

# EXHIBIT 3

## PROFESSIONAL SERVICES AGREEMENT

This Professional Services Agreement ("Agreement") is effective as of December 9, 2005 ("Effective Date") and is by and between SAP America, Inc. a Delaware corporation, with offices at 3999 West Chester Pike, Newtown Square, Pennsylvania 19073, (hereinafter "SAP") and Harley- Davidson, Inc., ("Licensee").

TEXT REMOVED - NOT RELEVANT TO MOTION