

EXHIBIT 45

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Business Case TomorrowNow

Gerd Oswald

February 18, 2004

BOARD PRESENTATION

CONFIDENTIAL

THE BEST-NOW BUSINESS NOW SAP



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THE BEST-RUN BUSINESSES RUN SAP 

Executive Summary: *TommorowNow*

Objectives of Today's Presentation



Decision Meeting

- ❑ Approval of additional headcount of 26 FTEs for **Q1** and **Q2** only. Total cost for full year 2005: TEUR 2,1 Mill.
 - ❑ Q1: 10 additional FTEs in US (Denver) TEUR 1.300
 - ❑ Q2: 16 additional FTEs. Thereof Ireland 6 FTEs (TEUR 270); US 4 FTEs (TEUR 400); India 6 FTEs (TEUR 126)

Context

- ❑ PSFT's customer base consists of 12.500 customers, approximately 2000 joint SAP/PSFT customers
- ❑ 500 new customers in 2005 reflects only 4% of PSFT customer base
- ❑ Expected 350 customers on core TNow business; additional 150 on SAP's Safe passage offering
- ❑ Revenue will grow to € 11,4 Mill in 2005 and will be more than trebled in 2006 (€ 36 Mill)

Recommended Approach	Benefits/ Rationale/ Impact	Tradeoffs/ Risks to SAP
Partly release of additional budget request: € 2,1 Mill for 26 FTEs (total additional budget request for full year 2005 is € 5,5 Mill; 113 FTEs)	With additional 26 FTE's TNow is able to support 1100+ customers globally	Avoid conflicts with intellectual property of PSFT (Oracle)
	Generate additional Maintenance Revenue for SAP	Convincing customers on a global base for scalability
	Use Maintenance offering as enabler for future licences revenue	Increase HC costs

Proposed Action Plan

Issue	Action To Be Taken	Owner	Due Date
Risk of losing approx. 500 customers as well as endangering an additional revenue potential of approx. € 12 Mill. in 2005	Board approval needed for hiring of 26 FTEs asap	Thomas Ziemer	asap

Board Decision Summary: *Topic for Today*

✓ **FOR MEETING MINUTES**

Decision	Yes	No	Defer	Refinements/ Comments	Owner
1. Approval for 26 additional FTEs; Costs for full year 2005: € 2,1 Mill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approved by Werner Brandt	
2. ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Implementation Highlights

Overall Board sponsor	Gerhard Oswald
Overall Implementation owner:	Thomas Ziemer
Next follow-up with Board	
Next major milestone(s)	30.06.2005; all hires for Q1 and Q2 are on board and active?

Back-up Materials

TomorrowNow Business Case

Divider Page Section B

Divider Page Section C

Divider Page Section D

TomorrowNow Business Case

Version 1.2

Service & Support Operations

February 18, 2005

SAP AG

THE BEST-RUN BUSINESSES RUN SAP 

Investment overview 2005

in TEUR	TomorrowNow Investment Overview 2005			
	TomorrowNow	Migration	Integration	Total
External Revenue	11.403	495	480	12.378
TOTAL EXPENSES	10.221	2.000	1.100	13.321
Contribution	1.182	-1.505	-620	-943
Profitability	10%	-304%	-129%	-8%

Summary of TNow Business Case/Model

Business Case

PSFT's customer base consists of 12.500 customers, approx. 2000 joint SAP/PSFT customers

500 new customers in 2005 reflects only 4% of PSFT customer base

Expected 350 on core TNow business; additional 150 on SAP's Safe passage offering

Revenue will grow to € 11 M in 2005 and will be more than trebled in 2006 (€ 36 M)

Hiring 113 FTE to fulfill customers expectation (19 FTE per 100 Customers) in 2005 (add. 130 in 2006)

