

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/13/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Snowmass Holdings Inc.		11/13/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	YouTube, Inc.
Street Address:	1000 Cherry Avenue, Suite 200
City:	San Bruno
State/Country:	CALIFORNIA
Postal Code:	94066
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	78802315	BROADCAST YOURSELF
Serial Number:	78802261	YOUTUBE
Serial Number:	78802278	YOU TUBE

CORRESPONDENCE DATA

Fax Number: (650)938-5200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (650) 988-8500
 Email: trademark@fenwick.com
 Correspondent Name: Tanda L.Neundorf,Esq.,Fenwick & West LLP
 Address Line 1: Silicon Valley Center
 Address Line 2: 801 California Street
 Address Line 4: Mountain View, CALIFORNIA 94041-2008

ATTORNEY DOCKET NUMBER:	25263-00750
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NAME OF SUBMITTER:	Tanda Neundorf
Signature:	/Tanda Neundorf/
Date:	05/10/2007
Total Attachments: 3 source=merger1snowmassh#page1.tif source=merger1snowmassh#page2.tif source=merger1snowmassh#page3.tif	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SNOWMASS HOLDINGS INC.", A DELAWARE CORPORATION,
WITH AND INTO "YOUTUBE, INC." UNDER THE NAME OF "YOUTUBE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 4:51 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5191878

DATE: 11-13-06

TRADEMARK
REEL: 003539 FRAME: 0828

CERTIFICATE OF MERGER
MERGING
SNOWMASS HOLDINGS INC.
WITH AND INTO
YOUTUBE, INC.

November 13, 2006

The undersigned corporation does hereby certify to the following facts relating to the merger ("Merger") of Snowmass Holdings Inc., a Delaware corporation ("Merger Sub"), with and into YouTube, Inc., a Delaware corporation (the "Company"):

1. The names and states of incorporation of the constituent corporations are as follows:

<u>Name:</u>	<u>State of Incorporation</u>
Snowmass Holdings Inc.	Delaware
YouTube, Inc.	Delaware

2. An Amended and Restated Agreement and Plan of Merger, dated as of November 3, 2006 (the "Merger Agreement"), by and among the Company, Merger Sub and Google Inc., a Delaware corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of Merger Sub and the Company in accordance with Section 228 and Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the corporation surviving the Merger is "YouTube, Inc." (the "Surviving Corporation").

4. The certificate of incorporation of the Company, as in effect immediately prior to the effective time of the Merger (the "Effective Time"), shall, at the Effective Time be the certificate of incorporation of the Surviving Corporation.

5. The Merger shall be effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

6. The fully executed Merger Agreement is on file at the office of the Surviving Corporation at 1000 Cherry Avenue, Suite 200, San Bruno, California 94066.

7. A copy of the fully executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Merger Sub or the Company.

IN WITNESS WHEREOF, YouTube, Inc. has caused this Certificate of Merger to be duly executed on its behalf as of the date first written above.

YOUTUBE, INC.

By:



Name: Chad Hurley

Title: President and Chief Executive
Officer

[Signature Page to Certificate of Merger]