

EXHIBIT D

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 3; PAGES 648 - 937

FRIDAY, MAY 14, 2010

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

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

(1-427378)

Page 857

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15:34:15
15:34:18 19 MR. McDONELL: Q. Have you assumed in
15:34:19 20 doing your work on this case that price was the
15:34:21 21 only factor that caused customers to leave Oracle
15:34:24 22 and go to TomorrowNow?
15:34:28 23 A. I have not made that assumption, and I've
15:34:30 24 not had to make that assumption to do my work.
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Page 858

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Page 859

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15:35:55 3 MR. McDONELL: Q. Okay. You mentioned a
15:35:56 4 moment ago that you have not had to make the
15:35:58 5 assumption that price was the only factor that
15:36:00 6 caused customers to leave Oracle and go to
15:36:03 7 TomorrowNow.
15:36:03 8 Do you recall that?
15:36:05 9 A. I believe I said that I did not have to
15:36:07 10 make that assumption.
15:36:09 11 Q. And why is that?
15:36:09 12 A. Because I think it goes back to our
15:36:11 13 discussion in the last 2 1/2 days of Safe Passage,
15:36:14 14 and all the implications of Safe Passage, when you
15:36:17 15 roll a program out that involves not just the
15:36:19 16 servicing of computers by TomorrowNow, but also the
15:36:22 17 comprehensive ability to cross- and upsell to those
15:36:25 18 same customers, with all the resources of SAP.
15:36:29 19 So it's not just a short-term issue of
15:36:31 20 getting license at half price for -- or getting
15:36:34 21 service at half price, or in some cases, for free,
15:36:37 22 which was TomorrowNow's practice. It's also
15:36:40 23 looking at the ability to convert.
15:36:43 24 And so there's many complications that are
15:36:45 25 beyond just the issue of price I believe in the

Page 860

15:36:48 1 Safe Passage program.
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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 [X] 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 26, 2010
Holly Thuman
HOLLY THUMAN, CSR