

Memorandum

To: Jim Allchin, Jonathan Roberts, Mosne Dunie, Steve Madigan, Frank Artale

From: Megan Bliss, Rob Bennett

Cc: Eugene Ho, Adam Taylor, David Cole, Carl Stork, Margaret Johnson, Laurie Litwack

Re: Analysis of whether Win95i/NTWi and Memphis makes business sense

Moshe asked product marketing to answer some key questions related to upcoming product releases:

Do we need a compelling 8 MB consumer client in 1998?

Do we need a compelling 8 MB business client in 1998 (Cairo DS client, etc.)?

Should Nashville be an add-on product, OEM-only release or full retail and OEM release? Eg. What is our OEM and retail release strategy?

Net conclusions/recommendations:

8 MB Consumer Client

Our recommendation is to not do a full blown Memphis release in 1997/1998. Instead, we recommend we:

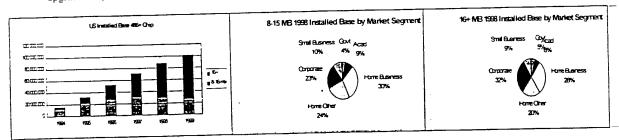
Deploy resources to making Cairo more appealing to the consumer market (simpler security, better installation, Win95 upgrade, better app/device compatibility, better multimedia support, SIPC, consumer device support, etc.)

Do MS Plus Pack v. 3.0 for the 8-15MB consumer market.

Key rationale for these recommendation:

2/3 the market in 1998 will be NT-capable systems—it makes sense to invest in NT for this market, given we will have to eventually do the work for NT anyway.

The 8-15MB market is primarily in the consumer segment, so we have an opportunity to milk this segment for more money. A Plus Pack will achieve a much higher attach rate than a full blown OS release, and ultimately a larger revenue stream (the retirement rate of the 8-15MB systems is much faster than the anticipated Memphis upgrade rate).



8MB Business Client

Our recommendation is to not do the Cairo client work for the 8-15MB space, if it impacts other key development initiatives (eg. making Cairo appealing to the consumer segment). Clearly, if we had infinite development resources. we would do this work—it would be easier to convince current Win95 customers to upgrade their redir than their OS.

- The key factors driving our recommendation are: The business opportunity for the Cairo client is relatively small: 9M units in medium, large and government accounts compared to 21M consumer units (8-15 MB systems); 34% of 16 MB + systems
- % the 9M units are Pentium/Pentium Pro and could be upgraded to 16MB, NT-capable systems
- In terms of dev/test tradeoff, we'll get more ROI investing in making 1) Cairo appealing to consumer space and 2) a consumer add-on for the 8-15MB space. Any distraction from these primary goals will cost us SS.



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OEM and Retail Release St-ategy?

From a market perspective, we can not have significant functional disparity between the OEM and FG channel. Our current plan of record (btw, 1st time we've done this as a company) is to have significant disparity—perhaps a fell release off-between the OEM and retail channels by Q1 CY 97. Below amplifies the disparity and current delivery timeline for products. Note that much of the functionality included in the OPKs and SPs are core product components (API carrying devices).

0534	N/U biolist al	Service Pack	Retail
DirectX, RL, Di Comm enhancer etc.) Better driver sur APM 1.2, etc.) Ratings API wo MSN 1.3 OPK #3	ancements (Active Movie, rect 3D, etc.) ments (Unimodem/V, PS Phone, opport (infrared, 120MB floptical,	SP #1 NetWare client Updated network install tools (corporate) DLC elient Updated drivers (incl. Infrared) NTS admin tools	Retail box includes seee of the item to the left, nor is there a current exanto update the retail box. If we cen't do Memphis, this is the box we'll have to live with for 3 years =

Timeline	OEM	Finished Goods		
Date	OPK 2	IE 3.0 (at least in beta) in NTW 4.0		
June/July	Core componets of Nashville (IE 3.0,	MS Plus 2.0 add-on (Nashville)		
Sept.	Shellview, Active client platform, Personal Web Server) avail, to OEMs	Potential step-up for retail channel for core components (\$10)		
		Potential rework of channel units to include		
		Downloadable everywhere: like water!		
Jan/Feb	OPK #3	Potential retail update to Win95 & NTW to include core Internet components and to sync OEM & retail channels		

The question of what to do to win the browser battle, and thus what to do about Nashville core components is a much tougher issue, because it involves a very substantial set of tradeoffs. In an ideal world (of infinite resources), the right things to do to win the browser battle would be to:

- Ship OPK#2 as planned (with questionable inclusion of FAT32). IE 3.0 is critical component (with auto-download of shellview, when complete)
- 2. DISCUSSION ITEM: Ship Nashville as MS Plus v. 2.0, with subset of critical OS functionality shipped in a "step-up" at low cost eg. \$10 (and on-line) to existing customers: IE 3.0, Shellview, Active client platform, Personal Web Server.
- 3. Include IE 3.0, Shellview, Personal Web Server, Active Client Platform in OPK#3. (Offer these components to OEMs when Nashville ships, then incl. in next OPK). We want to insure the "core" components ship out on every box.
- DISCUSSION ITEM: The version control problem outlined above will create huge headaches for customers eg. Joe Customer has already installed Win95 on 2K systems, then purchases 2K OEM boxes. The 2K new boxes have DirectX and other multimedia support. Internet access & and other features not accessible to the 2K original users. An expensive solution (in terms of dev/test resources) to the problem is to rev. retail channel concurrent with OPK#3. Key factors to keep in mind:
- We need at least 30% penetration of our browser & associated APIs on the desktop to get developers to write to it.
- Leveraging our strong share on the desktop will make switching costs high (if they get our technology by default on every desk then they'll be less inclined to purchase a competitive solution).
- 3. We are ultimately responsible for QFE/test of the desktop—this can not be avoided. Also, we are facing a huge competitive threat on the desktop from Netscape—we need to be able to respond much more quickly, which may mean revving product more often than we have it the past. We need to set up the appropriate infrastructure to match this challenge.

2

OPK#2	Plus v. 2.0 (aka Na	shville): OEM, Retail	DISCUSSION ITEM: Internet Starter Kit v. 2.0 (or Step-up): Retail only
	1530 51 11	Active V Dere Web Cur	Product components
roduct components: As per current plan	Oprah, Athen: Direct MPEG Direct X, othe Wang viewer Ratings Read/write H MSN 2.0, etc.	, Direct 3D, Active VRML. Ir multimedia TML Wordpad	1E 3.0 Shellview ActiveX Personal Web Server
	as per current Plus attach rate).	im plan to offer this to OEMs agreements (less than 4% components to OEMs to 5 OS.	Non goals: Ship all Nashville components (only ship components core to OS) Full retail upgrade (service paks, driver updates, etc.) Open issues:
Open issue: FAT32 needs decision (separate review being scheduled)	A large % of do not run on Testing for N expectations?	T-meet our quality	Step-up or starter kit Install/test/dev resources
	Date: Q3 CY 96		Date: Q3 CY 96
Date: June 96 OPK#3	DISCUSSION IT	M: Win95 Retail Rev	DISCUSSION ITEM: NTW Retail Rev
Product components: OPK#3 contents (WDM critical component) IE 3.0/4.0, Shellview, Active client platform, Personal Web Server	Product componen All extension components) Shellview, Pe Direct X & of		Product components:
Open issues: Do we do OPK update for NT w/subset of features? All of Nashville or just core components? (eg. do we let Joachim "sell" Nashville as add-on to existing OEM contracts?)	Only to new (Open issues: How do we be Could have s (and new wo for Cairo)!	new device support applicable DEM systems uild this box? ubstantial impact on Cairo rick in consumer space needed	Open issue: • Do we synch with other Win95 components (eg. Oprah, ratings, OPK 2,3) that don't run on NT today
Date: End of year 96	Date: Q1 97		Date: Q1 97
Cairo: OEM, Retail Product components: As per current plan + Win32 app compatibility fixed Increase driver support (esp. multimedia, co. Win95 upgrade WDM (USB, P1394, etc.) Synch with Win9x, Nashville features not co. SIPC Installation improvements Open issue:	urrently available	Security model change wizards, multi-user; no Strip out non-essential and other enterprise net Easier login process Other "Memphis" featu Open issues:	as little deviation from core Cairo as possible): to be appropriate for home/small office (eg.
Win95 upgrade—what does a clean upgrade apps do we need to upgrade, what settings, of the control of the c	etc.)	compatibility Do we need to support we allow Win 3.1 or W "compatibility" mode? Do we need to support Office95)	DOS, Win16 apps we don't support today? Eg. Jin 9x upgrade users to "switch" to a

