

**From:** Terry Myerson <[t\\_myerson@microsoft.com](mailto:t_myerson@microsoft.com)>  
**Date:** January 30, 2012 6:12:51 PM PST  
**To:** Carl Freer <[carl@mylogovision.com](mailto:carl@mylogovision.com)>  
**Subject:** Council Results

Carl,

We have just concluded our Development Council meeting concerning the Logovision deal. The council is split regarding the proper structure for a deal of this type. Based on the discussion today, we expect the following structure to be drafted into a Letter of Intent:

- 1) Microsoft Inc, will acquire 25% of the outstanding shares of Logovision Inc for \$100M. This investment will be subject to a Due Diligence process and to Logovision providing Microsoft with detailed breakdown of developed technology.
- 2) As part of this agreement, Microsoft will have the exclusive right to sell Logovision ARLs for a period of 1 year. This structure (similar to the Facebook deal we did) provides Microsoft with an advertising opportunity enabling us to capture vision revenue in new revenue category.
- 3) The Logovision platform will remove any reference to Google and Serge and will feature BING as its direct connect feature. This designation will be utilized in all SDK deployments as well.

In addition to the above, Microsoft will assume Logovisions' role in the partner conversations with Facebook. I expect to be back in touch with you before the end of February with a draft letter.

Terry

**Terry Myerson**

Corporate Vice President, Mobile Division  
Microsoft Corporation

**e-mail:** [t\\_myerson@microsoft.com](mailto:t_myerson@microsoft.com) **landline:** +1.425.705.3200

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