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EXHIBIT**
2164
Comes v. Microsoft

DOJ - Legal

From: Dennis Tevlin
To: Bill Gates; Hank Vigil; Jon Anderson; Mike Maples; Pete Higgins; Robbie Bach; Steve Ballmer
Subject: BOOP.PPT
Date: Wednesday, October 26, 1994 4:11PM

<<File Attachment: BOOP.PPT>>

In preparation for our meeting tomorrow afternoon, I have attached a rough draft of the Office95 marketing plan. The plan is still very preliminary but should give you an idea of where we are currently in our planning. The first draft for public viewing is scheduled for November 12.

In tomorrow's meeting we will review current business and then focus on a subset of key issues that roll up from the marketing plan (i.e. we will not review the plan itself). Jon, feel free to distribute the plan to the other meeting attendees. Thanks - DT

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Office for Windows 95

Launch Marketing Plan

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Marketing Strategies

1) Build awareness for Office as the leader, the desktop standard for applications (build the brand)

- Positioning
 - Advertising and Direct
 - PR
- 2) Leverage Windows'95
- Joint marketing by audience with Win95 team
 - Channel
 - Define criteria for best Win 95 app

3) Execute a great launch

- Events
- Field support and training
- Beta

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Marketing Strategies

- 4) Target key sources of business
 - Upgraders, Switchers, LORGs
 - Improve share in low share segments by customer (SORGs), account (ASAP, MicroAge, Merisel) and country (UK)
- 5) Capitalize on "BackOffice" synergy
 - Make Office a more strategic buy in LORGs
 - Target switch to client server in S/MORGs
- 5) Entrench Office as a platform
 - Office Compatible
- 6) Win category BOB battles

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Business Objectives

- Increase/sustain category share gains
 - » Office => 85%, Standalone => 65%
- Accelerate office suite category penetration to 65% of total desktop apps
- Grow revenue by X%
- Retain 10% price premium

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Office 95 Product Vision

- Best office suite for Window 95
 - » Consistency and integration
 - » Performance
- Great solution for the teams and organizations
 - » Custom OLE properties, Doc objects
 - » Find File 2.0 with Full Text Indexing
 - » Exchange Public folders
 - » Sched+, multiuser workbooks, highlighter
- Build on IntelliSense
 - » IntelliSearch, Tips everywhere
 - » Background spell check, visual feedback, AutoPivot₅

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Planning Assumptions

- **Timing**
 - » Word, XL, PPT, Sched+, OfficeStd
 - RTM 4/17/95, Channel availability 6/1/95
 - » Access, OfficePro, Office Assistant
 - RTM 6/30/95, Channel availability 8/10/95
 - » Win95
 - RTM 30-60 days before our Apps
- **No new 16 bit Win Apps, no Mac Apps**
- **Office 4.x will continue to be available**
- **Pricing will not change**

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Strategy # 1: Office Leadership

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Positioning - Where we are today

Office 4.x positioning

- Leading technology that works for you
- Full featured Apps the work together like one
 - » Beyond Ease of Use (IntelliSense)
 - » Beyond Cut and Paste (OfficeLinks, OLE)
 - » Beyond Personal Productivity (VBA, workgroup)

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Where we are vulnerable

- Positioning Paradox: Market share leadership has not translated into a clearly differentiated position
 - » Competitors copying our claims and evidence
 - » Lack of single, differentiated message
 - » Not universally accepted as standard

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Positioning - Key Findings

- “Leadership” and “Works together like One” still resonate with consumers
 - » but are viewed as support points, not main positioning premises
- Users are more results-oriented
 - » software must help them get their job done better, faster
 - » Lotus’ “Working Together” message is suspect - too much process, no results
- Users want more flexibility from software
 - » adaptable for different users, versatile for different tasks, room to grow

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Positioning - Key Findings

- Retaining control is essential
 - » IntelliSense works great as evidence/support, but can be viewed negatively if it makes people fear losing control
 - » Solutions is an intriguing promise, but can trigger the losing control fear. Users solve problems, not computers.
 - » Ease of access is viewed as essential and forward looking to CPs but too much access can be dangerous.

