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21 Attorneys for Plaintiffs Oracle USA, Inc., *et al.*

22 UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

23 ORACLE USA, INC., *et al.*,

24 Plaintiffs,

25 v.

26 SAP AG, *et al.*,

27 Defendants.

CASE NO. 07-CV-01658 PJH (EDL)
**EXHIBIT D TO THE DECLARATION OF
 CHAD RUSSELL IN SUPPORT OF
 PLAINTIFFS' OPPOSITION TO
 DEFENDANTS' MOTIONS *IN LIMINE***

Date: September 30, 2010
 Time: 2:30 pm
 Place: Courtroom 3, 3rd Floor
 Judge: Hon. Phyllis J. Hamilton
FILED PURSUANT TO DKT. NO. 915

Case No. 07-CV-01658 PJH (EDL)

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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
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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10:37:48	7	10:40:03	
10:37:51	8	10:40:06	
10:37:53	9	10:40:09	
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10:37:56	11	10:40:17	
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10:38:52	7	10:41:17	
10:38:55	8	10:41:19	
10:38:59	9	10:41:23	
10:39:01	10	10:41:27	
10:39:08	11	10:41:30	
10:39:11	12	10:41:33	
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10:39:20	15	10:41:42	
10:39:23	16	10:41:45	
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10:39:47	25	10:42:07	

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11:31:17		11:33:44	
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11:31:21		11:33:51	
11:31:22		11:33:55	
11:31:24		11:33:59	
11:31:29	6 MR. LANIER: Q. Let's go back to the	11:34:01	
11:31:31	7 PeopleSoft acquisition.	11:34:04	
11:31:33	8 What were your goals in entering into the	11:34:05	
11:31:36	9 PeopleSoft acquisition?	11:34:08	
11:31:38	10 A. To expand our applications business.	11:34:12	
11:31:42		11:34:15	
11:31:44		11:34:16	
11:31:45		11:34:19	
11:31:48		11:34:22	
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12:37:18 12:37:20 12:37:23 12:37:25 12:37:26 12:37:28 12:37:30 12:37:32 12:37:35 12:37:35 12:37:38 12:37:40 12:37:43 12:37:44 12:37:50 12:37:53 12:37:57 12:38:00 12:38:03 12:38:04 12:38:05 12:38:08 12:38:10 12:38:13 12:38:15	12:39:36 1 MR. LANIER: Q. Mr. Ellison, I will ask 12:39:37 2 you about a few specific pieces of this. I'm going 12:39:40 3 to ask you some general questions about it first. 12:39:42 4 But if you want to take a moment, just at least flip 12:39:46 5 through it, because the first thing I'm going to ask 12:39:47 6 you is if you've ever seen it before. So review it 12:39:50 7 to whatever extent you think necessary. 12:39:52 8 A. Not that I recall. 12:39:53 9 Q. Okay. Do you recall seeing documents like 12:39:55 10 this in the course of either considering the 12:39:57 11 acquisition or integration planning with PeopleSoft? 12:40:01 12 A. Sure. Yes. 12:40:06 13 Q. Do you recall -- were you personally 12:40:09 14 involved in planning for integration of the two 12:40:13 15 companies after completion of the acquisition? 12:40:17 16 A. On the engineering side only. 12:40:19 17 Q. Okay. What about on the operations side? 12:40:21 18 Meaning, you know, sales, marketing, support, things 12:40:24 19 like that? 12:40:25 20 A. No. 12:40:25 21 Q. Who led those efforts? 12:40:31 22 A. The existing team in sales and marketing. 12:40:37 23 Q. So for example -- well, would Ms. Catz have 12:40:41 24 been involved in those efforts, post -- planning for 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	
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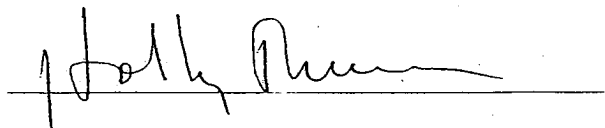
CERTIFICATE OF REPORTER

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 May 11, 2009.



HOLLY THUMAN, CSR No. 6834