

EXHIBIT F

JOB NO. 94821

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ORACLE CORPORATION, a)	Case No. 07-CV-01658 (MJJ)
Delaware corporation,)	
ORACLE USA, INC., a)	
Colorado corporation, and)	
ORACLE INTERNATIONAL)	
CORPORATION, a California)	
corporation,)	
)	
Plaintiffs,)	
)	
VS.)	
)	
SAP AG, a German)	
corporation, SAP AMERICA,)	
INC., a Delaware)	
corporation, TOMORROWNOW,)	
INC., a Texas corporation,)	
and DOES 1-50, inclusive,)	
)	
Defendants.)	

ORAL AND VIDEOTAPED DEPOSITION OF
TOMORROWNOW BY AND THROUGH SHELLEY NELSON
VOLUME
OCTOBER 30, 2007

ORAL AND VIDEOTAPED DEPOSITION OF SHELLEY NELSON, produced as a witness at the instance of the Plaintiffs and duly sworn, was taken in the above styled and numbered cause on October 30, 2007, from 3:44 p.m. to 5:14 p.m., before RENE WHITE MOAREFI, CSR, CRR, RPR in and for the State of Texas, reported by machine shorthand, at Jones Day, 717 Texas, Suite 3300 Houston, Texas, pursuant to the Federal Rules of Civil Procedure and the provisions stated on the record herein.

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1 A. I started out as a -- what was -- financials
2 PSE -- no, PSG. They named -- they renamed us a couple
3 of times. So -- I was a consultant. How's that? And I
4 also -- I had certain roles on projects of financials
5 lead. I held a role as the budget -- the budget product
6 lead for the consulting organization. I then became a
7 developer.
8 Q. Did you have a particular area of focus as a
9 developer?
10 A. The financials budget product.
11 Q. And over what period of time were you a
12 developer for the financials budget?
13 A. I believe it was June of 2000 when I switched
14 over until May of 2000 -- 2003.
15 Q. Now, you're -- Ms. Nelson, you're testifying
16 here today as the corporate representative for
17 TomorrowNow; is that right?
18 A. Correct.
19 Q. And you understand that you've been designated
20 by TomorrowNow as its corporate representative to
21 testify on certain topics that are listed in the
22 deposition notice that is marked as Plaintiffs'
23 Exhibit 1 to the deposition?
24 A. Yes. I don't see it in front of me.
25 Q. Should -- should be in this stack right here at

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1 the bottom.
2 MR. COWAN: Should be at the very bottom.
3 (BY MR. HOWARD) Are you familiar generally
4 with what's been marked as Plaintiffs' Exhibit 1?
5 A. Yes.
6 Q. All right. And do you understand that you have
7 been designated to testify in the topics listed in
8 Exhibit 1 numbered 1, 3, 6, 9, and 12 through 15?
9 A. Yes.
10 Q. You sat through Mr. Kreutz's deposition, and
11 you heard me ask him about the creation locally at
12 TomorrowNow of a customer software environment by
13 copying that customer software. Do you remember that
14 testimony?
15 A. Yes.
16 Q. And he was clear that his answers were limited
17 to the JD Edwards part of TomorrowNow's business. Do
18 you remember that?
19 A. Correct.
20 Q. And as I understand it, you're here as somebody
21 who's knowledgeable about the PeopleSoft side of
22 TomorrowNow's business; is that right?
23 A. Correct.
24 Q. Okay. So the same question for you, then: Are
25 you aware of any instances in which TomorrowNow created

1 a local environment by obtaining copies of software from
2 its customers to maintain at TomorrowNow?

3 A. Yes.

4 Q. How many such instances are you aware of on the
5 PeopleSoft side?

6 A. I am aware of at least 105 client environments
7 today.

8 Q. When you say "at least," do you believe that
9 there may be more than that?

10 A. I believe at one point in time we've had more.
11 I'm referring to what would have been active as of the
12 last time I counted.

13 Q. And when was that?

14 A. Probably around July or August of 2007.

15 Q. The 105 client environments that you've
16 described, are those for 105 different customers?

17 A. Actually, I should clarify. One hundred and
18 five different clients for whom we may have
19 environments.

20 Q. For each of those customers, is it the case
21 that you may have built more than one environment?

22 A. It is possible.

23 Q. What would be the purpose of building more than
24 one environment for a particular customer?

25 A. If we were supporting that client on more than

1 Q. And I think you said that you also believe that
2 at one point there had been more than 105 customers for
3 whom TomorrowNow had created local environments?

4 A. Correct.

5 Q. Do you know why there are now less than -- do
6 you know why there's only 105 customers now and there
7 were more before?

8 A. I do.

9 Q. What's the reason?

10 A. Some clients have left our support and are no
11 longer clients of ours.

12 Q. These clients that have left TomorrowNow's
13 support and are no longer clients are clients that when
14 they were TomorrowNow clients had -- TomorrowNow had
15 created local environments for them?

16 A. Correct.

17 Q. And when they left, did TomorrowNow delete or
18 destroy the environments it had built?

19 A. Not completely delete or destroy.

20 Q. What did it do with them?

21 A. The process entails taking a -- a backup at the
22 point in time when support ends and then taking down
23 the database and the environment and then cleaning it
24 off of the server that it was previously on. So it only
25 exists in a backed-up state.

1 one product line.

2 Q. When you say "product line," do you mean within
3 the PeopleSoft branded software?

4 A. Yes, PeopleSoft being the software line; the
5 product line being the product family that resides in
6 different databases.

7 Q. So payroll versus financials?

8 A. No, HRMS or human capital management would be a
9 product line, payroll would be a product. Financials
10 would be a product line or supply chain.

11 Q. Are you aware of any particular customer for
12 whom TomorrowNow built more than one environment?

13 A. Yes.

14 Q. And for any of those customers, what's -- what
15 are the most number of environments that you're aware
16 of?

17 A. I would say the maximum we have is four, very
18 rare. More common would be two.

19 Q. So do you have an estimate as to how many total
20 client environments exist for 105 customers?

21 A. I'm not good at estimating. I know greater
22 than 105, probably less than 200. I'm sure that the
23 exact number could be provided.

24 Q. You believe it's more than 150?

25 A. I believe that. I don't know for certain.

Shelley Nelson

1 THE STATE OF TEXAS)
2 COUNTY OF HARRIS)

3 REPORTER'S CERTIFICATION
4 DEPOSITION OF SHELLEY NELSON
5 TAKEN OCTOBER 30, 2007

6 I, RENE WHITE MOAREFI, Certified Shorthand Reporter
7 in and for the State of Texas, hereby certify to the
8 following:

9 That the witness, SHELLEY NELSON, was duly sworn by
10 the officer and that the transcript of the oral
11 deposition is a true record of the testimony given by
12 the witness;

13 That the deposition transcript was submitted on
14 _____ to the witness or the attorney for the
15 witness for examination, signature and return to Esquire
16 Deposition Services, by _____;

17 I further certify that I am neither counsel for,
18 related to, nor employed by any of the parties in the
19 action in which this proceeding was taken, and further
20 that I am not financially or otherwise interested in the
21 outcome of the action.

22 Certified to by me this _____ day of
23 _____, 2007. NOV 05 2007

24 *Rene White Moarefi*
25 _____
RENE WHITE MOAREFI, CSR, CRR, RPR
CSR NO. 3070; Expiration Date: 12-31-08
ESQUIRE DEPOSITION SERVICES, LLC
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Houston, Texas 77002
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