

SYBASE INC  
Form SC 13D  
July 30, 2010

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Schedule 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

RULE 13d-2(a)

### Sybase, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

Associated Preferred Stock Purchase Rights

(Title of Class of Securities)

871130100

(CUSIP Number)

Michael Junge

General Counsel

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**SAP AG**

**Dietmar-Hopp-Allee 16**

**D-69190 Walldorf**

**Federal Republic of Germany**

**+49 6227 74 7474**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 26, 2010**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box " .

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

CUSIP No. 871130100

1 NAMES OF REPORTING PERSONS

SAP AG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

BK, WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER 7 SOLE VOTING POWER  
OF  
SHARES  
BENEFICIALLY

OWNED  
BY EACH 0 shares  
REPORTING 8 SHARED VOTING POWER  
PERSON  
WITH

146,259,462 shares  
9 SOLE DISPOSITIVE POWER

0 shares  
10 SHARED DISPOSITIVE POWER

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146,259,462 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,259,462 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

100%

14 TYPE OF REPORTING PERSON (see Instructions)

CO

CUSIP No. 871130100

1 NAMES OF REPORTING PERSONS

SAP America, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER 7 SOLE VOTING POWER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH 0 shares  
REPORTING 8 SHARED VOTING POWER  
PERSON  
WITH

146,259,462 shares  
9 SOLE DISPOSITIVE POWER

0 shares  
10 SHARED DISPOSITIVE POWER

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146,259,462 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,259,462 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

100%

14 TYPE OF REPORTING PERSON (see Instructions)

CO

CUSIP No. 871130100

1 NAMES OF REPORTING PERSONS

Sheffield Acquisition Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER 7 SOLE VOTING POWER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH 0 shares  
REPORTING 8 SHARED VOTING POWER  
PERSON  
WITH

146,259,462 shares  
9 SOLE DISPOSITIVE POWER

0 shares  
10 SHARED DISPOSITIVE POWER

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146,259,462 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,259,462 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

100%

14 TYPE OF REPORTING PERSON (see Instructions)

CO



**Item 1. Security and Issuer**

This statement on Schedule 13D (this Schedule 13D) relates to shares of common stock, par value \$0.001 per share (the Sybase Common Stock), including the associated rights to purchase shares of Series A Participating Preferred Stock issued pursuant to a Preferred Stock Rights Agreement, dated as of July 31, 2002, as amended, by and between Sybase, Inc. (Sybase) and American Stock Transfer and Trust Company (together with the Sybase Common Stock, the Shares), of Sybase, whose principal executive offices are located at One Sybase Drive, Dublin, California 94568.

**Item 2. Identity and Background**

(a) (c) and (f) The persons filing this Schedule 13D are SAP AG, SAP America, Inc. (SAP America) and Sheffield Acquisition Corp. (the Purchaser) and, together with SAP AG and SAP America, the Reporting Persons). SAP AG is a stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany. SAP AG's principal executive offices are located at Dietmar-Hopp-Allee 16, 69190 Walldorf, Germany. SAP AG's telephone number is +49-6227-7-47474. SAP America is a Delaware corporation and an indirectly wholly-owned subsidiary of SAP AG and the principal U.S. operating subsidiary of SAP AG. SAP America's principal executive offices are located at 3999 West Chester Pike, Newtown Square, PA, 19073, USA and its telephone number is (610) 661-1000. The Purchaser is a newly-formed Delaware corporation and a wholly-owned subsidiary of SAP America. The Purchaser's principal executive offices are located at 3999 West Chester Pike, Newtown Square, PA, 19073, USA and its telephone number is (610) 661-1000. SAP AG is one of the leading international providers of business software and, based on market capitalization, is the world's third-largest independent software manufacturer. SAP AG and its subsidiaries have more than 102,500 customers in over 120 countries and employ more than 47,500 people at locations in more than 50 countries. SAP AG's principal business is selling licenses for software solutions and related services. The Purchaser is a newly formed Delaware corporation and a wholly-owned subsidiary of SAP America. The Purchaser was formed for the purpose of making the Offer (as defined below) and has not conducted, and does not expect to conduct, any business other than in connection with the Offer and the Merger (as defined below).

The name, citizenship, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) for each director and executive officer of SAP AG, SAP America and the Purchaser are set forth in Annex I hereto and incorporated herein by reference.

