May 16, 2002

Dear MGE User:

This letter from Intergraph and Bentley describes the undertaking that the two companies have entered into, for indefinite continued support of MicroStation/J as the MGE platform.

By way of background, Bentley introduced MicroStation V8 in late 2001. This major new release incorporates a number of significant enhancements that necessitated a substantial change to the DGN file format – the first such file format change in MicroStation's 17-year history. To accommodate the file format changes, most applications running on MicroStation have been revised. However, Intergraph has determined that the implementation language and techniques used in MGE make it unattractive to upgrade to MicroStation V8.

In the normal course, Bentley would continue to provide technical support for MicroStation/J, but would not continue to update it to run on new versions of Windows (nor Java), nor modify it to meet the evolving compatibility requirements with other commonly interfaced software. Bentley and Intergraph recognize that this policy could potentially introduce severe and unintended constraints on MGE users, who in any event need to be able to rely on long planning horizons for IT changes.

Accordingly, we have agreed to continue updating (and jointly certifying) MicroStation/J for MGE customers, to the extent those customers are fully covered under Bentley's SELECT subscription program, for such time (expected to be some five years further) as the total of such supported seats exceeds 1000. Bentley does not expect to make the "MGE SELECT Version" of MicroStation/J available to other MicroStation customers that do not use MGE.

Among other things, the MGE SELECT Version of MicroStation/J will:

- Be updated to run on Windows XP and successor Microsoft implementations of Windows. However, continued certification of MicroStation/J's current external database linkage functionality—other than through MGE products which will be Intergraph's responsibility to maintain—cannot be committed indefinitely, to the extent that the operating systems' and/or database vendors' interface requirements may evolve over time; Note that MGE does not utilize MicroStation/J database libraries but implements database linkage functionality internally.

- Include versions of Interplot client that will allow use of new versions of Interplot server and Interplot plot drivers to support plotter device evolution (Bentley will not necessarily be able to maintain MicroStation/J's originally-distributed plotter device drivers indefinitely, as we now instead focus on Interplot driver maintenance); and
- Be updated to be compatible with new versions of Bentley's SELECTServer.

Because of the value of the V8 enhancements (design history, unlimited design plane and file size, improved raster performance, and DWG interchangeability, to start with) for user organizations in their broader use of MicroStation, Bentley and Intergraph have put substantial effort into supporting mixed-version environments. For example, MicroStation V8 can be run in a "J" compatibility mode which reads and writes J-format DGN files-- ideal for workflows that require sharing DGN files with MGE users. Moreover, Intergraph will distribute a dataserver compatible with GeoMedia 5.0 and later versions, which operates with MicroStation V8 and the V8 DGN format.

Bentley will continue to provide the J compatibility mode and J converter in MicroStation for the lifetime of the MGE SELECT Version of MicroStation/J. Accordingly, subscribers would not be required to convert their internal applications to V8 nor acquire third party applications specific to V8. The transition to V8 for non-MGE usage will be a customer decision.

Beyond the continued availability of the MGE SELECT Version of MicroStation/J mentioned above, there are many substantial benefits of Bentley's SELECT program. For instance, SELECTServer's concurrent licensing will allow pooling MGE SELECT Version MicroStation/J licenses with MicroStation V8 licenses to allow different users within MGE user organizations to use the most appropriate version for their task.

Intergraph and Bentley share a stake in the ongoing success of MGE users, and we have been pleased to work out this means of assuring that you can continue MGE usage without disruption over the next several years.

Sincerely,

Greg Bentley   Preetha R. Pulusani
CEO   President
Bentley Systems, Inc.   Intergraph Mapping and GIS Solutions
greg.bentley@bentley.com   prpulusa@ingr.com