

# **EXHIBIT 24**

IN THE UNITED STATES DISTRICT COURT  
FOR THE 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	:CA NO. 07-CV-01658 (MJJ)
	:
V.	:
	:
	:
SAP AG, A GERMAN,	:
CORPORATION, SAP AMERICA,	:
INC., A DELAWARE CORPORATION,	:
TOMORROWNOW, INC., A TEXAS	:
CORPORATION, AND DOES 1-50,	:
INCLUSIVE,	:
	:
	:
Defendants	:

"HIGHLY CONFIDENTIAL"  
VIDEOTAPED AND ORAL DEPOSITION OF  
TOMORROWNOW BY AND THROUGH SHELLEY NELSON  
VOLUME 3  
APRIL 18, 2008

VIDEOTAPED AND ORAL DEPOSITION OF SHELLEY NELSON,  
produced as a witness at the instance of Counsel for the  
Plaintiffs, and duly sworn, was taken in the  
above-styled and numbered cause on the 18th day of  
April, 2008, from 8:27 a.m. to 5:00 p.m., before JANE E.  
DEMARS, Certified Shorthand Reporter in and for the  
State of Texas, reported by machine shorthand, at the  
Law Offices of Graves, Dougherty, Hearon & Moody, 401  
Congress Avenue, Austin, Travis County, Texas, pursuant  
to the Federal Rules of Civil Procedure and the  
provisions stated on the record or attached hereto.

11:45 1

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8 Q And how about HR 7.02 REP? Do you know what  
9 that environment is?

10 A I believe so.

11 Q What is that environment?

12 A The R, the REP stands for replication, and it  
13 was a backup of the 7.02 environment that was used as  
14 part of the testing process for the tax update.

11:46 15 Q How would HR 7.02 REP be used in the testing  
16 process for tax updates?

17 A I, I recall that it was used for the testers  
18 to set up, set up scenarios or test data in the  
19 environments, and then it was, it was backed up with the  
20 name REP, and then that became the baseline, then,  
21 that -- I'm trying to remember this. It's been many  
22 years.

23 After this backup was -- took place, the,  
24 the tester would continue to run process to try to  
25 replicate issues, and then they would restore the tax

11:47 1 update environment using the REP backup, and then apply  
2 the development activity to that backup so that they  
3 wouldn't have to reenter test data after they had  
4 replicated.

5 Q This was all part of the retrofit of tax  
6 update process at TomorrowNow?

7 A Yes.

8 Q Which client software was used to create  
9 HR 7.02 REP?

10 A I'm not sure.

11 Q Do you have any idea?

12 A I have, I have an idea that it would be a 7.02  
13 commercial client.

14 Q Okay. And would it have been TomorrowNow's  
11:48 15 first HR 7.02 commercial client?

16 A Potentially.

17 MR. LANIER: Object to form. Sorry.

18 Q (BY MR. HOWARD) Is that your belief, is that  
19 that's the customer's software that was used to create  
20 HR 7.02 IP, the first TomorrowNow HR 7.02 commercial  
21 client?

22 A It's possible.

23 Q Do you know who created HR 7.02 REP?

24 A No.

25 Q Was HR 7.02 REP used in the, for the testing

11:49 1 of more than one tax update?

2 A It's possible. Probably.

3 Q It was used for, repeatedly over the course of  
4 several tax updates.

5 MR. LANIER: Object --

6 Q (BY MR. HOWARD) Is that right?

7 MR. LANIER: Object to form.

8 THE WITNESS: It's possible.

9 Q (BY MR. HOWARD) How many clients received tax  
10 updates that were tested using HR 7.02 REP?

11 MR. LANIER: Object to form.

12 THE WITNESS: I'm not sure. Less than  
13 three. Three or less.

14 Q (BY MR. HOWARD) How many times did those  
11:49 15 customers receive those tax updates using HR 7.02 REP?

16 MR. LANIER: Object to form.

17 THE WITNESS: I'm not sure.

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9 Q (BY MR. HOWARD) When, after SAP's acquisition  
10 of TomorrowNow, did you have a discussion with  
11 Andrew Nelson relating to the legality of the critical  
12 support model?

