

To: Ron Hosogi
 From: Ted Hannum
 Date: April 19, 1991
 Subject: Q4FY91 Review, Q1FY92 Plans- Tedteam
 CC: J. Kempin, R. Fade, T. Beard, J. Lum, J. Jenkins, P. Braman, K. Graves, M. Chestnut, G. Downing

REVENUE

Q4 REVENUE

In my Q3 report I forecast that this team would finish Q4 "at least 111% of our \$9.9M Q4 budget." We blew that away. We show \$13.5M Q4 revenue which equates to 136% of budget.

Of course Compaq's \$5.9M (\$2.4M of which was Ballpoint Promotion shipments) was a major factor. While Peterbra was at it, he managed to retire most of Compaq's OS/2 prepaids. Compaq was 112% of their \$13M FY91 budget.

3COM amazed me with over \$2M in LM shipments during Q4, \$831K of which was FG. They finished FY91 at 67% of their \$6M budget...whew!

Digital's Pathworks has proven a bonanza to NBU. We took the \$725K "prepaid" mincommit hit this quarter rather than Q3, as originally indicated. During FY91,

Digital retired their LM prepaids and ended the year at 123% of their \$2.6M budget.

Dell and Windows were strong: 129% of their \$1.1M Q4 budget. System shipments and MS relationship are both up with Dell. They finished FY91 at 127% of their \$3.9M budget.

Tandem/UB finished well. UB was at 304% of their \$131K LM budget for Q4 and ended FY91 at 208%. Tandem ended FY91 at 117% of their \$409K budget.

Sun continued to pay their DOS mincommits of ~\$300K per quarter and finished FY91 at 100% of their \$1.1M budget. And Phoenix came in at 99% of their \$4M budget for FY91 for FG DOS.

Logitech continues to ship lots of Windows finishing Q4 revenue at \$438K. (Shipments during Q4 will result in Q1 revenues of nearly \$1M!)

Intel's decision last fall to up their mincommits to lower their royalties resulted in their being 199% of their FY91 \$1M budget. But they are building huge prepaids now.

Commodore finished the quarter at 94% of their \$951K budget and FY91 at 91% of their \$4M budget. 8086 business has not been replaced with 386/486 volumes.

We marched through our FY91 budget of \$37M by bringing home \$40M worth of revenue (108% of budget). Hard work, good relationships, creativity and luck all played their parts.

Congratulations to the team members who made this happen: Chris Mellin, Peter braman, Mark Buick, Debbie Flynn, Pete Peter, Barry Spector and Kelly Wood.

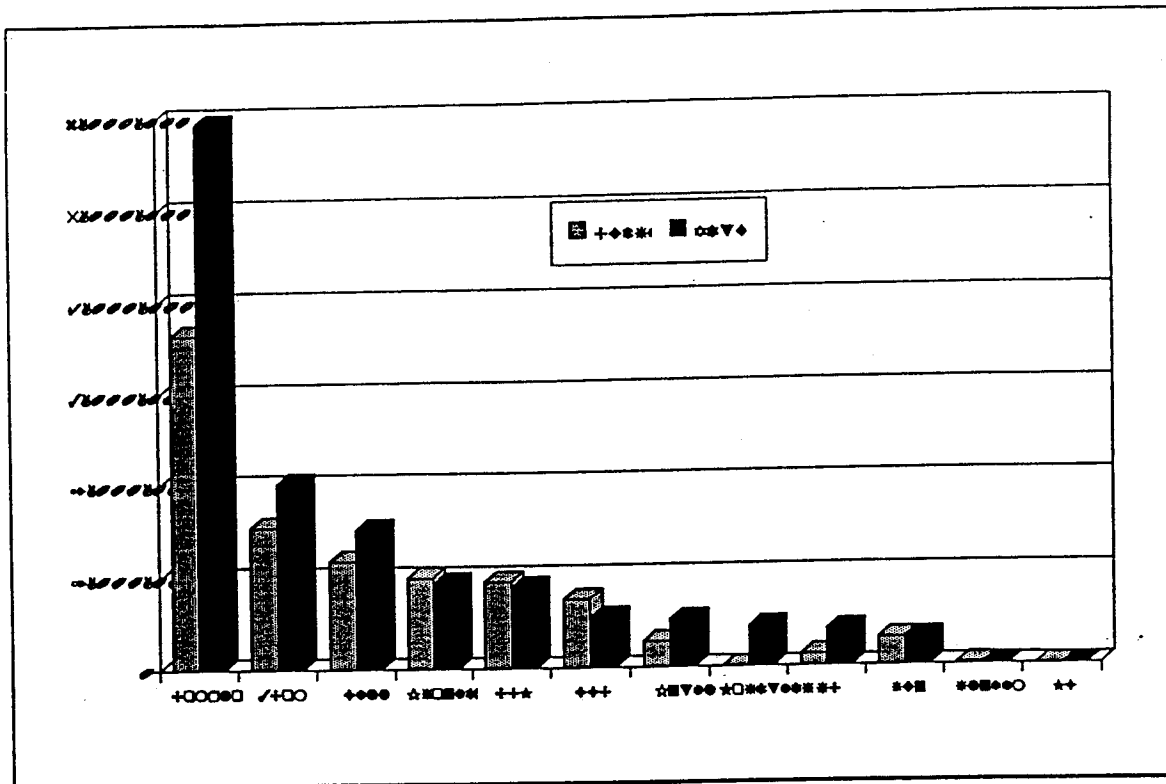
SIGNIFICANT CONTRIBUTORS TO Q4 TEAM REVENUE

ACCOUNT	BUDGET	ACTUAL	%
3Com	1,550,400	2,018,418	130%
CBM	951,618	891,816	94%
Compaq	3,655,000	5,941,199	163%
Digital	750,000	552,365	74%
Dell	1,185,000	1,523,000	129%
Intel	281,700	520,116	185%
Logitech	0	438,377	
Phoenix	1,000,000	939,502	94%
Sun	300,000	300,000	100%
Tandem	20,000	13,250	66%
UB	131,250	399,238	304%
Total	9,924,968	13,537,281	136%

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TEDTEAM Q4 ACTUAL vs. BUDGET - In Millions



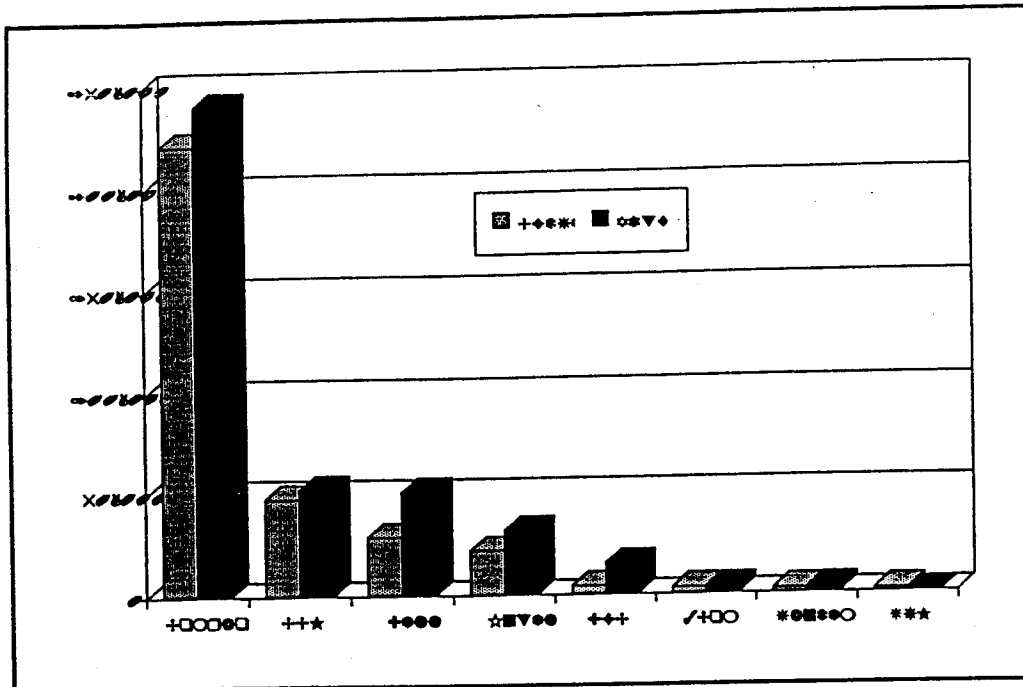
NEW BUSINESS SIGNED DURING Q4:

Account Name	Product	Comments
3Com	OS/2 1.21	small revenue
3Com	LM 2.0 PP	None (approx \$.15M in FY'91)
3Com	DOS 3.3 extension	extension of pervious license
Commodore	DOS/Windows/Works	\$5.8, 3 years
Dell	Win 3.0	\$14 per processor
Dell	DOS 5.0	\$19 per processor (add 2 yrs.)
Dell	Mouse	\$19 per unit
Digital	Master NDA for PCSG	No revenue
Intel	Replication Agreement (Amnd #6)	No revenue
Intel	Flash File System	\$2.00/copy
Phoenix	Publishing Agreement	\$175K/year
Tandem	Renew DOS	\$40
UB	LM Kanji	STd Uplift

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INTEL CPU SHIPMENTS IN Q3FY'91



Account	Budget	Actual	Percent
Compaq	222,000	240,756	108%
CBM	48,000	52,322	109%
Intel	21,675	31,920	147%
Digital	4,000	15,000	375%
Dell	22,850	50,971	223%
Tandem	2,000	2,550	128%
3Com	2,850	3,332	117%
SUN	1,400	13	1%
Total	324,775	342,561	122%

KEY Q4 ACCOMPLISHMENTS BY ACCOUNT

Peter Braman
Compaq

- *BallPoint agreement was signed.
- *PowerPoint working model demo agreement was agreed to signed.
- *QBasic localization amendment signed.
- *OS/2 UPB reduction amendment signed.
- *CEMM DOS memory management amendment signed.
- *System software strategy presentation to Compaq management.
- *Detailed NT components and schedule call with Compaq.

Peter Braman Compaq cont.

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- *Met with Compaq European headquarters and French subsidiary people.
- *DOS futures meeting - DOS 5.X and 6.0
- *System software localization meeting between IPG and Compaq development.
- *Completed OEM role out plan for the ACE Initiative.
- *Transition of Compaq JIA, Pen Windows, and MM Windows to Mark Buick complete.
- *Promoted to Group Manager

Barry Spector

3Com

- *Signed LM 2.0 PP Agreement
- *Signed OS/2 Amendment
- *Signed DOS Amendment

Dell

- *Signed Win 3.0/DOS 5.0/Mouse Amendment -- \$5.4M per year until April 1994
- *Resolved \$250k recoupment provision, in Master License, for FG
- *Met with European managers and received buy in for factory installed Apps.
- *Resolved OS/2 prepaids issue
- *Received verbal commitment to ship Ballpoint custom clip in August
- *Conducted successful EBU products and MM Bookshelf demo
- *Arranged successful Multimedia demo to Michael Dell and Peripherals Planning Team
- *Facilitated the development of the Windows driver for Intel/Dell by ITIS
- *Arranged executive review
- *Promoted to OEM Account Management Development and Training Coordinator

Mark Buick

Ungermann-Bass

- *Completed KANJII Amendment
- *Completed Right to Copy Amendment for Boeing and Westinghouse Hanford
- *Developed Channel Strategy to Minimize conflict with UB Packaged Product

Tandem

- *Amended OS/2 License
- *Renewed DOS/Windows License
- *Negotiated SQL Gateway License
- *Tandem shipped DOS 5 at Announce
- *Negotiated Strategic Alliance with Excel Group
- *Qualified Tandem for P.C. Mail (will be 1st OEM for product)

Compaq

- *Assumed responsibility for key areas at Compaq
- *Established relationships with key Compaq personnel
- *Completed JIA Integration Toolkit
- *Established internal buy in for JIA at Microsoft
- *Presented JIA to Network Channel Marketing at RKO
- *Presented JIA to Microsoft NBU, MSU, SMSD, Systems Mktg, and PSS
- *Represented MS JIA in Compaq Booth at P.C. Expo
- *Presented PEN Windows to Compaq Prod Strategy Team
- *Assumed OEM Responsibility for Audio Board project

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Debbie Flynn

Commodore

- *Master DOS/Windows/Works contract executed.
- *Closure on Commodore purchasing DOS 5.0 CRC.
- *Made new contacts in marketing organization.
- *Gained agreement to extend Mouse license.

