

From: Steven Sinofsky <[REDACTED]>

To: Jeffrey Epstein <jeevacation@gmail.com>

Subject: RE: Follow up

Date: Wed, 26 Dec 2012 23:31:10 +0000

Importance: Normal

what should I suggest to Jay:

- too many terms
- lost sight of their ask and my price (20M, 12 months non-compete with specific companies/cooperation).
- The "gag order" stuff costs lots more and is provably problematic so should not be on the table
- do you need to meet face to face MS legal and Jay/Scott?

Sent from Windows Mail

From: Jeffrey Epstein

Sent: December 26, 2012 3:24 PM

To: Steven Sinofsky

Subject: Re: FW: Follow up

this negotiaation needs to be face to face. .

On Wed, Dec 26, 2012 at 7:14 PM, Steven Sinofsky <[REDACTED]> wrote:

They are making this too one sided when the real problem in terms of slander is steve. He was bad out of the gate and then was even bad 10 days ago.

The other problem is that they never got to \$20 and are asking for more. It feels like 20 gets them what they first asked for and this stuff below costs even more?

I don't like having a cloud over me when it is not really enforceable and open to arbitrary litigation/penalty and they don't have a cloud over steve which is equally unenforceable.

Sent from Windows Mail

From: Price, Scott D.

Sent: December 26, 2012 2:18 PM

To: Steven Sinofsky

CC: Price, Scott D., Lefkowitz, Jay P.

Subject: Re: Follow up

This is the strategy to draw them out as to what precisely they are looking for and what they are willing to do from their side. We are still at \$20 and will make that clear (again) when we speak.

Sent from my iPhone

On Dec 26, 2012, at 4:56 PM, "Steven Sinofsky" <[REDACTED]> wrote:

Anything about money ?

On Dec 26, 2012, at 1:39 PM, "Price, Scott D." <[REDACTED]> wrote:

Steve,

On our last call with Brad, they committed to think about what MSFT would agree to in terms of ongoing restrictions and we agreed to think about what you would agree to. Below are our thoughts. This does represent some "gives" on your part, but basically permits you ultimately to do virtually everything you would likely want to do in the first instance. Take a look at this and let me know when you can catch up to discuss.

Best regards.

1. SS will be prohibited from revealing technical confidential information/trade secrets (e.g., source codes) in any form.
2. SS will be permitted to teach and write (both memoirs and blogs, etc.) and deal with his time at MSFT.
 - a. He can discuss anything that is already in the public domain
 - b. He can discuss business decisions taken at MSFT, so long as he doesn't reveal confidential information/trade secrets.
 - c. He can discuss personalities, conflicts, etc. and his view of the environment at MSFT.
 - d. He cannot "defame" MSFT or then current MSFT employees, with "defame" meaning stating or implying (i) material and adverse facts that are not true (i.e., true defamation) or (ii) material and adverse non-public facts regarding a MSFT employee's personal life (e.g., someone having an affair). Clause (ii) would be limited to public statements, not to private conversations.
 - e. In other words, he can write about the business of MSFT, but he can't gossip about the employees.
3. For the next 12 months, in dealing with current MSFT employees, he will not encourage any particular action adverse to MSFT, whether it be to quit employment or to renegotiate compensation.
4. For the next 12 months, he will not discuss any technical aspect of any MSFT project or product with any MSFT employee.

5. There would be no third party beneficiary rights and the remedies would be limited to an injunction and, in the case of a material and intentional or reckless violation, recovery of a portion of the incremental money paid by MSFT.

Scott D. Price
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022-4611
[REDACTED]
[REDACTED] (fax)
[REDACTED]

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