

PEOPLESOFT INC  
Form SC TO-T/A  
December 13, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 82**

**to**

**SCHEDULE TO**

**(RULE 14d-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934**

**PEOPLESOFT, INC.**

**(Name of Subject Company)**

**PEPPER ACQUISITION CORP.**

**ORACLE CORPORATION**

**(Names of Filing Persons Offeror)**

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

**(Title of Class of Securities)**

**712713106**

**(Cusip Number of Class of Securities)**

**Daniel Cooperman**

**Senior Vice President, General Counsel and Secretary**

**Oracle Corporation**

**500 Oracle Parkway**

**Redwood City, California 94065**

**Telephone: (650) 506-7000**

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

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and Communications on Behalf of Filing Persons)

*Copies to:*

**William M. Kelly**

**Davis Polk & Wardwell**

**1600 El Camino Real**

**Menlo Park, California 94025**

**Telephone: (650) 752-2000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$9,957,280,051

**Amount of Filing Fee\*\***  
\$1,171,972

\* Estimated for purposes of calculating the amount of filing fee only. Transaction value derived by multiplying 375,746,417 (the number of shares of common stock of the subject company outstanding as of November 4, 2004 (according to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by the subject company on November 9, 2004) by \$26.50 (the purchase price per share offered by Offeror).

\*\* The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, and (i) with respect to the fee paid on December 13, 2004, equals 0.00011770% of the transaction valuation based on Fee Rate Advisory #6 for Fiscal Year 2005 issued by the Securities and Exchange Commission on December 9, 2004, (ii) with respect to the fee paid on February 4, 2004, equals 0.00012670% of the transaction valuation based on Fee Rate Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission on January 28, 2004, and (iii) with respect to fees paid prior to February 4, 2004, equals 0.00008090% of the transaction valuation based on Fee Rate Advisory #11 for Fiscal Year 2003 issued by the Securities and Exchange Commission on February 21, 2003.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                           |           |               |                    |
|---------------------------|-----------|---------------|--------------------|
| Amount Previously Paid:   | \$270,941 | Filing Party: | Oracle Corporation |
| Form or Registration No.: | SC TO-T/A | Date Filed:   | February 4, 2004   |

|                           |           |               |                    |
|---------------------------|-----------|---------------|--------------------|
| Amount Previously Paid:   | \$87,131  | Filing Party: | Oracle Corporation |
| Form or Registration No.: | SC TO-T/A | Date Filed:   | July 24, 2003      |

|                           |           |               |                    |
|---------------------------|-----------|---------------|--------------------|
| Amount Previously Paid:   | \$89,647  | Filing Party: | Oracle Corporation |
| Form or Registration No.: | SC TO-T/A | Date Filed:   | June 18, 2003      |

|                           |           |               |                    |
|---------------------------|-----------|---------------|--------------------|
| Amount Previously Paid:   | \$409,815 | Filing Party: | Oracle Corporation |
| Form or Registration No.: | SC TO-T   | Date Filed:   | June 9, 2003       |

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

x third-party tender offer subject to Rule 14d-1.

.. issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

*Items 1 through 9, and Item 11.*

This Amendment No. 82 to Tender Offer Statement on Schedule TO amends and supplements the statement originally filed on June 9, 2003, as amended, by Oracle Corporation, a Delaware corporation ( Parent ), and Pepper Acquisition Corp. (the Purchaser ), a Delaware corporation and a wholly owned subsidiary of Parent. This Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share, and the associated preferred stock purchase rights (together, the Shares ), of PeopleSoft, Inc., a Delaware corporation (the Company ), at \$26.50 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated November 3, 2004, as amended (the Amended and Restated Offer to Purchase ), and in the related Amended and Restated Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer ). The information set forth in the Amended and Restated Offer to Purchase and the related Amended and Restated Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and 11 of this Schedule TO.

The price per Share to be paid pursuant to the Offer has been increased from \$24.00 per Share to \$26.50 per Share, net to the seller in cash, without interest. All references in the Amended and Restated Offer to Purchase, the Amended and Restated Letter of Transmittal, the Amended and Restated Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, and the Amended and Restated Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, to the offer price of \$24.00 per Share are hereby amended and restated to refer to \$26.50 per Share.

The Offer to Purchase is further amended as follows:

The response to the question Do you have the financial resources to pay for the shares? in the Summary Term Sheet is hereby deleted in its entirety and replaced with the following:

We will pay \$26.50 per share, net to seller in cash, without interest, or \$9.96 billion based on the outstanding shares of PeopleSoft, Inc. as of November 4, 2004. We will need up to approximately \$10.3 billion to purchase all shares we estimate will be outstanding prior to the Expiration Date of the offer and to pay estimated fees and expenses related to the offer. As of November 30, 2004, Oracle Corporation had cash and cash equivalents and short-term investments in the amount of \$9.4 billion. In addition, Oracle Corporation has entered into a credit agreement with Credit Suisse First Boston and certain other syndicated lenders which provides a senior revolving credit facility to Oracle Corporation in the aggregate amount of \$1.5 billion. Oracle Corporation could also raise funds through borrowings from other lenders or the issuance of securities. Oracle Corporation is currently discussing additional credit facilities with lenders. Oracle Corporation expects to contribute or otherwise advance funds to enable us to consummate the offer. Oracle Corporation expects, based upon the combination of internally available cash as of November 30, 2004, cash generated since that date, borrowings under the senior revolving credit facility or any other credit facility, or the issuance of securities, to have sufficient cash on hand at the expiration of the offer to pay the offer price for all shares in the offer. The offer is not conditioned upon any financing arrangements. See The Offer-Section 10 .

The response to the question What does the Board of Directors of PeopleSoft, Inc. think of the offer? in the Summary Term Sheet is hereby deleted in its entirety and replaced with the following:

The Board of Directors of PeopleSoft, Inc. has determined that each of the offer, the merger and the merger agreement is fair to and in the best interests of PeopleSoft, Inc. and its stockholders, and has approved the merger agreement and the transactions contemplated thereby (including the offer and the proposed merger between Purchaser and PeopleSoft, Inc.). Oracle Corporation expects that PeopleSoft, Inc. will promptly file an amendment to its Schedule 14D-9 with the SEC indicating the approval of the transaction by its Board of Directors and recommending that PeopleSoft's stockholders tender their shares in the Offer and approve and adopt the merger agreement and the merger. See The Offer-Section 11 .

