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Microsoft

January 13, 1993

Mr. Eckhard Pfeiffer
President and Chief Executive Officer
Compaq Computer Corporation
20555 SH 249
Houston, Texas 77070-2698

Dear Eckhard;

Bill and I appreciate the opportunity to meet with you and the Compaq senior management team this Friday. In advance of this meeting, I want to express our apologies if you got the wrong impression regarding our sincere desire to partner with Compaq due to the tone of our meeting in Houston last week.

During our meeting on Friday we hope to accomplish the following:

1. Discuss our desire to improve our relationship in ways that benefit both companies' needs and positions both of us strongly for long-term success. This discussion should include how to provide the industry's best solutions to our mutual customers in the areas of Plug and Play, Chicago and client networking.

2. Put the history of our relationship in perspective. This should include a discussion of how we have helped each other in the past when it came to product development, exchanging information and promoting our relationship with key customers. We would like to fundamentally analyze where and why the relationship has broken down and how we can avoid this in the future. We want to work closer than ever before so that together, we can look even better and promote each others products in front of our mutual customers. We hope that these improvement in the relationship will be supported at the highest levels of management in both our companies and that the spirit of cooperation will be a top-down commitment.

3. Further discuss a "Strategic Partnership" Agreement.

4. Discuss the "Winpad" project and outline the significance of our proposed exclusivity and sustained market advantages to Compaq.

Eckhard, I appreciate you scheduling time for us on Friday and personally believe we can reach agreement on the key issues to allow us to further develop our mutually rewarding relationship.

Sincerely,

Joachim Kempin
Vice President
OEM Sales

cc: Bill Gates
Doug Johns
Gary Stimac

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