

AH Folio
LP

VOBIS Microcomputer AG
Mr. Theo Lieven
Mr. Marc Pasture
Rotter Bruch 32-34
Postfach 1778
5100 Aachen
Germany

September 7, 1992

**RE: Microsoft Finished Goods Distribution Contract and Joint Marketing
between Vobis Microcomputer AG and Microsoft GmbH.**

Dear Mr. Lieven and Mr. Pasture:

Please find attached the following documents:

- Microsoft GmbH OEM Finished Goods Distribution Contract
- Action plan for the joint Christmas Promotion between Microsoft and Vobis (titled "Aktionsplan - Vorschlag zu einer Weihnachtspromotion in Vobis Ladengeschäften")
- Proposal for participation in an additional joint promotion for Word for Windows that would coincide with the Christmas Promotion (titled "Proposal zur Einbindung von Vobis in WinWord 'Let's Talk About Text'")

Microsoft is very excited about our new "Strategic Alliance" and to working closely together with Vobis in being able to offer Vobis customers Microsoft finished goods products directly at competitive prices. I am pleased to be able to offer to Vobis a Finished Goods Distribution Contract at the lowest possible distributor rebate rate of 52% for full products, 30% for update products, and a 22% Education Product Rebate.

The contract runs from October 1st, 1992 - December 31st, 1993. The prices given are based on a commitment from Vobis to selling a minimum of DM 20,000,000.00 of Microsoft products for the above mentioned contract period. This contract is good for distribution in Germany only. However, I am currently working closely together with the other Country Managers from Microsoft to get approval for selling into Austria, Switzerland, Belgium, Holland and Italy.

(Continued)

Plaintiff's Exhibit

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To help support your efforts in selling and promoting the products along with the already licensed Microsoft products which you pre-install on your "Highscreen" computers, Microsoft also created the two attached joint marketing campaigns which Microsoft will be doing exclusively in the German market with Vobis only. Microsoft will be funding these campaigns as outlined in the descriptions of each promotion, along with what cost contributions or assistance is needed from Vobis.

Delivery of finished goods products would be made directly from Microsoft to your central warehouse in Würselen, whereby Vobis would then be responsible for the distribution of the products to each of your stores. During the period of the Christmas Promotion (November-January) all Finished Goods will be delivered to Vobis on a commission basis to be paid for monthly. After the promotion period, products must be paid for directly to Microsoft as described in your contract for finished goods.

Microsoft hopes that with these low competitive prices and the joint promotions that we can boost the sales of "Highscreen" computers and Microsoft products and additional revenue profits for both companies. If the terms and conditions of the attached contract and promotions meet your agreement, please sign the attached agreement and return to my attention. We would then like to begin planning immediately on working together on the Christmas Promotion since the end-of-year season is approaching fast and much needs to be coordinated.

We look forward to working together with you and to a mutually profitable business relationship on this and other joint ventures between our two companies.

Best Regards,

Stefanie C. Reichel
OEM Account Manager
Microsoft Corporation

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