(d) (e) During the last five years, none of SAP AG, SAP America or the Purchaser or, to the knowledge of SAP AG, SAP America or the Purchaser, any of the persons listed on Annex I attached hereto, has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

SAP America, the Purchaser and Sybase are parties to an Agreement and Plan of Merger, dated as of May 12, 2010 (the Merger Agreement). References to, and descriptions of, the Merger Agreement as set forth herein are not intended to be complete and are qualified in their entirety by reference to the Merger Agreement, a copy of which is filed herewith as Exhibit 1 to this Schedule 13D and is incorporated herein by reference. Pursuant to the Merger Agreement, the Purchaser commenced a tender offer (the Offer) to purchase all of the outstanding Shares, at a price of \$65.00 per share (the Offer Price), net to the seller in cash, without interest thereon and less any required withholding of taxes, on May 26, 2010 upon the terms and subject to the conditions set forth in an offer to purchase dated May 26, 2010 (as amended, the Offer to Purchase) that was filed by the Purchaser with the Securities and Exchange Commission, and in the letter of transmittal related to the Offer to Purchase (the Letter of Transmittal).

The Offer expired at 9:00 p.m., New York City time, on July 26, 2010. On July 26, 2010, the Purchaser accepted for purchase all Shares that were validly tendered and not properly withdrawn in connection with the Offer. An aggregate of 80,929,717 Shares (including 9,293,901 Shares tendered pursuant to guaranteed delivery

procedures) were purchased by the Purchaser in accordance with the terms of the Offer at a price of \$65.00 per Share. The Purchaser paid an aggregate of \$5,260,431,605.00 to holders of Shares acquired pursuant to the Offer, which was funded through SAP AG's existing cash balances and cash equivalents, as well as a 2.75 billion dual-currency term loan facility agreement with Barclays Bank PLC and Deutsche Bank Luxembourg S.A., with Barclays Capital and Deutsche Bank AG as mandated lead arrangers and bookrunners (the SAP AG Borrowing).

On July 29, 2010, the Purchaser exercised the Top-Up Option (as defined in the Merger Agreement) under the Merger Agreement and purchased 58,282,484 newly-issued Shares from Sybase at the Offer Price, and paid the purchase price for such Shares by paying \$58,282.48 in cash (which was funded through SAP AG's existing cash balances and cash equivalents) to Sybase, which cash amount was equal to the par value of such Shares, and issuing a promissory note to Sybase in the amount of \$3,788,303,177.52.

Pursuant to the Merger Agreement, also on July 29, 2010, SAP America effected a short-form merger (the Merger) in accordance with Section 253 of the General Corporation Law of the State of Delaware (the DGCL). In the Merger, the Purchaser was merged with and into Sybase with Sybase continuing as the surviving corporation (the Surviving Corporation) and a wholly-owned subsidiary of SAP America. At the effective time of the Merger, each Share outstanding immediately prior to the effective time (other than Shares that are held by Sybase, SAP America or any of their wholly-owned subsidiaries or Shares held by stockholders who properly exercise appraisal rights under the DGCL) was converted into the right to receive \$65.00 net to the holder in cash, without interest and less any required withholding of taxes. The Purchaser will pay up to an aggregate of \$458,071,965.00 to holders of Shares acquired pursuant to the Merger, which will be funded through SAP AG's existing cash balances and cash equivalents, as well as the SAP AG Borrowing.

#### **Item 4. Purpose of Transaction**

The purpose of the Offer and the Merger is to acquire control of, and the entire equity interest in, Sybase.

The information set forth, or incorporated by reference, in Items 3, 5 and 6 of this Schedule 13D is hereby incorporated by this reference in this Item 4.

As a result of the Merger, the Shares are no longer traded on the New York Stock Exchange, there is no public market for the Shares and registration of the Shares under the Securities Exchange Act of 1934, as amended, will be terminated.

As of the date of this Schedule 13D, and except as otherwise provided in the Offer to Purchase, the business and operations of Sybase have been continued substantially as they were being conducted prior to the Merger. SAP America intends to conduct a comprehensive review of Sybase's business, operations, capitalization and management with a view to optimizing development of Sybase's potential in conjunction with SAP America's existing business.

