EXHIBIT 3-3

From: Vineet Gupta - OEM Software Sales CTO/Worldwide SE Director <vineet.gupta@sun.com>

Sent: Wed Feb 08 2006 12:17:53 PST

To: Andy Rubin <arubin@google.com>

CC:

Subject: Sun Confidential: Sun financial proposal

Attachments:

Importance: Normal Priority: Normal Sensitivity: None

Andy,

As discussed, I understand that this will probably be the hardest part but we will need to work it out between us. To ensure success of the joint project, to cover the loss of revenue - one that we really cannot afford in the current economic condition, to fund the resources required to change the business where we are today to something unknown and untested - requires us to be pragmatic and ensure that all bases are covered for all of us to be successful.

The deal on the table as it stands currently is:

For the 2 financial parts:

A) \$20 Million per year for 3 year

B) Additionally for Revenue share:

*10% of revenue generated by Google on handsets running **"Open Source Java Linux Mobile Platform" or derivatives with a cap of \$25 Million a year* (when and if google monetizes - then this becomes effective. We added the cap as per Rich's request).

We should chat about this seperately as well.

Thanks,

=-Vineet

--

Vineet Gupta

WorldWide Sr. Director

Chief Strategy/Technology officer

OEM Software Systems Engineering

SUN Microsystems

Vineet.Gupta@Sun.Com

(408)404-8950