

Doing Business with IBM in North America

What Emptoris customers need to know

IBM recently acquired Emptoris, Inc. a leading provider of Strategic Supply Management capabilities in sourcing, contract management, spend analysis, supplier lifecycle management, services procurement and telecom expense management. The acquisition of Emptoris included its subsidiaries Rivermine Software Inc. and Xcitec GmbH (hereafter referred to as “Emptoris”). Beginning July 1, 2012, Emptoris will be conducting business as IBM.

The following “Doing Business with IBM” guide describes changes to expect and **actions needed** to maximize the benefits of your relationship with IBM. It will also ensure a smooth transition to IBM’s business systems and processes. Most of your contacts in sales, service delivery, support and education will remain the same.

As a customer of IBM, you’ll continue to have access to Emptoris offerings, now under the IBM brand, as well as the extensive IBM portfolio of software solutions and services offerings, while enjoying the high-quality, responsive service you’ve come to expect from both Emptoris and IBM.

We anticipate that you and your organization will experience a smooth transition to IBM over the next several months. During this process, the IBM team and your IBM Emptoris representatives are available to answer any questions and to address your ongoing software and service needs.

**Please watch for this very important
IBM welcome letter
for important links and key actions**

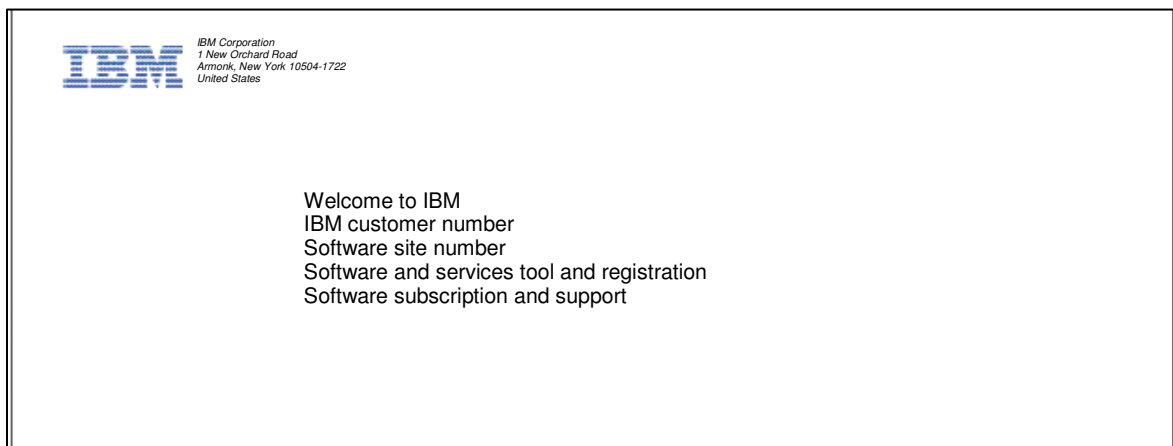


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Important actions for Emptoris customers

Create an IBM profile – why it's important

Why an IBM profile	Website
<p>With an IBM profile, you can view, update or add personal contact details, job title or registration settings.</p> <p>Please note there may be a delay of up to 15 minutes before you will be able to use your new IBM ID.</p>	<p>Create or update your IBM profile here:</p> <p>https://www.ibm.com/account/profile/us?</p>

Create an IBM registration – why it's important

Why an IBM registration	Website
<p>Your IBM registration ID is your single point of access to IBM Web applications.</p> <p>You need just one IBM ID and one password to access any IBM registration-based application.</p>	<p>Create or update your IBM registration here:</p> <p>https://www.ibm.com/account/profile/us?page=reg</p>
<p>IBM profile and IBM registration FAQs</p>	<p>https://www.ibm.com/account/profile/us?page=faqhelp#13</p>
<p>Worldwide IBM registration helpdesk</p>	<p>https://www.ibm.com/account/profile/us?page=helpdesk</p>

Important information for Emptoris customers

Effective July 1, 2012, Emptoris customer numbers will be replaced with IBM customer numbers (ICNs). Please look for a welcome letter in the next month or so with your IBM customer number.

