

EXHIBIT H

Ziemen PA DC on 11-3 at 1136pm

Designation	Source	Tx Duration	Elapsed	Remains
5:10 -5:11	Ziemen, Thomas 2008-09-30	00:00:03	00:00:00	00:40:55
	5:10 Q. Could you please state your name for the record?			
	5:11 A. Thomas Ziemen.			
20:13 -20:16	Ziemen, Thomas 2008-09-30	00:00:14	00:00:03	00:40:52
	20:13 Q. Okay. And then in approximately October 2004,			
	20:14 what did you do?			
	20:15 A. September 2004 I assumed position as the Vice			
	20:16 President for Service Solution Management.			
56:11 -56:13	Ziemen, Thomas 2008-09-30	00:00:12	00:00:17	00:40:38
	56:11 When did, to your knowledge, did SAP first			
	56:12 consider acquiring TomorrowNow?			
	56:13 A. I don't know.			
65:17 -65:18	Ziemen, Thomas 2008-09-30	00:00:04	00:00:29	00:40:26
Link > 12.1.1	65:17 Q. (MS. HOUSE) Could you look at what's been marked			
	65:18 Exhibit 447,			(Edited)
66:4 -66:14	Ziemen, Thomas 2008-09-30	00:00:38	00:00:33	00:40:22
	66:4 Have you seen this e-mail and its			(Edited)
	66:5 attachment?			
	66:6 A. Yes.			
	66:7 Q. Did you write the e-mail?			
	66:8 A. Yes.			
	66:9 Q. And did you create the attached PowerPoint?			
	66:10 A. I put that together.			
Link > 12.1.2	66:11 Q. And the persons to whom you direct -- directed			
	66:12 this e-mail and attachment were the most senior officials			
	66:13 at SAP AG. Is that correct?			
	66:14 A. That's correct.			
67:15 -67:19	Ziemen, Thomas 2008-09-30	00:00:16	00:01:11	00:39:44
	67:15 Q. And when were you instructed to put this			
	67:16 together?			
	67:17 A. Middle of December.			
	67:18 Q. And who specifically instructed you?			
	67:19 A. Gerd Oswald.			
67:24 -68:4	Ziemen, Thomas 2008-09-30	00:00:20	00:01:27	00:39:28
	67:24 Q. And was this connected to the fact that the			
	67:25 Oracle acquisition of PeopleSoft seemed likely to occur?			
	68:1 A. That is correct.			
	68:2 Q. And at this point were you aware that SAP was in			
	68:3 any sort of negotiations to acquire TomorrowNow?			
	68:4 A. Gerd Oswald informed me about that.			

68:9 -68:11 Ziemen, Thomas 2008-09-30 00:00:08 00:01:47 00:39:08

68:9 Q. Did this attack plan assume that PeopleSoft --
 68:10 that SAP would acquire TomorrowNow?
 68:11 A. Yes.

69:14 -69:22 Ziemen, Thomas 2008-09-30 00:00:43 00:01:55 00:39:00

Link > 12.3.1

69:14 Q. Under No. 5 there is "Identify appropriate
 69:15 partners leveraging, knowledge, customer base, ability to
 69:16 execute," and then under Next Steps it says: "Check
 69:17 TomorrowNow and other vendors," and the owners are
 69:18 J. Mackey and J. Robertson. What was that task?
 69:19 A. You're referring to the fifth topic. Right?
 69:20 Q. Yes.
 69:21 A. That was just to the referring -- referring to
 69:22 the ongoing negotiations.

71:12 -71:19 Ziemen, Thomas 2008-09-30 00:00:26 00:02:38 00:38:17

Link > 12.6.1

71:12 Q. And the goal is to -- where "roadmap" is used,
 71:13 is that the concept of having a customer start at
 71:14 maintenance and then move to applications? Is that
 71:15 correct?
 71:16 A. Move whenever they think they are ready to.
 71:17 Q. But that was the -- the goal. Correct?
 71:18 A. The goal was at the end to move customers from
 71:19 PeopleSoft to SAP.

71:20 -71:23 Ziemen, Thomas 2008-09-30 00:00:14 00:03:04 00:37:51

71:20 Q. And the provision of service was viewed as the
 71:21 pathway to do that. Correct?
 71:22 A. It was seen as an offering to give them the
 71:23 choice to decide at their own pace.

72:8 -72:10 Ziemen, Thomas 2008-09-30 00:00:17 00:03:18 00:37:37

Link > 12.11

Link > 12.11.1

72:8 Q. (MS. HOUSE) And moving to 288, there is a graph
 72:9 titled SAP Business Opportunity. Do you see that?
 72:10 A. Yes.