NetFRAME

- *Successfully completed joint support plan.
- *Identified new revenue opportunities for Lan Manager and SQL.
- *Identified acceptable joint marketing activities.

Pete Peter

Intel

- *Arranged for Tom Gemmell to present channel research data to their executive staff.
- *Negotiated and closed the FMSDK distribution agreement and its first amendment.
- *Initiated a new relationship with Intel's Memory Components Division in Folsom, CA.
- *Negotiated and closed amendment #6 (Replication Agreement).
- *Restored Intel's name on DOS manual covers per their agreement.
- *Helped coordinate the interaction between Intel and Phoenix for the Pointe project.

Phoenix

- *Closed the publishing agreement.
- *Qualified an opportunity to sell DOS 5 source code.
- *Engaged MS Press management in the issues surrounding the publishing agreement.
- *Identified and corrected the product documentation translation effort Phoenix had begun
- *Drafted an amendment for DOS 5 source code with clean room language concerning Go Corporation.

Logitech

SUN

- *Worked with MaggieW to close the NDA in May

Kelly Wood

Digital Equipment Corporation

- *Go ahead with System Integration program to sell FGLM.
- *Gates/Smith Meeting.
- *Internal Digital Executive Account Review.
- *Spitfire opportunity uncovered and advanced.
- *Technical resolution to Windows and remote boot problems with PATHWORKS
- *Eclipse commitment to Windows.

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PERFORMANCE AGAINST Q4 TEAM GOALS (results in bold)

"SET STANDARDS AND MAKE MONEY THROUGH RELATIONSHIPS"

- **EXCEED REVENUE BUDGET OF \$10M**

See "Revenue" section at the beginning of this report. We were 136% of budget, exceeding the \$10m by 3.5M. **—Accomplished**

- **KNOW YOUR ACCOUNT, ACCOUNT'S NUMBERS, & LICENSES**

Our account information was fairly accurate. We had one surprise. The team could do a better job of keeping up with their forecasting. With one exception, we had good knowledge of our licenses.—**Accomplished.**

- **EACH AM VISIT THEIR MAJOR ACCOUNT(S) ONCE PER MONTH**
(Compaq, UB, CBM, Intel, Dell, and Digital)

Compaq, Dell and Digital were visited much more often than just once per month.—**Accomplished.**

- **"DOS 5.0, NO PC SHOULD BE WITHOUT IT"**
 - > Sign Dell, CBM and Digital per system licenses
 - > Great participation in DOS 5.0 roll-out
(Compaq, Intel, Phoenix, Dell and Digital)
 - > OEMs ship DOS 5.0 within 30 days of announce
(Compaq, Intel, Phoenix, Dell)
 - > Sell ROM DOS 5.0
(CBM, Dell)

Only Digital remains unsigned for DOS 5.0. There was NO great participation at the DOS 5.0 rollout. Compaq, Intel, Phoenix and Dell will all be shipping within the 30 days of announce timeframe (actually, Compaq will be close. CBM is giving us fits about ROM DOS.—**Not Accomplished.**

- **"WINDOWS EVERYWHERE"**
 - > Sign Dell, CBM and Digital per system licenses
 - > Make significant progress toward signing Compaq "per model" License
 - > Move Pen Windows Opportunities ahead
(Compaq, Dell and Digital)
 - > Move Multimedia Opportunities ahead
(Compaq, Digital)
 - > Sell Windows Applications
(Dell, Digital)

Signed Dell and CBM to Windows licenses but Digital still not inked. Compaq decided that 3.1 will be more opportune for shipping Windows; thus progress was made (but not "significant" progress.) Pen Windows is moving ahead at Dell, but Compaq remains sleepy. Nothing happening at Digital here. Nothing happening regarding multimedia at Dell, Compaq or Digital. Dell and Digital are very interested in Windows applications but nothing inked.—**Not Accomplished**

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- WORKS PENETRATION
(Dell, CBM)

Works is shipping well at CBM. No progress at Dell.—Accomplished

- PROMOTE ACE AND OS/2 3.0 THRU PRESENTATIONS
(Digital, UB, Tandem, CBM, NetFRAME, Intel, Phoenix, Dell)

Digital and Compaq drove the ACE consortium but Q4 was too early to be evangelizing.—Not Applicable

- BUILD LM BUSINESS
 - > Sign Digital LMU license
 - > Dell, NetFRAME PP resolved
 - > Successful LM council

The Digital LM for UNIX license remains unsigned. Dell continues to drive for some sort of LM relationship. NetFRAME is interested in exploring royalty based LM business. The LM council was successful.—Not Accomplished.

- SUCCESSFULLY COMPLETE SPECIAL PROJECTS
 - > JIA launched successfully with Compaq
 - > Ballpoint Promotion at Compaq
 - > Amiga Works at CBM
 - > All-in-1 at Digital
 - > Conformance Testing Program successfully launched
 - > Support Alliance Program planned
 - > Apps on Hard Disk at Dell
 - > Publishing Agreement at Phoenix

The JIA with Compaq is going well although LM is doing so poorly as a Product that Compaq is beginning to rethink the need for a JIA. The Ballpoint promotion went very well with Compaq. Most likely over 80K units will be sold under this promotion. Mehdi surprisingly nixed the Amiga Works opportunity at CBM. The All-in-1 license at Digital remains unsigned. The LM Conformance Testing Program is moving ahead but will not be launched until later this summer. Applications pre-installed on the HD at Dell continues to be discussed but nothing is resolved. The Publishing Agreement was signed with Phoenix.—3 of the 8 projects accomplished.

Q4FY'91 IN REVIEW BY ACCOUNT

3Com

3Com is still winding down their server business. They have purchased packaged Lan Manager 2.0 from us to upgrade their "TIP" customers, and this has kept them a little above 50% of their forecasted budget. OEM involvement in the account has been extremely limited, as most activities are being handled by the NBU. This account will be transitioned in the end of July as

Barry has started his new responsibilities.

Commodore

The master DOS/Works/Windows license was executed. Issues that have been worked all quarter include Amiga Works, Amiga Basic, MS ROM DOS 5.0, Flight Simulator and OS/2. CEL has not yet shipped DOS 5.0, but anticipates shipping within the next 30 days. The films are all on order

and the localized language information continues to be updated on a weekly basis. ROM DOS 5.0 has generated the most activity this quarter. There has been a lot of internal miscommunication at CEL as to the technical inferiority of our product. That internal confusion in combination with DRI's price quote of \$1.00 and their immediate delivery capability have made this a very difficult negotiation. At this

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point, the business could go away. CEL has offered \$20,000 for the purchase of the Amiga Basic Source code. It is currently being decided if that is acceptable, or if it makes more sense to let the license lapse. The Amiga Works project has been terminated, as CEL's president was unwilling to spend \$4M to develop and market the product for two years. Both Flight Simulator and OS/2 continue to be in low level negotiation.

Compaq (Peter Braman)

The BallPoint agreement was finally signed. Compaq will ship between 75,000 and 85,000 BallPoints during the term of the promotion. Compaq has established a Windows strategy to have Windows 3.1 preinstalled on most of their desktop systems when Windows 3.1 is announced. Compaq will ship DOS 5 in the mid July time frame.

Compaq (Mark Bulck)

Mark has taken over responsibility for part of the Compaq relationship and continues to work primarily on the Joint Integration Agreement with them. He is in the process of redefining and quantifying Microsoft's role in this relationship. His primary focus is what responsibilities MS will have in joint marketing and sales efforts. Mark will be orchestrating MS role in the release of this program to the MS sales force in the first quarter of FY'92.

Mark is also responsible for all Pen Windows and Multimedia activity between MS and Compaq. During the first quarter of FY'92 Mark expects the activities surrounding Compaq's involvement in Pen based systems to increase dramatically. Compaq is moving into the second phase of it's research where they will be formalizing and increasing their research and starting to define

what a Pen based product should look like.

In the area of Multi-Media Compaq has no plans for either a MM P.C. or a full MM upgrade kit. They are working with SPAG in a joint development project for a sound board. The details as to the relative participation of each organization in the marketing of this product has yet to be defined.

Dell

This was a strong quarter for Dell and the MS/Dell relationship. Dell signed a Win 3.0/DOS 5.0 per processor license agreement worth approximately \$6.5M a year. This agreement extended the master agreement an additional two years, expiring in April of 1994. Dell has also started shipping our Mouse in greater quantities and is forecasted to ship 50K units next year at \$19 per mouse. We have verbal commitment on their support of Pen Windows with their notebook system that is in its early stages of development. Our planting of multimedia seeds has contributed to their organizing a planning team to examine what Dell's position should be regarding this technology. Dell will be here in the first week of July for an Executive Review. The account is in the process of being transitioned to Nancyri as Barry has started his new responsibilities.

Digital Equipment

Many of the objectives surrounding the positioning of the Digital /Microsoft relationship were met this past quarter. Internal communication concerning marketing, development, and selling efforts improved because of a keen focus Kelly put towards this effort. This activity culminated in an Executive Account review that served the purpose of making some key MS Execs aware of the

account opportunities and issues, in preparation for a successful summit meeting that Bill, Carl Stork, Jim Allchin and Kelly had with Bill Strecker and Jack Smith of Digital. Most of the business issues surrounding the outstanding licensing arrangements this past quarter came to a head. A late breaking development in the Master DOS/Windows contract in the final throws of completion was a last minute selling effort around OS/2 2.0 from IBM that resulted in the delayed signing of this agreement. At Windows World, Kelly also initiated the first serious business discussions around a new business opportunity -- Spitfire and properly qualified and managed communication within Microsoft and Digital's Desktop Services organization.

Digital's introduction of Eclipse, involvement in ACE and push with PATHWORKS has put them into the mainstream of the PC and PC integration business. The direct licensing of DOS and Windows and the development and marketing activities associated with this step has caused us to really evaluate the way we do business with Digital. Much of Kelly's time has been spent in building the awareness of some programs/controls needed to manage this growing partner.

Kelly's main focus this next quarter will be in coordinating not only the execution of the A-1 license, but in garnering the resources to ensure this business relationship is executed properly both in the development lab and in the field. A lot of the things we do in the future with Digital around Networking and NT depends on our ability to cooperate and make the Microsoft contribution to A-1 a significant one that will serve as the basis for trust and productive

partnership. Outside of managing this important project, Kelly will be in prospecting mode this next quarter and will seek out some new business opportunity to eventually turn into a design win. Greg will pursue the Spitfire opportunity. Greg will own the PCSG relationship while Kelly will concentrate on OSAG and NT efforts.