All information contained in Section 11 Purpose of the Offer; the Merger Agreement; the Mutual Non-Disclosure Agreement; the Exclusivity Agreement; Statutory Requirements; Appraisal Rights; Going Private Transactions; Plans for Sybase; Recent Developments Relating to Sybase; and Section 7 Possible Effects of the Offer on the Market for the Shares; NYSE Listing and Controlled Company Status; Exchange Act Registration; Margin Regulations of the Offer to Purchase are incorporated herein by reference. Except as set forth in this Schedule 13D (including any information incorporated by reference) and in connection with the transactions described above, none of the Reporting Persons has any plan or proposal that relates to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 to Schedule 13D.

#### **Item 5. Interest in Securities of the Issuer**

(a) (b) As of July 26, 2010, prior to the effective time of the Merger, the Purchaser was the direct record owner of and may be deemed to have shared voting and dispositive power with respect to, and each other Reporting Person may be deemed to beneficially own and have shared voting and dispositive power with respect to, 73,575,419 Shares (which excludes 9,293,901 Shares tendered pursuant to guaranteed delivery procedures), representing approximately 83.6% of the issued and outstanding Shares. As of July 29, 2010, following the exercise of the Top-Up Option and the effective time of the Merger, SAP America was the direct record owner of and may be deemed to have voting and dispositive power with respect to 100 shares of common stock of the Surviving Corporation, representing 100% of the issued and outstanding equity interest of the Surviving Corporation.

(c) On July 26, 2010, the Purchaser accepted for purchase all Shares that were validly tendered and not properly withdrawn in connection with the Offer. An aggregate of 80,929,717 Shares were purchased by the Purchaser in accordance with the terms of the Offer at \$65.00 per Share. On July 29, 2010, the Purchaser exercised the Top-Up Option under the Merger Agreement and purchased 58,282,484 newly-issued Shares at the Offer Price. Pursuant to the Merger Agreement, on July 29, 2010, SAP America effected the Merger in accordance with Section 253 of the DGCL. In the Merger, the Purchaser was merged with and into Sybase with Sybase continuing as the surviving corporation and a wholly-owned subsidiary of SAP America. At the effective time of the Merger, each Share outstanding immediately prior to the effective time (other than Shares that were held by Sybase, SAP America or any of their wholly-owned subsidiaries or Shares held by stockholders who properly exercise appraisal rights under the DGCL) was converted into the right to receive \$65.00 net to the holder in cash, without interest and subject to any required withholding of taxes. Prior to the Merger, SAP America held 100 shares of the common stock, no par value per share, of the Purchaser (the Purchaser Shares), which represented all of the issued and outstanding capital stock of the Purchaser. At the effective time of the Merger, each Purchaser Share was converted into one share of common stock of Sybase, as the surviving corporation of the Merger, and as a result SAP America acquired 100% of the equity interest of Sybase. Except as described in this Schedule 13D, no transactions in Shares were effected by SAP AG, SAP America or the Purchaser or, to the knowledge of SAP AG, SAP America or the Purchaser, any person identified in Annex I hereto, during the 60 days prior to the date hereof.

(d) (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information set forth, or incorporated by reference, in Items 3 through 5 of this Schedule 13D is hereby incorporated by reference in this Item 6. Except as otherwise described in this Schedule 13D, to the knowledge of SAP America or the Purchaser, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 above, and between any such persons and any other person, with respect to any securities of Sybase.

**Item 7. Material to be Filed as Exhibits**

1. Agreement and Plan of Merger, dated as of May 12, 2010, by and among SAP America, the Purchaser and Sybase (incorporated into this Schedule 13D by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Sybase on May 13, 2010).

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SAP AG

By: /s/ DR. WERNER BRANDT  
Name: **Dr. Werner Brandt**  
Title: **CFO**

By: /s/ MICHAEL JUNGE  
Name: **Michael Junge**  
Title: **General Counsel**

SAP AMERICA, INC.

By: /s/ BRAD C. BRUBAKER  
Name: **Brad C. Brubaker**  
Title: **Corporate Secretary**

SHEFFIELD ACQUISITION CORP.

