July 21, 1997

Howard Elias
Digital Equipment Corporation
100 Nagog Park
Acton, MA 01720-3499

Memorandum of Understanding ("MOU") re: Internet Explorer 4.0
(DRAFT)

Dear Howard,

The following is an overview of joint marketing activities, which we have agreed to undertake in connection with the Microsoft® Internet Explorer 4.0 Launch Partner Program ("Program"). This MOU is not legally binding on either party nor a license for Microsoft Internet Explorer 4.0 ("IE4"). IE4 will be licensed to Digital Equipment Corp. ("Digital") as a "Supplement" to Windows 95 pursuant to Digital's existing OEM license agreement for Windows 95.

Microsoft objectives

- Digital to endorse IE4 through various marketing mechanisms (i.e. PR efforts, advertising, direct mail, etc.)
- Digital to ship IE4 at launch
- Digital to deliver branded channel/content by launch
- Digital and Microsoft to engage in joint business planning

Digital's objectives

Incorporate IE4 technology into Digital's Internet strategy in order to:

- Enhance customer intimacy.
- Increase customer loyalty/build relationships
- Continue as an industry leader in customer service and post-sale support
- Reduce Digital support costs and customer TCO
- Up-sell/cross-sell
- Differentiate Digital as the Internet leader
- Capitalize on Microsoft's IE 4 launch

IE4 has been developed to provide Digital the following benefits:

- Differentiate Digital's products
- Reduce TCO and overall support costs
- Get closer to Digital's customers
- Create revenue opportunities

MS responsibilities

MS shall:

- On request, introduce Digital to Internet Content Providers featured on IE4 web site
- Offer technical assistance and limited design assistance to help build Channel and Active Desktop. At a minimum, this will include two levels of support:

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1. *On-site Support:* An MSP or MCS will be provided by MS to help Digital with overall IE4 project planning/management as well as for technical assistance (design, channel/content development process, etc.).
2. *Internet Support:* A secure web site will be provided to Launch Partners to provide answers to IE4 questions (technical and functional), the latest code, tools, and SDKs. There will be a guaranteed response time to Digital's questions.

- As IE4 Launch Partner, Digital will be a principal participant in the IE4 product launch event Level of participation to be determined as launch event is defined.
- Digital will be named prominently in the IE4 press release / press kit
- Digital will be featured on www.microsoft.com IE4 Partners site
- Microsoft covers APM COGS for the IE4 CD for three or four (3-4) languages until sixty (60) days after Memphis OPK is available for Windows 95 based systems.
- Co-finance IE4 marketing programs as specifically outlined in this MOU but not to exceed a predetermined amount agreed to by Digital and MS.

Digital's responsibilities:

Digital shall:

A. DRIVE CONTENT

- Offer minimum of two (2) Active Desktop components with a Digital message from www.xxx.digital.com (location TBD) by mid-August
- Before IE4 launch, have IE4 Digital channel available with content for distribution in North America. Digital will, as soon as it's commercially reasonable, have a IE4 Channel available for distribution in United Kingdom, France, Germany, Spain, and Japan.
- Showcase at launch one or more implementation design wins using Dynamic HTML technology to enhance the end user experience on www.xxx.digital.com (location TBD).

B. SECURE CUSTOMER INTIMACY

- At IE4 launch, include Digital specific IE4 Channel and Digital branded IE4 Active Desktop with IE shipments, and include min. two (2) Digital Active Desktop components as part of OOBE.(out of box experience)
- At launch of IE4, offer Digital customized version of IE4 for download from a Digital www.xxx.digital.com webpage.
- Display IE4 logo on a www.xxx.digital.com homepage and offer users possibility to install Digital's IE4 channel and possible sub-channels at www.xxx.digital.com webpage for a period of min. six (6) month after IE4 launch.
- Include link to MS IE4 web site for articles and related information.
  - At IE4 launch install "browser identifier" on www.xxx.digital.com webpage that prompts users not using Digital's branded IE4 Active Desktop to make a choice of downloading Digital's version of IE 4 and Digital's IE4 channel
- Use NetShow at least once for a Digital customer on line event within ninety (90) days after IE4 launch.
- Advertise and promote Digital's version of IE4 as its preferred or recommended browser for a twelve (12) month period after the IE4 launch event.
- Select/sponsor 1 to 2 tier-1 corporate accounts to participate in the Microsoft IE4 Early Adopter Program (EAP) and publicly promote this with Microsoft.
- For a six (6) month period after IE4 launch, integrate IE4 messaging into Digital selected Internet specific marketing deliverables for all licensed Digital Win95 and NTW 4.0 desktop and portable PC models as follows:

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- Include IE 4 messaging. Digital Active Desktop screen image in at least one (1) computer monitor viewing area (if applicable) or IE4 logo or URL to Digital's version of IE4 in Digital PC product configuration print ads (PC Week, PC World etc)
- Include IE4 messaging. Digital Active Desktop screen image in at least one (1) computer monitor viewing area (if applicable) or IE4 logo or URL to Digital's version of IE4 in Digital branded publications product ads, which may include:
  - Digital newsletters
  - Digital catalogs and mini catalogs
  - Digital electronic newsletters
  -
- Include at least one (1) IE4 article/editorial about Digital Active Desktop, components, channels, and content, including URL to Digital's version of IE4 in Digital branded publications, which may include:
- Digital newsletters
- Digital catalogs and mini catalogs
- Digital electronic newsletters
- Press releases
  - Actively support Microsoft PR message as launch partner though launch period of IE4
  - At launch, Digital to issue an IE4 press release w/supporting MS quote
  - Include IE4 block copy in appropriate Digital PC product press releases
- OOBE (Out of box Experience) material
  - IE4 included as a step in startup poster: (call to action: launch IE4)..
- Promote Digital's customized version of IE4 in online Banner ads on 3rd party web sites (e.g. www.cnet.com and search engines, such as www.yahoo.com) for a 3 month period after IE4 launch sponsored on a 50-50 basis
- *Optional*: Provide IE4 CDs for Digital mailings to Win 95 and NTW 4.0 installed base. If determined appropriate, quantities and mutual investments need to be specified as part of this MOU.

C. INCREASE USE OF IE4 IN BUSINESS OPERATIONS.

- Before IE4 launch, communicate to distributors, resellers and end users, Digital's commitment to IE4.
- MS engineer or product managers to meet with Digital MIS executives to outline IE4 technology and discuss potential internal implementation plan.
- Digital to perform broad internal sales representative training in NA, Europe, and Japan about IE4 as Microsoft's Internet Strategy. MS to provide the following sales tools, which will include:
  - IE4 training content, which will be added to existing training materials
  - Packaging IE4 training materials provided by MS, including:
    - PowerPoint slides
    - Cheat sheets
    - White papers
    - Hang IE4 banners and/or posters in the Digital sales area for 3 months past launch (to be paid for by MS)
    - CBT (Computer-Based Training) (if applicable)

Results Tracking - Digital will provide Microsoft on a bi-weekly basis with data regarding how many download of IE4 from Digital website has been requested.

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In the event that a party (defaulting party) fails to perform as indicated above, then as the non-defaulting party's sole and exclusive remedy, the non-defaulting party may terminate this MOU without further obligation to the defaulting party.

This memo does not constitute a license or transfer of any intellectual property rights now or in the future by either party.

I look forward to the implementation of this program designed to support our joint marketing objectives of creating a better Windows user experience and stronger dialog between Digital and your customers.

Please sign the original of this letter to indicate your acceptance of the above terms. Return the original, and retain a copy for your records.

Sincerely,

Gregg Smith
Account Marketing Manager
WW OEM Sales & Marketing Division
Microsoft Corporation

x: _____
Date: 7-28-97

Name: Howard Elias
Title: Title:
Company: Digital Equipment Corporation.

x: Pascal Martin
Date: 5/18/97

Name: Pascal Martin
Company: Microsoft

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