

EXHIBIT 35

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) (EDL)

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
JOHN ZEPECKI

TUESDAY, SEPTEMBER 9, 2008

HIGHLY CONFIDENTIAL

REPORTED BY: HOLLY THUMAN, CSR No. 6834, RMR, CRR

(1-412271)

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Q. Is it fair to say that you were in charge

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of the Enterprise Performance Management product

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line?

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A. During which time period?

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Q. At any time at Peoplesoft.

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A. Yes. At a time period in -- when I was

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employed by Peoplesoft.

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Q. And were you also in charge of the

09:32:00 1 Financial Management Portal Solutions?
09:32:02 2 A. I was for a period of time.
09:32:05 3 Q. Were there other vice presidents of
09:32:07 4 development?
09:32:07 5 A. Yes.
09:32:08 6 Q. How many?
09:32:10 7 A. I don't recall specifically.
09:32:12 8 Q. Generally.
09:32:15 9 A. Oh, it varied at different points of time.
09:32:17 10 Q. Was it a hundred?
09:32:17 11 A. No.
09:32:19 12 Q. Was it two?
09:32:20 13 A. No.
09:32:20 14 Q. What's your best estimate?
09:32:22 15 A. My best estimate is somewhere between 10
09:32:27 16 and 20, with variation during different years.
09:32:33 17 Q. And to whom did you report?
09:32:35 18 A. During which time period?
09:32:36 19 Q. All time periods at Peoplesoft.
09:32:38 20 A. I initially reported to Chris Wong, then I
09:32:41 21 reported to Peter Gassner, then I reported to Chuck
09:32:46 22 Teller. I reported to Jasper Andersen for an
09:32:50 23 extremely short period of time. And then I reported
09:32:53 24 to Renee Lorton. I think that's --
09:32:56 25 Q. I didn't hear that last --

09:32:58 1 A. Renee Lorton.
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Q. When did you leave Peoplesoft?

A. I left Peoplesoft in September of 2004.

Q. Why did you leave?

A. I thought I had a good opportunity at SAP,
and I pursued it.

Q. How did that opportunity come about?

A. I contacted Shai Agassi, and he offered me
the opportunity.

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10:06:40 3 Q. So in your new organizational structure,
10:06:47 4 starting at the end of 2005 you just -- you reported
10:06:53 5 directly to Mr. Agassi?

10:06:56 6 I'm going to have a problem with that all
10:06:57 7 day.

10:06:58 8 A. Yeah. I reported to Mr. Agassi.

10:07:00 9 Q. Agassi.

10:07:01 10 A. Beginning sometime at the end of 2005.

10:07:05 11 Q. Did it change your job in any way?

10:07:08 12 A. Not that I recall.

10:07:11 13 Q. And when did that particular position end?

10:07:20 14 A. Roughly 1 year ago. I think October or
10:07:24 15 November of last year.

10:07:27 16 Q. And what was your new role?

10:07:29 17 A. I was responsible for the assimilation of
10:07:34 18 acquired companies and driving technology projects.

10:07:49 19 Q. To whom did you report in that role?

10:07:52 20 A. Jim Snabe.

10:07:57 21 Q. To whom does he report?

10:08:00 22 A. To -- whom does he report to during which
10:08:04 23 time period?

10:08:05 24 Q. During the time period you were reporting
10:08:06 25 to him.

10:08:07 1 A. I currently report to him.

10:08:09 2 Q. Who does Mr. Snabe report to?

10:08:13 3 A. He's a member of our Executive Board

10:08:16 4 currently.

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MR. PICKETT: Q. Please turn to the page

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ending -753. This is part of your response to

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Mr. Agassi on the 21st.

13:14:46 1 On the 5th paragraph near the middle of the
13:14:50 2 page, it starts out: I am not sure how TomorrowNow.
13:14:53 3 Are you with me?

13:14:54 4 A. Yes.

13:14:55 5 Q. You state:

13:14:56 6 I am not sure how TomorrowNow gets access
13:14:59 7 to Peoplesoft software, but it's very likely
13:15:01 8 that TomorrowNow is using the software
13:15:04 9 outside the contractual use rights granted to
13:15:06 10 them, and these use rights could be
13:15:08 11 terminated by Oracle.

13:15:10 12 What was the basis for that statement to
13:15:12 13 Mr. Agassi?

13:15:16 14 A. I didn't know how TomorrowNow got its use
13:15:20 15 rights. And I was concerned that they couldn't keep
13:15:28 16 the use rights they had.

13:15:31 17 Q. What was your concern in that regard?

13:15:33 18 A. If there was no use rights, it would be
13:15:36 19 difficult to provide a set of services around
13:15:39 20 Peoplesoft software.

13:15:41 21 Q. Is that because they needed access to
13:15:45 22 Peoplesoft software in order to create updates and
13:15:51 23 bug fixes?

13:15:52 24 MR. McDONELL: Object to the form of the
13:15:53 25 question.

13:15:54 1 THE WITNESS: To provide services around a
13:15:56 2 piece of software, if you can't work with the
13:15:59 3 software at all, it's hard to provide any services
13:16:02 4 at all around the software.

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CERTIFICATE OF REPORTER

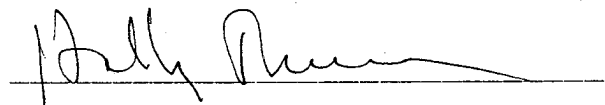
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I, HOLLY THUMAN, a Certified Shorthand Reporter, hereby certify that the witness in the foregoing deposition was by me duly sworn to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause; that said deposition was taken 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 September 11, 2008.



HOLLY THUMAN, CSR No. 6834

Corrections to the Transcript of the Deposition of

John Zepecki

Taken on September 9, 2008

Volume 1, pages 1 - 348

Page	Line(s)	Reads	Should Read
102	14	"sidney"	"Sydney"
109	7	"sidney"	"Sydney"
133	22	"late"	delete "late"
297	21	"stem 3"	"Step 3"

John Zepecki

 Witness Signature

10/8/08

 Date