Intel

Prepays remain high at just under \$750K. Intel is now less confident they will consume this balance in the coming quarters. We presented channel research data to an executive staff meeting in April which provided good exposure for Microsoft and welcome data for Intel. A new distribution agreement for Flash File System was closed this quarter and subsequently amended. It will create demand-pull for Microsoft's FFS as Intel evangelizes their implementation of this solid state memory technology by delivering development kits in various forms. Amendment #6 was signed in May. There is no revenue associated with this amendment. It gives Intel OEMs replication privileges for Microsoft licensed products under MS case by case approval. We presented Tiger and delivered Tiger code to Intel in June. This will accommodate their needs for LADDR related issues in their OS/2 product. DOS 5 was ready for shipment to their OEM customers on June 11. Intel will utilize the Phoenix slim documentation which will identify Intel as the system manufacturer. Intel has resisted the requirement that their name appear on these books. SMSD participated in a corporate-wide DOS 5 upgrade event with Intel. This event was controversial in that it was not coordinated with Intel's ability to

supply themselves this upgrade for a reduced royalty per their license agreement. We are working toward an acceptable resolution to this for all parties involved.

Logitech

Logitech has had outstanding success with their Windows 3.0 bundles. In Q3 we amended their agreement to raise minimum unit commitments from 6,250 units/quarter to 9,375 units/quarter for the duration of the agreement. They reported 15,000 units for the Q3 and forecast this success to continue for Q4 and beyond. They are preparing two new bundles for shipment later this summer. The bundles will feature their new radio controlled (cordless) mouse and the clip-on trackman for portables which will compete with Ballpoint. We plan to monitor the packaging for these new bundles as they are released to us. Logitech has been a good corporate customer by outperforming their commitment, paying us on time and not laundering their product bundles outside of the U.S. and Canada. There will be renewed activity as they receive the Windows 3.1 beta code in June and prepare for first customer shipments later this year.

NetFrame

The major project completed this quarter was the joint support plan. After several meetings within and between MS and NF, the resources for a joint alliance were mutually agreed upon. One of the positive results of the support negotiations was the identification for additional LM and SQL business. Several opportunities for joint marketing have also been identified and qualified. The focus for next quarter will be presenting the Windows/NT strategy and selling them on moving forward with MS solutions.

Phoenix

One of the most significant events during Q4 was the closure of the publishing agreement. This agreement will bring \$175K/yr. in revenue to Microsoft and allow us to continue supporting the publishing and adaptation services activity at Phoenix. In April, Dave Baier was successfully installed as the account manager for publishing related issues. During the quarter, we discovered that Phoenix was violating their license by translating our product documentation. We isolated and corrected the problem with minimal impact to the relationship. Go Corporation and Phoenix announced a joint development agreement for a pen computing platform. Phoenix will produce a PenBIOS which will support Microsoft's Pen Windows but will be optimized to run the PenPoint operating system. Phoenix shipped DOS 5 promptly on the announcement date of June 11 and should have a big quarter. We agreed to defer increasing their DOS 4.01 and DOS 5 royalties from \$32.00 to \$35.20 for one quarter in consideration of a promotion Microsoft ran earlier in the year which generated a \$3.00 rebate for DOS 5 customers who had purchased a previous version of DOS during the promotion period.

SUN

This account was transitioned from MarkBu to PeteP in May. Since the transition we have successfully executed a nondisclosure agreement which was a prerequisite to discussions on Lan Manager for Unix. Sun met with us in Redmond on May 23 to discuss the possibility of licensing Lan Manager for Unix. The meeting was exploratory in nature and we agreed that an opportunity might exist for Sun and Microsoft

to enter into an Agreement. Shortly after this meeting, Sun was supplied with a template of the standard license agreement, pricing and marketing collateral. They are currently evaluating this alternative against competitive offerings from Alantix, Syntax and Novell.

Tandem

Mark's focus with Tandem continues to be outside the PC Business Unit. Tandem is licensed for DOS 5 Packaged product and will be shipping within 30 days of MS.

They have shifted their strategy to implementing named pipes communication to the Guardian OS. Mark expected the relationship between Tandem and MS with the Excel group to standardize their SQL Gateway product on Excel as the front end. This is in the signature cycle at MS and should be completed early in Q1 92. This will promote Excel in 300 Tandem demo sites as well as Tandem sales promotion of the product.

Ungermann-Bass

In the fourth quarter UB continued to do well with LAN manager with some notable sales. Aside from this though, the support burden is becoming a serious issue at UB in relation to the revenue being generated by LAN Manager. In Q1 of 92 Mark expects this issue to become very active. Mark's opinion at this time is that UB will want to get out of the LAN manager business except for sales related to UB's Net Director Product which includes and Embedded version of LM.

TEDTEAM FY'92

THE PEOPLE

Ted Hannum...	Group Sales Manager	Sheri Vail...	Intel, Logitech, Phoenix
Chris Mellin...	OEM Account Assistant	Nancy Ritzenthaler...	Dell, Printer Manufacturer
Greg Anderson...	Digital Equipment	Kelly Wood...	Digital Equipment
Pete Peter...	Unisys		

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Q1FY92 TEDTEAM GOALS

"SET STANDARDS AND MAKE MONEY THROUGH RELATIONSHIPS"

- EXCEED REVENUE BUDGET OF \$6M
- EACH AM KNOW THEIR ACCOUNT, ACCOUNT'S NUMBERS, & LICENSES AS MEASURED BY "NO SURPRISES."
- BUILD RELATIONSHIPS BY EACH AM VISITING THEIR MAJOR ACCOUNT(S) ONCE PER MONTH.
(Unisys, Intel, Dell, and Digital)
- MS-DOS 5.0 SHIPPING ON 75% INTEL PROCESSORS BY 8/15
 - >DELL
 - >DIGITAL
 - >UNISYS
- WINDOWS SHIPPING WITH 50% OF INTEL 386/486 PROCESSORS BY 8/15
 - >DELL
 - >DIGITAL
 - >UNISYS
- WINDOWS PRE-INSTALLED ON HD AT DELL AND DIGITAL.
- SIGN OS/2 2.0 AMENDMENTS AT DELL, DIGITAL AND UNISYS.
- PROMOTE ACE AND WINDOWS/NT THRU PRESENTATIONS
(Digital, Dell, Unisys, Intel)
- BUILD LM BUSINESS
 - > Sign Digital LMU license
 - > Explore Dell LM interest
- SUCCESSFULLY COMPLETE SPECIAL PROJECTS
 - >All-in-1 license signed at Digital
 - >Spitfire license signed at Digital
 - >Pen Windows, ROM DOS licenses near signature process at Dell
 - >Windows app license signed at Dell
 - >LMU license at Sun
 - >Greg Anderson, Pete Peter, Nancy Ritzenthaler, and Sheri Vail successfully transitioned to their new accounts.

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TEDTEAM REVENUE FY'92

FY92 revenue forecasting for Tedteam will be interesting, to say least. The FY92 budget is 91% of the FY91 revenue actuals for this set of accounts. Digital, Dell and Logitech will all significantly increase in revenue, even beyond their budgeted levels of \$4.3M, \$4.5M and \$1.5M respectively.

Intel is budgeted at their mincommits for DOS, Windows and OS/2. They currently have a \$750K prepaid which is building. We will be lucky to find the business to offset their mincommits. They are finding that the OEMs they sell their systems to already have "per processor" licenses with MS.

We may elect not to renew the Phoenix FG DOS license which terminates at the end of Q2FY92. We must decide if we will a) be able to grab the business Phoenix now has without it drifting off to Pirates, b) absorb said business with the staff we now have.

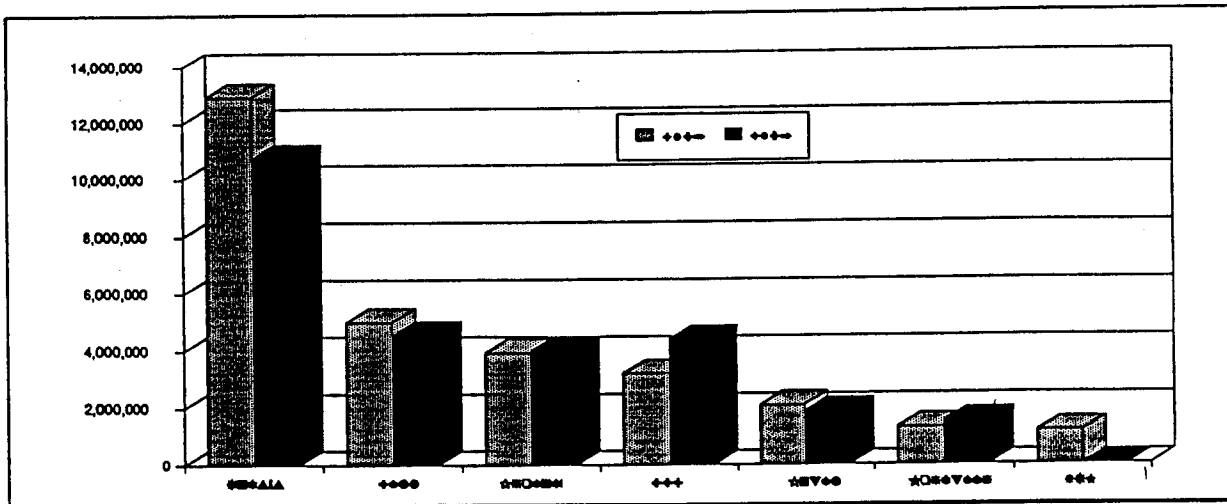
Sun most likely will not renew their DOS license as we now have approximately \$3M of their money in prepaids. We may be able to leverage some of this for a LM for UNIX 2.0 license. Ballmer would very much like to see this design win.

Unisys is very unpredictable. Their DTIII program has been a major fiasco. By the end of this calendar year they will have one-

half the employees they had just over one year ago. It's difficult to make business progress with someone who is bleeding from several major arteries. I say we will have made our objectives if we can hold onto the \$10M in mincommits from Unisys during FY92.

In summation, for FY92, I feel we are in position to blow away the budgets on Digital, Dell and Logitech, that we have some risk with Intel and more so with Unisys and significant risk (\$2M-if we choose not to renew) with Phoenix.

TEAM REVENUE FY'91 vs. FY'92 Budget

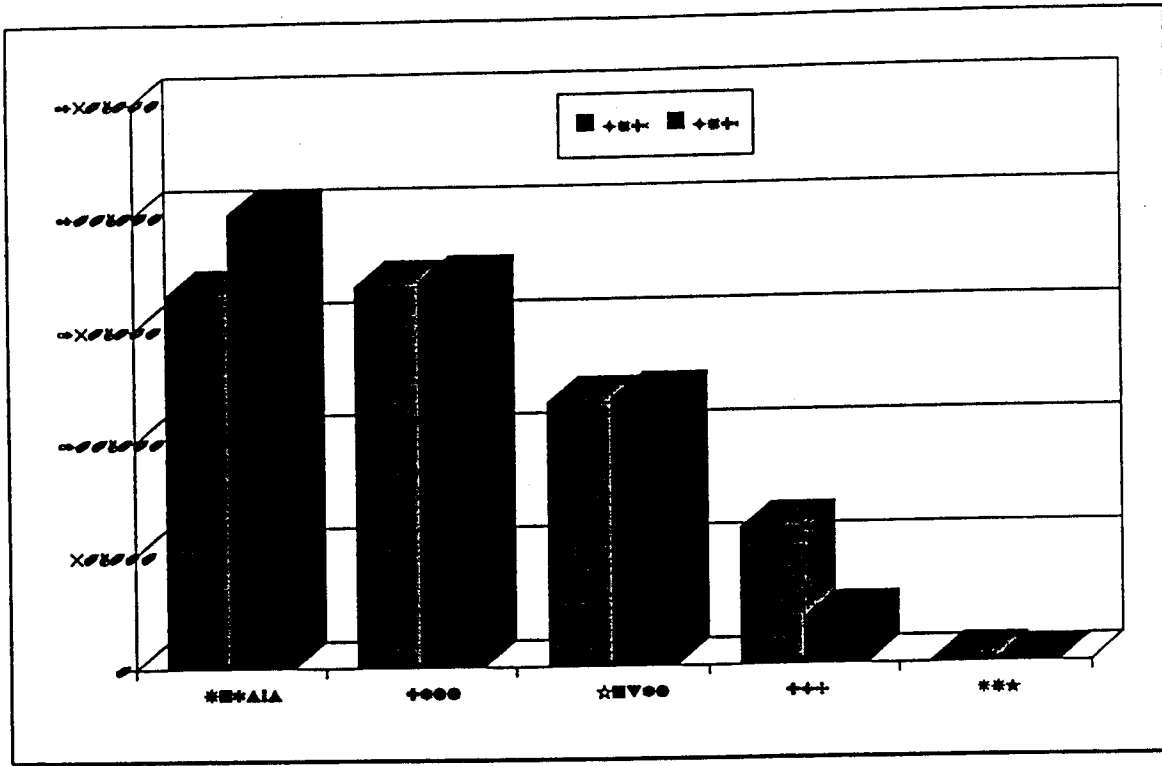


Account	FY91 Actual	FY92 Budget	Percent
Dell	5,010,324	4,550,000	91%
Digital	3,216,284	4,392,000	137%
Intel	2,092,393	1,867,000	89%
Logitech	1,302,151	1,510,500	116%
Phoenix	3,944,637	4,000,000	101%
SUN	1,163,410	0	0%
Unisys	12,916,118	10,760,000	83%
Total	29,645,317	27,079,500	91%

