

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
YouTube, Inc.		11/13/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Snowmass Newco LLC
Street Address:	1600 Amphitheater Parkway
City:	Mountain View
State/Country:	CALIFORNIA
Postal Code:	94043
Entity Type:	LIMITED LIABILITY COMPANY: 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:	25326-00070
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NAME OF SUBMITTER:	Tanda Neundorf
Signature:	/Tanda Neundorf/
Date:	05/11/2007
Total Attachments: 2 source=merger2snowmassn#page1.tif source=merger2snowmassn#page2.tif	

CERTIFICATE OF MERGER

of

YouTube, Inc.

with and into

Snowmass Newco LLC

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, *6 Del.C. §18-101, et seq.* (the "Act"),

DOES HEREBY CERTIFY as to the following facts relating to the merger of YouTube, Inc. into Snowmass Newco LLC (the "Merger"):

FIRST: That the name and jurisdiction of formation or organization of each of the constituent companies of the Merger herein certified are as follows:

<u>Name</u>	<u>Jurisdiction</u>
YouTube, Inc.	Delaware
Snowmass Newco LLC	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 13, 2006, between YouTube, Inc. and Snowmass Newco LLC has been approved, adopted, certified, executed and acknowledged in accordance with Section 264(c) and Section 228 of the General Corporation Law of the State of Delaware, *8 Del.C. §101, et seq.* and in accordance with Section 18-209 of the Act by (i) YouTube, Inc. and (ii) Snowmass Newco LLC.

THIRD: That Snowmass Newco LLC shall be the surviving limited liability company of the Merger (the "Surviving Company").

FOURTH: The certificate of formation of Snowmass Newco LLC shall be the certificate of formation of the Surviving Company; provided, however, that, after the merger, Section 1 of the certificate of formation of the Surviving Company shall be amended to read: "The name of the limited liability company is YouTube, LLC."

FIFTH: That the executed Merger Agreement is on file at the office of the Surviving Company. The address of this office is 1600 Amphitheater Parkway, Mountain View, CA 94043.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of either constituent company.


SEVENTH: That this Certificate of Merger shall be effective upon filing hereof.

Dated: November 13, 2006.

SNOWMASS NEWCO LLC

By: Google Inc. its Sole Member

By:


Name: David C. Drummond

**Title: President, Treasurer and
Assistant Secretary**

[Signature Page to Certificate of Merger]