505 Montgomery Street, Suite 1900
San Francisco, California 94111-2562
Tel: (415) 391-0600 Fax: (415) 395-8095
www.lw.com

LATHAM & WATKINS LLP

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February 27, 2004

PRIVILEGED & CONFIDENTIAL

Ken Harris
45 Pheasant Run Ter.
Danville, CA 94506

Re: Consulting Services

Dear Ken:

This letter confirms our agreement that Latham & Watkins LLP ("Latham & Watkins") has retained you on behalf of Oracle Corporation (the "Company") to advise and assist us in preparing and/or providing a legal defense of the Company in connection with the Department of Justice's lawsuit to enjoin Oracle's acquisition of PeopleSoft, Inc., including any related private litigation (the "litigation").

We will discuss with you and agree upon the specific parameters of projects to be undertaken by you at the outset of the representation, and from time to time thereafter.

In this engagement, you will be acting as an independent contractor on behalf of the Company. You agree to treat as confidential, and not to use or disclose to others, either during or after the term of this consultation, the fact of this engagement, or any information acquired or developed in connection with this retention without our prior written consent. Further, you agree that: A) upon the entry of a Protective Order by any court, you will consent to and abide by the terms of such Protective Order, absent written exclusions consented to by us; and B) upon the conclusion of this litigation or your engagement as a consultant, you will return to Latham & Watkins or dispose of the copies of materials provided to you by Latham & Watkins or the Company, as well as all notes, documents, and other materials you receive or generate during the course of this retention, unless you are 1) otherwise instructed by us to retain such material or 2) legally obligated to retain such material and you have informed us of the nature, cause, and extent of any such obligation.

You will be compensated for services performed, on an hourly basis at a rate of $250/hour. The Company is responsible for payment, and you should bill them directly. We will provide you with a contact name and address for invoicing under separate cover.

EXHIBIT
478

PENGAD-Bayonne, N. J.
GOVERNMENT EXHIBIT
P3202

LATHAM&WATKINS LLP

I trust this letter accurately sets forth our understanding concerning the terms of this consulting arrangement, effective as of the date of this letter. If so, please sign and date the enclosed copy and return it to me.

Very truly yours,

Karen E. Silverman
of LATHAM & WATKINS LLP

* * * * *

Agreed and Acknowledged this
27th day of February, 2004

Ken Harris

Ken Harris