

COMPAQ

43,298

January 31, 1996

Gene Milligan
Seagate Technology, Inc.
OKM 251
P.O. Box 12313
Oklahoma City, OK 73157

Dear Mr. Milligan:

This letter confirms Compaq Computer Corporation's position regarding Compaq's patents that relate to the proposed standard AT Attachment 3.

In the event that the proposed standard is adopted, Compaq agrees as follows:

1. Upon request, Compaq will grant a nonexclusive patent license under U.S. Patent 5,375,243 (Hard Disk Password Security System) on a nondiscriminatory basis and on reasonable terms and conditions including the then current royalty rate if there is one;
2. The license will only cover the '243 patent to the extent necessary to practice the proposed standard; and
3. Compaq will offer such license only to potential licensees that will offer Compaq a similar grant (comparable to the scope of the license offered by Compaq) under the potential licensee's patents, if any apply.

Sincerely,



J. David Cabello
Vice President and
Assistant General Counsel
Intellectual Property & Licensing