

Microsoft Corporation
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August 28, 1987



Mr. Ron Kasik
Director, Systems Engineering
Zenith Data Systems Corp.
Hilltop Road
St. Joseph, MI 49085

Dear Ron,

Enclosed is the final draft of the Microsoft Products agreement dated September 1, 1987 (Contract Number 1307-7224) that you and I have poured many hours into. I believe it is an accurate reflection of the terms and conditions that both Microsoft and Zenith can operate under in a mutually profitable manner. In addition to the terms and conditions specified in the above agreement, the following shall also apply:

AGREED:

1. Microsoft (MS) agrees to allow Zenith Data Systems (ZDS) a six-month grace period from the effective date of the agreement to comply with the provisions in section 7(C) with regard to (a) MS's logo, and (b) prominence of the ZDS name versus the MS name. Zenith agrees that on or before March 1, 1988, ZDS will not buy or manufacture product packaging unless such packaging is in full compliance with (a) and (b) herein.
2. MS and ZDS agree to amend the agreement, at a later date and upon mutual agreement of terms and conditions, in which MS will provide an additional year of DIAL service at no charge and a no-charge upgrade to MS-DOS Manager 2.00 and MS-DOS 3.40 in exchange for ZDS's driver sources which will enable MS OS/2 to run on IBM's PS/2 hardware and MS's Mach-20 hardware.
3. Windows Write and Windows Paint are now an integral part of Microsoft Windows, and ZDS agrees to include these products as part of ZDS's Windows product offering.
4. The existing MS/ZDS license agreement for Microsoft Products (Contract Number 1307-5224) will expire on September 1, 1987. ZDS agrees to furnish to MS a final royalty report together with a payment for royalties due for the period July 1, 1987 to August 31, 1987. This report and payment will be due to MS on or before October 15, 1987.

If you agree with sections 1, 2, 3 and 4 above, please have the appropriate officer sign and date this letter in the appropriate space provided below, and return the two originals of this letter to me. Upon execution of these letters by Microsoft, I will forward one of them to you for your files. I look forward to meeting with you and John on Monday, August 31st, to complete Zenith's execution of the enclosed agreement.

Very truly yours,

Jeff Lynn
Senior Account Manager, OEM Group

ACCEPTED AND AGREED:

MICROSOFT CORPORATION

By Jon A. Shirley
Title President

Date 9/1/87

cc: John Coult Curt Blake

ZENITH DATA SYSTEMS CORP.

By John Erank
Title President

Date 8/31/87

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