

**SIGNED
ORIGINAL**

AMENDMENT NUMBER 24
to License Agreement No. 1107-3053
between MICROSOFT CORPORATION ("MS"), a Washington, USA Corporation
and COMPAQ COMPUTER CORPORATION ("COMPAQ"), a Delaware, USA Corporation
Amendment Date: August 15, 1995


Effective as of the Amendment Date indicated above, the below signed parties agree that the indicated portions of the above referenced license agreement (hereinafter "Agreement") are hereby amended by this instrument (hereinafter the "Amendment"), as follows:

1. In accordance with the letter from Don Hardwick (MS) to Steve Flannigan (Compaq) dated August 15, 1995, MS shall reserve an additional fifty cents (US\$0.50) for joint marketing activities, for each Customer System distributed with Windows 95 preinstalled on the hard drive, provided Compaq distributes the standard Microsoft Windows 95 Companion CD whenever Compaq distributes a backup copy of Windows 95.
2. MS reserves the right not to execute this Amendment No. 24 unless it is signed by both parties on or before June 28, 1996.

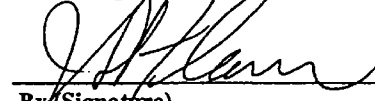
All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement. The terms of this Amendment shall supersede any inconsistent terms contained in the Agreement.

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

MICROSOFT CORPORATION

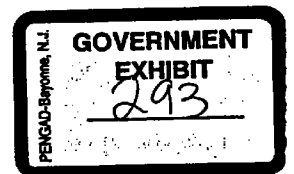

By (Signature)
Don Hardwick
Name (Printed)
Group Manager
Title
6-28-96
Date

COMPAQ COMPUTER CORPORATION


By (Signature)
Steve Flannigan
Name (Printed)
Vice President
Title
6/26/96
Date

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Don - 7/2/96
For your files
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CONFIDENTIAL