IBM Corporation
1 New Orchard Road
Armonk, New York 10504-1722
United States

Doing Business with IBM for North America
What Sterling Commerce partners need to know

On August 27, 2010, IBM completed its acquisition of Sterling Commerce, a leading global provider of e-commerce, fulfillment and business-to-business integration capabilities. And, on July 1, 2011, Sterling Commerce will begin conducting business as IBM.

This document includes important information about the integration of Sterling Commerce into IBM on July 1, 2011. Whether you are new to doing business with IBM, or have an established partner relationship, we look forward to working with you to meet your customers' needs.

This document is designed to provide you with important information that will help guide you in conducting business with IBM. Although processes are changing, most of your contacts in sales, service delivery, support and education will remain the same.

As an IBM Business Partner, you will continue to have access to Sterling Commerce offerings as well as IBM's extensive portfolio of software solutions and services offerings, while enjoying the high-quality, responsive service you've come to expect from both Sterling Commerce and IBM.

We anticipate that you and your organization will experience a smooth transition to IBM during the next several months. During this process, the IBM team and your IBM and Sterling Commerce representative are available to answer questions and to address your ongoing product and service needs.

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Accounts Payable and Purchasing

Effective July 1, 2011, Sterling Commerce processes will migrate to IBM. This will create a common process for you to acquire software products and services from IBM.

The quotes and invoices you receive may change in format after July 1, 2011, and they will be issued from an IBM location as appropriate. All outstanding quotes expire on June 30, 2011, unless stated otherwise in the quote. This may affect the remit-to address, and in certain countries, the transaction currency that you are using today. Please check the following items on your internal vendor records.

Tax ID Exemption Certificates and change requirements

You will need to reissue Tax Exemption Certificates from your company to IBM. Please submit your Tax Exemption Certificate prior to your first order to Sterling Commerce Sales Administration team: sterlss@us.ibm.com.

If applicable, your vendor Tax Identification Number will change.

Electronic Software Delivery Tax Exception for U.S. customers

For U.S. customers, if applicable, electronic software delivery (ESD) tax exceptions require enablement prior to ordering. Please check with your sales representative for processing details.

Table of changes for Accounts Payable and Purchasing

What is changing	Description
Vendor name change	The vendor name will change from Sterling Commerce to the applicable local/regional IBM operation covering your location (the term "Vendor" below represents the IBM operation).
Tax Identification Number	Change the Tax Identification Number you have on file for Sterling Commerce to the IBM Tax Identification Number for the local IBM entity responsible for transactions in your location. You will find the IBM Tax Identification Number for your location on IBM invoices issued to you.
VAT or taxes exemption	If you are currently exempt from local VAT or taxes, you will need to reissue Tax Exemption Certificates from your company to IBM. Please submit your Tax Exemption Certificate prior to your first order to: Sterling Commerce Sales Administration team: Sterling Commercecommerce@us.ibm.com.

What is changing	Description
Vendor remit-to addresses	Vendor remit-to addresses for checks, wire transfers, and overnight payments will change for all new business after July 1, 2011. The new details will appear on your invoices issued from IBM after that date.
Vendor standard payment terms	The payment terms in your existing Sterling Commerce contract will apply until such time as that contract expires, is terminated or replaced. Any new agreements entered into with IBM in the future will be subject to the IBM standard payment terms applicable at the time of the new agreement. You can find this information on either your invoice or quote.
Currencies	In some countries, the currencies used by Sterling Commerce are different than those used by IBM, thus you may be transacting in a different currency with IBM.
Correspondence languages	In some countries, the correspondence you will receive from IBM may be in the local language.
IBM customer number	Effective July 1, 2011, Sterling Commerce customer numbers will be replaced with IBM customer numbers (ICN). You will receive your ICN in a separate communication from Sterling Commerce. Please note that your ICN will be used with all order-related Sterling Commerce communications.
Purchase documentation	All purchase documentation, such as invoices, will be sent to the contact(s) listed in your IBM profile associated with your IBM customer number unless specified otherwise in your order.
Software downloads	As we complete the migration to IBM systems, if and to the extent applicable, you will be provided with an IBM web site to download software. Software downloads through the IBM web site are accessed using an SAP ID and password, which will be communicated to you after July 1, 2011. Until then, Sterling Commerce products currently available via download will continue to be available through the existing Sterling Commerce download location.

