EXHIBIT C

| 13 | **38:25**-**39:11** | Hurst II, Terry 2008-04-30 | 00:00:36 | 00:03:21 | 00:17:38 |

		38:25	THE WITNESS: At the highest level, that's
		39:1	the -- a general characterization of Safe Passage.
		39:2	And it's -- that still holds true.
		39:3	BY MS. HOUSE:
		39:4	Q. Although the products have expanded beyond
		39:5	JD Edwards and PeopleSoft, correct?
		39:6	A. Correct.
		39:7	Q. Now, so the -- is it fair to say that the
		39:8	key goal of the program has always been to
		39:9	transition Oracle customers, Oracle application
		39:10	customers, to give them safe passage to become SAP
		39:11	applications customers?

| 14 | **39:14**-**39:14** | Hurst II, Terry 2008-04-30 | 00:00:01 | 00:03:57 | 00:17:02 |

| | | 39:14 | THE WITNESS: Yes. |

| 15 | **39:20**-**39:23** | Hurst II, Terry 2008-04-30 | 00:00:28 | 00:03:58 | 00:17:01 |

Link > 193.1

		39:20	Q. And Exhibit 147 is a document titled "Safe
		39:21	Passage, Global Sales Guide, April 2005," with the
		39:22	Bates numbers SAP-OR00018474 through 18511. Can you
		39:23	tell me what this document is?

| 16 | **39:24**-**40:20** | Hurst II, Terry 2008-04-30 | 00:01:06 | 00:04:26 | 00:16:33 |

		39:24	A. This appears to be a program overview of
		39:25	the Safe Passage program.
		40:1	Q. And that would be shortly after the
		40:2	acquisition of TomorrowNow by SAP; is that correct?
		40:3	It says April 2005.
		40:4	A. When was the acquisition of TomorrowNow?
		40:5	Q. January of 2005.
		40:6	A. Yes, you're correct.

Link > 193.4.1

		40:7	Q. Could you look at 18477, which is titled
		40:8	"Safe Passage Strategy." If you look at the bottom
		40:9	right-hand corner.
		40:10	A. Oh, okay. Well, I'm sorry. Could you
		40:11	repeat the number?
		40:12	Q. 18477.
		40:13	A. Okay.
		40:14	Q. And it's titled "Safe Passage" -- "Passage
		40:15	Strategy, Convert and Contain." Then it says,
		40:16	"Goal: Our objective is to convert the majority of
		40:17	the PeopleSoft and JD Edwards customer base to SAP
		40:18	and contain Oracle's potential growth in the next
		40:19	generation application market." And was that the
		40:20	goal of the Safe Passage program?

| 17 | **40:21**-**41:18** | Hurst II, Terry 2008-04-30 | 00:01:07 | 00:05:32 | 00:15:27 |

40:21   A. The first part of that, "Our objective is

40:22   to convert the majority of...PeopleSoft and

40:23   JD Edwards customer base to SAP," that is correct.

40:24   That is -- that is the goal. "Contain Oracle's

40:25   potential growth in the next generation application

41:1   market," I didn't write this. I can't say -- I

41:2   can't say that for sure.

41:3   Q. Okay.

41:4   A. But --

41:5   Q. You understand that you're testifying on

41:6   behalf of the companies, correct? Do you have any

41:7   reason to believe that this was not the company's

41:8   goal as stated in its document at that time?

41:9   A. No, I do not.

Link > 193.4.2

41:10   Q. And the "Strategy" that's listed below that

41:11   is, quote: "By offering full maintenance and

41:12   support of PeopleSoft and JD Edwards systems,

41:13   migration tools, and favorable upgrade licensing

41:14   terms to mySAP ERP and SAP NetWeaver, SAP will

41:15   siphon off the cash flow that Oracle needs to build

41:16   or acquire its next generation applications."

41:17   Do you have any reason to believe that was

41:18   not the strategy of Safe Passage at that time?

| 18 | **41:20**-**42:6** | Hurst II, Terry 2008-04-30 | 00:00:29 | 00:06:39 | 00:14:20 |

41:20   THE WITNESS: My understanding is that

41:21   the -- the strategy was to convert the PeopleSoft

41:22   and JD Edwards customers to be SAP customers. I

41:23   don't --

41:24   BY MS. HOUSE:

41:25   Q. Do you understand the difference between

42:1   "goal" and "strategy"? A goal would be to convert

42:2   them, but the strategy would be how you achieve it?

42:3   A. Yes, I understand.

42:4   Q. Okay. And did you understand that the

42:5   strategy of achieving the conversion was by offering

42:6   full maintenance and support --

| 19 | **42:9**-**42:9** | Hurst II, Terry 2008-04-30 | 00:00:01 | 00:07:08 | 00:13:51 |

42:9   Q. -- as indicated?

| 20 | **42:11**-**42:14** | Hurst II, Terry 2008-04-30 | 00:00:12 | 00:07:09 | 00:13:50 |

42:11   THE WITNESS: Yes.

