


# EXHIBIT 2



**Subject:** RE: Oracle v. SAP: Motion for Stay and Approval of Security   
**From:** Jane L Froyd  
Extension: 33937 05/16/2011 11:49 AM  
**To:** Alinder, Zachary J.  
**Cc:** "Gregory Castanias", "Howard, Geoff", "Jacqueline K. S. Lee", "Chin, Lisa", "Rachel L. Rawson", "Brundage, Robert A.", "Greg Lanier"

Zac,

Attached you will find the bond form that Defendants intend to file this week, which Defendants believe complies with all applicable rules and the Court's order. Please let us know whether Oracle will stipulate to this form. If so, we will send you a draft stipulated motion for your approval. If not, please explain why.

Regards,

Jane



**Jane L. Froyd**

1755 Embarcadero Road • Palo Alto, CA 94303  
**DIRECT** 650.739.3937 • **FAX** 650.739.3900 • **E-MAIL** jfroyd@jonesday.com



Bond.pdf

"Alinder, Zachary J." [Hi Jane, In follow-up to the email below, we c...](#) 05/11/2011 12:16:12 PM

**From:** "Alinder, Zachary J." <zachary.alinder@bingham.com>  
**To:** "Jane L Froyd" <jfroyd@JonesDay.com>  
**Cc:** "Howard, Geoff" <geoff.howard@bingham.com>, "Jacqueline K. S. Lee" <jkslee@JonesDay.com>, "Chin, Lisa" <lisa.chin@bingham.com>, "Rachel L. Rawson" <rllawson@JonesDay.com>, "Brundage, Robert A." <robert.brundage@bingham.com>, "Greg Lanier" <tglanier@JonesDay.com>, "Gregory Castanias" <gcastanias@JonesDay.com>  
**Date:** 05/11/2011 12:16 PM  
**Subject:** RE: Oracle v. SAP: Motion for Stay and Approval of Security

Hi Jane,

In follow-up to the email below, we continue to think that the Parties should meet and confer on the bond pro forma and the bond issuer(s). Our hope is that the Parties will be able to stipulate that the bond secured by SAP complies with the Court's order and provides adequate security under Rule 62 and Local Rule 65.1. Please let us know if you are open to that dialogue.

Best regards,

Zac

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**From:** Alinder, Zachary J.  
**Sent:** Friday, April 29, 2011 12:59 PM  
**To:** 'Jane L Froyd'  
**Cc:** Howard, Geoff; 'Jacqueline K. S. Lee'; Chin, Lisa; 'Rachel L. Rawson'; Brundage, Robert A.; Greg Lanier; Gregory Castanias  
**Subject:** RE: Oracle v. SAP: Motion for Stay and Approval of Security

Jane,

The Court's order appears to have mooted our attempted stipulation, so I will not provide comments back today as expected. We still think that it would make sense for SAP to provide the pro forma of the bond and information about the bond issuer(s) to us sufficiently in advance of bringing the motion to approve the bond, so that we can provide comments and hopefully agree in advance that provides adequate security under Rule 62 and Local Rule 65.1.

Best regards,  
Zac

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**From:** Jane L Froyd [mailto:jfroyd@JonesDay.com]  
**Sent:** Thursday, April 28, 2011 3:21 PM  
**To:** Alinder, Zachary J.  
**Cc:** Howard, Geoff; 'Jacqueline K. S. Lee'; Chin, Lisa; 'Rachel L. Rawson'; Brundage, Robert A.; Greg Lanier; Gregory Castanias  
**Subject:** Re: Oracle v. SAP: Motion for Stay and Approval of Security

Zac,

Defendants agree to file a stipulation regarding the form of security to stay execution of judgment and attach a draft stipulation. It includes a provision accounting for an increase in the bond amount should the appeal process exceed three years. At this time, Defendants are still finalizing bond arrangements and cannot yet provide a pro forma or the name(s) of the issuer(s). Please note, however, that all of the issuers that Defendants are considering are rated A- or higher (as rated by A.M. Best <http://www3.ambest.com/ratings/default.asp>). Defendants will provide the bond form (which will include the issuer(s)' names) by the agreed May 25 deadline for Defendants to file the motion asking the Court to approve the particular bond.

Please let us know if you have any questions and whether Oracle agrees to Defendants' proposed stipulation.

Regards,

Jane



**Jane L. Froyd**

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From: "Alinder, Zachary J." <zachary.alinder@bingham.com>  
m:

To: ""Jane Froyd"" <jfroyd@JonesDay.com>

Cc: ""Jacqueline K. S. Lee"" <jkslee@JonesDay.com>, "Greg Lanier" <tglanier@JonesDay.com>, ""Rachel L. Rawson"" <rlrawson@JonesDay.com>, "Howard, Geoff" <geoff.howard@bingham.com>, "Chin, Lisa" <lisa.chin@bingham.com>, "Brundage, Robert A." <robert.brundage@bingham.com>

Date: 04/27/2011 05:17 PM

e:

Subject: Oracle v. SAP: Motion for Stay and Approval of Security

bjc  
ct:

Jane,

In its Reply papers, SAP appears to agree that it should post a secured bond in the full agreed amount and to increase the bond amount should any appeal last longer than three years. Given this position, Oracle believes that the Parties may be able to reach agreement on the form of security. The only "reporting" that we would request is (1) that we be provided a pro forma of the bond and information about the bond issuer(s) so that we can confirm that they provide adequate security, and (2) that, in the event the appeal goes beyond three years, we be provided quarterly with confirmation that the bond has been increased to cover accrued interest. In addition, Oracle will agree to SAP's request for 21 days from the date of the May 4th hearing to secure the bond. Assuming this is acceptable, we ask that you send us a draft stipulation reflecting these terms and requesting Judge Hamilton approve them and take the hearing off-calendar. If you'd like to meet and confer on this, we can be available later this week to do so.

Best regards,  
Zac

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