

# **EXHIBIT D**

Activity Id: 671 02.02.2005 - 16:53:58  
 Title: Investment Lifecycle RA TomorrowNow  
 Report Date: 02.02.2005

**Details:**  
 Common Activity 50000043 Investment Lifecycle Project  
 Assessment owner Luka Mucic  
 Risk Validator Luka Mucic  
 Approval status Draft  
 Organization unit 60001355 SAP United States  
 Version date 02.02.05

**Values:**

Owner After

Global View  
 Total Loss 14.000.000,00 EUR  
 Expected Loss 1.600.000,00 EUR  
 Risk Level Low  
 Net Opportunity 0,00 EUR  
 Response Cost 0,00 EUR

Local View  
 Risk Level Medium

**Risks:**

<i>Common Risk</i>	<i>Risk Title</i>
50000230 Escalations and Litigations	Litigation by Oracle
50000101 Staffing	Scalability of TomorrowNow support model
50000159 Support	Expectation Setting
50000166 Intellectual Property Rights	Misuse of Knowhow

EXHIBIT 430  
 WIT: Kagerman  
 DATE: 9/26/08  
 FRANK BAS, RPR

**Activity Id:** 671  
**Risk Id:** 4433  
**Title:** Litigation by Oracle

**Details:**  
**Common Risk:** 50000230 Escalations and Litigations  
**Risk Title:** Litigation by Oracle

**Texts:**  
**Condition:** Oracle may claim that TomorrowNow's support service provision to its customers breaches intellectual property rights of Oracle/PeopleSoft.  
**Consequence:** A successful claim in this regard could expose SAP to liabilities and brand damage; even an unsuccessful claim could result in significant defense cost.  
**Indicator:** Recent comments by Larry Ellison in the press.  
**Comment:** Risk identified and analyzed by Arlen Shenkman.  
**Primary Analysis Comment:** Given the increased competition between Oracle/PeopleSoft and SAP, the initiation of a corresponding litigation claim by Oracle cannot be ruled out. Nevertheless, SAP has carefully analyzed TomorrowNow's support model and is convinced that it does not interfere with third party intellectual property rights and thus the likelihood of a successful claim is considered remote at this time. Even in a worst case the maximum impact of a successful claim is considered moderate at this time due to the fact that TomorrowNow's current revenues are only roughly 2,6 Mio. / year and thus the corresponding maximum damages to be claimed by Oracle are still to be considered modest. This may obviously change if SAP's Safe Passage program picks up as expected.

**Values:**  
**Owner After:**  
**Global View**  
 Total Loss: 6.000.000,00 EUR  
 Probability: 20 %  
 Expected Loss: 1.200.000,00 EUR  
 Risk Level: Low  
 Risk Priority: 7  
**Local View**  
 Impact Level: Catastrophic  
 Risk Level: Medium  
 Risk Priority: 4

**Analysis:**

Probability	Total loss	Global impact level	Local impact level	Impact classification	Time frame
20 %	6.000.000,00 EUR		Catastrophic	Profitability	Medium

**Activity Id:** 671  
**Risk Id:** 4433  
**Title:** Litigation by Oracle

**Analysis Texts:**  
**Primary Analysis:**  
  
**Comment:** Given the increased competition between Oracle/PeopleSoft and SAP, the initiation of a corresponding litigation claim by Oracle cannot be ruled out. Nevertheless, SAP has carefully analyzed TomorrowNow's support model and is convinced that it does not interfere with third party intellectual property rights and thus the likelihood of a successful claim is considered remote at this time. Even in a worst case the maximum impact of a successful claim is considered moderate at this time due to the fact that TomorrowNow's current revenues are only roughly 2,6 Mio. / year and thus the corresponding maximum damages to be claimed by Oracle are still to be considered modest. This may obviously change if SAP's Safe Passage program picks up as expected.

