

Exhibit

C

ORIGINAL TRANSCRIPT

UNITED STATES DISTRICT COURT
IN THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

JULIE ANN ROEHM,)	
)	
Plaintiff,)	
)	
vs.)	CASE NO. 2:07-CV-10168
)	
WAL-MART STORES, INC.,)	
)	
Defendant.)	
)	

DEPOSITION OF JULIE ANN ROEHM

Taken at 5414 Pinnacle Point Drive, Suite
500, Rogers, Arkansas, on May 11, 2007, at 12:15 p.m.

APPEARANCES

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1 JULIE ANN ROEHM, having been called upon to
2 testify in the form of a deposition, and having been duly
3 sworn, testified as follows, to wit:

4 EXAMINATION

5 BY MR. NELSON:

6 Q. Ms. Roehm, I'm Karl Nelson. I introduced myself
7 earlier. And I'm here representing Wal-Mart Stores. I
8 assume you know that.

9 Let's just get a couple of preliminary things out of
10 the way. For the court reporter's benefit, would you give
11 her your full legal name?

12 A. Julie Ann Roehm.

13 Q. And I guess maybe just so that we can all be on the
14 same page, have you testified before either at a
15 deposition or at a trial?

16 A. Yes. In a deposition.

17 Q. Okay. Once or multiple times?

18 A. Once.

19 Q. All right. I'm sure that your attorneys have
20 probably talked with you about the process this time and
21 probably that time, as well. So I won't spend a lot of
22 time on it, but if you have questions, stop me.

23 You know, one thing that I'll ask you to do, and I'm
24 sure they've mentioned to you, is to give verbal answers
25 to my questions --

1 A. Okay.

2 Q. Did you have some prior dealings with Mr. Schaefer,
3 or how did --

4 MR. NELSON: Objection, relevance.

5 A. Do I still answer?

6 Q. (Mr. Nelson continued.) Yes.

7 A. Yes?

8 MR. MORGAN: Yes.

9 A. Yes. Yes, I had called him prior.

10 Q. (Mr. Nelson continued.) Okay. Prior to your
11 termination.

12 A. Yes.

13 Q. Okay. Did you have contact with any attorneys here
14 in Arkansas?

15 A. No, not besides Mr. Mars.

16 Q. Okay. All right. That's a fair answer.

17 In terms of possibly representing you or bringing a
18 lawsuit, you had no contact with anybody here.

19 A. That's correct.

20 MR. MORGAN: I'm going to object to the form
21 of the question, calls for attorney-client privileged
22 communication.

23 Q. (Mr. Nelson continued.) Well, with regard to
24 anything on your behalf, you had no contact with an
25 attorney here.

1 children continued to live in that home until, what,
2 mid-June of '06, roughly?

3 A. That's correct, until the children finished school,
4 the school year.

5 Q. All right. Since -- since June of '06, has anyone
6 else lived in the home or resided in the home temporarily?

7 A. In Rochester Hills, Michigan?

8 Q. Yeah.

9 A. No.

10 Q. Okay. You haven't had any renters or family members
11 who have stayed there or anything?

12 A. No. The home is empty.

13 Q. Again, correct me if I'm wrong, but I think what I
14 understand, from looking at the documents, is you closed
15 on the house here in Arkansas around that same time,
16 mid-June of 2006?

17 A. I believe that's right.

18 Q. Okay. Looking at -- back at -- I can show you if we
19 need to, but looking back at your travel records, your
20 corporate travel records, it looks like maybe with the
21 exception of one weekend, basically from February to the
22 middle of June --

23 A. Uh-huh.

24 Q. -- you spent the weekends back in Detroit.

25 A. That's correct.

1 A. Uh-huh.

2 Q. -- 2006, that sound about right?

3 A. That does.

4 Q. Okay. I guess while we're talking about the
5 relocation issues in the offer letter, I'll just ask you a
6 couple questions about that.