By: /s/ BRAD C. BRUBAKER  
Name: **Brad C. Brubaker**  
Title: **President**

Dated: July 30, 2010

## ANNEX I

**Information Concerning Directors and Executive Officers of SAP AG**

The following table sets forth the name, present principal occupation or employment, and material occupations, positions, offices or employment for at least the past five years of each of the members of the Executive Board and the Supervisory Board, and each executive officer, of SAP AG. Each person identified below is a citizen of the Federal Republic of Germany, with the exception of Pekka Ala-Pietilä, who is a citizen of Finland, Bill McDermott and Vishal Sikka who are citizens of the United States of America, Bernard Liautaud, who is a citizen of France, and Panagiotis Bissiritsas, who is a citizen of both Germany and Greece. Unless otherwise noted, the current business address of each person identified below is Dietmar-Hopp-Allee 16, 69190 Walldorf, Federal Republic of Germany, and the current business phone number of each of these individuals is +49-6227-7-47474.

| Name and Address (If Applicable)    | Office                                | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years   |
|-------------------------------------|---------------------------------------|---|
| Prof. Dr. h.c. mult. Hasso Plattner | Chairperson of the Supervisory Board  | Chairperson of the Supervisory Board, SAP AG (2003 Present)   |
| Lars Lamadé                         | Vice Chairperson of Supervisory Board | Positions in past five years: see above<br>Present occupation: Employee of SAP AG, Project Manager, Service and Support, SAP AG (June 2006 Present)   |
| Pekka Ala-Pietilä                   | Member of Supervisory Board           | Positions in past five years: Risk Manager, Service and Support, SAP AG (February 2004 June 2006)<br>Present occupation: Co-founder and CEO Blyk Ltd., a messaging media company, located in London, UK (May 2006 Present)  |
| Thomas Bamberger                    | Member of Supervisory Board           | Positions in past five years: Executive Advisor to the CEO of Nokia Corporation, a mobile phone and telecom networks supplier, headquartered in Espoo, Finland (October 2005 January 2006)<br>Present occupation: Head of COO Operations of SAP AG (2010 Present) |
| Panagiotis Bissiritsas              |                                       | Positions in past five years: Chief Operating Officer of Global Service & Support of SAP AG (2008 2010); Chief Controlling Officer of Global Service & Support of SAP AG (2005 2008)  |

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Member of  
Supervisory Board

Present occupation: Expert support consultant  
at SAP AG (2005 - Present)

Positions in past five years: see above

| Name and Address (If Applicable) | Office                      | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years   |
|----------------------------------|-----------------------------|---|
| Willi Burbach                    | Member of Supervisory Board | Present occupation: Developer at SAP AG (July 1990 - present)   |
| Prof. Dr. Wilhelm Haarmann       | Member of Supervisory Board | <p>Positions in past five years: see above</p> <p>Present occupation: Attorney-at-law, Certified Public Auditor, Certified Tax Advisor, HAARMANN Partnerschaftsgesellschaft, Rechtsanwälte, Steuerberater, Wirtschaftsprüfer, a partnership of professional auditors, tax consultants and attorneys, located in Frankfurt am Main, Germany (2006 - Present)</p>                                       |
| Peter Koop                       | Member of Supervisory Board | <p>Positions in past five years: Attorney-at-law, Certified Public Auditor, Certified Tax Advisor, Haarmann, Hemmelrath &amp; Partner, a law firm, located in Frankfurt am Main, Germany (1987 - 2006)</p> <p>Present occupation: Industry Solution Specialist, SAP Deutschland AG &amp; Co. KG (2002 - Present)</p>  |
| Bernard Liautaud                 | Member of Supervisory Board | <p>Positions in past five years: see above</p> <p>Present occupation: General Partner, Balderton Capital Management, a venture capital firm, located in London, United Kingdom (July 2008 - Present)</p>  |
| Dr. Gerhard Maier                | Member of Supervisory Board | <p>Positions in past five years: Chairman and Chief Executive Officer of Business Objects, an enterprise software company located in San Jose, CA, which was acquired by SAP AG in 2008 (October 2005 - January 2008); Chief Executive Officer of Business Objects (August 1990 - October 2005).</p> <p>Present occupation: Employee of SAP AG, Development Project Manager (June 2003 - present)</p> |
|                                  |                             | Positions in past five years: see above   |





