

SIGNED ORIGINAL

AMENDMENT NUMBER 28
Amendment Date: October 21, 1996
to LICENSE AGREEMENT FOR MICROSOFT PRODUCTS # 1107-3033 dated October 1, 1992
between MICROSOFT CORPORATION ("MS"), a Washington, USA Corporation
and COMPAQ COMPUTER CORPORATION ("COMPAQ"), a Delaware Corporation

Recitals

- MS is the owner and licensor of Microsoft Windows NT Server 4.0.
- COMPAQ is the developer of proprietary hardware and a utility program that assists its end user customers with the installation of computer software.
- COMPAQ desires to license certain Source Code files to Windows NT Server version 4.0 for the purpose of creating a modified version of the Source Code for inclusion (in object code form) with COMPAQ's SmartStart program to enable its end users to easily install non-OEM copies of Microsoft Windows NT Server version 4.0 onto COMPAQ hardware.
- MS is willing to license COMPAQ such files according to the terms and conditions of this Exhibit S3.
- The parties acknowledge that MS will be incorporating functions like those provided by COMPAQ Modifications into Update Releases and/or Version Releases of Retail Product and Select Product which will diminish (and concurrent with the next Product Release, eliminate) the need for COMPAQ to license Source Code for the Purpose.
- Effective as of the Amendment Date indicated above ("Effective Date"), the below signed parties agree to amend the above referenced license agreement (the "Agreement") by this instrument (the "Amendment") as follows:
 1. Exhibit S3 (SOURCE CODE), attached, shall be added to the Agreement.
 2. In the event of inconsistencies between the Agreement and this Amendment, the terms and conditions of the Amendment shall be controlling.

IN WITNESS WHEREOF, the parties have executed this Amendment to the License Agreement as of the date set forth above. All signed copies of this Amendment to the License Agreement shall be deemed originals. This Amendment does not constitute an offer by MS. This Amendment shall be effective upon execution on behalf of COMPAQ and MS by their duly authorized representatives.

MICROSOFT CORPORATION

By *Bengt Akerlind*

Bengt Akerlind
Name (Print)

Director, OEM Sales
Title

11/4/96
Date

COMPAQ COMPUTER CORPORATION

By *Mary T. McDowell*

MARY T. McDowell
Name (Print)

Director, Marketing
Title

10/19/96
Date

ATTORNEY'S EYES ONLY

MSS 5132447
CONFIDENTIAL

HIGHLY CONFIDENTIAL

MS-PCA 9000619

**EXHIBIT S3
SOURCE CODE**

MS and COMPAQ have entered into a License Agreement (the "Agreement") dated October 1, 1992 identified by MS Contract #1107-3053. Upon execution by both parties, this Exhibit S3 is deemed part of the Agreement.

DEFINITIONS

1. The "Source Code" shall mean the Windows NT Server version 4.0 Source Code files listed in Attachment 1 to Exhibit S3, including Update Releases and Version Releases as specified in Section 2.2. Languages included are English, French, German, Spanish and Japanese.

The "Purpose" shall mean the sole purpose of creating COMPAQ Modifications for inclusion with COMPAQ's SmartStart so as to enable a configured installation of Retail Product or Select Product onto COMPAQ server hardware (or hardware marketed for use as a server) in accordance with the respective product's end-user licensing terms.

"SmartStart" shall mean the utility program developed by COMPAQ to assist end user customers of COMPAQ server hardware (or hardware marketed for use as a server) with the installation of computer software and the optimization of such server hardware for use with that computer software.

"COMPAQ Modifications" shall mean the object code resulting from compiling specific and limited modifications to the Source Code outlined in Attachment 1 to Exhibit S3 made solely for the Purpose.

"Retail Product" shall mean Windows NT Server version 4.0 purchased through retail channels and licensed under terms of MS's end-user license agreement that accompanies Retail Product. Retail Product extends to Update Releases and Version Releases, but not Product Releases.

1.6 "Select Product" shall mean Windows NT Server version 4.0 purchased through a Large Account Reseller and licensed to a MS Select account under terms of a contract that the Select account has executed with MS and MS's end user license agreement that accompanies Select Product. Select Product extends to Update Releases and Version Releases, but not Product Releases.

2. LICENSE & OWNERSHIP RIGHTS

2.1 MS grants to COMPAQ a nonexclusive, personal, nontransferable, nonassignable license during the term of the Agreement to use, modify, and compile the Source Code solely to create COMPAQ Modifications for the Purpose. The license granted hereunder is solely for COMPAQ's internal use and COMPAQ shall at all times strictly comply with the provisions of Sections 13 of the Agreement and Section 2.4 of this Exhibit S3.

2.2 The license granted hereunder shall extend to Update Releases or Version Releases to the Source Code as are supplied by MS and accepted by COMPAQ provided that COMPAQ Modifications resulting from use of such Releases have no broader implementation of functions than prior COMPAQ Modifications. Such Update Releases or Version Releases shall be provided free of charge as soon as such subsequent Releases are available. The license granted hereunder shall not extend to future Product Releases. No COMPAQ Modifications derived from any release of Source Code are licensed for use with future Product Releases of Retail Product or Select Product.