13 A It was either -- I think it was Q2 of 2005.

14 Q Was anybody else involved in that discussion  
13:14 15 that you had in Q2 of 2005 with Andrew Nelson?

16 A Yes.

17 Q Who?

18 A Legal counsel.

19 Q And was that legal counsel for SAP?

20 A Yes.

21 Q And was that Mr. Faye?

22 A Yes.

23 Q Was anybody else, other than you, Mr. Nelson  
24 and Mr. Faye, involved in that discussion in Q2 of 2005?

25 A No.

1 I further certify that I am neither attorney nor  
 2 counsel for, related to, nor employed by any of the  
 3 parties to the action in which this testimony was taken;  
 4 and, further, that I am not a relative or employee of  
 5 any attorney or counsel employed by the parties hereto  
 6 or financially interested in the action.

7 I further certify that the deposition transcript  
 8 was submitted on \_\_\_\_\_ to the witness or  
 9 to the attorney for the witness for examination,  
 10 signature and return to me by \_\_\_\_\_;

11 The original deposition was/was not returned to the  
 12 deposition officer on \_\_\_\_\_;

13 If returned, the attached Changes and Signature  
 14 page contains any changes and the reasons therefor;

15 If returned, the original deposition was delivered  
 16 to \_\_\_\_\_, Custodial Attorney;

17 That \$ \_\_\_\_\_ is the deposition officer's  
 18 charges to the Plaintiffs for preparing the original  
 19 deposition transcript and any copies of exhibits;

20 WITNESS MY HAND AND SEAL OF OFFICE, this 22<sup>nd</sup>  
 21 day of April, 2008.

22  
 23 *Jane Demars*  
 24 \_\_\_\_\_  
 25 Jane E. Demars, Texas CSR No. 2789  
 Expiration Date: 12-31-09  
 DepoTexas, Austin

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

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

"HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY"

ORAL VIDEOTAPED DEPOSITION

SHELLEY NELSON

VOLUME 4

SEPTEMBER 3, 2009

ORAL VIDEOTAPED DEPOSITION OF SHELLEY NELSON, produced as a witness at the instance of the Plaintiffs and duly sworn, was taken in the above-styled and numbered cause on the 3rd day of September, 2009, from 8:04 a.m. to 12:26 p.m., before Dana Richardson, Certified Shorthand Reporter in and for the State of Texas, reported by computerized stenotype machine at the Jones Day, 717 Texas Avenue, Suite 3300, Houston, Texas 77002, pursuant to the Federal Rules of Civil Procedure and the provisions stated on the record or attached hereto.

Job No. 1603-92416



SHELLEY NELSON September 3, 2009  
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Q. (By Mr. Howard) How did you determine that the --  
that -- referring to (a), how did you determine that the  
download library was downloaded using the sign-on credentials  
from Wendy's International?

08:50:01 21

08:50:08 22

08:50:12 23

A. We determined that Wendy's had sent credentials prior  
to that date and that an assignment was made to do the  
downloads with those credentials.

08:50:16 24

08:50:19 25

Q. Because -- because there's no way to actually verify  
that that credential was used to download those particular

SHELLEY NELSON September 3, 2009  
HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

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08:50:24 1 items, right?  
08:50:28 2 A. I don't know of a way.  
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SHELLEY NELSON September 3, 2009  
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08:58:00 25

Q. (By Mr. Howard) Do you recall that you yourself testified that at certain points in time, IDs such as Bear Stearns were used to take downloads not specific to particular customers?

MR. FUCHS: Objection, form.

A. At an earlier point in time, yes.

SHELLEY NELSON September 3, 2009

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09:07:01 23  
09:07:04 24  
09:07:09 25

Q. You've, I think, referred to a policy at TomorrowNow that people at TomorrowNow were not supposed to download materials from Oracle after a customer's maintenance end date; is that right?

A. I'm not sure if I referred to that policy.

09:07:12 1 Q. Well, was there a policy at TomorrowNow that -- that  
09:07:15 2 customers -- that -- start over.

09:07:18 3 Was there a policy at TomorrowNow that  
09:07:19 4 TomorrowNow employees were not supposed to download materials  
09:07:24 5 for a customer after that customer's maintenance end date?

09:07:28 6 A. I believe there was a -- there was something sent out  
09:07:33 7 related to not downloading material posted after the end date.

09:07:41 8 Q. Material posted after the end date?

09:07:43 9 A. Yes.

