**International Business Machines Corporation**  *Armonk, New York 10504*

**IBM Business Partner Agreement**
**Sales Assistant for Software**
**North American Exhibit**

**Exhibit No.: SA-10**
**February 1, 2002**

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# 1.0 Compensation

## 1.1 Date Compensation is Earned

You earn your Compensation on the First Date of Charge (FDOC) for S/390 and zSeries software products. See the ″IBM and Lotus Sales Assistance Program Operations Guide″ (Operations Guide) for additional information.

## 1.2 Requirement for Registration of Opportunity

Program participants must register their sales opportunities with IBM according to the following time frames. Opportunity registration is done using the Web tool as described in the Operations Guide.

- For S/390 or zSeries software, the opportunities must be registered prior to the Order date.

Your authorization to earn Compensation is valid for one year from the date you register the opportunity with IBM, unless IBM specifies otherwise in writing.

Please see the Operations Guide for more information.

## 1.3 Compensation Plan

The Compensation plan for this offering is based on billable Program charges, except when IBM offers special pricing terms to the end user. If special pricing is offered to the end user, the Compensation plan is based on the discounted Program charges. The procedure for requesting payment when special pricing is used is in the Operations Guide.

Participants are approved for fees by Product Category (as specified in the Sales Assistant for Software Schedule).

## 1.4 How Compensation is Calculated

For Programs that run on mainframe systems, excluding Enterprise Server Offering (ESO) software, Open Server Offering (OSO) software, and OS/390 software, the fee is:

- 12.5% of billable Program charges for new licenses in customers designated by IBM as ″Enterprise Accounts.″

- 16.7% of billable Program charges for new licenses in customers designated by IBM as ″GMB Accounts.″

- 1.7% of billable Program charges for new versions of installed licenses up to a maximum of $15,000 (U.S.) in the United States and $22,500 (Canadian) in Canada per Program Identification (PID) number per software serial number in customers designated by IBM as ″Enterprise Accounts.″

- 4.2% of the billable Program Charges for new versions of installed licenses up to a maximum of $15,000 (U.S.) in the United States and $22,500 (Canadian) in Canada per PID number per software serial number in customers designated by IBM as ″GMB Accounts.″

For ESO software, OSO software, and OS/390, the payment is:

- 12.5% of half of the billable Program charges for new OS/390, VM, or VSE licenses in customers designated by IBM as ″Enterprise Accounts.″

- 16.7% of half of the billable Program charges for new OS/390, VM, or VSE licenses in customers designated by IBM as ″GMB Accounts.″

- 1.7% of half of the billable Program charges for new versions of installed licenses up to a maximum of $15,000 (U.S.) in the United States and $22,500 (Canadian) in Canada per PID number per software serial number in customers designated by IBM as "Enterprise Accounts."

- 4.2% of half of the billable Program Charges for new versions of installed licenses up to a maximum of $15,000 (U.S.) in the United States and $22,500 (Canadian) in Canada per PID number per software serial number in customers designated by IBM as "GMB Accounts."

- For monthly billable features on Programs selected as part of an ESO, the payment will be based on one half of the billable price of the optional billable feature times 24 months. If the feature is new, that total will be multiplied by 12.5% for "Enterprise Accounts" or 16.7% for "GMB Accounts." The maximum compensation for new features is $40,000 (U.S.) in the United States or $60,000 (Canadian) in Canada per PID number per serial number. If the feature is installed as part of a version-to-version upgrade, that total will be multiplied by 1.7% for "Enterprise Accounts" or 4.2% for "GMB Accounts." The maximum compensation for features installed as version-to-version is $15,000 (U.S.) in the United States or $22,500 (Canadian) in Canada per PID number per serial number.

For new IBM feature codes (excluding PSLC and Usage feature codes) added to S/390 or zSeries Programs, the fee percentage is 12.5% or 16.7%, based on account type, for non-ESO programs that run on mainframe systems.

For Parallel Sysplex License Charge (PSLC) and Usage features billed within 12 months of the first day of charge of a Program for which you received payment, you will be paid the same percentage for these additional features as you were paid for the original Program. You must request payment for these features using the procedure outlined in the Operations Guide.

Upgrade fees (1.7% or 4.2% based on account type) are applicable for aggregated PSLC software. The fee is based upon the incremental change in the billable revenue for the license on the base box before and after its installation. These upgrade fees are also applicable when additional software licenses are added to an existing parallel sysplex.