Business Model

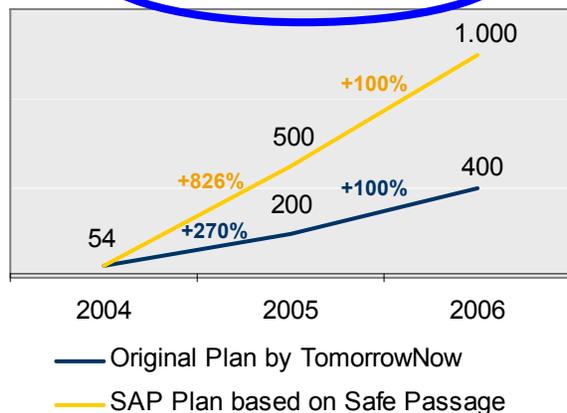
- TomorrowNow serves as service delivery unit
- TNow offers mainly 17% product support
- TNow offering will also include Consulting Services
- SAP does Lead Generation for TNow
- SAP have a Support Cooperation with TNow
- PSFT customers signs contract with TNow
- Service Delivery done by TNow
- PSFT customer gain option on mySAP ERP licenses contract



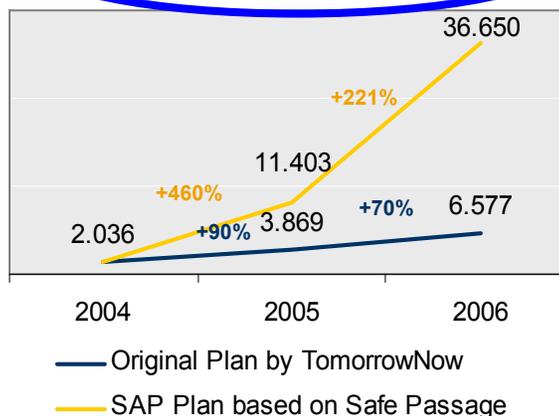
TomorrowNow – TOP KPIs

Business

Number of Customers



Maintenance Revenue (kEUR)



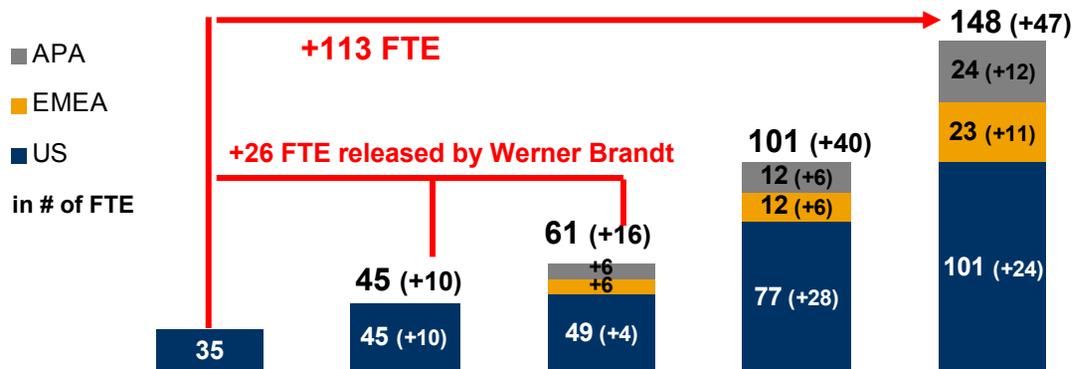
Key assumptions

- # of customers

Year	TNow custom. = 10% fee	Safe Passage cust. = 17% fee
2005	350	150
2006	450	550

- Average deal size per customer in 2005: 23kEUR
- Currency Exchange Rate USD / EUR: 76,92308

Headcount Release Plan & Budget 2005



Key assumptions

- Transition Rate of customers to needed FTE
TNow: 20 FTE for 100 Customer (used: 19 FTE)
- Currency Exchange Rate USD / EUR: 76,92308

Tasks of additional 113 FTE

- 30 FTE Primary Support Engineer
- 83 FTE Development Support Engineer

in kEUR	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Total Year 05	Actual 04	Prof. 05	Prof. 04
Baseline (incl. Salary incr.)	1.181	1.181	1.181	1.181	4.725	1.981	10%	3%
Additional Costs	338	605	1.725	2.828	5.496			
Total Costs 2005	1.519	1.786	2.906	4.009	10.221 (+416%)	(Compared to 2004)		

