## EXHIBIT D <br> (Redacted Version)

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        LARRY ELLISON May 5, 2009
    HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
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Page 1

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    UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
    SAN FRANCISCO DIVISION
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ORACLE CORPORATION, a )
Delaware corporation, ORACLE )
USA, INC., a Colorado )
corporation, and ORACLE )
INTERNATIONAL CORPORATION, a )
California corporation, )
Plaintiffs, )
s. 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. )
No. 07-CV-1658 (PJH)
VIDEOTAPED DEPOSITION OF
LARRY ELLISON
TUESDAY, MAY 5, 2009
HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY
REPORTED BY: HOLLY THUMAN, CSR No. 6834, RMR, CRR
$(1-418128)$

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|  |  | Page 10 |  |  | Page 12 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| 10:37:35 | 1 |  | 10:39:49 | 1 with. |  |
| 10:37:35 | 2 | Q. What were your goals in filing suit? | 10:39:49 |  |  |
| 10:37:40 | 3 | A. To get them to stop taking information off | 10:39:50 |  |  |
| $10: 37: 42$ | 4 | our website. | 10:39:53 |  |  |
| $10: 37: 45$ | 5 | Q. Any other goals? | 10:39:56 |  |  |
| 10:37:48 | 6 | MR. HOWARD: In answering that, | 10:39:58 |  |  |
| 10:37:48 | 7 | Mr. Ellison, let me instruct you that you're not to | 10:40:03 |  |  |
| 10:37:51 | 8 | reveal anything that is the subject of discussion | 10:40:06 |  |  |
| $10: 37: 53$ | 9 | with counsel. | 10:40:09 |  |  |
| 10:37:54 | 10 | If you can answer that question outside of | 10:40:14 |  |  |
| 10:37:56 | 11 | discussions with counsel, then you may do so, beyond | 10:40:17 |  |  |
| 10:37:59 | 12 | what you already have. | 10:40:21 |  |  |
| 10:38:02 | 13 | THE WITNESS: Well, we feel we've been | 10:40:25 |  |  |
| 10:38:04 | 14 | severely damaged by what they've what they stole, | 10:40:28 |  |  |
| 10:38:07 | 15 | and we're seeking compensation for those damages. | 10:40:31 |  |  |
| $10: 38: 12$ | 16 | MR. LANIER: Q. Without telling me | 10: 40:34 |  |  |
| $10: 38: 13$ | 17 | anything lawyers have told you or that's been the | 10:40:36 |  |  |
| $10: 38: 16$ | 18 | subject of your conversations with the lawyers, | 10:40:40 |  |  |
| $10: 38: 18$ | 19 | what's your own understanding as you sit here today | 10:40:41 |  |  |
| $10: 38: 20$ | 20 | of the extent of the damage that Oracle has | 10:40:43 |  |  |
| $10: 38: 23$ | 21 | suffered? | 10:40:46 |  |  |
| $10: 38: 26$ | 22 | A. Well, we've lost you mean the extent | 10:40:50 |  |  |
| $10: 38: 29$ | 23 | you just want me to give you a number? | 10:40:52 |  |  |
| 10:38:31 | 24 | Q. Yes, and I'll follow up. I'll probably | 10:40:57 |  |  |
| $10: 38: 34$ | 25 | have some more questions. But what's your | 10:41:01 |  |  |
|  |  | Page 11 |  |  | Page 13 |
| 10:38:36 | 1 | understanding of the number? | 10:41:04 |  |  |
| 10:38:37 |  |  | 10:41:06 |  |  |
| 10:38:38 |  |  | 10:41:07 |  |  |
| $10: 38: 45$ |  |  | 10:41:09 |  |  |
| $10: 38: 47$ | 5 | Q. What's the basis of that estimate? | 10:41:12 |  |  |
| 10:38:48 | 6 | A. That we've lost I think there are three | 10:41:14 |  |  |
| $10: 38: 52$ | 7 | bases. SAP was successful in taking some of our | 10:41:17 |  |  |
| 10:38:55 | 8 | customers from us by saying that we were | 10:41:19 |  |  |
| 10:38:59 | 9 | overcharging our customers for support and they | 10:41:23 |  |  |
| 10:39:01 | 10 | could do just as good a job for much less money. | 10:41:27 |  |  |
| 10:39:08 | 11 | That SAP won competitive deals against | 10:41:30 |  |  |
| 10:39:11 | 12 | us in fact, avoided competing with us entirely | 10:41:33 |  |  |
| $10: 39: 14$ | 13 | by saying Oracle wasn't the kind of company you want | 10:41:37 |  |  |
| $10: 39: 17$ | 14 | to do business with, because they overcharge for | 10:41:39 |  |  |
| 10:39:20 | 15 | support, and we can do a better job for, you know, a | 10:41:42 |  |  |
| $10: 39: 23$ | 16 | fraction of that cost. So you shouldn't even look | 10:41:45 |  |  |
| 10:39:26 | 17 | at their software. So they won a number of deals | 10:41:46 |  |  |
| 10:39:31 | 18 | with us. | 10:41:48 |  |  |
| $10: 39: 31$ | 19 | And finally, thirdly, reputational damage. | 10:41:52 |  |  |
| $10: 39: 33$ | 20 | That even if you're a database customer, and SAP | 10:41:53 |  |  |
| 10:39:37 | 21 | doesn't sell a database, you should consider the IBM | 10:41:57 |  |  |
| 10:39:40 | 22 | database or someone else's database or someone | 10:42:00 |  |  |
| 10:39:41 | 23 | else's middleware, because Oracle is the kind of | 10:42:02 |  |  |
| 10:39:44 | 24 | company that overcharges for support, and it's just | 10:42:04 |  |  |
| 10:39:47 | 25 | not the kind of company you want to do business | 10:42:07 |  |  |