2.3 COMPAQ hereby conveys to MS all right, title and interest to any COMPAQ Modifications. MS grants to COMPAQ non-exclusive marketing and distribution rights to the object code version of COMPAQ Modifications; provided, however, that COMPAQ's marketing and distribution rights shall be limited in that COMPAQ Modifications shall only be marketed and distributed as part of SmartStart and only for use with

Page 2

ATTORNEY'S
EYES ONLY

Exhibit to the License Agreement dated October 1, 1992 between MICROSOFT CORPORATION and COMPAQ
COMPUTER CORPORATION

(Added by Amendment dated October 21, 1996)

MSS 5132448
CONFIDENTIAL

HIGHLY
CONFIDENTIAL

MS-PCA 9000620

EXH
COA

ATTORNEY'S
EYES ONLY

MSS 5132449
CONFIDENTIAL

HIGHLY
CONFIDENTIAL

MS-PCA 9000621

3.2 Through contract, license or technical limitation, COMPAQ will ensure that any Windows NT Server 4.0 (including Update and Version Releases) media other than that for Select Product is precluded from utilizing the Integration Server feature of SmartStart, including using such media to create an Integration Server.

3.3 For any and all distributions of the COMPAQ Modifications with SmartStart, COMPAQ must ensure that all COMPAQ Modifications installed or placed on the hard disk during the execution of SmartStart are deleted and are replaced with the original corresponding Microsoft Window NT Server code, once the Retail Product or Select Product has been installed.

3.4 COMPAQ acknowledges that MS is not obligated to make any changes to Windows NT Server 4.0, including Update Releases or Version Releases, to incorporate or support any COMPAQ Modifications. COMPAQ shall support end users of COMPAQ Modifications and any SmartStart process or procedure which occurs prior to the deletion of COMPAQ Modifications per Section 3.3 above. MS shall not be obligated to provide any support to COMPAQ or COMPAQ end users of COMPAQ Modifications or SmartStart.

3.5 This Exhibit S3 shall be effective from the Effective Date until the earlier of: (a) March 31, 1998 or (b) termination pursuant to Section 10 of the Agreement.

MICROSOFT CORPORATION
By [Signature]
Bengt Akerlind
Name (Print)
Director, OEM Sales
Title
11/4/96
Date

COMPAQ COMPUTER CORPORATION
By [Signature]
Mary T. McDowell
Name (Print)
Director, Marketing
Title
10/18/96
Date

MICROSOFT CORPORATION
By [Signature]
Joachim Kempin
Name (Print)
Sr. Vice President
Title
11/7/96
Date

ATTORNEY'S
EYES ONLY

Page 4

Exhibit to the License Agreement dated October 1, 1992 between MICROSOFT CORPORATION and COMPAQ COMPUTER CORPORATION.

(Added by Amendment dated October 21, 1996)

MSS 5132450
CONFIDENTIAL

HIGHLY
CONFIDENTIAL

MS-PCA 9000622

ATTACHMENT 1 TO EXHIBIT 53

Description of Software

Source Code is defined as the following seven (7) Windows NT Server version 4.0 files:

WINNT32.EXE, FTDISK.EXE, WINDISK.EXE, OEMNADZZ.INF, NETDEMHD.INF, TCPCFG.DLL, NETSETUP.DLL

COMPAQ Modifications

COMPAQ may make modifications to the Software described as follows:

Module: ftdisk.sys

Modifications: Initialization routine (FtdiskInitialize()) modified so that ftdisk.sys will initialize even if no fault tolerance entries are present in the disk registry.

This is needed so that automatic disk partitioning and formatting can create and format fault tolerant partitions without rebooting.

Module: oemnadzz.inf

Modifications: Modify/Add source location of NIC drivers. This is to support NIC's which COMPAQ may ship in the future which do not have support in the base NT 4.0 product, as well as to specify alternate OEM drivers for NIC's which are supported in the base NT 4.0 product.

Module: netoemdh.inf

Modifications: Modifications are primarily adding NIC ID's. This is to support NIC's which COMPAQ may ship in the future which are not supported in the base NT 4.0 product.

Module: tcpcfg.dll

Modifications: Source file TCPIPCPL.CXX modified to interrogate the COMPAQ provided flag TCPIP = TRUE in unattend.txt under [Network] section and fill in DNS parameters found in the unattend.txt.

This was needed because MS's setup mechanism in attended mode doesn't allow to interrogate unattend.txt to fill in DNS parameters (that is, we needed to merge entries from unattend.txt and accept user entry at the same time, while the standard allows either user entry, or entry via unattend.txt).

Module: netsetup.dll

Modifications: File WSERVICE.CPP modified to interrogate the COMPAQ provided flag SNMP = TRUE in unattend.txt under [Network] section and force SNMP protocol to be selected and made unrevokable. This was needed to prevent the user from de-selecting a parameter required for integration of SmartStart aware applications. The standard install method does not allow forcing selection of a service in this manner.

File WADAPTER.CPP modified to interrogate the COMPAQ provided flag TCPIP = TRUE in unattend.txt under [Network] section and force TCPIP protocol to be selected and made unrevokable. This was needed to prevent the user from de-selecting a parameter required for integration of SmartStart aware applications. The standard install method does not allow forcing selection of a service in this manner.

Module: windisk.exe

Modifications: Source modifications to allow automated creation and formatting of partitions specified via a text scripting file.

Module: winnt32.exe

Modifications: Modified to run under Win95 so that winnt32.exe can be run from SmartStart (removed security check and low level disk space check. i.e. Win32 calls not supported in Win95, changed boot sector write to use Win95 VxD, changed all UNICODE-specific functions to single byte).

Removed user interaction, disabled "Cancel" button so that all functions occur with no user intervention required or allowed.

Source code base converted to VisualC++ to ease maintenance and debugging.

Page 5

ATTORNEY'S
EYES ONLY

Exhibit to the License Agreement dated October 1, 1992 between MICROSOFT CORPORATION and COMPAQ
COMPUTER CORPORATION.

(Added by Amendment dated October 21, 1996)

MSS 5132451
CONFIDENTIAL

MS-PCA 9000623

HIGHLY
CONFIDENTIAL