



Software Advantage for Workstations International Discount Agreement Exhibit

Exhibit Type: C
Exhibit No.: SA-4
Effective Date: July 8, 1997

The following additional Software Advantage terms apply.

1. **Eligible Products:** Eligible Programs and Upgrade Protection are specified in IBM's then generally available Eligible Product List. Additions to the Eligible Product List are eligible as they are announced by IBM. Both Eligible Program and Upgrade Protection products qualify for Software Advantage aggregation and discounts.
2. **Media Packs:** Separately priced Media Packs are available for selected Software Advantage Eligible Programs. These Packs will be identified in the Software Advantage Eligible Product List. The authorized acquisition and license for the Program in the Media Pack is only available under a Software Advantage for Workstations Agreement. A Pack represents one of the authorized copies. A Pack is in lieu of, not in addition to, one of the authorized copies. A Pack may not be the first license for a Program. Media Packs do aggregate for Software Advantage credit, but are not eligible for Software Advantage discounting.
3. **Documentation Packs:** Separately priced Documentation Packs are available for selected Software Advantage Eligible Programs. They will be identified in the Software Advantage Eligible Product List and will be available either as part of, or separate from, a Software Advantage Agreement. When acquired as part of a Software Advantage Agreement, they do aggregate for Software Advantage credit, but are not eligible for Software Advantage discounting.
4. **Discount Schedule:** The aggregate Suggested Retail Price (SRP) is used to determine the discount percent.

Total SRP (U.S. \$ in thousands)	Percent Discount
10	20%
50	25%
200	30%
500	35%
1000	40%
2500	45%

5. **Preloaded Programs:** The following programs preloaded on an IBM or other vendor personal computer may be included in the aggregate SRP for the purpose of determining the Software Advantage Agreement discount percent.
 - IBM OS/2 (Version 2.1 and later)
 - IBM PC DOS (Version 5.0 and later)
6. **Upgrade Protection Entitlements:** When the customer is entitled to a new version or new release of a program, IBM will provide the 'no charge' upgrade in CD-ROM format. Should CD-ROM not be available, a package including 3 1/2 inch diskette media will be provided.

Selected OS/2, Microsoft Windows (R), and Microsoft Windows NT (R) operating system based programs have counterpart programs that run on one or both of the other operating systems. Using a Supplement, Upgrade Protection, or licenses of Eligible Programs and Upgrade Protection, may be exchanged for those of counterpart programs. IBM will provide a revised Software Advantage Proof of Entitlement reflecting the exchange of qualifying Upgrade Protection and Eligible Program licenses. See your IBM Software Specialist for further information on qualifying programs.

(R)"Microsoft Windows and Microsoft Windows NT are Trademarks or Registered Trademarks of the Microsoft Corporation."

7. **Succeeding Agreement Credit:** A credit of 20% of the prior agreement SRP spending value will be added to establish the new agreement SRP total.