APPARENCES

FOR PLAINTIFFS RONG JEWETT, SOPHY WANG, and XIAN MURRAY, individually and on behalf of all others similarly situated:

ALTSHULER BERZON LLP
177 Post Street, Suite 300
San Francisco, California 94108
415.421.7151
By: JAMES M. FINBERG, Attorney at Law
jfinberg@altshulerberzon.com
and
PEDER J. THOREEN, Attorney at Law
pthoreen@altshulerberzon.com

FOR PLAINTIFFS RONG JEWETT, SOPHY WANG, and XIAN MURRAY, individually and on behalf of all others similarly situated:

RUDY EXELROD ZIEFF & LOWE, LLP
351 California Street, Suite 700
San Francisco, California 94104
415.434.9800
By: JOHN T. MULLAN, Attorney at Law
jtm@rezlaw.com
(Morning session only)

FOR DEFENDANT ORACLE AMERICA, INC.:

ORRICK, HERRINGTON & SUTCLIFFE LLP
The Orrick Building
405 Howard Street
San Francisco, California 94105-2669
415.773.5969
By: ERIN M. CONNELL, Attorney at Law
econnell@orrick.com

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APPEARANCES

(Continued)

FOR DEFENDANT ORACLE AMERICA, INC.:

ORRICK, HERRINGTON & SUTCLIFFE LLP
400 Capitol Mall, Suite 3000
Sacramento, California 95814-4497
916.447.9200
By: JESSICA JAMES, Attorney at Law
jjames@orrick.com

ALSO PRESENT:

KEVIN GOGARTY, Videographer

EMILY SULLIVAN, In-house counsel,
Oracle America, Inc.
(Present as indicated in the record)

---oOo---
A. And then Amy Santone is somebody who quite recently joined my team. And she joined in support of kind of everybody. We wanted -- we -- we knew we needed another body to help. When a program is heavy, it's a lot of work. And Quynh could use some help.

When M and A -- sometimes we'll have three or four M and As going on at a time, and Nikki could use some help.

So Amy is kind of being trained to learn a little bit of all of the areas underneath my team.

Q. Okay.

A. And then I have a man by the name of Chris Crawford, who reports to me. And he does a lot of reporting and figuring out for us what off-cycle spend looks like and how we're tracking against budgets. And -- and that, too, is global -- he does that globally.

Q. Okay. And you mentioned that before, I guess, November of '13, you reported to a Sue Charley, and now you report to a Phil --

A. Jenish.

Q. -- Jenish.

A. Yeah.

Q. Has there been anybody else to whom you've
reported since June of 2013?

A. No.

Q. Okay. Did you do anything to prepare for today's deposition?

A. Yes. I had meetings with Erin and Jess.

Q. Okay. Don't tell me the content of their --

A. Uh-huh.

Q. -- of the meetings. That's going to be covered by the attorney-client privilege, so I'm not going to ask you about that.

But how long did you meet with either of them?

A. The three of us met together probably a couple of times in June, and a couple times last week, and then we met yesterday. Those meetings were generally an hour or two. Yesterday I spent the day with them.

And then I also met with four people on the Oracle side: Madie Cheruvu, M-a-d-i-e C-h-e-r-u-v-u; Michelle Hillman, H-i-l-l-m-a-n; Anna Woods; and Les Cundall, C-u-n-d-a-1-1.

Q. Were your attorneys present when you met with those --

A. They were.
-328, which lists the modules -- and it has a copyright of 2011 at the bottom.

So are -- all of these modules that we've looked at that are listed here, were they all developed in 2011?

A. Yes.

Q. Okay. And have they all been used by Oracle for compensation training of managers since 2011?

A. These or some variation of these, yes.

Q. Okay. And these are used company-wide?

A. Yes.

MS. CONNELL: Objection. Vague, but...

MR. FINBERG: Q. And individual offices don't develop manager compensation training; correct?

MS. CONNELL: Objection. Calls for speculation.

THE WITNESS: Not to my knowledge.

