

EXHIBIT R

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ORACLE CORPORATION,)
A DELAWARE CORPORATION,)
ORACLE USA, INC., A COLORADO)
CORPORATION, AND ORACLE)
INTERNATIONAL CORPORATION, A)
CALIFORNIA CORPORATION,)
Plaintiffs,)

vs.)

CASE NO. 07-CV-01658 (MJJ)

SAP AG, A GERMAN CORPORATION,)
SAP AMERICA, INC., A DELAWARE)
CORPORATION, TOMORROWNOW,)
INC., A TEXAS CORPORATION, AND)
DOES 1-50, INCLUSIVE,)
Defendants.)

"HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY"
ORAL VIDEOTAPED DEPOSITION OF
JEFFREY WORD
December 11, 2008

ORAL VIDEOTAPED DEPOSITION OF JEFFREY WORD, produced as a witness at the instance of the Plaintiffs and duly sworn, was taken in the above-styled and numbered cause on Thursday, December 11, 2008, from 9:08 a.m. to 5:38 p.m., before JAMES M. PLAIR, Certified Shorthand Reporter in and for the State of Texas, reported by computerized stenotype machine at the offices of JONES DAY, 717 Texas, Suite 3300, Houston, Texas 77002-2712, pursuant to the Federal Rules of Civil Procedure and the provisions stated on the record or attached hereto.

Job No. 1603-89472

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10:22	10:25
10:22 5 6 Q. (BY MR. ALINDER) Okay. In this initial 7 acquisition period, say, December 2004, were any other 8 companies evaluated with regard to third-party support 9 other than TomorrowNow?	10:25
10:22 10 MR. COWAN: Objection. Form.	10:25
11 A. Not that I'm aware of.	10:25
12 Q. (BY MR. ALINDER) Were you aware of any other 13 companies providing third-party support for PeopleSoft or 14 JD Edward products?	10:25
10:23 14 A. At the time, no, I wasn't.	10:25
10:23	10:26
10:23	10:26

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04:27	14 Q. And your reference again to kicking Mr. Ellison 15 "in the nuts," was that with respect to the Safe Passage 16 program's effect on Oracle, I assume? 17 A. I believe that had to do with the effect that 18 the Safe Passage announcement had had in the press, yes.
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8 Q. You thought the impact that you were seeing in 9 the press was positive and maximized the opportunity? 10 A. Yes, I believe so. 11 Q. It also discusses: "Looking forward to pushing 12 the knife in a little deeper over the next few weeks." 13 What did you mean by that? 14 A. Again, that was one of my more colorful and 15 crass terms used to express that I think that we had 16 gotten a good win in the public relations from the launch 17 of Safe Passage and that I hope we continue to have 18 success with it. 19 Q. And that success vis-a-vis Oracle? 20 A. Insofar as the Safe Passage program did target 21 former PeopleSoft and JD Edwards customers. ves.	04:32 04:33 04:33
04:29	04:33

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STATE OF TEXAS
COUNTY OF HARRIS

I, JAMES M. PLAIR, a Certified Shorthand Reporter in and for the State of Texas, do hereby certify that this deposition transcript is a true record of the testimony given by the witness named herein, after said witness was duly sworn by me. The witness was requested to review the deposition.

I further certify that I am neither attorney nor counsel for, nor related to or employed by, any of the parties to the action in which this deposition is taken; and, further, that I am not a relative or employee of any attorney or counsel employed by the parties hereto or financially interested in the action.

I further certify that the amount of Lime used by each counsel at the time of the deposition is as follows:


Mr. Zachary J. Alinder -(06:39:32)

Attorney for PLAINTIFFS

Mr. Scott W. Cowan -(00:00:00)

Attorney for DEFENDANTS

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18 day of December, A.D., 2008.



JAMES M. PLAIR, CSR, RPR
Texas CSR 4409
Expiration: 12/31/2009
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