



901 Cherry Avenue  
 San Bruno, California USA 94066  
 Tel +1 (650) 827 6000  
[www.youtube.com](http://www.youtube.com)

VIA EMAIL AND U.S. MAIL

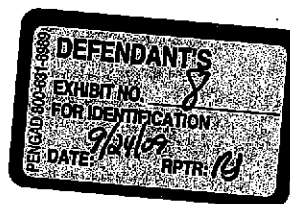
Keith C. Hauprich (khauprich@cherrylane.com)  
 Vice President, Business and Legal Affairs  
 Cherry Lane Music Publishing Company, Inc.  
 6 East 32nd Street, 11th Floor  
 New York, NY 10016

Dear Mr. Hauprich:

I write in response to your faxed letter dated April 23, 2008 which, unfortunately, was inadvertently misrouted at YouTube. We are very interested in continuing the discussion between our companies about YouTube's cutting-edge content identification technology (the "Content ID System"), as well as sharing with you some of the recent improvements made to the system. Before discussing those exciting improvements, I would like to address the issues raised in your letter.

The first issue you raise is whether a "fingerprinting tool" exists. Indeed it does, and we are happy to provide it to you. Our ID Generation Software allows content owners to create ID files, also referred to as "fingerprints," on their own for submission to the Content ID System. Our system does not require that we possess copies of your video files -- all we need is an ID file created by our ID Generation Software and the "usage policy" you would like to assign to matches detected by the Content ID System (i.e., monetize, track or block). Thus, we absolutely do not "penalize" content owners for choosing not to submit their video files to us (and never have). Also, because we do not require that you submit copies of your reference files, the issues you raise regarding the removal of reference files and the scope of the license grant in paragraph 5 of the Content Identification and Management Agreement (CIMA) are moot. I point out, however, that Google's grant of rights in the CIMA to use the reference files is expressly limited to use "in connection with the 'System,'" with the "System" defined as "Google's content identification and management system."

Confidential



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As for your second concern regarding the upload of material to the site before the Content ID System checks for a match, our system actually performs pre-publish matching. This means that newly-uploaded content does not appear publicly on the site until it has been checked by our Content ID System and the desired usage policy applied. Thus, the Content ID System applies the usage policy for uploaded videos that match your ID files before they are able to be viewed on YouTube, giving you full control of your content. If you have designated a usage policy of "block," the material identified by the Content ID System is never published on the site.

As for your final concern about the liability cap in Paragraph 8 of the CIMA, the language you cite does not address copyright infringement claims, but rather each party's remedies for breach of the agreement. Google has voluntarily invested millions of dollars in developing this new technology and making it freely available to any copyright owner in the world who elects to use it. As I'm sure you know, it would be unusual to assume unlimited contractual liability for a free product. That said, we are willing to negotiate the value of the limit and come to a reasonable compromise.

You may also wish to know about some of the improvements we've made to the Content ID System since our last discussion. We've added a more sophisticated usage policy editor, which allows content owners to set rules about when to "claim" content. For example, content owners can now claim content when the proportion of the matched content as compared to the length of the overall uploaded video meets some designated threshold. This additional flexibility can be quite useful to tune the matching algorithm to account for possible fair use, as well as varying length works. We've also added an option to allow content owners to review certain matched videos before applying a specific usage policy. This option allows usage policy decisions to be made on a case-by-case basis after a match, enabling content owners to tailor the policy to the specific uploader or the specific use of the content, among other things. Finally, we've improved the searching and sorting options to increase the ease of use of the system.

I trust that this letter answers your questions regarding our Content ID System, and provides further details about a few of its new features and operation. We would be happy to set up another meeting to discuss this in more detail, and answer any more questions you may have. Please contact me at (650) 214-0619 if you are interested in moving forward with the discussions.

Very truly yours,



Lance Kavanaugh  
Senior Product Counsel, YouTube