MR. FINBERG: Q. Okay. How is this training given to managers?

A. We have done some live sessions.

And we also have -- these are all recorded as individual on-demand videos that managers can click on a topic and listen to the presentation of
Q. Is it required for managers who are involved in making compensation decisions to either listen to or go online and review these modules?

A. Not to my knowledge.

Q. But it's made available to them all?

A. Yes.

Q. They're informed that it's available to them?

A. Yes.

Q. It's recommended that they should do it?

MS. CONNELL: Objection. Calls for speculation.

THE WITNESS: I would recommend they do it.

MR. FINBERG: Q. Okay. Now, you say "iterations" of this.

Since you've been involved in the process, how, if at all, has what we're looking at in -- the modules in Exhibit 24, how have they changed?

A. The content specifically really hasn't changed.

The -- the presentation or kind of a repackaging or adding some different graphics or combining it to be a little bit from various modules
a framework to kind of help them to make their
decisions and better understand compensation.

    We refer to it as "Compensation 101."

MR. FINBERG: Q. So this is as close as
Oracle comes to having compensation policies --
these compensation guidelines?

MS. CONNELL: Objection. Misstates her
testimony.

THE WITNESS: And we don't have policies.

It's -- it's meant to educate them and
help them to make --

MR. FINBERG: Q. Okay.

A. -- good decisions.

Q. So these guidelines have applied to all
Oracle offices in California since 2011; correct?

A. Yes.

Q. And all managers at Oracle's offices in
California since 2011 have been encouraged to follow
these guidelines; correct?

MS. CONNELL: Objection. Misstates her
testimony and calls for speculation.

THE WITNESS: In the -- the HR business
partners know this content. They know the
Compensation 101, the -- the best practices. If
they don't, they partner with their compensation
by "consequence."

MR. FINBERG: Q. Does it affect their reporting relationship?

A. No.

Q. What does it affect?


THE WITNESS: Again, I -- I don't know what you mean, "What does it affect?"

MR. FINBERG: Q. Does it impact their pay?

A. No.

Q. How about being in a job family, does that affect your pay?


THE WITNESS: In a family, no.

MR. FINBERG: Q. Does this document accurately list the specialties and job families for information technology?

A. Off the top of my head, I don't know if it covers all of them or not.

Q. Let me show you another document.

MR. FINBERG: Peder, can you reach in there and get me 6678?

(Deposition Exhibit 26 was marked for identification.)
Q. Okay. And for product development, there are two that are not listed on 6678 to -79. There's ENG SVCS, which might be engineered services.

A. It is engineered services. And that is a specialty area that was added after '09. That just hasn't been -- like I said, this worksheet hasn't been maintained.

Q. And what does engineered services do?

A. I'm not positive.

Q. Okay. All right. Well, here's another one. There's HW ENGE.

A. Yes.

Q. What's that?

A. That's hardware engineering.

Q. Okay.

A. And that was a specialty area created when we purchased Sun Microsystems --

Q. Okay.

A. -- because they specialized in hardware, and we did not have that before.

Q. Okay. So 6678 says:

"In order to provide accurate, consistent, employee information for global reporting and analysis, Oracle must classify all"
employees according to four standard
categories: Function, Specialty Area,
Career Level, and Product Association."

So what does that mean?

MS. CONNELL: Objection. Calls for
speculation.

THE WITNESS: This document was -- I -- I wasn't part of creating.

But the framework helps us to put our employees into buckets, general categories of what they do.

MR. FINBERG: Q. And why is that helpful?

A. So we can get a good idea of how many employees we have performing general duties of -- of, say, the software engineering specialty area or the -- in specific job codes. We can get a general idea of the numbers of people in which locations.

And -- and, also, it's -- from a compensation standpoint, it's -- it's the way that we report our data for salary surveys and the way that we get market data on competitive pay practices.

Q. So you set salaries, in part, by job title?

MS. CONNELL: Objection. Misstates her
MR. FINBERG: Q. Okay. And what does a job code consist of?
A. It's numbers, and it's the unique identifier for the jobs within a job family.
Q. Okay. Well, there are some other pages here that have it in more specific detail that we'll come to a bit later.