7 (Wherein, Deposition Exhibit 10 was marked.)

8 Q. (Mr. Nelson continued.) Exhibit 10, I believe we
9 can agree, is the employment offer letter you received
10 from Wal-Mart.

11 A. Yes.

12 Q. Okay. Take as much time as you want to to review
13 it, but I assume that you're generally familiar with it.

14 A. Yes.

15 Q. I just want to ask you a couple questions about
16 Roman Numeral III entitled "Relocation."

17 A. Yes.

18 Q. So under the first part of that section, A, it
19 provides that Wal-Mart will basically move your family to
20 Arkansas.

21 A. Correct.

22 Q. And I assume that Wal-Mart provided those benefits.

23 A. Yes.

24 Q. Okay. Let me jump down to C. It talks about this
25 75,000-dollar after-tax amount to assist with sort of, I

1 guess, a budget of all kinds of expenditures.

2 A. Uh-huh.

3 Q. It says "En route expenditures, temporary living
4 expenditures, incidental expenditures."

5 It goes on to say in the next paragraph, which isn't
6 designated by a new letter, that within the relocation and
7 temporary living allowance, there's been an allocation for
8 six months of temporary living.

9 A. Uh-huh.

10 Q. Let me just stop there for a minute and ask you,
11 before you closed on your house here, were you living in
12 an apartment, or where did you live while you were in
13 Arkansas?

14 A. I lived at the Hampton Inn.

15 Q. Okay. So I assume that in part, that grossed-up
16 \$75,000 is intended to help cover that cost.

17 A. That's correct.

18 Q. After you closed on the house here --

19 A. Uh-huh.

20 Q. -- as I understand this, it -- I think I understand.
21 Let me ask you. Did Wal-Mart cover your mortgage payments
22 in Michigan for six months?

23 A. Yes.

24 Q. Okay. And I guess if I'm reading this correctly -
25 you tell me if you had a different understanding - it says

1 that Wal-Mart will cover your -- I guess the lesser
2 mortgage --

3 A. That's --

4 Q. -- for six months. And then the last sentence says
5 "This benefit may be extended based on discussions with
6 your direct supervisor provided that you've engaged
7 Wal-Mart's relocation team for the marketing of your
8 home." So it left open the prospect that they might cover
9 the double mortgage problem for some time beyond six
10 months.

11 A. That's correct.

12 Q. Okay. And you had, in fact, engaged Wal-Mart's
13 relocation team --

14 A. Yes.

15 Q. -- for the sale in Michigan; right?

16 A. Sorry. Just to clarify Wal-Mart's relocation team.
17 I was engaged with SIRVA, who, based on this conversation,
18 I'm assuming that that is the proxy for the Wal-Mart's
19 relocation team, just to be clear.

20 Q. Fair enough.

21 Did you have any discussions with Mr. Fleming or
22 others at Wal-Mart about when you would be actually moving
23 your family down, the timing of that?

24 A. I'm certain I did.

25 Q. Did you -- Well, do you recall any of those

1 Q. All right.

2 A. In fact, obviously, I know I did. Yes.

3 Q. All right. And I take it, by virtue of your
4 attorneys having produced this to us, that you don't have
5 an Arkansas driver's license.

6 A. That's correct.

7 Q. I suppose I should be a little more precise, because
8 I don't mean to be vague. You said that you were in
9 California from sometime in '96 to sometime in '98, I
10 believe?

