EXHIBIT D

LAW OFFICES
KEKER & VAN NEST
LLP
710 SANSOME STREET
SAN FRANCISCO, CA 94111-1704
TELEPHONE (415) 391-5400
FAX (415) 397-7188
WWW.KVN.COM

CHRISTINE P. SUN
CPS@KVN.COM

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VIA FACSIMILE

Michael Wickey, Esq.
Heller Ehrman White & McAuliffe LLP
275 Middlefield Road
Menlo Park, CA 94025-1706

Re: *Overture v. Google*

Dear Michael:

I write to in response to your letter of July 7, 2004. I will not repeat Google's numerous meet and confer attempts prior to the filing of its motion to compel, as those efforts have been exhaustively discussed in my July 2 letter to Andrew Byrnes and my July 6, 2004 supplemental declaration. Rather, I write to respond to your proposal concerning the scope of Overture's waiver.

After due consideration, Google rejects your proposal. As set forth in the motion to compel, Google believes that Overture and Brinks Hofer have waived privilege over the entire subject matter of the '361 patent prosecution. Certainly, the deposition testimony demonstrates that, at a bare minimum, the waiver extends to communications and work product concerning the pre-critical date system and Mr. Davis' knowledge and competency to testify about that system. For Overture to offer, in the face of that evidence, further discovery solely on the issues of inventorship and GoTo's prior art search is rather curious. Indeed, I have a difficult time discerning what principle, if any, is guiding Overture's proposal, except for a desire to prevent discovery on topics that are central to Google's inequitable conduct claims.

Further, although you indicated Google should make a counterproposal, Google cannot do so at this time because Overture has yet to provide any substantive reason why the waiver does not extend to the entirety of the '361 prosecution. Thus, if Overture would like to continue in these discussions, please provide the specific legal and factual bases for your contention that the scope of the waiver is limited to the issues proposed in your July 7 letter.

As always, please do not hesitate to contact me if you have any questions or concerns.

Very truly yours,

CHRISTINE P. SUN

CPS/lhl