What is changing	Description
Continued use of Sterling Commerce software	Usage of Sterling Commerce software within your company (i.e. for development, testing or demonstration purposes) will continue to be based upon the terms and conditions of your heritage Sterling Commerce Business Partner agreement. Additionally, if and to the extent applicable, you will have the opportunity to sign up for electronic notification of new releases.
New part numbers and descriptions	New part numbers and product descriptions for the Sterling Commerce portfolio will replace the pre-existing Sterling Commerce product description for the most current Sterling Commerce offerings. These part numbers and product descriptions will appear on any invoices you may receive from IBM. Product descriptions will be similar to the original Sterling Commerce product descriptions. Please note that royalties will be reported on an IBM part number (not serial number). Serial numbers are no longer being used.
New format of documents	The format of documents (services statements of work, invoices, etc.) you receive will change based on the local/regional IBM operation covering your location.
Shipping point	The shipping point, delivery options and freight charges will be aligned with IBM software manufacturing and delivery standards.
Purchase orders	If your company requires issuing a purchase order to facilitate payment for any goods or services, IBM may require that you provide a new purchase order. Contact your Sterling Commerce representative with any questions.
Software and self-service authorization codes	You will need to download software and self-service authorization codes. You can opt to be notified electronically of the availability of new releases.
Order submission	Details regarding order submission will be communicated separately.

Credit

Every IBM Business Partner operating in a direct purchasing relationship with IBM requires credit approval to enjoy deferred invoice payment terms.

Credit granted by IBM, such as the value of invoices that can be outstanding at any one time, is commensurate with historical revenue generation (commonly 30%-40% of annual), payment history, and your company's size and financial strength.

Credit must be applied for on a periodic basis. IBM will consider the above mentioned factors when assessing your company's suitability for credit.

In addition to purchase credit, IBM Global Finance offers other programs that may be applicable, such as credit lines and end user financing. If interested, please contact your IBM sales representative.

Software Support

The Sterling Commerce Support team will continue to focus on delivering customer satisfaction without compromise.

Existing Sterling Commerce Support offerings and systems will continue to be offered and used after July 1, 2011.

As we work to integrate Sterling Commerce and IBM Support, we will offer Sterling Commerce customers and partners expanded capabilities through the existing IBM Support infrastructure.

For the most current information on IBM Sterling Commerce Technical Support, visit: http://www-01.ibm.com/software/commerce/support/.

What does not change on July 1, 2011

- Support is provided per your existing Sterling Commerce Support agreements.
- Sterling Commerce Support will be accessed through existing channels. Continue to use your Sterling Commerce customer number and Sterling Commerce Support ID for access until further notice.
- Sterling Commerce support cases continue to be logged on the Sterling Commerce Technical Support web site.
- Sterling Commerce patches continue to be available on the Sterling Commerce Technical Support web site.

Note: As we complete the migration to IBM systems, the above items will be changing and you will be notified of the changes through future communications.

For information about IBM Support, please refer to the online IBM Support portal at: IBM Support Overview.

What does change on July 1, 2011

- The process for downloading Sterling Commerce software will be changing. We will communicate this process separately.

Software Subscription and Support Renewals

Sterling Commerce Software Maintenance and Renewals for licensed software products will be integrated into the IBM Software Subscription and Support Renewals process in a phased approach.

Extension of your commitment period for Sterling Commerce Collaboration Network Managed Services or SaaS offerings will be confirmed in a future communication.

Software Subscription and Support Renewal is determined by the date your support contract expires.

The following table outlines the key dates associated with the transition to the IBM Software Subscription and Support process.

Note: For Sterling Commerce customers and partners, this service is called "Sterling Commerce Maintenance"

Table of renewal dates and actions

Renewal date	What will happen
Before July 1, 2011	You should have received or will be receiving communications from Sterling Commerce, and you should proceed to confirm your renewal by your current renewal date or by June 30, 2011, whichever is earlier, to ensure no service disruptions. Please note, all purchase orders addressed to Sterling Commerce must arrive no later than June 30, 2011. All purchase orders sent after June 30, 2011, must be addressed to IBM, with agreement to be invoiced by IBM with IBM terms and conditions. Please note that all outstanding quotes expire on June 30, 2011, unless stated otherwise in the quote. Contact your IBM and Sterling Commerce representatives if you have questions.