**Note:** Please see the Operations Guide for the definition of "new" and "upgrade," as well as for additional definitions and information.

For all Programs, the following applies:

For all recurring charges, the percent is applied to: 1) 24 times the monthly license charge; or 2) the sum of the initial charge and the annual charge.

## 1.5  Compensation Minimum or Maximums

The transaction revenue per Sales Assistance Confirmation Form must be at least $2,000 (U.S.) in the United States and $3000 (Canadian) in Canada of IBM revenue in order to qualify for payment.

Version-to-version upgrades of S/390 or zSeries software products have a maximum Compensation of $15,000 (U.S.) in the United States and $22,500 (Canadian) in Canada per PID number per serial number.

There is a maximum per firm Compensation of $40,000 (U.S.) in the United States and $60,000 (Canadian) in Canada for the sale of a single PID number (for S/390 or zSeries Programs). Payment of Compensation above this limit is subject to approval by IBM.

## 1.6  Requirement to Claim Compensation

Once the end user has decided to acquire the IBM software proposed by the program participant, a Payment Request must be completed on the Web tool and submitted to the Country Processing Center (CPC) such that it is received by IBM within four months of the FDOC (for S/390 or zSeries

software products). This rule will be suspended in a "multiple partner" situation, as specified in the Operations Guide.

The Sales Confirmation e-mail, which is triggered by the Payment Request, must be approved by the customer and sent electronically to the BPSO in order for you to be eligible to receive a fee payment. In addition, you must provide IBM with a copy of the End User proof-of-purchase (as specified in the Operations Guide) for the Programs for which you are requesting Compensation, unless they were ordered directly from IBM.

When multiple program participants are eligible for Compensation, the fee will be split as described in the Operations Guide.

## 1.7  Eligible Fulfillment Source

The IBM Sales Assistant for Software program is fulfillment channel neutral.

## 1.8  Time Frame in Which IBM Will Pay Compensation

IBM will pay you within one month after you earn your Compensation provided IBM has received your request for payment, supporting documentation, and any applicable IBM approvals as specified in the Operations Guide. If your request is not received within four months of the FDOC, or from the proof-of-purchase date, no payment will be made.

## 1.9  Conditions Under Which Compensation is Determined to be Unearned

Program movements within an enterprise are not eligible for Compensation under any circumstances.

A Program is ineligible for any Compensation if the customer discontinues a Program for the same version of the Program on any processor in the enterprise within six months after its installation.

If, for any reason, the Program is returned to IBM within three months of the End User invoice date, you must reimburse IBM the applicable Compensation IBM paid you.

## 1.10  Conditions When Compensation Will Not be Paid

Compensation for the following items will not be included in any element of this plan, unless specified otherwise.

- One Time Charge (OTC) products, or OTC feature codes within any software product.
- Programs acquired, and IBM received no revenue as a result of the sale.
- Programs acquired under the Higher Education Software Consortium (HESC) agreement.
- Programs acquired for use outside of the United States, Canada, and Puerto Rico.
- Programs acquired from non-IBM and/or non-Lotus authorized sources.
- Programs acquired for resale to another Business Partner.
- Programs manufactured by IBM, but sold without the IBM logo or under the terms of an IBM or Lotus OEM Agreement.
- Programs acquired by IBM employees.
- Taxes, separately itemized or invoiced.
- Business Partners are ineligible for Compensation for S/390 or zSeries operating system software that is remarketed.
- Solution Providers will not receive Compensation for sales of S/390 ESO software.

- Solution Providers who acquire products from Distributors are not eligible for Compensation on software they remarket under the base Enterprise Growth Offering (EGO).

- Solution Providers who acquire products directly from IBM, System Integrators, and Distributors are not eligible for Compensation on software they market under an EGO or EGO Software Growth Option.

- Solution Providers are not eligible for Compensation for 5655-C17, S/390 Application Development Solution, when they are also the fulfilling Business Partner for the sale.

- Programs which have been sold to the Federal Government or State and Local Governments by an IBM Software Sales Assistant where the IBM Software Sales Assistant is also fulfilling the sale (applicable to companies in the United States only).

- No payments will be made for the following Program:  CATIA

## 2.0  Other Terms

## 2.1  Demonstration and Evaluation Products

Eligible Programs are available under the terms of your IBM Business Partner - Software Program 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.

