

1. THIS COURT ORDERS that the stay of this action be and is hereby lifted to permit consideration of whether the settlement reached among the parties in the proceedings across Canada shall be approved by this Court.
2. THIS COURT ORDERS that the form and content of the short-form notice of settlement approval hearings substantially in the form attached as **Schedule "A"** be and are hereby approved.
3. THIS COURT ORDERS that the form and content of the long-form notice of settlement approval hearings substantially in the form attached as **Schedule "B"** be and are hereby approved.
4. THIS COURT ORDERS that the proposed manner of publishing the notice of certification substantially as described in **Schedule "C"** be and is hereby approved ("Notice Dissemination Plan").
5. THIS COURT ORDERS that notice of settlement approval hearings shall be given to Class Members in the manner described in the Notice Dissemination Plan as soon as practicable.
6. THIS COURT ORDERS that this Order is without prejudice to any of the defendants' rights and defences in connection with the trial or potential decertification of this class proceeding should the settlement not be approved, including the defendants' right to

Schedule "A"

LEGAL NOTICE

IF YOU BOUGHT MICROSOFT SOFTWARE OR A COMPUTER WITH MICROSOFT SOFTWARE PRE-INSTALLED BETWEEN DECEMBER 23, 1998 AND MARCH 11, 2010 (INCLUSIVE) YOU MAY HAVE LEGAL RIGHTS IN A CLASS ACTION LAWSUIT

What's This About?

Class action proceedings have been certified or authorized by the courts of British Columbia, Ontario and Québec alleging that beginning in 1988, Microsoft engaged in anticompetitive conduct resulting in overcharges for the following Intel-compatible personal computer ("PC") operating systems and Intel-compatible PC applications software: Word, Excel, Office, Works Suite, Home Essentials, MS-DOS, and Windows ("Microsoft Software").

The Settlement

A national settlement has been reached to resolve all of the Canadian class actions regarding Microsoft Software, subject to approval of the courts in British Columbia, Ontario, and Quebec. The Defendants will pay or fund compensation not to exceed **[USD \$395,000,000. - to be shown in CDN\$ as per S.A.]** for the benefit of Class Members in exchange for a full release of all claims. The Defendants do not admit any liability or wrong doing.

Who is Included?

You are a class member in one of the class actions if you live in Canada at the time of this notice and, between December 23, 1998, and March 11, 2010 (inclusive) you purchased for your own use (not for resale) genuine Microsoft Software or a PC loaded with genuine Microsoft Software from someone other than Microsoft (the "Class Members").

Settlement and Fee Approval Hearings

Hearings to consider approval of the settlement and of claimed counsel fees of an amount not to exceed **[USD \$82,000,000, - to be shown in CDN\$ in final version of**

agreement] of the settlement amount (inclusive of approximately [**◆ in disbursements, ◆ in legal fees, and ◆ in taxes]**) will be heard by the British Columbia Court in the City of Vancouver on **◆** at 10:00 a.m., the Ontario Court in the City of **◆** on **◆** at 9:00 a.m., and the Quebec Court in Quebec City on **◆** at 9:30 a.m.

Class Members will be bound by the terms of the settlement agreement if approved by the courts.

If you wish to comment on or object to the settlements or the fees being sought by class counsel, you must do so in writing by **◆**

Settlement Distribution

The Settlement Agreement addresses certain aspects of the claims and distribution process. However, the courts will be asked to approve a finalized version of the claims and distribution process at the same time as the hearing seeking approval of the Settlement Agreement. The Distribution Protocol, which will provide detailed information about the distribution process, will be posted on www.cfmlawyers.ca. Class Members should retain all proofs of purchase of Microsoft Operating Systems and Microsoft Applications Software purchased between December 23, 1998 and March 11, 2010 (inclusive).

Where Can I Get More Information?

More information can be found at www.cfmlawyers.ca/microsoft/ or www.bptavocats.com or www.strosbergco.com/class-actions/microsoft. You can also contact Class counsel at the contact information below.

It is strongly recommended that you review the long form of this Legal Notice which can be obtained on Class counsel's websites.

If you are resident in B.C., contact:
Camp Fiorante Matthews Mogeran
400-856 Homer Street,
Vancouver, BC V6B 2W5

If you are resident in Quebec, contact:
Bouchard, Pagé, Tremblay, s.e.n.c
510-825 boul. Lebourgneuf,
Québec, QC, G2J 0B9

All other Canadian residents, contact:
Strosberg Sasso Sutts LLP
1561 Ouellette Avenue
Windsor, ON, N8X 1K5

1-800-689-2322 or (604) 689-7555
www.cfmlawyers.ca/microsoft
Attn: Linnae Roach
microsoft@cfmlawyers.ca

1-855-768-6667 or (418) 622-6699
www.bptavocats.com
Attn: Maxime L. Blanchard
recourscollectifs@bptavocats.com

1-800-229-5323 extn.8296
www.strosbergco.com/class-
actions/microsoft
Attn: Heather Rumble Peterson
microsoft@strosbergco.com

This notice contains a summary of some of the terms of the settlement agreement in the class actions. If there is a conflict between the provisions of this notice and the settlement agreement, including the schedules to the settlement agreement, the settlement agreement shall prevail.

SCHEDULE "B"

MICROSOFT SOFTWARE CLASS ACTIONS

NOTICE TO CLASS MEMBERS

IF YOU BOUGHT MICROSOFT SOFTWARE OR A COMPUTER WITH MICROSOFT SOFTWARE BETWEEN DECEMBER 23, 1998 AND MARCH 11, 2010 (INCLUSIVE) YOUR RIGHTS MAY BE AFFECTED.

PLEASE READ THIS NOTICE CAREFULLY AS IT MAY AFFECT YOUR RIGHTS

TO: All persons resident in Canada as of the date of this notice who, between December 23, 1998 and March 11, 2010 (inclusive), indirectly, and not for the purpose of further selling or leasing, purchased a genuine license for any full or upgrade version of:

- (i) Microsoft's Word or Excel applications software or any full or upgrade version of Microsoft's Office, Works Suite, or Home Essentials applications suites, intended for use on Intel-compatible personal computers ("Microsoft Applications Software"); or
- (ii) Microsoft's MS-DOS or Windows operating systems software intended for use on Intel-compatible personal computers ("Microsoft Operating Systems")

(collectively the "Class Members").

I. NATURE OF THE CLASS ACTIONS

Class action proceedings were initiated in British Columbia in *Pro-Sys Consultants Ltd. et al. v. Microsoft Corporation et al.*, Supreme Court of British Columbia, Vancouver Registry, No. L043175 (the "**BC Action**"), in Ontario in *K.L. & K. (London) Limited et al. v. Microsoft Corporation et al.*, Superior Court of Justice for Ontario, File No. 05-CV-4308, Windsor Registry (the "**Ontario Action**"), and in Québec in *Gagné c. Microsoft Corporation et al.*, Québec Superior Court, No. 200-06-000087-075, Québec City (the "**Québec Action**") (collectively the "**Microsoft Proceedings**").

The Microsoft Proceedings were certified or authorized against the defendants by the Supreme Court of British Columbia, the Ontario Superior Court of Justice, and the Superior Court of Québec.

The Microsoft Proceedings allege that Microsoft and Microsoft Canada have unlawfully created monopolies and used those monopolies to charge Class Members artificially inflated prices for Microsoft Operating Systems and Microsoft Applications Software. The plaintiffs, on behalf of the Class Members, claimed damages and restitution from the Defendants in respect of the alleged conduct. The defendants denied the plaintiffs' allegations, and denied that the Class Members are entitled to the relief sought.

II. SETTLEMENT

A. Overview

A settlement has been reached in the Microsoft Proceedings with the Defendants, pursuant to which Class Members may make claims for compensation from Microsoft.

Class Members who indirectly, and not for the purpose of selling or leasing, licensed a Microsoft Operating System and/or Microsoft Application through a Microsoft volume licensing program (including Open, Select and Enterprise Agreement Programs) will be eligible to make a claim for a Volume License Voucher, which can be redeemed for the purchase of the Microsoft Products set out in **Schedule A**. All other Class Members will be eligible to make a claim for a cash payment.

Microsoft is obliged to make or fund the cash payments and the redemption of vouchers, which together with Class Counsel Fees (described below) shall not exceed **[USD \$395,000,000. - to be shown in CDN\$ as per S.A.]**.

This settlement resolves the Microsoft Proceedings for all of the Class Members as against the Defendants. If the settlement is approved, a full release of all claims in all of the Microsoft Proceedings will be granted to the Defendants. The settlement represents a resolution of disputed claims and the Defendants do not admit any wrongdoing or liability.

B. Court Approval

The settlement remains subject to approval by the Supreme Court of British Columbia, the Ontario Superior Court of Justice, and the Superior Court of Québec. Applications for approval of the settlement will be heard by the British Columbia Court in the City of Vancouver on ◆ at ◆ , and the Ontario Court in the City of London on ◆ at ◆ , and the Quebec Court in the City of Montreal on ◆

at ♦. At these hearings the courts will determine whether the settlement is fair, reasonable and in the best interests of the Class Members.

C. Questions About the Settlement

This notice contains only a summary of the settlement and Class Members are encouraged to review the complete Settlement Agreement. A copy of the Settlement Agreement can be downloaded here: www.cfmlawyers.ca. A copy of the Settlement Agreement can also be mailed to you at a cost of \$25, which represents the cost of photocopying and mailing. If you would like a copy of the Settlement Agreement or have questions that are not answered on-line, please contact the appropriate Class Counsel identified below. **INQUIRIES SHOULD NOT BE DIRECTED TO THE COURTS.**

D. Interpretation

This notice contains a summary of some of the terms of the Settlement Agreement. If there is a conflict between the provisions of this notice and the Settlement Agreement including the schedules to the Settlement Agreement, the terms of the Settlement Agreement and/or the court orders shall prevail.

III. OPTIONS AVAILABLE TO CLASS MEMBERS

As more fully outlined above, you are a Class Member if you are a resident of Canada who purchased for your own use (not for resale) a Microsoft Application Software or a Microsoft Operating System, or a personal computer loaded with such software, from someone other than Microsoft, between December 23, 1998 and March 11, 2010 (inclusive). You will be entitled to participate in the settlement and you will be legally bound by the result of the Microsoft Proceedings.

Class Members who do not oppose the settlement need not appear at the court approval hearings or take any other action at this time to indicate their desire to participate in the settlement.

A. Commenting on or Objecting to the Settlement

Class Members are entitled to file written submissions and/or appear and make submissions at the court approval hearings. Class Members who wish to comment on or make an objection to the Settlement Agreement must deliver a written submission by mail or email to the appropriate Class Counsel at the addresses listed below postmarked no later than **[10 days before the first approval hearing]**. The written submission must state the nature of any comments or objections and whether

the Class Member intends to appear at the appropriate court approval hearing. Class Counsel will forward all such submissions to the appropriate Court. All timely written submissions will be considered by the appropriate Court. If you do not file a written submission by the deadline, you may not be entitled to participate, through oral submissions or otherwise, in the court approval hearings.

B. Financial Consequences/Distribution of Settlement Funds

Class Members may receive compensation from the settlement, if approved. The Settlement Agreement addresses certain aspects of the claims and distribution process. However, the courts will be asked to approve a finalized version of the claims and distribution process at the same time as the hearing seeking approval of the Settlement Agreement. The Distribution Protocol, which will provide detailed information about the distribution process, will be posted on www.cfmlawyers.ca. Class Members should retain all proofs of purchase of Microsoft Operating Systems and Microsoft Applications Software purchased between December 23, 1998 and March 11, 2010 (inclusive). If you would like to receive updates on the settlement approval process for the Microsoft Proceedings and the claims process, please email microsoft@cfmlawyers.ca.

No individual class member will be liable for costs with respect to the settlement.

C. Class Counsel Legal Fees

Class Counsel will be seeking legal fees (inclusive of disbursements and applicable taxes) of an amount that does not exceed [USD \$82,000,000, - to be shown in CDN\$ in final version of agreement], this includes approximately [XX in disbursements, XX in legal fees, and XX in taxes]. The applications for court approval of Class Counsel's fee request will be heard at the same time as the applications for court approval of the Settlement Agreement

D. Class Counsel

The law firm of Camp Fiorante Matthews Mogerman represents Class Members in the BC Action. Class Counsel at Camp Fiorante Matthews Mogerman can be reached at:

Telephone: 604-689-7555 or 1-800-689-2322
Email: microsoft@cfmlawyers.ca
Mail: 4th Floor, 856 Homer Street,
Vancouver, BC V6B 2W5
Attention: JJ. Camp, Q.C.

The law firm of Strosberg Sasso Sutts LLP represents Class Members in the Ontario Action, which includes Class Members resident in all provinces and territories except for British Columbia and Québec. Class Counsel at Strosberg Sasso Sutts LLP can be reached at:

Telephone: 1-800-229-5323 extn.8296
Email: microsoft@strosbergco.com
Mail: 1561 Ouellette Avenue
Windsor, ON N8X 1K5
Attention: Heather Rumble Peterson

The law firm of Bouchard, Pagé, Tremblay, s.e.n.c. represents the Class Members in the Québec Action. Class Counsel at Bouchard, Pagé, Tremblay, s.e.n.c. can be reached at:

Telephone: 1-855-768-6667
Email: recourscollectifs@bptavocats.com
Mail: 825, boulevard Lebourgneuf, bureau 510,
Québec, Qc, G2J 0B9
Attention: Maxime L. Blanchard

IV. ADDITIONAL INFORMATION

This notice is given to you on the basis that you may be a Class Member whose rights could be affected by the Microsoft Proceedings. This notice should not be understood as an expression of any opinion of the courts as to the merits of any claim or defences asserted in the Class Actions. Its sole

purpose is to inform you of the Class Actions so that you may decide what steps to take in relation to it.

This notice contains a summary of the Microsoft Proceedings and the Settlement Agreement. Further details regarding the Microsoft Proceedings and the Settlement Agreement can be found on Class counsel's websites. Class Members are encouraged to visit the websites. If you have questions that are not answered on-line, please contact the appropriate Class counsel identified above.

INQUIRIES SHOULD NOT BE DIRECTED TO THE COURTS.

**THIS NOTICE HAS BEEN AUTHORIZED BY THE SUPREME COURT OF BRITISH COLUMBIA, THE
SUPERIOR COURT OF JUSTICE FOR ONTARIO, AND
THE SUPERIOR COURT OF QUÉBEC**

SCHEDULE C

PLAN OF DISSEMINATION OF NOTICE OF SETTLEMENT APPROVAL HEARING

1. A Canada-wide press release will be issued that includes a social media dissemination feature using Twitter.
2. The Notices shall be distributed in the following manner:

Published once in the appropriate language in each of the following, subject to available dates and reasonable costs:

- (a) The Globe and Mail (National Edition) (English) (1/6th of a page);
- (b) The Vancouver Sun (English) (1/6th of a page);
- (c) Le Soleil (French) (1/3rd of a page);
- (d) La Presse (French) (1/3rd of a page); and
- (e) The Montreal Gazette (English) (1/3rd of a page).

Published once in English and French in the electronic industry magazine "IT World", subject to available dates and costs.

Sent to relevant consumer and industry organizations with a request for voluntary notification to their members including the following:

- (a) Consumer Association of Canada;
- (b) Retail Council of Canada; and
- (c) Electro-Federation Canada.

Posted on Microsoft Canada's website and on Class Counsels' respective websites.

Sent by email or first class mail to the provincial procurement agencies and to the largest 100 Canadian municipalities.

Sent by email or first class mail by Class Counsel to any person who requests it.

K.L. & K. (LONDON) LIMITED et al.
Plaintiffs
and

MICROSOFT CORPORATION et al.
Defendants

Court File No: 05-CV-4308

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Windsor

Proceeding Under the *Class Proceedings Act, 1992*

ORDER

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