77:11 -77:15 Ziemen, Thomas 2008-09-30 00:00:12 00:03:35 00:37:20

77:11 Q. And when you presented this to the various board
 77:12 members at SAP, you were making what you thought were
 77:13 reasonable assumptions?
 77:14 A. I did not present it. I just sent it over by
 77:15 e-mail.

77:16 -77:23 Ziemen, Thomas 2008-09-30 00:00:23 00:03:47 00:37:08

77:16 Q. When you sent this e-mail to the SAP board
 77:17 members you attempted to make reasonable assumptions.
 77:18 Correct?
 77:19 A. Correct.

Link > 12.11.3 77:20 Q. So this initiative at this point in time, there
 77:21 was at least a potential expectation of almost a billion
 77:22 dollars in the first three years?
 Link > Hide 77:23 A. Almost \$900 -- 900 million, right.

78:4 -78:8 Ziemen, Thomas 2008-09-30 00:00:17 00:04:10 00:36:45
 78:4 What role, if any, did you have concerning
 78:5 the identification of TomorrowNow as an acquisition
 78:6 target?
 78:7 A. I had no role in the identification of it as an
 78:8 acquisition target.

78:23 -79:6 Ziemen, Thomas 2008-09-30 00:00:40 00:04:27 00:36:28
 78:23 Q. And was it your understanding that SAP was
 78:24 interested in acquiring TomorrowNow because of the fact
 78:25 that Oracle was going to be acquiring PeopleSoft?
 79:1 A. It was planned to have a third party service
 79:2 provider for PeopleSoft and yet put maintenance as part of
 79:3 the overarching program, as a marketing program.
 79:4 Q. But it was in response to the fact that Oracle
 79:5 was acquiring PeopleSoft. Correct?
 79:6 A. It was related to that, yeah.

79:7 -79:10 Ziemen, Thomas 2008-09-30 00:00:15 00:05:07 00:35:48
 79:7 Q. And was your first -- did you have any
 79:8 involvement with what amount TomorrowNow should be
 79:9 acquired at, the dollar figure by SAP?
 79:10 A. No.

84:16 -85:14 Ziemen, Thomas 2008-09-30 00:01:28 00:05:22 00:35:33
 84:16 Q. Did you have an understanding at this point that
 84:17 SAP wanted to announce the TomorrowNow acquisition in the
 84:18 time frame that Oracle announced the PeopleSoft
 84:19 acquisition?
 84:20 A. No.
 84:21 Q. Did you have any understanding at all about the
 84:22 timing for the TomorrowNow acquisition?
 84:23 A. No.
 84:24 Q. Did you have an understanding that SAP wanted to
 84:25 achieve it as quickly as possible?
 85:1 A. No.
 85:2 Q. Was it one of the reasons that you were being
 85:3 asked to put together the PeopleSoft attack plan on
 85:4 Christmas Eve, because SAP wanted to achieve the
 85:5 acquisition of TomorrowNow as quickly as possible?
 85:6 A. The plan we put together before Christmas did
 85:7 not refer to TomorrowNow.
 85:8 Q. I believe you testified that you thought it did.

85:9 A. I thought -- I said that when I recalled it
 85:10 right that we were assuming that the maintenance will be
 85:11 provided through a third party provider.
 85:12 Q. So -- so is it your testimony now that the
 85:13 attack plan that you talked about, Exhibit 447, was not
 85:14 specifically envisioning TomorrowNow?

85:16-86:5 Ziemen, Thomas 2008-09-30 00:01:03 00:06:50 00:34:05

85:16 A. I knew that there were ongoing negotiations, but
 85:17 when we put that together it was not done.
 85:18 Q. (MS. HOUSE) Okay. But when you put together
 85:19 that presentation the assumption was that SAP would be
 85:20 acquiring TomorrowNow?
 85:21 A. My personal assumption was that TomorrowNow
 85:22 would most likely be the third party provider.
 85:23 Q. And that was one of the assumptions that you
 85:24 used in connection with creating the projections for
 85:25 financial performance?
 86:1 A. For the financial performance there was a
 86:2 17 percent maintenance fee used as -- for the calculation.
 86:3 Q. Okay. We already covered that, but was the
 86:4 assumption when you made those projections that the
 86:5 provider of the service would be TomorrowNow?

