

**ATTORNEY/CLIENT PRIVILEGED**

**MS Objectives with IBM**



Objective	Billg's Priority	Steveb's Priority
<b>1) Beat IBM in Windows vs OS/2 War.</b>		
a) Have IBM's seamless Windows solution for OS/2 2.0 licensed and royalties determined under the Windows agreement.		
b) Collect \$15M development fee/yr from IBM during the Delivery Period.		
c) Obtain IBM's OS/2 2.0 code for purposes of - Competitive analysis - Provide to OEMs		
d) Comply with the "letter" of our IBM agreements only.		
e) Provide Windows NT under the Windows agreement.		
f) Avoid giving IBM "interesting" Windows and NT code as long as possible.		
<b>2) Develop good working relationship with IBM again.</b>		
a) Have IBM continue to license DOS from us.		
b) Have IBM port NT to RS/6000.		
c) Ensure that our software runs well on their systems.		
d) Encourage IBM to sell Windows & extensions where appropriate, e.g. MPC, PS/1, etc.		
e) Work with IBM on long-term distributed computing model.		
f) Keep RoyC and his team in Redmond.		

MS-PCA 2602628

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**Summary of MS/IBM Issues**

<b>Issue</b>	<b>Status</b>	<b>Plan</b>
<b>1. Code Access</b>	<b>Open - IBM presented plan covering all OSs. We responded with a proposal s/t Billg/Steveb review.</b>	<b>????</b>
<b>2. Workplace Shell</b>	<b>Open - IBM was receptive to "minor code" proposal but still has issue with indemnification. Cronan preparing a proposal.</b>	<b>Hold our line.</b>
<b>3. WABCC</b>	<b>Open - each side presented position. IBM suggested possibility of making compromise proposal.</b>	<b>Fight to the death.</b>
<b>4. Source for Windows DDs</b>	<b>Resolved.</b>	<b>Follow up on amendment of 3rd party agreements and shipment of src to IBM. IBM will pursue Novell.</b>
<b>5. OS/2 DDs</b>	<b>Resolved.</b>  <b>Open - IBM proposed swapping BIOS patches for MS drivers and remaining 3rd party drivers (binaries only).</b>	<b>We will ship them all 3rd party drivers for which we have src rights.</b>  <b>????</b>

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6. LM Contract	Open - IBM presented PROFS note and Hansw letter supporting their position.	Concede their license to OS/2 2.0 redir that they have shipped with EEP (but refuse to provide any future mods) and DOS 5.0 support shipped with LM 2.0c. Reject license to other items.
7. Jet BEUI	Open - Cronan to present more info on this. IBM willing to pursue license without prejudging whether there was any infringement.	Hold firm - this isn't a strong issue for them.
8. Confidential Disclosure	Open - Cronan to provide add'l cites and we will provide cites where they have disclosed confidential information.	Send cites but otherwise "do nothing." This issue will eventually die.
9. Source Access for Contractors	Resolved.	Billp sent letter to Cronan.
10. MS Systems Definition	Open - MS to consider IBM position and get back to them.	Hold firm to our initial position.
11. MS OS/2 Deliverables	Resolved.	IBM to provide list of PTRs for Resource compiler and C6_386 compiler. Provided list of PTRs on OS/2 for which we haven't received a response (44).
12. "Better Windows than Windows"	Open - Cronan to review and respond.	Hold firm. Billp sent letter.

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**Summary of MS/IBM Issues**

Issue	Status	Plan
1. Code Access	Open - IBM presented plan covering all OSs. We responded with a proposal s/t Billg/Steveb review.	???? <i>Anton would prefer to keep single only beta code exchanged at monthly drops of beta build.</i>
2. Workplace Shell	Open - IBM was receptive to "minor code" proposal but still has issue with indemnification. Cronan preparing a proposal.	Hold our line.
3. WABCC	Open - each side presented position. IBM suggested possibility of making compromise proposal.	Fight to the death.
4. Source for Windows DDs	Resolved.	Follow up on amendment of 3rd party agreements and shipment of src to IBM. IBM will pursue Novell.
5. OS/2 DDs	Resolved.  Open - IBM proposed swapping BIOS patches for MS drivers and remaining 3rd party drivers (binaries only).	We will ship them all 3rd party drivers for which we have src rights.  ???? <i>No</i>

