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Attorneys for Plaintiffs

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 15 Europe Ltd.

16 UNITED STATES DISTRICT COURT
 17 NORTHERN DISTRICT OF CALIFORNIA
 18 SAN FRANCISCO DIVISION
 19

20 ORACLE USA, INC., a Colorado corporation,
 ORACLE INTERNATIONAL CORPORATION,
 21 a California corporation, ORACLE SYSTEMS
 CORPORATION, a Delaware corporation,
 22 ORACLE EMEA LIMITED, an Irish private
 limited company, and J.D. EDWARDS EUROPE
 23 LIMITED, an Irish private limited company,

24 Plaintiffs,

v.

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

28 Defendants.

CASE NO. 07-CV-01658 PJH (EDL)

**DECLARATION OF CHAD RUSSELL
 IN SUPPORT OF ORACLE'S
 OPPOSITION TO DEFENDANTS'
 FRCP 12(B)(1) AND 12(B)(6) MOTION
 TO DISMISS**

Case No. 07-CV-01658 PJH (EDL)

DECLARATION OF CHAD RUSSELL IN SUPPORT OF ORACLE'S OPPOSITION TO MOTION TO DISMISS

1 I, Chad Russell, declare:

2 1. I am member of the State Bar of California and an associate at Bingham
3 McCutchen LLP, counsel of record for Plaintiffs in this action. I have personal knowledge of the
4 matters stated in this Declaration by virtue of my representation of Plaintiffs in this action. If
5 called and sworn as a witness, I could and would competently testify as to such matters.

6 2. Attached as Exhibit A are true and correct copies of documents Bates-labeled
7 ORCL00043749 thru 3752, entitled "Certificate of Ownership and Merger Merging PeopleSoft,
8 Inc., a Delaware Corporation, into Oracle Corporation, a Delaware Corporation."

9 3. Attached as Exhibit B are true and correct copies of documents Bates-labeled
10 ORCL00182510 thru 2513, entitled "Certificate of Ownership and Merger Merging J.D.
11 Edwards World Source Company, a Colorado Corporation, into Oracle Corporation, a Delaware
12 Corporation."

13 4. Attached as Exhibit C are true and correct copies of documents Bates-labeled
14 ORCL00182514 thru 2517, entitled "Certificate of Ownership and Merger Merging J.D.
15 Edwards YOUcentric Company, a Delaware Corporation, into Oracle Corporation, a Delaware
16 Corporation."

17 5. Attached as Exhibit D are true and correct copies of excerpts from the transcript
18 of the deposition of Mark Kreutz, taken on October 30, 2007.

19 6. Attached as Exhibit E are true and correct copies of excerpts from the transcript of
20 the deposition of Shelley Nelson, taken on December 6, 2007.

21 7. Attached as Exhibit F are true and correct copies of excerpts from the transcript of
22 the deposition of Bill Thomas, taken on October 29, 2007.

23 8. Attached as Exhibit G are true and correct copies of excerpts from the transcript
24 of the deposition of John Baugh, taken on February 6-7, 2008.

25 9. Attached as Exhibit H are true and correct copies of excerpts from the transcript
26 of the deposition of Roderic Russell, taken on June 25, 2008.

27 10. Attached as Exhibit I are true and correct copies of excerpts from the transcript of
28 the deposition of Catherine Hyde, taken on April 1, 2008.

1 11. Attached as Exhibit J are true and correct copies of excerpts from the transcript of
2 the deposition of Henning Kagermann, taken on September 25-26, 2008.

3 12. Attached as Exhibit K is a true and correct copy of an email and attachment
4 entitled "Business Case," Bates-labeled SAP-OR0091829 thru 1838, and previously marked by
5 Plaintiffs as deposition Exhibit 427. This exhibit includes three pages attached at the end, and
6 included in the deposition copy, created by Plaintiffs to reflect hard-to-read text in pages SAP-
7 OR00091836, 837, and 838.

8 13. Attached as Exhibit L is a true and correct copy of an email and attachment
9 entitled "Business Case TomorrowNow," Bates-labeled SAP-OR00157405-7424, and previously
10 marked by Plaintiffs as deposition Exhibit 431.

11 14. Attached as Exhibit M are true and correct copies of excerpts from the transcript
12 of the deposition of Thomas Ziemer, taken on October 1, 2008.

13 15. Attached as Exhibit N is a true and correct copy of a document entitled
14 "TomorrowNow Global Leadership Meeting," Bates-labeled SAP-OR00007470 thru 7537, and
15 previously marked by Plaintiffs as deposition Exhibit 473.

16 16. Attached as Exhibit O is a true and correct copy of a document that includes an
17 attachment entitled "Apollo Competitive Program Update," beginning at the page Bates-labeled
18 SAP-OR00139919. The entire exhibit is Bates-labeled SAP-OR00139918 thru 9969, and was
19 previously marked by Plaintiffs as deposition Exhibit 418. It includes one page translated from
20 German to English, as noted in the translator's certificate at the third page of the exhibit.

21 17. Attached as Exhibit P are true and correct copies of excerpts from the transcript of
22 the deposition of Leo Apotheker, taken on October 2, 2008.

23 18. Attached as Exhibit Q is a true and correct copy of a document entitled "Oracle
24 Competitive Update," Bates-labeled SAP-OR00018638 thru 8666, and previously marked by
25 Plaintiffs as deposition Exhibit 421.

26 19. Attached as Exhibit R are true and correct copies of excerpts from the transcript
27 of the deposition of Arlen Shenkman, taken on June 4, 2008.

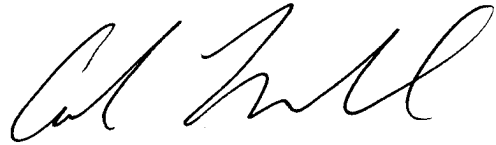
28 20. Attached as Exhibit S is a true and correct copy of a document entitled "RE:

1 Peoplesoft 1-2-3,” Bates-labeled SAP-OR00091723 thru 91728, and previously marked by
2 Plaintiffs as deposition Exhibit 210.

3 21. Attached as Exhibit T is a true and correct copy of two printouts from the “SAS”
4 database, produced by Defendants in this matter. The first page shows a view from the
5 “OneWorld” portion of the database called “Engagements by Region,” and the engagement list
6 for EMEA has been expanded by clicking on it. The second page shows the same for the
7 “World” portion of the database.

8 I declare under penalty of perjury under the laws of the United States of America
9 that the foregoing is true and correct.

10 Executed on October 29, 2008 in San Francisco, California.

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Chad Russell

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