86:7-86:13 Ziemen, Thomas 2008-09-30 00:00:20 00:07:53 00:33:02

86:7 A. In the presentation we left that open.
 86:8 Q. (MS. HOUSE) But I'm asking you now your
 86:9 assumption. At that point in time on December 23rd when
 86:10 you made that PeopleSoft attack plan, was it your
 86:11 assumption that the entity that would be providing the
 86:12 service that was being discussed in the PeopleSoft attack
 86:13 plan, that entity would be TomorrowNow?

86:15-86:18 Ziemen, Thomas 2008-09-30 00:00:11 00:08:13 00:32:42

86:15 A. But I wasn't asked to -- to make any
 86:16 assumptions. Here we just were asked to put together a
 86:17 plan assuming that there will be a -- a maintenance
 86:18 provider for that.

87:2-87:17 Ziemen, Thomas 2008-09-30 00:00:41 00:08:24 00:32:31

87:2 Q. So you were assuming that the provision of --
 87:3 the acquisition of the third party service provider would
 87:4 be happening in the early part of 2005. Correct?
 87:5 A. Most likely in the earlier part, right.
 87:6 Q. And at that point in time was there any other
 87:7 third party service provider that SAP was considering
 87:8 acquiring besides TomorrowNow?
 87:9 A. I don't know.

87:10 Q. You're not aware of any?
 87:11 A. I wasn't aware.
 87:12 Q. So at the point in time when you created the
 87:13 PeopleSoft attack plan, Exhibit 447, the only service
 87:14 provider that you knew SAP was considering acquiring was
 87:15 TomorrowNow. Correct?
 87:16 A. The only one I was informed about was
 87:17 TomorrowNow, correct.

88:3 -88:10 Ziemen, Thomas 2008-09-30 00:00:26 00:09:05 00:31:50

88:3 Q. I want to make sure your testimony is clear.
 88:4 At this point in time, the January 5th,
 88:5 2005, time frame in which you were forwarded this e-mail
 88:6 by board member Gerhard Oswald, did you have an
 88:7 understanding that there was any urgency surrounding the
 88:8 acquisition of TomorrowNow that was connected to the
 88:9 acquisition by Oracle of PeopleSoft?
 88:10 A. I have no knowledge about that.

89:14 -89:21 Ziemen, Thomas 2008-09-30 00:00:30 00:09:31 00:31:24

89:14 Q. Wasn't the potential ability to offer
 89:15 Oracle/PeopleSoft customers the ability to get off
 89:16 Oracle/PeopleSoft maintenance with TomorrowNow Support
 89:17 Services an attraction of the deal to SAP?
 89:18 A. It was one elemental option in the overall
 89:19 program and strategy.
 89:20 Q. And it was an attractive part of the deal.
 89:21 Correct?

89:23 -89:23 Ziemen, Thomas 2008-09-30 00:00:02 00:10:01 00:30:54

89:23 A. That's up to the customer to evaluate.

90:15 -90:20 Ziemen, Thomas 2008-09-30 00:00:19 00:10:03 00:30:52

90:15 Q. (MS. HOUSE) You don't know if the ability of SAP
 90:16 to offer customers the ability to get off Oracle
 90:17 maintenance with TomorrowNow and then be well positioned
 90:18 with an existing lower-risk SAP relationship to begin
 90:19 positioning a special SAP migration program was an
 90:20 attractive feature of the deal?

90:22 -90:22 Ziemen, Thomas 2008-09-30 00:00:02 00:10:22 00:30:33

90:22 A. That wasn't proven at that point in time.

93:13 -94:3 Ziemen, Thomas 2008-09-30 00:01:11 00:10:24 00:30:31

[Link > 106.1.1](#)

93:13 Q. (MS. HOUSE) Okay. So we've now segregated out
 93:14 this and we now have Exhibit 452, which starts at
 93:15 SAP-OR0002893[sic] through 2897, and this is an e-mail
 93:16 that is from your e-mail box. Correct?
 93:17 A. Correct.

207:24 Tseng. It goes from 9813 through 9819. Was this the
 207:25 actual report back to Mr. Oswald that you and Mr. Tseng
 208:1 did?
 208:2 A. That was the presentation Stephen and I
 208:3 presented to Gerd.

264:4 -264:4 Ziemen, Thomas 2008-09-30 00:00:02 00:13:44 00:27:11
 Link > 177.1.1 264:4 Q. Let's look at Exhibit 149.