42:12   BY MS. HOUSE:

42:13   Q. And this Safe Passage strategy, is this the

42:14   strategy of SAP AG, SAP America, or both?

| 21 | **42:15**-**42:16** | Hurst II, Terry 2008-04-30 | 00:00:15 | 00:07:21 | 00:13:38 |

	42:15	A. It was a global program, so it would be			
	42:16	both.			

22	**42:17**-**42:23**	Hurst II, Terry 2008-04-30	00:00:41	00:07:36	00:13:23
Link > 193.3.1	42:17	Q. And if you would look on page 476,			(Edited)
	42:18	the day -- "the day before" -- the page before.			
	42:19	This is titled "Safe Passage Overview." The third			
	42:20	bullet -- it's not a bullet. The third paragraph			
	42:21	says, "To meet customer needs, SAP has acquired			
	42:22	TomorrowNow." Was that -- was TomorrowNow acquired			
	42:23	to facilitate the Safe Passage program?			

23	**42:25**-**43:1**	Hurst II, Terry 2008-04-30	00:00:05	00:08:17	00:12:42
Link > Hide	42:25	THE WITNESS: It was -- it was acquired to			
	43:1	be an offer with -- within the program.			

24	**77:20**-**78:1**	Hurst II, Terry 2008-04-30	00:00:21	00:08:22	00:12:37
	77:20	Q. The next bullet reads "The Maintenance			
	77:21	offering," dash, "a key part of the Safe Passage			
	77:22	Program and provided by TomorrowNow," dash, "is used			
	77:23	as enabler for future license revenue, to grow			
	77:24	maintenance contract volume taken away from Oracle			
	77:25	and to generate additional maintenance revenue for			
	78:1	SAP." And that bullet is also true?			

25	**78:4**-**78:4**	Hurst II, Terry 2008-04-30	00:00:00	00:08:43	00:12:16
	78:4	THE WITNESS: That's true.			

26	**78:7**-**78:10**	Hurst II, Terry 2008-04-30	00:00:11	00:08:43	00:12:16
	78:7	since there are numerous pieces,			(Edited)
	78:8	let's take them one at a time. The maintenance			
	78:9	offering by TomorrowNow is a key part of the Safe			
	78:10	Passage program, correct?			

27	**78:12**-**78:17**	Hurst II, Terry 2008-04-30	00:00:14	00:08:54	00:12:05
	78:12	THE WITNESS: The maintenance offering			
	78:13	has -- has been an offer that was available as part			
	78:14	of the -- the Safe Passage program.			
	78:15	BY MS. HOUSE:			
	78:16	Q. And it's a key part of the Safe Passage			
	78:17	program, correct?			

28	**78:19**-**78:24**	Hurst II, Terry 2008-04-30	00:00:10	00:09:08	00:11:51
	78:19	THE WITNESS: It was positioned as a -- as			
	78:20	a key part of the program.			
	78:21	BY MS. HOUSE:			
	78:22	Q. And was -- that maintenance offering by			
	78:23	TomorrowNow was used as an enabler for future			
	78:24	license revenue, correct?			

| 29 | **79:2** - **79:8** | Hurst II, Terry 2008-04-30 | 00:00:12 | 00:09:18 | 00:11:41 |

> 79:2   THE WITNESS: Yes.
> 79:3   BY MS. HOUSE:
> 79:4   Q. And it was also used to grow maintenance
> 79:5   contract volume taken away from Oracle?
> 79:6   A. Yes.
> 79:7   Q. And it was also used to generate additional
> 79:8   maintenance revenue for SAP?

| 30 | **79:10** - **79:10** | Hurst II, Terry 2008-04-30 | 00:00:02 | 00:09:30 | 00:11:29 |

> 79:10   THE WITNESS: Yes.

| 31 | **80:23** - **81:1** | Hurst II, Terry 2008-04-30 | 00:00:13 | 00:09:32 | 00:11:27 |

> 80:23   Q. And wasn't one of the goals of the Safe
> 80:24   Passage program at its implementation to sort of fan
> 80:25   the fears of those PeopleSoft/JD Edwards customers
> 81:1   about that acquisition by Oracle?

| 32 | **81:4** - **81:17** | Hurst II, Terry 2008-04-30 | 00:00:51 | 00:09:45 | 00:11:14 |

> 81:4   THE WITNESS: When the Safe Passage program
> 81:5   was introduced, it was believed that those -- the
> 81:6   PeopleSoft/JD Edwards customers would be feeling
> 81:7   some uncertainty about the future of those
> 81:8   applications, and it was the desire of SAP to put
> 81:9   together a program to help migrate them over to SAP
> 81:10   applications, treating them like SAP customers and
> 81:11   giving them the same opportunities that SAP
> 81:12   customers had in terms of upgrading to SAP
> 81:13   applications.
> 81:14   BY MS. HOUSE:
> 81:15   Q. And -- but -- but wasn't part of the method
> 81:16   of doing that, as a sales tool, was to talk about
> 81:17   those fears and to fan those fears?

| 33 | **81:20** - **81:23** | Hurst II, Terry 2008-04-30 | 00:00:08 | 00:10:36 | 00:10:23 |

> 81:20   THE WITNESS: Yeah, I believe some of
> 81:21   the -- the messaging around the Safe Passage program
> 81:22   highlighted the uncertainties that were part of
> 81:23   that.

| 34 | **95:10** - **95:13** | Hurst II, Terry 2008-04-30 | 00:00:11 | 00:10:44 | 00:10:15 | (Edited)

> 95:10   Q. Now, would you agree that
> 95:11   TomorrowNow was the centerpiece of SAP's Safe
> 95:12   Passage program from essentially the time it was
> 95:13   acquired in January of 2005?

| 35 | **95:16** - **95:17** | Hurst II, Terry 2008-04-30 | 00:00:04 | 00:10:55 | 00:10:04 |

> 95:16   THE WITNESS: No, I don't think I would
> 95:17   consider it the centerpiece of the program.

