



Solution Provider Agreement (SPA) Guide 2011

“SPA Guide”

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1. SPA Program Summary

This Solution Provider Agreement Guide ("SPA Guide") contains additional requirements and guidelines for Partners who wish to order selected Microsoft Licensed Software and Services from Microsoft for Customers under the Solution Provider Agreement ("SPA"). For more information and links to other SPA documents please see the SPA Website: <https://partner.microsoft.com/global/productssolutions/dynamics/solsprovideragreement>.

Some core features of the SPA program:

- Partners are required to join (and remain an active member) of the Microsoft Partner Network ("MPN") prior to submitting SPA documents.
- Partners must reach a minimum amount of total billed revenue to be measured at the 12 month anniversary of the SPA Effective Date, and also at the earlier of 12 months after that date or upon re-enrollment.
- Ordering rights are contingent on meeting product-specific exam and assessment requirements.
- SPA Discount Schedules are based on Customer location, and are posted on PartnerSource.

Regional SPA Agreements:

There are five Microsoft Regional Operations Centers (ROCs), each of which accepts orders only from Partners with locations in their respective regions.

SPA Solutions: Licensed Software and Services available under the SPA:

- Microsoft Dynamics® AX
- Microsoft Dynamics® AX for Retail
- Microsoft Dynamics® C5
- Microsoft Dynamics® CRM
- Microsoft Dynamics® GP
- Microsoft Dynamics® NAV
- Microsoft Dynamics® SL
- Microsoft Dynamics® Online Services
- **Please note:** Microsoft is not accepting new partners for
 - ◊ Microsoft–Apertum or
 - ◊ Microsoft Dynamics® XAL or
 - ◊ Small Business Financials North American edition.
- Partners who order Licensed Software exclusively through Microsoft distribution partners need not sign the SPA.
- **Consultants** who provide consulting or implementation services on Microsoft software but don't order software licenses for their Customers should not sign the SPA, but may be required to sign an agreement authorizing the sale and delivery of Microsoft service plans as outlined in section 6 of the SPA. They should also consider joining the Microsoft Partner Network.
- **Microsoft distribution partners** who have agreements with Microsoft to deliver solutions through Microsoft partners should not sign the Solution Provider Agreement. The SPA program is designed only for partners delivering SPA solutions directly to end customers.
- **Microsoft Independent Software Vendors (ISVs)** who also intend to order SPA solutions for delivery to end Customers should sign the Solution Provider Agreement and submit the SPA Profile and Licensed Software Product and Online Services Selection Form ("SPA Profile Form") and indicate by checking the appropriate box, that it is a reselling ISV . ISVs who develop and deliver solutions either directly to end Customers or through other partners but do not order the Microsoft SPA solutions directly from Microsoft should not sign the Solution Provider Agreement.

2. SPA Structure and Enrollment Guidelines

Within this section, you will find SPA enrollment guidelines and step-by-step instructions.

2.1 Enrollment Guidelines

Five Regional Operations Centers

There are three regions where Licensed Software is delivered to customers: Americas, EMEA and APAC. However, there are five Microsoft Regional Operations Centers (ROCs) that each correspond to one of the three regions. Partners must sign the SPA with the applicable ROC where they are located. Below is a list of the five Microsoft ROCs, their corresponding geographic regions and languages in which the SPA is available:

- a) **In the Americas:** Americas Operations Center (AOC) is located in Fargo, North Dakota, USA. AOC manages all SPAs for Partners who are located in North, Central and South America. For Customers in China, only products approved by the Chinese authorities can be ordered.

The AOC SPA documents are available in the following languages: English, French, Brazilian Portuguese, and Spanish,

- b) **In EMEA:** Europe, Middle East and Africa Operation Center (EOC) are located in Dublin, Ireland. EOC manages all SPAs for Partners who are located in Europe, the Middle East and Africa. For Customers in China, only products approved by the Chinese authorities can be ordered.

The EOC SPA documents are available in the following languages: English, Danish, Dutch, French, German, Italian, Russian and Spanish.

- c) **In APAC:** There are three ROCs in Asia Pacific:

- Microsoft Regional Sales Corporation (MRS) is located in Singapore. MRS manages all SPAs for Partners located in the territory covered by MRS (APAC with the exception of Japan and China). For Customers in China, only products approved by the Chinese authorities can be ordered.