Detailed Headcount Release Plan

TomorrowNow	Location	Actual FTE	TY Baseline Budget 2005	Budget 2005 per Quarter								Total Year Budget 05		Δ to Baseline	
				Quarter 1		Quarter 2		Quarter 3		Quarter 4		FTEs	kEUR	FTEs	kEUR
				FTEs	kEUR	FTEs	kEUR	FTEs	kEUR	FTEs	kEUR				
	Bryan	35	4.725	35	1.181	35	1.181	45	1.519	55	1.856	55	5.738	20	1.013
	Atlanta							6	203	12	405	12	608	12	608
	Denver			10	338	14	473	22	743	26	878	26	2.430	26	2.430
	Pleasanton							4	135	8	270	8	405	8	405
	Total US	35	4.725	45	1.519	49	1.654	77	2.599	101	3.409	101	9.180	66	4.455
	Madrid							6	128	12	255	12	383	12	383
	Dublin					6	90	6	90	11	165	11	345	11	345
	Total EMEA					6	90	12	218	23	420	23	728	23	728
	Malaysia							6	48	12	96	12	144	12	144
	Bangalore					6	42	6	42	12	84	12	168	12	168
	Total APA					6	42	12	90	24	180	24	312	24	312
	Grand Total	35	4.725	45	1.519	61	1.786	101	2.906	148	4.009	148	10.221	113	5.495

+10 FTE **+16 FTE** **+40 FTE** **+47 FTE**

Released by Werner Brandt

Additional Cost Budget for hirings in 2005

Remarks to Location Strategy:

- Selected locations offer resources with Peoplesoft / JDE skills.
- Start hiring people where they are located today.
- Looking for cost savings, efficiency and synergies in 2006 and 2007.