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Benefits Framework

Key Benefits	What users say about benefit
<p>Leadership and Support (Microsoft the company)</p>	<ul style="list-style-type: none"> • Solid, reliable technology • Reputable major manufacturer • Unsurpassed customer support • Extensive, easily accessed and user-friendly help
<p>Full featured apps that work together as one (Office Family)</p>	<ul style="list-style-type: none"> • Ease of learning, using • Integrate data, transfer Info • Lowers training/support costs, burden
<p>Gets the job done - results oriented</p>	<ul style="list-style-type: none"> • Attributed to Windows • Expected, already available • Acknowledges reality in workplace, downsizing phenomena • Sets up other claims, makes them more believable • Basic capability but highly valued • Focus on the end result, not process • (Undercut Lotus' process emphasis)
<p>Flexible, Adaptable, Versatile</p>	<ul style="list-style-type: none"> • Secretary to CEO • Banker to construction worker • Small company to large • Wordprocessing to design management

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Major Positioning Issues

- **Ensure synergistic MS-wide messaging**
 - » Linkage w/ Weiden & Kennedy MS brand, Office broad reach work, and A&L PC Press/Trade work
 - » Linkage w/ OCU, Office/Back Office messaging
 - » Balance in line vs. individual applications
- **Need greater differentiation**
 - » what is the single claim, silver bullet?
- **Insure product retains central role, but:**
 - » Go beyond features, tasks and technologies
 - » Incorporate emotive and aspirational qualities

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Advertising and Direct: Objectives

- **Build Awareness**
 - » *of what?* range from MS as source of business software, to Office 95, to individual apps
 - » *to whom?* range from F/IEUs, to Office base, to SORGs, to CPs
- **Influence Perceptions**
 - » MS knows me and my business needs
 - » MS Office is *the* source for applications to support these needs
 - » Having and maintaining the most current versions of these applications is in my best interest
- **Motivate Action**
 - » trial
 - » purchase
 - » recommendation

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Strategies

- Communicate Office leadership
- Support the MS Brand in everything we do
- Messaging
 - » evolve from pure focus on product features to tangible target audience benefits
 - » *integrate* across Office products and with Windows 95 to communicate a greater whole
- Targeting
 - » *deliver* our messages to the priority target audiences where they can most effectively and efficiently be found
 - » *integrate* our efforts across media (broad media, technical and vertical press, direct mail, interactive and on-line, point of purchase, and packaging)

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Tactics

- **Launch target audience**
 - those already aware of/using an Office product, goal = awareness of Office 95; tactics = pre-launch/launch DM, PC and business press ads.
- **For larger universe of F/IEUs and now SORGs**
 - build on benefits focused communications started with Office 4 and continue beyond launch; goal = awareness of larger Office family; tactics = PC press, business and consumer press and Office family DM (catalogue).
- **To even broader audience**
 - create differentiation beyond the actual products - goal = awareness of Ms as business partner; tactics = the MS branding and broad reach efforts.

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Timeline

- Development (November - March)
- Pre launch (May)
 - » teasing ads in PC Press
 - » pre-booking DM (early adopters)
 - » evolution of Avalanche
- Demand Generation (June weeklies, July monthlies, Upgrade DM)
- Momentum (July - September)
- Sustaining (on-going)

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Public Relations

- *Key Objectives*
 - » Maintain Office 94 Awareness & Momentum until Office 95 Launch
 - » Manage leak strategy
 - » Be Considered the Best Apps for Windows 95
 - » Thwart Competitive Noise and PR Activities
 - » Build Launch Excitement for New Office 95 products
 - » Minimize Potentially Negative Product Issues

