

EXHIBIT Q

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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ORACLE CORPORATION, a)
Delaware corporation, ORACLE)
USA, INC., a Colorado)
corporation, and ORACLE)
INTERNATIONAL CORPORATION, a)
California corporation,)
)
Plaintiffs,)
vs.) No. 07-CV-1658 (PJH)
)
SAP AG, a German corporation,)
SAP AMERICA, INC., a Delaware)
corporation, TOMORROWNOW,)
INC., a Texas corporation, and)
DOES 1-50, inclusive,)
)
Defendants.)
_____)

DEPOSITION OF

ARLEN R. SHENKMAN

WEDNESDAY, JUNE 4, 2008

VOLUME 1; PAGES 1 - 320

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REPORTED BY: HOLLY THUMAN, CSR No. 6834, RMR, CRR

(1-409543)

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| 09:38:38 | 09:40:50 | | |
| 09:38:39 | 09:40:55 | | |
| 09:38:42 | 09:40:57 | | |
| 09:38:44 | 09:40:59 | | |
| 09:38:45 | 09:41:02 | | |
| 09:38:49 | 09:41:05 | | |
| 09:38:50 | 09:41:06 | | |
| 09:38:51 | 09:41:08 | | |
| 09:38:52 | 09:41:09 | | |
| 09:38:56 | 09:41:11 | | |
| 09:38:57 | 09:41:13 | | |
| 09:38:58 | 09:41:16 | | |
| 09:39:00 | 09:41:21 | | |
| 09:39:02 | 09:41:22 | | |
| 09:39:07 | 09:41:25 | | |
| 09:39:09 | 09:41:26 | 16 | Q. Well, it says -- Mr. Agassi says, the idea |
| 09:39:13 | 09:41:29 | 17 | is to take away the maintenance revenue stream away |
| 09:39:15 | 09:41:32 | 18 | from Oracle, period. |
| 09:39:21 | 09:41:34 | 19 | That's a true statement, isn't it? |
| 09:39:24 | 09:41:35 | 20 | A. That's correct. |
| 09:39:26 | 09:41:37 | 21 | Q. And that was the driver, wasn't it? |
| 09:39:28 | 09:41:40 | 22 | MR. McDONELL: Vague and ambiguous. |
| 09:39:29 | 09:41:40 | 23 | THE WITNESS: It was a driver. |
| 09:39:31 | 09:41:41 | | |
| 09:39:38 | 09:41:42 | | |
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| 09:39:42 | 09:41:43 | | |
| 09:39:45 | 09:41:45 | | |
| 09:39:51 | 09:41:48 | | |
| 09:39:55 | 09:41:49 | | |
| 09:39:57 | 09:41:52 | | |
| 09:39:58 | 09:41:52 | | |
| 09:40:00 | 09:41:52 | | |
| 09:40:04 | 09:42:00 | 8 | MR. PICKETT: Q. You were also directed to |
| 09:40:07 | 09:42:01 | 9 | look at alternative -- or Mr. Mackey was directed to |
| 09:40:08 | 09:42:03 | 10 | look at alternative possibilities. Correct? |
| 09:40:11 | 09:42:06 | 11 | A. Yes. |
| 09:40:17 | 09:42:06 | | |
| 09:40:20 | 09:42:09 | | |
| 09:40:23 | 09:42:15 | | |
| 09:40:24 | 09:42:20 | | |
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| 09:40:36 | 09:42:40 | | |
| 09:40:39 | 09:42:44 | | |
| 09:40:43 | 09:42:45 | | |