After July 1, 2012, order correspondence will be sent to the primary contact listed in your IBM profile associated with your IBM customer number unless specified otherwise in your order.

Emptoris Support will continue to be accessed through existing channels. **Continue to use your Emptoris Client ID for support access** until you receive a communication from IBM with your new IBM support contact details.

If your subscription expiry date is before July 1, 2012, you should have received an invoice for your Emptoris Software subscription. Please contact your Emptoris representative if you have not received a quotation or invoice for your subscription.

I. Accounts Payable and Purchasing

Effective July 1, 2012, Emptoris 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 will change in format after July 1, 2012, and they will be issued from an IBM location as appropriate. This may affect the remit-to address, and in certain countries, the transaction currency that you are using today. If you are being billed in advance under a monthly recurring billing model today this will change to a monthly billing model in arrears under IBM letterhead. Please check the following items on your internal vendor records:

Important actions for Emptoris customers:

Tax ID Exemption Certificates and Change Requirements

Vendor name will change from Emptoris to the applicable local/regional IBM entity covering your location (the term “Vendor” below represents the applicable IBM entity).

Vendor applicable Tax Identification Number will change.

If you are currently exempt from Sales and Use tax, or local VAT or taxes, you will need to issue your company's **Tax Exemption Certificates** to IBM. Please contact your sales representative for processing details.

Electronic Software Delivery Tax Exception for U.S. customers

Vendor applicable **E-Delivery Tax Exception for US customers only** – if applicable, please check with your sales representative for processing details.

Table of changes for Accounts Payable and Purchasing

What is changing	Description
Vendor name	Vendor name will change from Emptoris to the applicable local/regional IBM operation covering your location (the term “Vendor” below represents the applicable IBM entity).
Vendor remit-to addresses	Vendor remit-to addresses for checks, wire transfers and overnight payments will change for all new business after July 1, 2012. The new details will appear on your invoices issued from IBM after that date.

What is changing	Description
Vendor standard payment terms	<p>In most countries, Vendor standard payment terms of “due upon receipt” may be applicable.</p> <p>You can find this information on either your invoice or quote.</p>
Currency	<p>In some countries, the currencies used by Emptoris are different than those used by IBM, thus you may be transacting in a different currency with IBM.</p>
Languages	<p>In some countries, the correspondence you will receive from IBM may be in the local language.</p>
Customer numbers	<p>Effective July 1, 2012, Emptoris customers will be assigned IBM customer numbers (ICNs). In the next month or so, you will receive your ICN in a welcome letter from IBM.</p> <p>Please note that your ICN will be used with all order-related communications.</p>
Purchase documentation	<p>Correspondence related to new purchases or renewals will be sent to the contact(s) listed in your IBM profile associated with your ICN unless specified otherwise in your order.</p>
Part numbers and product descriptions	<p>New part numbers and product descriptions for the IBM Emptoris portfolio will replace the pre-existing Emptoris product descriptions.</p> <p>These new part numbers and descriptions will appear on quotes and invoices you may receive from IBM.</p> <p>Product descriptions will be similar to the original Emptoris product descriptions.</p>
Document formats	<p>The format of documents (quotes, services statements of work, invoices, etc.) you receive will change based on the local/regional IBM operation covering your location.</p>
PO requirements	<p>If your company requires issuing a purchase order to facilitate payment for any goods or services, IBM may require a new purchase</p>

What is changing	Description
	order. Contact your Emptoris representative with any questions.
New Licensing Process	IBM Emptoris offerings are governed by License Agreements which can be found here: http://www-03.ibm.com/software/sla/sladb.nsf/search/ .
IBM Registration	You are encouraged to request an IBM Registration (https://www.ibm.com/account/profile/us?page=regfaqhelp), a central location for user information used throughout IBM web sites. Your IBM Registration ID, also known as Web ID, is your single point of access to IBM web applications that use IBM Registration. You need just one IBM ID and one password to access any IBM Registration based application.
Tax Liability	<p>Beginning July 1, 2012, all order transactions will include applicable sales tax (unless you have a tax exempt certificate on file with IBM). Taxes will be included in the Invoice.</p> <p>If you are a hosted customer, please provide a tax exempt certificate for any location where benefit is derived.</p>

II. Software Support

Emptoris Support offerings will continue to be used after July 1, 2012 and supported by the IBM Emptoris Support team. IBM Emptoris will continue to focus on delivering customer satisfaction without compromise.