264:5 -264:18 Ziemen, Thomas 2008-09-30 00:01:03 00:13:46 00:27:09
 264:5 In Exhibit 149 is a document entitled
 264:6 Business Case TomorrowNow with the name Gerd Oswald on the
 264:7 front, February 18th, 2004, Board Presentation. It goes
 264:8 from 217178 through 217193, and is this the business case
 264:9 that you put together in connection with the headcount
 264:10 issue for TomorrowNow?
 264:11 A. That is correct.
 Link > 177.1.2 264:12 Q. And the date on that should read 2005, not 2004.
 264:13 Correct?
 264:14 A. That is a mistake.
 264:15 Q. And does it have Mr. Oswald's name on it because
 264:16 that is the person to whom you presented it?
 264:17 A. He was the board member being in charge of
 264:18 presenting it within the board meeting.

264:22 -264:25 Ziemen, Thomas 2008-09-30 00:00:12 00:14:49 00:26:06
 264:22 Q. And was this board -- this business case
 264:23 something that Mr. Oswald presented to the entire SAP
 264:24 board?
 264:25 A. Yes.

269:13 -269:25 Ziemen, Thomas 2008-09-30 00:00:39 00:15:01 00:25:54
 Link > 177.2.1 269:13 Q. And the Benefits/Rationale/Impact that's listed
 269:14 in the middle table, in the middle of the table at the
 269:15 bottom of this first page, were those items that you had
 269:16 suggested when you were working on this presentation?
 269:17 A. Based on the outcome of the Bryan meeting.
 Link > 177.2.2 269:18 Q. And so one of the benefits that was listed was
 269:19 to generate additional maintenance revenue for SAP. Is
 269:20 that correct?
 269:21 A. That is correct.
 Link > 177.2.3 269:22 Q. And to use the maintenance offering as an
 269:23 enabler for future license revenue to SAP. Is that also
 269:24 another benefit of this business case?
 269:25 A. Correct.

276:10 -276:13 Ziemen, Thomas 2008-09-30 00:00:15 00:15:40 00:25:15
 Link > 177.7.2 276:10 Q. The next page after that is titled investment
 276:11 overview 2005. It's 217184. Did you help to prepare this

276:12 slide?
 276:13 A. I just delivered the numbers.

278:1 -278:6 Ziemen, Thomas 2008-09-30 00:00:17 00:15:55 00:25:00
 278:1 Q. Did you review the chart before it was presented
 278:2 to the board?
 278:3 A. That was not presented to the board.
 278:4 Q. What was this chart used for?
 278:5 A. I don't know. Should ask the service and
 278:6 support operations.

278:12 -278:14 Ziemen, Thomas 2008-09-30 00:00:07 00:16:12 00:24:43
 278:12 Q. Did you review this chart before it was
 278:13 finalized?
 278:14 A. No.

[Link > Hide](#)

292:12 -292:16 Ziemen, Thomas 2008-09-30 00:00:14 00:16:19 00:24:36
 292:12 Q. (MS. HOUSE) Do you recall that there were many
 292:13 presentations internally at SAP that talked about the
 292:14 value of TomorrowNow associated with the revenue that it
 292:15 would take away from Oracle?
 292:16 A. I recall that.

294:3 -294:11 Ziemen, Thomas 2008-09-30 00:00:26 00:16:33 00:24:22
 294:3 Q. Mr. Welz' e-mail goes on to say that
 294:4 Mr. Kagermann questioned the negative margins associated
 294:5 with TomorrowNow. Do you see that?
 294:6 A. Yeah.
 294:7 Q. But that Mr. Apotheker immediately responded and
 294:8 said that was due to the international locations and that
 294:9 once, quote, critical mass had been reached, TomorrowNow
 294:10 could also produce a positive margin. Do you see that?
 294:11 A. That is correct.

298:10 -298:13 Ziemen, Thomas 2008-09-30 00:00:13 00:16:59 00:23:56
 298:10 Q. Okay. Let's look back at Exhibit 450. It was
 298:11 one of the first things I showed you. It's a
 298:12 December 1st, 2006, PowerPoint entitled TomorrowNow
 298:13 Acquisition Monitoring. (Edited)

[Link > 380.1](#)

298:17 -298:24 Ziemen, Thomas 2008-09-30 00:00:24 00:17:12 00:23:43
 298:17 Q. (MS. HOUSE) And I know we've gone over this
 298:18 briefly before. This was your report to the SAP board in
 298:19 connection with monitoring the TomorrowNow acquisition.
 298:20 Correct?
 298:21 A. Acquisition monitor and report, yes.
 298:22 Q. And you, again, attempted to be accurate when
 298:23 you created this. Yes?
 298:24 A. Yes.