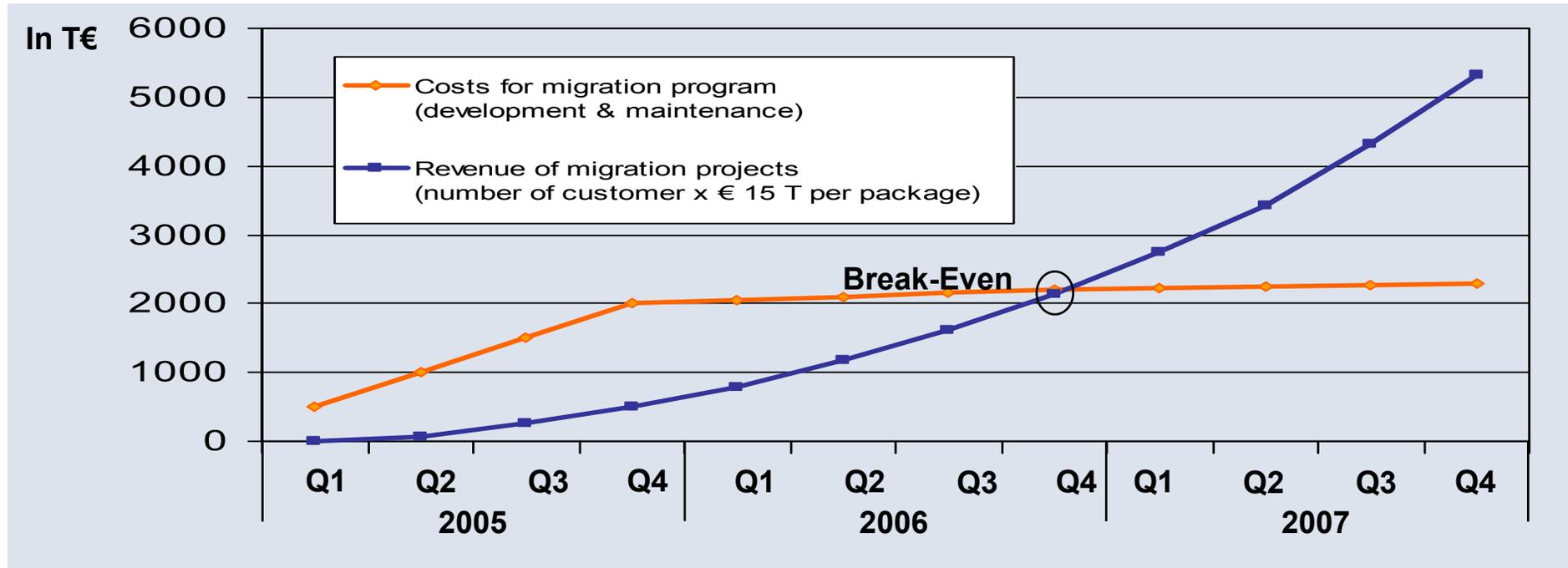
Summary Business case TNow

P&L	2004 Actuals	Business Case Old Tomorrow Now		Business Case New Thomas Ziemer/Gerd Oswald					2006 Plan
		2005 Plan	2006 Plan	2005 Plan total	Q1	Q2	Q3	Q4	
Revenue	2.036	3.869	6.577	11.403	873	1.847	3.350	5.333	
OPEX	-1.963	-3.880	-6.653	-10.221	-1.519	-1.786	-2.906	-4.009	
>> Operating Income %	73 3,6%	-11 -0,3%	-76 -1,2%	1.182 10%	-646 -74%	61 3%	444 13%	1.324 25%	
Interest, Tax, Fin. Income/Loss, ...	-32,9	9,0	38,4						
>> Total Profit / Loss %	40,5 2,0%	-1,8 0,0%	-37,9 -0,6%						
Other									
CAPEX									
Headcount eop	35			148	45	61	101	148	
info about customers, customer base, new-old customers, ...									
... total customers (eop)	54			500	104	204	334	500	
thereof TNow	54			350	104	174	254	350	
thereof Safe Passage				150		30	80	150	
... new cutomers				446	50	100	130	166	
thereof TNow					50	70	80	96	
thereof Safe Passage					0	30	50	70	
Average deal size	38			23					

Backup

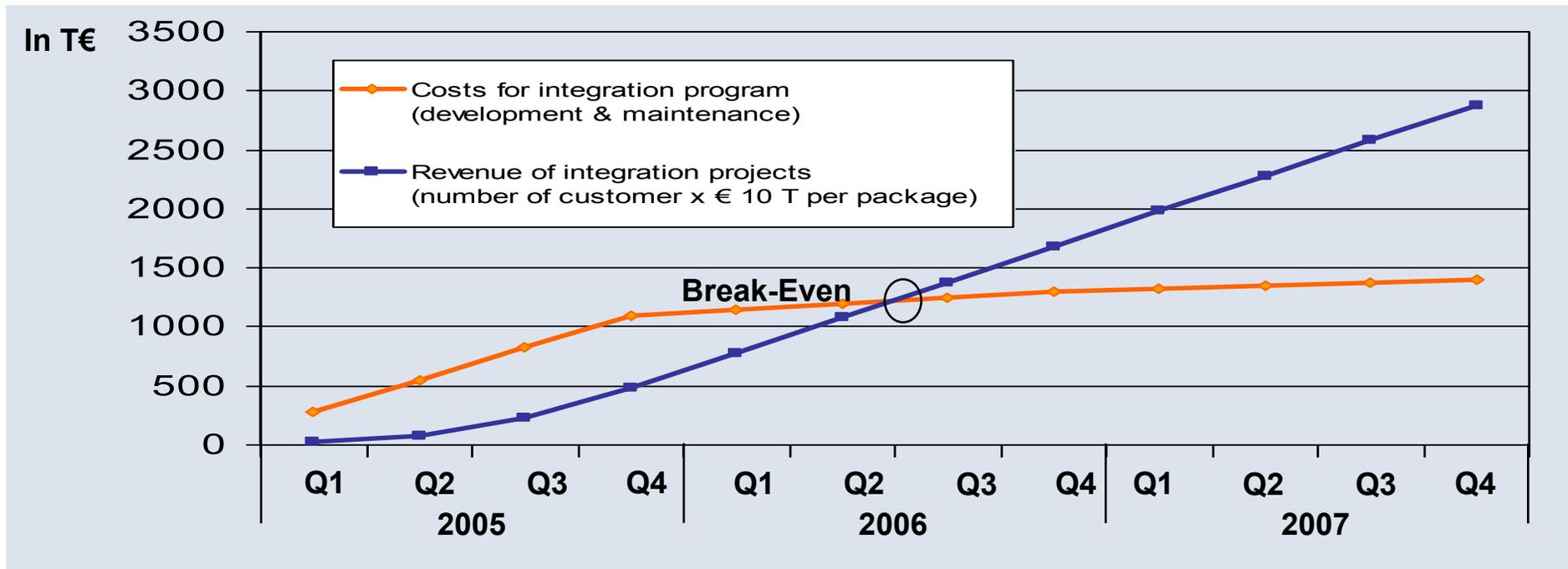
PSFT Migration Service: Business Opportunity

