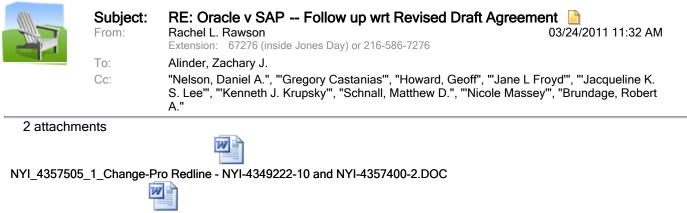
EXHIBIT 6

Dockets.Justia.com



NYI 4357400 2 Proposed SAP Escrow Agreement.DOC

Zac.

After further consideration and reflection and given the requirement to file today, SAP has decided that it cannot accept Oracle's proposed indemnity language and that it must proceed with a motion requesting that the Court approve Defendants' proposed escrow agreement as security for the judgment. The form of escrow agreement we will propose contains the same QSF language that we sent you last week. providing for the tax treatment of the escrow fund as a QSF, with no grantor trust election and no tax indemnity. We believe this is the most appropriate form of security for both parties under all of the circumstances and wanted to give Oracle a last opportunity to agree to it. Further, the proposed escrow agreement retains the proposed language in Section 8, pursuant to which Oracle would indemnify JP Morgan for specific losses solely resulting from Oracle's conduct. Even if we do not reach agreement today, we will be pleased to continue our discussions later. Attached is the form of escrow agreement that we plan to propose, together with a copy marked to show changes from the version I sent last night.

Regards Rachel

**_*_*_*_*_*_*_*_*_*_*_*_*_*_*_*_*_* Rachel Rawson | Jones Day | 901 Lakeside Avenue Cleveland, OH | 44114| 216-586-7276 (ofc) |216-406-3472 (cell) rlrawson@jonesday.com

```
Fr "Alinder, Zachary J." <zachary.alinder@bingham.com>
0
m:
```

^{To} "Rachel L. Rawson'" <rlrawson@JonesDay.com>

C "Nelson, Daniel A." <daniel.nelson@bingham.com>, "'Gregory Castanias''' <gcostanias@JonesDay.com>, "Howard, Geoff' <geoff.howard@bingham.com>, "'Jane L Froyd''' <jfroyd@JonesDay.com>, "'Jacqueline K. S. Lee'' <jkslee@JonesDay.com>, "Kenneth J. Krupsky''' <kjkrupsky@JonesDay.com>, "Schnall, Matthew D." <m.schnall@bingham.com>, "Nicole Massey''

<nmassey@JonesDay.com>, "Brundage, Robert A." <robert.brundage@bingham.com>

D 03/24/2011 11:50 AM

e: S RE: Oracle v SAP -- Follow up wrt Revised Draft Agreement ub je ct.

Rachel,

I intend to respond to your email from last night as well. But, in the interim, can you let me know what specific topics you'd like to discuss on the call, so I can figure out who needs to be on the call and availabilities later this morning or early afternoon? Thank you,

Zac

From: Rachel L. Rawson [mailto:rlrawson@JonesDay.com] Sent: Thursday, March 24, 2011 8:41 AM To: Rachel L. Rawson Cc: Nelson, Daniel A.; 'Gregory Castanias'; Howard, Geoff; 'Jane L Froyd'; 'Jacqueline K. S. Lee'; 'Kenneth J. Krupsky'; Schnall, Matthew D.; 'Nicole Massey'; Brundage, Robert A.; Alinder, Zachary J. Subject: RE: Oracle v SAP -- Follow up wrt Revised Draft Agreement

Zac.

As a follow up to last night's email, we'd like to propose a further meet and confer with you this morning (pacific time). Please let us know what time you might be available.

Best Regards Rachel

**_*_*_*_*_*_*_*_*_*_*_*_*_*_*_*_*_*

Rachel Rawson | Jones Day | 901 Lakeside Avenue Cleveland, OH | 44114| 216-586-7276 (ofc) |216-406-3472 (cell) rlrawson@jonesday.com

==========

This e-mail (including any attachments) may contain information that is private, confidential, or protected by attorney-client or other privilege. If you received this e-mail in error, please delete it from your system without copying it and notify sender by reply e-mail, so that our records can be corrected. ==========

Confidentiality Notice: The information in this e-mail (including attachments, if any) is

at

Confidentiality Notice: The information in this e-mail (including attachments, if any) is considered confidential and is intended only for the recipient(s) listed above. Any review, use, disclosure, distribution or copying of this e-mail is prohibited except by or on behalf of the intended recipient. If you have received this email in error, please notify me immediately by reply email, delete this email, and do not disclose its contents to anyone.

Bingham McCutchen LLP Circular 230 Notice: To ensure compliance with IRS requirements, we inform you that any U.S. federal tax advice contained in this communication is not intended or written to be used, and cannot be used by any taxpayer, for the purpose of avoiding any federal tax penalties. Any legal advice expressed in this message is being delivered to you solely for your use in connection with the matters addressed herein and may not be relied upon by any other person or entity or used for any other purpose without our prior written consent.

=========

This e-mail (including any attachments) may contain information that is private, confidential, or protected by attorney-client or other privilege. If you received this e-mail in error, please delete it from your system without copying it and notify sender by reply e-mail, so that our records can be corrected.