

MICROSOFT Ireland Operations Ltd.
The Atrium Building, Block B
Carmanhall Road
Sandyford Industrial Estate
Dublin 18
Ireland

Tel: +353 1 295 3826
Fax: +353 1 706 4110
Technical Support: +353 1 706 5353



RETAIL DISTRIBUTOR STREET DATE NOTIFICATION

COMPANY: GEM DISTRIBUTION LIMITED

COMPANY NUMBER: 5058672

SALES LOCATION: UNITED KINGDOM

MICROSOFT: Microsoft Ireland Operations Limited

This Retail Distributor Street Date Notification (the "Street Date Notification") is made as of **August 5th, 2010** (the "Effective Date"). This Street Date Notification is not effective (even if fully executed) unless MICROSOFT and COMPANY also have an existing current executed Microsoft Retail Distributor Sales Agreement ("Retail Distributor Agreement"). This Street Date Notification will be deemed to be accepted by COMPANY unless COMPANY notifies Microsoft Ireland Operations Ltd. (MIOL) in writing at the address below within fifteen (15) days of COMPANY's receipt of the same.

This Street Date Notification will continue in effect until the termination of the Retail Distributor Agreement unless earlier terminated by MICROSOFT.

Defined terms have the meaning ascribed to them in the Retail Distributor Agreement unless otherwise stated below.

1 Purpose and Definitions

1.1 Purpose: The purpose of this Street Date Notification is to specify the rules for the Street Date program and COMPANY's involvement and obligations under the Street Date program. The Street Date program is designed to permit COMPANY to pre-order and pre-stock new Microsoft Products, prior to the public launch or release of such new Microsoft Products.

1.2 "Coming Soon Date" means the date, if applicable, on which the Street Date Products will be announced to the public. The Coming Soon Date, if applicable, is identified on the Appendix. If no such date is identified on the Appendix, then the Coming Soon Date will be communicated to COMPANY by MICROSOFT prior to the Coming Soon Date. The Coming Soon Date may be changed by MICROSOFT any time prior to occurrence of the Coming Soon Date. If MICROSOFT does not set a Coming Soon Date, the Coming Soon Date shall be the same date as the Street Date.

1.3 "Street Date" means the date on which the Street Date Products will be made generally available for purchase in the market(s) where COMPANY is located. The Street Date is identified on the Appendix. COMPANY acknowledges that the Street Date may be changed by MICROSOFT at any time at MICROSOFT's sole discretion prior to the Street Date Products being made available.

1.4 "Street Date Products" means the products identified as the Street Date Products on the Appendix.

2 Sale of Street Date Products

Resale of Street Date Products. COMPANY agrees not to resell or otherwise transfer Street Date Products to any third party during the period up to 10 working days before the **Street Date**. Commencing 10 working days before the **Street Date**, COMPANY may resell the Street Date Products in accordance with the terms of the Retail Distributor Agreement. COMPANY agrees to ensure Reseller/Third Party compliance with the **Street Date**.

MICROSOFT Ireland Operations Ltd

Directors: Benjamin Orndorff (US), Keith Dolliver (US), Thomas Heerey (IRE/AUS), Tracy Neighbors (US).

Registered number: 256796 Registered Office: 70 Sir John Rogerson's Quay, Dublin 2 V.A.T. Reg No. IE8256796U

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3 Discussion and Promotion Restrictions

3.1 Non-Disclosure Agreement. COMPANY agrees that all discussions before the **Street Date**, with MICROSOFT and third parties, concerning Street Date Products shall be subject to the confidentiality obligations in place between COMPANY and MICROSOFT.

3.2 Pre-Coming Soon Date Restrictions. Before the **Coming Soon Date**, if applicable, COMPANY agrees that it shall not make any announcements or issue any publicity statements concerning Street Date Products.

3.3 Post-Coming Soon Date Restrictions. After the **Coming Soon Date**, if applicable, but before the **Street Date**, COMPANY may make announcements or issue publicity statements concerning Street Date Products, provided that any such announcement or statement clearly indicates that the Street Date Products are not, at that time, generally available to the public.

4 Consequences of noncompliance with Street Date Requirements

4.1 Reselling. If more than 10 working days before the **Street Date**, COMPANY resells Street Date Products, then COMPANY agrees that the following penalties may be applied.

- Withdrawal of Marketing Funds relating to Halo Reach, Halo Reach Limited Edition, Halo Reach Legendary and Halo Reach Bundle for up to 12 months
- Rebates specifically associated with Halo Reach, Halo Reach Limited Edition, Halo Reach Legendary and Halo Reach Bundle activity will be withheld for up to 12 months
- All Halo Reach, Halo Reach Limited Edition, Halo Reach Legendary and Halo Reach Bundle will be required to be returned
- Participation in any future Microsoft Street Date Releases will be prohibited for a period of up to 12 months.

Microsoft Ireland Operations Limited (MIOL)

Attention: **Mary O'Rorke**

Atrium Building Block B, Carmen Hall Road,
Sandyford Industrial Estate, Dublin 18, Ireland

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APPENDIX 1

to

RETAIL DISTRIBUTOR STREET DATE NOTIFICATION

For the purposes of this Street Date Notification:

"Coming Soon Date" – to be communicated to COMPANY by MICROSOFT separately if applicable.

"Street Date" means: **14th September, 2010**

"Street Date Products" means: Halo Reach, Halo Reach Limited Edition, Halo Reach Legendary and Halo Reach Bundle