The first paragraph of Section 10 ( Source and Amount of Funds ) of the Amended and Restated Offer to Purchase is hereby deleted in its entirety and replaced with the following:

**10. Source and Amount of Funds.** We will pay \$26.50 per Share, net to seller in cash, without interest, or \$9.96 billion based on the outstanding shares of PeopleSoft, Inc. as of November 4, 2004. We will need up to approximately \$10.3 billion to purchase all shares we estimate will be outstanding prior to the Expiration Date of the Offer and to pay estimated fees and expenses related to the Offer. Parent expects to contribute or otherwise advance funds to enable the Purchaser to consummate the Offer. As of November 30, 2004, Parent had cash and cash equivalents and short-term investments in the amount of \$9.4 billion. In addition, Parent has entered into a 364-Day Revolving Credit Agreement (the Credit Agreement ) with Credit Suisse First Boston (an affiliate of Credit Suisse First Boston LLC) as Sole Lead Arranger, Sole Bookrunner, Administrative Agent and a Lender and certain other syndicated lenders named in the Credit Agreement. The Credit Agreement provides a 364-day senior revolving credit facility (the Acquisition Facility ) to Parent (or to the Purchaser, and guaranteed by Parent) in the aggregate amount of up to \$1.5 billion. Parent could also raise funds through borrowings from other lenders or the issuance of securities. Parent is currently discussing additional credit facilities with lenders. Parent expects, based upon the combination of internally available cash as of November 30, 2004, cash generated since that date, borrowings under the Acquisition Facility or any other credit facility, or the issuance of securities, to have sufficient cash on hand at the expiration of the Offer to pay the offer price for all Shares in the Offer.

Section 14 ( Conditions of the Offer ) is hereby amended by replacing the existing text in its entirety with the following:

Notwithstanding any other provision of the Offer, we are not required to accept for payment or, subject to any applicable rules and regulations of the SEC, including Rule 14e-1(c) under the Exchange Act (relating to Purchaser's obligation to pay for or return tendered Shares promptly after termination or expiration of the Offer), pay for any Shares, and may terminate the Offer, if at the Expiration Date the Minimum Tender Condition has not been satisfied, or if any of the following conditions exist:

(i) any provision of any applicable law or regulation or any judgment, injunction, order or decree shall prohibit the consummation of the Offer, the acceptance for payment of or payment for some or all of the Shares by Parent or Purchaser or consummation of the merger;

(ii) the Company has breached or failed to perform in any material respect any of its material obligations under the Merger Agreement or (ii) the representations and warranties of the Company contained in the Merger Agreement, disregarding all qualifications contained therein regarding materiality, shall not be true when made or at any time prior to the consummation of the Offer as if made at and as of such time (other than representations and warranties that are made only as of a specified date, which need only to be true as of such specified date) and such failures to be true, in the aggregate, shall have had or would reasonably be expected to have a Material Adverse Effect on the Company; or

(iii) the Merger Agreement is terminated in accordance with its terms.

The foregoing conditions are for the sole benefit of Parent, Purchaser and their affiliates and may be asserted by us or Parent in our sole discretion regardless of the circumstances (including any action or omission by Parent or us) giving rise to any such conditions or may be waived by us as permitted by the Merger Agreement in whole or in part at any time or from time to time before the Expiration. We expressly reserve the right to waive any of the conditions to the Offer and to make any change in the terms of or conditions to the Offer, provided that, without the consent of the Company, we shall not (i) reduce the number of Shares subject to the Offer; (ii) reduce the Offer Price, (iii) waive or change the Minimum Tender Condition, (iv) add to the conditions set forth in this Section 14, (v) modify any condition set forth in this Section 14 or amend any term of the Offer set forth in the Merger Agreement, in each case, in any manner adverse to the holders of Shares, (vi) extend the Offer or (vii) change the form of consideration.

Notwithstanding the foregoing, we have the right to extend the Offer (a) from time to time, for a period not to exceed 5 Business Days on each occasion, if at the Expiration Date the Minimum Tender Condition shall not have been satisfied until such time as such condition is satisfied or waived or the Merger Agreement is terminated or (b) from time to time for a period of 5 Business Days at a time (or such other period as the Company shall approve) if the condition set forth in paragraph (i) above is not satisfied at the Expiration Date, until such time as such condition is satisfied or waived or the Merger Agreement is terminated. In addition, without the consent of the Company, we have the right to extend the Offer (x) from time to time, for a period not to exceed 10 Business Days on each such occasion, if, at the Expiration Date, any of the other conditions to the Offer shall not have been satisfied or waived, until such conditions are satisfied or waived and (ii) for any period required by any rule, regulation, interpretation or position of the SEC or the staff thereof applicable to the Offer or any period required by applicable law.

**Item 10. Financial Statements.**

Not applicable.

**Item 11. Additional Information.**

On December 13, 2004, Parent issued a press release announcing that Parent, Purchaser and PeopleSoft, Inc. had entered into a Agreement and Plan of Merger on December 12, 2004 (the Merger Agreement ). Under the terms of the Merger Agreement, Parent agreed to make certain amendments to the terms of the Offer. Parent and Purchaser announced that, pursuant to the Merger Agreement, they were amending the Offer to increase the offer price per Share to \$26.50, modifying certain conditions to the Offer and amending the Expiration Date of the Offer, as defined in the Amended and Restated Offer to Purchase, to 12:00 midnight, New York City time, on Tuesday, December 28, 2004. As of December 10, 2004, approximately 120,600,093 shares of PeopleSoft common stock have been tendered in and not withdrawn from the Offer. The Merger Agreement is attached hereto as Exhibit (d)(1) and the press release is attached hereto as Exhibit (a)(5)(clxli).

**Item 12. Exhibits.**

- (a)(1)(i) Offer to Purchase dated June 9, 2003.\*
- (a)(1)(ii) Form of Letter of Transmittal.\*
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.\*
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(v) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(vi) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(1)(vii) Form of summary advertisement dated June 9, 2003.\*
- (a)(1)(viii) Amended and Restated Offer to Purchase dated July 24, 2003.\*
- (a)(1)(ix) Form of Amended and Restated Letter of Transmittal.\*
- (a)(1)(x) Form of Amended and Restated Notice of Guaranteed Delivery.\*
- (a)(1)(xi) Amended and Restated Offer to Purchase dated February 12, 2004.\*
- (a)(1)(xii) Form of Amended and Restated Letter of Transmittal.\*
- (a)(1)(xiii) Form of Amended and Restated Notice of Guaranteed Delivery.\*
- (a)(1)(xiv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(xv) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*

- (a)(1)(xvi) Amended and Restated Offer to Purchase dated November 3, 2004.\*
- (a)(1)(xvii) Form of Amended and Restated Letter of Transmittal.\*
- (a)(1)(xviii) Form of Amended and Restated Notice of Guaranteed Delivery.\*
- (a)(1)(xix) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(xx) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
  
- (a)(5)(i) Text of press release issued by Parent, dated June 6, 2003.\*
- (a)(5)(ii) Text of press release issued by Parent, dated June 9, 2003.\*
- (a)(5)(iii) Text of information on Parent's website, posted June 10, 2003.\*
- (a)(5)(iv) Text of press release issued by Parent, dated June 10, 2003.\*
- (a)(5)(v) Slide presentation by Parent, dated June 13, 2003.\*
- (a)(5)(vi) Text of press release issued by Parent, dated June 13, 2003.\*
- (a)(5)(vii) Complaint and Jury Demand filed in the District Court for the City and County of Denver, Colorado on June 12, 2003.\*
  
