

EXHIBIT 3



Subject: RE: Edits to Defendants' Supersedeas Bond 

From: Jane L Froyd
Extension: 33937

05/20/2011 10:21 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,

The bond form Defendants provided is straight forward and more than adequately secures Oracle in the judgment. We plan to file it later today with the Court. Should Oracle change its mind and wish to stipulate to Defendants' bond form, please let us know by noon today.

Regards,

Jane



Jane L. Froyd

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"Alinder, Zachary J."

Jane, We disagree. The changes that Oracle...

05/19/2011 06:51:16 PM

From: "Alinder, Zachary J." <zachary.alinder@bingham.com>
To: "Jane L Froyd" <jfroyd@JonesDay.com>
Cc: "Gregory Castanias" <gcastanias@JonesDay.com>, "Howard, Geoff" <geoff.howard@bingham.com>, "Jacqueline K. S. Lee" <jkslee@JonesDay.com>, "Chin, Lisa" <lisa.chin@bingham.com>, "Rachel L. Rawson" <rrawson@JonesDay.com>, "Brundage, Robert A." <robert.brundage@bingham.com>, "Greg Lanier" <tglanier@JonesDay.com>
Date: 05/19/2011 06:51 PM
Subject: RE: Edits to Defendants' Supersedeas Bond

Jane,

We disagree. The changes that Oracle proposed (a) correct errors in the original bond language, (b) clarify language that would create a risk of confusion, and (c) add standard bond language that increases security and efficiency for the Parties and the Court. They are substantive and important. We are disappointed that SAP will not consider Oracle's few proposed revisions, and will provide those to the Court for it to consider instead of SAP's proposed bond.

Best regards,

Zac

From: Jane L Froyd [<mailto:jfroyd@JonesDay.com>]

Sent: Thursday, May 19, 2011 12:10 PM

To: Alinder, Zachary J.

Cc: 'Gregory Castanias'; Howard, Geoff; 'Jacqueline K. S. Lee'; Chin, Lisa; 'Rachel L. Rawson'; Brundage, Robert A.; 'Greg Lanier'

Subject: Re: Edits to Defendants' Supersedeas Bond

Zac,

Thank you for providing Oracle's comments. We note however, that these comments are neither substantive in nature nor aimed at making Oracle more secure in its judgment. For example, the fact that

the bond form lists all three plaintiffs rather than simply OIC is irrelevant as to whether the bond adequately secures Oracle. This is also true of your second and third comments. Regarding the additional paragraph that you added, all of the sureties are qualified under Rule 65.1, if they were not Oracle could separately object. And as for the Court's ability to award judgment, this is something that she already possesses and it does not need to be specifically added to the bond form.

Given the non-substantive nature of Oracle's comments, and the fact that 10 separate surety companies would have to sign-off on any changes made to the bond form (impractical given the timing), Defendants still plan to file the current bond form with the Court tomorrow. If Oracle is willing to stipulate to this bond form, we will submit a stipulated motion for approval of the bond, and have attached a draft motion for your review. If not, please provide us with the specific substantive reasons why Oracle does not believe that the bond form adequately secures the judgment in this case or otherwise does not comply with the Court's Order and applicable rules.

Regards,

Jane



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Fr om "Alinder, Zachary J." <zachary.alinder@bingham.com>
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To ""Jane L Froyd"" <jfroyd@JonesDay.com>
:
Cc ""Gregory Castanias"" <gcastanias@JonesDay.com>, "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>
Da 05/18/2011 11:33 PM
te:

Su Edits to Defendants' Supersedeas Bond
bje
ct:

Jane,

Attached are redline and clean versions of SAP's proposed bond format with minor proposed revisions from Oracle.

For ease of review, the revisions are as follows:

(1) In the initial paragraph, we've removed Oracle USA and Siebel Systems, and added OIC's successors and assignees. Oracle USA and Siebel Systems did not receive the \$1.3. billion judgment -- only OIC did and only OIC can execute on that judgment.

(2) The first "NOW, THEREFORE," paragraph was unclear and was missing at least one word in the final sentence after "said". We attempted to add the missing language and to make the paragraph clear. We did not alter the paragraph substantively.

(3) We added FRCP 65.1 to the lead-in to Paragraph 6 because it is also applicable and also provides that the surety shall submit to jurisdiction of the district court. We also changed "as surety" to "each Surety" since the former language was unclear.

(4) We added a new paragraph at the end to provide two additional points -- (a) we've added language that the Surety meets the qualifications of Civil Local Rule 65.1 (describing the qualifications of sureties), which I assume you agree that they must meet, and (b) we've added the ability for the Court to order judgment and award execution on the surety's obligation, in the event that the surety either defaults or refuses to obey a court order regarding payment. This language is not only standard, but also, the fact that there are numerous sureties involved, each with its own financial outlook, makes this minor addition even more important than for a typical bond.

We expect that these minor revisions will meet with your approval. If you disagree with any of them, we are available to meet and confer. Oracle hopes that the Parties will be able to present a stipulated motion for approval of the bond to the Court.

Best regards,
Zac

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