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| 1:31:17 |  |  | 11:33:44 |  |
| 1:31:20 |  |  | 11:33:49 |  |
| 1:31:21 |  |  | 11:33:51 |  |
| 1:31:22 |  |  | 11:33:55 |  |
| 1:31:24 |  |  | 11:33:59 |  |
| 1:31:29 | 6 | MR. LANIER: Q. Let's go back to the | 11:34:01 |  |
| 1:31:31 | 7 | PeopleSoft acquisition. | 11:34:04 |  |
| 1:31:33 | 8 | What were your goals in entering into the | 11:34:05 |  |
| 1:31:36 | 9 | PeopleSoft acquisition? | 11:34:08 |  |
| 1:31:38 | 10 | A. To expand our applications business. | 11:34:12 |  |
| 1:31:42 |  |  | 11:34:15 |  |
| 1:31:44 |  |  | 11:34:16 |  |
| 1:31:45 |  |  | 11:34:19 |  |
| 1:31:48 |  |  | 11:34:22 |  |
| 1:31:53 |  |  | 11:34:24 |  |
| 1:31:57 |  |  | 11:34:29 |  |
| 1:31:59 |  |  | 11:34:32 |  |
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| 1:32:05 |  |  | 11:34:36 |  |
| 1:32:06 |  |  | 11:34:39 |  |
| 1:32:08 |  |  | 11:34:41 |  |
| 1:32:11 |  |  | 11:34:44 |  |
| 1:32:13 |  |  | 11:34:45 |  |
| 1:32:17 |  |  | 11:34:48 |  |
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| 11:32:25 |  |  | 11:34:54 |  |
| 11:32:37 |  |  | 11:34:57 |  |
| 11:32:39 |  |  | 11:34:59 |  |
| 11:32:41 |  |  | 11:35:01 |  |
| 11:32:43 |  |  | 11:35:03 |  |
| 11:32:47 |  |  | 11:35:06 |  |
| 11:32:50 |  |  | 11:35:09 |  |
| $11: 32: 53$ |  |  | 11:35:10 |  |
| 11:32:56 |  |  | 11:35:13 |  |
| 11:33:00 |  |  | $11: 35: 15$ |  |
| 11:33:02 |  |  | 11:35:16 |  |
| 11:33:05 |  |  | 11:35:20 |  |
| 11:33:07 |  |  | 11:35:22 |  |
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| 11:33:12 |  |  | 11:35:26 |  |
| $11: 33: 14$ |  |  | 11:35:29 |  |
| 11:33:16 |  |  | 11:35:31 |  |
| 11:33:18 |  |  | $11: 35: 33$ |  |
| $11: 33: 23$ |  |  | $11: 35: 36$ |  |
| 11:33:27 |  |  | 11:35:36 |  |
| 11:33:29 |  |  | 11:35:39 |  |
| $11: 33: 32$ |  |  | 11:35:41 |  |
| 11:33:35 |  |  | 11:35:44 |  |
| 11:33:38 |  |  | $11: 35: 47$ |  |
| 11:33:42 |  |  | 11:35:49 |  |

