

# EXHIBIT 5

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**60:10 -61:13** Agassi, Shai 2009-01-05 00:01:09 00:02:07 00:32:07

60:10 Did SAP consider

(Edited)

60:11 Oracle its chief competitor?

60:12 A. Yes.

60:13 Q. And so there was a discussion on a day --

60:14 on a weekly if not daily basis about how to compete

60:15 against Oracle?

60:16 A. No, it's how to compete in the market and,

60:17 you know, if you're completing with the market and

60:18 you have a major competitor called Oracle, then

60:19 every discussion vis-a-vis how do we position,

60:20 compete, and strengthen our position, trial and gain

60:21 more market share, is a competition-related

60:22 discussion. So --

60:23 Q. And competition with Oracle specifically?

60:24 A. With Oracle and Microsoft and whoever is in

60:25 the market. It's -- look, every -- it's a market  
61:1 that has a very small number of competitors in it  
61:2 So whenever you come up to a discussion on how do  
61:3 you get more market share, invariably you get into a  
61:4 situation where it's a zero sum game with those  
61:5 players.  
61:6 So if you went back to the documents and --  
61:7 that the board discussed, every discussion has to be  
61:8 on how you gain more market share. That's the job  
61:9 of the company.

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310:17 -311:23 Agassi, Shai 2009-01-05 00:01:11 00:30:46 00:03:28

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310:25 Q. Did you see any projections of either the  
311:1 revenues or the numbers of customers that would be  
311:2 converted?  
311:3 A. It was in the original case.  
311:4 Q. In the business proposal?  
311:5 A. Yes.

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311:6 Q. And that's the only time you're aware of  
 311:7 any such calculation?  
 311:8 A. No. There was -- on a periodic basis, we  
 311:9 would see tracking numbers of where we are.  
 311:10 Q. Post acquisition?  
 311:11 A. Post acquisition.  
 311:12 Q. And did you have any reason to question  
 311:13 those projections, either the one presented in the  
 311:14 January 7, 2005 business plan or subsequently?  
 311:15 A. I thought we could -- we could do better.  
 311:16 Q. And better than the original projection,  
 311:17 January 7?  
 311:18 A. And better than the execution.  
 311:19 Q. Why did you think you could do better than  
 311:20 the original projection January 7?  
 311:21 A. Because I thought that given the disruption  
 311:22 Oracle has put on the market, there will be better  
 311:23 acceptance by PeopleSoft's customers.

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**311:24 -312:2** Agassi, Shai 2009-01-05 00:00:14 00:31:57 00:02:17

311:24 Q. Did you have any assessment of how many of  
 311:25 the 12,000 PeopleSoft customers might be subject to  
 312:1 conversion by SAP?  
 312:2 A. No. No exact number.

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**312:8 -312:14** Agassi, Shai 2009-01-05 00:00:09 00:32:11 00:02:03

312:8 Q. And what's that ratio? You're bigger than  
 312:9 Oracle.  
 312:10 A. Yes.  
 312:11 Q. Do you know what roughly that is? 60/40?  
 312:12 A. Yeah, something like that.  
 312:13 Q. Something like that?  
 312:14 A. Yeah.

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