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1 December 1992

Microsoft

ZEOS International Ltd.  
 Attn: Martyn Ratcliffe  
 1301 Industrial Blvd.  
 Minneapolis, MN 55413

RE: Letter of Intent regarding ZEOS Agreement #4934-0131

Dear Martyn:

Pursuant to terms reached today in our meeting, ZEOS and Microsoft hereby agree to amend the above agreement accordingly. Zeos acknowledges that all terms are contingent upon prompt payment (i.e., before 12/10/92) of the outstanding amounts due on this agreement (invoice #101747, \$732,500), and approximately \$42,500 due under the MS Mouse agreement (agreement #4934-0131).

1. Microsoft agrees to reduce Zeos' quarterly minimum commitment payments by \$148,000 a quarter for the current and next quarters (10/92-12/92 and 1/93-3/93) in order to allow ZEOS to recoup their PPB of approximately \$297,000. Zeos' quarterly minimum commitment payment for these two quarters will be \$584,500.
2. Zeos' quarterly minimum commitment payment will be raised back up to no less than the existing levels (\$732,500/qtr) for the remainder of the agreement. This final number shall be predicated upon the MS-DOS 6.0 royalty multiplied by the unit volume committed to by Zeos.
3. Zeos agrees to license MS-DOS 6.0 at a new royalty rate of <sup>24 MRR</sup> \$25.00 for these systems specified in Exhibits M. RH
4. Schedule B of the agreement will be amended such that Zeos' royalty reports and quarterly payments will be due no later than 30 days after the end of the reporting period (calendar quarter).

Please sign below to indicate you have read and agree with the above.

Agreed:  
 By: *Ronald Hosogi*  
RONALD HOSOGI  
(print)  
 Title: DIRECTOR OEM  
 Date: DEC 1, 1992

Agreed: *MRR Ratcliffe*  
 By: *MRR Ratcliffe*  
(MARTYN RATCLIFFE)  
(print)  
 Title: PRESIDENT  
 Date: 1 Dec. 92

cc: Rick Post  
 Susan Wrench  
 Ron Hosogi  
 Larry Edralin

cc: legal files

MS 004008  
 CONFIDENTIAL