



From: Jason Kap
Sent: Thursday, July 20, 2000 6:39 AM
To: Ken Goetsch; Sally Nguyen
Cc: Nancy McCauley (LCA)
Subject: RE: System adduon language

got it. absolutely true.

-----Original Message-----

From: Ken Goetsch
Sent: Thursday, July 20, 2000 6:39 AM
To: Jason Kap; Sally Nguyen
Cc: Nancy McCauley (LCA)
Subject: RE: System addition language

I have eliminated it for the Dell Office agreement. We do not want Dell to have the ability to automatically license a model for Office without our usual channel restrictions.

-----Original Message-----

From: Jason Kap
Sent: Wednesday, July 19, 2000 3:22 PM
To: Ken Goetsch; Sally Nguyen
Cc: Nancy McCauley (LCA)
Subject: RE: System addition language

Sorry, but I can't follow what you want to do here.

-----Original Message-----

From: Ken Goetsch
Sent: Monday, July 17, 2000 4:41 PM
To: Sally Nguyen; Jason Kap
Cc: Nancy McCauley (LCA)
Subject: System addition language

Sally / Jason.

The new system addition language appears to some of us that worry about channel conflict to be a problem in an Office license.

The language is below:

COMPANY may elect to include as Customer System(s) new models which comply with all of the terms and conditions of the License Agreement by notifying MS of any such new model(s) when COMPANY submits its royalty report for the reporting period in which each such new model is first distributed with the Product. If COMPANY is licensed on more than one basis (e.g., per copy and per system) for the same Product, COMPANY shall include in its notification to MS ("Notice to Add Customer Systems") the basis on which such new Customer System is to be licensed. Unless otherwise agreed to by the parties prior to COMPANY's first distribution of a new model with the Product, each such new model which is in a model line or series licensed in the Customer System table below shall be licensed for the remainder of the term of the License Agreement on the same basis (i.e., per system or per copy) as the other models in the model line or series. All new models added to the License Agreement by way of a Notice to Add Customer Systems shall bear the applicable royalty set forth in this Exhibit C. Any new model in a licensed model line or series which is not included in a Notice to Add Customer Systems (and is thus not licensed for the applicable Product) must have a unique model number or model name used for internal and external identification purposes which distinguishes it from any model which COMPANY has designated previously as a Customer System.

For Dell on Office, I am going to make this language to be "by mutual agreement" and instead will require our approval before a new model is licensed.

Ken

Ken Goetsch Microsoft OEM Sales
kengoe@microsoft.com <http://www.microsoft.com/>
425-936-2585 (voice) 425-936-7329 (fax)
Pager: 800-759-8352 pin: 141-0370

MS-PCA 2603019

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