As we work to integrate Emptoris and IBM Support, we will offer IBM Emptoris customers expanded capabilities through the existing IBM Support infrastructure. For the most current information on IBM Emptoris Technical Support visit the [Software Support Handbook – Acquisitions](http://www14.software.ibm.com/webapp/set2/sas/f/handbook/acquisitions.html) (<http://www14.software.ibm.com/webapp/set2/sas/f/handbook/acquisitions.html>) site and refer to the section for Emptoris. IBM does not anticipate changes until the 2nd half of 2012. Check the above URL for the most recent updates.

What does not change on July 1, 2012:

- Support is provided per your existing Emptoris Support agreements.
- IBM Emptoris Support is accessed through existing channels. Refer to <http://www.emptoris.com/products-and-services/services/support> for details.

Please ensure the primary support contact within your organization is aware that they should continue to access IBM Emptoris Support in the same way they always have via email and

telephone. Contact IBM Emptoris Support <http://www.emptoris.com/products-and-services/services/support> for more information.

As part of the transition into IBM support, Emptoris will be contacting you to validate the correct Primary and Technical Contacts. **Below are informational highlights to help you understand the definition of those future roles in IBM Customer Support.**

The **IBM Primary Contact** is a specific individual who will manage access to IBM's software download site for their organization's IBM Emptoris software contract(s). The Primary Contact approves IBM Download Site access requests from their organization and will receive all download account management and communications. This person will also be the primary contact for annual support renewal invoices for IBM Emptoris software and services at your organization. Note: If a Primary Contact is not designated, the Technical Contact will be used for both roles. The Primary Contact must be a single individual.

Only a **single** Primary Contact can be designated per Company in the IBM systems.

The **Site Technical Contact** is a specific individual from the Customer's company who will manage access to IBM's Technical Support services and grant the authority to open Technical Support Requests on behalf of their organization. The Technical Contact approves IBM Support access requests from their organization's employees and business partners and will receive all IBM Support access instructions and communications. More information regarding IBM's electronic Support can be found at <http://www-01.ibm.com/support/electronicssupport/workwithibm.html>.

Only a **single** Primary Site Technical Contact can be designated per company in the IBM systems. Additional Named Callers can be added to the system by the Site Technical Contact.

IBM will also make available to IBM Emptoris clients, an enhanced level of support through the IBM Accelerated Value Program (AVP). This program provides pro-active and preventative support through the assignment of specific support staff to assist you with all aspects of operating your IBM Emptoris software. More information on this program can be found at <http://www-01.ibm.com/software/support/acceleratedvalue/index.html>.

For information about IBM Technical Support, please refer to the online IBM Support Portal documentation at <http://www-01.ibm.com/support/electronicssupport/portal.page>.

III. Software Subscription and Support Renewals

Emptoris Support Renewals will be integrated into the IBM Software Subscription and Support Renewals process in a phased approach. Your Software Subscription and Support Renewal is determined by the date your current Emptoris support contract expires.

The following outlines the key dates associated with the transition to the IBM Software Subscription & Support process:

Table of renewal dates and actions

Renewal date	What will happen
Renewal date before July 1, 2012	You should have received a quote from your Emptoris representative and you should have proceeded with confirming your renewal by your current renewal date or June 30, 2012, whichever is earlier, to ensure that there are no disruptions in service. Any renewals not invoiced by that date will be re-quoted under IBM's terms and conditions. If you have not yet received a quote, please contact your Emptoris representative.
Renewal date between July 1, 2012 and September 30, 2012	If your renewal falls within these dates, you should have received a quote from your Emptoris representative with an opportunity to renew early. If you elected not to take advantage of this opportunity and have not been invoiced by June 30, 2012, you will need to be re-quoted on IBM terms and conditions within the IBM systems. If you have not yet received a quote, please contact your Emptoris representative.
Renewal date after October 1, 2012 and beyond	Your Software Subscription and Support Renewal quote will be generated from IBM systems and provided to you by your Emptoris representatives. This quote will be subject to standard IBM terms and conditions, and the renewal end date will move out to the last day of the month.