299:7 -300:2

Ziemen, Thomas 2008-09-30 00:00:56 00:17:36 00:23:19

Link > 380.2.1

299:7 Q. The phrase Value Proposition --
 299:8 A. Yeah.
 299:9 Q. -- is that meaning to convey the value that the
 299:10 TomorrowNow acquisition was providing --
 299:11 A. That's correct.
 299:12 Q. -- to SAP? Yes?
 299:13 A. And to customers.
 299:14 Q. And to customers. Okay. The second part of the
 299:15 section is the part that talks about the value to SAP.
 299:16 Correct? The first bullet is about -- or the first box is
 299:17 the value to the customer and the second box is the value
 299:18 to SAP. Is that right?
 299:19 A. That is correct.
 299:20 Q. And you wrote under the first bullet of that
 299:21 second box: "Serves as bridge for future SAP license
 299:22 business for (smaller, not SAP-minded customers)." Do you
 299:23 see that?
 299:24 A. That is correct.
 299:25 Q. And that was one of the values that, as of
 300:1 December 2006, was assessed as to TomorrowNow. Correct?
 300:2 A. That's correct.

302:9 -302:17

Ziemen, Thomas 2008-09-30 00:00:18 00:18:32 00:22:23

Link > 380.2.3

302:9 Q. (MS. HOUSE) You go on under the Business Case
 302:10 Analysis, which is the next box under this summary, to
 302:11 write that TomorrowNow -- and this is a quote:
 302:12 "TomorrowNow established as cornerstone of the Safe
 302:13 Passage program." Do you see that?
 302:14 A. Yeah.
 302:15 Q. And that was accurate?
 302:16 A. It was one cornerstone of the Safe Passage
 302:17 program, right.

304:12 -304:15

Ziemen, Thomas 2008-09-30 00:00:21 00:18:50 00:22:05

Link > 380.2.4

304:12 Q. (MS. HOUSE) And your conclusion on this page to
 304:13 the board in assessing TomorrowNow in this review as of
 304:14 December 2006 is: "TomorrowNow is a strategic investment
 304:15 and serves as strategic weapon against Oracle." Right?

304:21 -305:16

Ziemen, Thomas 2008-09-30 00:01:30 00:19:11 00:21:44

Link > 380.2.5

304:21 Q. That's what the language says. Correct?
 304:22 A. Correct.
 304:23 Q. And underneath that in the sub bullet you write:
 304:24 "Take away maintenance revenue from Oracle." Right?
 304:25 A. Right.

Link > 380.2.6

305:1 Q. And then you write: "Create pre-pipeline of

Link > 380.2.7	<p>305:2 future SAP customers." Right?</p> <p>305:3 A. Right.</p> <p>305:4 Q. And that was the first conclusion that you drew</p> <p>305:5 and presented in connection with this report. Correct?</p> <p>305:6 A. This is a summary.</p> <p>305:7 Q. And you reference in the next bullet point that</p> <p>305:8 TomorrowNow was still operating at a loss in 2006. Right?</p> <p>305:9 A. Correct.</p> <p>305:10 Q. But even though it was operating at a loss, it</p> <p>305:11 was review -- it was perceived by you in your conclusion</p> <p>305:12 as a strategic investment that serves as a strategic</p> <p>305:13 weapon against Oracle. Right?</p> <p>305:14 A. That serves as a strategic investment for SAP.</p> <p>305:15 Q. Right? And as a strategic weapon against</p> <p>305:16 Oracle. Right? That's what your language says. Correct?</p>	
Link > 380.2.4	<p>305:18 -305:20 Ziemen, Thomas 2008-09-30 00:00:09 00:20:41 00:20:14</p> <p>305:18 A. Correct.</p> <p>305:19 Q. (MS. HOUSE) So the value of TomorrowNow was not</p> <p>305:20 just associated with it making a profit. Correct?</p>	
	<p>305:22 -305:23 Ziemen, Thomas 2008-09-30 00:00:11 00:20:50 00:20:05</p> <p>305:22 A. Its value was not only related to the fact to</p> <p>305:23 become a profitable revenue -- a revenue unit.</p>	
	<p>305:24 -305:25 Ziemen, Thomas 2008-09-30 00:00:05 00:21:01 00:19:54</p> <p>305:24 Q. (MS. HOUSE) And did anybody who you made this</p> <p>305:25 presentation to disagree with your conclusion?</p>	
	<p>306:2 -306:2 Ziemen, Thomas 2008-09-30 00:00:01 00:21:06 00:19:49</p> <p>306:2 A. I don't know.</p>	
Link > 43.1.2	<p>319:13 -319:14 Ziemen, Thomas 2008-10-01 00:00:04 00:21:07 00:19:48</p> <p>319:13 Q. Okay. Let me show you what has been marked</p> <p>319:14 Exhibit 436.</p>	(Edited)
	<p>319:19 -319:24 Ziemen, Thomas 2008-10-01 00:00:15 00:21:11 00:19:44</p> <p>319:19 Do you recognize this document?</p> <p>319:20 A. Yes.</p> <p>319:21 Q. And this was a PowerPoint that you created to</p> <p>319:22 present at this supervisory board meeting on the</p> <p>319:23 TomorrowNow status update. Is that correct?</p> <p>319:24 A. I prepared that, but I did not present it.</p>	(Edited)
	<p>320:3 -320:7 Ziemen, Thomas 2008-10-01 00:00:14 00:21:26 00:19:29</p> <p>320:3 Q. And do you know who did do the presentation?</p> <p>320:4 A. As I recall it, Mr. Kagermann..</p> <p>320:5 Q. And this is about two years after the</p> <p>320:6 acquisition of TomorrowNow. Is that correct?</p> <p>320:7 A. That is correct.</p>	