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Maintain Office 94 Momentum

- **Keep Office 94 in the Press during Novell Launch**
 - Momentum Release week prior to Comdex
 - Comdex Main Booth Messaging: Momentum, Office as Platform, Office/Back Office
 - Team Dennis Conner
 - HTML
 - Testimonials, Wins (EDS, GE, AT&T)
- **Office is a Strategic Platform for Business**
 - Back/Front Office Briefings at Comdex, and follow up tour
 - Coverage of Real World Case Studies of Firms using products
- **Distribute Office Messaging into new media**
 - Vertical Markets (legal, accting, SORG)

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Leak Strategy

- Hold back more info than with Office 4.x
 - » fewer features to market
 - » less competitive pressure
- Leak product features that are:
 - » catch up to competitors
 - » too hard for competitors to duplicate
 - » obvious Win95 features
- Focus on topics that need market seeding
 - » User assistance model
 - » 32 bit only; Mac in 96; no VBA in Word
 - » Sched+ in Office

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Best Desktop Apps for Win 95

- **Leadership: Early Public Commitment to Win 95**

- Preview of Office 95 at Comdex in Win 95 Booth
 - Win 95 Support Features Only
- Shared Vision Tour with Win 95 in Jan 95
- Reviewer's Workshop in Jan/Feb 95
- Third Party Study of Quant. Benefits
- Win 95 & Office 95 Combined Launch Event

- **Define Best Win 95 App Early**

- Set Review Criteria Early with Win 95 guys
- Win 95 message at Reviewer's Workshop/Shared Vision Tour

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Best Desktop Apps for Win 95

● Get Good First Look Press

- Ensure Positive First Looks
 - Target Win 95 reviewers to get Office sidebars
- Positive Coverage at Launch
 - Long Lead Press Tour 3/95
 - Early Beta Program for Press 3/95
 - Short Lead Press Tour 5/95

● Win Comparative Reviews

- Comparison Reviews *after* we ship Office 95
- Focus Review criteria on our advantages

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Thwart Competition

- Be the first Suite to *show* support for Win 95
- Be prepared to leak "safe features" (catch-up or re-launch old ones) to counter an early announcement or their leaks.
- Leverage Microsoft-Win 95 Coordination

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Minimize Negative Issues

- Get the tough messages out before we launch
 - » Announce 16/32 bit (January)
 - » VBA & Word Issue (February)
 - » "No-Mac" until 96 announcement (February)
 - » Access 3.0 delta (March)

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Build Excitement for Launch

- Hold Most Features for actual Launch Event
- Leverage Win 95 Excitement
- Close link to Win 95 bandwagon- Best Win 95 Apps
- Extend the event beyond one day
 - District Launches (Accounts & Resellers)
 - Worldwide Training Tour to get people to Upgrade
- Event Coverage in PC and Biz press
 - Goal: always mention of Office 95 Apps w/ Win 95

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PR Timeline

● Nov 1994: COMDEX

- Mon. Briefing of what will be shown at show
- Office 95 apps running in the Win 95 ISV Booth.
- Back/Front Office Tour Briefing during show

● January/February 1995

- Mid-January: Shared Vision Tour
- End of Jan/Early Feb: Win'95 Rev. Workshop

● March 1995

- Long Lead NDA press and analysts briefings
 - Full Office '95 demo, leave behind Marketing Beta
- Stand Alone App Long Lead Press Tour

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PR Timeline (cont.)

