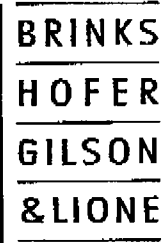


## **EXHIBIT D**

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November 10, 2003

*via facsimile and first class mail*

Christine P. Sun, Esq.  
KEKER & VAN NEST, L.L.P.  
710 Sansome Street  
San Francisco, CA 94111-1704

Re: ***Overture Services, Inc. v. Google Inc.,***  
**Civ. No. C02-01991 (N.D. Cal.)**

Dear Christine:

We received your letter of November 7, 2003, regarding Google's request for production of Overture's privileged documents. As I previously explained, I expect that Jason White and/or Jack Berenzweig will be involved in any telephone call to meet-and-confer regarding these issues. Neither Jack nor Jason are available for a telephone call Monday through Thursday of this week. We propose a telephone conference at 11:00 a.m. CT (9:00 a.m. PT) on Friday, November 14, 2003. Please confirm that you will be available at this time.

In the meantime, your letter merits a substantive response on two points. First, with respect to Google's contention regarding waiver, we disagree that the cited deposition testimony creates a subject matter waiver of *either* the attorney-client privilege *or* the work-product doctrine with respect to any of the documents listed on Overture's privilege log.

Second, with respect to Google's contention regarding the crime-fraud exception, Google still has not specifically identified a single allegedly false statement. The general reference to alleged misrepresentations in your letter of October 17, 2003, does not provide the evidence of a specific false statement necessary to establish a *prima facie* case of fraud. Moreover, Google has not cited *any evidence whatsoever* regarding an intent to deceive.

Christine P. Sun, Esq.  
November 10, 2003  
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Prior to our telephone conference on Friday, we request that you identify the *specific* allegedly false statements and the *specific* evidence of an alleged intent to deceive, upon which Google bases its contention regarding the crime-fraud exception.

Best regards,



Charles M. McMahon