- (a)(5)(viii) Complaint filed in the Superior Court of the State of California, County of San Mateo on June 12, 2003.\*
- (a)(5)(ix) Advertisement placed by Parent on June 16, 2003.\*
- (a)(5)(x) Text of press release issued by Parent, dated June 16, 2003.\*
- (a)(5)(xi) Complaint filed in the Superior Court of the State of California, County of Alameda on June 13, 2003.\*
- (a)(5)(xii) Advertisement placed by Parent on June 16, 2003.\*
- (a)(5)(xiii) Text of press release issued by Parent, dated June 16, 2003.\*
- (a)(5)(xiv) Text of information on Parent's website, posted June 16, 2003.\*
- (a)(5)(xv) Text of press release issued by Parent, dated June 18, 2003.\*
- (a)(5)(xvi) Complaint filed in the Court of Chancery of the State of Delaware, New Castle County, on June 18, 2003.\*
- (a)(5)(xvii) Transcript of Conference Call held by Parent on June 18, 2003.\*
- (a)(5)(xviii) Investor presentation by Parent, dated June 18, 2003.\*
- (a)(5)(xix) Complaint filed in the United States District Court for the District of Connecticut on June 18, 2003.\*
- (a)(5)(xx) Advertisement placed by Parent on June 19, 2003.\*
- (a)(5)(xxi) Email statement to press issued by Parent, dated June 18, 2003.\*
- (a)(5)(xxii) Text of press release issued by Parent, dated June 20, 2003.\*
- (a)(5)(xxiii) Advertisement placed by Parent on June 23, 2003.\*
- (a)(5)(xxiv) Text of press release issued by Parent, dated June 24, 2003.\*
- (a)(5)(xxv) Advertisement placed by Parent on June 27, 2003.\*
- (a)(5)(xxvi) Text of email message to Parent employees dated June 26, 2003.\*
- (a)(5)(xxvii) Email statement to press issued by Parent, dated June 29, 2003.\*
- (a)(5)(xxviii) Text of press release issued by Parent, dated June 30, 2003.\*
- (a)(5)(xxix) Text of information on Parent's website, posted June 30, 2003.\*
- (a)(5)(xxx) Letter to PeopleSoft customers, dated June 30, 2003.\*

- (a)(5)(xxxix) Case study dated June 30, 2003.\*
- (a)(5)(xxxix) Information regarding Parent customer support dated June 30, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated June 30, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated July 1, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated July 2, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated July 3, 2003.\*
- (a)(5)(xxxix) Amended text of information on Parent's internal website, posted July 9, 2003.\*
- (a)(5)(xxxix) Text of material prepared for presentation to analysts, dated July 9, 2003.\*
- (a)(5)(xxxix) Transcript of portion of webcast presentation to analysts pertaining to the tender offer, dated July 9, 2003.\*
- (a)(5)(xxxix) Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.\*
- (a)(5)(xxxix) Advertisement placed by Parent on July 11, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated July 14, 2003.\*
- (a)(5)(xxxix) Text of letter to partners, sent July 14, 2003.\*
- (a)(5)(xxxix) Questions and answers for PeopleSoft customers, dated July 14, 2003.\*
- (a)(5)(xxxix) Text of press release issued by Parent, dated July 15, 2003.\*
- (a)(5)(xxxix) Advertisement placed by Parent on July 15, 2003.\*
- (a)(5)(xxxix) Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.\*
- (a)(5)(xxxix) Advertisement placed by Parent on July 2, 2003.\*
- (a)(5)(il) Advertisement placed by Parent on June 30, 2003.\*
- (a)(5)(I) Text of press release issued by Parent, dated July 17, 2003.\*
- (a)(5)(li) Transcript of Oracle Beat presentation to Parent employees, dated July 17, 2003.\*
- (a)(5)(lii) Text of press release issued by Parent, dated July 24, 2003.\*
- (a)(5)(liii) Text of press release issued by Parent, dated August 8, 2003.\*
- (a)(5)(liv) Transcript of portion of webcast comments pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lv) Transcript of portion of webcast Q&A session pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lvi) Text of portion of slide presentation pertaining to the tender offer, prepared for CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lvii) Text of press release issued by Parent on August 12, 2003.\*
- (a)(5)(lviii) Text of information on Parent's website, posted August 15, 2003.\*
- (a)(5)(lix) Text of letter to customers, sent August 22, 2003.\*
- (a)(5)(lx) Notice of town hall meeting, sent August 22, 2003.\*
- (a)(5)(lxi) Comments by Parent spokesman, provided August 26, 2003.\*
- (a)(5)(lxii) Text of press release issued by Parent, dated August 27, 2003.\*
- (a)(5)(lxiii) Transcript of town hall presentation to PeopleSoft customers, dated September 3, 2003.\*
- (a)(5)(lxiv) Text of press release issued by Parent, dated September 4, 2003.\*
- (a)(5)(lxv) Text of employee announcement on Parent's internal website, dated September 10, 2003.\*
- (a)(5)(lxvi) Stipulation and Order Dismissing Case Without Prejudice filed in the Superior Court of the State of California, County of San Mateo on August 15, 2003.\*

- (a)(5)(lxvii) Order Granting Stipulation Dismissing Case Without Prejudice, issued by the District Court for the City and County of Denver, Colorado on August 18, 2003.\*
- (a)(5)(lxviii) First Amended Complaint filed in the Superior Court of the State of California, County of Alameda on August 12, 2003.\*
- (a)(5)(lxix) Demurrer filed in the Superior Court of the State of California, County of Alameda on September 11, 2003.\*
- (a)(5)(lxx) Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.\*
- (a)(5)(lxxi) Defendant s Motion to Dismiss and related documents filed in the United States District Court for the District of Connecticut on August 18, 2003.\*
- (a)(5)(lxxii) Transcript of portion of earnings conference call pertaining to tender offer, held September 12, 2003.\*
- (a)(5)(lxxiii) Text of press release issued by Parent on October 10, 2003.\*
- (a)(5)(lxxiv) Transcript of portion of annual meeting pertaining to tender offer, held October 13, 2003.\*
- (a)(5)(lxxv) Redacted slide presentation from annual meeting held October 13, 2003.\*
- (a)(5)(lxxvi) Amended text of information on Parent s internal website dated September 4, 2003.\*
- (a)(5)(lxxvii) Order entered by the Superior Court of the State of California, County of Alameda on November 5, 2003.\*
- (a)(5)(lxxviii) Text of email message to analysts, dated October 27, 2003.\*
- (a)(5)(lxxix) Text of press release issued by Parent on November 7, 2003.\*
- (a)(5)(lxxx) Motion to Expedite Proceedings (redacted) filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxii) Notice of Motion, Motion for Preliminary Injunction and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxiii) Notice of Motion, Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxiiii) Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxv) Transcript of portion of presentation to Goldman Sachs Software Retreat pertaining to tender offer, held November 13, 2003.\*
- (a)(5)(lxxxvi) Text of email message to Parent employees dated November 17, 2003.\*
- (a)(5)(lxxxvii) Text of press release issued by Parent on November 24, 2003.\*
- (a)(5)(lxxxviii) Transcript of conference call held by Parent on November 24, 2003.\*
- (a)(5)(lxxxix) Text of information on Parent s website, posted November 25, 2003.\*
- (a)(5)(lxxxx) Notice of Motion, Revised Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.\*
- (a)(5)(lxxxxi) Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.\*
- (a)(5)(lxxxxii) Second Amended Complaint (Redacted) filed in the Superior Court of the State of California, County of Alameda on December 12, 2003.\*
- (a)(5)(lxxxxiii) Text of press release issued by Parent on December 19, 2003.\*
- (a)(5)(lxxxxiiii) Transcript of portion of presentation to Soundview Investor Bus Tour pertaining to tender offer, held January 7, 2004.\*



