

EXHIBIT A

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June 28, 2005

David H. Kramer, Esquire
WILSON, SONSINI, GOODRICH & ROSATI, P.C.
650 Page Mill Road
Palo Alto, California 94304-1050

Re: *Digital Envoy, Inc. v. Google Inc.*, In the Northern District of California, San Jose
Division, Case No. C 04 01497 RS,

Dear David:

In consideration of the Court's implicit encouragement to the parties to utilize further the meet and confer process to resolve their discovery disputes, Digital Envoy proposes the following preliminary modifications of its pending discovery requests that are the subject of its motions to compel. Digital Envoy's proposed modifications assume, and are conditioned upon, Google's agreement that the term "AdSense," as used in Digital Envoy's discovery requests, is inclusive and refers without distinction to both "AdSense for Content" and "AdSense for Search."

Request for Production Number 3

Google may exclude those documents that relate *specifically and solely* to Google's use of Digital Envoy's technology with respect to advertisers who advertise only on Google's site (*i.e.*, non-AdSense advertisers).

Requests for Production Numbers 14, 18, 22, 23, 24 and 25; Interrogatory Number 5

In lieu of specific responses to the above discovery requests, Digital Envoy proposes the following global modification:

1. Google will produce documents sufficient to identify all current (and former, to the extent that such customer was a Google customer at any time during the relevant period) Google Network Member publisher customers who are listed on the version of the comScore Media Metrix top 100 sites identified on Google's web site (*see, e.g.*,

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<http://www.google.com/intl/en/corporate/facts.html> noting that Google's AdSense customers include "60% of the comScore Media Metrix top 100 sites").

2. In addition to those Google Network Members identified pursuant to item 1 above, Google will produce documents sufficient to identify Google's top-50 Google Network Members (who are not listed in the Media Metrix top 100) in terms of the gross number of "click throughs" of Google AdSense ads (excluding PSAs as that term is defined in Google's AdSense glossary located at <https://www.google.com/adsense/glossary#P>) on that Member site during the relevant period. Notwithstanding the foregoing, to the extent that such Google Network Member would not otherwise be included under the provisions of number 1 or 2 of this letter, Google will also produce the documents identified in item number 3 below for each Google Network Member identified on the web page located at:

https://adwords.google.com/support/bin/answer.py?answer=6119&hl=en_US, a copy of which is attached hereto.

3. For each of the Google Network Members identified in items 1 and 2 above, Google will produce:

- i. the Member's AdSense agreement or agreements with Google;
- ii. all documents referring or relating to negotiations between Google and the identified Member; and
- iii. all communications (internal or external) referring or relating to the agreement or agreements and the negotiations between Google and the Member. This request includes, but is not limited to, email, paper correspondence, and recorded telephone calls.

4. Google will produce documents sufficient to identify any remaining Google Network Members not included in items 1 and 2 above.

5. For the Google Network Members identified in item number 4 that are not Google AdSense premium customers (*i.e.*, those customers that agree to Google's "click-wrap" agreement, as Google refers to it in its filings with the SEC), in lieu of producing the individual agreements with those Members, Google will produce all revisions of the agreement so as to provide an exemplar of each and every possible agreement it entered into with these customers. To the extent that Google's use of certain sample agreements was determined by a particular time period or category of customer, please so indicate. Google will also produce all documents relating to the marketing and sale of its AdSense programs. Additionally, Google will produce each and every final signed agreement relating to Google AdSense premium customers (because those agreements are described as "heavily negotiated" in Google's filings with the SEC). In addition, Google shall also produce all communications with any Google Network Member referring or relating to the provision by such Google Network Member of the Internet Protocol

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Addresses (“IP Addresses”) of its users/visitors to Google (as well as referring or relating to a Google Network Member’s failure to provide, or agreement or request not to provide, IP Addresses of its users/visitors to Google) and all communications that refer or relate to country, region or city targeting of a Google Network Member’s users/visitors.

Request for Production Number 19

Google may exclude documents otherwise responsive to this request if such documents relate *specifically and solely* to Google’s use of Digital Envoy’s technology with respect to advertisers who advertise only on Google’s site (*i.e.*, non-AdSense advertisers). Included within this request are documents that include commentary, analysis or projections referring or relating the effectiveness of geo-targeting of advertisements including, but not limited to, Google’s use of focus groups (such as those identified by Ms. Wojcicki in her recent deposition) and case studies (such as those identified in document number GOOG 012016 – GOOG 012027).

Request for Production Number 26

Digital Envoy is willing to submit this issue to the Court for ruling.