The MRS SPA documents are provided in English.

- Microsoft (China) Company Limited (MCCL) is located in Beijing, China. MCCL manages all SPAs for Partners based in China. MCCL can only fulfill orders for products authorized by the Chinese authorities regardless of the end Customer location.

The MCCL SPA documents are available in the following languages: Chinese and English.

- Microsoft Japan Co., Ltd. (MSKK) is located in Tokyo, Japan. MSKK manages all SPAs for Partners based in Japan. For Customers in China, only products approved by the Chinese authorities can be ordered.

The MSKK SPA documents are available in the following languages: Japanese and English.

2.2 Distribution Geographies

Microsoft is generally authorized to distribute licenses for the Licensed Software and provide Services to partner in the geographic regions listed on the table at this URL <http://www.microsoft.com/dynamics/en/us/localization-translation.aspx>. The following additional limitations apply:

Depending on the specific Licensed Software, distribution may vary by country. In some countries, there are other distribution channels Partners may obtain Licensed Software through.

Licensed Software is not supported in terms of languages, localizations or technical support in all countries. Although Partners may be allowed to deliver Licensed Software into an unsupported country, the table posted at the URL below puts Partners on notice of the support status of the Licensed Software in each language or country. In addition, prior to fulfilling orders for Licensed Software in unsupported countries, we will require the Partner to provide a signed Customer Acknowledgment Agreement stating that the Customer understands the unsupported status of the Licensed Software it is acquiring. Additionally, Microsoft may elect to provide that Customer with a separate notice regarding the unsupported status of the Licensed Software.

Below is a link to the list of Licensed Software that is supported by country and language:

<https://mbs.microsoft.com/partnersource/resources/partneressentials/discounts/spageos/>

Documents and Steps Required for SPA Submission

1. **Become a Member of the Microsoft Partner Network**

Each prospective Partner must become a member of the Microsoft Partner Network, at any level, prior to submitting SPA documents and maintain the membership during the term. The URL to become a registered member is <https://Partners.microsoft.com/Partnerprogram/Welcome.aspx>.

2. **Sign the Solution Provider Agreement** with the ROC in your region. Partners cannot submit more than one SPA worldwide.

3. **Complete the SPA Profile Form**

Partners and prospective Partners must also submit a completed SPA Profile and Licensed Software Product Selection Form ("SPA Profile Form") which contains address, contact information as well as the Partners' MPN ID. For existing Microsoft Dynamics Partners, the SPA Profile Form requests the MBS partner account number. This number can be found on PartnerSource at <https://mbs.microsoft.com/voice/>

In addition, Partners or prospective Partners signing the Solution Provider Agreement must also check the selection box for the Licensed Software and Services that are desired to be ordered and delivered within a particular ROC region. Checking the box represents a commitment to meet the SPA exam and assessment requirements and actively seek to deliver that Licensed Software to Customers. Please see below for further information on exams and assessments.

4. **Mail One Copy**

One original hard copy of all agreements and any applicable addenda must be signed and sent to the ROC that you intend to order from, along with a single copy of the associated profile forms. Partners do not need to submit a copy of this SPA Guide. ROC mailing addresses are listed in section 10 of this SPA Guide.

Affiliates and Ordering From Multiple Regions

SPA Recorded Affiliate Agreements

Partners may enable their Affiliates to place orders with the ROCs by registering their Affiliates using the Recorded Affiliate Agreement. One copy of this form must be completed by each Affiliate with the ROC where they are located. Multinational partners must sign one SPA worldwide. , There is no longer a requirement to have a SPA in each region where Affiliates are located.