- April/May 1995
 - Win 95/ Office 95 RTM
 - Short Leads (one week prior to launch)
 - WinWorld (Atlanta)-show apps
- June 1995
 - First Look Reviews in Monthlies
 - International Launch Deadline
 - Access 3.0/ Office Pro Announce at PC Expo
- July 1995-October 1995
 - Comprehensive Comparative Reviews
 - Momentum Messaging & Press Release
- Oct 1995-1996
 - Testimonials

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Strategy # 2: Leverage Windows 95

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Leverage Windows '95

- Objectives
 - » Achieve X% Office '95/Win '95 penetration
 - » Rapid adoption of Office '95
- Strategies
 - » Leverage Win '95 marketing might to convince customers to also adopt Office '95 (at best, simultaneously)
 - » Establish Office as best Win '95 application
 - » Ensure Win '95 adoption is not an issue for Office upgrades

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Key Tactics

- Integrated broad reach advertising
 - » Media and creative, not joint ads
- Joint PR (eg. joint reviewer's wrkshop)
- Joint launch event (Mar/Apr)
- Office '95 technology demo at all Win '95 events
- Channel & Field training
- Direct Marketing

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Key Tactics with LORGS

- Structured trial program with Win '95's Goliath (3 accounts) , Marquee (25 accounts) in January
- Named accounts trial "in-a-box" program using MS field sales for top 200 accounts in March
- Office Preview Program: widespread Office eval offer to WPP/Win '95 World Tour attendees (Mar)
- ROI Evidence and Transition support
 - » Compelling reasons to adopt Office '95, esp. simultaneously, through "Gartner-like" study and transition tools (eg. joint Resource Kit)

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Key Tactics with End Users

- Follow Win '95's channel breadth push, especially with individual app upgrades
- Linked purchase at retail with physical "Environment Upgrade" sku
- Packaging with similar "look and feel"
- Complementary TV and national print
- \$ off promotional offer

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Environment Upgrade SKU

- Joint install/setup between Office & Win '95
- Benefits of "including batteries"
 - » Extra convenience for end user
 - » Reduce end user confusion
- Issues
 - » Pricing
 - » Potential legal issues
 - » Shelf space allocation

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Channel Objectives

- Increase Office channel breadth & depth
- Jointly sell Office & Win 95
- Support & reinforce the Office brand in-store
- Create compelling promotions to ensure high upgrade rates
- Use Ali Baba to increase trial, mix of CD Office Pro

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Channel Tactics

- **Increase channel breadth & depth**
 - » Create evaluation of each of primary channels to determine areas of weakness & create programs as appropriate
 - » Potential tactics: educate outbounds to sell Office/backoffice solution; sell individual upgrade apps via Mass merchants; Sell "upgrade your world" type of solution via SuperStores; etc..

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Channel Tactics, Cont.

- Join the sales of Office & Win 95
 - » Create Office packaging that mimicks Win 95 packaging
 - » Provide Office training with Win 95 - communicate x-sell, make Office 95 the "Win 95 Poster Child"
 - » Create kiosks/end aisles that place Office products next to win 95 products. Create in-store POP with same look & feel as win 95
 - » Create contest for best merchandising of win 95 and our win apps together, or do "secret shopper" to incent resellers for this behavior
 - » Cross sell ms-apps and systems in POP?

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Channel Tactics, Cont.

- Support & reinforce the Office brand in-store
 - » Create POP that is consistent with both Office and Win 95 (we need to make the look/feel the same as win 95)
 - » Create POP that supports the Office brand message
 - » Provide tools to enable "risk free" trial (autodemos, cds, etc)

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Channel Tactics, Cont.

- Create compelling promotions - options below:

- » Offer Windows 95 for free with Office purchase (fpp or up)
- » Offer "Complete Upgrade" solutions
 - » OEM h/w , system & s/w solution
 - » system & apps solution
 - » Re-introduce "upgrade your world"
- » Offer resellers high levels of marketing funds & strong materials to incent them to promote our offers
- » Price apps at intro levels for first 3 months
- » Create bundle with individual apps to push upgrades (either Frosting or an upgrade training video)
- » Create promo with Alibaba => unlock product X,Y, or Z by x/x/95, get ___ product for free.