Remaining action items from product marketing

- 1. Understand what the application market and installed base looks like in 1998. How predominant are MS-DOS applications? 16-bit Windows VxDs (apps we don't run today)? Older Win32 apps (eg. Office 95)? Understanding the landscape here will help us determine a) the type and extent of Win95 upgrade we'll need, and b) what kind of application support we need (eg. do we need to consider "breaking" security/robustness to supporting legacy applications in the consumer space?).
- 2. Determine the price differential between an 8MB and 16MB new system in 1998. This will help us determine our "risk" in investing in an NT-only solution. If there is cost difference between 8MB and 16MB in this timeframe, then we'll be less exposed to competitors and non-PC (eg. Internet terminals) in the low-end space.
- 3. How separate is consumer NT from core-NT? Clearly, we'll be at less schedule and dev risk if as much code as possible is shared. We will do further research into what is needed in the consumer space that is vastly different from the business space (eg. security, we know needs to be changed, but what else?).
- 4. Additional research to determine Cairo upgrade rates—for instance, we want to quantify our potential impact of not doing Cairo client work for Win95. Do customers prefer just adding a new redir (& other needed functionality)? Probably, but would they not upgrade to Cairo to get this functionality.

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Appendix: Detailed Analysis of PC Market and Opportunities in 1998

1998 Situation1

- In 1998 2/3 of installed base will be NT-capable (16 MB+)
- Even Win95 today is not upgrading a large percentage of the 8 MB market (>50% ship on 16MB systems)
- More than ½ of the 8-15MB installed base will be in the home. Another 20% will be in small business and education. Only 25% of this installed base will be in medium-large accounts and govern.......
- Approximately, 13M systems (of 30M total 8-15MB systems) will be "upgradable" to 16 MB, good performing
- Note, only 36% of the installed base of 16MB+ systems will be in medium, large and government accounts. The remaining 64% will be in home (rec/biz), small business, and academic segments.
- There will be 50M+ NT-capable Win95 machines in the installed base in 1998 (base case)

Issues/Risks

- The obvious: Memphis (or equivalent) is not resourced. Fixing Cairo to be appropriate for the consumer base is
- Our biggest risk of not doing Memphis is not the 8 MB market, but the home rec/small biz/home biz market with not resourced. 16 MB PCs (NOTE: 64% of the 16 MB+ market). If we do not fix Cairo to be appealing to this segment, we are at substantial risk. Cairo, as per plan, is *not* the release that is appealing to this large, and growing market.
- The biggest risk of doing home/consumer focused Memphis release is 8-15MB medium, large and government accounts (9M units). THOUGH, over ½ of these PCs are Pentium/Pentium Pros and will be upgradable to 16MB.
- Adding corp-only features (eg. Cairo client work vs. targeting home/consumer features) to Memphis l upside (9M potential in medium, large and government accounts)
- Other big risk of doing a full blown OS release is that we predict that Memphis OS upgrade rates will be very low on an annual basis into the installed base (4-5%); customers may very well retire their <16 MB systems before we recoup our investment
- Other risks are that Memphis doesn't hold 8MB footprint or isn't compelling enough to drive high adoption rates; OR that Cairo doesn't hold 16 MB footprint or doesn't deliver on the consumer features in NT (we try, but fail)
- There is considerable risk to Cairo schedule (opportunity for 2/3 of the market if we do the right release) if we divert resources to Memphis or an add-on product. Not only will this hurt the desktop business, but the server business as well!
- Lack of a smooth Win95 upgrade will kill our Cairo upgrade rate potential and revenues
- Installed base of NT-capable Win95 systems do not want to upgrade: they'd rather install an add-on (eg. Cairo directory service redir) than do a full OS upgrade (and we don't do the work to let them do this).
- INTERNATIONAL/LOCALIZATION: Win95 currently has much broader coverage, in terms of language support, than NTW. Their current localization team is being disbanded. There were significant "concessions" Win95 had to make to support many of the languages that could cause problems for NT.

