

Doing Business with IBM

A Guide for Clarity Systems Customers in Quebec



On October 21, 2010, IBM completed the acquisition of Clarity Systems, a leader in automating the disclosure management lifecycle and creation of filings (XBRL) and high-value documents. This document includes important information about the integration of Clarity Systems into IBM on May 1, 2011.

Since your organization has purchased products, licensed software solutions, contracted services or has a customer support agreement with Clarity Systems, we would like to provide information that will guide you in conducting business with IBM. Although some processes are changing, most of your contacts in sales, service delivery, support and education remain the same.

As a customer of IBM, you'll continue to have access to Clarity Systems offerings as well as an extensive portfolio of software solutions and services offerings, while enjoying the high-quality, responsive service you've come to expect from both Clarity Systems 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/Clarity Systems representative are available to answer any questions and to address your ongoing software and services needs.

Please refer to the following sections for detailed information:

- I. Accounts Payable and Purchasing
- II. Software Support
- III. Support Renewals
- IV. Professional Services
- V. Customer Education
- VI. Passport Advantage


I. Accounts Payable and Purchasing

Effective May 1, 2011, Clarity Systems 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 May 1, 2011, and they will be issued from an IBM location as appropriate. This change 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:

These items are for your information  **These items require your action**

Vendor applicable **Tax Identification Number** will change.

 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 the Clarity Systems Sales Administration team: ibmclari@us.ibm.com.

In some countries, the currencies used by Clarity Systems are different than those used by IBM, thus you may be **transacting in a different currency** with IBM.

Vendor **name will change** from Clarity Systems to the applicable local/regional IBM operation covering your location (the term “Vendor” below represents the IBM operation).

Vendor **remit-to addresses** for checks, wire transfers and overnight payments will change for all new business after May 1, 2011. The new details will appear on your invoices issued from IBM after that date.

In most countries, Vendor **standard payment terms** of “due upon receipt” may be applicable. You can find this information on either your invoice or quote.

In some countries, the correspondence you will receive from IBM may be in the local language.

Effective May 1, 2011, Clarity Systems customer numbers will be replaced with IBM customer numbers (ICNs). You will receive your ICN in a separate communication. Please note that your ICN will be used with all order-related communication.

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.

As we complete the migration to IBM systems, you will be provided with an IBM website to **download software**. Software downloads through the IBM website are accessed using an SAP ID and password, which will be communicated to you after May 1, 2011. Prior to May 1, 2011 and for a period of time after this date, until advised otherwise by Clarity Support, Clarity Systems products will continue to be available through the existing Clarity Systems download location. You will have the opportunity to sign up for electronic notification of new releases. Physical media is shipped upon request at time of order.

New part numbers and product descriptions for the Clarity Systems portfolio will replace the pre-existing Clarity Systems product description for the most current Clarity Systems offerings. These part numbers and product descriptions will appear on any quotes and invoices you may receive from IBM. Product descriptions will be similar to the original Clarity Systems product descriptions.

New Licensing Process- IBM offers access to authorization codes (software keys) required for installing IBM Clarity Systems client software; instructions to access the keys will be provided to site primary and site technical contacts for all new software purchases on and after May 1, 2011.

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.

The shipping point, delivery options and freight charges will be aligned with IBM manufacturing and delivery standards.

If your company requires issuance of a purchase order to facilitate payment for any goods or services, IBM may require a new purchase order. Contact your Clarity Systems representative with any questions.

You are encouraged to request an [IBM Registration](#). 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.

II. Software Support

The Clarity Systems Support team will continue to focus on delivering customer satisfaction without compromise. Existing Clarity Systems Support offerings and systems will continue to be offered and used after May 1, 2011. As we work to integrate Clarity Systems and IBM Support, we will offer Clarity Systems customers expanded capabilities through the existing IBM Support infrastructure. For the most current information on IBM Clarity Systems Customer Care site, visit:

<https://www.claritysystems.com/us/login/Pages/Login.aspx>.