5. **Important:** A Partner must submit a Recorded Affiliate Agreement for all Affiliates who want to order under the SPA program. The advantages of having Affiliates sign a Recorded Affiliate Agreement under the Partner's Solution Provider Agreement is that discounts will be based on an aggregate sales history (applicable in all regions), and aggregating exams and assessments for meeting solution authorization requirements. See section on Authorization Requirements and Discounts for details. The Recorded Affiliate can only order Licensed Software solutions that the Partner has identified on the SPA Profile Form. The Recorded Affiliate cannot add additional Licensed Software products to the SPA Profile Form or sign any Solution Addenda.
6. **Recorded Affiliate Profile Form**
In addition to the Recorded Affiliate Agreement, each prospective Recorded Affiliate must also submit a completed Recorded Affiliate Profile Form which contains necessary address and contact information.
7. **One SPA Worldwide**
Partners who want to **order** from more than one region must sign Recorded Affiliate agreements with the appropriate ROCs in those regions. Microsoft reserves the right to require a Partner to provide a bill-to and ship-to address within the region of each ROC with which the Partner intends to order.

Additional Regional Requirements:

1. Each ROC may have other pre-requisites for transacting business with that ROC. The following are the key additional pre-requisites by region:

Region	SPA Partner Pre-Requisites	
Europe, Middle East, Africa (EOC)	Credit Application	All new and existing Partners must submit a credit application. Affiliates are not required to submit separate credit applications. The credit applications are available together with the other SPA documents.
	Bank Setup	Partners must have the required banking facilities in place to transfer monies due to Microsoft bank accounts in Citibank London.
	VAT Number	Partners must have a local VAT number for conducting international business with Microsoft.
The Americas (AOC)	Credit Application	All Partners new to AOC that desire to obtain credit must submit a credit application. This includes Recorded Affiliates that wish to be invoiced separate from their parent Partner.
	Tax Exemption Forms	New Partners that plan to transact business in the United States and are exempt from certain state and local sales taxes should submit tax exemption forms along with the SPA. Copies of the tax exemption forms are located on the Microsoft Partner Network website where the SPA download forms are located.
All Asia Pacific ROCs: Asia, South Pacific (MRS) China (MCCL) Japan (MSKK)	Credit Application	All new MRS, MCCL, and MSKK Partners must submit a credit application and Certificate of Incorporation (COI). To obtain credit facilities, Partners Must provide 3 years of financial statements. This includes Recorded Affiliates that wish to be billed separate from their parent Partner.
	Bank Setup	Partners must have the required banking facilities in place to transfer monies due to Microsoft bank accounts.

Steps Taken by Microsoft After Receiving the SPA Documents

1. Upon receipt of the submitted documents, the receiving ROC will send an email to the bill-to contact listed by the Partner confirming document receipt. If the ROC needs additional information to complete processing, the bill-to contact of the Partner will be notified.
2. Once the SPA documents have been reviewed and accepted, they will be signed by an authorized representative of the ROC. All ROCs have migrated to paperless contract management. All contracts are scanned and stored electronically. One original copy of each submitted SPA documents will be returned by mail to the bill-to contact of the Partner.
3. Additionally, a welcome email will be sent to the bill-to contact of the Partner and any Recorded Affiliates providing access information to online portal resources if the Partner does not already have such access. Login and password information, unique to each Partner, will be supplied within the welcome message. Partners are solely responsible for the proper use of their login and password information. Partners will also be provided with instructions on how to obtain licenses for demonstration, development and training purposes, for the solution they are authorized to distribute.

For examples of the agreements and forms to submit, please refer to Appendix B – Enrollment Examples.

3. Authorization Requirements

As noted in Section 3(d) of the SPA, in order to deliver Licensed Software under the SPA, your organization must pass the product-specific exam and assessment requirements before placing orders. If you place an order for Licensed Software and have not met the exam and assessment requirements, that order will be rejected.

Exam and Assessment Requirements and Guidelines:

Each Microsoft Dynamics solution has a set of product-specific exam or assessment requirements. Please refer to Appendix C “SPA Exam and Assessment Requirements for Licensed Software”.

The product-specific exam and assessment requirements and additional guidelines are:

1. Pass minimum product-specific exam and assessment requirements. Note that the exams and assessments apply to a specific minimum product level version (i.e. the Microsoft Dynamics® AX authorization must be on version 4.0 or higher of that product.) When the minimum requirements are achieved, Partners are authorized to place orders for the Licensed Software solution and obtain a discount when ordering. (For information on discounts, please refer to the section entitled “4. Pricing” and “5. Partner Discounts”).
2. All exam and assessment requirements for each Licensed Software solution are consistent globally.
3. The product-specific exam and assessment requirements for ordering are designed in the following way:

Partners may aggregate their exams and assessments passed at any single location across all of their own locations and Recorded Affiliate locations to achieve group authorization and ordering status across all locations (parent Partner and Recorded Affiliate locations).
4. Exams must be taken through Prometric exam centers. All exam fees, schedules and testing center locations are listed at the Prometric website: www.prometric.com. Assessments can be accessed via <https://mbs.microsoft.com/partnersource/partneressentials/spa/spa.htm>.
5. Records of exam and assessment completion are maintained in VOICE. Partners are responsible for their exam and assessment records being accurate in VOICE for purposes of compliance with the SPA product-specific exam and assessment authorization requirements. Exams and assessments are attached to Partner and Recorded Affiliate employees. Those employees need to be set up in VOICE in order for the Partner to be credited with the exams and assessments passed by those employees. If a certified individual ceases to work for Company Parties, the VOICE account must be updated immediately. Partners should work with their

partner account manager or local Microsoft office to resolve questions about the accuracy of their VOICE exam and assessment records and compliance with SPA exam and assessment requirements.

6. If an individual employee leaves the Partner company, and, as a result, the Partner no longer meets the minimum exam and assessment requirements, another individual within the Partner company (or a Recorded Affiliate company) must pass the missing required examinations and assessments within 90 days to maintain authorization. It is the Partner's responsibility to notify Microsoft when an individual who has passed a product-specific exam and assessment requirement leaves its organization. Partners can inform Microsoft of these events by sending an email to mcphelp@microsoft.com with the name of the professional that has left the organization.
7. Microsoft may decrease the examination and assessment requirements at any time. Exam and assessment requirement changes that represent additional requirements will be applicable to existing Partners no earlier than six months from the date of Microsoft's notice of the additional requirements.

4. Pricing

Licensed Software pricing for Partners is based on two components:

1. A "reference price" to the Partner's Customer based on the Customer's location.
2. A discount to the Partner is applied to that "reference price" based on the Discount Schedule applicable to the Customer's location and that Partner's "12 month roll" sales history with Microsoft.

The "reference price" to Customers is on the Dynamics Price List. The Partner discount is applied against the reference price to determine the price to the Partner on each order. Microsoft exercises no control over the final price that a Partner invoices a Customer for licenses or services delivered by the Partner. Partners have full discretion to establish to-Customer pricing.

The Licensed Software and their subsequent language versions are assigned a reference price by component and version. Most current versions of the Dynamics Price List are made available for download on PartnerSource, and in some regions they may also be made available via e-mail. If a Partner does not have web access to a Dynamics Price List for a Customer location in which the Partner is authorized to deliver that Licensed Software solution, the Partner may write or email the ROC, using the contact information in the resource directory toward the end of this SPA Guide to obtain that Dynamics Price List.

Both the reference price and the applicable Discount Schedule for any specific order are determined by the Customer's location, not the Partner's location.

5. Partner Discounts

Microsoft offers authorized and certification compliant Partners discounts on Licensed Software ordered for Customers under the SPA program. Partner discounts on orders for Customers are based on application of the Company's "rolling 12 month" revenue history to the regional SPA Discount Schedule applicable to the Customer's location.

The SPA discount framework consists of several regional Discount Schedules, which have three components:

1. **Discount percentage tiers:**
There are discount percentage tiers in each of the regional Discount Schedules. The Discount Schedule that applies to a particular order is based on the Customer's location.

2. **12 month roll:**

Partners carry a single “12-month” revenue roll which tracks Partner’s revenue to Microsoft on Licensed Software solutions, sold off the SPA or any other Microsoft authorized channel program over the course of the months preceding an order.

The “12-month” roll:

- Aggregates the order amounts by the Partner (including its Recorded Affiliates) for the Licensed Software across all regions and specified channel programs. For channel programs other than the SPA, Microsoft will only aggregate those orders recorded in VOICE and submitted to Microsoft by the monthly due date as provided for in the corresponding operational guidelines.
- Aggregates revenue from most service plan orders made by the Partner (for either Customer or the Partner’s own use).
- Is generally tracked in the invoicing currency determined by the Partner’s location
- Includes the 11 fiscal months prior to the current month and all qualified Partner revenue for the current month prior to the date of the order.
- Partner’s sales history for purposes of determining their 12 month roll will be tracked in VOICE and related systems.