11 A. That's correct.

12 Q. Can you put a month on it or give me anything -- any
13 better idea how long you were there?

14 A. Sometime in the summer of '96 and then spring of
15 '98, I believe, so I think it was just shy of two years.

16 Q. Okay. I understand that you still have a bank
17 account in Michigan with an entity that goes by DFCU?

18 A. That's correct.

19 Q. Is that Detroit Federal Credit Union?

20 A. No. It's Dearborn Federal Credit Union.

21 Q. Dearborn Federal Credit Union. Okay.

22 I assume that's an account that you opened when you
23 were living in Michigan.

24 A. Yes. In fact, I believe I opened it when I lived in
25 Michigan the first time, so prior to the California stint.

1 Q. Okay. So you kept it while you were in California?

2 A. Yes, I believe so.

3 Q. Then obviously when you were back in Michigan for
4 the longer time.

5 A. Yes.

6 Q. And you still have that account.

7 A. Yes.

8 Q. And that's the account -- if I'm looking at the
9 documentation correctly, that's the account that you had
10 your payroll deposited in by direct deposit while you were
11 working at Wal-Mart?

12 A. Yes, that's true.

13 Q. Okay. So that was the account that you used as sort
14 of your main checking account during that time?

15 A. That's correct.

16 Q. What about -- You may recall that we had requested
17 voter registration information.

18 A. Right.

19 Q. At least as of the last thing I'd heard, you had had
20 trouble finding that.

21 A. And we still haven't located it. My -- just to be
22 clear with the voter registration, my recollection is that
23 when I purchased my new vehicle down here at a local
24 dealership in the Bentonville/Rogers area, going to
25 register the vehicle and pay the taxes on it, there were

1 A. Okay.

2 Q. I mean could that, in fact, be accurate?

3 A. It -- it's possible. Again, I thought for certain
4 that there was a sheet that I had checked.

5 I know that that's the process that they use in
6 Michigan, as well. That's how you register to vote, when
7 you register your vehicles.

8 So I -- I fully had a recollection that there was a
9 sheet of paper that I marked for -- is it possible that it
10 wasn't a voter registration now that you're showing this;
11 it was some other registration? It's possible. But I
12 fully believed -- I would have gone to the polls next year
13 to vote for our President, believing that I was
14 registered.

15 Q. I guess that's a fair point.

16 A. Okay.

17 Q. I take it that you didn't vote in the November
18 elections here in Arkansas last year.

19 A. That's correct.

20 Q. Or in any elections in Arkansas since you've been
21 here.

22 A. That's correct.

23 I don't typically vote in state elections. I'm not
24 sure if that makes me a bad person, but I just never have.
25 Sorry.

Message2410	
Subject:	RE: FW: For the Call Today -- Cars Custom Animation Script
From:	Julie Roehm
Date:	4/4/2006 7:09:20 AM
To:	Sean Womack
Message Body	
<p>Me too but I'm counting on you and your cnnnections for the start up now - I don't know any trillionnaires</p> <p>-----Original Message----- From: Sean Womack Sent: Mon Apr 03 21:28:26 2006 To: Julie Roehm Subject: RE: FW: For the Call Today -- Cars Custom Animation Script</p> <p>So, when all this madness is done, and you go on to start your marketing services company, put me at the top of your first to call list. I think we kick. But that's just me.</p> <p>-----Original Message----- From: Julie Roehm Sent: Mon Apr 03 21:24:28 2006 To: Sean Womack Subject: RE: FW: For the Call Today -- Cars Custom Animation Script</p> <p>I know and thanks. You are the glue and I really appreciate it.</p> <p>-----Original Message----- From: Sean Womack Sent: Mon Apr 03 21:19:52 2006 To: Julie Roehm Subject: RE: FW: For the Call Today -- Cars Custom Animation Script</p> <p>Yes, I get it. It was just a day of "fix this, fix that" executional creative stuff all day. I'm just tired. That's all.</p> <p>-----Original Message----- From: Julie Roehm Sent: Mon Apr 03 21:15:22 2006 To: Sean Womack Subject: RE: FW: For the Call Today -- Cars Custom Animation Script</p> <p>I've seen this movie (the unfinished veesion) and its done so this car would be in ads only - not in</p>	

DEPOSITION
EXHIBIT
Julie Roehm

the film.