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 Emptoris Software Subscription and Support Renewal under IBM Passport Advantage for your IBM Emptoris products. Notices will be generated from IBM systems and provided to you by your Emptoris representative.

IV. Passport Advantage

As a customer of IBM, you will begin to see references to [Passport Advantage \(http://www-01.ibm.com/software/lotus/passportadvantage/aboutpassport.html\)](http://www-01.ibm.com/software/lotus/passportadvantage/aboutpassport.html) and [Passport Advantage \(Express \(http://www-01.ibm.com/software/lotus/passportadvantage/aboutexpress.html\)\)](http://www-01.ibm.com/software/lotus/passportadvantage/aboutexpress.html).

Passport Advantage and Passport Advantage Express are comprehensive IBM offerings for new software licenses and Software Subscription and Support (product upgrades and technical support) under a single, common set of agreements, processes and tools. As an example, Passport Advantage Online is a web tool that helps you manage your licensed software, buy new licenses, renew subscriptions, download entitled software and more.

V. Professional Services and Education

IBM will now provide Emptoris Professional and Managed Services and Education.

Professional and Managed Services

IBM Emptoris Professional Services and Managed Services will serve as your client support partner with the same professional staff we have always deployed. This includes your Account Management and Customer Success teams.

Changes in Professional and Managed Services as of July 1, 2012

IBM will assume any ongoing Emptoris Professional and Managed Services engagements and statements of work (SOW) and will perform as originally contracted. The same approach applies to the Emptoris Hosting and SaaS solutions.

While there are several process changes regarding the way contracts and SOWs are developed, there are virtually no changes to the overall Emptoris services business model. Customers will engage IBM Emptoris services to support the IBM Emptoris portfolio of products. One exception is customers requiring a purchase order between their organization and IBM to facilitate payment for existing Emptoris services. In that case, the customer must provide their Emptoris services contact with a new purchase order, which references to the original contract or 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 may be a separate system separate from the IBM software licensing contracts and order systems (e.g., Passport Advantage).

Certain customers may get more than one invoice for their Emptoris offering where they previously received a single invoice, i.e., Services on one invoice and Software Subscription and Support Renewal on a different invoice.

Education

IBM Education will provide training on IBM Emptoris products through the worldwide network of IBM education centers. The IBM Education team delivers a comprehensive portfolio of education services to help you successfully deploy and integrate IBM Emptoris solutions, Service Oriented Architecture (SOA) and IBM's middleware products to achieve maximum benefit.

Course descriptions and training roadmaps are available via www.ibm.com/training.

Changes in Education as of July 1, 2012

- Both Professional Services and Education will transition to IBM standard rates.
- To search and register for IBM Emptoris courses, use the www.ibm.com/training.
- To register for an IBM Emptoris course in the IBM online registration system you will need your new IBM Customer Number (ICN). You will receive your ICN in a separate communication. Until you receive your ICN, IBM training representatives will be available to provide you with your ICN number.
- IBM Emptoris courses will also be delivered by IBM authorized instructors
- Prepaid training will be honored by IBM until its expiration date. Emptoris discount programs will be migrated to IBM discount programs.

- IBM will generate enrollment confirmation from IBM systems for courses offered after July 1, 2012. No action is required from the student.

For further information or inquiries, please contact your IBM Emptoris Account Manager.

VI. Product Offerings (new and legacy product names)

Please use the attached link to view new Emptoris product names and the corresponding legacy product names for both on premise and SaaS offerings: <http://www.ibm.com/emptoris-customers>.

As part of the acquisition, personal information may be transferred from Emptoris to IBM. IBM's privacy policy may be viewed online at <http://www.ibm.com>.