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FY'91 vs FY'92 INTEL CPU SHIPMENT FORECAST



Account	FY'91 Actual	FY'92 Budget	Percent
Intel	115,819	117,400	101%
Digital	59,500	*20,000	34%
Dell	168,157	170,000	101%
SUN	881	0	0%
Unisys	164,744	200,400	122%
Total	509,101	507,800	100%

*Note: Digital is shown falling from FY'91 total of 59K systems to a FY'92 budget of 20K systems. FY'91 shipments are all Tandy OEM'd systems. The FY'92 number does not include any Tandy systems; only Digital's 433 PC (OEM'd from Intel).

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Q1 OBJECTIVES BY ACCOUNT

Dell (Nancy Ritzenthaler)

Establish friendship relationship with 3 people	9/30
Sign OS/2 2.0 Amendment	8/30
Qualify opportunities for Windows and DOS in ROM	9/30
Understand Pen Windows business opportunity	8/30
Sign Worldwide Apps Agreement	9/15
Devise plan to ensure continued shipments of MS Mouse	8/30
Qualify Ballpoint promotion	9/30
Sign Finished Goods License	8/1
Get Dell to ship preinstalled Windows with marketing programs in place	9/30

Digital Equipment Corporation (Kelly Wood)

Sign ALL-IN-1 license	9/1
Qualify Federal Desktop 4 Opportunity	8/15
Orchestrate successful Gates/Digital Exec Meeting	9/31
Orchestrate successful Hallman/Digital Exec Meeting	9/15
Hold successful Exec review around A-1 with MS & Digital Execs	8/30
Drive NT Contact at highest levels as measure by an executive level meeting	9/30
Monitor development of A-1 rules of cooperation	8/15
Continue to strengthen ties between SMSD and Digital field sales organizations as demonstrated by a successful joint NDA presentations to six accounts	9/30
Minimize channel contention by working Steve Kanzler and Digital pres at NSM.	9/30
Attend industry trends or comprehensive personal development course	9/30

Digital Equipment Corporation (Greg Anderson)

Sign Spitfire agreement.	9/28
Ensure the success of the November DEC/MS ISV Conference by developing a sound agenda and lining-up the best MS speakers.	9/30
Drive the addition of key DEC printer support in Win 3.1 and for as many character application products as possible. (in-box support or supplemental disk availability)	9/30
Enhance communication between DEC and NBU to resolve outstanding LMF, RPC and OSF issues and erase DEC complaints.	9/1
Manage a successful DEC/MS "Tech Exchange" meeting via developing a good agenda and lining-up all the key players.	8/28
Organize a productive alexn visit to DEC to train them on Win3 hard disk configuration methods.	8/28
Define/clarify transition of PCSG responsibilities from Kelly in such a way that DEC starts calling me instead of Kelly for assistance. (this includes owning DOS, Windows and LM/U issues)	9/1
Develop a good working relationship with Steve Weiss, George Symula, Elizabeth Ricci, and Ron Ham so they know me/will return calls.	8/31
Attend Negotiation seminar and listen to/study available training tapes.	8/31
Read "Strategic Selling".	8/31

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Intel (Sheri Vail)	Monthly
Meet in Portland at least three times during Q1	9/91
Discover two new business opportunities	9/91
Make 2 new management contacts in Q1	7/91
Meet with Carl Stork to learn of new contact opportunities	7/91
Sign the refinement to Amendment #6	7/91
Sign amendment #7	8/91
Conduct a Technology Exchange with Intel in Redmond	9/91
Educate the NBU, NT, Windows and DOS groups about Intel shipments and subsequent revenues through Intel OEMs	9/91
Work on agreement to keep the license revenue from shrinking	9/91

Logitech (Sheri Vail)	8/91
Meet with the customer once during the quarter	7/91
Monitor delivery of Windows 3.1 beta code	9/91
Police new packaging implementations as submitted	9/91
Police distribution geography per their agreement	

Phoenix (Sheri Vail)	Done
Get Phoenix on the ESP for foreign documentation	Jul/Sept
Meet with S. Kalman and H. Marson twice per quarter	7/25
Establish a working relationship with G. Adams	On-going
Co-own all publishing issues with DaveB during Q1	Done
Meet with G. Purdy about PenBIOS issues	8/91
Sign the DOS 5 source code amendment	Done
Meet with Phoenix's Director of Engineering to qualify OS/2 Source License Opportunity	Done
Monitor grey market and piracy activity	On-going

Unisys (Pete Peter)	
Stay current on Unisys' ability to make timely payments	9/30
Reduce existing pre-paids	8/30
Schedule Executive Review at OEM Briefing	9/30
Design ongoing working relationship with Unisys Sales Organizations	8/15
Execute Apps deal	7/30
Keep the Mouse business	9/30
Support LAN Manager shipments through management of Redirector efforts/licensing at Round Valley	9/30

PETER BRAMAN ACCOUNT TEAM

CBM (Debbie Flynn)	
Devise and implement plan to close CEL on shipping on shipping MS ROM DOS 5.0	9/30
Close CEL on licensing OS/2	9/30
Devise and implement a plan to close CEL on shipping Windows/Works per processor	9/30
Devise and implement plan to close CEL on distributing Flight Simulator	9/30
Close CEL on continuing to ship Amiga Basic	7/30
Work with CEL to provide every MS resource to ship DOS 5.0	9/30
Qualify opportunity for CEL to ship MS Mice	9/30
Qualify opportunity for CEL to participate in the Windows Partner Program	9/30
Qualify opportunity for Windows Works	9/30
Qualify opportunity for Windows Productivity Pack	9/30
Make a product presentation	9/30
Implement successful account transition	9/30

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Compaq (Mark Buick)	7/15
Complete Joint Marketing Plans (JIA)	7/30
Complete Joint Sales Guide (JIA)	8/30
Joint Presentation meetings to field (JIA)	8/30
Re- implement Dealer Training (JIA)	
Influence Compaq Pen Strategy towards MS	7/30
Implement Bi-weekly update program	9/30
Draft letter of Agreement for Audio Board	7/30
Meet with local sales office	7/30
Present Compaq to Peter and Jeff	9/30
Develop International understanding of CPQ	9/30
Understand how to work with the major subs	

Compaq (Peter Braman)	8/30
Account Manager to Group Manager transition	8/15
Compaq transition to Teresach complete	

NetFrame (Debbie Flynn)	9/30
Close NF on adding LM and SQL to current OS/2 License	9/30
Execute Master NDA Agreement under NF name	7/30
Make NT and Windows strategy presentation to NF Executive Staff	9/30
Implement successful account transition	

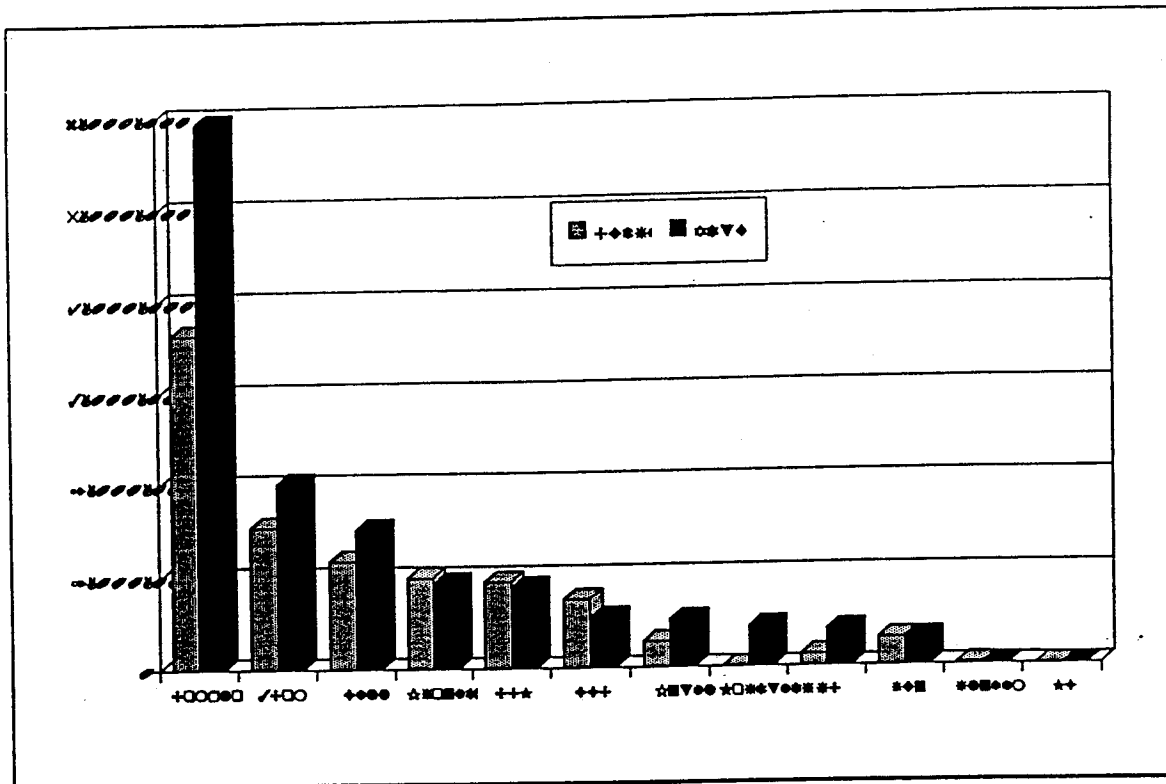
Tandem (Mark Buick)	7/15
Buy in from Tandem to Support Mail product	8/30
Signed PC Mail Agreement	8/30
Signed License for Tandem SQL Gateway	7/15
Signed Strategic Alliance for Excel Agreement	8/30
Meet with Corp MIS for update on strategic direction	8/30
Evaluate LM for UNIX potential	

UB (Mark Buick)	
Develop new distribution plan with UB for LAN Manger	7/15
Communicate issues to internal MS for feedback	7/25
Meeting with key MS / UB personnel	8/15
Alternative plan drafted	
protect MS revenue	
protect LAN Manager image	
Agreement and implementation of Plan	9/30

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TEDTEAM Q4 ACTUAL vs. BUDGET - In Millions