09:07:43 10 Q. So, it was okay to download after the customer's  
09:07:46 11 maintenance end date so long as you were only downloading  
09:07:50 12 material posted before their maintenance end date?

09:07:52 13 A. In certain circumstances, yes.

09:07:54 14 Q. And that -- was that a -- a published policy at  
09:07:58 15 TomorrowNow?

09:08:00 16 A. I'm not sure.

09:08:04 17 Q. When was that policy articulated at TomorrowNow for  
09:08:07 18 the first time?

09:08:08 19 A. I'm not sure.

09:08:14 20 Q. And you're aware of instances, I take it, where a  
09:08:17 21 customer's credential was used to download materials from  
09:08:22 22 Oracle after the customer's maintenance end date?

09:08:24 23 A. Yes.

09:08:27 24 Q. And in your view, that would be acceptable?

09:08:30 25 MR. FUCHS: Objection, form.

SHELLEY NELSON September 3, 2009  
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09:08:32 1 A. It -- it depends on the circumstances around it.

09:08:35 2 Q. (By Mr. Howard) Why? Why does it depend?

09:08:37 3 A. Well, some of our clients, for instance, had  
09:08:42 4 continued maintenance on some products but were ending  
09:08:48 5 maintenance on -- on other products. So, their maintenance  
09:08:53 6 end date might end for one product line or for one product but  
09:08:57 7 continue for another. And in -- in certain circumstances,  
09:09:04 8 the -- the customer might have given us the -- the information  
09:09:07 9 late; and -- and we made sure that people only got information  
09:09:13 10 up to the posted date matching the maintenance end date.

09:09:17 11 Q. So, focusing on that last part, assuming that  
09:09:22 12 maintenance had ended for all products, it was acceptable at  
09:09:24 13 TomorrowNow to use the customer's credential to download  
09:09:33 14 materials from Oracle using that credential after the  
09:09:35 15 maintenance end date so long as you were only downloading  
09:09:41 16 products that had been posted before the maintenance end date?  
09:09:44 17 Is that your testimony?

09:09:47 18 MR. FUCHS: Objection, form.

09:09:48 19 A. Only in certain circumstances.

09:09:49 20 Q. (By Mr. Howard) What circumstances?

09:09:52 21 A. When there -- there wasn't enough time, the customer  
09:09:54 22 had given us the information late. But typically, in most  
09:09:58 23 circumstances, it -- downloading would stop at or prior to the  
09:10:04 24 maintenance end date.

09:10:04 25 Q. Well, if it was okay to do it in certain

SHELLEY NELSON September 3, 2009  
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09:10:06 1 circumstances, why wasn't it okay to do it in all  
09:10:10 2 circumstances?

09:10:11 3 MR. FUCHS: Objection, form.

09:10:12 4 A. It just -- it wasn't necessary in most cases.

09:10:14 5 Q. (By Mr. Howard) But it was perfectly acceptable and  
09:10:17 6 appropriate, so far as you're concerned, to download materials  
09:10:20 7 after the customer's maintenance end date as long as those  
09:10:23 8 materials were posted on Customer Connection before the  
09:10:29 9 maintenance end date?

09:10:29 10 MR. FUCHS: Objection, form.

09:10:32 11 A. For a period of time, yes, and -- and only if we had  
09:10:36 12 that customer's ID and it was still working.

09:10:50 13 Q. (By Mr. Howard) Was that a policy that you  
09:10:53 14 communicated to others at TomorrowNow, that it was acceptable  
09:10:55 15 to download materials from Customer Connection using a  
09:10:58 16 customer's credential after that customer's maintenance end  
09:11:02 17 date?

09:11:02 18 A. I don't know that I communicated that as a policy.  
09:11:05 19 It may have been approved on a case-by-case basis.

09:11:11 20 Q. Why did it need to be approved on a case-by-case  
09:11:13 21 basis if it was okay to do?

09:11:15 22 A. It -- it was not necessarily part of the process.  
09:11:21 23 Typically, we downloaded -- we'd receive the credentials in  
09:11:24 24 time, we downloaded and stopped downloads at the maintenance  
09:11:29 25 end date. There were only certain circumstances where the

SHELLEY NELSON September 3, 2009  
HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

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09:11:31 1 customer was delayed in -- in getting us the information.