**Responses:**

<i>Response type</i>	<i>Response status</i>
Watch	In progress

**Response Texts:**  
**Response No.1**  
  
**Response** SAP has carefully evaluated TomorrowNow's support model as part of the Due Diligence process. Adherence to appropriate support practices ensuring that TomorrowNow is continuing to honor all applicable third party intellectual property rights will need to be monitored also going forward.

<b>Activity Id:</b>	671
<b>Risk Id:</b>	4432
<b>Title:</b>	Scalability of TomorrowNow support model

<b>Details:</b>	
Common Risk	50000101 Staffing
Risk Title	Scalability of TomorrowNow support model

<b>Texts:</b>	
Condition	Significant additional resources (90 new FTE, overall investments of more than 10 Mio. USD) are projected to be added to TomorrowNow's work force over the next months.
Consequence	If the Safe Passage support offering is not embraced by customers as expected or if the support offering cannot be provided to a substantially bigger customer base with significantly improved profitability, SAP may sustain a partial loss of the corresponding investment.
Indicator	Up to now with a significantly smaller workforce and roughly 60 customers, TomorrowNow has been able to achieve an operating margin of only 3-4%. In addition, TomorrowNow is operating under tight IP-related constraints mandating "one-off" implementation of support packages on behalf of each single customer.
Comment	Risk identified by Arlen Shenkman, analyzed by Thomas Ziemer.
Primary Analysis Comment	Risk is assessed at a low likelihood as experienced SAP support personnel will be seconded to TomorrowNow to establish efficient support processes. Also, in case the Safe Passage program is not developing as expected the added workforce could be quickly retrained on SAP solutions and redeployed to SAP Support Centers.

<b>Values:</b>	
<b>Owner After</b>	
<b>Global View</b>	
Total Loss	8.000.000,00 EUR
Probability	5 %
Expected Loss	400.000,00 EUR
Risk Level	Low
Risk Priority	7
<b>Local View</b>	
Impact Level	Major
Risk Level	Low
Risk Priority	7

<b>Analysis:</b>					
<i>Probability</i>	<i>Total loss</i>	<i>Global impact level</i>	<i>Local impact level</i>	<i>Impact classification</i>	<i>Time frame</i>

<b>Activity Id:</b>	671
<b>Risk Id:</b>	4432
<b>Title:</b>	Scalability of TomorrowNow support model

<b>Analysis:</b>				
10 %	8.000.000,00 EUR	Major	Profitability	Medium

<b>Analysis Texts:</b>	
<u>Primary Analysis:</u>	
Comment:	Risk is assessed at a low likelihood as experienced SAP support personnel will be seconded to TomorrowNow to establish efficient support processes. Also, in case the Safe Passage program is not developing as expected the added workforce could be quickly retrained on SAP solutions and redeployed to SAP Support Centers.

<b>Responses:</b>	
<i>Response type</i>	<i>Response status</i>
Mitigate	In progress

<b>Response Texts:</b>	
<u>Response No.1</u>	
Response	Risk is assessed at a low likelihood as experienced SAP support personnel will be seconded to TomorrowNow to establish efficient support processes. Also, in case the Safe Passage program is not developing as expected the added workforce could be quickly retrained on SAP solutions and redeployed to SAP Support Centers.

**Activity Id:** 671  
**Risk Id:** 4430  
**Title:** Expectation Setting

**Details:**  
**Common Risk** 50000159 Support  
**Risk Title** Expectation Setting

**Texts:**

**Condition** Potential customers may connect unrealistic expectations with the TomorrowNow offering now that the company has been acquired by SAP (they may expect the same level of support package deliveries and enhancements as the are used from SAP's standard support offering).

**Consequence** In case the more restricted scope of the TomorrowNow offering is not clearly articulated as part of the sales pitch and regulated in the customer contracts by the Field organisation, this could lead to later escalations, brand damage and ultimately to failure to meet the Safe Passage program targets.