## 3.0  Eligible Products

**AD-Graphics**

    5668-812  GDDM PGF V2
    5684-168  GDDM/VM V3
    5686-057  GDDM/VSE V3
    5695-167  GDDM/MVS V3

**AD-ISPF**

    5655-042  ISPF V4 for MVS
    5684-043  ISPF VM V3
    5684-123  ISPF PDF VM V3

**AD-Languages-Host**

    5648-A25  COBOL for OS/390
    5648-A53  VisualAge Pacbase V2
    5648-109  VisualLift for MVS, VM and VSE
    5654-MLE  VisualAge COBOL MLE for MVS & VM
    5654-033  C for VM
    5655-A33  IBM Maintenance 2000 V1.2
    5655-ADS  WebSphere Application Development Solution for OS/390
    5655-B14  VisualAge Smalltalk Server for OS/390 V4.5
    5655-B22  VisualAge PL/1 for OS/390 V2
    5655-B29  Data Interchange MVS V3
    5655-B30  Data Interchange MVS CICS V3
    5655-B85  C++ Productivity Tool
    5655-JAV  VisualAge for Java Enterprise Edition for OS/390
    5655-121  IBM C/C++ FOR MVS/ESA V3
    5668-717  IBM VS Pascal Library
    5668-767  IBM VS Pascal Compiler & Library
    5668-805  VS Fortran V2
    5668-806  VS Fortran V2
    5668-808  APE V2
    5686-A01  C for VSE
    5686-068  COBOL for VSE V1
    5686-069  PL/1 for VSE
    5686-094  LE for VSE
    5688-087  VS Fortran
    5688-187  C/370 Compiler V2
    5688-188  C/370 Library V2
    5688-194  SAA-AD/Cycle CDE/370
    5688-197  COBOL for MVS and VM V1
    5688-198  Language Environment
    5688-206  CSP/370 RS V4
    5688-216  AD/Cycle 370
    5688-218  CSP/370 AD V4
    5688-228  APL2
    5688-229  APL2/Application Environment V2
    5688-235  PL/1 for MVS
    5695-013  IBM Compiler REXX/370
    5695-014  Library for SAA REXX/370
    5696-234  High Level Assembler
    5697-C85  OPTI-AUDIT for VSE
    5697-E07  Millennium Runtime Windowing Tool for MVS and OS/390
    5740-CB1  OS/VS COBOL Compiler
    5746-SM3  DFSORT/VSE
    5798-DYR  COBOL Report Writer/Compiler Precomp
    5798-DZX  COBOL Report Writer Runtime Libraries

**AD-VisualAge Generator**

    5648-B02        VisualAge Generator Server

**DB-EDMSuite-Host**

    5622-005  ImagePlus Object Distribution Manager/2-MVS
    5655-A01  ImagePlus VisualInfo Object Server for MVS/ESA V2.1
    5655-A02  ImagePlus VisualInfo Library Server for MVS/ESA V2.1
    5655-A26  ImagePlus Object Distribution Manager V3.1
    5655-A27  ImagePlus Folder Application Facility V3.1
    5655-A88  OnDemand for OS/390 V2
    5655-129  FlowMark/MVS Application AIF

**DB-Host**

    5622-267  DataPropagator Relational Apply/MVS
    5640-OLP  DB2 OLAP Server for OS/390
    5645-DB2  UDB Server for OS/390
    5648-A70  DB2 Server for VSE & VM
    5648-158  DB2 Server for VM/VSE
    5655-A22  DataPropagator Relational Apply/MVS
    5655-A23  DataPropagator Relational Capture/MVS
    5655-A31  DB2 Row Archive Manager
    5655-DB2  DB2 for S/390 V5
    5655-IM3  DB2 Intelligent Miner for Data for OS/390
    5655-OLP  DB2 OLAP Server for OS/390 V7.1
    5655-076  DataPropagator Relational Capture/MVS
    5655-102  DB2 Performance Monitor for MVS
    5675-DB2  DB2 UDB Server for OS/390 V7
    5688-515  DB2 Administration Tool for MVS/ESA
    5695-DB2  DB2 for MVS V4
    5695-077  DB2 Auto Utility
    5696-703  Data Refresher
    5696-705  DataPropogator for NonR
    5697-B88  DB2 VSAM Transparency/VSE
    5697-F09  DB2 Forms for OS/390
    5697-F16  DB2 Forms for VM & VSE
    5697-F42  DB2 Server for VSE & VM V7
    5697-F44  DB2 High Performance Unload
    5697-G16  DB2 Forms for OS/390 V2
    5746-XX1  Data Language/I DOS/VS

