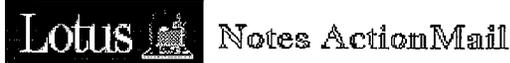


Exhibit C



Memo From: Michael Zisman
Proposed Meeting

To: robsh @ microsoft.com @ internet, mmaples @ microsoft.com @ internet
cc: (bcc: Jim Manzi)
Composed: 03/05/95 09:28:01 AM
Subject: Proposed Meeting

Mike - I spoke to you in January at the Enterprise Forum meeting about the potential confusion/problem over TNEF encapsulation. Rob - I spoke to you about the same subject at the EMA Board meeting. Both of you committed to get back to me, but neither of you has yet had an opportunity to do so. Since then, there has been discussions in the trade press about "proprietary extensions" to MAPI. Since we do not have access to much information about this subject, it is difficult for us to understand your intent and the nature of these proprietary extensions. In my verbal discussions with both of you I got a strong sense of cooperation, so I assume that your failure to respond has been due to priorities and other demands on your time.

These issues weigh heavily on our joint ability to deliver solutions to customers that are interoperable. If you claim to be using an open protocol such as X.400 to communicate with other systems, but you transmit proprietary data formats, then little or no openness is achieved. Likewise, you worked very hard to promote MAPI as an industry standard. If you are now making proprietary extensions to the API such that interoperability is made more difficult or which places Microsoft at an advantage over any other supplier who chooses to use the API, then we will not be able to serve our joint customers as we have at least publicly indicated is our intent. I want to make very clear here that I am NOT accusing Microsoft of anything related to this subject matter in this note - our difficulty is that we have not been able to have a dialogue from which we could draw conclusions, which is why I asked both of you personally about the TNEF issue. In fact, I'm well aware that Microsoft has been active in the Message Attachment Working Group of EMA, which has as its charter to deal with these very issues. Because of the limited information available to us, we cannot draw any conclusions about whether TNEF and MAPI are indeed going to be treated in a restricted way, and what the implications of such behavior on us, the industry, or our customers might be.

Therefore, I would like to propose a meeting at Microsoft among a small number of technical Lotus employees (including me) and a small number of Microsoft employees who can educate us about these issues and other issues that might impact our ability to achieve the highest possible level of interoperability between your mail/groupware products and ours. We would like to understand how Microsoft intends to expose rich text with OLE embedded objects in an X.400 data stream, and how we might work together so that rich text / OLE objects flowing between Exchange and Notes V4 can be interchanged with complete fidelity in a manner that our customers will expect. With respect to MAPI, you are no doubt aware that Lotus formally embraced MAPI in December. We did so on the assumption that Microsoft continues to promote MAPI as an industry standard, and that we would be treated as any other MAPI developer. We need to discuss how to effect such a relationship, and to clearly understand the reality of the proprietary extensions alluded to in the trade press and the implications of such extensions on Lotus.

At a somewhat higher level, we need to discuss how to provide for exchange of relevant information between our two companies. As you know, there have been fits and starts in this area. When Lotus acquired Soft-Switch, we were dis-invited from the Exchange developers conference. Subsequently, we have requested of you to be a beta site for Exchange and you have taken similar action with respect to Notes. In both cases, these requests have been rejected (i.e., you have rejected our request and we

have rejected yours). We did, however, host over 15 Microsoft employees at Lotuspere in January. As you know, Lotusphere is our primary Notes developers conference.

Tom Evslin attempted to initiate a dialogue about this topic (i.e., a formal agreement between us about the exchange of information, beta software, attendance at developers conferences, etc.) last summer. That discussion never really went anywhere, and I think now is the appropriate time to reopen this dialogue.

I hope you will agree that it makes a great deal of sense to get together. As I said, I am willing to bring a small team to Redmond to have a first meeting. Mike, I would appreciate it if you would respond to this note as soon as possible. If you think a meeting is appropriate, we can get something scheduled very quickly.

Rob - I assume this will get to you because I copied your e-mail address off of your business card. I think I recalled Mike's correctly, but if his address is not mmaples@microsoft.com, I would appreciate it if you would forward this message to him, and in any case confirm to me that you have received this message.

I look forward to hearing for you and moving forward.

Mike Zisman
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610-251-3451- Judy Leaman, my AA

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