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- (a)(5)(lxxxxiv) Text of press release issued by Parent on January 23, 2004.\*
- (a)(5)(lxxxxv) Text of press release issued by Parent on February 4, 2004.\*
- (a)(5)(lxxxxvi) Text of communication to customers dated February 4, 2004.\*
- (a)(5)(lxxxxvii) Text of information on Parent's website, posted February 4, 2004.\*
- (a)(5)(lxxxxviii) Form of summary advertisement dated February 5, 2004.\*
- (a)(5)(lxxxxix) Demurrer filed in the Superior Court of the State of California, County of Alameda on January 20, 2004.\*
- (a)(5)(c) Transcript of portion of Corporate Q&A at AppsWorld Financial Analyst Day pertaining to the tender offer, held January 28, 2004.\*
- (a)(5)(ci) Text of press release issued by Parent on February 9, 2004.\*
- (a)(5)(cii) Text of press release issued by Parent on February 10, 2004.\*
- (a)(5)(ciii) Transcript of portion of comments to Merrill Lynch Computer Services and Software:  
  
CEO Conference 2004, held February 11, 2004.\*
- (a)(5)(civ) Text of letter to PeopleSoft Stockholder dated February 17, 2004.\*
- (a)(5)(cv) Text of letter to PeopleSoft Stockholder dated February 12, 2004; first distributed February 17, 2004.\*
- (a)(5)(cvi) Investor Presentation by Parent, dated February 17, 2004.\*
- (a)(5)(cvii) Text of press release issued by Parent on February 17, 2004.\*
- (a)(5)(cviii) Text of information on Parent's website, posted February 17, 2004.\*
- (a)(5)(cix) Investor Presentation by Parent, dated February 25, 2004.\*
- (a)(5)(cx) Text of Editorial in The Wall Street Journal, published February 23, 2004; redistributed by Parent on February 25, 2004.\*
- (a)(5)(cxi) Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.\*
- (a)(5)(cxii) Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.\*
- (a)(5)(cxiii) Text of press release by Parent, dated February 26, 2004.\*
- (a)(5)(cxiv) Text of press release by Parent, dated February 26, 2004.\*
- (a)(5)(cxv) Complaint filed in the United States District Court for the Northern District of California, San Francisco Division on February 26, 2004.\*
- (a)(5)(cxvi) Transcript of presentation to Quest User Group, held March 1, 2004.\*
- (a)(5)(cxvii) Text of letter to J.D. Edwards customers, dated March 1, 2004.\*
- (a)(5)(cxviii) Answer by Parent filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.\*
- (a)(5)(cxix) Text of email message to Parent employees dated March 5, 2004.\*
- (a)(5)(cxx) Email statement to press issued by Parent, dated March 12, 2004.\*
- (a)(5)(cxxi) Text of press release by Parent, dated April 15, 2004.\*
- (a)(5)(cxxii) Transcript of portion of comments to JP Morgan Technology & Telecom Conference pertaining to the tender offer, held May 4, 2004.\*
- (a)(5)(cxxiii) Text of press release issued by Parent on May 14, 2004.\*
- (a)(5)(cxxiv) Transcript of portion of presentation to Merrill Lynch European Roadshow Conference pertaining to the tender offer, held April 27, 2004.\*
- (a)(5)(cxxv) Text of information on Parent's website, revised June 7, 2004.\*

- (a)(5)(cxxvi) Text of information on Parent s website, revised June 4, 2004.\*
- (a)(5)(cxxvii) Text of information on Parent s website, revised June 4, 2004.\*
- (a)(5)(cxxviii) Text of information on Parent s website, revised June 4, 2004.\*
- (a)(5)(cxxxix) Answer filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.\*
- (a)(5)(cxxx) Trial Memorandum filed in the United States District Court for the Northern District of California, San Francisco Division on June 1, 2004.\*
- (a)(5)(cxxxii) List of witnesses intended to be called at trial, delivered March 22, 2004.\*
- (a)(5)(cxxxiii) Slides displayed during Parent s opening statement at trial, June 7, 2004.\*
- (a)(5)(cxxxiiii) Text of press release by Parent, dated July 12, 2004.\*
- (a)(5)(cxxxv) Conclusions of Law filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 8, 2004.\*
- (a)(5)(cxxxvi) Finding of Fact (Redacted) filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 8, 2004.\*
- (a)(5)(cxxxvii) Corrected Post-Trial Brief filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 12, 2004.\*
- (a)(5)(cxxxviii) Transcript of portion of Parent s Financial Analyst Day presentation pertaining to tender offer, held July 14, 2004.\*
- (a)(5)(cxxxix) Slide presentation from Parent s Financial Analyst Day, held July 14, 2004.\*
- (a)(5)(cxxxix) Slides displayed during Parent s closing statement at trial, July 20, 2004.\*
- (a)(5)(cxxxix) Transcript of portion of Goldman Sachs Investor Dinner pertaining to tender offer, held July 26, 2004.\*
- (a)(5)(cxxxix) Transcript of portion of CIBC World Markets Annual Enterprise Software Conference presentation pertaining to tender offer, held August 12, 2004.\*
- (a)(5)(cxxxix) Text of press release issued by Parent on August 26, 2004.\*
- (a)(5)(cxl) Text of press release issued by Parent on September 9, 2004.\*
- (a)(5)(cxl) Text of press release issued by Parent on September 9, 2004.\*
- (a)(5)(cxl) Text of press release issued by Parent on September 9, 2004.\*
- (a)(5)(cxl) Findings of Fact, Conclusions of Law and Order entered by the United States District Court for the Northern District of California, San Francisco Division on September 9, 2004.\*
- (a)(5)(cxl) Text of information on Parent s website, posted September 9, 2004.\*
- (a)(5)(cxl) Text of letter to PeopleSoft Board of Directors, delivered September 9, 2004.\*
- (a)(5)(cxl) Partner Benefits Statement posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) Oracle Acquisition Success Story posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) Letter to PeopleSoft Customers posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) Oracle Support Statement posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) PeopleSoft Customer Commitment posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) PeopleSoft Frequently Asked Questions posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) Case Study posted on Parent s website September 9, 2004.\*
- (a)(5)(cxl) Text of email to Parent employees, sent September 9, 2004.\*
- (a)(5)(cxl) Text of information on Parent s website, posted September 9, 2004.\*
- (a)(5)(cxl) Text of information on Parent s website, posted September 9, 2004.\*