325:21 -325:23 Ziemen, Thomas 2008-10-01 00:00:07 00:21:40 00:19:15

325:21 Q. And when you did this update, you attempted to
 325:22 be accurate in your reporting. Correct?
 325:23 A. Of course.

326:3 -327:11 Ziemen, Thomas 2008-10-01 00:01:49 00:21:47 00:19:08

Link > 43.2.4

326:3 Q. And it looks almost -- well, it looks very
 326:4 similar to the one that we were talking about last
 326:5 evening. Correct?
 326:6 A. Correct.
 326:7 Q. And so here we are farther along on the
 326:8 timeline. It's now February of 2007 and you are still
 326:9 writing that the Value Proposition, if you'll look on the
 326:10 left of this Page 141571, for SAP from the SAP view is
 326:11 that: "Hurt Oracle by taking away maintenance revenue."
 326:12 Correct? You wrote that?

Link > 43.2.5

326:13 A. I wrote that.
 326:14 Q. And you also again wrote: "Serves as bridge for
 326:15 future SAP license business for (smaller, not SAP-minded
 326:16 customers)." You wrote that. Correct?
 326:17 A. That was that -- just -- okay. Yeah.

Link > 43.2.6

326:18 Q. And, again, under the Business Case Analysis you
 326:19 wrote -- the first bullet was: "TomorrowNow established
 326:20 as a cornerstone of the SAP Safe Passage Program." Right?
 326:21 A. Correct.

Link > 43.2.7

326:22 Q. And that was still true when you wrote that?
 326:23 A. Correct.
 326:24 Q. And then your conclusion remains at the end of
 326:25 this page: "TomorrowNow is a strategic investment and
 327:1 serves as a strategic weapon against Oracle." That
 327:2 remained true at that point in time. Right?
 327:3 A. That's how it is written in the document here.

Link > 43.2.8

327:4 Q. And that's what you wrote. Right?
 327:5 A. Correct.
 327:6 Q. And you then wrote again: "Take away
 327:7 maintenance revenue from Oracle. Create pre-pipeline of
 327:8 future SAP customers," and those were, again, conclusions
 327:9 that you were reaching in February of 2007. Correct?
 327:10 A. That's what I prepared for the presentation,
 327:11 correct.

327:12 -327:14 Ziemen, Thomas 2008-10-01 00:00:06 00:23:36 00:17:19

Link > 43.2.9

327:12 Q. And did you have any understanding whether
 327:13 Mr. Kagermann did not relay those conclusions in
 327:14 presenting to the SAP Supervisory Board?

327:16 -327:16 Ziemen, Thomas 2008-10-01 00:00:01 00:23:42 00:17:13

366:11 connection with your visit to TomorrowNow in January of
 366:12 2005. Correct?
 366:13 A. I said yesterday that it was most likely
 366:14 mentioned by Andrew Nelson in his presentation, but we did
 366:15 not go into detail on that.

480:4-480:9 Ziemen, Thomas 2008-10-01 00:00:26 00:31:45 00:09:10
 480:4 Q. Okay. Now, you've mentioned that after Oracle
 480:5 acquired Siebel SAP authorized TomorrowNow to service
 480:6 Oracle's Siebel-owned applications. Correct?
 480:7 A. We were asked to provide -- to do -- start due
 480:8 diligence, whether it would be feasible or not to provide
 480:9 maintenance services for Siebel.

