

EXHIBIT B

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
PAUL K. MEYER

VOLUME 2; PAGES 332 - 647

THURSDAY, MAY 13, 2010

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
REPORTED BY: HOLLY THUMAN, CSR No. 6834, RMR, CRR
(1-427374)

11:34:53 1 Q. So there you say that the overall
11:34:59 2 valuation of Oracle's PeopleSoft acquisition was
11:35:01 3 measured using a discounted cash flow model for
11:35:05 4 revenues and profits from PeopleSoft support
11:35:09 5 customers lost to TomorrowNow and SAP, post-October
11:35:14 6 2008, lost incremental license revenue, upsell, and
11:35:22 7 related support, and lost new license revenue,
11:35:26 8 cross-sell, and related support.

11:35:28 9 Do you see that?

11:35:29 10 A. Yes.

11:35:31 11 Q. What did you mean when you say S&P's
11:35:34 12 overall valuation considered support customers lost
11:35:40 13 to TomorrowNow and SAP?

11:35:42 14 A. What I did there -- and to clarify, there
11:35:45 15 was -- the framework basically, there was something
11:35:50 16 called Project Spice, which was done -- it was a
11:35:53 17 discounted cash flow to support the acquisition of
11:35:56 18 PeopleSoft by Oracle. It was the discounted cash
11:35:58 19 flow model that S&P used.

11:36:00 20 And so what I did was, I took that --

11:36:03 21 MS. HOUSE: Slow down.

11:36:08 22 THE WITNESS: So what I did was, I took
11:36:09 23 that model from Project Spice, and I worked with
11:36:13 24 some data from that, and then S&P -- because we're
11:36:18 25 focusing on the Oracle losses now -- and then I

11:36:21 1 inserted into that model the information that was
11:36:25 2 from SAP's strategic plans.
11:36:29 3 And so I basically took the potential lost
11:36:34 4 customers for maintenance, cross-sell and upsell,
11:36:38 5 from SAP's strategic plans, and then put that back
11:36:43 6 into Oracle's models. And so that's the intercept
11:36:46 7 that's being described there in the first sentence.

TEXT REMOVED - NOT RELEVANT TO MOTION

18:14:29 so on the cost approach.

18:14:33 MR. McDONELL: We'll wrap for the day with

18:14:34 that.

18:14:37 MS. HOUSE: Thank you.

18:14:39 MR. McDONELL: Done. Wrap. You know what

18:14:40 a wrap is?

18:14:44 MS. HOUSE: Did we use all 7 hours --

18:14:47 MR. PICKETT: Well, we're only going 7

18:14:49 hours tomorrow.

18:14:51 MR. McDONELL: Well, whoopdee-doo.

18:14:51 MR. PICKETT: Okay. I'll take that as a

18:14:51 yes.

18:14:55 THE VIDEO OPERATOR: Going off the record,

18:14:57 the time -- the time now is 6:15. We're going off

18:15:07 the videotape record. This also is the conclusion

18:15:09 of Tape 5, Volume 2 of Paul Meyer.

18:15:27 (Time noted, 6:15 p.m.)

18:15:29 --o0o--

18:15:29 I declare under penalty of perjury that

18:15:29 the foregoing is true and correct. Subscribed at

18:15:29 San Francisco, California, this 17 day of

18:15:29 June, 2010.

18:15:29 Subject to the attached errata

18:15:29 

18:15:29 PAUL K. MEYER

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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 state, and that the testimony of 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: May 25, 2010
Holly Thuman
HOLLY THUMAN, CSR