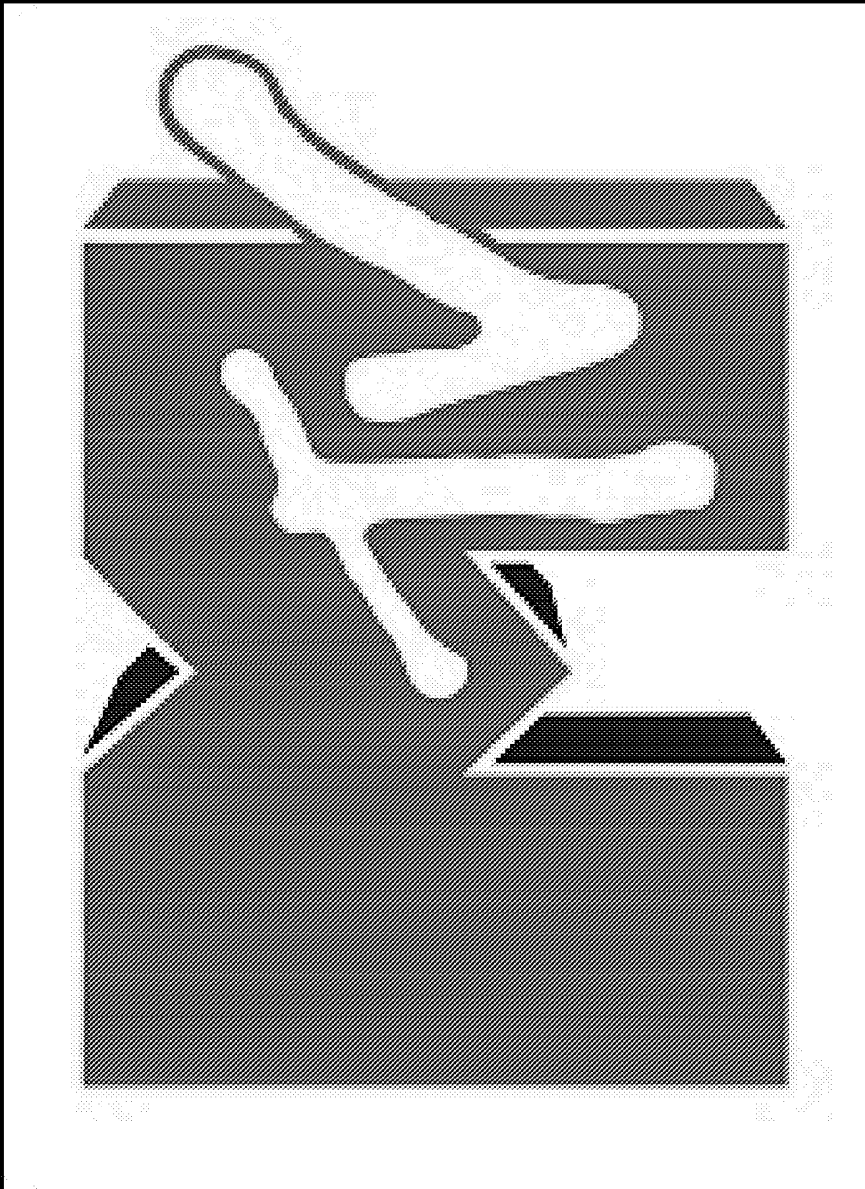
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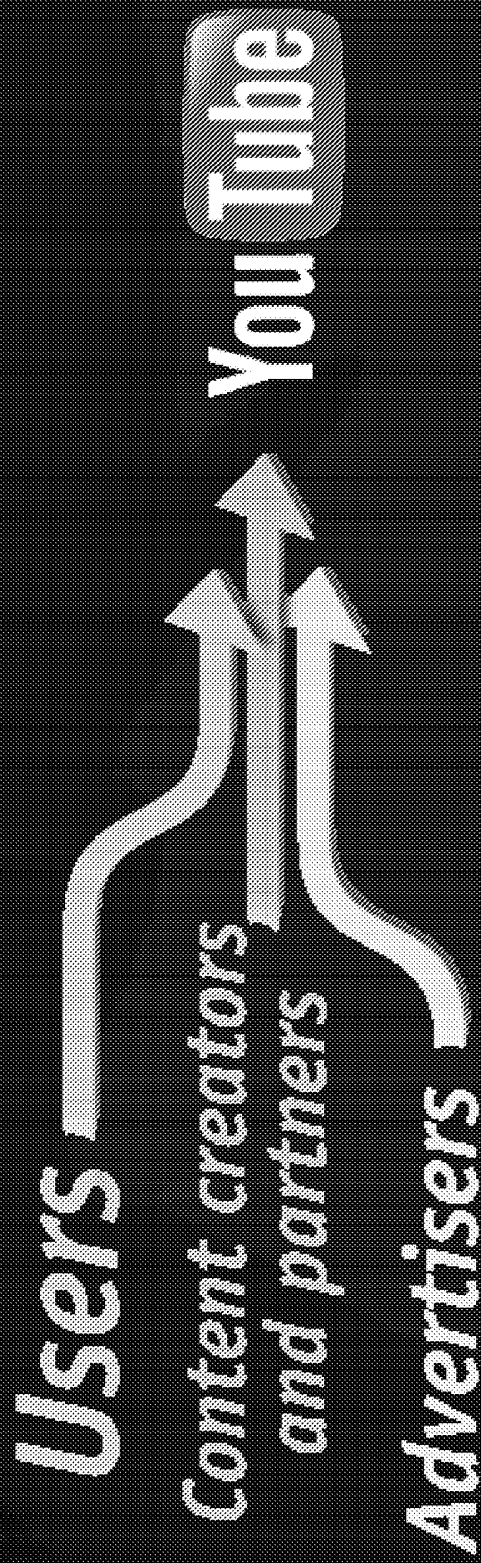
YouTube