But for the purpose of this page, it says:

"PRODUCT"
"Is the position associated with a particular product?"

What does that mean?

A. We -- we don't use that anymore. And, again, I did not develop this.
But I believe we used to have certain job codes that were only used in association with people who worked on a certain product.

Q. Okay. And when did you stop doing that?
A. I don't know.

The job codes in IT and development, in
particular, have never been product-associated. I'm not familiar with support.

Q. So IT and product development were never -- people in IT and product development were never coded based on particular products?

A. No.

Q. "No" meaning that's correct; they never were?

A. That is correct; they never were.

MS. CONNELL: Jim, again, when you get to a breaking point, if we could take a short break.

MR. FINBERG: Okay. One last question.

Q. It says:

"If required, a product is assigned directly to an employee's record in the HRDB."

Is that the human resources database?

A. Yes.

MR. FINBERG: Okay. Let's take a short break.

THE VIDEOGRAPHER: We're going off the record at 11:21.

(REcess taken: 11:21 a.m. until 11:33 a.m.)

THE VIDEOGRAPHER: We're back on the record at 11:33, beginning Media No. 3.
MR. FINBERG: Q. But all initial salaries are approved way up the chain; correct?

MS. CONNELL: Objection. Assumes facts and vague.

THE WITNESS: They are -- they are reviewed way up the chain.

MR. FINBERG: Q. Including by Lawrence Ellison; correct?

A. He personally does not review anything, no.

Q. But his office does?

A. A representative of his office, yes.

Q. And that's for setting the initial salary for each new employee at Oracle; correct?

A. It is a review of what has been submitted.

Q. And it's an essential part of setting the salary? The salary cannot be set at a particular level until Mr. Ellison's office has reviewed that amount; correct?

MS. CONNELL: Objection. Assumes facts; compound; vague and ambiguous.

THE WITNESS: I wouldn't say it's Mr. Ellison's office. We refer to it as the board of directors' approval because it is for all organizations.
globally.

And that final app- -- it's not an approval. It's -- a final review is more for sanity check purposes, not anything more than that.

MR. FINBERG: Q. But they have the power to reject the number; correct?

A. I suppose they do.

Q. And do they on occasion?

MS. CONNELL: Objection. Calls for speculation.

THE WITNESS: I haven't been part of that review process in a few years.

I was during the -- during the period from -- going back to 2013, I was part of it.

And it is incredibly rare because by the time it has worked its way up, the submitting manager has worked with their HR business partner or their compensation consultant, or both, and they have proposed an offer that they can justify.

MR. FINBERG: Q. But it did happen sometimes while you were working in that area?

MS. CONNELL: Objection. Misstates her testimony.

THE WITNESS: I can't recall a specific instance.
I would like to turn your attention to page -836. And it says:

" Tanksley, Kim's job offer to Xian Luo requires approval."

And it's from Thomas Kurian to Lawrence Ellison, dated 12 November, 2010.

So what does this page signify?

A. It signifies that it was a new hire within Thomas's organization that worked its way up the chain from the immediate manager up to Thomas, and that Thomas was -- and that it was looking for the final cursory review to go forward with the hire.

Q. Okay. And let me look at page -840.

And it looks like at the bottom there's a line item DeValle, Shawn, 8 November; Activity Result: Approved.

And then there's, two lines above that, Dumont, Chantal, 8 November, Approved.

Two lines above that, Lynn, Lawrence, 12 November, Approved.

And then two lines above that, Ellison, Lawrence, 12 November, Approved.

What does this page signify?

A. So this one is a little bit different.
I know Chantal Dumont's name from our product development college recruiting department. Lawrence Lynn is a direct report to Larry Ellison, and he heads up our product development college recruiting program.

And so this --

(Clarification requested by the reporter.)

THE WITNESS: Lawrence -- Lawrence Lynn heads up our college recruiting for product development program, reporting directly to Larry Ellison.