Note that all data based on U.S. only IPR data that we used for the base case (eg. conservative case) in the 3-year plan (we do not have good worldwide data for PC shipment forecasts 1. In the 3 year plan we assumed that to get the WorldWide #, you need to multiply U.S. number by a factor of 2.3. The 8-15MB #s will likely be under-represented as a % of plan worldwide (and thus, 16 MB+ #s overstated)

Recommendations/opportunity

- The biggest opportunity for Memphis (or an add-on product) is in the home (16M+ units in 8-15MB installed base); small business adds another. Thus, any work to target this segment should be focused on appealing
- Invest in making Cairo appealing to a broader segment (since we will have to do this work eventually anyway), rather than doing a full blown Memphis release. Again, since 2/3 of the market will be NT-capable, it makes sense
- If we make Cairo the right product, then we should not do a Memphis. We should consider doing MS Plus (3.0?). a life extender, for home rec/home biz/small biz market, focused on consumer features. We'll get a higher attach rate for a Plus pack than a new release—customers are much more willing to shell out \$50 for an add-on than doing a full blown OS upgrade. (see revenue analysis below)
- Do not do Cairo client work for 8-15MB clients if this involves a tradeoff in work for Cairo or consumer features. Again, the opportunity here is small (9M) in comparison to providing value-add for the consumer market; AND, ½ of these machines could be upgraded to NT-capable systems.
- Invest in smooth upgrade for Win95 systems (50M units!); otherwise we can assume very slow Cairo upgrade rates, and less than optimal revenues. Incent Win95 users to upgrade with better pricing than current FPP.
- Work with Joachim's group to insure that OEMs are not shipping 8MB PCs in CY 98

Revenue implications

Revenue implications						•	_			
Revenue Analysis of Different Options (U.S.)	B 1	Penín	Suret	~ ~	subsocii \$ 221 387 325	New shipme Pent'n 19 148.532	Yund 66%	\$50	subtotal \$ 842,535,38	
Memphis (assume no-cons Cairo) No consumer Cairo	64 356,781		15%		\$ 480 372,710		86% \$	115 00	\$ 758 708 85	\$ 2,305,064,273
Consumer Cairo	71,888,658 25,306,499		10% \$ 13% \$		\$ 826,719,565 \$ 125,014,105		68% S 68% S	90.00 55.00		7 \$ 2,853,159,512 9 \$ 369,883,645 \$ 3,223,043,156
Plus 3.0 (assume consumer Carrol* >:::: 3.0 (assume no-consumer carro) No consumer Caro	64:356,781 21,438 787		13% \$ 15%		\$ 317 922.496 \$ 482 372.710		88% \$	55.00 115.0	\$ 926,768.92	5 \$: 244,711,421
Consumer Cairo	71,888,658 25,306,499		10% \$		\$ 826,719,565 \$ 87,054,357		66% S 66% S	90.00 50.00		7 \$ 2.853,159.51 33 \$ 309.663.01 \$ 3.162,822.52
Memphis (assume consumer Caro) No consumer Caro ino Memphis	21 436 787		15% \$	150 0	3 \$ 482 372.710	7,497,123	88% S	115 00	3 \$ 758,708.8°	52 \$ 1.241,081,56

'assumes sno updated OPK for Win9x + Plus Pak & get \$5 extra per unit

Assumptions:

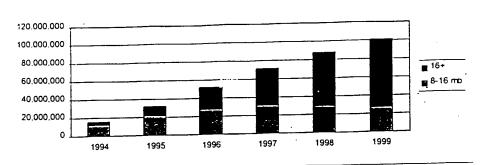
- OEMs still shipping some 8MB PCs (as per IPR data: clearly we'd like to fix this)
- We'll get extra S/unit in OEM channel if we ship Win951 Plus Pak than Memphis (could easily be a flawed assumption if Memphis is
- Cairo S/unit = \$150 (today we get \$180+/unit average but we have less than 10% of units shipping through OEM channel so that will come down); If we do a flavor of Cairo appealing to consumer market we assume that average comes down further, to \$115 (blended price of \$150
- Penetration rates, as per 3 year plan. Low for Memphis (4%); higher for Cairo (15%). These different penetration assumptions have a substantial implication on overall revenue. Note that the Memphis penetration rate assumes the consumer market—it would be lower if for corporate (1%).

Detailed analysis of market

U.S. PC Market	Year	1005	1996	1997	1998	1999
Memory	1994	1995	28 104,795		29,874,044	27,144,903
8-16 mb	12,522,269	21,306,857 10,993,298	24.133.205	40.032,112	57,710,591	73,885,781
16+	3.302.295			71,115,344	THE PRINCE	101,030,684
Grand Total	15,824,563	32,300,133	32.231,000			

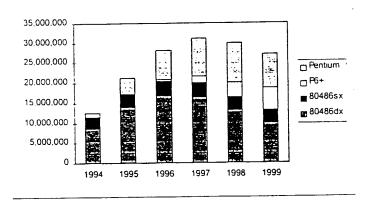
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US Installed Base 486+ Chip

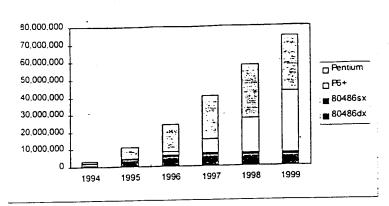


U.S PC Market		Year		4000	1997	1998	1999
Memory	CHIP	1994	1995	1996			10.010.779
8-16 mp	80486dx	8,765,011	13,916,415	16,850,546			
0-10 1110	80486sx	2,692,315	3,263,957	3,593,024	3,617,767	3,356,768	
	P6+	2.052,510	49.448	470,845	1,646,593	3,529,882	5,369,208
	Pentium	1.064,942	121	7,190,379	9.364,911	9,874,269	
15+	80486dx	1.945,628	4,025,078	5,570,881	6,391,855		5.438.978
10+	80486sx	533.578		842,619	972,127	1,069,418	1,173,351
	P6+	333.370	122,609	1,992,673	8,060,016		
	Pentium	823,089	6,148,203	15,727,032			31,5 .296
Grand Total		15,824,563	32,300,155	52,237,999	71,115,344	87,584,636	101,030,684

8 16MB PC distribution by allip



16 MB+ distribution by chip set



U.S. PC Market		Year				4880	1999
Market	CHIP	1994	1995	1996	1997		
Govt	180486dx	490,713	597,193	609,475	527,785		290,560
0041	80486sx	127,631	144,331	151,985	148,483		116,770
	P6-	0	3,662	23,478	68,843		186,230
	Pentium	98,292	308,562	461,322	539,358		440,154
Govt Sum	1. 0.1.0.	716,636	1,053,748	1,246,260	1,284,470		1,033,714
Acad	180486dx	592,290	1,055,453	1,462,763	1,559,045		924,497
Acau	80486sx	197,288		279,732	303,944		273,138
	P6+	0	5 405	37,90€	103,801	212,499	516,264
	Pentium	45,237	232.5/7	508,624	741,107	864,445	783,202
Acad Sum	T entabli	834,814	1,541,906	2,289,025	2,738,927	2,730,969	2,497,100
	180486dx	2.028,987		4,326,980	4,692,980	4,289,127	3,681,351
Home Business	80486sx	674.081		959,652	1,030,111	1,061,810	1,090,370
	P6+	0,4.001		99.229	371,028	842,286	1,378.868
	Pentium	191,708	•	1,704,913	2,356,890	2,692,437	2.604.278
		2.894,776		7,090,774	8,451,010	8,885,661	8,754,868
Home Business Sun	180486dx	1,766,363		4,850,355		3,592,030	2,691,753
nome Other	80486sx	589.845		855.762		748,590	711,459
	P6+	303.043		127.481	510,041		1,679,175
	Pentium	72,815		1.148.099		1 1	1.410,543
Home Other Sum	Pendum	2,429,023		6,981,697		7,233,247	6,492,930
	180486dx	3.002.026		4,022,732	3.334.219	2,391,463	1,594,681
Corporate	80486sx	846,919		1,001,430		791,905	662,867
	P6+	070,515		131,016		755,486	1,089,460
	Pentium	523,138		2.520.141		2,863,519	2,334,610
	rendan	4,372,083		7,675,319		6.802,374	5,681,617
Corporate Sum				1,578,241			827,938
Small Business	80486dx	884,633		344,463			298,429
	80486sx	256.551		51,735	•		519,211
	P6+	122.75		847,281			1,039,097
!	Pentium	133,752		· · · · · · · · · · · · · · · · · · ·			2,584,674
Small Business Sun	n	1,274,936	2,141,058	2,821,720	3,130,429	3 3,020,321	2,004,014

Note that more than $\frac{1}{2}$ of the PCs are going into the home; another 20% are going into small biz and education.

21,306,857

28,104,795

31,083,232

29,874,044

Only 25% of 8-15MB installed base will be in corporate/government accounts

12,522,269

Small Business Sum

Grand Total

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16	ME	3+ P	Cs	sys	tems
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6 MB+ PCs system U.S. PC Market		Year			1997	1998	1999
Market	CHIP	1994	1995	1996		255,639	
Govt	80486dx	127.825	200,791	245,401	260.969	51,657	
0011	80486sx	30,765	37,478	43,433	48.518		2
	P6+	0	10,778	119,344	411,441	893.915	
	Pentium	85.668	513.594	1,107,418		1.833,771	1
Govt Sum		244,258	762,641	1,515,595		3,034,981	I
Acad	180486dx	99,872	239,670	380,688		518,328	
ACA!!	80486sx	29,203	40,955	52,381			
	P6+	0	8,725	107,472		1.168.629	
	Pentium	23,820	244,256	776.362		1,794,734	
Acad Sum	1. 0	152,895	533,607	1,316,903			
	180486dx	475,567		1,519,959			
Home Business	80486sx	141,143		230,367	275,949		1
	P6+	0		472,365	2,047,023		1
	Pentium	149,037	1,403,082	3,969,984	6,494,792	8.530.875	
		765,748		6,192,675	10,702,851	16,282,822	
Home Business Sur	180486dx	322,584			1,578,025	1,510,953	
Home Other	180486sx	96,024				205,764	
	1	30.024			2,099,551	5.457.537	9.361.84
	P6+	42,110		2,140,566		4,500,731	
	Pentium	460,718	· · · · · · · · · · · · · · · · · · ·			11,674,985	15,368.7
Home Other Sum							1,424,1
Corporate	80486dx	762.821	.,				325.3
	80486sx	194,688		·			8.892.6
	P6+	0				I	1
	Pentium	446.734					21,318,2
Corporate Sum		1,404,243					511.70
Smail Business	80486dx	156,959					
	80486sx	41.754					1 .
	P6+	0				1	
	Pentium	75,720					1
Small Business Sur	n	274,433					
Grand Total		3,302,295	10,993,298	24,133,205	40,032,112	57,710,33	1 13,863,7

- Note, only 36% of the installed base of 16MB+ systems will be in medium, large and government accounts. The remaining 64% will be in home (rec/biz), small business, and academic segments.
- It's easy to see that the risk is substantial if we don't have either a Memphis (or add-on product) or Cairo consumer release.

U.S. PC Market		Year		****	1997	1998	1999
Memory	Operating System	1994	1995	1996			24,712,27
8-16 mp	Windows 95	0	5,450,994	17,601,358	25,114,371	26,202,653	-
0-10 1110	DOS w/ Win 3.x	10,774,650	13,769,255	8.570,121	4,203,420	2,160,648	1,172,80
	DOS w/o Win 3.x	1,747,618			1,765,441	1.510,743	1,259.81
15+	Windows 95	0	3,689,500	16,863,924	32,700,349		
10*	Windows NT	603.108	1.507.057	2,552,164	3,744,825	4,859,114	5,760.55
	DOS w/ Win 3.x	2.345.929		3,775,477	2,330.522	1.489.591	937,97
	DOS w/o Win 3.x	353.258				1,524,151	1,667.80
Grand Total		15.824.563	32,300,155	52,237,999	71,115,344	87.584,636	101,030.68

The Win95 upgrade to Cairo is critical. There will be 50M NT-capable Win95 systems in 1998. If we can not cleanly upgrade them (different than requiring a clean install), we will decrease our upgrade rate and revenues accordingly.

Draft

PC's 486, 8-15mb Metric	Year 1996	1997	1998	1999	2000
Year End Installed Base	22,550,025	21,824,437	17,772,584	14,149,850	11,500,922
	5,446,919	3,557,592	891,777	197,492	412,662
Shipments	1,941,046	3,800,218	4,341,256	3,203,011	2,471,467
Retirements	991	795,446	600.849	483,203	425,329
RAM Upgrades to 8-15mb	1,142,667	1.278.408	1,203,223	1,100,418	1,015,452
RAM Upgrades to 16mb	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	21,824,437	17,772,584	14,149,850	11,500.922
D 1/2 22 4 D-15 of 1007 PCc		21,824,437	16,279,958	11,976,529	8,489,610
Retirement Path of 1997 PCs Actual number in Category		21,824,437	17,772,584	14,149,850	11,500.922

Overall PC Retirement Rate (incl. 16 MB machines)

Metric	Year			
	1997	1998	1999	2000
Removals	4,663,866	5,513,205	4,321,405	3,598,217
Installed Base	30,091,260	26,169,942	22,551,402	19,837,491
Removal Rate		18%	17%	16%

The retirement rate of PCs will decline over time, but still be fairly aggressive eg. > 15%. The 486 8-15 MB installed base will ramp down quickly, thus making the overall opportunity to upgrade these systems small over time.