**DB-IMS**

    5655-A14  IMS Batch Term Simulator
    5655-A21  IMS/ESA ADF Tools Pack
    5655-A68  IMS/ESA Recovery Saver
    5655-B01  IMS/ETO V7.1
    5655-085  IMS Compression Extended
    5655-109  DEDB Fast Recovery V1
    5655-136  IMS Message Requeuer V3
    5655-158  IMS Version 6
    5665-348  IMS ADF II V2.2
    5685-093  IMS System Utilities-DB Tools V2
    5695-176  IMS Version 5
    5697-B87  IMS Work Load Router V2
    5697-B89  IMS Performance Analyzer
    5697-B92  IMS DB Integrity Control Facility V6
    5697-C33  IMS Index Builder
    5697-D13  Parallel Reorganization for IMS/ESA
    5697-D15  IMS/ESA Database Control Suite
    5697-D68  ETO Support for IMS/ESA
    5697-D69  Data Stream Tuner for IMS/ESA
    5697-D85  IMS Partition DB V2
    5697-D87  IMS DBRC Security Tool
    5697-E04  IMS/ESA Year 2000 Exit Tool

```
       5697-E32  Parallel Change Accumulation for IMS/ESA
       5799-GBA  IMS/ESA Year 2000 Local DL/I
```

**DB-QMF**

```
       5648-061  QMF VSE ESA V3
       5697-D27  QMF for Windows
       5706-254  QMF MVS V3
       5706-255  QMF VM
```

**MQ-Host**

```
       5620-BKF   0032    MQIntegrator for OS/390 and DB2-Program License
       5620-BKF   0033    MQIntegrator for OS/390 and DB2-Program License
       5620-BKF   0034    MQIntegrator for OS/390 and DB2-Program License
       5620-CJB   0167    MQIntegrator for OS/390 and DB2-Large MVS Program Package
       5620-CJB   0168    MQIntegrator for OS/390 and DB2-Med MVS Program Package
       5620-CJB   0169    MQIntegrator for OS/390 and DB2-Small MVS Program Package
       5655-A95           MQSeries for OS/390 V2.1
       5655-F10           MQSeries for OS/390 V5
       5686-A06           MQSeries for VSE/ESA
       5695-137           MQSeries for MVS/ESA
       5697-F45           MQSeries Integrator for OS/390 and DB2
       5787-ECX           MQ for VSE/ESA
```

**NS-NetView-Host**

```
       5654-011   Netview Perf Monitor
       5655-043   Netview Performance Monitor V2
       5685-003   X.25 SNA/NSF
       5685-016   Netview Distribution Manager
       5685-108   Netview File Transfer Program for MVS
       5686-055   Netview V2 for VSE
       5695-036   Netview Access Services
       5697-B82   TME10 Netview for OS/390
       5756-051   Netview VM
```

**NS-Network Communications-Host**

```
       5639-I45   SecureWay Host Publisher
       5697-C60   commercePOINT Gateway for OS/390
       5697-D32   Net.Commerce for OS/390 V3
```

**NS-VTAM & ACF**

```
       5648-063   ACF/NCP V7
       5648-D72   NTuneMon V3
       5654-009   ACF/SSP VM
       5654-010   VTAM V4 for VM/ESA
       5655-041   ACF/SSP V4 for MVS
       5664-289   ACF/SSP VM
       5666-322   ACF/SSP VSE
       5666-363   ACF/VTAM for VSE ESA V3
       5668-719   X.25 NPSI V2
       5668-738   ACF/NCP V5
       5668-963   Network Routing Facility
       5685-085   ACF VTAM V3 for MVS/ESA
       5686-064   ACF/SSP VSE
       5686-065   VTAM VSE/ESA V4
       5688-035   X.25 NPSI V3
       5688-231   ACF/NCP V6
       5695-117   ACF/VTAM V4MVS/ESA
       5735-XXB   NCP Emulation Program
       5735-XX7   Network Terminal Opt
       5746-RC5   BTAM/ES
```

**OS-MVS**

5647-A01   OS/390 V2
5655-A97   OS/390 Automated UNIX System Option for VM, VSE, and OS/390
5694-A01   z/OS

**OS-VM**

5684-073   VMPRF
5684-096   RSCS V3
5684-130   VMPAF
5686-081   VSE/VSAM for VM
5748-XE4   VM/Directory Maintenance
5798-DWD  VMTRM