And so this signifies to me that this was a hire through that college program.

MR. FINBERG: Q. Okay. And so this hire and the salary for this hire was approved by Shawn DeValle, Chantal Dumont, Lawrence Lynn, and Lawrence Ellison; correct?

A. It was reviewed by -- for the college hire program.

At the beginning of each fiscal year, they set what the package will look like.

And then pretty much all offers from -- for -- for a specific job code for -- from certain schools -- from this that was generated from this program, they essentially get the similar --
Q. Okay. But this particular offer and the amount of the offer was approved by each of these four people, Shawn DeValle, Chantal Dumont, Lawrence Lynn, and Lawrence Ellison; correct?

MS. CONNELL: Objection. Misstates her testimony as to Ellison's role.

THE WITNESS: Yeah, I wouldn't say "approved by."

MR. FINBERG: Q. Well, in the "Activity Result" column, it has the word "Approved"; correct?

A. Yes.

It -- it -- it got the stamp. Personally in detail reviewed? No.

Q. You don't have personal knowledge one way or the other --

A. I know that --

Q. -- how much time Mr. Ellison --

Larry Ellison --

A. I know that Larry Ellison does not review offers. I do know that.

Q. You don't really have personal knowledge of how he spends his time; correct?

A. I know that he does not review offers.

Q. And how do you know that?
standard hires and initial salary?

MS. CONNELL: Objection. Misstates her testimony.

THE WITNESS: Not them personally, no. That -- it is a representative of the office that reviews for pretty much sanity check that what's coming through can be committed into the system.

MR. FINBERG: Q. And still signs off on the base salary increases?

A. Also still reviews for sanity purposes a base salary increase that has been submitted.

Q. And still reviews all bonuses?

A. Yes. Again, for sanity purposes, they make sure that nobody is trying to do anything crazy.

Q. And still reviews all stock?

A. The same statement, reviewing it for sanity purposes, yes.

Q. Okay. One last document before lunch,

-6671.

(Deposition Exhibit 37 was marked for identification.)

MR. FINBERG: Q. The court reporter has marked as Exhibit 37 a document with the Bates
numbers ORACLE_JEWETT-6671 through -6672 (sic). It has the title "Oracle HR Global Approval Matrix User Guide."

Do you recognize this document?

A. I do.

Q. What is this?

A. It looks like it's just a user guide to tell people how to navigate and figure out which level of review is needed for certain changes.

Q. What are some of the reasons that a base salary recommendation might be denied?

MS. CONNELL: Objection. Calls for speculation. It's also vague as to "at what level."

MR. FINBERG: Q. For employees in IT, product development, and support in California.

MS. CONNELL: Same objections.

THE WITNESS: Those could fall under many, many different leaders.

As I've stated, it's pretty rare that it would reach the point of the very top level and get rejected.

MR. FINBERG: Q. Is it more common to get rejected at a lower level?

A. I'm not sure.

Q. Do you know how frequently that occurred?
A. I have no idea.

Q. Are there records kept of that?

A. I'm not sure.

Q. Does there need to be a paper trail if somebody rejects a recommendation?

A. I --


THE WITNESS: I don't know that either.

MR. FINBERG: Q. Do you know the date of this document?

A. I do not.

Q. So for this one on page -6673, for standard hire or rehire, we have a check for "HR Pre-Approval."

What does that refer to?

A. I believe that has to do with the checking for typos, making sure they've entered everything in as intended.

And then it makes its way up to the next-level manager.

Q. Okay. And level -- "1 Level," what does that refer to?

A. Probably the next level up from the person who's -- from the manager who submitted it.

Q. So could you give an example of that?
what might not.

Q. Okay. Is that unusual for there not to be a market match?

A. It's fairly unusual, yes.

Q. Okay. We'll get into this in more detail later because there are some other documents that spell this out in more detail.

So the second bullet point is:

"the employee's global career level."

To what does that refer?

A. It's the level at which someone is performing their job.

So an IC0 would be very basic. It generally is reserved for, like, the administrative functions.

