

IBM Business Partner Agreement

Sales Assistant for Software - Asia Pacific Exhibit

Exhibit No.: SA-01

October, 2000

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1.0 Expense Reimbursement Funds

1.1 Date Expense Reimbursement Funds are Earned

You earn Expense Reimbursement Funds as of the Customer Order date for eligible IBM workstation and Lotus software products purchased under a Customer Passport Advantage Agreement.

See the Sales Assistance Program Operations Guide (Operations Guide) for additional information.

1.2 Requirement for Registration of Opportunity

You must register sales opportunities with IBM using a Project Form. Project Forms must be submitted at least 30 days prior to the Customer Order date.

See the Operations Guide for additional information.

1.3 Expense Reimbursement Funds Calculation

Expense Reimbursement Funds are earned only for Passport Advantage sales of selected IBM workstation software products (Intel and UNIX) and Lotus software products.

Expense Reimbursement Funds earned for sales into Midmarket and Small Business Accounts are calculated as 15% of the Passport Advantage II Suggested Volume Price (SVP) Level C price. Expense Reimbursement Funds earned for a sale into an Enterprise Account is calculated as 5% of the SVP Level C price.

When an End User purchases software under a CEO contract, Expense Reimbursement Funds earned are calculated based on SVP Level E prices.

Note: When special pricing is offered to an End User via a Special Bid, Expense Reimbursement Funds can be earned only in exceptional cases - as determined by the Asia Pacific Support Center.

See the Operations Guide for additional information.

1.4 Expense Reimbursement Funds Minimums and Maximums

A Sales Assistance Confirmation Form must have transaction revenue for eligible IBM/Lotus software of at least US\$ 5,000 in order to qualify for Expense Reimbursement Funds.

Expense Reimbursement Funds are earned up to the following caps:

- You are eligible to earn a maximum of US\$40,000 from a single End User during any 12 month period
- You are eligible to earn a maximum total Expense Reimbursement Funds amount from all End Users of US\$100,000 during any 12 month period

- If you are a participant in the IBM Accelerated Growth for Business Partners Program, you are eligible to earn a maximum total Expense Reimbursement Funds amount from all End Users of US\$50,000 during any 12 month period
- The 12-month calendar year period begins with the date of the first Customer Order date reported in a Confirmation Form.

See the Operations Guide for additional information.

1.5 Requirement to Claim Expense Reimbursement Funds

Once the End User has decided to acquire the eligible IBM/Lotus software you proposed, a Sales Assistance Confirmation Form must be submitted, and received by IBM within one month of the Customer Order date. Both you and the Customer must sign the Confirmation Form in order for you to earn Expense Reimbursement Funds. If a Confirmation Form is not received within four months of the Customer Order date, no Expense Reimbursement Funds will be earned.

Note: When multiple Program participants file Project Forms for a single Customer opportunity, a Confirmation Form must be received by IBM within 30 days of the Customer Order date. If multiple Confirmation Forms are received during this period, Expense Reimbursement Funds will be split.

See the Operations Guide for additional information.

1.6 Time Frame in Which IBM Will Pay Expense Reimbursement

IBM will reimburse eligible expenses - from your Expense Reimbursement Funds Account balance - within 45 days after you submit an Expense Reimbursement Form.

See the Operations Guide for additional information.

1.7 Conditions When Expense Reimbursement Funds Will Not be Earned

Expense Reimbursement Funds are not earned in the following situations:

- Programs are acquired, and neither IBM nor Lotus received revenue as a result of the sale.
- Programs are acquired under the Higher Education Software Consortium (HESC) agreement.
- Programs acquired for use outside of the country where the Business Partner is based.
- Programs acquired from non-IBM or non-Lotus authorized sources.
- Programs acquired for resale to another Business Partner.

- Programs manufactured by IBM or Lotus, but sold without the IBM or Lotus logo or under the terms of an IBM or Lotus OEM Agreement.
- Programs acquired by IBM or Lotus employees.
- Taxes, separately itemized or invoiced.
- Programs which have been sold to Country or Local Government Accounts.
- Programs not acquired under the Passport Advantage program.