09:11:38 2 Q. Did you view it as bending the rules at all to

09:11:41 3 download materials from Customer Connection using a customer's

09:11:49 4 ID after that customer's maintenance end date?

09:11:50 5 MR. FUCHS: Objection, form.

09:11:51 6 A. No.

09:11:51 7 Q. (By Mr. Howard) Let me show you what's been

09:11:52 8 previously marked as Exhibit 1454.

09:12:13 9 Ms. Nelson, is that an e-mail at the top from

09:12:15 10 you to Eric Marsh with a copy to Andrew Nelson, Greg Nelson

09:12:19 11 and others at TomorrowNow?

09:12:21 12 A. Yes, it appears to be.

09:12:22 13 Q. And it's dated January 20th, 2005?

09:12:24 14 A. Yes.

09:12:24 15 Q. And it's regarding downloads for Koontz-Wagner?

09:12:30 16 A. Yes.

09:12:34 17 Q. And it's responding to an e-mail from Eric Marsh down

09:12:41 18 at the bottom of the first page of Exhibit 1454?

09:12:45 19 A. Yes.

09:12:45 20 Q. Eric Marsh's e-mail identifies a maintenance end date

09:12:51 21 for Koontz-Wagner of December 31, 2004. Do you see that?

09:12:55 22 A. Yes.

09:12:56 23 Q. And in your e-mail, you say: "Given the

09:12:59 24 12/31/04 maintenance end date, please be prepared for the

09:13:07 25 Customer Connection ID to no longer be valid."



09:13:09 1 Those your words?

09:13:10 2 A. Yes.

09:13:10 3 Q. And then in the second paragraph, you say: "Wanda,  
09:13:11 4 if the ID is still valid, please send an e-mail ASAP to John  
09:13:16 5 Ludlow with the Customer Connection ID. He can coordinate  
09:13:20 6 having the download team get all their Case Activity."  
09:13:23 7 A. Yes.

09:13:24 8 Q. So, you were instructing your team to download from  
09:13:26 9 Customer Connection using the Koontz-Wagner ID after the  
09:13:31 10 Koontz-Wagner maintenance end date; is that right?  
09:13:34 11 A. Yes.

09:13:38 12 Q. And did Andrew Nelson object at all in response to  
09:13:42 13 this e-mail to your instruction?  
09:13:45 14 A. I don't recall.

09:13:45 15 Q. Did Greg Nelson object at all to this instruction?  
09:13:48 16 A. I don't remember.

09:13:50 17 Q. And as far as you know, these downloads for  
09:13:51 18 Koontz-Wagner did occur after the maintenance end date?  
09:13:56 19 A. I'm not sure.

09:13:56 20 Q. There was nothing wrong with this instruction on a  
09:13:59 21 policy basis, as far as you were concerned at the time?  
09:14:04 22 A. It was rare. And as -- as indicated, I -- I expected  
09:14:10 23 that they may not be able to log in at all.

09:14:13 24 MR. HOWARD: Move to strike as nonresponsive.

09:14:16 25 Q. (By Mr. Howard) Did this instruction violate any

09:14:18 1 TomorrowNow policy?

09:14:19 2 A. I don't believe it did.

09:14:38 3 Q. Your testimony is that it did not violate any

09:14:43 4 TomorrowNow policy on January 20th, 2005, to instruct the

09:14:45 5 download team to download materials from Oracle's website

09:14:50 6 using a customer's ID when that customer's support had ended

09:14:56 7 20 days earlier?

09:14:58 8 A. No. Because we based the downloads on the posted  
09:15:01 9 dates and the maintenance end dates.

09:15:10 10 Q. Where is that in your instruction?

09:15:18 11 A. I'm not sure. I don't see it.

09:15:43 12 Q. So we're clear, as far as you're concerned, it did

09:15:50 13 not violate any TomorrowNow policy to instruct the download

09:15:52 14 team to download materials for a customer using that

09:15:57 15 customer's ID 20 days after that customer's maintenance end

09:16:03 16 date? That's your testimony?

09:16:05 17 MR. FUCHS: Objection, form.

09:16:06 18 A. At this point in time, yes.

09:16:10 19 Q. (By Mr. Howard) And did that ever change?

09:16:13 20 A. Yes, it did.

09:16:15 21 Q. When did it change?

