

GALLOWAY BRUCE  
Form SC 13D/A  
February 01, 2006

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UNITED STATES  
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)

Amendment No. 11

Command Security Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

20050L100  
(CUSIP Number)

Strategic Turnaround Equity Partners, LP  
Bruce Galloway  
Gary Herman

c/o Galloway Capital Management, LLC  
720 5<sup>TH</sup> Avenue  
New York, NY, 10019  
(212)-247-0581

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

November 12, 2005  
(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: ☐.

## SCHEDULE 13D

CUSIP No. 20050L100**1) NAME OF REPORTING PERSON****S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Bruce Galloway

**2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) ☒ x(b) ☐ r**3) SEC USE ONLY****4) SOURCE OF FUNDS** oo**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ☐ r**6) CITIZENSHIP OR PLACE OF ORGANIZATION**

United States of America

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7. SOLE VOTING POWER</b> 1,043,809
	<b>8. SHARE VOTING POWER</b> 125,000
	<b>9. SOLE DISPOSITIVE POWER</b> 1,043,809
	<b>10. SHARED DISPOSITIVE POWER</b> 125,000

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,168,809 (1)

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** ☐ r**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

10.6%

**14) TYPE OF REPORTING PERSON**

IN

(1) Includes 599,828 shares of Common Stock held by Bruce Galloway, IRA, 33,600 shares of Common Stock held on behalf of Mr. Galloway's children, 100,000 shares of Common Stock held by Strategic Turnaround Equity Partners, LP ("STEP") and 25,000 shares of Common Stock held in an account jointly controlled by Bruce Galloway and Gary Herman. Mr. Galloway is a managing member and the majority equity holder of Galloway Capital Management, LLC. Galloway Capital Management, LLC is the general partner of STEP. Mr. Galloway disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for (i) the indirect interests of Mr. Galloway by virtue of being a member of Galloway Capital Management, LLC, and (ii) the indirect interests of Mr. Galloway by virtue of being a limited partner of STEP).

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## SCHEDULE 13D

CUSIP No. 20050L100**1) NAME OF REPORTING PERSON****S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Strategic Turnaround Equity Partners, LP

**2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐****3) SEC USE ONLY****4) SOURCE OF FUNDS OO****5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐****6) CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7) SOLE VOTING POWER</b> 0
	<b>8) SHARE VOTING POWER</b> 100,000
	<b>9) SOLE DISPOSITIVE POWER</b> 0
	<b>10) SHARED DISPOSITIVE POWER</b> 100,000

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐****13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.9%

**14) TYPE OF REPORTING PERSON**

OO

**SCHEDULE 13D**CUSIP No. 20050L100**1) NAME OF REPORTING PERSON****S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON**

Gary Herman

**2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐****3) SEC USE ONLY****4) SOURCE OF FUNDS** OO**5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** o**6) CITIZENSHIP OR PLACE OF ORGANIZATION**

United States of America

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7) SOLE VOTING POWER</b> 53,000
	<b>8) SHARE VOTING POWER</b> 157,000
	<b>9) SOLE DISPOSITIVE POWER</b> 53,000
	<b>10) SHARED DISPOSITIVE POWER</b> 157,000

**11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

210,000 (3)

**12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** r**13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

1.94%

**14) TYPE OF REPORTING PERSON**

IN

(3) Includes 32,000 shares of Common Stock held by FBR, Inc., a New York corporation, 100,000 shares of Common Stock held by Strategic Turnaround Equity Partners, LP ("STEP") and 25,000 shares of Common Stock held in an account jointly controlled by Messrs Galloway and Herman. Mr. Herman is an officer of FBR, Inc. which has authorized Mr. Herman to vote and dispose of the shares of Common Stock held by FBR, Inc. Mr. Herman is a managing member of Galloway Capital Management, LLC. Galloway Capital Management, LLC is the general partner of STEP. Mr. Herman disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for the indirect interests of Mr. Herman by virtue of being a member of Galloway Capital Management, LLC).

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This Amendment is being filed on behalf of Mr. Bruce Galloway, an individual investor, Strategic Turnaround Equity Partners, LP (“STEP”) and Gary Herman, an individual investor, with respect to the common stock, par value \$0.0001 per share (“Common Stock”), of Command Security Corporation, a New York corporation (the “Company”). This Amendment is being filed to reflect the distribution by Galloway Capital Management, LLC (“Galloway Capital”) to Bruce Galloway of all warrants (“Warrants”) relating to shares of Common Stock, with the exception of 48,000 Warrants distributed to Gary Herman, a Managing Member of Galloway Capital and 32,000 warrants distributed to FBR, Inc., a New York corporation, of which Gary Herman is an officer and the contribution to STEP by Mr. Galloway of 100,000 shares of Common Stock.

