

From: Bengt Akerlind
Sent: Tuesday, February 11, 1997 10:24 PM
To: Don Hardwick
Cc: Scott Van Vuren; Gregg Truex; Joachim Kempin
Subject: RE: Office at PBNEC

I would not do Office, even at \$250. We should point them to SBE. Are they willing to commit 100% of the systems in the direct channel?

—Original Message—

From: Don Hardwick
Sent: Monday, February 10, 1997 4:56 PM
To: Bengt Akerlind
Cc: Scott Van Vuren; Gregg Truex
Subject: FW: Office at PBNEC

Bengt,

I would like your review/approval for ZDS and NEC direct business for Office. I am assuming we are protected due to the following terms:

- pricing (\$250 for Office Pro 97)
- restricted to direct channel
- restricted to North America
- we retain the ability to shut off AR shipments if license terms are violated

The NEC portion of the direct business is new.

Comments?

—Original Message—

From: Scott Van Vuren
Sent: Monday, February 10, 1997 4:43 PM
To: Don Hardwick
Cc: Gregg Truex
Subject: Office at PBNEC

Don:

We are close to completing the PBNEC Office agreement, which will license SBE for distribution with the NEC Ready brand at retail.

We need to move quickly to add the ZDS Direct business to the agreement so we do not interrupt the ZDS Direct business any longer than we have. Here's my proposal to add a direct channel for PBNEC:

- Office Family concept: SBE licensed at \$130, Pro uplift of \$120 for a total Pro royalty of \$250
- 50K min commit based on SBE for a total of \$6.5M
- Term through May 31, 1998 (syncs with base agreement for NEC mentioned above)
- Restricted to US and Canada
- Distribution restricted to "direct to end user with no intermediaries", no retail or distributors
- Standard Sec 2(j) to give MS broad rights to have a replicator refuse to fill orders for SBE/Pro

EXHIBIT
8/3/01
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Hardwick

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