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| 12:36:11 |  | 12:38:16 |  |  |
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| 12:36:16 |  | 12:38:18 |  |  |
| 12:36:18 |  | 12:38:23 |  |  |
| 12:36:21 |  | 12:38:26 |  |  |
| 12:36:24 |  | 12:38:29 |  |  |
| 12:36:26 |  | 12:38:32 |  |  |
| 12:36:27 |  | 12:38:32 |  |  |
| 12:36:30 |  | 12:38:35 |  |  |
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| 12:36:38 |  | 12:38:41 |  |  |
| 12:36:41 |  | 12:38:44 |  |  |
| 12:36:45 |  | 12:38:45 | 15 | Q. Okay. And I'm done with this one. |
| 12:36:47 |  | 12:38:51 | 16 | We will look at something else in a moment. |
| 12:36:52 |  | 12:38:56 | 17 | Another one that has not yet been marked -- we'll |
| 12:36:55 |  | 12:38:59 | 18 | get to some that have soon, I am sure -- is a |
| 12:36:57 |  | 12:39:03 | 19 | document that was also produced by Oracle. This one |
| 12:37:01 |  | 12:39:05 | 20 | is highly confidential, attorneys's eyes only. It's |
| 12:37:03 |  | 12:39:08 | 21 | titled "PeopleSoft, Inc. 2004 Forecast/2005 Planning |
| 12:37:05 |  | 12:39:12 | 22 | Model - For Discussion Purposes Only," ORCL312844 |
| 12:37:08 |  | 12:39:17 | 23 | through -868, and I believe it becomes Exhibit 401. |
| 12:37:11 |  | 12:39:21 | 24 | (Deposition Exhibit 401 was marked for |
| 12:37:15 |  | 12:39:24 | 25 | identification.) |
|  | Page 103 |  |  | Page 105 |
| 12:37:18 |  | 12:39:36 | 1 | MR. LANIER: Q. Mr. Elison, I will ask |
| 12:37:20 |  | 12:39:37 | 2 | you about a few specific pieces of this. I'm going |
| 12:37:23 |  | 12:39:40 | 3 | to ask you some general questions about it first. |
| 12:37:25 |  | 12:39:42 | 4 | But if you want to take a moment, just at least flip |
| 12:37:26 |  | 12:39:46 | 5 | through it, because the first thing I'm going to ask |
| 12:37:28 |  | 12:39:47 | 6 | you is if you've ever seen it before. So review it |
| 12:37:30 |  | 12:39:50 | 7 | to whatever extent you think necessary. |
| 12:37:32 |  | 12:39:52 | 8 | A. Not that I recall. |
| 12:37:35 |  | 12:39:53 | 9 | Q. Okay. Do you recall seeing documents like |
| 12:37:35 |  | 12:39:55 | 10 | this in the course of either considering the |
| 12:37:38 |  | 12:39:57 | 11 | acquisition or integration planning with PeopleSoft? |
| 12:37:40 |  | 12:40:01 | 12 | A. Sure. Yes. |
| 12:37:43 |  | 12:40:06 | 13 | Q. Do you recall -- were you personally |
| 12:37:44 |  | 12:40:09 | 14 | involved in planning for integration of the two |
| 12:37:50 |  | 12:40:13 | 15 | companies after completion of the acquisition? |
| 12:37:53 |  | 12:40:17 | 16 | A. On the engineering side only. |
| 12:37:57 |  | 12:40:19 | 17 | Q. Okay. What about on the operations side? |
| 12:38:00 |  | 12:40:21 | 18 | Meaning, you know, sales, marketing, support, things |
| 12:38:03 |  | 12:40:24 | 19 | like that? |
| 12:38:04 |  | 12:40:25 | 20 | A. No. |
| 12:38:05 |  | 12:40:25 | 21 | Q. Who led those efforts? |
| 12:38:08 |  | 12:40:31 | 22 | A. The existing team in sales and marketing. |
| 12:38:10 |  | 12:40:37 | 23 | Q. So for example -- well, would Ms. Catz have |
| 12:38:13 |  | 12:40:41 | 24 | been involved in those efforts, post -- planning for |
| 12:38:15 |  | 12:40:45 | 25 | post-merger integration? |

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| :---: | :---: | :---: | :---: | :---: |
| 12:40:46 | 1 | A. I think she certainly would have attended | 13:02:19 |  |
| 12:40:49 | 2 | the meetings, but the primary responsibility would | 13:02:20 |  |
| 12:40:51 | 3 | have been the sales and marketing guys. | 13:02:25 |  |
| 12:40:53 |  |  | 13:02:27 |  |
| 12:40:56 |  |  | 13:02:29 |  |
| 12:40:58 |  |  | 13:02:30 |  |
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| 12:41:16 |  |  | 13:02:42 |  |
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| 13:01:05 |  |  | 13:03:18 |  |
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| 13:02:17 |  |  | 13:04:17 |  |

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 $\mathbb{X}$ 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 11,2009


