

EXHIBIT B
[REDACTED]

CHARLES PHILLIPS April 17, 2009
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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.)	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.)	
)	

VIDEOTAPED DEPOSITION OF
CHARLES PHILLIPS

FRIDAY, APRIL 17, 2009

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REPORTED BY: HOLLY THUMAN, CSR No. 6834, RMR, CRR
(1-418649)

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10:28:02 11 competitive language is normal.

10:28:05 12 MR. LANIER: Q. The next story is titled,
10:28:09 13 "Why Oracle Loves a Fight." It's down toward the
10:28:12 14 bottom of the first page. And the -- I'm not sure
10:28:16 15 of the journalistic term, maybe the tagline, I don't
10:28:19 16 know, says:

10:28:20 17 In the middle of the battle with rival
10:28:22 18 SAP for retail-software specialist Retek,
10:28:25 19 President Charles Phillips admits, quote, "we
10:28:29 20 always need an enemy," close quote.

10:28:31 21 Do you see that?

10:28:32 22 A. Yes.

10:28:32 23 Q. Did you say that, "we always need an
10:28:34 24 enemy"?

10:28:34 25 A. Probably did.

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10:28:35 1 Q. Did you say it in reference to SAP?

10:28:37 2 A. I said it -- I'm assuming it was a
10:28:42 3 reference to SAP.

10:28:43 4 Q. Why does Oracle always need an enemy?

10:28:50 5 A. It was a reference to, having a focused
10:29:01 6 competitor gets the competitive juices flowing.

10:29:06 7 Q. On the second page of this same exhibit, so
10:29:09 8 it's page -113, about 40 percent down the page,
10:29:15 9 there's a question and answer.

10:29:17 10 "Question: SAP certainly -- has
10:29:21 11 certainly become enemy number one for Oracle.

10:29:23 12 "Answer: Yeah, well, we always need an
10:29:25 13 enemy."

10:29:26 14 Do you see that?

10:29:28 15 A. Yeah.

10:29:29 16 Q. Do you recall that specific dialogue?

10:29:34 17 A. Well, now that I see it here. I mean, I
10:29:36 18 wouldn't have 2 minutes ago, but yes.

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11:27:07 3 MR. LANIER: Q. So Mr. Phillips, this
11:27:08 4 email says it's from Charles Phillips to Charles
11:27:14 5 Phillips, and it's dated April 25, 2006.

11:27:18 6 I'm going to ask you about the first
11:27:19 7 paragraph. Look at as much of this as you want to.
11:27:22 8 My first question is going to be, do you remember
11:27:24 9 it; and the second question is going to be, why did
11:27:26 10 you write it to yourself, if you remember?

11:27:28 11 A. I do remember it. This is a broad
11:27:33 12 organizational announcement, and was sent out on my
11:27:37 13 behalf to a distribution list, and I'm on the
11:27:40 14 distribution list.

11:27:41 15 Q. Okay. Do you recall the distribution list?

11:27:46 16 A. I don't, yeah, remember exactly. Probably
11:27:49 17 the Global Sales.

11:27:52 18 Q. Okay. The first -- so your assistant or
11:27:56 19 somebody sent this for you, so that's why it's from
11:27:59 20 you; and you got it because whatever the
11:28:01 21 distribution list was, you're a member of that list.
11:28:04 22 Is that correct?

11:28:05 23 A. Right.

11:28:06 24 Q. The first paragraph says: "Oracle Apps" --
11:28:09 25 actually, let me back up.

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11:28:11 1 Do you recall writing the substance of this
11:28:13 2 email?
11:28:22 3 A. Yes.
11:28:23 4 Q. First paragraph says: "Oracle Apps
11:28:26 5 Development has committed to new versions of all of
11:28:29 6 our existing applications on an ongoing basis well
11:28:32 7 beyond Fusion."
11:28:34 8 Do you see that sentence?
11:28:35 9 A. Yes.
11:28:40 10 Q. Was this a new commitment?
11:28:44 11 A. It was a formal documentation and packaging
11:28:48 12 of things we had already been saying, but we needed
11:28:51 13 to productize it in a message so people could focus
11:28:58 14 on it.
11:28:58 15 Q. Why did you need to do that?
11:29:00 16 A. Because our main competitor, SAP, was out
11:29:06 17 telling customers that the products wouldn't be
11:29:10 18 supported, or they wouldn't continue, there would be
11:29:12 19 no new enhancements -- all the things, you know,
11:29:16 20 they obviously were saying that weren't helpful.
11:29:20 21 And so we wanted to respond.

