



SIGNED ORIGINAL

AMENDMENT NUMBER 19
Amendment Date: February 1, 1996
to LICENSE AGREEMENT FOR MICROSOFT PRODUCTS #1107-3053
between MICROSOFT CORPORATION, a Washington, USA Corporation
and COMPAQ COMPUTER CORPORATION, a Delaware, USA Corporation

Effective as of the Amendment Date indicated above, the below signed parties agree to amend the above referenced license agreement (hereinafter the "Agreement") by this instrument (hereinafter the "Amendment") as follows:

1. In accordance with Exhibit S(2) of the Agreement, MS will license selected files listed in item 1(b) ("Product") to COMPAQ as follows:

(a) Notwithstanding anything to the contrary in the Agreement, COMPAQ may distribute the Product in object code form as part of a COMPAQ developed installation and configuration application by means of diskette, CD, or electronically. The Product must ship: (i) with a new COMPAQ Customer Systems also shipping with WINDOWS NT WORKSTATION 3.51, or (ii) to end-users of COMPAQ Customer Systems installed with WINDOWS NT WORKSTATION 3.51.

(b) For purposes of this Amendment, Product shall include the following WINDOWS NT WORKSTATION 3.51 files, which have been modified by MS: ATDISK.SYS, ATAPI.SYS, SCSIDISK.SYS.

(c) COMPAQ agrees to pay MS a royalty of Zero Dollars (US \$0.00) for each Product shipped as described in item 1(a) above.

(d) COMPAQ's rights to distribute the Product in this Amendment expire the later of: (i) February 28, 1997, or (ii) 3 months after MS' release of WINDOWS NT WORKSTATION 4.0.

All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement. The terms of this Amendment shall supersede any inconsistent terms contained in the Agreement.

IN WITNESS WHEREOF, the parties have executed this Amendment in duplicate as of the date first written above. All signed copies of this Amendment shall be deemed originals.

MICROSOFT CORPORATION

COMPAQ COMPUTER CORPORATION

[Signature]
By (Signature)

[Signature]
By (Signature)

Don Hardwick
Name (Printed)

Kevin L. Bohren
Name (Printed)

Group Manager
Title

Vice President
Title

2/20/96
Date

2/16/96
Date

ATTORNEY'S EYES ONLY

MSS 5132414 CONFIDENTIAL

HIGHLY CONFIDENTIAL

MS-PCA 9000601