*No LA00R drivers*

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6. LM Contract	Open - IBM presented PROFS note and Hansw letter supporting their position.	Concede their license to OS/2 2.0 redir that they have shipped with EEP (but refuse to provide any future mods) and DOS 5.0 support shipped with LM 2.0c. Reject license to other items. <i>ok</i>
7. Jet BEUI	Open - Cronan to present more info on this. IBM willing to pursue license without prejudging whether their was any infringement.	Hold firm - this isn't a strong issue for them.
8. Confidential Disclosure	Open - Cronan to provide add'l cites and we will provide cites where they have disclosed confidential information.	Send cites but otherwise "do nothing." This issue will eventually die.
9. Source Access for Contractors	Resolved.	Billp to send a letter to Cronan.
10. MS Systems Definition	Open - MS to consider IBM position and get back to them.	Hold firm to our initial position.
11. MS OS/2 Deliverables	Resolved.	IBM to provide list of PTRs for Resource compiler and C6_386 compiler.
12. "Better Windows than Windows"	Open - Cronan to review and respond.	Hold firm.

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**MS Objectives with IBM**

Objective	Billg's Priority	Steveb's Priority
1) Beat IBM in Windows vs OS/2 War.		
a) Have IBM's seamless Windows solution for OS/2 2.0 licensed and royalties determined under the Windows agreement.		
b) Collect \$15M development fee/yr from IBM during the Delivery Period.		
c) Obtain IBM's OS/2 2.0 code for purposes of - Competitive analysis - Provide to OEMs		
d) Comply with the "letter" of our IBM agreements only.		
e) Provide Windows NT under the Windows agreement.		
f) Avoid giving IBM "interesting" Windows and NT code as long as possible.		
2) Develop good working relationship with IBM again.		
a) Have IBM continue to license DOS from us.		✓
b) Have IBM port NT to RS/6000.		
c) Ensure that our software runs well on their systems.		✓
d) Encourage IBM to sell Windows & extensions where appropriate, e.g, MPC, PS/1, etc.		✓
e) Work with IBM on long-term distributed computing model.		
f) Keep RoyC and his team in Redmond.		✓

ACLS

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**MS Objectives with IBM**

Objective	Billg's Priority	Steveb's Priority
<b>1) Beat IBM in Windows vs OS/2 War.</b>		
a) Have IBM's seamless Windows solution for OS/2 2.0 licensed and royalties determined under the Windows agreement.	1	
b) Collect \$15M development fee/yr from IBM during the Delivery Period.		
c) Obtain IBM's OS/2 2.0 code for purposes of - Competitive analysis - Provide to OEMs		
<i>yes</i> d) Comply with the "letter" of our IBM agreements only.	<i>yes</i>	
e) Provide Windows NT under the Windows agreement.		
f) Avoid giving IBM "interesting" Windows and NT code as long as possible.		
<b>2) Develop good working relationship with IBM again.</b>		
a) Have IBM continue to license DOS from us.		
<del>b) Have IBM port NT to RS/6000.</del>		
c) Ensure that our software runs well on their systems.		
d) Encourage IBM to sell Windows & extensions where appropriate, e.g, MPC, PS/1, etc. - ACIS-		
<del>e) Work with IBM on long-term distributed computing model.</del>		
f) Keep RoyC and his team in Redmond.		

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out WLO

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**Summary of MS/IBM Issues**

<b>Issue</b>	<b>Status</b>	<b>Plan</b>
<b>1. Code Access</b>	Open - IBM presented plan covering all OSs. We responded with a proposal s/t Billg/Steveb review.	????
<b>2. Workplace Shell</b>	Open - IBM was receptive to "minor code" proposal but still has issue with indemnification. Cronan preparing a proposal.	Hold our line.
<b>3. WABCC</b>	Open - each side presented position. IBM suggested possibility of making compromise proposal.	Fight to the death.
<b>4. Source for Windows DDs</b>	Resolved.	Follow up on amendment of 3rd party agreements and shipment of src to IBM. IBM will pursue Novell.
<b>5. OS/2 DDs</b>	Resolved.  Open - IBM proposed swapping BIOS patches for MS drivers and remaining 3rd party drivers (binaries only).	We will ship them all 3rd party drivers for which we have src rights.  ????