What does not change on May 1, 2011:

- Support is provided per your existing Clarity Systems Support agreements.
- Clarity Systems Support is accessed through existing channels. Continue to use your Clarity Systems customer number and Clarity Systems Support ID for access until further notice.
- Clarity Systems Support cases continue to be logged on the Clarity Systems Customer Care site: <https://support.claritysystems.com/us/login/Pages/Login.aspx>.
- Clarity Systems patches continue to be available on the Clarity Systems Customer Care site: <https://support.claritysystems.com/us/login/Pages/Login.aspx>.
- **Note:** As we complete the migration to IBM systems, the above items will change and you will be notified of the changes through future communications.
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III. Software Subscription and Support Renewals:

Clarity Systems Software Support Maintenance 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 support contract expires.

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

- **Renewal date before May 1, 2011:** You should have received an invoice from the Clarity Systems Renewal team and you should have proceeded with confirming your renewal to ensure that there are no disruptions in service. Any renewals not confirmed by May 1, 2011 will either expire or have to be re-quoted under IBM's terms and conditions. If you have not yet received an invoice, please contact your Clarity Systems Renewals at Clarity.Renewals@ca.ibm.com.
- **May 1, 2011 – July 31, 2011:** If your renewal falls within these dates, you should have received a quote from your Clarity Systems Renewal team with an opportunity to renew early. If you elected not to take advantage of this opportunity by April 29, 2011, the original renewal quote will still be valid until July 31, 2011; however, all orders will be subject to IBM's terms and

conditions. Invoicing, part numbers will change to IBM standard conditions. If you have not yet received a quote, please contact your Clarity Systems Renewals at Clarity.Renewals@ca.ibm.com.

- **Renewal date after August 1, 2011:** Your Clarity Systems Software Support Maintenance renewal (now referred to as Subscription and Support Renewal) quote will be generated from IBM systems and provided to you by an IBM.com renewal representative. 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 Clarity Systems Software Subscription and Support Renewal under IBM Passport Advantage for your IBM Clarity Systems product. Notices will be generated from IBM systems and provided to you by your Software Subscription and Support Renewal representative.

IV. Professional Services

Clarity Systems Professional Services will continue to serve as your implementation and configuration partner with the same professional staff of Managing Consultants and Consulting Engineers.

As of May 1, 2011:

Clarity Systems Professional will continue to operate within the IBM Software Group. IBM will assume any open Clarity Systems 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 Clarity Professional Services business model. Customers continue to engage Clarity Professional Services with their implementations and configurations. One exception is that if a customer requires a purchase order between their organization and IBM to facilitate payment for any existing Clarity Professional Services, then the customer must provide their Clarity Professional Services contact with a new purchase order, which references the original statement of work.

All new services orders will be contracted using standard IBM services agreements 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).

V. Customer Education

Clarity Systems Customer Education will continue to operate with the IBM Software Group.

As of May 1, 2011:

- IBM Clarity Systems training, certification, course search and registration information are available at <http://www-304.ibm.com/jct03001c/services/learning/ites.wss/us/en?pageType=page&c=U431952F76355G56>.

- To register for an IBM Clarity Systems 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.
- Clarity Systems courses will continue to be delivered by Clarity Systems authorized instructors and consultants.
- Prepaid training will be honored by IBM until its expiration date.
- Students enrolling in 2011 for courses taking place prior to May 1, 2011, will receive a course enrollment confirmation from Clarity Systems systems. IBM will generate a similar course enrollment confirmation from IBM systems for courses offered after May 1, 2011. No action is required from the student.

For further information or inquiries, please contact your Clarity Systems training representative.

VI. Passport Advantage

As a customer of IBM, you will begin to see references to [Passport Advantage](#) and [Passport Advantage Express](#). Passport Advantage and Passport Advantage Express are simple, 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.

Most of the current IBM Clarity Systems products and support are available under the IBM [Passport Advantage](#) program.

In future communications, you will receive more detailed information on how and when Clarity Systems products and support will be integrated into this program.