| Name and Address (If Applicable)                                  | Office                      | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years   |
|---|-----------------------------|---|
| Christiane Kuntz-Mayr   | Member of Supervisory Board | Present occupation: Employee of SAP AG, Deputy Chairperson of the Works Council of SAP AG, Development Manager (June 2000 Present)  |
| Dr. h.c. Hartmut Mehdorn  | Member of Supervisory Board | Positions in past five years: see above<br>Present occupation: Independent Consultant (2009 Present)  |
| Prof. Dr.-Ing. Dr. h.c. mult. Dr.-Ing. E.h. mult. Joachim Milberg | Member of Supervisory Board | Positions in past five years: Chief Executive Officer, Deutsche Bahn AG, the German national railway company, headquartered in Berlin, Germany (1999 2009)<br>Present occupation: Chairman of the Supervisory Board of BMW AG, an automobile, motorcycle and engine manufacturer, headquartered in Munich, Germany (2004 Present); Member of Supervisory Board of Bertelsmann AG, an international media corporation, headquartered in Gütersloh, Germany (2005 Present); Member of Supervisory Board of Festo AG, a supplier of pneumatic and electrical automation technology, headquartered in Esslingen, Germany (2003 Present); Member of Supervisory Board of ZF Friedrichshafen AG, an automotive supplier for driveline and chassis technology, headquartered in Friedrichshafen, Germany (2008 Present); Member of Supervisory Board of John Deere, a manufacturer of farm and forestry equipment, headquartered in Moline, IL (2003 Present).<br><br>Positions in past five years: Member of Shareholder Committee of TÜV Süd AG, a testing and inspection organization, headquartered in Munich, Germany (2001 2009); Deputy Chairman of the Supervisory Board of MAN AG, a manufacturer of commercial vehicles, engines and mechanical engineering equipment, headquartered in Munich, Germany (2002 2008); Member of the Supervisory Board of Leipziger Messe, a company that organizes specialist |

| Name and Address (If Applicable)                | Office                      | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years   |
|---|-----------------------------|---|
| Dr. Erhard Schipporeit                          | Member of Supervisory Board | shows and exhibitions, located in Leipzig, Germany (2003 – 2006); Member of the Supervisory Board of Allianz Versicherung AG, an integrated financial services provider, headquartered in Munich, Germany (2001 – 2006).<br>Present occupation: Business Consultant (January 2007 – Present).   |
| Stefan Schulz                                   | Member of Supervisory Board | Positions in past five years: Member of the Executive Board and Chief Financial Officer, E-ON AG, a power and gas company, located in Düsseldorf, Germany (June 2000 – December 2006)<br>Present occupation: Employee of SAP AG, Development Project Manager (April 2004 – Present)   |
| Dr. Prof. Dr.-Ing. Dr.-Ing. E.h. Klaus Wucherer | Member of Supervisory Board | Positions in past five years: see above<br>Present occupation: Management Director of Dr. Klaus Wucherer Innovations- und Technologieberatung GmbH, located in Erlangen, Germany (January 2009 – Present)   |
| William McDermott                               | Co-Chief Executive Officer  | Positions in past five years: Executive Advisor to the Chief Executive Officer, Siemens AG, an industrial and consumer produced manufacturer with principal executive offices located in Munich, Germany (January 2008 – December 2008); Executive Vice President, Siemens AG (October 2000 – December 2007).<br>Present occupation: Co-Chief Executive Officer, SAP AG (February 2010 – Present); Member of Executive Board, SAP AG (July 2008 – Present); Chairman of the Board of Directors, SAP America, Inc., (January 2009 – Present); Member of the Board of Directors, SAP America, Inc. (October 2002 – Present) |
|   |                             | Positions in past five years: Chief Executive Officer, SAP America, Inc. (September 2002 – February 2010)   |



| Name and Address (If Applicable) | Office                     | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years  |
|----------------------------------|----------------------------|--|
| Jim Hagemann Snabe               | Co-Chief Executive Officer | Present occupation: Co-Chief Executive Officer, SAP AG (February 2010 Present); Member of Executive Board, SAP AG (July 2008 Present)  |
| Dr. Werner Brandt                | Chief Financial Officer    | Positions in past five years: Vice President and Chief Operations Officer of Business Solution group, SAP AG (2002 2006); Business Suite organization, SAP AG (2007 2010)<br>Present occupation: Chief Financial Officer, SAP AG (February 2001-present); Member of the Executive Board of SAP AG (2001 Present)         |
| Gerhard Oswald                   | Chief Operating Officer    | Positions in past five years: see above<br>Present occupation: Chief Operating Officer, SAP AG (February 2010 Present); Member of the Executive Board of SAP AG (1996 Present)   |
| Vishal Sikka                     | Chief Technology Officer   | Positions in past five years: Global Service and Support, SAP AG (2005 February 2010)<br>Present occupation: Chief Technology Officer, SAP AG (April 2007 Present); Member of Executive Board of SAP AG (February, 2010 Present)<br><br>Positions in past five years: Chief Software Architect, SAP AG (2002 April 2007) |

