

ZEOS[®]
INTERNATIONAL LTD.

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March 4, 1992

Mr. Gregg Truex, Account Manager
OEM Sales
MICROSOFT CORPORATION

Dear Mr. Truex

While we understand your desire to force ZEOS to pay Microsoft a software license fee for every computer system we sell, this would substantially disadvantage us in the marketplace. It would handicap our ability to compete and would, if agreed to by us, needlessly result in higher prices for our product for those who ultimately decide to purchase from us.

It is imperative that we be able to offer customers, upon request, computer systems which do not include Microsoft operating systems. We clearly do not feel we, or our customers, should be forced to pay Microsoft a royalty on your software when it is not supplied or desired.

We therefore request the amendment of wording on item number 8 as follows:

Proposed wording from ZEOS 3/4/92 for section 8 of Amendment No. 3 to the License Agreement Between ZEOS INTERNATIONAL, LTD, and MICROSOFT CORPORATION, dated April, 1990, Contract No. 4934-0130

ZEOS International, may exclude royalty payments for shipments to customers who specifically request, and obtain from ZEOS, the exclusion of Microsoft software on computers sold to them by ZEOS International.

Please incorporate this or substantially the same language accomplishing this objective into the above referenced amendment.

Sincerely,


Greg Herrick
Chairman & CEO

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