IC1 is -- is entry-level professional-type jobs, like a developer or a programmer.

And then it goes up. Most families go up through an IC5, which means individual contributor at the level 5.

Q. Is there also an IC6?

A. Some families have an IC6.

Q. So product development does?

A. Not all job families within the product development function do.
Q. Okay. And so, basically, global career level is a measure of responsibility, with lower levels having less and higher numbers having more?
A. Responsibility, complexity, knowledge, skills, and abilities that the person brings to the table, their scope.

There are a lot of things that go into play for a global career level.

Q. So what's the -- so salary range is around a specific job title; is that correct?
A. A job code. A salary range is assigned to a code.

Q. Which is both a job title and a career level?
A. A job code is assigned a job title, and it has a -- it also has -- one job code can only have one title and one career level, yes.

Q. So as you go up the career level ladder from IC1 up through IC5 or -6, you're moving to a higher and higher salary range if you're within the same job title?
A. If you're within the same job family, yes.

Q. Okay. And the third bullet point here is: "the salaries of other Oracle employees in the same job and location."
THE WITNESS: We use very, very general --
general terms, general definitions as we compare and
get our market data, simply because if -- if we
said, "You all have to be working on the exact same
product," then we would be a company on our own.
There wouldn't be a market to which we could
compare.

MR. FINBERG: Q. And you believe that the
market data that you get is useful to you?


THE WITNESS: Yes, market data is useful.

(Deposition Exhibit 44 was marked for
identification.)

MR. FINBERG: Q. The court reporter has
marked as Exhibit 44 a spreadsheet that has the
first page of 889.

Do you recognize that?

A. I do.

Q. What is that?

A. It is our definitions for our career
levels.

Q. And who created this document?

A. This predates me.

I don't know.
Q. Okay. What is this document used for?

MS. CONNELL: Objection. Calls for speculation.

THE WITNESS: It lays out our definitions and helps HR people, managers to get a better understanding of what we mean when we say "IC3" or what we mean when we say an "M4."

MR. FINBERG: Q. And these are the same -- the IC columns and the M columns here are the same as column 5 of Exhibit 43?

A. Well, what's in column 5 could be referenced across here to find out what we mean by that level.

Q. Right. So column 5 gives you the number, and then it -- column 5 of Exhibit 43 gives you the number, and then Exhibit (sic) 89 -- 889 tells you what that number means?

A. Yes.

Q. And tells you the attributes of somebody with that number?

A. Yes.

Q. And people with those numbers all share certain attributes?

MS. CONNELL: Objection. Misstates her testimony.
THE WITNESS: The individuals may not share certain attributes.

The scope of their role or the impact of their role may share certain attributes.

But the individuals -- their background could be vastly different.

MR. FINBERG: Q. But their levels of responsibility and impact are similar?

A. They should be, yes.

Q. And is there a certain salary range for each one of these career levels?

A. No.

Q. So salary range is based around a job?

A. The specific job code, yes.

Q. Now, is there a relationship between an IC career level and an M career level?


THE WITNESS: There is not.

MR. FINBERG: Q. So you don't go 1, 2, 3, 4, 5 in the IC and then become an M1?

A. No.

Q. Is it -- it's not promote from within in that sense?


THE WITNESS: I'm not sure what you mean.
STATE OF COLORADO  
CITY & COUNTY OF DENVER  
I, K. Michelle Dittmer, a Registered Professional Reporter and Notary Public within the State of Colorado, do hereby certify that previous to the commencement of the examination, the said deponent was duly sworn or affirmed by me to testify to the truth.

I further certify this deposition was taken in shorthand by me at the time and place herein set forth and thereafter reduced to typewritten form, and that the foregoing transcript constitutes a true and correct record.

I further certify that I am not related to, employed by, nor of counsel for any of the parties or attorneys herein, nor otherwise interested in the result of the within action.


K. Michelle Dittmer  
Registered Professional Reporter  
Notary Public  

Dated: July 29, 2019