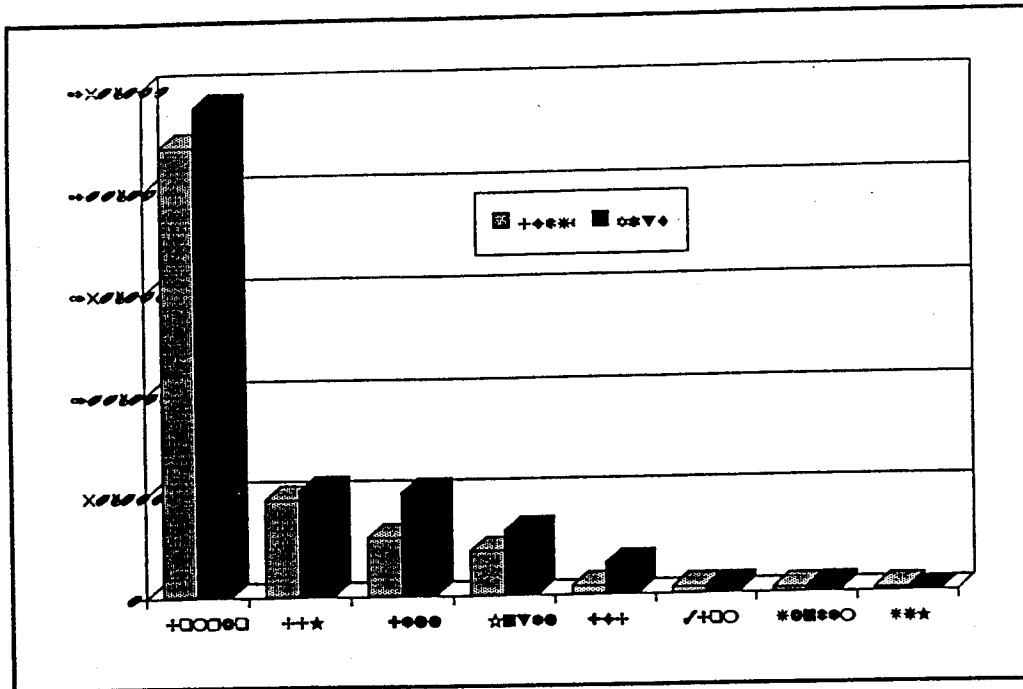
NEW BUSINESS SIGNED DURING Q4:

Account Name	Product	Comments
3Com	OS/2 1.21	small revenue
3Com	LM 2.0 PP	None (approx \$.15M in FY'91)
3Com	DOS 3.3 extension	extension of pervious license
Commodore	DOS/Windows/Works	\$5.8, 3 years
Dell	Win 3.0	\$14 per processor
Dell	DOS 5.0	\$19 per processor (add 2 yrs.)
Dell	Mouse	\$19 per unit
Digital	Master NDA for PCSG	No revenue
Intel	Replication Agreement (Amnd #6)	No revenue
Intel	Flash File System	\$2.00/copy
Phoenix	Publishing Agreement	\$175K/year
Tandem	Renew DOS	\$40
UB	LM Kanji	STd Uplift

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INTEL CPU SHIPMENTS IN Q3FY'91



Account	Budget	Actual	Percent
Compaq	222,000	240,756	108%
CBM	48,000	52,322	109%
Intel	21,675	31,920	147%
Digital	4,000	15,000	375%
Dell	22,850	50,971	223%
Tandem	2,000	2,550	128%
3Com	2,850	3,332	117%
SUN	1,400	13	1%
Total	324,775	342,561	122%

KEY Q4 ACCOMPLISHMENTS BY ACCOUNT

Peter Braman

Compaq

- *BallPoint agreement was signed.
- *PowerPoint working model demo agreement was agreed to signed.
- *QBasic localization amendment signed.
- *OS/2 UPB reduction amendment signed.
- *CEMM DOS memory management amendment signed.
- *System software strategy presentation to Compaq management.
- *Detailed NT components and schedule call with Compaq.

Peter Braman Compaq cont.

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- *Met with Compaq European headquarters and French subsidiary people.
- *DOS futures meeting - DOS 5.X and 6.0
- *System software localization meeting between IPG and Compaq development.
- *Completed OEM role out plan for the ACE Initiative.
- *Transition of Compaq JIA, Pen Windows, and MM Windows to Mark Buick complete.
- *Promoted to Group Manager

Barry Spector

3Com

- *Signed LM 2.0 PP Agreement
- *Signed OS/2 Amendment
- *Signed DOS Amendment

Dell

- *Signed Win 3.0/DOS 5.0/Mouse Amendment -- \$5.4M per year until April 1994
- *Resolved \$250k recoupment provision, in Master License, for FG
- *Met with European managers and received buy in for factory installed Apps.
- *Resolved OS/2 prepaids issue
- *Received verbal commitment to ship Ballpoint custom clip in August
- *Conducted successful EBU products and MM Bookshelf demo
- *Arranged successful Multimedia demo to Michael Dell and Peripherals Planning Team
- *Facilitated the development of the Windows driver for Intel/Dell by ITIS
- *Arranged executive review
- *Promoted to OEM Account Management Development and Training Coordinator

Mark Buick

Ungermann-Bass

- *Completed KANJII Amendment
- *Completed Right to Copy Amendment for Boeing and Westinghouse Hanford
- *Developed Channel Strategy to Minimize conflict with UB Packaged Product

Tandem

- *Amended OS/2 License
- *Renewed DOS/Windows License
- *Negotiated SQL Gateway License
- *Tandem shipped DOS 5 at Announce
- *Negotiated Strategic Alliance with Excel Group
- *Qualified Tandem for P.C. Mail (will be 1st OEM for product)

Compaq

- *Assumed responsibility for key areas at Compaq
- *Established relationships with key Compaq personnel
- *Completed JIA Integration Toolkit
- *Established internal buy in for JIA at Microsoft
- *Presented JIA to Network Channel Marketing at RKO
- *Presented JIA to Microsoft NBU, MSU, SMSD, Systems Mktg, and PSS
- *Represented MS JIA in Compaq Booth at P.C. Expo
- *Presented PEN Windows to Compaq Prod Strategy Team
- *Assumed OEM Responsibility for Audio Board project

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Debbie Flynn

Commodore

- *Master DOS/Windows/Works contract executed.
- *Closure on Commodore purchasing DOS 5.0 CRC.
- *Made new contacts in marketing organization.
- *Gained agreement to extend Mouse license.

NetFRAME

- *Successfully completed joint support plan.
- *Identified new revenue opportunities for Lan Manager and SQL.
- *Identified acceptable joint marketing activities.

Pete Peter

Intel

- *Arranged for Tom Gemmell to present channel research data to their executive staff.
- *Negotiated and closed the FMSDK distribution agreement and its first amendment.
- *Initiated a new relationship with Intel's Memory Components Division in Folsom, CA.
- *Negotiated and closed amendment #6 (Replication Agreement).
- *Restored Intel's name on DOS manual covers per their agreement.
- *Helped coordinate the interaction between Intel and Phoenix for the Pointe project.

Phoenix

- *Closed the publishing agreement.
- *Qualified an opportunity to sell DOS 5 source code.
- *Engaged MS Press management in the issues surrounding the publishing agreement.
- *Identified and corrected the product documentation translation effort Phoenix had begun
- *Drafted an amendment for DOS 5 source code with clean room language concerning Go Corporation.

Logitech

SUN

- *Worked with MaggieW to close the NDA in May

Kelly Wood

Digital Equipment Corporation

- *Go ahead with System Integration program to sell FGLM.
- *Gates/Smith Meeting.
- *Internal Digital Executive Account Review.
- *Spitfire opportunity uncovered and advanced.
- *Technical resolution to Windows and remote boot problems with PATHWORKS
- *Eclipse commitment to Windows.

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PERFORMANCE AGAINST Q4 TEAM GOALS (results in bold)

"SET STANDARDS AND MAKE MONEY THROUGH RELATIONSHIPS"

- **EXCEED REVENUE BUDGET OF \$10M**

See "Revenue" section at the beginning of this report. We were 136% of budget, exceeding the \$10m by 3.5M. **—Accomplished**

- **KNOW YOUR ACCOUNT, ACCOUNT'S NUMBERS, & LICENSES**

Our account information was fairly accurate. We had one surprise. The team could do a better job of keeping up with their forecasting. With one exception, we had good knowledge of our licenses.—**Accomplished.**

- **EACH AM VISIT THEIR MAJOR ACCOUNT(S) ONCE PER MONTH**
(Compaq, UB, CBM, Intel, Dell, and Digital)

Compaq, Dell and Digital were visited much more often than just once per month.—**Accomplished.**

- **"DOS 5.0, NO PC SHOULD BE WITHOUT IT"**
 - > Sign Dell, CBM and Digital per system licenses
 - > Great participation in DOS 5.0 roll-out
(Compaq, Intel, Phoenix, Dell and Digital)
 - > OEMs ship DOS 5.0 within 30 days of announce
(Compaq, Intel, Phoenix, Dell)
 - > Sell ROM DOS 5.0
(CBM, Dell)

Only Digital remains unsigned for DOS 5.0. There was NO great participation at the DOS 5.0 rollout. Compaq, Intel, Phoenix and Dell will all be shipping within the 30 days of announce timeframe (actually, Compaq will be close. CBM is giving us fits about ROM DOS.—**Not Accomplished.**

- **"WINDOWS EVERYWHERE"**
 - > Sign Dell, CBM and Digital per system licenses
 - > Make significant progress toward signing Compaq "per model" License
 - > Move Pen Windows Opportunities ahead
(Compaq, Dell and Digital)
 - > Move Multimedia Opportunities ahead
(Compaq, Digital)
 - > Sell Windows Applications
(Dell, Digital)

Signed Dell and CBM to Windows licenses but Digital still not inked. Compaq decided that 3.1 will be more opportune for shipping Windows; thus progress was made (but not "significant" progress.) Pen Windows is moving ahead at Dell, but Compaq remains sleepy. Nothing happening at Digital here. Nothing happening regarding multimedia at Dell, Compaq or Digital. Dell and Digital are very interested in Windows applications but nothing inked.—**Not Accomplished**

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- WORKS PENETRATION
(Dell, CBM)

Works is shipping well at CBM. No progress at Dell.—Accomplished

- PROMOTE ACE AND OS/2 3.0 THRU PRESENTATIONS
(Digital, UB, Tandem, CBM, NetFRAME, Intel, Phoenix, Dell)

Digital and Compaq drove the ACE consortium but Q4 was too early to be evangelizing.—Not Applicable

- BUILD LM BUSINESS
 - > Sign Digital LMU license
 - > Dell, NetFRAME PP resolved
 - > Successful LM council

The Digital LM for UNIX license remains unsigned. Dell continues to drive for some sort of LM relationship. NetFRAME is interested in exploring royalty based LM business. The LM council was successful.—Not Accomplished.

- SUCCESSFULLY COMPLETE SPECIAL PROJECTS
 - > JIA launched successfully with Compaq
 - > Ballpoint Promotion at Compaq
 - > Amiga Works at CBM
 - > All-in-1 at Digital
 - > Conformance Testing Program successfully launched
 - > Support Alliance Program planned
 - > Apps on Hard Disk at Dell
 - > Publishing Agreement at Phoenix

The JIA with Compaq is going well although LM is doing so poorly as a Product that Compaq is beginning to rethink the need for a JIA. The Ballpoint promotion went very well with Compaq. Most likely over 80K units will be sold under this promotion. Mehdi surprisingly nixed the Amiga Works opportunity at CBM. The All-in-1 license at Digital remains unsigned. The LM Conformance Testing Program is moving ahead but will not be launched until later this summer. Applications pre-installed on the HD at Dell continues to be discussed but nothing is resolved. The Publishing Agreement was signed with Phoenix.—3 of the 8 projects accomplished.