**Indicator**

**Comment** Risk identified by Arlen Shenkman and Thomas Ziemen, assessed by Thomas Ziemen.

**Primary Analysis Comment** Likelihood of occurrence and Impact have been rated rather modest, as the value proposition of the TomorrowNow offering especially for bigger clients will rather not be driven by the scope of services provided by TomorrowNow for the old PS / JDE solutions under the new 17% maintenance offering from TomorrowNow, but rather the offered migration tools and Safe Passage discount.

**Values:**

**Owner After**

**Global View**

Probability 5 %  
 Expected Loss 0,00 EUR  
 Impact Level Minor  
 Risk Level Low  
 Risk Priority 7

**Local View**

Impact Level Moderate  
 Risk Level Low  
 Risk Priority 7

**Analysis:**

<i>Probability</i>	<i>Total loss</i>	<i>Global impact level</i>	<i>Local impact level</i>	<i>Impact classification</i>	<i>Time frame</i>

Activity Id: 671  
 Risk Id: 4430  
 Title: Expectation Setting

**Analysis:**

10 %		Minor	Moderate	Customer Satisfaction	Medium
------	--	-------	----------	-----------------------	--------

**Analysis Texts:**

Primary Analysis:

Comment:

Likelihood of occurrence and Impact have been rated rather modest, as the value proposition of the TomorrowNow offering especially for bigger clients will rather not be driven by the scope of services provided by TomorrowNow for the old PS / JDE solutions under the new 17% maintenance offering from TomorrowNow, but rather the offered migration tools and Safe Passage discount.

**Responses:**

<i>Response type</i>	<i>Response status</i>
Mitigate	In progress

**Response Texts:**

Response No.1

Response

Educate the Field organisation to clearly articulate the scope and boundaries of the TomorrowNow support offering with a focus on the real long-term value driver for the customer: migration tool support and Safe Passage discount to switch to an SAP solution as quickly as feasible



**Activity Id:** 671  
**Risk Id:** 4431  
**Title:** Misuse of Knowhow

**Details:**  
 Common Risk 50000166 Intellectual Property Rights  
 Risk Title Misuse of Knowhow

**Texts:**  
 Condition As TomorrowNow has a wealth of experienced PeopleSoft employees, Oracle may claim that SAP is misusing the knowhow of these employees for own development purposes.  
 Consequence A successful claim in this regard could expose SAP to significant liabilities and brand damage; even an unsuccessful claim would result in significant defense cost.  
 Indicator Recent comments from Larry Ellison in the press.  
 Comment Risk identified and assessed by Thomas Ziemer.  
 Primary Analysis Comment Likelihood of a successful claim is rated extremely low at this time assuming that strict conduct protocols will be implemented to prevent any exploitation of PeopleSoft related knowhow for SAP standard development purposes.

**Values:**  
 Owner After  
 Global View  
 Probability 1 %  
 Expected Loss 0,00 EUR  
 Impact Level Major  
 Risk Level Low  
 Risk Priority 9  
 Local View  
 Impact Level Catastrophic  
 Risk Level Medium  
 Risk Priority 8

**Analysis:**

<i>Probability</i>	<i>Total loss</i>	<i>Global impact level</i>	<i>Local impact level</i>	<i>Impact classification</i>	<i>Time frame</i>
1 %		Major	Catastrophic	Profitability	Long

**Analysis Texts:**  
 Primary Analysis:

**Activity Id:** 671  
**Risk Id:** 4431  
**Title:** Misuse of Knowhow

**Analysis Texts:**  
 Comment: Likelihood of a successful claim is rated extremely low at this time assuming that strict conduct protocols will be implemented to prevent any exploitation of PeopleSoft related knowhow for SAP standard development purposes.

**Responses:**

<i>Response type</i>	<i>Response status</i>
Mitigate	Draft

**Response Texts:**  
 Response No.1  
 Response Setup clear conduct protocols for TomorrowNow staff.