Interrogatories 6, 10 and 11

Digital Envoy continues to request the further break down of the data sought by these interrogatories. Digital Envoy has been unable to ascertain the nature or magnitude of Google’s difficulty in providing the requested data based on Google’s generalized objections and claims of burdensomeness. However, Digital Envoy is more than willing to consider an appropriate modification of these interrogatories upon receipt from Google of a detailed and reasonable explanation of Google’s contention that it cannot make the data available in the requested form. Digital Envoy reminds Google that its option to produce business records sufficient to respond to these interrogatories pursuant to Federal Rule of Civil Procedure 33(d), provided the conditions of the Rule are met, may alleviate Google’s concerns regarding the burden of responding to these interrogatories.

Digital Envoy is willing to consider receiving the requested information in electronic form in order to minimize the expense and burden of paper copies, provided that the parties can reach agreement on an acceptable electronic format. (Based on Ms. Wojcicki’s recent deposition testimony, it is reasonable to assume that much of the information and documents sought by Digital Envoy is currently stored and available in electronic format.)

This proposal represents a good faith effort to resolve the parties’ discovery dispute. Digital Envoy believes that the proposal is reasonable and balances Digital Envoy’s right to discover information and documents relevant to claims and defenses in this case with Google’s stated concern regarding the breadth and burdensomeness of Digital Envoy’s discovery requests.

David H. Kramer, Esquire

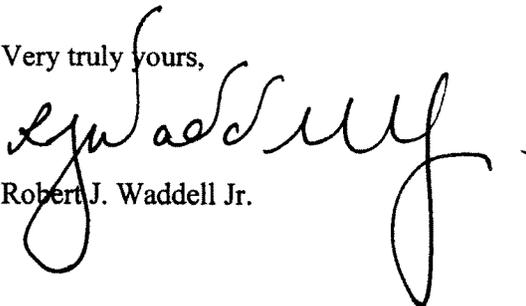
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Digital Envoy reserves the right to seek supplemental discovery based on the content of the material Google produces pursuant to this proposal.

We look forward to your response.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Waddell Jr.", written in a cursive style.

Robert J. Waddell Jr.

RJWJr/pks

cc: Timothy H. Kratz, Esquire

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Help Center

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Overview

[AdWords Advantages](#)

[Program Comparison](#)

[Success Stories](#)

[News and Updates](#)

[Demos and Guides](#)

Getting Started

[Editorial Guidelines](#)

[Step-by-Step](#)

[Optimization Tips](#)

[Account Navigation](#)

[Keyword Tools](#)

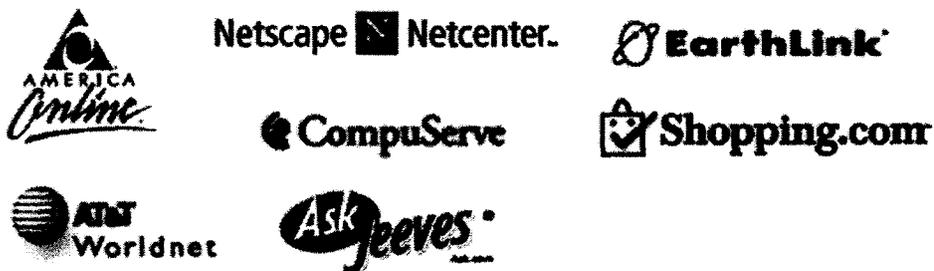
[Help Center](#) > [Getting started](#) > [Top 5 things I need to know to get started](#)

Where will my ads appear?

Your keyword-targeted ads will appear along side or above the results on Google.com search results pages.

Additionally, your ads could appear on the search and content sites and products in the Google Network. The Google Network is the largest online advertising network available, reaching over 80% of 30-day US Internet users. So you can be certain that your ads reach your target audience with Google AdWords.

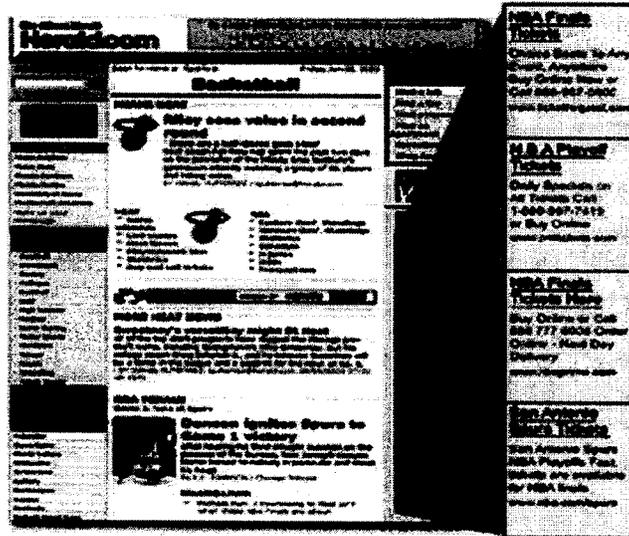
On search sites in the Google Network, your ads could appear along side or above search results or as a part of a results page a user navigates to through a site's directory. Our global search network includes Froogle and Google Groups and the following:



Our extensive content network of high-quality consumer and industry-specific websites and products, such as newsletters (U.S. only) and email programs, includes:

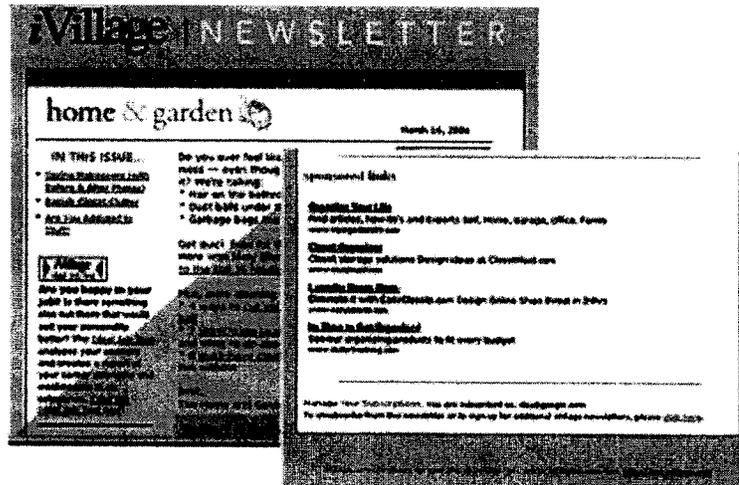


Here are examples of what AdWords ads look like on Google's content network. AdWords ads on the Miami Herald and other sites are targeted to the actual content of the page that day. In the screenshot below, you can see the ads are directly relevant to NBA playoffs articles.

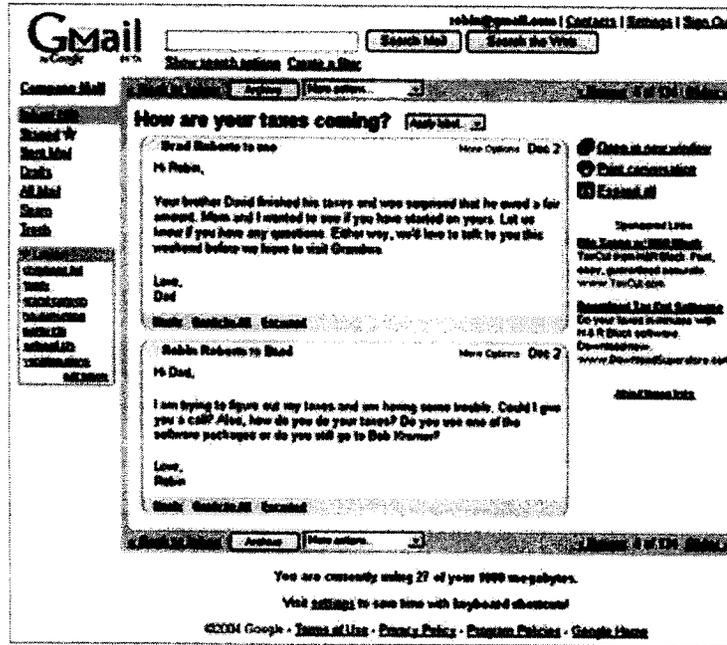


You may also be interested in AdWords [site-targeted campaigns](#), an alternative to keyword targeting that allows advertisers to select individual sites in the Google content network where they'd like their ads to appear.

We work with permission-based newsletter providers to place keyword-targeted AdWords ads targeted to the subject matter of newsletters. The relevant ads shown below are at the end of an iVillage newsletter about caring for the home.



Google's own Gmail displays AdWords ads. Here you can see that the ads relate to the discussion in the email.



Ads for email are placed by Google computers using the same automated process used to place relevant AdWords ads alongside web pages and newsletters. If our automatic filters detect that the topic of the email is sensitive, we don't show any ads. This addition to our content network currently applies only to English language ads targeted to 'U.S.', 'Canada,' or 'All Regions.'

Our technology ensures that your ads appear in the most relevant locations across the Web so that your customers find you. For more information about advertising publishers within your industry, please visit <http://www.google.com/ads/metrics.html>.

If this answer does not resolve your issue, please search or browse our Help Center for more assistance. If you are unable to find your answer, please contact us.

Find answers about AdWords containing the terms...

examples: *reporting* or *broad matching*

[Glossary](#)