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6. LM Contract	Open - IBM presented PROFS note and Hansw letter supporting their position.	Concede their license to OS/2 2.0 redir that they have shipped with EEP (but refuse to provide any future mods) and DOS 5.0 support shipped with LM 2.0c. Reject license to other items.
7. Jet BEUI	Open - Cronan to present more info on this. IBM willing to pursue license without prejudging whether their was any infringement.	Hold firm - this isn't a strong issue for them.
8. Confidential Disclosure	Open - Cronan to provide add'l cites and we will provide cites where they have disclosed confidential information.	Send cites but otherwise "do nothing." This issue will eventually die.
9. Source Access for Contractors	Resolved.	Billp sent letter to Cronan.
10. MS Systems Definition	Open - MS to consider IBM position and get back to them.	Hold firm to our initial position.
11. MS OS/2 Deliverables	Resolved.	IBM to provide list of PTRs for Resource compiler and C6 386 compiler. Provided list of PTRs on OS/2 for which we haven't received a response (44).
12. "Better Windows than Windows"	Open - Cronan to review and respond.	Hold firm. Billp sent letter.

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**MS Objectives with IBM**

<b>Objective</b>	<b>Billg's Priority</b>	<b>Steveb's Priority</b>
<b>1) Beat IBM in Windows vs OS/2 War.</b>		
a) Have IBM's seamless Windows solution for OS/2 2.0 licensed and royalties determined under the Windows agreement.		
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b) Have IBM port NT to RS/6000.		
c) Ensure that our software runs well on their systems.		
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e) Work with IBM on long-term distributed computing model.		
f) Keep RoyC and his team in Redmond.		

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### Summary of MS/IBM Issues

Issue	Status	Plan
1. Code Access	Open - IBM presented plan covering all OSs. We responded with a proposal s/t Billg/Steveb review.	????
2. Workplace Shell	Open - IBM was receptive to "minor code" proposal but still has issue with indemnification. Cronan preparing a proposal.	Hold our line.
3. WABCC	Open - each side presented position. IBM suggested possibility of making compromise proposal.	Fight to the death.
4. Source for Windows DDs	Resolved.	Follow up on amendment of 3rd party agreements and shipment of src to IBM. IBM will pursue Novell.
5. OS/2 DDs	Resolved.  Open - IBM proposed swapping BIOS patches for MS drivers and remaining 3rd party drivers (binaries only).	We will ship them all 3rd party drivers for which we have src rights.  ????

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6. LM Contract	Open - IBM presented PROFS note and Hansw letter supporting their position.	Concede their license to OS/2 2.0 redir that they have shipped with EEP (but refuse to provide any future mods) and DOS 5.0 support shipped with LM 2.0c. Reject license to other items.
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11. MS OS/2 Deliverables	Resolved.	IBM to provide list of PTRs for Resource compiler and C6_386 compiler. Provided list of PTRs on OS/2 for which we haven't received a response (44).
12. "Better Windows than Windows"	Open - Cronan to review and respond.	Hold firm. Billp sent letter.

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### MS Objectives with IBM

Objective	Billg's Priority	Steveb's Priority
<b>1) Beat IBM in Windows vs OS/2 War.</b>		
a) Have IBM's seamless Windows solution for OS/2 2.0 licensed and royalties determined under the Windows agreement.		
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e) Work with IBM on long-term distributed computing model.		
f) Keep RoyC and his team in Redmond.		

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### Summary of MS/IBM Issues

Issue	Status	Plan
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4. Source for Windows DDs	Resolved.	Follow up on amendment of 3rd party agreements and shipment of src to IBM. IBM will pursue Novell.
5. OS/2 DDs	Resolved.  Open - IBM proposed swapping BIOS patches for MS drivers and remaining 3rd party drivers (binaries only).	We will ship them all 3rd party drivers for which we have src rights.  ????

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6. LM Contract	Open - IBM presented PROFS note and Hansw letter supporting their position.	Concede their license to OS/2 2.0 redir that they have shipped with EEP (but refuse to provide any future mods) and DOS 5.0 support shipped with LM 2.0c. Reject license to other items.
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12. "Better Windows than Windows"	Open - Cronan to review and respond.	Hold firm. Billp sent letter.

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