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|-------------------|---|
| (a)(5)(clix)      | Text of email to Parent employees, sent September 9, 2004.*   |
| (a)(5)(clx)       | Text of email to customers, sent September 10, 2004.*   |
| (a)(5)(clxi)      | Text of email to partners, sent September 10, 2004.*  |
| (a)(5)(clxii)     | Text of press release issued by Parent, dated September 21, 2004.*  |
| (a)(5)(clxiii)    | Transcript of portion of Banc of America 34 <sup>th</sup> Annual Investment Conference presentation pertaining to tender offer, held September 21, 2004.* |
| (a)(5)(clxiv)     | Text of press release issued by Parent, dated September 23, 2004.*  |
| (a)(5)(clxv)      | Text of press release issued by Parent, dated October 1, 2004.*   |
| (a)(5)(clxvi)     | Text of press release issued by Parent, dated October 7, 2004.*   |
| (a)(5)(clxvii)    | Text of press release issued by Parent, dated October 21, 2004.*  |
| (a)(5)(clxviii)   | Text of press release issued by Parent, dated November 1, 2004.*  |
| (a)(5)(clxix)     | Letter to PeopleSoft Board of Directors, dated October 31, 2004.*   |
| (a)(5)(clxx)      | Text of press release issued by Parent, dated November 1, 2004.*  |
| (a)(5)(clxxi)     | Transcript of conference call held by Parent on November 1, 2004.*  |
| (a)(5)(clxxii)    | Investor presentation by Parent, posted November 9, 2004.*  |
| (a)(5)(clxxiii)   | Presentation slides from Goldman Sachs Software Retreat, dated November 9, 2004.*   |
| (a)(5)(clxxiv)    | Transcript of portion of presentation to Goldman Sachs Software Retreat, dated November 9, 2004.*   |
| (a)(5)(clxxv)     | Transcript of portion of presentation to Morgan Stanley Software, Services, Internet & Networking Conference, dated November 1, 2004.*                    |
| (a)(5)(clxxvi)    | Transcript of portion of Oracle Annual Meeting, held October 29, 2004.*   |
| (a)(5)(clxxvii)   | Text of press release issued by Parent, dated November 10, 2004.*   |
| (a)(5)(clxxviii)  | Revised investor presentation by Parent, posted November 12, 2004.*   |
| (a)(5)(clxxix)    | Text of information on Parent's website, posted November 15, 2004.*   |
| (a)(5)(clxxx)     | Text of press release issued by Parent, dated November 16, 2004.*   |
| (a)(5)(clxxxi)    | Transcript of conference call held by Glass, Lewis & Co., November 15, 2004.*   |
| (a)(5)(clxxxii)   | Advertisement placed by Parent on November 16, 2004.*   |
| (a)(5)(clxxxiii)  | Revised information posted on Parent's website, posted November 17, 2004.*  |
| (a)(5)(clxxxiv)   | Text of press release issued by Parent, dated November 18, 2004.*   |
| (a)(5)(clxxxv)    | Text of press release issued by Parent, dated November 19, 2004.*   |
| (a)(5)(clxxxvi)   | Text of press release issued by Parent, dated November 19, 2004.*   |
| (a)(5)(clxxxvii)  | Letter to PeopleSoft Board of Directors, dated November 19, 2004.*  |
| (a)(5)(clxxxviii) | Letter to PeopleSoft Board of Directors, dated November 21, 2004.*  |
| (a)(5)(clxxxix)   | Text of press release issued by Parent, dated November 24, 2004.*   |
| (a)(5)(clxl)      | Transcript of presentation at Oracle Open World, held December 7, 2004.   |
| (a)(5)(clxli)     | Text of press release issued by Parent, dated December 13, 2004.  |
| (a)(5)(clxlii)    | Transcript of portion of Oracle Earnings Conference Call, held December 13, 2004.   |
| (a)(5)(clxliii)   | Text of letter to PeopleSoft employees from Parent sent December 13, 2004.  |
| (b)(1)            | Commitment letter described in Section 10, Source and Amount of Funds of the Offer to Purchase (the Commitment Letter).*                                  |
| (b)(2)            | Side Letter to the Commitment Letter.*  |

- (b)(3) 364-Day Revolving Credit Agreement described in Section 10, Source and Amount of Funds of the Offer to Purchase.\*
- (b)(4) Corrected Schedule 2 to 364-Day Revolving Credit Agreement.\*
- (c) Not applicable.
- (d)(1) Agreement and Plan of Merger dated as of December 12, 2004 among PeopleSoft, Inc., Oracle Corporation and Pepper Acquisition Corp.
- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

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\* Previously filed

**SIGNATURE**

After due 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.

Dated: December 13, 2004

**ORACLE CORPORATION**

By: /s/ SAFRA CATZ

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Name: Safra Catz  
Title: President

**PEPPER ACQUISITION CORP.**

By: /s/ SAFRA CATZ

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Name: Safra Catz  
Title: President

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| (a)(1)(i)        | Offer to Purchase dated June 9, 2003.*   |
| (a)(1)(ii)       | Form of Letter of Transmittal.*  |
| (a)(1)(iii)      | Form of Notice of Guaranteed Delivery.*  |
| (a)(1)(iv)       | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*                           |
| (a)(1)(v)        | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*        |
| (a)(1)(vi)       | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*                              |
| (a)(1)(vii)      | Form of summary advertisement dated June 9, 2003.*   |
| (a)(1)(viii)     | Amended and Restated Offer to Purchase dated July 24, 2003.*   |
| (a)(1)(ix)       | Form of Amended and Restated Letter of Transmittal.*   |
| (a)(1)(x)        | Form of Amended and Restated Notice of Guaranteed Delivery.*   |
| (a)(1)(xi)       | Amended and Restated Offer to Purchase dated February 12, 2004.*   |
| (a)(1)(xii)      | Form of Amended and Restated Letter of Transmittal.*   |
| (a)(1)(xiii)     | Form of Amended and Restated Notice of Guaranteed Delivery.*   |
| (a)(1)(xiv)      | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*                           |
| (a)(1)(xv)       | Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*        |
| (a)(1)(xvi)      | Amended and Restated Offer to Purchase dated November 3, 2004.*  |
| (a)(1)(xvii)     | Form of Amended and Restated Letter of Transmittal.*   |
| (a)(1)(xviii)    | Form of Amended and Restated Notice of Guaranteed Delivery.*   |
| (a)(1)(xix)      | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*                           |
| (a)(1)(xx)       | Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*        |
| (a)(5)(i)        | Text of press release issued by Parent, dated June 6, 2003.*   |
| (a)(5)(ii)       | Text of press release issued by Parent, dated June 9, 2003.*   |
| (a)(5)(iii)      | Text of information on Parent s website, posted June 10, 2003.*  |
| (a)(5)(iv)       | Text of press release issued by Parent, dated June 10, 2003.*  |
| (a)(5)(v)        | Slide presentation by Parent, dated June 13, 2003.*  |
| (a)(5)(vi)       | Text of press release issued by Parent, dated June 13, 2003.*  |
| (a)(5)(vii)      | Complaint and Jury Demand filed in the District Court for the City and County of Denver, Colorado on June 12, 2003.* |
| (a)(5)(viii)     | Complaint filed in the Superior Court of the State of California, County of San Mateo on June 12, 2003.*             |
| (a)(5)(ix)       | Advertisement placed by Parent on June 16, 2003.*  |
| (a)(5)(x)        | Text of press release issued by Parent, dated June 16, 2003.*  |
| (a)(5)(xi)       | Complaint filed in the Superior Court of the State of California, County of Alameda on June 13, 2003.*               |
| (a)(5)(xii)      | Advertisement placed by Parent on June 16, 2003.*  |
| (a)(5)(xiii)     | Text of press release issued by Parent, dated June 16, 2003.*  |
| (a)(5)(xiv)      | Text of information on Parent s website, posted June 16, 2003.*  |