#### **Item 1. Security and Issuer.**

The class of equity securities to which this statement relates is the Common Stock of the Company. The principal executive offices of the Company are located at Route 55, Lexington Park, Lagrangeville, NY, 12540.

#### **Item 2. Identity and Background.**

(a) - (c) This statement is being filed by Mr. Bruce Galloway, an individual investor, Strategic Turnaround Equity Partners, LP (“STEP”), a Delaware limited partnership and Gary Herman, an individual investor (collectively, the “Reporting Persons”), each of whose principal place of business is c/o Galloway Capital Management, LLC, 720<sup>th</sup> Avenue, New York, NY, 10019.

(d) - (e) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or 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.

(f) Messrs. Galloway and Herman are each a United States citizen and STEP is a limited partnership formed under the laws of the State of Delaware.

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

Galloway Capital distributed the warrants relating to shares of Common Stock pursuant to an agreement between Galloway Capital and Messrs Galloway and Herman. Subsequent to the exercise of such warrants by Mr. Galloway, Mr. Galloway contributed 100,000 shares of Common Stock to STEP.

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

Galloway Capital has distributed all its warrants relating to shares of Common Stock to Bruce Galloway, with the exception of 48,000 Warrants distributed to Gary Herman, a Managing Member of Galloway Capital and 32,000 warrants distributed to FBR, Inc., a New York corporation, of which Gary Herman is an officer. Subsequent to the exercise of such warrants by Mr. Galloway, Mr. Galloway contributed 100,000 shares of Common Stock to STEP

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

(a) As of the date hereof, Mr. Galloway may be deemed to beneficially own an aggregate of 1,168,809 shares of Common Stock, representing approximately 10.6% of the outstanding shares of Common Stock. This includes 599,828 shares of Common Stock held by Bruce Galloway, IRA, 33,600 shares of Common Stock held on behalf of Mr. Galloway's children, 100,000 shares of Common Stock held by STEP and 25,000 shares of Common Stock held in an account jointly controlled by Messrs Galloway and Herman. Mr. Galloway is a managing member and the majority equity holder of Galloway Capital. Galloway Capital is the general partner of STEP. Mr. Galloway disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for (i) the indirect interests of Mr. Galloway by virtue of being a member of Galloway Capital, and (ii) the indirect interests of Mr. Galloway by virtue of being a limited partner of STEP). Mr. Galloway disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Galloway Capital (except for the indirect interest of Mr. Galloway by virtue of being a member of Galloway Capital).

As of the date hereof, STEP may be deemed to beneficially own 100,000 shares of Common Stock, representing approximately 0.9% of the outstanding shares of Common Stock.

As of the date hereof, Mr. Herman may be deemed to beneficially own an aggregate of 210,000 shares of Common Stock, representing 1.94% of the outstanding shares of Common Stock. This includes 32,000 shares of Common Stock held by FBR, Inc., a New York corporation, 100,000 shares of Common Stock held by STEP and 25,000 shares of Common Stock held in an account jointly controlled by Messrs Galloway and Herman. Mr. Herman is an officer of FBR, Inc. which has authorized Mr. Herman to vote and dispose of the shares of Common Stock held by FBR, Inc. Mr. Herman is a managing member of Galloway Capital. Galloway Capital is the general partner of STEP. Mr. Herman disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for the indirect interests of Mr. Herman by virtue of being a member of Galloway Capital).

(b) As of the date hereof, Mr. Galloway has sole voting power over 1,043,809 shares of Common Stock and sole power to dispose of 1,043,809 shares of Common Stock.

As of the date hereof, STEP has shared voting power over 100,000 shares of Common Stock and has shared power to dispose of 100,000 shares of Common Stock.

As of the date hereof, Mr. Herman has sole voting power over 53,000 shares of Common Stock and has sole power to dispose of 53,000 shares of Common Stock.

(c) Except as described above, the Reporting Persons have not effected any transaction in shares of Common Stock during the 60 days preceding the date

hereof.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.**

Not applicable.