Q4FY'91 IN REVIEW BY ACCOUNT

3Com

3Com is still winding down their server business. They have purchased packaged Lan Manager 2.0 from us to upgrade their "TIP" customers, and this has kept them a little above 50% of their forecasted budget. OEM involvement in the account has been extremely limited, as most activities are being handled by the NBU. This account will be transitioned in the end of July as

Barry has started his new responsibilities.

Commodore

The master DOS/Works/Windows license was executed. Issues that have been worked all quarter include Amiga Works, Amiga Basic, MS ROM DOS 5.0, Flight Simulator and OS/2. CEL has not yet shipped DOS 5.0, but anticipates shipping within the next 30 days. The films are all on order

and the localized language information continues to be updated on a weekly basis. ROM DOS 5.0 has generated the most activity this quarter. There has been a lot of internal miscommunication at CEL as to the technical inferiority of our product. That internal confusion in combination with DRI's price quote of \$1.00 and their immediate delivery capability have made this a very difficult negotiation. At this

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point, the business could go away. CEL has offered \$20,000 for the purchase of the Amiga Basic Source code. It is currently being decided if that is acceptable, or if it makes more sense to let the license lapse. The Amiga Works project has been terminated, as CEL's president was unwilling to spend \$4M to develop and market the product for two years. Both Flight Simulator and OS/2 continue to be in low level negotiation.

Compaq (Peter Braman)

The BallPoint agreement was finally signed. Compaq will ship between 75,000 and 85,000 BallPoints during the term of the promotion. Compaq has established a Windows strategy to have Windows 3.1 preinstalled on most of their desktop systems when Windows 3.1 is announced. Compaq will ship DOS 5 in the mid July time frame.

Compaq (Mark Bulck)

Mark has taken over responsibility for part of the Compaq relationship and continues to work primarily on the Joint Integration Agreement with them. He is in the process of redefining and quantifying Microsoft's role in this relationship. His primary focus is what responsibilities MS will have in joint marketing and sales efforts. Mark will be orchestrating MS role in the release of this program to the MS sales force in the first quarter of FY'92.

Mark is also responsible for all Pen Windows and Multimedia activity between MS and Compaq. During the first quarter of FY'92 Mark expects the activities surrounding Compaq's involvement in Pen based systems to increase dramatically. Compaq is moving into the second phase of it's research where they will be formalizing and increasing their research and starting to define

what a Pen based product should look like.

In the area of Multi-Media Compaq has no plans for either a MM P.C. or a full MM upgrade kit. They are working with SPAG in a joint development project for a sound board. The details as to the relative participation of each organization in the marketing of this product has yet to be defined.

Dell

This was a strong quarter for Dell and the MS/Dell relationship. Dell signed a Win 3.0/DOS 5.0 per processor license agreement worth approximately \$6.5M a year. This agreement extended the master agreement an additional two years, expiring in April of 1994. Dell has also started shipping our Mouse in greater quantities and is forecasted to ship 50K units next year at \$19 per mouse. We have verbal commitment on their support of Pen Windows with their notebook system that is in its early stages of development. Our planting of multimedia seeds has contributed to their organizing a planning team to examine what Dell's position should be regarding this technology. Dell will be here in the first week of July for an Executive Review. The account is in the process of being transitioned to Nancyri as Barry has started his new responsibilities.

Digital Equipment

Many of the objectives surrounding the positioning of the Digital /Microsoft relationship were met this past quarter. Internal communication concerning marketing, development, and selling efforts improved because of a keen focus Kelly put towards this effort. This activity culminated in an Executive Account review that served the purpose of making some key MS Execs aware of the

account opportunities and issues, in preparation for a successful summit meeting that Bill, Carl Stork, Jim Allchin and Kelly had with Bill Strecker and Jack Smith of Digital. Most of the business issues surrounding the outstanding licensing arrangements this past quarter came to a head. A late breaking development in the Master DOS/Windows contract in the final throws of completion was a last minute selling effort around OS/2 2.0 from IBM that resulted in the delayed signing of this agreement. At Windows World, Kelly also initiated the first serious business discussions around a new business opportunity -- Spitfire and properly qualified and managed communication within Microsoft and Digital's Desktop Services organization.

Digital's introduction of Eclipse, involvement in ACE and push with PATHWORKS has put them into the mainstream of the PC and PC integration business. The direct licensing of DOS and Windows and the development and marketing activities associated with this step has caused us to really evaluate the way we do business with Digital. Much of Kelly's time has been spent in building the awareness of some programs/controls needed to manage this growing partner.

Kelly's main focus this next quarter will be in coordinating not only the execution of the A-1 license, but in garnering the resources to ensure this business relationship is executed properly both in the development lab and in the field. A lot of the things we do in the future with Digital around Networking and NT depends on our ability to cooperate and make the Microsoft contribution to A-1 a significant one that will serve as the basis for trust and productive

partnership. Outside of managing this important project, Kelly will be in prospecting mode this next quarter and will seek out some new business opportunity to eventually turn into a design win. Greg will pursue the Spitfire opportunity. Greg will own the PCSG relationship while Kelly will concentrate on OSAG and NT efforts.

Intel

Prepays remain high at just under \$750K. Intel is now less confident they will consume this balance in the coming quarters. We presented channel research data to an executive staff meeting in April which provided good exposure for Microsoft and welcome data for Intel. A new distribution agreement for Flash File System was closed this quarter and subsequently amended. It will create demand-pull for Microsoft's FFS as Intel evangelizes their implementation of this solid state memory technology by delivering development kits in various forms. Amendment #6 was signed in May. There is no revenue associated with this amendment. It gives Intel OEMs replication privileges for Microsoft licensed products under MS case by case approval. We presented Tiger and delivered Tiger code to Intel in June. This will accommodate their needs for LADDR related issues in their OS/2 product. DOS 5 was ready for shipment to their OEM customers on June 11. Intel will utilize the Phoenix slim documentation which will identify Intel as the system manufacturer. Intel has resisted the requirement that their name appear on these books. SMSD participated in a corporate-wide DOS 5 upgrade event with Intel. This event was controversial in that it was not coordinated with Intel's ability to

supply themselves this upgrade for a reduced royalty per their license agreement. We are working toward an acceptable resolution to this for all parties involved.

Logitech

Logitech has had outstanding success with their Windows 3.0 bundles. In Q3 we amended their agreement to raise minimum unit commitments from 6,250 units/quarter to 9,375 units/quarter for the duration of the agreement. They reported 15,000 units for the Q3 and forecast this success to continue for Q4 and beyond. They are preparing two new bundles for shipment later this summer. The bundles will feature their new radio controlled (cordless) mouse and the clip-on trackman for portables which will compete with Ballpoint. We plan to monitor the packaging for these new bundles as they are released to us. Logitech has been a good corporate customer by outperforming their commitment, paying us on time and not laundering their product bundles outside of the U.S. and Canada. There will be renewed activity as they receive the Windows 3.1 beta code in June and prepare for first customer shipments later this year.

NetFrame

The major project completed this quarter was the joint support plan. After several meetings within and between MS and NF, the resources for a joint alliance were mutually agreed upon. One of the positive results of the support negotiations was the identification for additional LM and SQL business. Several opportunities for joint marketing have also been identified and qualified. The focus for next quarter will be presenting the Windows/NT strategy and selling them on moving forward with MS solutions.

Phoenix

One of the most significant events during Q4 was the closure of the publishing agreement. This agreement will bring \$175K/yr. in revenue to Microsoft and allow us to continue supporting the publishing and adaptation services activity at Phoenix. In April, Dave Baier was successfully installed as the account manager for publishing related issues. During the quarter, we discovered that Phoenix was violating their license by translating our product documentation. We isolated and corrected the problem with minimal impact to the relationship. Go Corporation and Phoenix announced a joint development agreement for a pen computing platform. Phoenix will produce a PenBIOS which will support Microsoft's Pen Windows but will be optimized to run the PenPoint operating system. Phoenix shipped DOS 5 promptly on the announcement date of June 11 and should have a big quarter. We agreed to defer increasing their DOS 4.01 and DOS 5 royalties from \$32.00 to \$35.20 for one quarter in consideration of a promotion Microsoft ran earlier in the year which generated a \$3.00 rebate for DOS 5 customers who had purchased a previous version of DOS during the promotion period.

SUN

This account was transitioned from MarkBu to PeteP in May. Since the transition we have successfully executed a nondisclosure agreement which was a prerequisite to discussions on Lan Manager for Unix. Sun met with us in Redmond on May 23 to discuss the possibility of licensing Lan Manager for Unix. The meeting was exploratory in nature and we agreed that an opportunity might exist for Sun and Microsoft

to enter into an Agreement. Shortly after this meeting, Sun was supplied with a template of the standard license agreement, pricing and marketing collateral. They are currently evaluating this alternative against competitive offerings from Alantix, Syntax and Novell.

Tandem

Mark's focus with Tandem continues to be outside the PC Business Unit. Tandem is licensed for DOS 5 Packaged product and will be shipping within 30 days of MS.

They have shifted their strategy to implementing named pipes communication to the Guardian OS. Mark expected the relationship between Tandem and MS with the Excel group to standardize their SQL Gateway product on Excel as the front end. This is in the signature cycle at MS and should be completed early in Q1 92. This will promote Excel in 300 Tandem demo sites as well as Tandem sales promotion of the product.

Ungermann-Bass

In the fourth quarter UB continued to do well with LAN manager with some notable sales. Aside from this though, the support burden is becoming a serious issue at UB in relation to the revenue being generated by LAN Manager. In Q1 of 92 Mark expects this issue to become very active. Mark's opinion at this time is that UB will want to get out of the LAN manager business except for sales related to UB's Net Director Product which includes and Embedded version of LM.

TEDTEAM FY'92

THE PEOPLE

Ted Hannum...	Group Sales Manager	Sheri Vail...	Intel, Logitech, Phoenix
Chris Mellin...	OEM Account Assistant	Nancy Ritzenthaler...	Dell, Printer Manufacturer
Greg Anderson...	Digital Equipment	Kelly Wood...	Digital Equipment
Pete Peter...	Unisys		

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Q1FY92 TEDTEAM GOALS

"SET STANDARDS AND MAKE MONEY THROUGH RELATIONSHIPS"

- EXCEED REVENUE BUDGET OF \$6M
- EACH AM KNOW THEIR ACCOUNT, ACCOUNT'S NUMBERS, & LICENSES AS MEASURED BY "NO SURPRISES."
- BUILD RELATIONSHIPS BY EACH AM VISITING THEIR MAJOR ACCOUNT(S) ONCE PER MONTH.
(Unisys, Intel, Dell, and Digital)
- MS-DOS 5.0 SHIPPING ON 75% INTEL PROCESSORS BY 8/15
 - >DELL
 - >DIGITAL
 - >UNISYS
- WINDOWS SHIPPING WITH 50% OF INTEL 386/486 PROCESSORS BY 8/15
 - >DELL
 - >DIGITAL
 - >UNISYS
- WINDOWS PRE-INSTALLED ON HD AT DELL AND DIGITAL.
- SIGN OS/2 2.0 AMENDMENTS AT DELL, DIGITAL AND UNISYS.
- PROMOTE ACE AND WINDOWS/NT THRU PRESENTATIONS
(Digital, Dell, Unisys, Intel)
- BUILD LM BUSINESS
 - > Sign Digital LMU license
 - > Explore Dell LM interest
- SUCCESSFULLY COMPLETE SPECIAL PROJECTS
 - >All-in-1 license signed at Digital
 - >Spitfire license signed at Digital
 - >Pen Windows, ROM DOS licenses near signature process at Dell
 - >Windows app license signed at Dell
 - >LMU license at Sun
 - >Greg Anderson, Pete Peter, Nancy Ritzenthaler, and Sheri Vail successfully transitioned to their new accounts.