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| 09:42:46 | | 09:44:52 | |
| 09:42:46 | | 09:44:59 | |
| 09:42:50 | | 09:45:01 | |
| 09:42:52 | | 09:45:03 | |
| 09:42:53 | | 09:45:11 | |
| 09:42:54 | 6 | 09:45:12 | |
| 09:42:55 | 7 | 09:45:21 | |
| 09:42:57 | 8 | 09:45:24 | |
| 09:42:57 | 9 | 09:45:24 | |
| 09:43:01 | 10 | 09:45:33 | |
| 09:43:03 | 11 | 09:45:34 | |
| 09:43:06 | 12 | 09:45:36 | |
| 09:43:08 | 13 | 09:45:39 | |
| 09:43:11 | 14 | 09:45:43 | |
| 09:43:13 | 15 | 09:45:45 | |
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| 09:43:20 | 17 | 09:45:52 | |
| 09:43:24 | 18 | 09:45:53 | |
| 09:43:25 | 19 | 09:46:03 | |
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| 09:43:30 | | 09:46:20 | |
| 09:43:32 | | 09:46:21 | |
| 09:43:34 | | 09:46:25 | |
| 09:43:35 | | 09:46:30 | |
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| 09:44:08 | | 09:46:35 | 2 |
| 09:44:10 | | 09:46:41 | 3 |
| 09:44:12 | | 09:46:43 | 4 |
| 09:44:13 | | 09:46:46 | 5 |
| 09:44:15 | | 09:46:49 | 6 |
| 09:44:18 | | 09:46:50 | 7 |
| 09:44:19 | | 09:46:54 | 8 |
| 09:44:21 | | 09:46:55 | |
| 09:44:22 | | 09:46:57 | |
| 09:44:22 | | 09:47:03 | |
| 09:44:23 | | 09:47:08 | 12 |
| 09:44:27 | | 09:47:11 | 13 |
| 09:44:30 | | 09:47:13 | 14 |
| 09:44:33 | | 09:47:15 | 15 |
| 09:44:35 | | 09:47:20 | 16 |
| 09:44:36 | | 09:47:23 | 17 |
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| 09:44:38 | | 09:47:28 | 19 |
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| 09:47:57 | | 09:49:46 | |
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| 09:47:59 | | 09:49:54 | |
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| 09:48:04 | | 09:49:59 | |
| 09:48:05 | | 09:50:01 | |
| 09:48:08 | | 09:50:05 | |
| 09:48:09 | | 09:50:08 | |
| 09:48:13 | | 09:50:09 | |
| 09:48:14 | | 09:50:11 | |
| 09:48:16 | | 09:50:12 | |
| 09:48:18 | | 09:50:14 | |
| 09:48:20 | | 09:50:31 | 16 |
| 09:48:20 | | 09:50:36 | 17 |
| 09:48:24 | | 09:50:38 | 18 |
| 09:48:27 | | 09:50:41 | 19 |
| 09:48:32 | | 09:50:42 | 20 |
| 09:48:35 | | 09:50:43 | 21 |
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| 09:48:42 | | 09:50:52 | 25 |
| | | | Now, by December 17th, you had researched the question of potential alternatives to TomorrowNow for purposes of acquisition. Is that right? |
| | | | A. Yes. |
| | | | Q. And your research showed you that there was no meaningful North American competitor to TomorrowNow. Correct? |
| | | | A. Sounds like something that would have been written, that I may have written it. |
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| 09:48:48 | | 09:50:57 | 1 |
| 09:48:50 | | 09:50:59 | 2 |
| 09:48:52 | | 09:51:02 | |
| 09:48:57 | | 09:51:10 | |
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| 09:49:05 | | 09:51:19 | |
| 09:49:07 | | 09:51:20 | 8 |
| 09:49:09 | | 09:51:26 | 9 |
| 09:49:11 | | 09:51:29 | 10 |
| 09:49:14 | | 09:51:47 | |
| 09:49:16 | | 09:51:50 | |
| 09:49:17 | | 09:51:54 | |
| 09:49:19 | | 09:51:58 | |
| 09:49:21 | | 09:52:00 | |
| 09:49:23 | | 09:52:02 | |
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| 09:49:38 | | 09:52:35 | |
| 09:49:39 | | 09:52:37 | |
| 09:49:40 | | 09:52:55 | |
| | | | Q. Is it true or is it not true? |
| | | | A. At the time, that would have been true. |
| | | | Q. So is it fair to say that by December 17, you had a single target in mind for acquisition? |
| | | | A. Yes. |

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| 12:06:43 | | 12:08:51 | |
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| 12:06:57 | | 12:09:00 | |
| 12:07:01 | | 12:09:02 | |
| 12:07:02 | | 12:09:07 | |
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| 12:07:12 | | 12:09:14 | |
| 12:07:12 | | 12:09:36 | |
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| 12:07:48 | | 12:10:14 | |
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| 12:07:53 | | 12:10:19 | |
| 12:07:54 | | 12:10:22 | |
| 12:07:55 | 5 MR. PICKETT: Q. Well, what was SAP's | 12:10:24 | |
| 12:07:56 | 6 intent? | 12:10:25 | |
| 12:07:57 | 7 A. As I said, I mean, the primary driver was | 12:10:27 | |
| 12:08:00 | 8 to either tell customers they could get support and | 12:10:30 | |
| 12:08:03 | 9 then to transition to SAP. | 12:10:34 | |
| 12:08:05 | | 12:10:39 | |
| 12:08:07 | | 12:10:41 | |
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| 12:08:11 | | 12:10:45 | |
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| 12:08:36 | | 12:11:02 | |
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| 13:29:53 | | 13:31:52 |
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| 13:29:58 | | 13:31:54 |
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| 13:30:27 | | 13:32:42 |
| 13:30:28 | | 13:32:51 |
| 13:30:31 | | 13:32:56 |
| 13:30:32 | 13 Q. Was that a significant factor in the | 13:32:58 |
| 13:30:34 | 14 decision to acquire TomorrowNow? | 13:33:24 |
| 13:30:36 | 15 MR. McDONELL: Vague and ambiguous, lack of | 13:33:26 |
| 13:30:37 | 16 foundation. | 13:33:27 |
| 13:30:39 | 17 THE WITNESS: Yes. The PR was an important | 13:33:27 |
| 13:30:40 | 18 factor. | 13:33:28 |
| 13:30:51 | | 13:33:34 |
| 13:30:52 | | 13:33:37 |
| 13:30:55 | | 13:33:39 |
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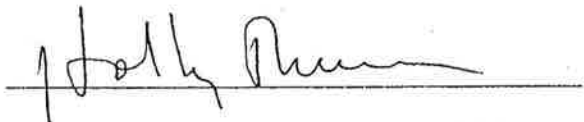
CERTIFICATE OF REPORTER

I, HOLLY THUMAN, a Certified Shorthand Reporter, hereby certify that the witness in the foregoing deposition was by me duly sworn to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause; that said deposition was taken down in shorthand by me, a disinterested person, at the time and place therein stated, and that the testimony of the said witness was thereafter reduced to typewriting, by computer, under my direction and supervision;

That before completion of the deposition, review of the transcript was [] was not requested. If requested, any changes made by the deponent (and provided to the reporter) during the period allowed are appended hereto.

I further certify that I am not of counsel or attorney for either or any of the parties to the said deposition, nor in any way interested in the event of this cause, and that I am not related to any of the parties thereto.

DATED June 9, 2008.



HOLLY THUMAN, CSR No. 6834