2. Other Terms

2.1 Demonstration and Evaluation Products

Eligible Programs are available under the terms of your IBM PartnerWorld for Software relationship.

2.2 Internal Use Products

Selected Programs are available as part of a Value Package under the terms of your IBM PartnerWorld for Software relationship.

3. Eligible Product Categories and Products

You may earn Expense Reimbursement Funds for client and server licenses for any Passport Advantage part number for the products listed in a Product Category for which you are approved.

<u>Product Category</u>	<u>Product</u>
APPLICATION ENABLING & INTEGRATION	APL C PROGRAMMING LANGUAGE DISTRIBUTED COMPUTING ENVIRONMENT ENTERPRISE FILE SYSTEMS GEOGRAPHIC INTERFACE OBJECT REXX OPTIMIZATION SOLUTIONS & LIBRARY SUITES FOR E-BUSINESS TRANSACTION SERVER VISUAL AGE VISUALAGE COBOL VISUALAGE C++ VISUALAGE DATAATLAS VISUALAGE E-BUSINESS WIN VISUALAGE FOR JAVA VISUALAGE GENERATOR VISUALAGE PL/I VISUALAGE RULES VISUALAGE SMALLTALK VISUALAGE TEAMCONNECTION VISUALAGLE DATAATLAS WEBSPHERE XLFORTRAN
CONTENT MANAGEMENT	BOOKMANAGER CONTENT MANAGER CONTENT MANAGER COMMONSTORE CONTENT MANAGER ONDEMAND CONTENT MANAGER VIDEOCHARGER DIGITAL LIBRARY DOCUMENT CONNECT EIP CLIENT KIT FOR CONTENT MANAGER ENTERPRISE INFORMATION PORTAL FAXROUTER ONDEMAND VISUALINFO

Product Category
DATABASE MANAGEMENT

Product

DATAJOINER
DATAJOINER ADD PROCESSORS
DATAJOINER CONCURRENT USER
DATAJOINER CONNECTIONS
DB2 CONNECT
DB2 FORMS FOR MULTIPLATFORMS
DB2 KNOWLEDGEX
DB2 OLAP
DB2 OLAP SERVER
DB2 QUERY MGT FACILITY
DB2 UDB ENTERPRISE EDITION
DB2 UDB ENTERPRISE EXTENDED EDITION
DB2 UNIVERSAL DATABASE (UDB)
IBM DECISIONEDGE CAMPAIGN MGT
INTELLIGENT DECISION SERVER
INTELLIGENT MINER
NET DATA
VISUAL WAREHOUSE
VISUAL WAREHOUSE OLAP

E-COMMERCE

CATALOG ARCHITECT
INTERNET CONNECTION SEC SERVER
NET.COMMERCE
PAYMENT SUITE PRODUCTS
WEBSPHERE COMMERCE SUITE

TRANSACTION SYSTEMS

CICS
LANDP
MQSERIES

VOICE

CALLPATH
DIRECTTALK
VIAVOICE

LOTUS	<u>Product Category</u>	<u>Product</u>
		NOTES (CLIENTS) -FOR MESSAGING -FOR COLLABORATION -DOMINO CLIENT ACCESS LICENSE (CAL) -DOMINO DESIGNER DOMINO (SERVERS) - ALL PLATFORMS -FAX SERVER -MAIL SERVER -APPLICATION SERVER -ENTERPRISE SERVER -ADVANCED ENTERPRISE SERVER DOMINO APPLICATION STUDIO SAMETIME SERVER AND CLIENTS DOMINO.DOC SERVER AND CLIENTS LEARNING SPACE ANYTIME SERVER AND CLIENTS LEARNING SPACE SERVER AND CLIENTS QUICKPLACE SERVER AND CLIENTS SMARTSUITE LOTUS ENTERPRISE INTEGRATOR LOTUS DOMINO CONNECTORS - ALL WIRELESS FOR DOMINO EASYSYNC ORGANIZER NETOBJECTS FUSION