

June 5, 1996

TO: Robert Shaheen

FROM: Daniel H. Bathon, Jr.

Dear Bob,

If the possibility arises to acquire additional shares of Software.Com, I would like to be prepared for that eventuality. Therefore, in advance of your anticipated trip to Israel, I wanted to reach the following agreement before your departure:

1. We will assume that five thousand (5,000) shares of old Accordance (or their equivalent number of Software.Com post merger) shares will become available.
2. The shares will be distributed on a prorata basis to the named shareholders on the schedule attached except where we agree otherwise. (See columns #1,8, & 9)
3. I will make a reasonable attempt to have the transfer finalized into the purchaser's name as soon as legally possible.
4. The acquisition of shares may require loans to be made from me to current shareholders to finalize the share transaction sooner rather than later. You will be entitled to any and all interest that may be earned on these funds.
5. If these transactions do not take place, all of these funds will be returned to you.
6. We will split the expenses of these transactions on a 50/50 basis.
7. You will loan me funds to purchase 1,861 (my prorata shares - 1,628 plus 233 shares) old Accordance shares at \$36 per share totalling \$66,996. This loan will be interest free and will be due in full by June 1, 1998. If I receive a substantial cash distribution in excess of \$300,000, the loan will become due and payable seven (7) days after the receipt of this cash.
8. In return for the loan and the forfeiture of interest, I will make available 500 additional old Accordance shares at \$36 per share totalling \$18,000. These shares have a projected value in excess of \$90,000. These shares are in addition to the 1,172 shares available to you on a prorata basis at \$36 per share totaling \$42,192.
9. Also in consideration of making this loan, we will split on a 50/50 basis any additional shares not purchased by the other named shareholders.

R. Shaneen
June 5, 1996
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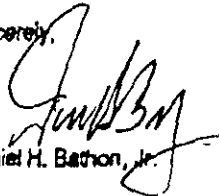
Finally, it is my recommendation that you transfer the funds to me as soon as possible. It is very likely that I will need to settle on several of the share transactions while you are away. The inability to provide liquidity to the selling shareholders would cancel any chance of making these acquisitions. Therefore, please consider forwarding the following funds:

<u>Transaction</u>	<u>Amount</u>	<u># Shares</u>
Loan to DHB, Jr.	\$66,966	1,861
R. Shaneen's share purchase	18,000	500
Prorata shares	<u>42,192</u>	<u>1,172</u>
Total Funding	\$127,188	3,533

I will make arrangements to place these funds in a joint Fidelity Money Market account and disperse them as necessary with full accounting to you.

Please indicate your acceptance of the above by signing below. I have been delighted to work with you on this entire transaction.

Sincerely,



Daniel H. Bathon, Jr.

I accept the terms and conditions of the above stated agreement.


Robert Shaneen

Sheet1

#1

#8 #9

		# of share	Frac	% of Acrd	% of pref	% 28,000	8000shr	\$ to buy ack
Dan Bathon	\$ 111,000	8,140	0.19	2.41%	27.80%	32.58%	1,628	68,800
Bob Shaheen	\$ 60,000	5,867	0.80	1.74%	20.04%	23.47%	1,172	42,182
G.H. Bathon	\$ 50,000	3,667	0.75	1.09%	12.52%	14.87%	733	28,401
HK Prop	\$ 55,000	4,033	0.43	1.20%	13.78%	16.13%	807	29,041
John Thome	\$ 25,000	1,833	0.38	0.54%	6.26%	7.33%	367	13,200
Don Armoudse	\$ 10,000	733	0.35	0.22%	2.50%	2.93%	147	5,280
Robert Gaunt	\$ 10,000	733	0.35	0.22%	2.50%	2.93%	147	5,280
	\$341,000	25,007		7.41%	68.23%	100.03%	6,000	180,003
Other preferred		4,280		1.27%	14.78%			