480:22-480:25 Ziemen, Thomas 2008-10-01 00:00:33 00:32:11 00:08:44
 480:22 Q. Who did?
 480:23 A. Gerd Oswald asked me to start a feasibility
 480:24 study on whether it is doable or not to extend TomorrowNow
 480:25 services for Siebel.

482:2-482:4 Ziemen, Thomas 2008-10-01 00:00:09 00:32:44 00:08:11
 482:2 Q. And was that a business case that was presented
 482:3 to SAP's Executive Board?
 482:4 A. That was submitted to the board.

483:11-483:18 Ziemen, Thomas 2008-10-01 00:01:17 00:32:53 00:08:02
 Link > 267.1 483:11 Q. (MS. HOUSE) Could you look at Exhibit 472? 472.
 483:12 And Exhibit 472 is a document entitled Business Case,
 483:13 TomorrowNow-Siebel, Board Area, Gerd Oswald. It's got a
 483:14 Bates number of TN-OR00995250 through 259. Is this the
 483:15 business case that you prepared with others that you
 483:16 reference in connection with expansion of service by
 483:17 TomorrowNow into the Siebel application area?
 483:18 A. Actually, this is the final one.

484:14-485:14 Ziemen, Thomas 2008-10-01 00:01:40 00:34:10 00:06:45
 Link > 267.5 484:14 MS. HOUSE: Okay. Let's start at 5254,
 484:15 which is titled Business Opportunity, TomorrowNow Offering
 484:16 for Siebel.
 Link > 267.5.4 484:17 Q. (MS. HOUSE) And in the Customer Analysis at the
 484:18 top left-hand section there's a reference to the Siebel
 484:19 customer base being 4,000 customers. Do you see that?
 484:20 A. Yes.
 484:21 Q. And that this presents a huge market opportunity
 484:22 for SAP. Do you see that?
 484:23 A. Yes.
 484:24 Q. And did you agree that providing service on
 484:25 Siebel applications through TomorrowNow presented a huge
 485:1 market opportunity for SAP?

Link > 267.5.3

485:2 A. Yes.
 485:3 Q. On the Conclusions portion of this page there's
 485:4 a reference under the second bullet to: "The Maintenance
 485:5 offering," dash, "a key part of the Safe Passage Program
 485:6 and provided by TomorrowNow," dash, "can be used as
 485:7 enabler for future license revenue, to grow contract
 485:8 volume taken away from Oracle and to generate additional
 485:9 maintenance revenue for SAP." Did you agree with that
 485:10 conclusion?
 485:11 A. Similar to the statements we have been through
 485:12 already.
 485:13 Q. So is that a, yes, you do agree?
 485:14 A. Yes.

Link > Hide

485:18 -485:22 Ziemen, Thomas 2008-10-01 00:00:15 00:35:50 00:05:05
 485:18 Q. Were you involved in any discussion within SAP
 485:19 or TomorrowNow about how TomorrowNow would be able to
 485:20 offer comparable service to Oracle service of Siebel
 485:21 products?
 485:22 A. No.

488:4 -488:10 Ziemen, Thomas 2008-10-01 00:00:34 00:36:05 00:04:50
 488:4 Q. Did you understand going into this business case
 488:5 or even -- do you understand coming out of this business
 488:6 case that TomorrowNow would operate any differently in
 488:7 servicing Siebel customers than it did in servicing
 488:8 PeopleSoft and JD Edwards customers?
 488:9 A. I did not know how they were servicing their
 488:10 customers in detail.

488:11 -488:20 Ziemen, Thomas 2008-10-01 00:00:38 00:36:39 00:04:16
 488:11 Q. Did you have any understanding that TomorrowNow
 488:12 would operate any differently in going forward and
 488:13 servicing Siebel customers than it was currently doing as
 488:14 to PeopleSoft/JD Edwards customers?
 488:15 A. I have no information on that.
 488:16 Q. Was your assumption that they would be doing the
 488:17 same business service delivery model that it was currently
 488:18 employing?
 488:19 A. It was my assumption that they will deliver and
 488:20 service a customer in a similar -- a similar manner.

488:21 -488:24 Ziemen, Thomas 2008-10-01 00:00:13 00:37:17 00:03:38
 488:21 Q. Did you have any understanding that TomorrowNow
 488:22 would be downloading any materials related to the service
 488:23 of Siebel applications?
 488:24 A. No, I did not.