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**Information Concerning Directors and Executive Officers SAP America, Inc.**

The following table sets forth the name, present principal occupation or employment, and material occupations, positions, offices or employment for at least the past five years of each director and executive officer of SAP America, Inc. Each person identified below is a citizen of the United States of America, with the exception of Dr. Werner Brandt, who is a citizen of the Federal Republic of Germany. Unless otherwise noted, the current business address of each person identified below is 3999 West Chester Pike, Newtown Square, PA 19073, and the current business phone number of each of these individuals is (610) 661-1000.

| Name             | Office                  | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years  |
|------------------|-------------------------|--|
| Robert Enslin    | President               | Present occupation: President, SAP America, Inc. (February 2009 - Present)   |
| Mark R. White    | Chief Financial Officer | Positions in past five years: COO Global Field Operations, SAP America, Inc. (July 2008 - January 2009); Interim President and CEO, SAP Latin America (April 2008 - September 2008); COO, SAP America, Inc. (January 2008 - March 2008); President and CEO, SAP Japan (2005 - 2007)<br>Present occupation: Chief Financial Officer, SAP America, Inc. (September 2008 - Present)   |
| Steve Winter     | Chief Operating Officer | Positions in past five years: Executive Chairman, TomorrowNow, Inc. (June 2007 - present); Chief Operating Officer, SAP America, Inc. (March 2003 - June 2007); Chief Financial Officer, SAP America, Inc. (March 2002 - March 2007)<br>Present Occupation: Chief Operating Officer, SAP America, Inc. (January 2010 - present)  |
| Brad C. Brubaker | Secretary               | Positions in past five years: Senior Vice President, General Manager Southwest Region, SAP America, Inc. (January 2005 - December 2007); Senior Vice President, General Manager, Midwest Region, SAP America, Inc. (January 2008 - June 2009); Executive Vice President, Sales, SAP America, Inc. (July 2009 - December 2009)<br>Present occupation: President, Sheffield Acquisition Corp. (May 2010 - present) Senior Vice President, General Counsel for Global Field Legal and Corporate Secretary, SAP America, Inc. (January 2009 - Present) |



| Name              | Office  | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years  |
|-------------------|---|--|
| Elizabeth Heck    | Vice President, Tax and<br>Assistant Corporate<br>Secretary | Positions in past five years: Senior Vice President, General Counsel for SAP Americas and Corporate Secretary, SAP America, Inc. (November 1999 – January 2009)<br><br>Present occupation: Vice President, Tax and Assistant Corporate Secretary, SAP America, Inc. (March 2003 – Present) |
| Mary Beth Hanss,  | Senior Vice President and<br>General Counsel                | Positions in past five years: see above<br><br>Present occupation: Senior Vice President, General Counsel, SAP America, Inc. (August 2008 – present)   |
| William McDermott | Chairman  | Positions in past five years: Vice President and Assistant General Counsel, SAP America, Inc. (January 2003 – July 2008)<br><br>(See above information.)   |
| Robert Enslin     | Director  | (See above information.)   |
| Dr. Werner Brandt | Director  | (See above information.)   |

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**Information Concerning Directors and Executive Officers Sheffield Acquisition Corp.**

The following table sets forth the present principal occupation or employment and material occupations, positions, offices or employment for at least the past five years for Brad C. Brubaker, the sole director and executive officer of Sheffield Acquisition Corp. Mr. Brubaker is a citizen of the United States of America. Mr. Brubaker's current business address is 3999 West Chester Pike, Newtown Square, PA 19073, and his current business phone number is (610) 661-1000.

| Name             | Office                 | Present Principal Occupation or Employment and Material Positions Held During the Past Five Years |
|------------------|------------------------|---|
| Brad C. Brubaker | Director and President | Present occupation: see above.<br><br>Positions in past five years: see above.                    |