

February 3, 2006

Martha Morphy
National Archives and Records Administration
8601 Adelphi Road Room 3400
College Park, MD 20740-6001

Dear Ms. Morphy:


This letter serves to confirm the understanding between the National Archives and Records Administration ("NARA") and Google Inc. and its affiliates ("Google") regarding digitization of certain content in the NARA collection and use of such content in Google services.

NARA and Google desire to conduct a pilot program whereby Google will digitize certain multimedia works (or copies of such works) from the NARA collection mutually agreed upon by NARA and Google ("Digitized Works"). NARA represents and warrants that the Digitized Works were produced by the Federal Government and, to the best of its knowledge (i) the Digitized Works are in the public domain and (ii) there are no underlying copyright issues related to the dissemination and use of the Digitized Works. In addition, NARA is responsible for protecting the privacy of individuals mentioned in its records. Accordingly, NARA reviews its records for privacy before such records are made available to the public whenever NARA believes there is a privacy concern and only releases records for which NARA has identified that there are no privacy concerns. Any records, including but not limited to the Digitized Works, that NARA (or its third party vendors on behalf of NARA) provides to Google for digitizing will have undergone such review beforehand.

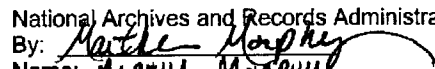
In addition, NARA acknowledges and agrees that Google may use the Digitized Works as part of the Google services, and, as between Google and NARA, Google shall own all rights, title, and interest in and to the digitized copy created by Google of such Digitized Works. If Google uses the Digitized Works as part of the Google services, Google shall create, host and serve a web page that will display the Digitized Works (or a subset thereof) unless otherwise mutually agreed upon by the parties. For avoidance of doubt, Google shall have no obligation to use any Digitized Works as part of the Google services.

The existence and content of this letter shall be governed by the confidentiality provision of the Mutual Non-Disclosure Agreement which has been executed by the parties with an effective date of April 13, 2005. Each party represents and warrants to the other that (i) it has full power and authority to enter into this letter and to perform its obligations hereunder; and (ii) this letter constitutes its valid and binding obligation, enforceable against it in accordance with its terms. This letter shall be governed by and in accordance with the laws of the United States. In the event federal law does not address an issue, the applicable law shall be California law without application of conflicts of laws provisions.

If this letter correctly reflects our understanding, please signify by executing and returning to us the enclosed copy of this letter.

Google Inc
By: 
Name: James Bradburn
Title: VP Search Services

Accepted and Agreed:

National Archives and Records Administration
By: 
Name: Martha Morphy
Title: Acting CFO
Date: 2/3/06