09:16:15 22 A. I'm not sure.

09:16:17 23 Q. Was it before the litigation was filed or after?

09:16:21 24 A. I don't remember.

09:17:18 25

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STATE OF TEXAS  
COUNTY OF HARRIS  
REPORTER'S CERTIFICATE

I, Dana Richardson, a Certified Shorthand Reporter in and for the State of Texas, do 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 or counsel for, related to, nor employed by any parties to the action in which this testimony is taken and, further, that I am not a relative or employee of any counsel employed by the parties hereto or financially interested in the action.

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

- Mr. Geoff Howard - 03:58
- Mr. Josh Fuchs - 00:00
- Mr. Reid Witliff - 00:00

SUBSCRIBED AND SWORN TO under my hand and seal of office on this the 9th day of September, 2009.

Dana Richardson

Dana Richardson, CSR  
Texas CSR 5386  
Expiration: 12/31/09  
Merrill Legal Solutions, Firm No. 210  
315 Capitol, Suite 100  
Houston, Texas 77002  
Phone (713) 426-0400  
Fax (713) 426-0600

SHELLEY NELSON April 18, 2008  
HIGHLY CONFIDENTIAL

17:01

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CHANGES AND SIGNATURE

PAGE	LINE	CHANGE	REASON
252	15	His was a very small	typo
266	15-16	customer should be employee	mis spoke
277	11	quotes around "what about me"	
279	3	delete for	
319	17	7.02, 7.51, 8.31, 8.81	
320	6	sequel should be SQL	
325	8, 17	"	
327	1	"	
328	19	"	
330	7, 10, 12, 11	Advanced should be Advance	
342	2	775 should be 7.5	
342	10	delete line, add "of only Eois tables and no application tables" <i>classified</i>	
355	18, 21	FG 75ZANC	ENG → E+G
392	13	delivered	
448	19	Zieman	
496	19	Newmerix	

I, SHELLEY NELSON, have read the foregoing deposition and hereby affix my signature that same is true and correct, except as noted above.

Shelley Nelson  
SHELLEY NELSON

17:01

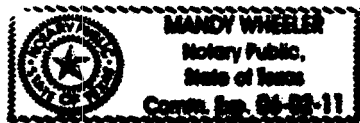
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THE STATE OF TEXAS )  
COUNTY OF TRAVIS )

BEFORE ME, Shelley Nelson, on this day personally appeared, known to me (proved to me on the oath of \_\_\_\_\_ or through Texas Drivers License (description of identity card or other document)) to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 16<sup>th</sup> day of May, 2008.

Mandy Wheeler  
Notary Public, In and For  
The State of Texas



# Merrill Legal Solutions



## INSTRUCTIONS FOR READING/CORRECTING YOUR DEPOSITION

To assist you in making changes and /or corrections to your deposition testimony, please follow the directions below. If additional pages are necessary, please furnish them and attach the pages to the back of the errata sheet.

Please read your transcript carefully. If you find any errors or changes you wish to make, insert the changes and/or corrections on the errata sheet by listing the page and the line number reference and then the change you wish to make and the reason.

Please do not make any changes and /or corrections on the face of the transcript.

Please do NOT change any of the questions.

After completing your review, please sign the last page of the errata sheet, above the designated "Signature" line and return the Errata sheets to Merrill Legal Solutions at 135 Main Street, 4<sup>th</sup> Floor, San Francisco, CA 94105 or fax them to (415) 357.4301.

### Errata sheet

Page	Line	Change:	Reason:
<u>544</u>	<u>4</u>	<u>add "the" at end of line</u>	<u>grammar</u>
<u>546</u>	<u>6</u>	<u>"question" should be "questions"</u>	<u>grammar</u>
<u>549</u>	<u>12</u>	<u>"though" should be "no"</u>	<u>I said "no", not "though"</u>

Page Line

560 17

Change: "was" should be "were"

Reason: grammar

\_\_\_\_

Change: \_\_\_\_\_

Reason: \_\_\_\_\_

\_\_\_\_

Change: \_\_\_\_\_

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Change: \_\_\_\_\_

Reason: \_\_\_\_\_

Subject to the above changes, I certify that the transcript is true and correct.

No changes have been made. I certify that the transcript is true and correct.

Shelley Dree  
(signature)

9-21-09  
(date)