Renewal date	What will happen
During July and August 2011	Sterling Commerce will be invoicing expirations 60 days in advance with net 60 payment terms, business as usual. These invoices will be sent prior to transfer of business, therefore your contract and payment terms will remain unchanged. If you are paying by purchase order, all POs sent after June 30, 2011, must be addressed to IBM at the address found on your most recent invoice or quote, with agreement to be invoiced by IBM with IBM terms and conditions. Please continue to use your current invoice or quote address.
During September 2011	Sterling Commerce will send these invoices by June 30, 2011, a little earlier than usual, to help facilitate a smooth transition into IBM and ensure no disruption to your services. Your contract and payment terms will remain unchanged, to be paid before your coverage period ends. If you are paying by purchase order, all POs received after June 30, 2011, must be addressed to IBM with agreement to be invoiced by IBM with IBM terms and conditions.
After September 30 2011	Your Software Subscription and Support Renewal quote will be generated from IBM systems and provided to you by your renewal representative. This quote will be subject to standard IBM terms and conditions, and the renewal end date will be extended to the last day of the month. For early renewal, please contact your Sterling Commerce representative.

In the future, Software Subscription and Support renewals will transition to IBM's Passport Advantage program. At that time, you will receive a notice to renew your Sterling Commerce Software Subscription and Support Renewal under IBM Passport Advantage for your IBM Sterling Commerce product.

Notices will be generated from IBM systems and provided to you by your Software Subscription and Support Renewal representative.

Professional Services and Education

Sterling Commerce Professional Services and Education will continue to operate within the IBM Software Group.

Professional Services

Sterling Commerce Professional Services will continue to serve as your implementation and configuration partner with the same professional staff we have always deployed.

Changes in Professional Services as of July 1, 2011

Sterling Commerce will continue to operate within the IBM Software Group. IBM will assume any open Sterling Commerce Professional Services engagements and statements of work (SOW) and will perform as originally contracted.

While there are several process changes regarding the way contracts and SOWs are developed, there are virtually no changes to the overall Sterling Commerce services business model. Customers continue to engage Sterling Commerce services for their implementations and configurations.

One exception is customers requiring a purchase order between their organization and IBM to facilitate payment for existing Sterling Commerce services, in that case, the customer must provide their Sterling Commerce services contact with a new purchase order, which references to the original SOW.

All new services orders will be contracted using standard IBM services agreements, rate structure and SOWs. The IBM services agreements, SOWs, and service order systems are separate from the IBM software licensing contracts and order systems (e.g., Passport Advantage).

Professional Services will operate within the IBM Software Services Group.

Education

Changes in Education as of July 1, 2011

- IBM Sterling Commerce training, certification, training paths, course search and registration information are available at: www.ibm.com/software/sw-training.

- Sterling Commerce courses will continue to be delivered by Sterling Commerce authorized instructors.

- Until its expiration date, prepaid training will be honored by IBM. Sterling Commerce discount programs will be migrated to IBM discount programs.

- Students enrolling in courses taking place prior to July 1, 2011, will mail to: sterling_education@vnet.ibm.com to receive a course enrollment confirmation from Sterling Commerce systems. IBM will generate a similar course enrollment

confirmation from IBM systems for courses offered after July 1, 2011. No action is required from the student.

For further information or inquiries, please contact your Sterling Commerce training representative at: www.ibm.com/training/global.

IBM PartnerWorld

We encourage you to find out more about IBM and register your company in IBM PartnerWorld. Registration in PartnerWorld is free and is required when doing business with IBM.

If you are not a member of the IBM PartnerWorld program you could be missing out on some key channel support tools.

As a member of the PartnerWorld program, you will have the ability to access a wide variety of tools, technology and resources for you to grow your business and market share. You can join PartnerWorld by following the easy steps outlined in our online: 1-2-3 Guide to Join PartnerWorld.

We welcome you to IBM and expect a strong relationship to continue between our companies for our mutual success, and the success of our customers.

Sterling Commerce Software as a Service (SaaS) solutions

Although the majority of Sterling Commerce business will be transferred to IBM on July 1, 2011, this will not yet include Sterling Commerce Software as a Service (SaaS) offerings, including:

- Sterling Collaboration Network
- Sterling Managed Services
- Transportation Management Service
- Supply Chain Visibility
- and all other Sterling Commerce SaaS offerings

The SaaS suite of offerings will continue to be operated by Sterling Commerce, an IBM Company, for a few more months. We will notify you nearer the time when Sterling Commerce SaaS solutions business will transfer to IBM.

In the meantime, your Sterling Commerce contract will remain with and continue to be managed by Sterling Commerce, and you should continue to call Sterling Commerce for support.