

EXHIBIT 49

Message

From: Shenkman, Arlen [/O=SAP/OU=AMERICA1/CN=RECIPIENTS/CN=000000225832]
Sent: 12/17/2004 11:17:33 AM
To: Agassi, Shai [/O=SAP/OU=AMERICA2/CN=RECIPIENTS/CN=000000115784]
CC: Mackey, James [/O=SAP/OU=AMERICA1/CN=RECIPIENTS/CN=000000065459]; Brandt, Werner [/O=SAP/OU=EUROPE1/CN=RECIPIENTS/CN=000000105438]
Subject: FW: Confidential
Attachments: Hexaware.ppt

Hello Shai,

Following our communications on alternatives to TomorrowNow, we have attached an overview of Hexaware Technologies. While Hexaware has a meaningful employee base in the United States (about 250 in the US headquarters' near Princeton, New Jersey and 2300 in Mumbai, Bangalore and Chennai, India), the Company has in the past held itself out as the largest offshore provider of Peoplesoft support services. This target also addresses some other offshore needs SAP has been considering filling through acquisition.

Our research has not provided us with any meaningful North American competitors to TomorrowNow in this space. We will certainly require TomorrowNow to identify its major competitors next week to confirm our research -- that TomorrowNow's competition is Peoplesoft and a few offshore service providers. As you are certainly aware, this is an emerging market, and according to Gartner less than 1 percent of customers paying for ERP product maintenance and support obtain this service from providers other than their ERP software vendors. In fact, currently the only vendor recommended by Gartner for this third party maintenance is TomorrowNow.

While Hexaware holds the skill sets we desire, because Hexaware is an Indian public company, the timeframe for closing an acquisition of the target will be 120 to 180 days. We have also included an overview of the Indian requirements for the acquisition of a public company and a comparison of the US vs. Indian M&A transaction practices.

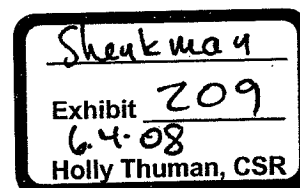
Please let us know if you have any questions or comments.

Best regards,
Arlen

-----Original Message-----

From: Agassi, Shai
Sent: Thursday, December 16, 2004 5:59 PM
To: Shenkman, Arlen; Mackey, James
Subject: Re: Confidential

Jim,



Can you get a no-shop agreement till end of January. Also make sure you have a second option ready. We need to find who their largest competitor is...

S

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I am not rude, I am on a blackberry

-----Original Message-----

From: Shenkman, Arlen <arlen.shenkman@sap.com>
To: Agassi, Shai <shai.agassi@sap.com>
CC: Mackey, James <james.mackey@sap.com>; Brandt, Werner <werner.brandt@sap.com>
Sent: Thu Dec 16 14:44:54 2004
Subject: FW: Confidential

Hi Shai,

Please find below a brief note concerning the status of our discussions with TomorrowNow.

Best regards,
Arlen

From: Mackey, James
Sent: Thursday, December 16, 2004 5:31 PM
To: anelson@tomorrownow.com
Cc: Shenkman, Arlen
Subject: Confidential
Sensitivity: Private

Hi Andrew:

I enjoyed our discussion yesterday and attempted to reach you today. As you mentioned that e-mail is a preferred method of communication over the next couple of days, I wanted to let you know that I have spoken with our Executive Board members and I have been asked to attempt to accelerate the pace of our talks. Assuming we can come to mutually agreeable terms, the primary goal is to attempt to have you and your company join SAP through an acquisition as quickly as may be feasible. From a timing standpoint, I have been asked to work with you to have a term sheet signed before the end of the calendar year so we can close a transaction as early as possible in January. I understand that we have a number of issues to discuss and that we will need to discuss a variety of matters.

To try to accelerate this process, I have attached a Mutual Non-Disclosure Agreement and would like to request the following financial information:

A. Audited (or unaudited, if audited statements are unavailable) financial statements, including:

i. Annual and quarterly balance sheets, statements of income, statements of cash flows and statements of retained earnings for the Company and its subsidiaries for the past two years.

ii. Monthly income statements for the most recent fiscal year.

B. Internal budgets and forecasts for the Company and its subsidiaries for the current fiscal year and future periods, including the assumptions used.

In order to ensure we have adequate time to work together to construct a term sheet before the end of the calendar year, I would ask that you please send the requested financial information as soon as possible and that we block off at least two days here in Newtown Square following Christmas so we can work to finalize a term sheet.

Please note that I have copied Arlen Shenkman, Director of Corporate Finance for SAP AG who works in my group, as he will be working with me on this matter. I look forward to speaking with you. Please contact me or Arlen (610 661 2401) with any comments or concerns you may have.

Best regards,

Jim

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