-----Original Message-----

From: Sean Womack
Sent: Mon Apr 03 20:54:15 2006
To: Julie Roehm
Subject: FW: For the Call Today -- Cars Custom Animation Script

Just so you know, I love getting this kind of last minute, out-of-the-loop request for feedback and ideas overnight. Send all those my way you can.

No action required.

Just FYI...no one else to talk to about the crazy stuff.

-----Original Message-----

From: Greg Hall - Marketing
Sent: Mon Apr 03 18:18:56 2006
To: Steve Bratspies; Sean Womack
Subject: FW: For the Call Today -- Cars Custom Animation Script

Steve and Sean:

Out of several conversations with John and Stephen, Disney/Pixar has offered to create an animated character of a Wal-Mart truck.(an early draft is attached). The vision is to create a 30 second spot that would support the launch of the Cars DVD in November. Animation being what it is, Disney needs us to approve a script by Wednesday. (One option is attached that has Mater and the truck talking on the highway). Disney/Pixar will recommend voices back to us, but the personality for the truck would be mature, warm, with lots of common sense. Not southern and not rough. Also, do we want to name the truck? They recommend that we give it a name and are brainstorming on some now. I think this is a great opportunity and apologize for the short fuse, but I need your feedback.

Thanks

-----Original Message-----

From: Siditsky, Andy [mailto:Andy.Siditsky@disney.com]
Sent: Monday, April 03, 2006 3:17 PM
To: Gibson, Lisa; Buena Vista Hom - Jim Davis; Greg Hall - Marketing
Subject: Re: For the Call Today -- Cars Custom Animation Script
Importance: High

Greg--as discussed attached is a very rough, work in progress, image of our CARS/Walmart Truck. It's great to be working with you on this, and we look forward to hearing the feedback--

Thanks!

Andy

> From: "Gibson, Lisa" <Lisa.Gibson@email.disney.com>
> Date: Mon, 3 Apr 2006 11:49:05 -0700
> To: "Siditsky, Andy" <Andy.Siditsky@email.disney.com>, "Davis, Jim"
> <Jim.Davis@email.disney.com>, Greg Hall - Marketing <Greg.Hall@samsclub.com>
> Conversation: For the Call Today -- Cars Custom Animation Script
> Subject: For the Call Today -- Cars Custom Animation Script
>
>
>

Outlook Header Information

Conversation Topic: For the Call Today -- Cars Custom Animation Script
Subject: RE: FW: For the Call Today -- Cars Custom Animation Script
From: Julie Roehm
Sender Name: Julie Roehm
To: Sean Womack
Delivery Time: 4/4/2006 7:09:20 AM
Creation Time: 4/4/2006 7:09:20 AM
Modification Time: 4/4/2006 7:09:21 AM
Submit Time: 4/4/2006 7:09:20 AM
Importance: Normal
Sensitivity: Normal
Flags: 1 = Read
Size: 7465

Message1161	
Subject:	RE: Thanks
From:	Julie Roehm
Date:	6/2/2006 3:41:46 PM
To:	Sean Womack
Message Body	
<p>Let's do Mexican...Monday night? Can you get another get out of jail card? Be done by 8?</p> <p>-----Original Message----- From: Sean Womack Sent: Fri Jun 02 15:37:47 2006 To: Julie Roehm Subject: RE: Thanks</p> <p>I wish you would've said something last night.</p> <p>We do need to discuss it. It's just sitting there.</p> <p>We're both very similar and probably never made room for someone else. I've not had someone I didn't mind leaving behind. Now I'm worried about keeping up.</p> <p>Next week?</p> <p>Bad sushi or bland Thai?</p> <p>-----Original Message----- From: Julie Roehm Sent: Fri Jun 02 15:30:34 2006 To: Sean Womack Subject: RE: Thanks</p> <p>There is no competition, only insecurity on my part. We needed to have one more drink last night to talk about this...but I promise not to spar and to always put my issues aside in favor of our friendship and partnership.</p> <p>-----Original Message----- From: Sean Womack Sent: Fri Jun 02 15:27:54 2006 To: Julie Roehm Subject: RE: Thanks</p> <p>You have to promise me we will not spar. That's not an option for me.</p> <p>I need you to agree with me that there is no competition between us.</p> <p>I'm genuinely worried about this.</p>	

DEPOSITION
EXHIBIT
7
Roehm

And I'm not being too sensitive...