**OS-VSE**

5686-A04   TCP/IP for VSE/ESA
5686-041   DSNX V2
5746-XC5   VSE/OCCF

**SM-ADSM**

5655-A30   ADSM for MVS V3.1
5697-DPM   Tivoli DP for Lotus Domino S/390
5697-DRS   Tivoli Disaster Recovery Manager S/390
5697-SPO   Tivoli Space Manager, S/390 Edition
5697-TS9   Tivoli Storage Manager S/390 V4

**SM-Host**

5645-005   Systems Automation for OS/390
5645-006   Systems Automation for OS/390 V2
5648-A12   RAMAC Snapshot
5648-A17   Extended Facilities
5648-B29   MERVA for ESA V4
5648-B30   MERVA for ESA V4 Components
5648-048   RMDS V2R2
5648-099   Ditto/VSE
5648-129   CLIO
5648-142   Tivoli Service Desk for OS/390
5654-A03   SNAPSHOT for VM
5654-029   Ditto/VM
5655-ACS   Naviquest
5655-A17   SmartBatch
5655-A18   EDI Services, DI/MVS
5655-A19   EDI Services, DI/MVS-CICS
5655-A25   AFP Toolbox for MVS
5655-A29   Communications Server for MVS
5655-B17   Print Services Facility V3 for OS/390
5655-B73   Classic Connect V2
5655-D45   BatchPipes for OS/390 V2R1
5655-HAL   TCP/IP V3 for MVS
5655-SWM   StorWatch Reporter for OS/390
5655-SWT   StorWatch DFSMShsm Monitor
5655-OPT   DFSMS Optimizer
5655-056   Basic Tape Library Support for DFSMS/MVS V1
5655-065   BatchPipes MVS
5655-084   RMF V5
5655-091   APPC App Suite
5655-103   DITTO for MVS
5665-264   MVS BDT
5665-307   Print Management Facility/MVS
5665-366   SDF for MVS V1 R3
5665-488   SDSF/MVS
5668-949   MVS/SMP Extended
5684-141   Print Services Facility/VM V2

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|---|---|
| 5685-045 | Network Design and Analysis |
| 5685-025 | TSO/E |
| 5686-A05 | CA-Top Secret |
| 5686-040 | PSF/VSE |
| 5688-015 | Publisher BookMaster |
| 5688-121 | TPNS |
| 5688-190 | Page Print Formatting/370 |
| 5688-191 | OGL/370 |
| 5695-DF1 | DFSMS/MVS V1 |
| 5695-007 | OPC/ESA |
| 5695-010 | CICS VSAM Recovery |
| 5695-039 | RACF V2 |
| 5695-048 | JES3 MVS/ESA V4 |
| 5695-101 | Tivoli Performance Reporter for OS/390 V1 |
| 5695-123 | LANRES/MVS |
| 5697-B14 | Internet Connection Server |
| 5697-D16 | DB2 Buffer Pool Tool |
| 5697-D61 | InfoSpeed exPress Data Mover V1 for OS/390 |
| 5697-OPC | Tivoli OPC |
| 5697-119 | Hardware Configuration Manager for MVS |
| 5740-SM1 | DFSORT V1 |
| 5740-XC5 | DMS/CICS/VS |
| 5740-XXH | RACF V1 |
| 5748-T14 | Transaction Processing Facility |
| 5748-XX9 | Document Composition Facility |
| 5785-BAC | Jes/328X Print Facility V3 |
| 5785-BAZ | Jes/328X Print Facility V3 |

**Telephony**

| | |
|---|---|
| 5655-B34 | Corepoint Telephony Options for OS/390 |
| 5695-083 | CallPath CICS/MVS |
| 5695-089 | CallCoordinator CICS/MVS |

**TS-CICS-Host**

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|---|---|
| 5648-054 | CICS Transaction Server or VSE/ESA |
| 5655-018 | CICS/ESA V4 |
| 5655-147 | CICS Transaction Server MVS |
| 5665-463 | CICS DDM |
| 5686-011 | CICS VSAM Recovery/VSE |
| 5686-018 | CICS/DDM/VSE |
| 5686-026 | CICS/VSE V2 |
| 5695-010 | CICS VSAM Recovery for MVS/ESA |
| 5695-070 | CICS Searchmanager/370 |
| 5695-081 | CICSplex System Manager/ESA |
| 5697-E93 | CICS Transaction Server - OS/390 V2 |
| 5746-XXT | SDF II VSE |