490:4 -490:5 Ziemen, Thomas 2008-10-01 00:00:08 00:37:30 00:03:25

	490:4	Q. Are you aware of anything that SAP did to			
	490:5	protect Oracle-owned IP related to Siebel?			
490:7 -490:10	Ziemen, Thomas	2008-10-01	00:00:15	00:37:38	00:03:17
	490:7	A. I have no knowledge about that.			
	490:8	Q. (MS. HOUSE) It's not something that was			
	490:9	considered in connection with presenting the business case			
	490:10	to the SAP Executive Board?			
490:12 -490:12	Ziemen, Thomas	2008-10-01	00:00:01	00:37:53	00:03:02
	490:12	A. Not to my knowledge.			
490:13 -490:17	Ziemen, Thomas	2008-10-01	00:00:16	00:37:54	00:03:01
	490:13	Q. (MS. HOUSE) Are you aware whether or not			
	490:14	TomorrowNow did any copying or testing of the underlying			
	490:15	Siebel software to develop updates or fixes as part of its			
	490:16	offering of service on Siebel applications?			
	490:17	A. No, I did not.			
491:8 -491:17	Ziemen, Thomas	2008-10-01	00:00:39	00:38:10	00:02:45
	491:8	Q. (MS. HOUSE) Were there any technical personnel			
	491:9	from SAP, either Americas or AG, who assisted in the			
	491:10	creation of the service delivery model at TomorrowNow as			
	491:11	it relates to Siebel applications?			
	491:12	A. Not that I was aware of.			
	491:13	Q. So however the service was going to be delivered			
	491:14	was going to be developed internally within TomorrowNow.			
	491:15	Is that correct?			
	491:16	A. TomorrowNow was in charge of providing the			
	491:17	service.			
496:13 -496:21	Ziemen, Thomas	2008-10-01	00:00:34	00:38:49	00:02:06
	496:13	Q. And do you remember that another one of the			
	496:14	perceived values of servicing the Siebel software was that			
	496:15	doing that would also take maintenance revenue away from			
	496:16	Oracle?			
	496:17	A. One KPI was the potential loss of maintenance			
	496:18	for -- for Siebel.			
	496:19	Q. Potential loss of maintenance service revenue on			
	496:20	Siebel applications by Oracle. Is that correct?			
	496:21	A. That is correct.			
496:22 -497:2	Ziemen, Thomas	2008-10-01	00:00:17	00:39:23	00:01:32
	496:22	Q. Do you recall attending the TomorrowNow Global			
	496:23	Leadership meeting at Lake Tahoe on January 11th, 2007?			
	496:24	A. Yes.			
	496:25	Q. And you presented at that meeting. Is that			
	497:1	correct?			
	497:2	A. I presented at the last day of the meeting.			

497:3 -497:10 Ziemen, Thomas 2008-10-01 00:00:19 00:39:40 00:01:15
 497:3 Q. Were you there for all three days of the
 497:4 meeting?
 497:5 A. No.
 497:6 Q. Were you just there for the last day?
 497:7 A. Correct.
 497:8 Q. And was there anybody else from SAP who attended
 497:9 any part of that meeting?
 497:10 A. Not as I recall.

499:5 -499:6 Ziemen, Thomas 2008-10-01 00:00:03 00:39:59 00:00:56
[Link > 404.1.1](#) 499:5 All right. Exhibit 473 is a multipage
 499:6 document. (Edited)

499:8 -499:9 Ziemen, Thomas 2008-10-01 00:00:13 00:40:02 00:00:53
 499:8 Did you present this (Edited)
 499:9 deck at the TomorrowNow Global Leadership Meeting?

499:10 -499:10 Ziemen, Thomas 2008-10-01 00:00:00 00:40:15 00:00:40
 499:10 A. Yes.

504:8 -504:14 Ziemen, Thomas 2008-10-01 00:00:22 00:40:15 00:00:40
[Link > 404.14.1](#) 504:8 Q. Now, under the Maintenance battlefield there
 504:9 are -- on the right there appear to be SAP weapons. Do
 504:10 you see that?
 504:11 A. Yes.
 504:12 Q. And listed under the Offensive Weapons that SAP
 504:13 has are Safe Passage and TomorrowNow. Do you see that?
 504:14 A. That is correct.

505:6 -505:10 Ziemen, Thomas 2008-10-01 00:00:19 00:40:36 00:00:19
 505:6 Q. Okay. So Safe Passage has one plus and
 505:7 TomorrowNow has two pluses. What does that mean?
 505:8 A. That in terms of maintenance, TomorrowNow was,
 505:9 in my understanding, could be seen as a stronger weapon
 505:10 than Safe Passage.

Play Time for this Script: **00:40:55**