-----Original Message-----

From: Julie Roehm
Sent: Fri Jun 02 15:18:10 2006
To: Sean Womack
Subject: RE: Thanks

Hmmm, I was thinking that maybe we were more like twins since we think so similarly (and who knows, my hair may have been close to your color if I didn't color up the grays).

You need to be on stage with me. When you and I leave here, presuming we don't become sparring siblings, we both need to have a face in the industry...u may be my marketing soul mate so I have to get you out there!)

-----Original Message-----

From: Sean Womack
Sent: Fri Jun 02 15:15:06 2006
To: Julie Roehm
Subject: RE: Thanks

Yes, my younger, more talented always in the spotlight lil sis who I watch proudly from just offstage.

-----Original Message-----

From: Julie Roehm
Sent: Fri Jun 02 15:12:34 2006
To: Sean Womack
Subject: RE: Thanks

Without you these past 4 months, I would have spiralled out of control...

Do I get to be the little sister???)

-----Original Message-----

From: Sean Womack
Sent: Fri Jun 02 15:04:23 2006
To: Julie Roehm
Subject: RE: Thanks

Back to spikey. You'll like it.

Yes, more lunches.

I've decided that you are like the sister I always wanted but never had.

Your are making my work/life fun. Just make sure you take me with you.

Sean

-----Original Message-----

From: Julie Roehm

Sent: Fri Jun 02 14:51:43 2006

To: Sean Womack

Subject: Thanks

For lunch...we need to just plan those on a regular basis...hows the gair lookin?

Outlook Header Information

Conversation Topic: Thanks

Subject: RE: Thanks

From: Julie Roehm

Sender Name: Julie Roehm

To: Sean Womack

Delivery Time: 6/2/2006 3:41:46 PM

Creation Time: 6/2/2006 3:41:46 PM

Modification Time: 6/2/2006 3:41:46 PM

Submit Time: 6/2/2006 3:41:46 PM

Importance: Normal

Sensitivity: Normal

Flags: 1 = Read

Size: 6119

From: Weisman, Tony
Sent: Sunday, August 20, 2006 9:22 PM
To: 'slowmack@gmail.com'; 'roehm.julie@gmail.com'
Subject: Re: Continued conversation...

Sean,

Thanks for the note. Glad last night's conversation was real, it was for us as well.

We like you guys as well: your smarts, style and desire to make a difference.

This could really be very special.

Let us get back to you in a day or so with some thoughts on the best way forward, when and where to chat prior to the 20th.

Take care.

T

-----Original Message-----

From: Sean Womack <slowmack@gmail.com>
To: Weisman, Tony; Julie Roehm <roehm.julie@gmail.com>; slowmack@gmail.com <slowmack@gmail.com>
Sent: Sun Aug 20 22:09:48 2006
Subject: Continued conversation...

Tony,

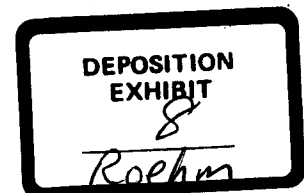
Julie and I spent the morning talking about our conversations with you, and we are both very interested in continuing this discussion. I thought I'd take a minute and capture some of our thoughts & surface some questions we have. Might help us make some progress between now and the 20th (okay, so I'm impatient and now you know).

First of all, we are very impressed with you and Howard. We had a great time last night and I think there is a connection there and we have a sense that you'd be great guys to build something with. You are smart entrepreneurs, risk takers and change agents. Our kind of people.

