

EXHIBIT M

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.)

CASE NO. 07-CV-01658 (MJJ)

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

"HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY"

ORAL VIDEOTAPED DEPOSITION

JAMES SPENCER PHILLIPS

JULY 22, 2009

ORAL VIDEOTAPED DEPOSITION OF SPENCER PHILLIPS, produced as a witness at the instance of the Plaintiffs and duly sworn, was taken in the above-styled and numbered cause on the 22nd day of July, 2009, from 9:06 a.m. to 2:29 p.m., before Dana Richardson, Certified Shorthand Reporter in and for the State of Texas, reported by computerized stenotype machine at the office of Jones Day, 717 Texas, Suite 3300, Houston, Texas 77002-2712, pursuant to the Federal Rules of Civil Procedure and the provisions stated on the record or attached hereto.

Job No. 1603-91868

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Q. If you go to the third line on Bates page 422,
"Additionally, as a wholly owned subsidiary of SAP America,
SAP AG attorneys," paren, "(some of the best Intellectual
Property legal minds in the software industry)," close paren,
"concluded that TomorrowNow's operating procedures, which
include the use of client software for the purposes of
supporting these specific clients, is not in violation of the
Software License Agreements written on PeopleSoft or Oracle
paper."

Where did you gain that understanding?

A. Well, that was -- that's -- that is an assumption
that I made that a 12 billion-dollar software company would

13:40:13 1 have gone through some due diligence prior to purchasing
13:40:16 2 TomorrowNow.

13:40:17 3 Q. So, you actually --

13:40:18 4 A. That -- that process was never explained to me, if
13:40:23 5 that's what you mean.

13:40:24 6 Q. So, you had no way of knowing actually whether SAP AG
13:40:31 7 attorneys had concluded that TomorrowNow's operating
13:40:32 8 procedures were legal?

13:40:33 9 A. I thought that was a pretty safe assumption.

13:40:34 10 Q. But it was just your assumption?

13:40:37 11 A. Yes.

13:40:37 12 Q. I mean, did you ever discuss that assumption with
13:40:41 13 anyone else at TomorrowNow?

13:40:45 14 A. It was -- I -- I think it was something that was used
13:40:51 15 in conversation, if -- if SAP -- don't you think SAP would
13:40:58 16 have raised concerns of -- but it was never anything that we
13:41:02 17 were told, "SAP did this, this and this; so, you can hang your
13:41:05 18 hat on that." I mean, it was certainly on my part what I felt
13:41:10 19 was a very safe assumption that -- that SAP would have thought
13:41:21 20 through the company they were buying.

13:41:27 21 Q. And -- but you never took any steps to confirm that
13:41:30 22 assumption?

13:41:31 23 A. No, I didn't.

13:41:51 24 Q. And, again, you were telling Raytheon that in order
13:41:54 25 to try to convince them to enter into a support services

13:41:59 1 agreement with TomorrowNow?
13:42:00 2 A. Yes. I was trying to get them to think through the
13:42:03 3 facts that were out there.
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13:43:09 17
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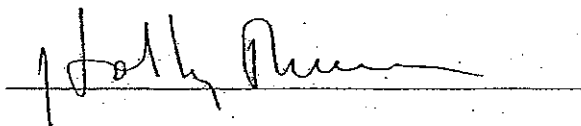
CERTIFICATE OF REPORTER

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