

EXHIBIT D

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15 Attorneys for Plaintiffs
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 and Oracle International Corporation

17 UNITED STATES DISTRICT COURT
 18 NORTHERN DISTRICT OF CALIFORNIA
 19 SAN FRANCISCO DIVISION

20 ORACLE CORPORATION, a Delaware
 21 corporation, ORACLE USA, INC., a Colorado
 22 corporation, and ORACLE INTERNATIONAL
 CORPORATION, a California corporation,

23 Plaintiffs,

24 v.

25 SAP AG, a German corporation, SAP
 26 AMERICA, INC., a Delaware corporation,
 27 TOMORROWNOW, INC., a Texas corporation,
 and DOES 1-50, inclusive,

28 Defendants.

Case No. 07-CV-1658 (PJH)

**DECLARATION OF JASON RICE IN
 SUPPORT OF ORACLE'S
 OPPOSITION TO DEFENDANTS'
 POST-SUBMISSION BRIEF ON
 ITEM II(D) OF DEFENDANTS'
 MOTION TO COMPEL NO. 2**

Place: JAMS
 Judge: Honorable Charles A. Legge

1 I, Jason Rice, declare as follows:

2 1. I am a Senior Software Engineer for Plaintiff Oracle USA ("Oracle"). I
3 have personal knowledge of the facts set forth in this declaration and would competently testify
4 to them if called upon to do so.

5 2. I have personal knowledge regarding the development and maintenance of
6 Oracle's customer support website, called Customer Connection, the J.D. Edwards Change
7 Assistant software program user-interface, and the databases associated with those two programs.

8 3. Both Customer Connection and Change Assistant are developed as tools to
9 allow a licensed customer on current support to search for and retrieve Software and Support
10 Materials (as that term is defined in Oracle's complaint) related to that customer's licensed
11 software applications.

12 4. Customer Connection is an internet-based user interface that a customer
13 accesses through the internet, with a valid log in credential, to perform searches for Software and
14 Support Materials from the Oracle databases that contain the Software and Support Materials.

15 5. Change Assistant is a client-based user interface written in java
16 programming language, which means that the customer downloads the Change Assistant program
17 to a local computer and runs it from there, instead of accessing it through an internet browser.
18 Once a customer is authenticated through the log in (similar to Customer Connection), the
19 customer can use Change Assistant as a user interface to help retrieve Software and Support
20 Materials from Oracle's databases. However, Change Assistant is only a user interface that assists
21 a search. It has no search functionality itself.

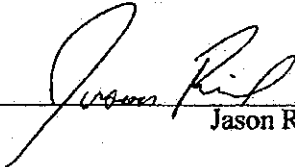
22 6. Change Assistant assists the customer in performing searches for specified
23 Software and Support Materials according to a set of requested criteria, such as those relating to a
24 specific Oracle software application or a particular "system code." Customers do not access the
25 source code for any purpose in performing these searches. Change Assistant transmits the
26 customer's search request to Oracle's database and returns the results. It does not perform any
27 search actions itself, and therefore the Change Assistant source code does not embody any search
28 functionality. In performing these searches and returning results, Change Assistant does not

1 “map,” and is not programmed to “map,” the Software and Support Materials it returns as search
2 results to a customer’s license. Change Assistant merely communicates whatever search is
3 requested and returns the results responsive to that search.

4 7. As a result, Change Assistant’s source code will not provide any
5 information as to which specific downloads were improper, or allow Defendants to “map” their
6 downloaded files to customer contracts. If Defendants want to see how Change Assistant works,
7 they can observe its function by using a compiled version of it that Oracle will provide in the
8 same form that customers download it for use as part of their paid support, or by using the live
9 version that Oracle has made available to Defendants.

10 8. The Change Assistant program is one of Oracle’s valuable tools that it
11 provides to its paying customers. The source code is restricted to a small number of application
12 developers within Oracle. Oracle has spent years developing Change Assistant in its current form.
13 Oracle would suffer competitive harm if any competitor was ever able to access the source code
14 for Change Assistant, as it would potentially allow that competitor, among other things, to bypass
15 a significant amount of development time. For example, disclosure of the source code could
16 enable a third party to build unapproved tools to access our support systems in unauthorized,
17 harmful ways.

18 I declare under penalty of perjury that the foregoing is true and correct and that
19 this declaration was executed on March 14, 2008 at Denver, Colorado.

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22 _____
23 Jason Rice
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