It would be good to know who your other key people are in the organization. Who are they? Where did they come from? What are they doing for you now? Where are you light?

Next is why this is interesting to us. We mentioned you guys, but lest you think too highly of your own powers of persuasion (and they are formidable) there are some other reasons. We think you have the right model. No line. One P&L. Transformational Business Ideas. Left-brained data junkies melded with Right-brained creative thinkers. This is game-changing and something we'd love to help become a reality.

We've seen the pitch (you know the one where you screwed up the ending) and heard you sell it, but we'd like to see under the hood a bit more. Where are you headed? Vision? Next 3-5 years. Clients you covet. Ideas that are percolating. Etc.



Another interest point is the timing. Getting involved sooner rather than later makes sense b/c the cement is setting. I know we discussed this briefly, but there really are some relational constraints on our end that make this tricky. Nothing is impossible, but there are some people-side realities we have to consider.

So, what is your timeframe? What do the next 60-360 days look like for you guys? When will it be too late? I am speaking from a business development, culture development and an equity standpoint. Just want to know how you see things gelling. I know Julie has said next birthday, but we do need to understand your key milestones as well.

Speaking of equity...we're both interested in having a stake in our next gig. I've missed out on it once, so this one is mandatory next round. More importantly to you, in the two of us you have a team that can help lead your organization in a powerful way. But the opportunity will need to be broad enough.

Part of the allure of WM is the breadth of businesses and the span of media channels. Just working on a single account (even globally) might not provide enough stimulus for our cumulative ADD. We'd like to be working on new business development, new model development, big client problems across the network, around the world. The international aspect of Saatchi X was one of my real pleasures and something I miss from that gig.

So, how are you guys structured across the organization? Regions? Clients? Matrix'd? Where/how do you see us fitting? How flexible can you/we be? Need a global SWAT team?

Okay, so I could go on, and I will at some point in time, but for now this is the majority of the big important questions. You can mull on them or answer them, but know that we'll certainly be talking about them a lot between now and the 20th.

Talk soon.

Sean & Julie

P.S. These gmail accounts are WM safe. So, we can have candid conversations.

VOTER VIEW

✓ Elections

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Registrant Search

* First Name Julie

Middle Name

* Last Name Roehm

Suffix

Voter ID

* Date of Birth Sep 24 / 15 / 1970

County

Fields marked with an asterisk * are required.

Search

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DEPOSITION
EXHIBIT
Roehm

C E R T I F I C A T E

STATE OF ARKANSAS)
COUNTY OF BENTON)

I, SHEILA B. ALEXANDER, Certified Court Reporter, a notary public in and for the aforesaid county and state, do hereby certify that the witness, JULIE ANN ROEHM, was duly sworn by me prior to the taking of testimony as to the truth of the matters attested to and contained therein; that the testimony of said witness was taken by me in Stenotype and was thereafter reduced to typewritten form by me or under my direction and supervision; that the foregoing transcript is a true and accurate record of the testimony given to the best of my understanding and ability.

I FURTHER CERTIFY that I am neither counsel for, related to, nor employed by any of the parties to the action in which this proceeding was taken; and, further, that I am not a relative or employee of any attorney or counsel employed by the parties hereto, nor financially interested, or otherwise, in the outcome of this action; and that I have no contract with the parties, attorneys, or persons with an interest in the action that affects or has a substantial tendency to affect impartiality, that requires me to relinquish control of an original deposition transcript or copies of the transcript before it is certified and delivered to the custodial attorney, or that requires me to provide any service not made available to all parties to the action.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office this 14th day of May, 2007.

Handwritten signature of Sheila B. Alexander

SHEILA B. ALEXANDER, CCR, RMR, CRR
LS #586
NOTARY PUBLIC
In and for the County of Benton
State of Arkansas

My Commission Expires
December 9, 2008