Amounts in T€	2005					2006					2007				
	Q1	Q2	Q3	Q4	Sum	Q1	Q2	Q3	Q4	Sum	Q1	Q2	Q3	Q4	Sum
Costs for migration program (development & maintenance)	-500	-500	-500	-500	-2000	-50	-50	-50	-50	-200	-25	-25	-25	-25	-100
Number of migration projects (customer)	0	5	13	15	33	20	25	30	35	110	40	50	60	70	220
Revenue of migration projects (number of customer x € 15 T per package)	0	75	195	225	495	300	375	450	525	1650	600	675	900	1050	3225
Contribution (revenue - cost)	-500	-425	-305	-275	-1505	150	225	300	375	1450	575	650	875	1025	3125



PSFT Integration Service: Business Opportunity

Amounts in T€	2005					2006					2007				
	Q1	Q2	Q3	Q4	Sum	Q1	Q2	Q3	Q4	Sum	Q1	Q2	Q3	Q4	Sum
Costs for migration program (development & maintenance)	-275	-275	-275	-275	-1100	-50	-50	-50	-50	-200	-25	-25	-25	-25	-100
Number of integration projects (customer)	3	5	15	25	48	30	30	30	30	120	30	30	30	30	120
Revenue of migration projects (number of customer x € 10 T per package)	30	50	150	250	480	300	300	300	300	1200	300	300	300	300	1200
Contribution (revenue - cost)	-245	-225	-125	-25	-620	250	250	250	250	1000	275	275	275	275	1100



Detailed Budget Overview Migration/Integration 2005

Cost Types	Budget Migration (in € 1000)	Budget Integration (in € 1000)	Budget Total (in € 1000)
Internal Development Costs (Base Line costs)	1000	400	1400
External Development Costs (3rd-party support for development)	630	400	1030
Internal Cost of Infrastructure & Sales (incl. Marketing & Events)	300	250	550
Other 3rd Party Expenses	70	50	120
Sum	2000	1100	3100

Presentation Content: Checklist

Please include the Executive Summary, Action Plan, and the Board Decision Summary, and no more than 10 pages of presentation content

Checklist of questions to answer

Issues

- What issues need to be resolved?
- Why does the decision have to be made by the Board?

Impact

- What are the core benefits of the decisions?
- What are the major risks, tradeoffs, or possible negative implications of the decisions?
- What historical decisions may be affected and how should this be managed?
- What other groups may be affected and how should this be managed?
- Are today's decisions consistent with SAP's strategy?

Resources

- What resources are required?
- Is there an impact to the budget?

Implementation

- Who is responsible for successful execution and follow-up?
- What are the actions required? When will they occur? Who is responsible for each? *(see template provided)*
- What internal and external stakeholders must be involved? How must they be engaged?
- Who has reviewed and approved of these recommendations?