

EXHIBIT PP

Message

From: Seth Ravin [seth_ravin@tomorrownow.com]
Sent: 1/25/2005 7:25:54 AM
To: Mackey, James [/O=SAP/OU=AMERICA1/CN=RECIPIENTS/CN=000000065459]; Shenkman, Arlen [/O=SAP/OU=AMERICA1/CN=RECIPIENTS/CN=000000225832]
CC: Andrew Nelson [andrew_nelson@tomorrownow.com]; Nam Bui [nam_bui@tomorrownow.com]
Subject: Re: How Close is "Too Close"?

Thanks, Jim. Answers are helpful and relevant for our next few days of meetings.

We certainly realize that the quick timing of the deal and the more complex nature of the structure have left both sides with a lot of questions to work through and figure out together through the integration process. that's fine.

Our bigger challenges have been trying to make sure the project proceeds in a controlled task manner, identifying stakeholders that need to be involved in integration discussions, and assuring that we are involved as part of the "we" in relevant "we haven't decided..." situations that directly impact our ability to be successful with sales, delivery, and the retention of top talent and clients.

For example, we have moved forward with the North American sales teamN but have no interaction with any other global sales team, and have no idea who is out there saying or doing what in positioning Safe Passage around the world...we need names and contact info for these teams, etc.

These are the types of integration risks and project tasks that concern us since they are not being managed on a big list of controlled tasks, the way we would all like to see them.

Your continued help in pointing us in the right direction of folks and introductions very helpful and very much appreciated!

Thanks,

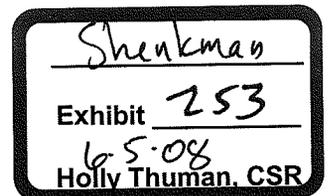
S

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

From: "Mackey, James" [james.mackey@sap.com]
Sent: 01/25/2005 07:04 AM
To: Seth Ravin; Shenkman, Arlen" <arlen.shenkman@sap.com>
Cc: Andrew Nelson; Nam Bui
Subject: RE: How Close is "Too Close"?

Hi Seth,



I realize that much of this process is overwhelming. I have done my best to reply to your questions and we will need to resolve some of these issues over the next week.

You will be involved in the process and your participation is crucial. Please see below.

Regards,
Jim

From: Seth Ravin [mailto:seth_ravin@tomorrownow.com]
Sent: Monday, January 24, 2005 8:48 PM
To: Mackey, James; Shenkman, Arlen
Cc: Andrew Nelson; Nam Bui
Subject: How Close is "Too Close"?

Hello Gentlemen -

As we continue pushing forward with integration, we now need guidance from you and/or SAP Legal representatives on "how close we can get together" operationally and still, per your wishes, keep your legal barrier strong and intact between TomorrowNow and SAP.

If these questions are better answered by others, please direct us to the appropriate Legal representatives for this type of discussion.

For example, here are just a few questions on our minds:

1. Can SAP Sales Ops personnel have complete access with their own ID's and passwords into the TomorrowNow Sales pipeline system, where they can come and go, update data, and report on sales forecasting and pipeline data? Can TomorrowNow have access to SAP's sales system in reverse? SAP America has requested full pipeline data, customer lists, prospect lists, and is already entering into joint selling activities involving personnel of TomorrowNow and SAP companies - is this okay, is there a limit? For now do not provide access to the system, however, please continue to share the information. Ideally, your system will eventually merge into ours and there should not be an issue. No limit on joint selling activities, however, compensation arrangements for the respective sales team must be agreed to and we have still not resolved whether we are doing one contract or two, one for TN services and one for SAP licenses/upgrades.
2. Will TomorrowNow have "free" access to all the resources of SAP (e.g. Scott Trainor for Legal) for use, or will there have to be charge-backs for any SAP resources used to serve the needs of TomorrowNow? Will SAP have to pay TomorrowNow for chargebacks of our assistance? You have complete access to all resources. The distribution and service agreements will also need to be drafted and there will probably be some charges both ways for tax reasons.
3. The Sales team so far has concluded that we will need to write separate contracts for TomorrowNow services and the rest of any services provided by SAP. Are we ever allowed to crossover any TomorrowNow services on to SAP contracts, or visa versa? See above. Still be resolved. Our customers will most likely dictate the negotiation of only one contract. To the extent we do use 2 contracts it would only be for a limited time to determine if any causes of action will be filed.
4. Logo and branding - how are we to legally describe ourselves - "TomorrowNow, Inc., a wholly-owned subsidiary of SAP", or another way. Do we want to link web sites, or keep them completely separate, with possibly "convenience" links between tomorrownow.com and sap.com. You will still be called TomorrowNow. Eventually, we may change the name

to SAP TomorrowNow or something like that. All web sites will link and our logos will be put on your website.

5. Since we are owned by SAP America, Inc., what are the rules when working with non-SAP America, Inc. groups, like parent SAP AG? Not sure what you mean. Since this is being globalized, working with SAP AG will be crucial.

6. What types of cross-management, operations, marketing, sales, and financial transactions between TomorrowNow, Inc. and other SAP businesses are going to be strictly prohibited as endangering liability control? You ask a lot of good questions. Were you a lawyer?? Just kidding. Separation for now will most likely be limited to the actual support systems themselves (i.e., no integration with our OSS system, no access by non-TN employees of PSFT customer libraries, etc.) and the contracts. We are still figuring this one out and we will provide detail as we are able.

Thanks,

S

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