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| (a)(5)(xv)       | Text of press release issued by Parent, dated June 18, 2003.*  |
| (a)(5)(xvi)      | Complaint filed in the Court of Chancery of the State of Delaware, New Castle County, on June 18, 2003.*       |
| (a)(5)(xvii)     | Transcript of Conference Call held by Parent on June 18, 2003.*  |
| (a)(5)(xviii)    | Investor presentation by Parent, dated June 18, 2003.*   |
| (a)(5)(xix)      | Complaint filed in the United States District Court for the District of Connecticut on June 18, 2003.*         |
| (a)(5)(xx)       | Advertisement placed by Parent on June 19, 2003.*  |
| (a)(5)(xxi)      | Email statement to press issued by Parent, dated June 18, 2003.*   |
| (a)(5)(xxii)     | Text of press release issued by Parent, dated June 20, 2003.*  |
| (a)(5)(xxiii)    | Advertisement placed by Parent on June 23, 2003.*  |
| (a)(5)(xxiv)     | Text of press release issued by Parent, dated June 24, 2003.*  |
| (a)(5)(xxv)      | Advertisement placed by Parent on June 27, 2003.*  |
| (a)(5)(xxvi)     | Text of email message to Parent employees dated June 26, 2003.*  |
| (a)(5)(xxvii)    | Email statement to press issued by Parent, dated June 29, 2003.*   |
| (a)(5)(xxviii)   | Text of press release issued by Parent, dated June 30, 2003.*  |
| (a)(5)(xxix)     | Text of information on Parent's website, posted June 30, 2003.*  |
| (a)(5)(xxx)      | Letter to PeopleSoft customers, dated June 30, 2003.*  |
| (a)(5)(xxxii)    | Case study dated June 30, 2003.*   |
| (a)(5)(xxxiii)   | Information regarding Parent customer support dated June 30, 2003.*  |
| (a)(5)(xxxiv)    | Text of press release issued by Parent, dated June 30, 2003.*  |
| (a)(5)(xxxv)     | Text of press release issued by Parent, dated July 1, 2003.*   |
| (a)(5)(xxxvi)    | Text of press release issued by Parent, dated July 2, 2003.*   |
| (a)(5)(xxxvii)   | Text of press release issued by Parent, dated July 3, 2003.*   |
| (a)(5)(xxxviii)  | Amended text of information on Parent's internal website, posted July 9, 2003.*                                |
| (a)(5)(xxxix)    | Text of material prepared for presentation to analysts, dated July 9, 2003.*                                   |
| (a)(5)(xxxx)     | Transcript of portion of webcast presentation to analysts pertaining to the tender offer, dated July 9, 2003.* |
| (a)(5)(xxxxi)    | Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*   |
| (a)(5)(xxxxii)   | Advertisement placed by Parent on July 11, 2003.*  |
| (a)(5)(xxxxiii)  | Text of press release issued by Parent, dated July 14, 2003.*  |
| (a)(5)(xxxxiv)   | Text of letter to partners, sent July 14, 2003.*   |
| (a)(5)(xxxxv)    | Questions and answers for PeopleSoft customers, dated July 14, 2003.*  |
| (a)(5)(xxxxvi)   | Text of press release issued by Parent, dated July 15, 2003.*  |
| (a)(5)(xxxxvii)  | Advertisement placed by Parent on July 15, 2003.*  |
| (a)(5)(xxxxviii) | Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.*                            |
| (a)(5)(xxxxix)   | Advertisement placed by Parent on July 2, 2003.*   |
| (a)(5)(i)        | Advertisement placed by Parent on June 30, 2003.*  |
| (a)(5)(i)        | Text of press release issued by Parent, dated July 17, 2003.*  |
| (a)(5)(ii)       | Transcript of Oracle Beat presentation to Parent employees, dated July 17, 2003.*                              |
| (a)(5)(ii)       | Text of press release issued by Parent, dated July 24, 2003.*  |

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- (a)(5)(liii) Text of press release issued by Parent, dated August 8, 2003.\*
- (a)(5)(liv) Transcript of portion of webcast comments pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lv) Transcript of portion of webcast Q&A session pertaining to the tender offer, from CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lvi) Text of portion of slide presentation pertaining to the tender offer, prepared for CIBC World Markets Enterprise Software Conference on August 6, 2003.\*
- (a)(5)(lvii) Text of press release issued by Parent on August 12, 2003.\*
- (a)(5)(lviii) Text of information on Parent's website, posted August 15, 2003.\*
- (a)(5)(lix) Text of letter to customers, sent August 22, 2003.\*
- (a)(5)(lx) Notice of town hall meeting, sent August 22, 2003.\*
- (a)(5)(lxi) Comments by Parent spokesman, provided August 26, 2003.\*
- (a)(5)(lxii) Text of press release issued by Parent, dated August 27, 2003.\*
- (a)(5)(lxiii) Transcript of town hall presentation to PeopleSoft customers, dated September 3, 2003.\*
- (a)(5)(lxiv) Text of press release issued by Parent, dated September 4, 2003.\*
- (a)(5)(lxv) Text of employee announcement on Parent's internal website, dated September 10, 2003.\*
- (a)(5)(lxvi) Stipulation and Order Dismissing Case Without Prejudice filed in the Superior Court of the State of California, County of San Mateo on August 15, 2003.\*
- (a)(5)(lxvii) Order Granting Stipulation Dismissing Case Without Prejudice, issued by the District Court for the City and County of Denver, Colorado on August 18, 2003.\*
- (a)(5)(lxviii) First Amended Complaint filed in the Superior Court of the State of California, County of Alameda on August 12, 2003.\*
- (a)(5)(lxix) Demurrer filed in the Superior Court of the State of California, County of Alameda on September 11, 2003.\*
- (a)(5)(lxx) Amended Complaint filed in the United States District Court for the District of Connecticut on August 4, 2003.\*
- (a)(5)(lxxi) Defendant's Motion to Dismiss and related documents filed in the United States District Court for the District of Connecticut on August 18, 2003.\*
- (a)(5)(lxxii) Transcript of portion of earnings conference call pertaining to tender offer, held September 12, 2003.\*
- (a)(5)(lxxiii) Text of press release issued by Parent on October 10, 2003.\*
- (a)(5)(lxxiv) Transcript of portion of annual meeting pertaining to tender offer, held October 13, 2003.\*
- (a)(5)(lxxv) Redacted slide presentation from annual meeting held October 13, 2003.\*
- (a)(5)(lxxvi) Amended text of information on Parent's internal website dated September 4, 2003.\*
- (a)(5)(lxxvii) Order entered by the Superior Court of the State of California, County of Alameda on November 5, 2003.\*
- (a)(5)(lxxviii) Text of email message to analysts, dated October 27, 2003.\*
- (a)(5)(lxxix) Text of press release issued by Parent on November 7, 2003.\*
- (a)(5)(lxxx) Motion to Expedite Proceedings (redacted) filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxii) Notice of Motion, Motion for Preliminary Injunction and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*
- (a)(5)(lxxxiii) Notice of Motion, Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.\*



