

EXHIBIT 54

WERNER BRANDT - HIGHLY CONFIDENTIAL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ORACLE CORPORATION, a Delaware)
Corporation, ORACLE USA, INC.,) Case No.
a Colorado corporation, and) 07-CV-01658 PJH (EDL)
ORACLE INTERNATIONAL)
CORPORATION, a California)
corporation,)

Plaintiffs,)

vs.)

SAP AG, a German corporation,)
SAP AMERICA, INC., a Delaware)
corporation, TOMORROWNOW,)
INC., a Texas corporation,)
and DOES 1-50, inclusive,)

Defendants.)

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Thursday, November 13, 2008
8:39 a.m.
(Volume 2)

Continued Highly Confidential
Videotaped Deposition of WERNER
BRANDT, held at the offices of Bingham
McCutchen, LLP, 399 Park Avenue, New
York, New York 10022, pursuant to
Notice, before Otis Davis, a Notary
Public of the State of New York.

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12 Q. After Oracle filed the lawsuit,
13 there was also an effort by SAP to sever
14 Gerd Oswald and Thomas Ziemen from any role
15 in connection with TomorrowNow, correct?

16 A. That's correct.
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21 Q. Okay, thank you. Just trying
22 to nail it down.

23 At the point that Mr. Oswald
24 and Mr. Ziemen were removed from connection
25 to TomorrowNow, it was not because of any

1 WERNER BRANDT - HIGHLY CONFIDENTIAL
2 unhappiness with their compliance efforts?

3 MR. LANIER: Same instruction.
4 Go ahead.

5 A. That's correct.

6 Q. So why were they removed?

7 MR. LANIER: Same instruction.
8 Go ahead.

9 A. I can only repeat my answer.
10 There was a pending issue of noncompliance,
11 an allegation of noncompliance, and because
12 I'm responsible for compliance at SAP, that
13 task was assigned to me.

14 Q. Now I understand.
15 And thereafter, there was an
16 investigation whether there was or wasn't
17 noncompliance?

18 MR. LANIER: You may answer
19 that yes or no.

20 A. Yes.

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19 Q. Was there any disciplinary
20 action ever taken against Mr. Oswald or
21 Mr. Ziemen as a result of this
22 investigation into noncompliance?

23 MR. LANIER: Mr. Brandt, you
24 can answer that yes or no.

25 A. No.

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2 Q. Was there any disciplinary
3 action taken against anybody from SAP AG in
4 connection with the allegations contained
5 in Oracle's Complaint?

6 MR. LANIER: Same instruction.

7 A. No.

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Q. Prior to Oracle's filing of the lawsuit, had any TomorrowNow employee been disciplined for comparable actions?

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A. I can't say. I don't know.

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Q. Are you aware of any?

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A. No.

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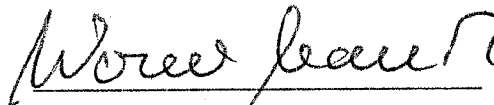
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12 THE VIDEOGRAPHER: This
13 concludes the videotaped deposition,
14 it's 4:35, and this marks the end of
15 tape number 8.

16 (Time noted: 4:35 p.m.)
17

18 
19

20 WERNER BRANDT
21

22 Subscribed and sworn to before me
23 this ____ day of _____ 2008.
24
25 _____

Corrections to the Transcript of the Deposition of

Werner Brandt

Taken on November 13, 2008

Volume 2, pages 224 - 437

Page	Line(s)	Reads	Should Read
238	6	gross	growth
244	22	on on	on
254	7	board	executive board
259	20	board	executive board
261	18	board	executive board
264	7	board	executive board
272	12	board	executive board
281	6	board	executive board
282	7 and 16, 20	board	executive board
291	4 and 5	board	executive board
291	14	processors	processes
301	19	employee	employees
315	17 - 20	, that employees...	delete sentence after ", that employees...
332	20	a board	an executive board
335	18	board	executive board
345	4	board	executive board
349	24	board	executive board
350	2	board	executive board
351	5 and 12	board	executive board
357	15	board	executive board
358	6	meetings meetings	meetings
361	25	board	executive board
362	6	board	executive board

Werner Brandt

Witness Signature

12/12/2008

Date

Corrections to the Transcript of the Deposition of

Werner Brandt

Taken on November 13, 2008

Volume 2, pages 224 - 437

Page	Line(s)	Reads	Should Read
375	12	board	executive board
378	15	extreme	stream
385	10	are my Mark	are Mark's
387	6	board	executive board
396	16	MR. BRANDT	MR. LANIER
397	21	board	executive board
424	20	wine down	wind down

Werner Brandt

Witness Signature

12/12/2008

Date