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Strategy # 3: Excecute a great launch

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Events

- Joint broad reach "event" with Win '95 as kickoff
- "Rolling" launch events to build momentum
 - » WinWorld Atlanta (Apr)
 - » Top 15 User groups launch tour (May)
 - » Joint District Launch Tour with Win95
 - » Launch-in-a-box for corporate accts and resellers
 - » Access/Office Pro launch at PCExpo (June/July)

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Field Support & Training

Objectives

- Educate 100% of “relevant” reseller, corporate, SP, MCS sales force
- Arm the field and channel w/ informational sales tools to assist them in converting the sale
- Communicate a consistent and compelling DAD strategy to customers
- Leverage MS-wide field training events to communicate w/ sales force.

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Field Support & Training Tactics

- Publish Office 95 strategy presentation and product positioning.
 - » Begin using in EBC in December (as approp)
- Create 3-4 flavors of Office 95 demo
 - » Broad audience (basic, show little)
 - » Friendly audience (NDA, trusted partners, show some ease of use functionality)
 - » Full out Office/individual app demos (w/ hidden features)
- Hand Pick 3-5 SPs to develop custom solutions

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Field Support & Training Tactics

Cont.

- SE/MCS Training (detailed information) via
 - » Fly-in (mid Jan)
 - » Strategy video (internal training)
 - » SE Forum/Tech Ed (Dec/Mar)
- SE trains district on strategy (late Jan).
- Office PMs do hands on in early March via district tours
- Intl PMs trained by mattmi team in dec and late jan meeting.

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Timeline



Nov Dec Jan Feb Mar April



Demos SE Fly-in District Tours

Comdex SE Forum SE Forum

EBC Win 95 Tours

PM Trainings

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Beta Program

- Strategy: Use Technical beta to develop testimonials w/ a few key accounts
 - » 3 early on, goliath large accounts
 - » 25 SPs, Accts that offer strategic examples for Office and individual apps (marquee)
- Use marketing beta for evaluation/review by press, analysts and key accts (hundreds).
- Timeline:
 - » Tech beta 1: Jan 17
 - » Marketing beta March 17

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Strategy # 4: Target Key Sources of Business

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Upgrader Segments

- **24% = Regulars**
 - » almost always upgrade; decide within the first 3 months
 - » most influential (80% F/IEU)
- **14% = Seekers**
 - » upgrade likely, need more info; decide 1-6 months from launch
 - » slightly less influential (71% F/IEU)
- **34% = Doubters**
 - » upgrade unlikely, highly satisfied, unconvinced of new benefits; decide 3mp-1 yr. from launch
 - » still influential (62% F/IEU)
- **29% = Sleepers:**
 - » very unlikely to upgrade; least influential

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Upgrade - Strategies

- *Cement and leverage Regulars*
 - » promote and pre-book early (targeted mail)
 - » use to evangelize (champions programs)
 - » test subscription/leasing programs to cement (tie to MOS?)
- *Convert Seekers to regulars*
 - » upgrade through multi-wave DM and targetted press (using early adoption stories to build confidence)
 - » build relevance with connection to Windows 95
 - » provide post purchase tools (ala Avalanche) to drive deeper usage
 - » tie additional benefits to staying current

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Upgrade - Strategies

- *Convince Doubters with Trial*
 - » include in announcement DM efforts
 - » drive interest with calls to action in ads and later wave DM
 - » deliver effective trial vehicle
- *Awaken select Sleepers:*
 - » announce to small group in core SORG/vertical segments
 - » write-off the rest

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Switchers

- Continuation of Operation "Avalanche"
- Main Objective:
 - » Gain share by capturing MS-DOS and Small Business switchers
- Key Tactics
 - » 1-800 hotline with testimonials, referrals and tools
 - » Beefed up switcher support line
 - » 90 day money back guarantee
 - » National advertising to promote "safe choice"/"move is on" themes

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SORG/Vertical

- Objectives
 - » Increase SORG/Vertical Market Share and Awareness to parity with overall share/Awareness
- Strategies
 - » Provide turn key solutions
 - » Create Clear SORG/Vertical Messages
- Key Tactics
 - » Office Small Business Pack/Office Compatible ISV's and Vertical resource Kits
 - » Target SORG/Verticals through Influence Model
 - » Launch Office 95 SORG Effort with Office Pro 95

