

CONFIDENTIAL

GATES SIDE LETTER

To: Eckhard Pfeiffer

From: Bill Gates

Subject: Microsoft Support of Compaq's Differentiation of Customer Systems

I am very pleased that Compaq has selected Microsoft as your exclusive operating system supplier and your market and product development partner for your Customer Systems product.

I want to give you my personal assurance that Microsoft is committed to taking every reasonable step to assure our marketing and development relationship is successful. In particular, Microsoft will proactively support Compaq's efforts to establish sustainable differentiation by responding positively wherever possible to Compaq's requests for new APIs and other development support.

Thank you for your personal time and attention spent molding this important relationship. I am confident it will bear rich rewards for both of our companies in an exciting new market.

EXHIBIT
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Hardwick

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HIGHLY CONFIDENTIAL
Pursuant to Protective Order in
New York, et al. v. Microsoft
CA No. 98-1233