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| (a)(5)(lxxxiii)   | Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on November 10, 2003.*                  |
| (a)(5)(lxxxiv)    | Transcript of portion of presentation to Goldman Sachs Software Retreat pertaining to tender offer, held November 13, 2003.*   |
| (a)(5)(lxxxv)     | Text of email message to present employees, dated November 17, 2003.*  |
| (a)(5)(lxxxvi)    | Text of press release issued by Parent on November 24, 2003.*  |
| (a)(5)(lxxxvii)   | Transcript of conference call held by Parent on November 24, 2003.*  |
| (a)(5)(lxxxviii)  | Text of information on Parent s website, posted November 25, 2003.*  |
| (a)(5)(lxxxix)    | Notice of Motion, Revised Motion for Leave to File Amended Complaint and Proposed Order filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.* |
| (a)(5)(lxxxx)     | Amended Complaint for Declaratory and Injunctive Relief conditionally filed in the Court of Chancery of the State of Delaware, New Castle County on December 8, 2003.*                   |
| (a)(5)(lxxxxi)    | Second Amended Complaint (Redacted) filed in the Superior Court of the State of California, County of Alameda on December 12, 2003.*   |
| (a)(5)(lxxxxii)   | Text of press release issued by Parent on December 19, 2003.*  |
| (a)(5)(lxxxxiii)  | Transcript of portion of presentation to Soundview Investor Bus Tour pertaining to tender offer, held January 7, 2004.*  |
| (a)(5)(lxxxxiv)   | Text of press release issued by Parent on January 23, 2004.*   |
| (a)(5)(lxxxxv)    | Text of press release issued by Parent on February 4, 2004.*   |
| (a)(5)(lxxxxvi)   | Text of communication to customers dated February 4, 2004*   |
| (a)(5)(lxxxxvii)  | Text of information on Parent s website, posted February 4, 2004*  |
| (a)(5)(lxxxxviii) | Form of summary advertisement dated February 5, 2004.*   |
| (a)(5)(lxxxxix)   | Demurrer filed in the Superior Court of the State of California, County of Alameda on January 20, 2004.*   |
| (a)(5)(c)         | Transcript of portion of Corporate Q&A at AppsWorld Financial Analyst Day pertaining to the tender offer, held January 28, 2004.*  |
| (a)(5)(ci)        | Text of press release issued by Parent on February 9, 2004.*   |
| (a)(5)(cii)       | Text of press release issued by Parent on February 10, 2004.*  |
| (a)(5)(ciii)      | Transcript of portion of comments to Merrill Lynch Computer Services and Software:<br><br>CEO Conference 2004, held February 11, 2004.*  |
| (a)(5)(civ)       | Text of letter to PeopleSoft Stockholder dated February 17, 2004.*   |
| (a)(5)(cv)        | Text of letter to PeopleSoft Stockholder dated February 12, 2004; first distributed February 17, 2004.*  |
| (a)(5)(cvi)       | Investor Presentation by Parent, dated February 17, 2004.*   |
| (a)(5)(cvii)      | Text of press release issued by Parent on February 17, 2004.*  |
| (a)(5)(cviii)     | Text of information on Parent s website, posted February 17, 2004.*  |
| (a)(5)(cix)       | Investor Presentation by Parent, dated February 25, 2004.*   |
| (a)(5)(cx)        | Text of Editorial in The Wall Street Journal, published February 23, 2004; redistributed by Parent on February 25, 2004.*  |
| (a)(5)(cxi)       | Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*   |
| (a)(5)(cxii)      | Order entered by the Superior Court of the State of California, County of Alameda on February 25, 2004.*   |

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| (a)(5)(cxiii)    | Text of press release by Parent, dated February 26, 2004.*  |
| (a)(5)(cxiv)     | Text of press release by Parent, dated February 26, 2004.*  |
| (a)(5)(cxv)      | Complaint filed in the United States District Court for the Northern District of California, San Francisco Division on February 26, 2004.*                        |
| (a)(5)(cxvi)     | Transcript of presentation to Quest User Group, held March 1, 2004.*  |
| (a)(5)(cxvii)    | Text of letter to J.D. Edwards customers, dated March 1, 2004.*   |
| (a)(5)(cxviii)   | Text of letter to J.D. Edwards customers, dated March 1, 2004.*   |
| (a)(5)(cxviii)   | Answer by Parent filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.*                     |
| (a)(5)(cxix)     | Text of email message to Parent employees dated March 5, 2004.*   |
| (a)(5)(cxx)      | Email statement to press issued by Parent, dated March 12, 2004.*   |
| (a)(5)(cxxi)     | Text of press release by Parent, dated April 15, 2004.*   |
| (a)(5)(cxxii)    | Transcript of portion of comments to JP Morgan Technology & Telecom Conference pertaining to the tender offer, held May 4, 2004.*                                 |
| (a)(5)(cxxiii)   | Text of press release issued by Parent on May 14, 2004.*  |
| (a)(5)(cxxiv)    | Transcript of portion of presentation to Merrill Lynch European Roadshow Conference pertaining to the tender offer, held April 27, 2004.*                         |
| (a)(5)(cxxv)     | Text of information on Parent's website, revised June 7, 2004.*   |
| (a)(5)(cxxvi)    | Text of information on Parent's website, revised June 4, 2004.*   |
| (a)(5)(cxxvii)   | Text of information on Parent's website, revised June 4, 2004.*   |
| (a)(5)(cxxviii)  | Text of information on Parent's website, revised June 4, 2004.*   |
| (a)(5)(cxxix)    | Answer filed in the United States District Court for the Northern District of California, San Francisco Division on March 4, 2004.*                               |
| (a)(5)(cxxx)     | Trial Memorandum filed in the United States District Court for the Northern District of California, San Francisco Division on June 1, 2004.*                      |
| (a)(5)(cxxxii)   | List of witnesses intended to be called at trial, delivered March 22, 2004.*  |
| (a)(5)(cxxxiii)  | Slides displayed during Parent's opening statement at trial, June 7, 2004.*   |
| (a)(5)(cxxxiv)   | Text of press release by Parent, dated July 12, 2004.*  |
| (a)(5)(cxxxv)    | Conclusions of Law filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 8, 2004.*          |
| (a)(5)(cxxxvi)   | Finding of Fact (Redacted) filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 8, 2004.*  |
| (a)(5)(cxxxvii)  | Corrected Post-Trial Brief filed by Parent in the United States District Court for the Northern District of California, San Francisco Division on July 12, 2004.* |
| (a)(5)(cxxxviii) | Transcript of portion of Parent's Financial Analyst Day presentation pertaining to tender offer, held July 14, 2004.*   |
| (a)(5)(cxxxix)   | Slide presentation from Parent's Financial Analyst Day, held July 14, 2004.*  |
| (a)(5)(cxxxix)   | Slides displayed during Parent's closing statement at trial, July 20, 2004.*  |
| (a)(5)(cxxxx)    | Transcript of portion of Goldman Sachs Investor Dinner pertaining to tender offer, held July 26, 2004.*   |
| (a)(5)(cxxxxi)   | Transcript of portion of CIBC World Markets Annual Enterprise Software Conference presentation pertaining to tender offer, held August 12, 2004.*                 |
| (a)(5)(cxxxxii)  | Text of press release issued by Parent on August 26, 2004.*   |
| (a)(5)(cxliv)    | Text of press release issued by Parent on September 9, 2004.*   |

