A G R E E M E N T

AGREEMENT made and entered into effective from and after

_____ October 1, _____ , 19 70 by and between General Electric

Company (hereinafter called GE), a New York Corporation having a prin-

cipal office at 570 Lexington Avenue, New York, New York 10022; Massa-

chusetts Institute of Technology (hereinafter called MIT), an educational

institution organized under the laws of the State of Massachusetts, having

an address in Cambridge, Massachusetts; and Honeywell Information

Systems Inc. (hereinafter called HISI), a Delaware Corporation having a

place of business at 200 Smith Street, Waltham, Massachusetts:

WHEREAS, MIT and GE are presently parties to an Agreement of

November 5, 1965, as amended by Amendment A thereto effective January

1, 1968, regulating the rights of MIT and GE in and to SUBJECT PATENTS

and TECHNICAL INFORMATION developed in the course of a PROGRAM,

all as therein defined, relating primarily to data processing; and

WHEREAS, effective October 1, 1970, HISI has succeeded to sub-

stantially the entire business of GE in BUSINESS DATA PROCESSING

SYSTEMS; and is carrying out the above PROGRAM in the place and stead

of GE; and

WHEREAS MIT, GE and HISI wish to modify the existing relationship

and to create new relationships in respect of SUBJECT INVENTIONS and

TECHNICAL INFORMATION connected with or resulting from the PROGRAM:

NOW, THEREFORE, in consideration of these premises and of

the mutual covenants herein set forth, the parties agree and have agreed as

follows:

1. For the purposes of this Agreement, the following terms appearing in UPPER CASE shall have the meanings established in Annex A, attached hereto and forming a part hereof:

      1.01 DATA PROCESSING SYSTEMS

      1.02 DATA PROCESSING ASSEMBLY

      1.03 DATA PROCESSING UNIT

      1.04 DATA PROCESSING COMPONENT

      1.05 INDUSTRIAL CONTROL SYSTEM

      1.06 COMMUNICATION SYSTEM

      1.07 SPECIAL PURPOSE DATA PROCESSING SYSTEM

      1.08 BUSINESS DATA PROCESSING SYSTEM

      1.09 INFORMATION SYSTEMS GROUP

All other terms shall have the meanings attributable to or established for them in the aforementioned Agreement of November 5, 1965, as amended by Amendment A effective January 1, 1968.

2. GE hereby assigns to HISI all of GE's rights and licenses in SUBJECT PATENTS and TECHNICAL INFORMATION arising out of the PROGRAM after September 30, 1970, and MIT hereby consents to such assignment.

3. GE and HISI represent that by separate instrument GE has granted an exclusive license to HISI with respect to BUSINESS DATA PROCESSING SYSTEMS under SUBJECT PATENTS of countries foreign to the United States issued on or before September 30, 1970, including, without limitation, such SUBJECT PATENTS as may be covered by a certain agreement of October 4, 1966 between MIT and GE.

4. Except for the foreign PATENTS referred to in the foregoing Paragraph 3, GE hereby transfers to HISI all of GE's rights and licenses in SUBJECT PATENTS and TECHNICAL INFORMATION, arising out of the PROGRAM on or before September 30, 1970 insofar as such rights and licenses pertain to BUSINESS DATA PROCESSING SYSTEMS, including, without limitation, any SUBJECT PATENTS of the United States referred to in the aforementioned MIT/GE agreement of October 4, 1966; provided, however, that GE retains the right and license to use, lease, sell, extend, repair, maintain, modify and otherwise dispose of BUSINESS DATA PROCESSING SYSTEMS in the possession of GE on or before September 30, 1970, and further retains all of its rights and licenses accrued on or before September 30, 1970 under the November 5, 1965 agreement, as amended by Amendment A, in respect of all other products than BUSINESS DATA PROCESSING SYSTEMS, but GE is not licensed to use said other products as BUSINESS DATA PROCESSING SYSTEMS, or to lease, sell, extend, repair, maintain, modify and otherwise dispose of said other products for use as BUSINESS DATA PROCESSING SYSTEMS.

5. GE and HISI grant to MIT the right to grant sublicenses under SUBJECT PATENTS and TECHNICAL INFORMATION in countries foreign to the United States.

6. The addresses for the purpose of notices and correspondence under Section 17 of the November 5, 1965 agreement shall be changed to:

for MIT:
                for Business and Fiscal Relations
Vice President, ~~Research Administration~~
Massachusetts Institute of Technology - Room 4-110
Cambridge, Massachusetts 02139

for HISI:

Group Patent Counsel
Honeywell Information Systems Inc.
275 Wyman Street
Waltham, Massachusetts 02154

for GE:

General Patent Counsel
General Electric Company
570 Lexington Avenue
New York, New York 10022

7. HISI shall include Honeywell Inc., a corporation of the State of Delaware and having a principal office at 2701 Fourth Avenue South, Minneapolis, Minnesota and any company, business or other organization which Honeywell Inc. controls either by ownership, whether directly or indirectly, of fifty per cent (50%) or more of the shares or outstanding stock (other than any shares or stock whose voting rights are subject to restriction), or by furnishing capital of fifty per cent (50%) or more of the total equity investment in said organization.

8. This agreement shall be governed in all respects by the law of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their respective representatives thereunto duly authorized as of the year and date first above written.

Attest: MASSACHUSETTS INSTITUTE OF TECHNOLOGY

By _Frances Daly_   By _Paul V. Cusick_
                                           Paul V. Cusick Vice President for Business
                                           and Fiscal Relations

Attest: GENERAL ELECTRIC COMPANY

By _Marjorie Em Celis_   By _H F Manbeck, Jr._

Attest: HONEYWELL INFORMATION SYSTEMS INC.

By _Edward W Hughes_   By _Henry L. Kinson_
   5/5/71

ANNEX A

DEFINITIONS

1.01 DATA PROCESSING SYSTEM means a DATA PROCESSING ASSEMBLY, a DATA PROCESSING UNIT, or a DATA PROCESSING COMPONENT.

1.02 DATA PROCESSING ASSEMBLY means:

(a) any aggregate of instrumentalities of a design primarily adapted for digitally performing mathematic or logic operations on or with respect to data and which aggregate includes program control means for controlling such operations; such operations may include, but are not limited to, any one or more of the following: storing, recording, transmitting, receiving, reproducing, retrieving, displaying, analyzing, encoding, decoding, monitoring, controlling, sensing, processing, selecting, sorting, collating, comparing, translating, classifying, checking, correcting or rearranging, and combinations thereof; or

(b) input or output equipment, or both, comprising any aggregate of instrumentalities of a design primarily adapted for sensing and/or transferring data from any source and utilizing digital data representation in at least some portions of its operation, whether primary or secondary, or through intervening transmission or storage facilities to, from, or between any aggregate or aggregates of the type specified in (a), and combinations thereof; or

(c) any combinations of (a) and (b);

and, if provided therewith, any such aggregate includes any one or more of the following apparatus of a design primarily adapted for association and operation therein; (1) related control, switching and testing equipment, (2) intervening transmission facilities, (3) power supplies, and (4) other auxiliary apparatus associated with such aggregate and involved in the performance of the functions or

the maintenance thereof.

1.03 DATA PROCESSING UNIT means any aggregate or combination of instrumentalities especially designed for use in, or as a separate portion of, a DATA PROCESSING ASSEMBLY and performing at least one of the functions of a DATA PROCESSING ASSEMBLY, and combinations of DATA PROCESSING COMPONENTS.

1.04 DATA PROCESSING COMPONENT shall mean any unitary product or component identifiably adapted or destined for use in a DATA PROCESSING UNIT.

1.05 INDUSTRIAL CONTROL SYSTEM means DATA PROCESSING SYSTEM or any other aggregate of instrumentalities of a design primarily adapted for the control, testing, measuring, instrumentation or regulation of processes (such as and without limitation, manufacturing, industrial, utility, laboratory, medical, physical, chemical, mechanical, electrical, biological, or geological processes) by monitoring of or intervention in such processes.

1.06 COMMUNICATION SYSTEM shall mean any aggregate of instrumentalities of a design primarily adapted to transfer information from one location to another remote location by way of an intervening information transmission medium and where the information transmitted appears at the output without intended change in the information content; and including components and sub-assemblies of and for such system identifiably adapted for use in such systems; provided, however, that products manufactured by the INFORMATION SYSTEMS GROUP as of the CLOSING DATE shall not be considered to be COMMUNICA-TIONS SYSTEMS.

1.07 SPECIAL PURPOSE DATA PROCESSING SYSTEM shall mean a DATA PROCESSING SYSTEM designed or primarily adapted for military, aerospace, vehicular, or marine applications such as, without limitation, systems having primary use in airborne, space, rail and marine vehicles and/or in the navigation, detection, identification, interception, guidance, or landing thereof and/or designed or primarily adapted for the solution of special types of military or governmental problems such as, without limitation, problems relating to law enforcement, education, housing, environment, and/or ecology which a BUSINESS DATA PROCESSING SYSTEM is not primarily adapted to solve.

1.08 BUSINESS DATA PROCESSING SYSTEM shall mean any product constituting a DATA PROCESSING SYSTEM but shall not mean:

      (i)   a SPECIAL PURPOSE DATA PROCESSING SYSTEM;

      (ii) an INDUSTRIAL CONTROL SYSTEM; or

      (iii) a COMMUNICATION SYSTEM.

1.09 INFORMATION SYSTEMS GROUP means the plants, facilities and personnel of GE in the United States of America and the overseas direct employees of GE, that were administratively and operationally responsible to the Vice President and Group Executive, Information Systems Group, as that Group was constituted May 15, 1970, excepting, however, the plants, facilities and personnel of the Information Services Division and the Advanced Systems Division.