YouTube



YouTube



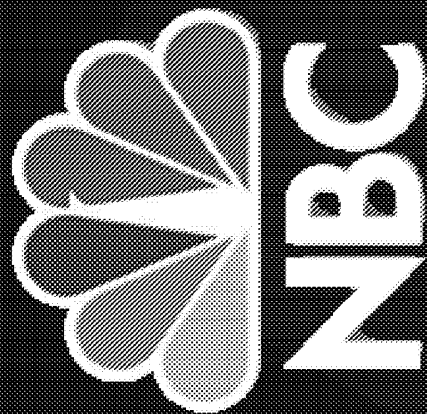
YouTube

(Collage of pop culture or highly trafficked user generated videos)

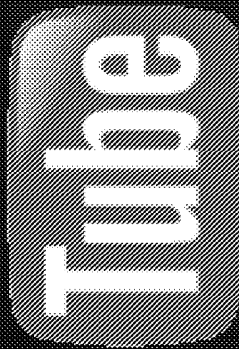
YouTube

(Collage of well known rights holder content or their network/show logos)

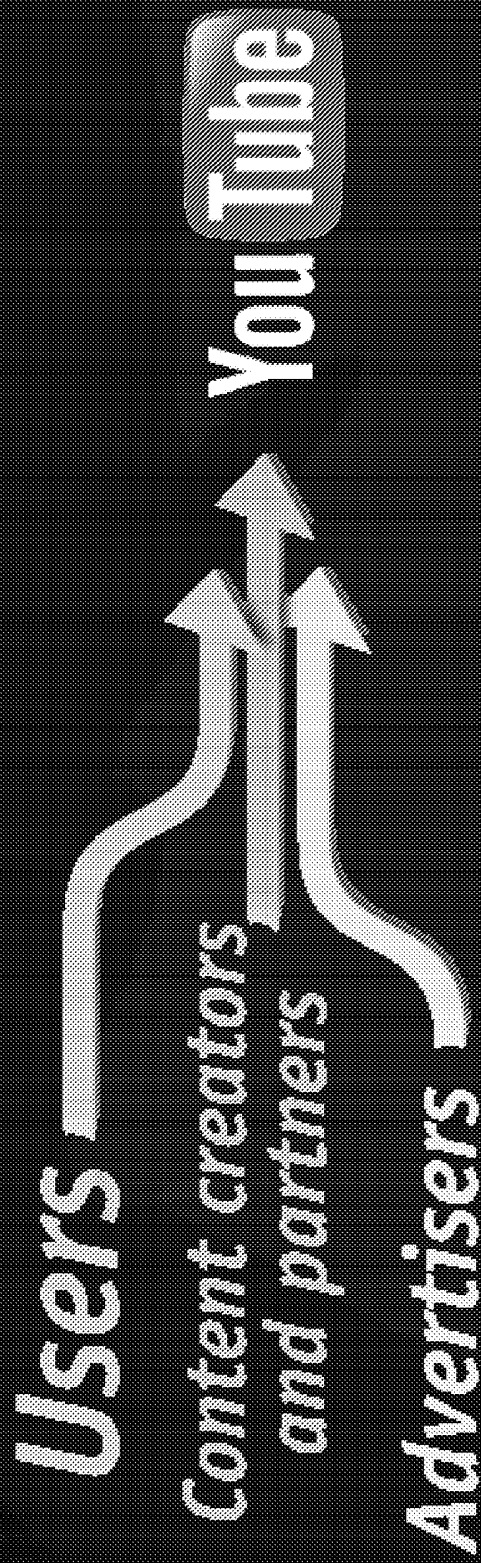
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YouTube