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OEM

- Objectives
 - » Increase individual Word/Excel NA share in small business and work at home markets
- Strategies
 - » Target top-tier OEMs that are considering competitive offerings or those that provide co-marketing opportunities
 - » Target middle-tier OEMs with single application licenses (Word/Excel)
- Other Tactics
 - » Capture NAMES
 - » Provide Office up-sell in-box and on-screen for single application licensed OEMs

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Strategy # 5: Capitalize on Office / Back Office Synergy

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Objectives

- Use BackOffice to entrench Office, increase “strategic” importance.
- Use BackOffice to open new markets, cannabalize shift to client/server.
- Establish market perception of Office as premier solutions development platform.
- Get other MS groups to sell Office - BSD, DD and OCU (SP).

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Strategies

- Develop clear messaging for Office as a Business Solutions Platform for all business segments - S/M/LORG.
 - » Common Messaging plan for Office/BackOffice.
 - » Office as premier suite of desktop applications.
- Develop clear and compelling evidence to support messages.
- Deliver messages/evidence through internal (MS) and external (SP) vehicles.

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Tactics

- Develop arsenal of evidence (internal & external sales tools).
 - » Customer testimonials - videos, white papers, demos, presentations, etc.
- Target all segments and deliver messages (with evidence support) via influence model.
 - » Marketing Mix (Ads, PR, MSTV, Seminars etc.)
 - » Training (SPs, Internal and External)
- Provide turnkey SORG solution.
- Empower and provide incentive to external sources to "sell" Office as the Business Solution.

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Timeline

- **PreLaunch:**
 - » Develop arsenal of evidence (3-4 months prior to launch).
 - » Empower and provide incentive to external sources to "sell" Office as the Business Solution (get buyoff now, implement at time of beta).
 - » Provide turnkey SORG solution (dev now, msg as appropriate).
- **Launch and Post Launch:**
 - » Target all segments and deliver messages (with evidence support) via influence model.

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Strategy # 6: Entrench Office as a Platform

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Office Compatible

- Continue v 1.0 for 16 bit development
 - » Reduce marketing to logo program only
- Introduce v 2.0 for 32 bit development
 - » Refine consistency requirements (fewer, better)
 - » Require more integration
 - » Require Win'95 compatibility
- Marketing:
 - » Issue: Can you ever satisfy ISVs
 - » Marketing to masses=dilution (cant do enough). Limit it to logo program for the masses
 - » Decouple strategic marketing opportunities from program so we can pick and choose "best" opportunities

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Strategy # 7: Win Category
Best of Breed Battles

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Individual Plans to Come



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Business Planning Issues

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Office '95 Pricing

Maintain basic pricing scheme:

● **FPP Upgrade**

Office Pro \$599 \$399*

Office Std \$499 \$299*

Indiv. apps \$329 \$129[±]

* \$40 rebate for version upgraders

± \$30 rebate for version upgraders

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Office '95 SKU Management

- Objectives

- » Encourage adoption of Office 95
- » Avoid confusing the customer/reseller about which product works on which platform
- » Prevent losing 16 bit App sales to competition
- » Minimize SKUs to lower internal costs

- Issues

- » Office 95 Apps not compatible with Windows 3.1
- » Rate of Windows/Office 95 adoption unclear

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Transition SKU Management

- **Strategy**
 - » Follow standard upgrade transition conventions
 - » Let market decide on timing of SKU removal
 - » Focus marketing on incentives to upgrade to Office 95, not obstacles to buying Office 4.x
- **Tactics**
 - » Continue making volume products orderable
 - » Clearly distinguish packaging and product info on box
 - » Free upgrade coupon to Office '95 in Office 4.x for first 6 months

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