		313:14	A. I'm not -- I'm not sure exactly what the			
		313:15	point is that they're -- they're trying to make with			
		313:16	that particular bullet point.			
		313:17	Q. Hadn't one of the uses of TomorrowNow in			
		313:18	the Safe Passage program, the service that			
		313:19	TomorrowNow provides, wasn't that something that SAP			
		313:20	was leveraging as a competitive weapon against			
		313:21	Oracle?			

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47   **313:24** - **314:1**   Hurst II, Terry 2008-05-01   00:00:05   00:18:34   00:02:25

313:24   THE WITNESS: Yeah, we did leverage the
313:25   TomorrowNow support offers as part of our
314:1   competitive programs.

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48   **314:3** - **314:5**   Hurst II, Terry 2008-05-01   00:00:05   00:18:39   00:02:20

314:3   Q. And you don't understand what the reference
314:4   to restricting competition is?
314:5   A. Correct.

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49   **544:5** - **544:12**   Hurst II, Terry 2009-09-10   00:00:24   00:18:44   00:02:15

544:5   MS. HANN: Q: Whose decision was it to
544:6   include TomorrowNow Siebel support services in
544:7   Siebel Safe Passage?
544:8   A: Well, there was an investigation into,
544:9   like I said, the feasibility of it. And then I
544:10   spoke with Thomas Ziemen about this topic, and he
544:11   said that ultimately that was the decision of Gerd
544:12   Oswald and Leo Apotheker.

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50   **547:13** - **547:21**   Hurst II, Terry 2009-09-10   00:00:34   00:19:08   00:01:51

Link > 958.1.1

547:13   MS. HANN: Q: Let's look at what's been
547:14   marked Exhibit 1601. Exhibit 1601 is an e-mail with
547:15   attachments. The first cover e-mail is from
547:16   Christian Klein to Thomas Ziemen and Bernd Welz,
547:17   with some ccs. The subject is 'TNow Budget 2006.'
547:18   It is Bates labeled SAP-OR00250204. The attachment
547:19   is labeled SAPOR00250205 through 225.
547:20   Do you have that in front of you?
547:21   A: Yes, I do.

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51   **548:22** - **549:17**   Hurst II, Terry 2009-09-10   00:01:00   00:19:42   00:01:17

Link > 958.20

548:22   Q: I'm going to ask you about the slide
548:23   that's on the page that ends in 223. It's entitled
548:24   'Biz Opportunity - TNow Offering for Siebel.'
548:25   Have you seen this slide before?
549:1   A: This slide looks familiar.
549:2   Q: Looking over in the right-hand column of

Link > 958.20.1

549:3   text, there's a subsection called 'Conclusions.' Do
549:4   you see that?

549:5 A: Yes, I do.

549:6 Q: In the second bullet point, do you see

549:7 where it says, 'The Maintenance offering - a key

549:8 part of the Safe Passage Program and provided by

549:9 TomorrowNow - can be used as enabler for future

549:10 license revenue, to grow maintenance contract volume

549:11 taken away from Oracle and to generate additional

549:12 maintenance revenue for SAP'?

549:13 A: I do see that.

549:14 Q: Was it correct at this time that the

549:15 maintenance offering was a key part of the Safe

549:16 Passage program for Siebel as provided by

549:17 TomorrowNow?

| 52 | **549:20** - **549:24** | Hurst II, Terry 2009-09-10 | 00:00:09 | 00:20:42 | 00:00:17 |

549:20 THE WITNESS: Yeah, it was an offering

549:21 within the Safe Passage program that we positioned

549:22 to the marketplace.

549:23 MS. HANN: Q: And this document says it

549:24 was a key part; correct?

| 53 | **550:2** - **550:3** | Hurst II, Terry 2009-09-10 | 00:00:03 | 00:20:51 | 00:00:08 |

Link > Hide

550:2 THE WITNESS: At that -- we were

550:3 positioning it as a key part.

| 54 | **564:4** - **564:5** | Hurst II, Terry 2009-09-10 | 00:00:05 | 00:20:54 | 00:00:05 |

564:4 Q: Did SAP market TomorrowNow's 50 percent

564:5 off price to potential Siebel customers?

| 55 | **564:7** - **564:7** | Hurst II, Terry 2009-09-10 | 00:00:01 | 00:20:58 | 00:00:01 |

564:7 THE WITNESS: Yes, we did.

Play Time for this Script: **00:20:59**