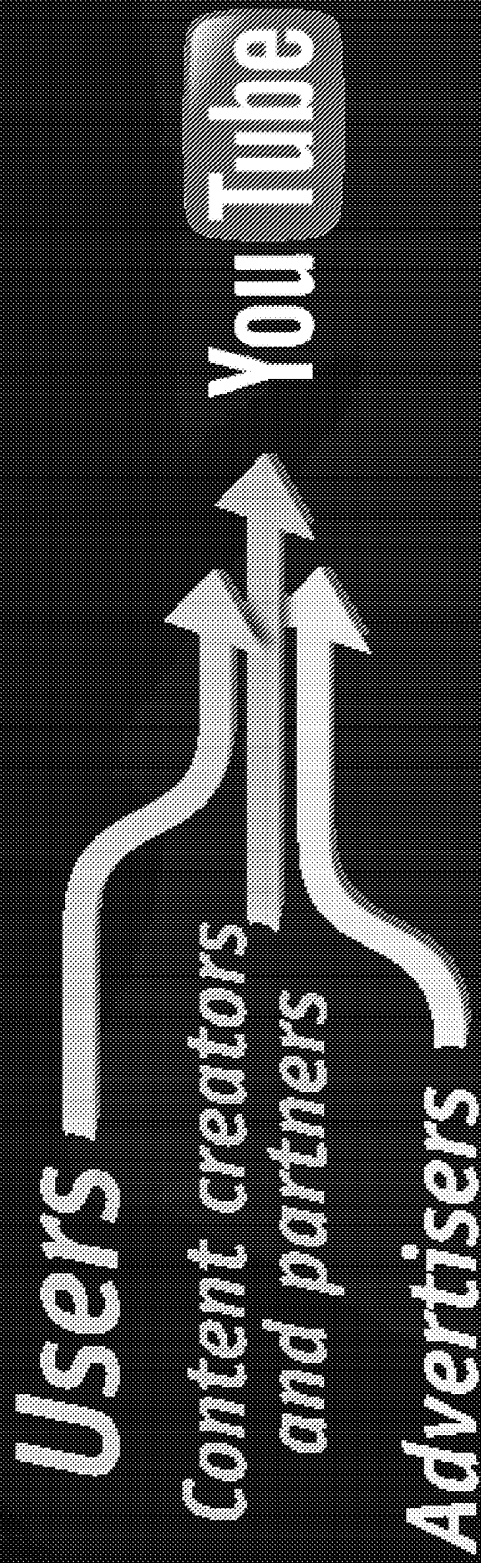
YouTube



YouTube

(Collage ads or advertiser logos)

YouTube



YouTube

Theatrical

iTunes

YouTube

**Television
(Cable & Satellite)**

DVD

Mobile

Web properties

You Tube

(concluding videos that reinforce messages)

YouTube

*Chad Hurley,
CEO and Co-Founder*

YouTube

Speaker Notes Slide: 2

YouTube is a consumer media company for people to watch and share original videos

The YouTube brand is synonymous with Internet video

We provide the best experience on the Internet for both user-generated and professional content.

Speaker Notes Slide: 3

(pause)

What does all this add-up to? We have some simple math to share with you. There are just 4 numbers we want to remember from this presentation. . .

the number of videos being watched every day

(pause)

In MILLIONS

(pause)

This is in comparison to x video views per day back in December

Video views are growing at y% on YouTube

Speaker Notes Slide: 5

(pause)

the number of unique daily visitors watching videos on YouTube

(pause)

Again, in MILLIONS

(pause)

This is in comparison to x

video views per day back in December

Video views are growing at y%

Speaker Notes Slide: 7
(pause)

The amount of time each of the 20M users spends daily on YouTube
(pause)

In MINUTES

(pause)

This is in comparison to x minutes per day back in December

Time spent on YouTube is growing at y%

Speaker Notes Slide: 9
(pause)

Our math may look a bit unorthodox. For us, $20+80+17$ adds up to sixty
(pause)

The % market share that YouTube enjoys today.