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TEDTEAM REVENUE FY'92

FY92 revenue forecasting for Tedteam will be interesting, to say least. The FY92 budget is 91% of the FY91 revenue actuals for this set of accounts. Digital, Dell and Logitech will all significantly increase in revenue, even beyond their budgeted levels of \$4.3M, \$4.5M and \$1.5M respectively.

Intel is budgeted at their mincommits for DOS, Windows and OS/2. They currently have a \$750K prepaid which is building. We will be lucky to find the business to offset their mincommits. They are finding that the OEMs they sell their systems to already have "per processor" licenses with MS.

We may elect not to renew the Phoenix FG DOS license which terminates at the end of Q2FY92. We must decide if we will a) be able to grab the business Phoenix now has without it drifting off to Pirates, b) absorb said business with the staff we now have.

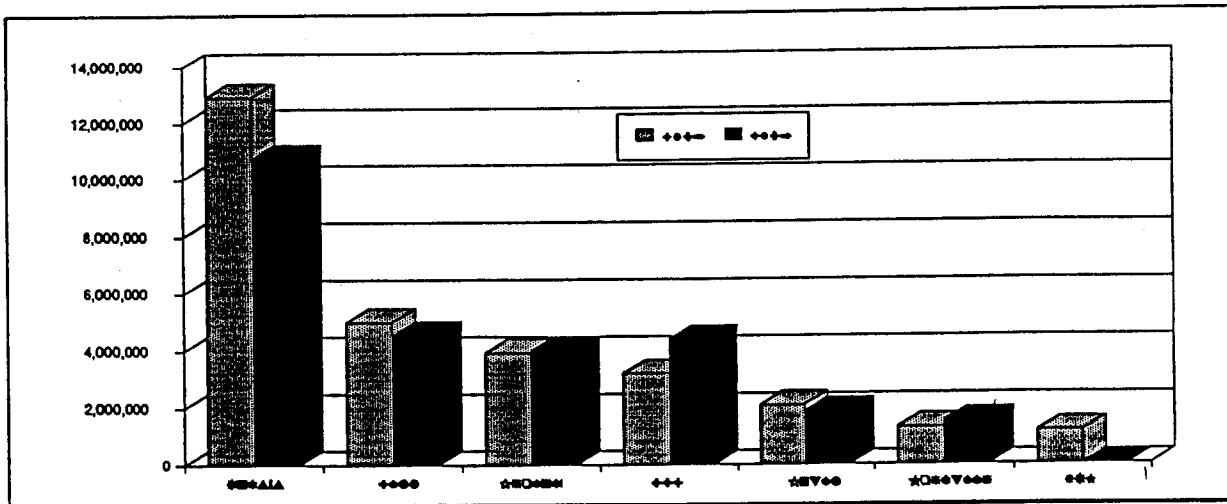
Sun most likely will not renew their DOS license as we now have approximately \$3M of their money in prepaids. We may be able to leverage some of this for a LM for UNIX 2.0 license. Ballmer would very much like to see this design win.

Unisys is very unpredictable. Their DTIII program has been a major fiasco. By the end of this calendar year they will have one-

half the employees they had just over one year ago. It's difficult to make business progress with someone who is bleeding from several major arteries. I say we will have made our objectives if we can hold onto the \$10M in mincommits from Unisys during FY92.

In summation, for FY92, I feel we are in position to blow away the budgets on Digital, Dell and Logitech, that we have some risk with Intel and more so with Unisys and significant risk (\$2M-if we choose not to renew) with Phoenix.

TEAM REVENUE FY'91 vs. FY'92 Budget

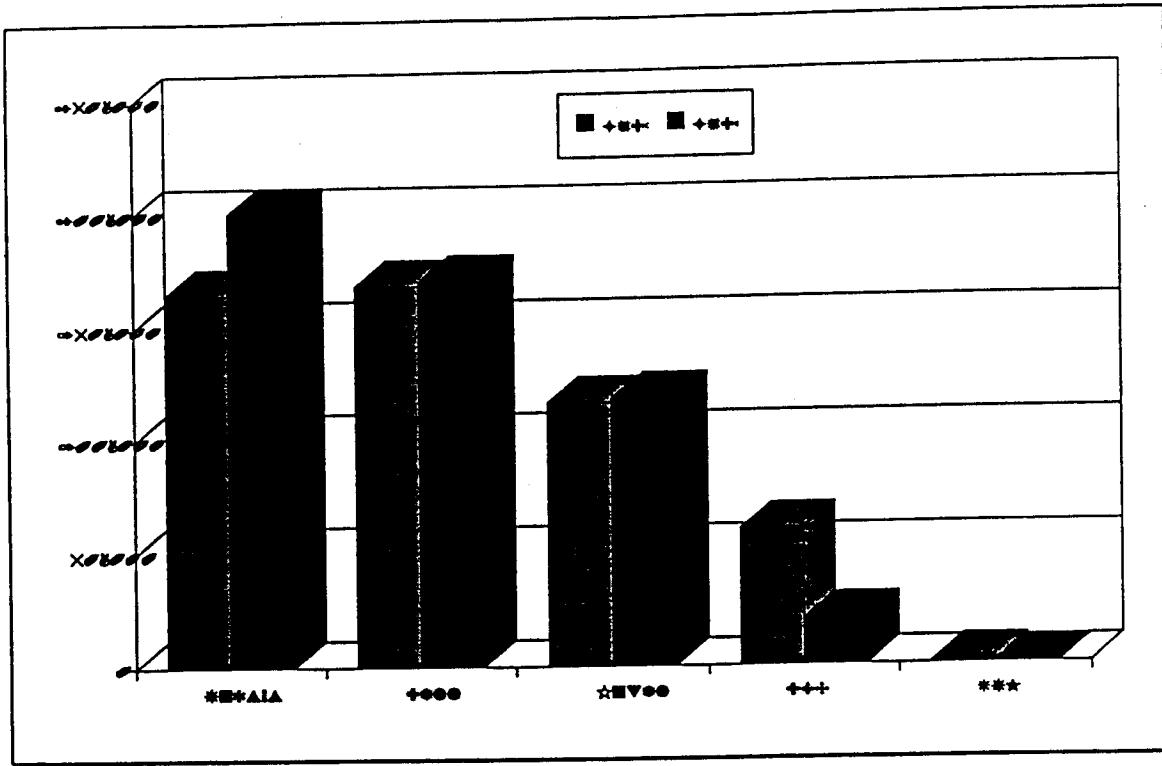


Account	FY91 Actual	FY92 Budget	Percent
Dell	5,010,324	4,550,000	91%
Digital	3,216,284	4,392,000	137%
Intel	2,092,393	1,867,000	89%
Logitech	1,302,151	1,510,500	116%
Phoenix	3,944,637	4,000,000	101%
SUN	1,163,410	0	0%
Unisys	12,916,118	10,760,000	83%
Total	29,645,317	27,079,500	91%

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FY'91 vs FY'92 INTEL CPU SHIPMENT FORECAST



Account	FY'91 Actual	FY'92 Budget	Percent
Intel	115,819	117,400	101%
Digital	59,500	*20,000	34%
Dell	168,157	170,000	101%
SUN	881	0	0%
Unisys	164,744	200,400	122%
Total	509,101	507,800	100%

*Note: Digital is shown falling from FY'91 total of 59K systems to a FY'92 budget of 20K systems. FY'91 shipments are all Tandy OEM'd systems. The FY'92 number does not include any Tandy systems; only Digital's 433 PC (OEM'd from Intel).

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Q1 OBJECTIVES BY ACCOUNT

Dell (Nancy Ritzenthaler)

Establish friendship relationship with 3 people	9/30
Sign OS/2 2.0 Amendment	8/30
Qualify opportunities for Windows and DOS in ROM	9/30
Understand Pen Windows business opportunity	8/30
Sign Worldwide Apps Agreement	9/15
Devise plan to ensure continued shipments of MS Mouse	8/30
Qualify Ballpoint promotion	9/30
Sign Finished Goods License	8/1
Get Dell to ship preinstalled Windows with marketing programs in place	9/30

Digital Equipment Corporation (Kelly Wood)

Sign ALL-IN-1 license	9/1
Qualify Federal Desktop 4 Opportunity	8/15
Orchestrate successful Gates/Digital Exec Meeting	9/31
Orchestrate successful Hallman/Digital Exec Meeting	9/15
Hold successful Exec review around A-1 with MS & Digital Execs	8/30
Drive NT Contact at highest levels as measure by an executive level meeting	9/30
Monitor development of A-1 rules of cooperation	8/15
Continue to strengthen ties between SMSD and Digital field sales organizations as demonstrated by a successful joint NDA presentations to six accounts	9/30
Minimize channel contention by working Steve Kanzler and Digital pres at NSM.	9/30
Attend industry trends or comprehensive personal development course	9/30

Digital Equipment Corporation (Greg Anderson)

Sign Spitfire agreement.	9/28
Ensure the success of the November DEC/MS ISV Conference by developing a sound agenda and lining-up the best MS speakers.	9/30
Drive the addition of key DEC printer support in Win 3.1 and for as many character application products as possible. (in-box support or supplemental disk availability)	9/30
Enhance communication between DEC and NBU to resolve outstanding LMF, RPC and OSF issues and erase DEC complaints.	9/1
Manage a successful DEC/MS "Tech Exchange" meeting via developing a good agenda and lining-up all the key players.	8/28
Organize a productive alexn visit to DEC to train them on Win3 hard disk configuration methods.	8/28
Define/clarify transition of PCSG responsibilities from Kelly in such a way that DEC starts calling me instead of Kelly for assistance. (this includes owning DOS, Windows and LM/U issues)	9/1
Develop a good working relationship with Steve Weiss, George Symula, Elizabeth Ricci, and Ron Ham so they know me/will return calls.	8/31
Attend Negotiation seminar and listen to/study available training tapes.	8/31
Read "Strategic Selling".	8/31

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Intel (Sheri Vail)	Monthly
Meet in Portland at least three times during Q1	9/91
Discover two new business opportunities	9/91
Make 2 new management contacts in Q1	7/91
Meet with Carl Stork to learn of new contact opportunities	7/91
Sign the refinement to Amendment #6	7/91
Sign amendment #7	8/91
Conduct a Technology Exchange with Intel in Redmond	9/91
Educate the NBU, NT, Windows and DOS groups about Intel shipments and subsequent revenues through Intel OEMs	9/91
Work on agreement to keep the license revenue from shrinking	9/91

Logitech (Sheri Vail)	8/91
Meet with the customer once during the quarter	7/91
Monitor delivery of Windows 3.1 beta code	9/91
Police new packaging implementations as submitted	9/91
Police distribution geography per their agreement	9/91

Phoenix (Sheri Vail)	Done
Get Phoenix on the ESP for foreign documentation	Jul/Sept
Meet with S. Kalman and H. Marson twice per quarter	7/25
Establish a working relationship with G. Adams	On-going
Co-own all publishing issues with DaveB during Q1	Done
Meet with G. Purdy about PenBIOS issues	8/91
Sign the DOS 5 source code amendment	Done
Meet with Phoenix's Director of Engineering to qualify OS/2 Source License Opportunity	Done
Monitor grey market and piracy activity	On-going

Unisys (Pete Peter)	
Stay current on Unisys' ability to make timely payments	9/30
Reduce existing pre-paids	8/30
Schedule Executive Review at OEM Briefing	9/30
Design ongoing working relationship with Unisys Sales Organizations	8/15
Execute Apps deal	7/30
Keep the Mouse business	9/30
Support LAN Manager shipments through management of Redirector efforts/licensing at Round Valley	9/30