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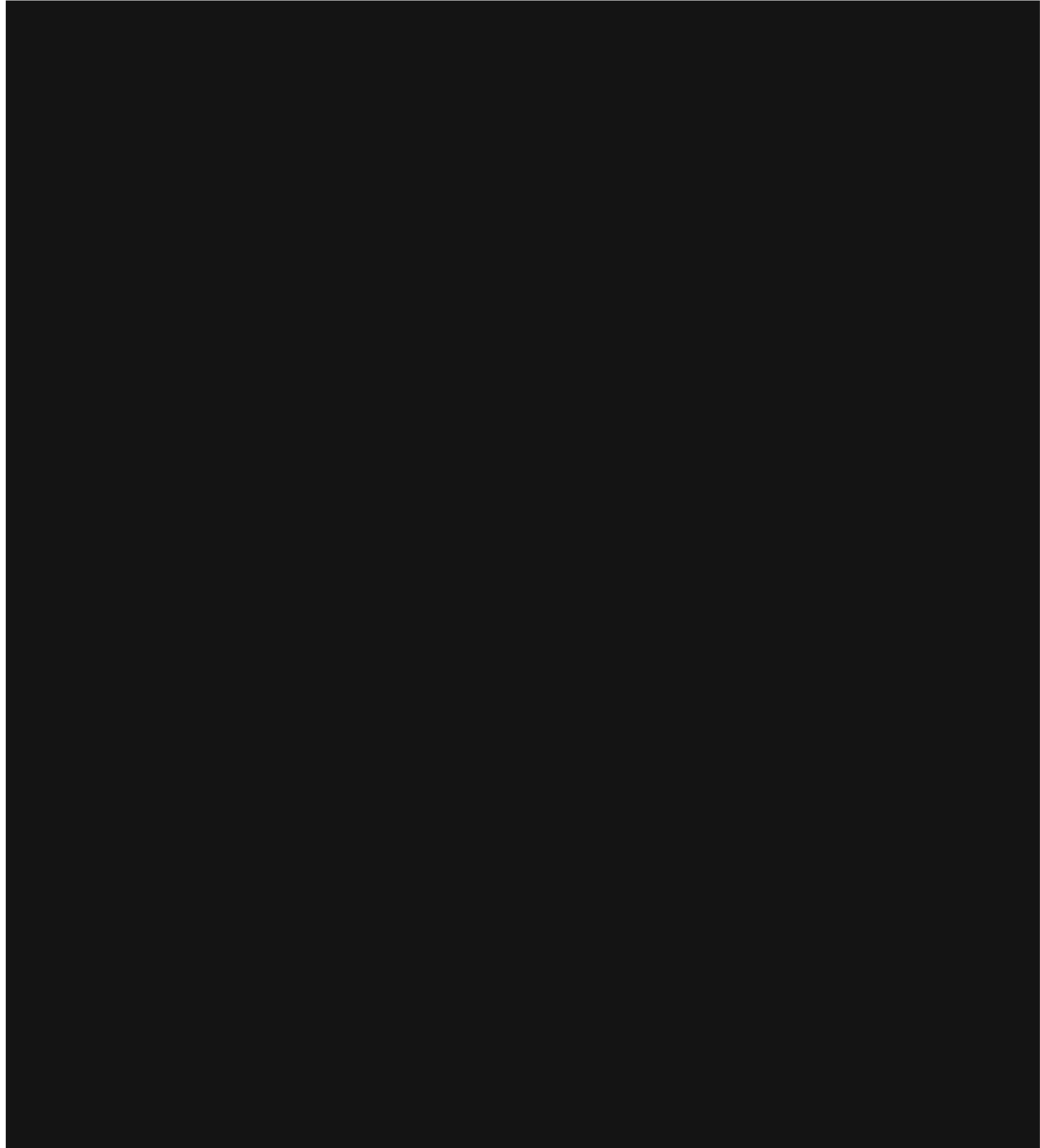
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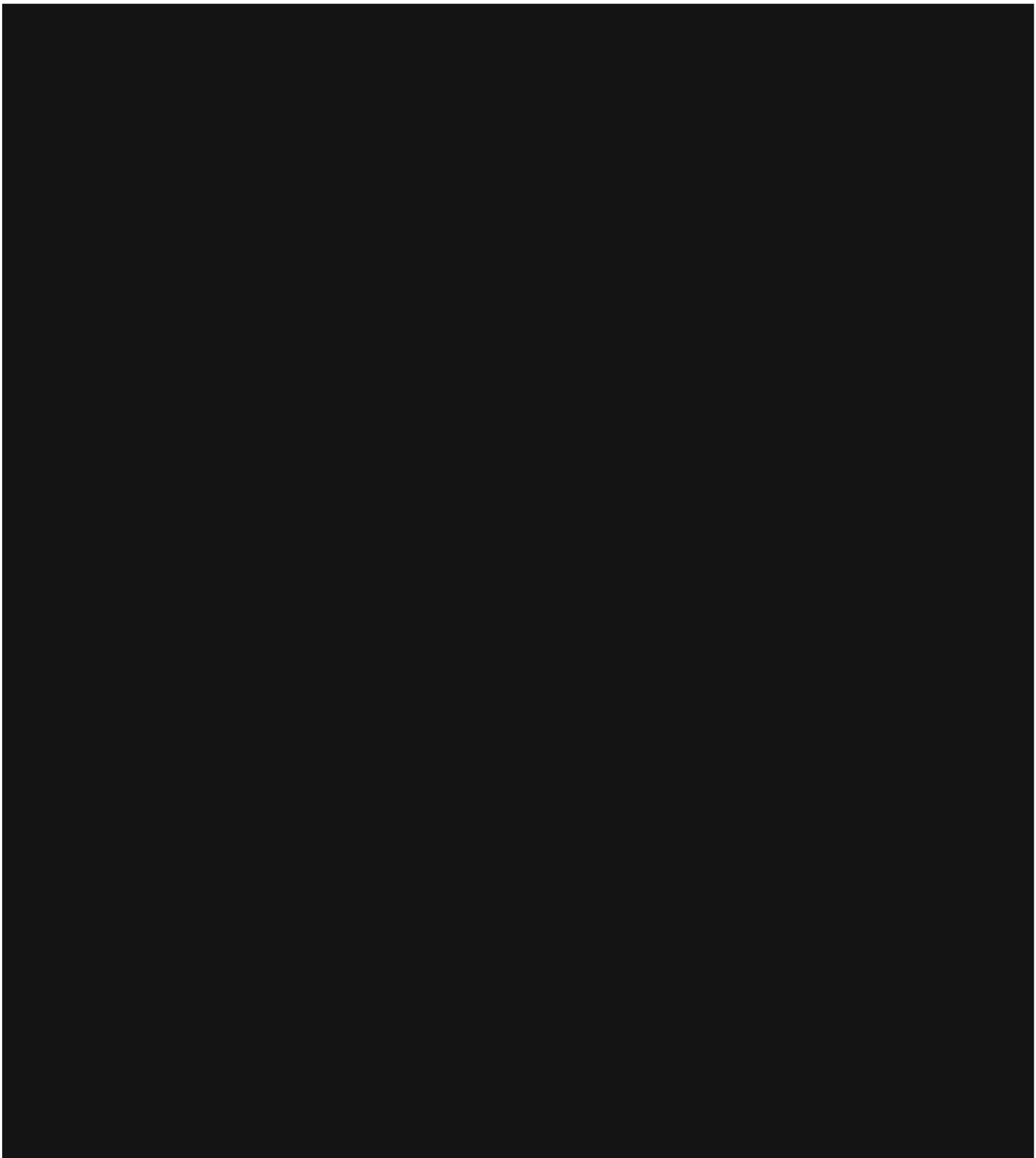
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13:41:43 1 THE VIDEO OPERATOR: Okay. This marks the
13:41:44 2 ends of Tape No. 2 in the deposition of Charles
13:41:46 3 Phillips. Going off the record, the time is 1:41.

13:41:50 4 (Recess from 1:41 p.m.)

13:42:02 5 --o0o--

13:42:02 6 I declare under penalty of perjury that
13:42:02 7 the foregoing is true and correct. Subscribed at
13:42:02 8 _____, California, this ____ day of
13:42:02 9 _____ 2009.

13:42:02 10 
13:42:02 11 _____
13:42:02 12 CHARLES PHILLIPS

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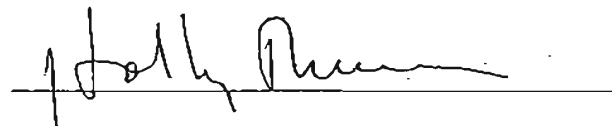
CERTIFICATE OF REPORTER

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 April 27, 2009



HOLLY THUMAN, CSR No. 6834