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



Exhibit A: Joint Filing Agreement

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SIGNATURES

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

Dated: January 31, 2006

/s/ Bruce Galloway

Name: Bruce Galloway

Strategic Turnaround Equity Partners, LP

By: /s/ Gary Herman

Name: Gary Herman

Title: Managing Member of Galloway  
Capital Management, LLC, the General Partner of Strategic  
Turnaround Equity Partners, LP

/s/ Gary Herman

Name: Gary Herman

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Exhibit A

Agreement of Joint Filing

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated: January 31, 2006

Strategic Turnaround Equity Partners, LP

By: /s/ Gary Herman

Name: Gary Herman

Title: Managing Member of Galloway

Capital Management, LLC, the

General Partner of Strategic

Turnaround Equity Partners, LP

/s/ Bruce Galloway

Name: Bruce Galloway

/s/ Gary Herman

Name: Gary Herman

## Edgar Filing: GALLOWAY BRUCE - Form SC 13D/A

ttom">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.(b)(1) Commitment letter described in Section 10, Source and Amount of Funds of the Offer to Purchase (the Commitment Letter ).\*

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|--------|---|
| (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)    | Not applicable.   |
| (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: November 24, 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

**EXHIBIT INDEX**

<b><u>Index No.</u></b>	
(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.*

**Index No.**

(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)(xxxi)	Case study dated June 30, 2003.*
(a)(5)(xxxii)	Information regarding Parent customer support dated June 30, 2003.*
(a)(5)(xxxiii)	Text of press release issued by Parent, dated June 30, 2003.*
(a)(5)(xxxiv)	Text of press release issued by Parent, dated July 1, 2003.*
(a)(5)(xxxv)	Text of press release issued by Parent, dated July 2, 2003.*
(a)(5)(xxxvi)	Text of press release issued by Parent, dated July 3, 2003.*
(a)(5)(xxxvii)	Amended text of information on Parent's internal website, posted July 9, 2003.*
(a)(5)(xxxviii)	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)(xxxx)	Text of e-mail message to PeopleSoft User Group, dated July 10, 2003.*
(a)(5)(xxxxi)	Advertisement placed by Parent on July 11, 2003.*
(a)(5)(xxxxii)	Text of press release issued by Parent, dated July 14, 2003.*
(a)(5)(xxxxiii)	Text of letter to partners, sent July 14, 2003.*
(a)(5)(xxxxiv)	Questions and answers for PeopleSoft customers, dated July 14, 2003.*
(a)(5)(xxxxv)	Text of press release issued by Parent, dated July 15, 2003.*
(a)(5)(xxxxvi)	Advertisement placed by Parent on July 15, 2003.*
(a)(5)(xxxxvii)	Transcript of town hall presentation to PeopleSoft customers, dated July 17, 2003.*
(a)(5)(xxxxviii)	Advertisement placed by Parent on July 2, 2003.*
(a)(5)(il)	Advertisement placed by Parent on June 30, 2003.*
(a)(5)(l)	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.*

**Index No.**

(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)(lix)	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)(lxxxi)	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)(lxxxii)	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.*



<u>Index No.</u>	
(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:  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)(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)(cxlvi)	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)(cxlvii)	Text of information on Parent's website, posted September 9, 2004.*
(a)(5)(cxlviii)	Text of letter to PeopleSoft Board of Directors, delivered September 9, 2004.*
(a)(5)(cxlix)	Partner Benefits Statement posted on Parent's website September 9, 2004.*
(a)(5)(cl)	Oracle Acquisition Success Story posted on Parent's website September 9, 2004.*
(a)(5)(cli)	Letter to PeopleSoft Customers posted on Parent's website September 9, 2004.*
(a)(5)(clii)	Oracle Support Statement posted on Parent's website September 9, 2004.*
(a)(5)(cliii)	PeopleSoft Customer Commitment posted on Parent's website September 9, 2004.*
(a)(5)(cliv)	PeopleSoft Frequently Asked Questions posted on Parent's website September 9, 2004.*
(a)(5)(clv)	Case Study posted on Parent's website September 9, 2004.*
(a)(5)(clvi)	Text of email to Parent employees, sent September 9, 2004.*
(a)(5)(clvii)	Text of information on Parent's website, posted September 9, 2004.*
(a)(5)(clviii)	Text of information on Parent's website, posted September 9, 2004.*
(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.*

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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.
(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)	Not applicable.
(e)	Not applicable.
(f)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed