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I N T E R O F F I C E   M E M O R A N D U M

Doc. No: 066893  
Date: 06-Jan-1994 12:09pm EST  
From: Terry Fink  
FINK.TERRY AT PNDVUEA1 at MLMA  
Dept: Corporate Pricing  
Tel No: 223-3996

IL at MLO

TO: RUSS GULLOTTI @MKO

CC: ALBANO @ROYALT @VAXMAIL  
CC: ED KAMINS @MRO  
CC: JOHN OELFKE @MLO

Subject: RE: KUBOTA PACIFIC

Russ,

I agree with your thoughts except in one area where, at least from my point of view, I don't have the data to be comfortable with the conclusion being made. I agree that Kubota Pacific in the case of the VOR "Pod" sale was absolutely acting as an OEM. I question whether, in general, this is the nature of their relationship. I spoke with Dennis about this yesterday and based on my understanding of the bulk of the business we do with Kubota, am not yet convinced that, in general, it is truly OEM business.

Regards,  
Terry

Dictated but not read

home @ 6:00

508-443-6144

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I N T E R O F F I C E   M E M O R A N D U M

Doc. No: 066898  
Date: 06-Jan-1994 12:00pm EST  
From: DENNIS ALBANO  
ALBANO.DENNIS AT A1 AT REGINA  
Dept: Sales  
Tel No: 297-6582 A1: Dennis Albano @MR

AT MRO

TO: RUSS GULLOTTI @MKO

Subject: KUBOTA PACIFIC

RE: KUBOTA PACIFIC - My edits

OK. this is what I think you and I agreed to regarding Kubota Pacific. I want you to call my office as soon as you read this and tell me whether or not this is an accurate description of what you propose for Kubota Pacific. (Ed Kamins and Terry Fink, after you read this note, let me know whether or not you have any objection to it).

Kubota Pacific should be treated as an OEM. They private label our workstation and very frequently add significant other components, as in the case of the VOR "Pod" sale.

Our terms and conditions with Kubota Pacific should be enforced as OEM terms and conditions. Any other relationships we may want to have with them from time to time would be dealt with on a case by case basis, as we do with many other partners.

In the case of VOR, the allowance given by Digital was justified by the sales team, Distribution Sales manager, RMC VP, and C&P CPOEM VP. This was a competitive situation against SGI and Kubota Pacific gave significant allowances themselves and passed all of our allowance on to VOR. Most of the allowance was given as a result of a price increase during the sale cycle. DEC3000/300 Alpha AXP configuration PE300-CH was \$7495 and DPP increased the price to \$8995. The terms by which we gave our allowance were that a minimum of a thousand units would be sold or we would do a bill back.

Terry Fink raised a point that Ed Lucente was told during his visit with VOR, that this business was "won" by Digital and Kubota Pacific and, therefore, Ed deduced that no allowance was necessary. Those were not the facts as you understand them Dennis, but rather, we never would have won without the allowance and the investments of our partner, Kubota. The Ed Lucente visit was prepared by VOR, Kubota and the Digital

sales team to emphasize the positive aspects of this win over SGI. In their enthusiasm to impress Ed Lucente on this significant win, it appears that the President of VOR said certain things that led Ed to believe that Kubota would have won the business without a competitive price against SGI.

Dennis

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I N T E R O F F I C E   M E M O R A N D U M

Doc. No: 066852  
Date: 06-Jan-1994 09:23am EST  
From: RUSS GULLOTTI @MKO  
GULLOTTI  
Dept: U.S. AREA  
Tel No: 264-6209

TO: Remote Addressee ( DENNIS ALBANO @MRO )  
CC: Remote Addressee ( TERRY FINK @MLO )  
CC: Remote Addressee ( ED KAMINS @MRO )

Subject: KUBOTA PACIFIC

OK, this is what I think you and I agreed to regarding Kubota Pacific. I want you to call my office as soon as you read this and tell me whether or not this is an accurate description of what you propose for Kubota Pacific. (Ed Kamins and Terry Fink, after you read this note, let me know whether or not you have any objection to it).

Kubota Pacific should be treated as an OEM. They private label our workstation and very frequently add significant other components, as in the case of the VOR "Pod" sale.

Our terms and conditions with Kubota Pacific should be reduced to OEM terms and conditions. Any other relationships we may want to have with them from time to time would be dealt with on a case by case basis, as we do with many other partners.

In the case of VOR, the allowance given by Digital was very appropriate. This was a competitive situation against SGI and Kubota Pacific gave significant allowances themselves and passed all of our allowance on to VOR. The terms by which we gave our allowance were that a minimum of a thousand units would be sold or we would do a bill back.

Terry Fink raised a point that Ed Lucente was told during his visit with VOR, that this business was "won" by Digital and Kubota Pacific and, therefore, Ed deduced that no allowance was necessary. Those were not the facts as you understand them Dennis, but rather, we never would have won without the allowance and the person from VOR who said this to Ed Lucente said it all wrong.

Does this capture what we want to do with Kubota Pacific? If it does, then we should plan on working with Kubota to get this accomplished, but don't do anything until I get Ed Lucente's support for this.

Please respond ASAP (before Thursday PM)



DIGITAL EQUIPMENT CORPORATION

Scott Roeth  
Vice President

Merrimack, New Hampshire  
03054-9501

January 5, 1994

Mr. Bob Rybicki  
V.P. North American Sales  
Kubota Pacific  
12030 Sunrise Valley Drive  
Suite 180  
Reston, VA 22091

*✓*  
~~cc~~ Ed Kamins  
→ Dennis Albano  
Is this note "true" given our discussions?  
If Kubota is an OEM - the rep would not get credit. What do you think we should do?  
Pam Gullett

Dear Bob,

This letter is meant to answer any questions about how the Digital Sales force will receive sales credit when products from Kubota Pacific and/or Digital products are sold into an end customer for FY94.

The Digital Sales Representative has two choices. Either ask Kubota Pacific to sell Alpha Workstations and Kubota's Denali (together they are called Kenai) into the account, OR the Digital Sales Representative can choose to sell the Kubota Pacific products themselves. Kubota's Denali product is now available in the Digital price list.

When Kubota Pacific Sells

Kubota is classified as a VAR/OEM of Digital and sales by Kubota are treated like any other VAR/OEM of Digital. Sales credit for sales through VAR/OEMs like Kubota is available for the "Digital Sales Specialists" at 90% of USCLP of the Digital content sold by Kubota to the end customer. In addition, the Digital "Workstations Product Sales Specialists" will receive 90% sales credit only for the Digital Workstation portion of the sale.

Once the P.O. has been obtained by Kubota from the end customer and the product has been purchased by and shipped by Digital to Kubota, the Digital Sales Specialist and Workstation Specialist should then apply for sales credit by submitting an "FY94 Indirect Reseller Sales Credit Form" (found in the FY94 U.S. Sales Measurement Guidebook). For assistance with this process, the Digital salesperson should contact Audrey Shuster @WRO or call at (408) 748-6471 or DTN 521-6471 in order to obtain the correct DEC numbers and part numbers associated with the applicable Digital sale to Kubota that is pertinent to the particular end customer.

When Digital Sells Denali

The Digital Sales people will get sales credit equal to the net invoiced revenue for sales of Kubota's Denali product.

If you have further questions regarding the issue of sales credit or Kubota Pacific's products please call Audrey Shuster at (408) 748-6471 or DTN 521-6471.

Sincerely,

Scott Roeth  
Vice President  
U.S. Sales & Marketing

- Kubota gave — % allowance on VOR. We gave 10% (8% FTP)
- We seem to be offering a permanent allowance for the FTP product. That screws up DPP.
- If not 1000 units in first year = Bullback? They have no money.
- fixing up the eng. relationship with the team relationship.

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I N T E R O F F I C E M E M O R A N D U M

Dennis assign a person to be the horizontal support - a Bob Schmidt. How treat other team?

Doc. No: 066490  
 Date: 22-Dec-1993 06:33pm EST  
 From: DENNIS ALBANO  
 ALBANO.DENNIS AT A1 AT REGINA  
 Dept: Sales  
 Tel No: 297-6582 A1: Dennis Albano @MR

TO: RUSS GULLOTTI @MKO

• Is Kubota US only or world?

CC: \*\_MCIS5::KAMINS AT A1 AT REGINA AT MRO

Subject: KUBOTA/VOR COMPETITIVE ANALYSIS AND WORKING RELATIONSHIP

Russ,

As requested, please find below the report you requested on Kubota.

— MANAGEMENT AND ALLOWANCE OVERVIEW FOR VOR (VISION OF REALITY)

Kubota Pacific Corp. (KPC) manufactures a 3D workstation which they market under their brand name Kenai. One element of their product is a basic Alpha system building block from Digital.

Kubota Pacific Corp. has been competing to win the Visions Of Reality (VOR) computing and image generation engine for VOR's product, the Fantasy Transport Pod (FTP) program, for more than six months. This is a competitive opportunity against SGI for as many as 4800+ customized Kenai workstations during the life of the project.

The KPC Kenai uses Alpha AXP within specialized packaging which includes the high speed Denali graphics accelerator. For this opportunity KPC was bidding their most price competitive Kenai which includes the System Building Block associated with the DEC3000/300 Alpha AXP workstation. During the initial stages of the sales cycle the base price for the PE300-CH configuration was \$7495 which allowed KPC to propose a solution averaging \$36,000 per seat. However the October announcement of DPP resulted in a price of \$8995 for the identical PE300-CH, an increase of \$1500. *How did DPP raise a price?*

Meanwhile SGI whose original offer averaged \$39,000 per seat indicated they would drop the price to between \$27,000 and \$30,000 per seat if VOR would commit to certain quantities. KPC came to Digital to see if we would help them to at least reach the \$30,000 per seat level.

① Computer allowance for VOR is OK.

② This is too lengthy to summarize the Kubota relationship are they team VOR? +tc? +tc?

— computer allowance.

The following factors were considered in the allowance decision:

- KPC has invested significantly of their own resources to win this opportunity.
- This would be a strategic win in an emerging market for Kubota where Digital and Kubota have no presence.
- This would be a significant win for Kubota and Alpha against SGI.
- DPP had resulted in a significant price increase during this sales cycle and the allowance for the most part only got Kubota back to where they were prior to October.
- Cost analysis of the opportunity showed (we) would still make an operating profit of 8.3% after extending an \$1,239 competitive allowance. This would still leave Kubota with the need to contribute most of the allowance in order to win the business. A competitive allowance of \$1,239 was granted (approximately 10%) on the Digital content to Kubota.

#### OPPORTUNITY DETAILS:

VOR's product, the Fantasy Transport Pod (FTP) uses an advanced head tracking device to display the appropriate images on a specially equipped pair of goggles. VOR is one of over 158 members of the Themed Entertainment Association (TEA). At the recent International Association of Amusement Parks and Attractions (IAAPA) 75th Annual Trade Show in Los Angeles (17NOV93) VOR demonstrated a proof of concept of the FTP and received tremendous interest and rave reviews. As a result VOR is forecasting the need for 1800 computers during calendar year 1994 with a follow-on potential of 4800 systems. This is worldwide business and each installation at a theme park, resort hotel or Entertainment Center, can have 6, 18 or 36 computers depending on the design.

VOR will be selling customized FTP designs to various companies, many of which are members of IAAPA.

#### COMPETITIVE ANALYSIS:

There are only 2 other companies in the Themed Entertainment Association who are bringing Virtual Reality attractions to the market at this time. Iwerks Entertainment is working with Evans and Sutherland to develop their VR design allowing up to 4 teams of 6 players to interact. The Virtual World Entertainment organization has pods with multiple PC's in their Battle Tech Center. The original center in Chicago has sold over 350,000 tickets in 3 years at \$7 to \$9 each.

Silicon Graphics has been working with VOR since much of the software already ran on SGI machines. Since Digital's first (and thus far last) attempt at a high end graphics workstation (VS8000 - joint venture with E&S) failed in the late 80's we have publicly stated that we would not pursue that segment. This left the field to players like SGI, Stellar and Ardent. Stellar and Ardent became Stardent which was subsequently purchased by Kubota forming KPC.



Therefore KPC is our sole entry into the high end 3D graphics market, since we convinced them to switch from MIPS to Alpha. KPC now only builds their Kenai workstations with Alpha AXP engines.

SGI has made it's name in 3D and Virtual Reality yielding an enormous number of SGI and 3rd party tools applications. The Alpha AXP/Denali combination is the only serious challenger to SGI and does deliver performance and price performance superior to SGI in most situations. However perception and software remain an issue.

#### COMPONENT OEM STRATEGY WITH THIS SITUATION:

This is an opportunity to get Alpha AXP into an emerging market which has significant business potential as well as high mass market visibility. Such a design win will open the door to the other 158 members of Themed Entertainment Association as well as the members of IAAPA. We currently sell nothing to these groups. It would also provide an invaluable reference potential for games vendors in general such as Atari, SEGA, etc. Since games vendors are a key target in our OEM plan we see this win as a major strut in the overall strategic market penetration.

Due to the excellent visibility provided by the involvement with Lucas Films (Jurassic Park just to name one), SGI has been preceived as the safe solution. However this notoriety has also begotten some attitudes of superiority at SGI. To take advantage of this situation while combating the perception of safety the following strategy is being employed.

1. Make it easy for VOR to move to the Kubota Alpha AXP/Denali platform. To this end KPC has spent nearly \$750K in converting the various software tools as well as the VOR applications to Alpha AXP. Kubota's margin after discount to VOR is 9%.
2. Demonstate the superiority of Alpha AXP versus MIPS with respect to today's performance as well as future growth capability. This has been done by the KPC sales team supported by Audrey Shuster, Digital Account Manager.
3. Digital, KPC and VOR will build a 3 way team with all members committed to the success of this new and exciting product (FTP) because of the benefits gained by each member individually. Therefore Digital has requested the following 3 items be negotiated by KPC as part of the overall deal:

- a) There will be a 3 way press release when FTP is announced.
- b) All FTP's will prominently display that they utilize Alpha AXP computing engines.
- c) The additional allowance is also predicated on an initial commitment of 1000 Alpha AXP workstations. If 1000 units are not purchased within 1 year of the announcement the units purchased

*a permanent discount  
allowance  
Screening  
up 100  
royalty.*

will be billed back at the standard contract rate.

## II - RELATIONSHIPS PROBLEM WITH KUBOTA

-----

A large part of the problems we have working with Kubota seems to stem from the fact that Digital does not have the right infrastructure to be able to support this type of customer/partner. Our problems with them seem to come from three primary areas:

- 1) lack of formal communications and a Concurrent Engineering Plan/Effort ? ?
- 2) Lack of appropriate Business Model - Don't understand this
- 3) Lack of ability to work a cohesive Marketing Plan with the way we are currently structured with the CBU's (due to Kubota's horizontal product offerings).

In order for Kubota to successfully ship their products for availability at the same time Digital releases a product and make a viable business with the Alpha platform there needs to be a tremendous amount of amount of Engineering and Marketing coordination. Both aspects are very important to the total business in order to make their products timely, competitive and have them running the applications that sell systems. Most of the Engineering issues and some of the Marketing issues are being addressed today by Willy Shih, V.P. of Alpha Personal Systems. The bottom line is that Digital needs to make it easier to do concurrent engineering and ISV recruiting with partners like Kubota so that when Digital comes out with an Alpha Workstation product, Kubota can also ship their product and have viable, competitive 3D applications running. *a delay of some amount work*

Regarding the appropriate business model, Kubota does not fit cleanly into any of our Business Partner models. Kubota has several different business models to support a variety of customer needs.

- Currently about 70% of Kubota's revenue comes from their VAR business *defuse this*
- 30% of Kubota's business is done with end-users. *TDem*
- They are now also a supplier to Digital. Denali products are on Digital's price book. *no impact. Not unusual.*

In some respects they are a hybrid of a Master Reseller and a VAR, however most Master Resellers like Avnet and Merisel don't add the significant engineering effort and product value to the final solution that Kubota does. Kubota stocks a limited number of systems beyond their sales forecast. *how?*

Kubota has recruited several VAR's in the short time that they have been shipping Alpha OSF/1 systems. Their VAR's are Picker MRI, Ohio Imaging in the Medical Imaging business and Sense8 in Visual Simulation and they are working very hard to recruit Visions of Reality (VOR).

The Solutions:

*TDem's recruit VAR's.*

Given the facts that :

- 1) Digital has put Kubota's Denali product into the Digital Price book to fill the mid to high-end of Digital's graphics product line;
- 2) The market demands a compatible family of graphics products for our Alpha Workstations;
- 3) Kubota is one of the largest customers of Alpha;

Digital needs to determine what kind of strategic value Kubota has to Digital.

If Digital does indeed decide that Kubota's products and expertise are of strategic importance to Digital then some suggestions for proceeding with the relationship are as follows:

#### ENGINEERING PROBLEMS

A Joint Concurrent Engineering Plan between Kubota and Digital needs to be agreed to with planned management reviews. A good way of Formalizing communications between the two companies needs to be determined and followed by both companies. One of the things that was agreed upon early in the relationship was having a Relationship manager on both sides. The appropriate person needs to be put in place from Digital to help maintain the communications and work Kubota specific issues.

\*\* ACTION: Follow-up with Willy Shih.

*OK but does not impact Joern relationship*

#### BUSINESS MODEL

Digital needs to recognize that we have several types of business models we are trying to accommodate with Kubota. If we do this and work to meet the needs of each one of them then I believe this relationship can survive. They are probably best served by continuing to "report" into the CpOEM organization. The only area where Kubota's needs are not currently met with the CpOEM group is where they have a need to be integrated into the Marketing/ISV plans of a variety of CBU's. These CBU's include DMD, Health Industries, and some areas of CEM and CPM.

\*\* ACTION: Develop a contact list by issue and needs to stop the "CBU Shopping". Dennis assign a person or Schmidt

#### MARKETING PLAN

In order to effectively beat our competition with the help of Kubota's products, Digital and Kubota need to work more closely to Market our combined products. Because these products are so horizontally focused, this is a big task. The bottom line is applications availability, optimization and key market focus which requires a great deal of coordination, across CBU's, Engineering, Product Marketing and geographic boundaries. Now that product marketing is being centralized, we might be able to better accommodate partners like Kubota.

\*\* ACTION: Follow-up with Bud Enright } is Kubota US only?

Regards,

*-irrelevant*

*low strategic value*

① Relationship

② D.P.P. pricing,  
10% allowance?

③

- alpha ws prices went up as a result of DPP action — Terry.
- KPC gave 27% to U.O.R. we gave 36% they kept 9%. Then gave the 10% away as well. (15%) seeing cost. for KPC here.

Relationship = we inherited a mess.

Denms = own relationships' (no coop \$ as a VAR)

today

\$36,000

See a pod

Disk  
Memory  
WS  
graphics accelerators

Cabinet, power board,

oem agreement program

then case by case from their - as <sup>master</sup> reseller

Russ 4-9610

others 4-9626

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I N T E R O F F I C E M E M O R A N D U M

Doc. No: 066765  
Date: 04-Jan-1994 10:44am EST  
From: Terry Fink  
FINK.TERRY AT PNDVUEA1 at MLMA

IL at MLO

Dept: Corporate Pricing  
Tel No: 223-3996

TO: RUSS GULLOTTI @MKO

CC: JOHN OELFKE @MLO

Subject: KUBOTA

I see from a recent set of minutes that you've been asked to clarify the Kubota situation and propose a solution. After his visit to Kubota Ed Lucente called me and asked me to look into it. At that time I heard two issues:

1. The appropriateness of the allowance we gave them in a competitive bid against Silicon Graphics to win the Visions Of Reality business.
2. The appropriateness and management of the multiple business agreements we have with Kubota.

I was still in the process of researching the Kubota situation when I noticed your action item from Ed. Just so we stay coordinated, I'll see that you get anything I send to Ed on this subject and would ask that you would do the same. If you'd like to see any of the background we've dug up so far, I'd be happy to furnish it.

Regards,  
Terry

DICTATED BUT NOT READ

*R-F 1 - trying to  
a call w/ Dennis & Ed K  
tomorrow*

*See if  
Terry can  
join us  
on the call.*

*RFC*

Kubota Pacific Computer Inc.

2630 Walsh Avenue

Santa Clara, CA 95051-0905

Phone (408) 727-8100

Fax (408) 727-9301

DEC 15 1993

December 9, 1993

Mr. Harold F. Enright, Jr.  
Vice President  
Product Marketing  
Digital Equipment Corporation  
146 Main Street  
Maynard, MA 01754

**Kubota**

Dear Bud:

Thank you for sparing your precious time for us on 8-11-93. I appreciate that you remembered me from Kubota Computer Inc.

It's amazing and my honor that

I do understand all of the senior engineering and marketing people in your growing business orbit. I appreciate that you should get issues outstanding

put the company back to work. I would like to see your views on and how we

I attended some of a series of seminars by Bill Demmer and Tom Colatosti, who pointed out at our meeting. Bill pointed out the issues to be resolved and agreed to thank you for assisting us. At the same time, we have to increase the visibility of ourselves to Digital's sales

ing those with Bill Demmer and exactly what you need in terms of engineering support beforehand and I have to increase my efforts.

My overall impression is things are just getting started.

As you pointed out, we should shift our focus to areas which only can drive this momentum further. We need infrastructure for sales such as availability of product and much more effectively and get into successful sales leadership within Digital and I am sure you will

areas of our joint product, I believe we have to enhance our efforts so that sales folks can close business deals. Again I would only have to ask your support for significant progress.

I am going to Japan next week to attend the board meeting of Kubota Pacific, where I am supposed to explain the business progress. I am going to tell them we have just begun to make modest success in the field and we together with Digital are building inertia toward much more aggressive success.

Bud, please let me know whenever you find Kubota is pushing wrong buttons or any thing like that so that we can simply spend our energy just against our real competitor.

Let me thank you over again for giving us your time and listening to us.

Best Regards,

*Hokkichi Uji*

Hokkichi Uji  
Vice President  
Marketing for Japanese Market and  
Business Development

CC  
Dennis Albano  
Ed Kamnus

Dennis - FYI  
I'm still waiting for you to summarize our situation with Kubota. Once I get that, we'll talk again.  
Dan S.

A -  
Can you get me (Kamus) Dennis or the phone this week to discuss??  
KPC

Kamus Albano  
Mr. H. Kubota

A -  
Can you get  
me (Kominas)  
Denms on the  
phone this  
week to  
DSUs??  
RFC.

Kamins  
albums  
Mrs. M.  
Kubota



Kubota Pacific Computer Inc.

2630 Walsh Avenue

Santa Clara, CA 95051-0905

Phone (408) 727-8100

Fax (408) 727-9301

DEC 15 1993

December 9, 1993

Mr. Harold F. Enright, Jr.  
Vice President  
Product Marketing  
Digital Equipment Corporation  
146 Main Street  
Maynar, MA 01754



Dear Bud:

Thank you for sparing your precious time for us on Sunday, November 28. It was amazing and my honor that you remembered me from Kubota Computer Inc. in Japan.

I do understand all of the senior executives like you at Digital are working hard to put the company back to growing business orbit. I appreciate you shared your frank, candid view of how Digital views us and how we should get issues outstanding resolved.

I attended some of a series of subsequent meetings with other Digital executives including those with Bill Demmer and Tom Colatosti, where I appreciated your work beforehand and also confirmed exactly what you pointed out at our meeting. Bill Demmer was very much supportive to our points in terms of engineering issues to be resolved and agreed to take actions to fix them. I know you talked with him beforehand and I thank you for assisting us. At the meeting with Tom Colatosti of DMD, I realized we have to increase visibility of ourselves to Digital's sales force in the field, which is nothing but what you mentioned.

My overall impression is things are just beginning to move forward.

As you pointed out, we should shift our focus to the field and real business opportunities of our joint product, which only can drive this momentum further forward. Simultaneously, I believe we have to enhance infrastructure for sales such as availability of ISVs, product positioning so that sales folks can close business much more effectively and get into successful business loop. Here again I would only have to ask your leadership within Digital and I am sure you will make a significant progress.

I am going to Japan next week to attend the board meeting of Kubota Pacific, where I am supposed to explain the business progress. I am going to tell them we have just begun to make modest success in the field and we together with Digital are building inertia toward much more aggressive success.

Bud, please let me know whenever you find Kubota is pushing wrong buttons or any thing like that so that we can simply spend our energy just against our real competitor.

Let me thank you over again for giving us your time and listening to us.

Best Regards,

Kohkichi Uji  
Vice President  
Marketing for Japanese Market and  
Business Development

CC  
Dennis Albano  
Ed Kamus  
Dennis - FYI  
I'm still waiting  
for you to summarize our  
situation with Kubota.  
Once I get that, we'll  
talk again.  
Ran S.