

EXHIBIT 53

H I G H L Y C O N F I D E N T I A L

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

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ORACLE CORPORATION, a Delaware corporation, ORACLE USA, INC., a Colorado corporation, and ORACLE INTERNATIONAL CORPORATION, a California corporation,

Plaintiffs,

No. 07-CV-1658
(PJH)

-against-

SAP AG, a German corporation, SAP AMERICA, INC., a Delaware corporation, TOMORROWNOW, INC., a Texas corporation, and DOES 1-50, inclusive,

Defendants.

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November 12, 2008
9:14 a.m.

Videotaped deposition of WERNER BRANDT, taken by Plaintiffs, pursuant to notice, at the offices of Bingham McCutchen, LLP, 399 Park Avenue, New York, New York, before Jack Finz and Otis Davis, Shorthand Reporters and Notaries Public within and for the State of New York.

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TEXT REMOVED - NOT RELEVANT

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Q. Could you turn to page 136132,
it's titled "SWOT Acquisition Analysis."

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A. Yes.

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Q. And that's an acronym for

1 WERNER BRANDT - HIGHLY CONFIDENTIAL
2 strengths, weaknesses, opportunities and
3 threats, correct?

4 A. Yes, that's correct.

5 Q. Under "Threats," it says,
6 quote: "The access rights to the
7 PeopleSoft software is very likely to be
8 challenged by Oracle and past operating
9 issues may be a serious liability if Oracle
10 challenges (i.e. off-site production copies
11 and the form of delivery of regulatory
12 updates may be subject to Oracle
13 challenge)."

14 Did you read that?

15 A. Yes, I did (in English).

16 Q. Did this concern you?

17 A. As I indicated earlier, we
18 discussed this, and we determined who is
19 responsible for the individual point
20 issues, and then it was delegated to the
21 appropriate board member, who then would
22 have had to ensure that the corrective
23 measures are taken if something was not in
24 order.

25 Q. What did you understand was the

1 WERNER BRANDT - HIGHLY CONFIDENTIAL
2 reference to "off-site production copies"?

3 A. As far as I can recall, the
4 issue was on which systems the software is
5 running.

6 Q. There is a reference to there
7 being serious liability for past operating
8 issues.

9 What other past operating
10 issues do you recall being discussed that
11 created concern about serious liability?

12 A. To my recollection, that was
13 the central issue, the question whether the
14 systems are running on the customer systems
15 or on the TomorrowNow systems.

16 Q. The reference to the form of
17 delivery of regulatory updates as being
18 another area, what did you understand was
19 the problem with the form of delivery of
20 regulatory updates?

21 A. I don't remember.

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Q. The second box in both of these documents reads: "SAP will leave the Texas corporation in existence as a liability shield for any potential claims."

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Do you see that?

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A. I see that (in English).

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Q. Whose idea was that?

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WERNER BRANDT - HIGHLY CONFIDENTIAL

A. I can't nail that down to one person, but that was the idea.

Q. You were involved in that decision?

A. The entire board of SAP AG was involved in that decision.

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Q. Just so that the Court and the jury understands, SAP's exposure to an Oracle lawsuit based on TomorrowNow's service delivery practices were considered in deciding how to structure the company on a going-forward basis, correct?

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A. It was something that was taken into account when the structure was established, determined.

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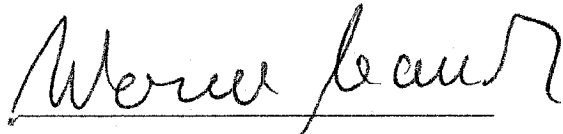
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THE VIDEOGRAPHER: Going off
the record at 5:39, and this will mark
the end of tape number 4.

(Time noted: 5:39 p.m.)



WERNER BRANDT

Subscribed and sworn to before me
this ____ day of _____ 2008.

Corrections to the Transcript of the Deposition of

Werner Brandt

Taken on November 12, 2008

Volume 1, pages 1 - 223

Page	Line(s)	Reads	Should Read
14	12	Ealangen	Erlangen
16	13	Aufsichstrat	Aufsichtsrat
22	20	SEC 20(f)	SEC 20-F
22	22	CCO	CEO
30	5	Muckich	Mucic
41	24	Hammond	Haarmann
41	24	Gaerhart Meier	Gerhard Maier
65	3 and 4	a residual variable,	the residual,
65	7	part	portion
65	8 to 10	delete "distributed... include IP"	allocated to the individually identifiable tangible and intangible net assets including IP
75	25	Adam	Arlen
82	23	board	executive board
84	21	board	executive board
109	19	supported	support at
121	6	board	executive board
126	6 and 13	board	executive board
129	5 and 6		
132	15		
133	13, 16 and 18		
152	20	a while	a while
193	9 and 12	board	executive board

Werner Brandt

Witness Signature

12/12/2008

Date