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| (a)(5)(cxliv)    | Text of press release issued by Parent on September 9, 2004.*   |
| (a)(5)(cxlv)     | Text of press release issued by Parent on September 9, 2004.*   |
| (a)(5)(cxlvii)   | Findings of Fact, Conclusions of Law and Order entered by the United States District Court for the Northern District of California, San Francisco Division on September 9, 2004.* |
| (a)(5)(cxlviii)  | Text of information on Parent's website, posted September 9, 2004.*   |
| (a)(5)(cxlix)    | Text of letter to PeopleSoft Board of Directors, delivered September 9, 2004.*  |
| (a)(5)(cl)       | Partner Benefits Statement posted on Parent's website September 9, 2004.*   |
| (a)(5)(cli)      | Oracle Acquisition Success Story posted on Parent's website September 9, 2004.*   |
| (a)(5)(clii)     | Letter to PeopleSoft Customers posted on Parent's website September 9, 2004.*   |
| (a)(5)(cliii)    | Oracle Support Statement posted on Parent's website September 9, 2004.*   |
| (a)(5)(cliv)     | PeopleSoft Customer Commitment posted on Parent's website September 9, 2004.*   |
| (a)(5)(clv)      | PeopleSoft Frequently Asked Questions posted on Parent's website September 9, 2004.*  |
| (a)(5)(clvi)     | Case Study posted on Parent's website September 9, 2004.*   |
| (a)(5)(clvii)    | Text of email to Parent employees, sent September 9, 2004.*   |
| (a)(5)(clviii)   | Text of information on Parent's website, posted September 9, 2004.*   |
| (a)(5)(clix)     | Text of information on Parent's website, posted September 9, 2004.*   |
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| (a)(5)(clxii)    | Text of email to partners, sent September 10, 2004.*  |
| (a)(5)(clxiii)   | Text of press release issued by Parent, dated September 21, 2004.*  |
| (a)(5)(clxiv)    | Transcript of portion of Banc of America 34 <sup>th</sup> Annual Investment Conference presentation pertaining to tender offer, held September 21, 2004.*                         |
| (a)(5)(clxv)     | Text of press release issued by Parent, dated September 23, 2004.*  |
| (a)(5)(clxvi)    | Text of press release issued by Parent, dated October 1, 2004.*   |
| (a)(5)(clxvii)   | Text of press release issued by Parent, dated October 7, 2004.*   |
| (a)(5)(clxviii)  | Text of press release issued by Parent, dated October 21, 2004.*  |
| (a)(5)(clxix)    | Text of press release issued by Parent, dated November 1, 2004.*  |
| (a)(5)(clxx)     | Letter to PeopleSoft Board of Directors, dated October 31, 2004.*   |
| (a)(5)(clxxi)    | Text of press release issued by Parent, dated November 1, 2004.*  |
| (a)(5)(clxxii)   | Transcript of conference call held by Parent on November 1, 2004.*  |
| (a)(5)(clxxiii)  | Investor presentation by Parent, posted November 9, 2004.*  |
| (a)(5)(clxxiv)   | Presentation slides from Goldman Sachs Software Retreat, dated November 9, 2004.*   |
| (a)(5)(clxxv)    | Transcript of portion of presentation to Goldman Sachs Software Retreat, dated November 9, 2004.*   |
| (a)(5)(clxxvi)   | Transcript of portion of presentation to Morgan Stanley Software, Services, Internet & Networking Conference, dated November 1, 2004.*  |
| (a)(5)(clxxvii)  | Transcript of portion of Oracle Annual Meeting, held October 29, 2004.*   |
| (a)(5)(clxxviii) | Text of press release issued by Parent, dated November 10, 2004.*   |
| (a)(5)(clxxix)   | Revised investor presentation by Parent, posted November 12, 2004.*   |
| (a)(5)(clxxx)    | Text of information on Parent's website, posted November 15, 2004.*   |
| (a)(5)(clxxxi)   | Text of press release issued by Parent, dated November 16, 2004.*   |

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| (a)(5)(clxxxi)    | Transcript of conference call held by Glass, Lewis & Co., November 15, 2004.*  |
| (a)(5)(clxxxii)   | Advertisement placed by Parent on November 16, 2004.*  |
| (a)(5)(clxxxiii)  | Revised information posted on Parent's website, posted November 17, 2004.*   |
| (a)(5)(clxxxiv)   | Text of press release issued by Parent, dated November 18, 2004.*  |
| (a)(5)(clxxxv)    | Text of press release issued by Parent, dated November 19, 2004.*  |
| (a)(5)(clxxxvi)   | Text of press release issued by Parent, dated November 19, 2004.*  |
| (a)(5)(clxxxvii)  | Letter to PeopleSoft Board of Directors, dated November 19, 2004.*   |
| (a)(5)(clxxxviii) | Letter to PeopleSoft Board of Directors, dated November 21, 2004.*   |
| (a)(5)(clxxxix)   | Text of press release issued by Parent, dated November 24, 2004.*  |
| (a)(5)(clxli)     | Transcript of presentation at Oracle Open World, held December 7, 2004.  |
| (a)(5)(clxlii)    | Text of press release issued by Parent, dated December 13, 2004.   |
| (a)(5)(clxliii)   | Transcript of portion of Oracle Earnings Conference Call, held December 13, 2004.  |
| (a)(5)(clxliv)    | Text of letter to PeopleSoft employees from Parent sent December 13, 2004.   |
| (b)(1)            | Commitment letter described in Section 10, "Source and Amount of Funds" of the Offer to Purchase (the "Commitment Letter").*       |
| (b)(2)            | Side Letter to the Commitment Letter.*   |
| (b)(3)            | 364-Day Revolving Credit Agreement described in Section 10, "Source and Amount of Funds" of the Offer to Purchase.*                |
| (b)(4)            | Corrected Schedule 2 to 364-Day Revolving Credit Agreement.*   |
| (c)               | Not applicable.  |
| (d)(1)            | Agreement and Plan of Merger dated as of December 12, 2004 among PeopleSoft, Inc., Oracle Corporation and Pepper Acquisition Corp. |
| (e)               | Not applicable.  |
| (f)               | Not applicable.  |
| (g)               | Not applicable.  |
| (h)               | Not applicable.  |

\* Previously filed