(pause)

This is 4x the next provider of video on the Internet.

And our team is focused on continuing our rapid development to improve the experience for consumers

Speaker Notes Slide: 10

Internet is headed in this direction

Short-form video proven to promote music sales, increase viewership and sell movie tickets

Audiences are moving online
People have less time; must be reached in new ways

Speaker Notes Slide: 11
Transcending Boundaries

The global village continues to get even smaller. It's all one world, people across the world can communicate in more personal ways.

60% of HH have broadband access
12? hours/wk spent online (more than any other medium)
15% of the time they spend with all media
X% video camera penetration
Y% video phone penetration
Z# of personal messages (IM, SMS, MMS—something that says they want personal communication)
A stat about the proliferation of user generated content as a total make-up of the web

YouTube has become a stage...

Speaker Notes Slide: 12
Democracy Rules

What the user wants, the user gets.

The audience is now in control more than ever. They want to participate and share in the decision of what is entertaining and what will be seen by others.

They want their voice to be heard. The audience will decide.

Speaker Notes Slide: 13
Shorter is better

People want to consume entertainment in shorter increments and on their own schedules
30 seconds to 2.5 minutes is the sweet spot
Time management – don't have time to invest in full-length programming...

Speaker Notes Slide: 14
Advertising Revolution

↳ Viral marketing proven to penetrate and persuade the masses

Online ad revenue increased by about 30% to an estimated

\$12.5 billion in 2005, according to the Interactive Advertising Bureau and PricewaterhouseCoopers LLP.

Speaker Notes Slide: 15
Taming Video Internet

Innovation in technology and services will win.

Video over the Internet is a very hard problem to solve.

There are three key challenges faced in serving Internet video:

- 1) A demand challenge - Exponential demand by audience with more devices that have video capability coming into the market
- 2) The conversion challenge – converting hundreds of video formats and numerous audio formats – all to a single format.
- 3) A distribution challenge– Video requires 10x the bandwidth versus images to distribute it to millions of people. Infrastructure companies scrambling to keep up with the growth.

Speaker Notes Slide: 16
Now that I've sketched some of the market background, let's tune into YouTube

Speaker Notes Slide: 17
18-55
51% male/49% female

Speaker Notes Slide: 18
50%US/50% International

Speaker Notes Slide: 19
Some are becoming stars with significant viewership (one recent MTV deal)

Speaker Notes Slide: 21
-User-Generated: x-thousands of uploads a day across y-categories

Speaker Notes Slide: 22
-Professional: Dimension Films, E! Networks, NBC, Showtime, Paramount Classics, Capitol Records

Speaker Notes Slide: 23
We recently announced a strategic agreement with NBC to promote their Fall line-up and other programming including The Office, Saturday Night Live, Tonight Show, etc. It includes a cross-promotional

and advertising relationship on YouTube and significant on-air mentions on NBC. They are also running a user-generated contest on YouTube for "The Office" to encourage users to create 20 sec promo spots that they will air on television.

This announcement is a result of the proactive work we have been doing to address copyright issues and we are in discussions with all the major networks, record labels and movie studios and you will continue to see more agreements of this kind.

Speaker Notes Slide: 24

Speaker Notes Slide: 25

Advertisers: big brand advertisers are already reaching their audience with us

-Sony, Disney for the Pirates of the Caribbean, NBC, Panasonic

Speaker Notes Slide: 26

Speaker Notes Slide: 27

Mission

To create the next-generation platform for delivering media worldwide

Many of you in the audience are looking at new ways to distribute your films, TV programs and music to reach a new audience (or reach your audience online)

YouTube is a new channel to market your content through short-form promotional offerings reaching an audience to entice them to go to see the movie, tune into the TV show, and buy the music.

Furthermore, there are innovative new online advertising approaches for both you and your advertisers.

The content + the advertising is designed to enhance the user's experience while achieving the advertiser's business and brand objectives.

Speaker Notes Slide: 28

Ensure sound

Include funny clips