PETER BRAMAN ACCOUNT TEAM

CBM (Debbie Flynn)	
Devise and implement plan to close CEL on shipping on shipping MS ROM DOS 5.0	9/30
Close CEL on licensing OS/2	9/30
Devise and implement a plan to close CEL on shipping Windows/Works per processor	9/30
Devise and implement plan to close CEL on distributing Flight Simulator	9/30
Close CEL on continuing to ship Amiga Basic	7/30
Work with CEL to provide every MS resource to ship DOS 5.0	9/30
Qualify opportunity for CEL to ship MS Mice	9/30
Qualify opportunity for CEL to participate in the Windows Partner Program	9/30
Qualify opportunity for Windows Works	9/30
Qualify opportunity for Windows Productivity Pack	9/30
Make a product presentation	9/30
Implement successful account transition	9/30

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Compaq (Mark Buick)	7/15
Complete Joint Marketing Plans (JIA)	7/30
Complete Joint Sales Guide (JIA)	8/30
Joint Presentation meetings to field (JIA)	8/30
Re- implement Dealer Training (JIA)	
Influence Compaq Pen Strategy towards MS	7/30
Implement Bi-weekly update program	9/30
Draft letter of Agreement for Audio Board	7/30
Meet with local sales office	7/30
Present Compaq to Peter and Jeff	9/30
Develop International understanding of CPQ	9/30
Understand how to work with the major subs	

Compaq (Peter Braman)	8/30
Account Manager to Group Manager transition	8/15
Compaq transition to Teresach complete	

NetFrame (Debbie Flynn)	9/30
Close NF on adding LM and SQL to current OS/2 License	9/30
Execute Master NDA Agreement under NF name	7/30
Make NT and Windows strategy presentation to NF Executive Staff	9/30
Implement successful account transition	

Tandem (Mark Buick)	7/15
Buy in from Tandem to Support Mail product	8/30
Signed PC Mail Agreement	8/30
Signed License for Tandem SQL Gateway	7/15
Signed Strategic Alliance for Excel Agreement	8/30
Meet with Corp MIS for update on strategic direction	8/30
Evaluate LM for UNIX potential	

UB (Mark Buick)	
Develop new distribution plan with UB for LAN Manger	7/15
Communicate issues to internal MS for feedback	7/25
Meeting with key MS / UB personnel	8/15
Alternative plan drafted	
protect MS revenue	
protect LAN Manager image	
Agreement and implementation of Plan	9/30

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	Budget	Forecast
FYQ1 ICON/LA/AIME Total	\$1,657,381	\$1,868,835
Canada	\$748,425	\$802,300
Australia	\$184,750	\$184,750
Mexico	\$240,250	\$240,250
LatinAm	\$212,081	\$393,125
AIME	\$136,875	\$113,410
S.E. Asia	\$135,000	\$135,000

New Business To Be Signed

Account	Product(s)	Comments
U.S. Group		
Tandy	Windows	Per processor. 10/91 close
Tusk	Pen Windows	Q1 Close
Texas Instruments	Win 3	Per system. 200K commit
DEC	All in One, "Spitfire", Win 3 Preinstall	
DEC	OS/2 2.0	Amendment
Dell	DOS 5, FIDA	FIDA: Factory installed apps
Unisys	OS/2 2.0	Amendment
ICON/LA/AIME		
SID	DOS 5	Brazil account
Itautec	DOS 5	Ex-Sisne DOS OEM
Ashton International	DOS 5/Shell	Customer Sign in Q1
Ogivar	DOS 5 amend, OS/2	
Honeywell Canada	LAN Man 2.0	Adds m/c of \$140,000 in 3 years
Sidus	DOS, Windows, OS/2	
3D	DOS, Windows, OS/2	New agreement 1 M/year

Q1 Overall Management Objectives

1. Revenue: Beat overall budget by 10%
2. Complete organization transition in August
3. Lose no design wins to competition: Emphasis: IBM (OS/2), Go, Novell/DRI and low end Apps
 - Close at least one OEM deal per sales group for Win Works, Voodoo, and/or Barney.
 - Hit list:: PB, Compuadd, Everex
 - Meet with OEMs to present new DOS, Win and OS/2 pricing and sign OS/2 2/0 amendments in Q1 and Q2.
 - Qualify Pen accounts and ensure Go is not winning believers at the accounts.

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4. Get all OEMs to ship DOS 5 by quarter end. Retain all existing Win 3 licenses and begin active pre-install discussions with OEMs.
5. Complete new OEM systems and apps pricing. Publish new price guideline in Q1.
6. Implement new AM training and hold first 4 day session in September, 1991.
7. Make Fall OEM Briefing a success by conveying a sound systems strategy message.

Sales Group Management Objectives

ALR (Melvin Henderson-Rubio)

Close ALR to a per processor MS-DOS license	9/1
Qualify ALR for Windows.	

CompuAdd (Susan Diamond)

Maintain and develop interest in Multimedia Works Bundle	9/30
Develop interest in Multimedia Bookshelf Bundle	9/30
Qualify Pen Windows opportunity	8/31
Meet (at least) one new management contact.	
Visit CompuAdd (at least) once a month.	
Executive Review	8/9

Dell (Nancy Ritzenthaler)

Establish friendship relationship with 3 people	9/30
Sign OS/2 2.0 Amendment	8/30
Qualify opportunities for Windows and DOS in ROM	9/30
Understand Pen Windows business opportunity	8/30
Sign Worldwide Apps Agreement	9/15
Devise plan to ensure continued shipments of MS Mouse	8/30
Qualify Ballpoint promotion	9/30
Sign Finished Goods License	8/1
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Digital Equipment Corporation (Kelly Wood)

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Orchestrate successful Hallman/Digital Exec Meeting	9/15
Hold successful Exec review around A-1 with MS & Digital Execs	8/30
Drive NT Contact at highest levels as measure by an executive level meeting	9/30
Monitor development of A-1 rules of cooperation	8/15
Continue to strengthen ties between SMSD and Digital field sales organizations as demonstrated by a successful joint NDA presentations to six accounts	9/30
Minimize channel contention by working Steve Kanzler and Digital pres at NSM.	9/30
Attend industry trends or comprehensive personal development course	9/30

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Digital Equipment Corporation (Greg Anderson)	
Sign Spitfire agreement.	9/28
Ensure the success of the November DEC/MS ISV Conference by developing a sound agenda and lining-up the best MS speakers.	9/30
Drive the addition of key DEC printer support in Win 3.1 and for as many character application products as possible. (in-box support or supplemental disk availability)	9/30
Enhance communication between DEC and NBU to resolve outstanding LMF, RPC and OSF issues and erase DEC complaints.	9/1
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Develop a good working relationship with Steve Weiss, George Symula, Elizabeth Ricci, and Ron Ham so they know me/will return calls.	8/31
Attend Negotiation seminar and listen to/study available training tapes.	8/31
Read "Strategic Selling".	8/31
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Everex Systems (Ken Reeves)	
Qualify Lan Manager Unix	9/30
Qualify Pen Window Opportunity	8/30
Qualify Multimedia extensions	9/30
Complete plans for executive review for October review meeting	
Visit customer at least every 6 weeks	
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Gateway 2000 (Dave Wright)	
Extend current license for two additional years	9/30
Hold several strategy, product info & training sessions	9/30
Qualify Gateway on NT	9/30
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Intel (Sheri Vail)	
Meet in Portland at least three times during Q1	Monthly
Discover two new business opportunities	9/91
Make 2 new management contacts in Q1	9/91
Meet with Carl Stork to learn of new contact opportunities	7/91
Sign the refinement to Amendment #6	7/91
Sign amendment #7	7/91
Conduct a Technology Exchange with Intel in Redmond	8/91
Educate the NBU, NT, Windows and DOS groups about Intel shipments and subsequent revenues through Intel OEMs	9/91
Work on agreement to keep the license revenue from shrinking	9/91
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Logitech (Sheri Vail)	
Meet with the customer once during the quarter	8/91
Monitor delivery of Windows 3.1 beta code	7/91
Police new packaging implementations as submitted	9/91
Police distribution geography per their agreement	9/91

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Packard Bell (Melvin Henderson-Rubio)	
Close Packard Bell to a per system Windows license on at least their 386 and above systems.	8/31
Qualify Packard Bell for Multi-Media and/or EBU or other regular mainstream apps.	9/30
Qualify the on-going LanManager opportunity.	9/30
Increase working communication with Packard Bell by meeting at least once a month	9/30
Conduct an Exec Review with PB	9/30
Parallan (Ken Reeves)	
Complete OS/2 2.0 amendment	9/30
Qualify SQL server license	9/30
Phoenix (Sheri Vail)	
Get Phoenix on the ESP for foreign documentation	Done
Meet with S. Kalman and H. Marson twice per quarter	Jul/Sept
Establish a working relationship with G. Adams	7/25
Co-own all publishing issues with DaveB during Q1	On-going
Meet with G. Purdy about PenBIOS issues	Done
Sign the DOS 5 source code amendment	8/30
Meet with Phoenix's Director of Engineering to qualify OS/2 Source License Opportunity	Done
Monitor grey market and piracy activity	On-going
Tandy (Ray DiCasparro)	
Jointly execute a cooperative project agreement.	7/30
Have MS and Tandy agree on royalties	9/30
Have Tandy disclose a transition plan from DeskMate to Windows	8/30
Obtain Tandy's agreement for bundling Windows 3.X with hard disk systems	8/30
Continue to develop a closer relationship with Elias and Patterson	9/30
Develop a plan for obtaining Windows/Tandy information at the Windows Discovery Days	7/30
Develop a document as a framework for the Computer City channel study	7/30
Qualify Computer City opportunities for packaged product	7/30
Conduct technical review of DOS 6. and Windows 3.1	7/30
Texas Instruments (Dave Wright)	
Qualify Pen Windows with PPD	9/30
Establish rapport with CSD, CPD, and CSC	9/30
Develop strategy for penetrating additional TI divisions	9/30
Qualify TI on NT	9/30
Tusk (Susan Diamond)	
Close Pen Windows license	9/30

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Unisys (Pete Peter)

Stay current on Unisys' ability to make timely payments	9/30
Reduce existing pre-paids	8/30
Schedule Executive Review at OEM Briefing	9/30
Design ongoing working relationship with Unisys Sales Organizations	8/15
Execute Apps deal	7/30
Keep the Mouse business	
Support LAN Manager shipments through management of Redirector efforts/ licensing at Round Valley	9/30

Wang (Susan Diamond)

Signed Pen Windows Amendment	8/31
Maintain interest in developing a new master license	9/30
Maintain MS interest in Wang's Document Management being ported to LM	9/30
Qualify Multimedia Windows business	9/30
Meet (at least) one new management contact	9/30
Visit Wang (at least) once a month	Monthly
Mini Executive Review	9/30

OEM Marketing/Business Development Group Management Objectives

Successful planning of the Fall OEM Briefing	9/15
Plan for a Winter and Spring briefing for Europe and Far East	9/30
Assimilate into the business development/area sales management job.	8/30
Ensure ChrisSm's organization is sold on OEM's charter and business plans. Focus areas for Q1 and Q2 are Latin America and ICON.	7/30
Complete OEM Marketing Plan and business development plan.	9/30
Help Barry to complete training plan for FY 92. Begin implementing new WW AM training in mid 9/81.	8/30
Improve and expand marketing information dissemination.	
Fast Facts	9/30
Fax Server Implementation plan	9/30
OEM customer newsletter	On-going
Determine what OEM systems marketing will do in support of us	9/30
Simplify OEM pricing and implement quotation training for new and less experienced AM's.	8/15
Catalog OEM analysis reports and identify quarterly analysis report needs at the area directors' level by end of Q1.	9/30
OEM marketing feedback mechanism into systems product marketing. Devise creative ways for this to happen.	10/31