Any Partner requests for additional discounts on specific orders should be directed to the Microsoft account manager or sales team in the Customer’s country.

3. **Discount Thresholds:**

Each Discount Schedule includes revenue thresholds, which, in combination with the “12-month roll”, determine the Partner’s discount percentage level. The “12-month roll” is applied to the applicable SPA Discount Schedule revenue thresholds to determine the discount percentage a Partner will receive on any particular SPA order.

A Partner’s discount level on each schedule, based on their 12-month roll, can go up on a daily basis, but will only be moved down at the end of each Microsoft fiscal quarter. (This rule effectively delivers to Partners the ability to earn a discount level based on whichever is higher, the discount they would get based on their orders or revenue influenced in the preceding 11 months plus orders or revenue influenced in the current month, or the discount they would get based on the preceding four full fiscal quarters.)

4. **Global Volume Agreement:**

Partners will receive their standard SPA discount on the first 100 user licenses and any Advanced Management Enterprise (AME) modules a Customer purchases on the initial order referencing that customer’s Global Volume Agreement (GVA) with Microsoft (or its affiliates). For 101+ users on the initial order, and all additional license purchases by the Customer during the term of the customer’s GVA, the selling Partner will receive their standard SPA discount or 40%, whichever is lower.

Discount Schedules

Discounts on Partner orders are calculated based on the customer’s location, not the Partner’s location. The various discount regions and corresponding schedules are available in PartnerSource:

<https://mbs.microsoft.com/partnersource/resources/partneressentials/spa/SPA.htm>.

Notice of Changes

Discounts can change from time to time. At a minimum, Partners will receive a 90-day notice via PartnerSource of any changes in the Discount Schedules.

6. Ordering Licensed Software for Customers

The SPA grants Partners the right to order Licensed Software and Services for Customers via the ordering methods outlined below. Partners are required to submit orders to Microsoft before the Licensed Software or Services are first Used by Customer. "Use" is defined in the SPA to mean when the Licensed Software is first "run" or "used" (including copying, installing, accessing, displaying or otherwise interacting with other software or an end user). Additional ordering details are provided by each ROC.

The five ROCs process the orders for Licensed Software under the terms of the SPA. The following minimum guidelines apply when placing orders:

- Partners must place orders with ROCs that they have executed a Solution Provider Agreement or Recorded Affiliate agreement with.

To Place an Order in:	ROC	Ordering information
North, Central and South America	AOC	Online ordering: PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
		Fax: 701-281-7797 Attn: MBS Orders – Fargo
		Email Orders: PartnerSource -> Pricing & Ordering -> Place an Order -> Attach a Custom Order Form https://mbs.microsoft.com/orders/orders.aspx
		Instructions: https://mbs.microsoft.com/partnersource/resources/pricing
		Service Inquiries: PartnerSource -> Pricing & Ordering -> Sales Operation -> New Service Inquiry https://mbs.microsoft.com/support/createincident.aspx
Europe, Africa and the Middle East	EOC	Online ordering: PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
		Fax: +353 1 706 6700
		Email Orders: Manual orders and operational queries must be submitted to EOC via CLT . More information about CLT and how to access it can be found in section "Call Logging Tool (CLT) and Phone Support" of the EMEA Partner Operational Guidelines .
		Instructions: http://www.mbspartnerupdate.com/emea/eoc.asp
Asia and the South Pacific	MRS	Online ordering: PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
		Fax: (65) 6370 9358
		Email Orders: mbslques@microsoft.com
		Email Queries: mbslques@microsoft.com
		Instructions: A copy of this Handbook and its updates could be located in the website - https://mbs.microsoft.com/partnersource/resources/partneressentials/discounnts/APOCGuides.htm
China	MCCL	Online ordering: PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
		Fax: (65) 6370 9358
		Email Orders: mbslques@microsoft.com
		Email Queries: mbslques@microsoft.com
		Instructions: A copy of this Handbook and its updates could be located in the website - https://mbs.microsoft.com/partnersource/resources/partneressentials/discounnts/APOCGuides.htm
Japan	MSKK	Online ordering: PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
		Fax: (65) 6370 9358
		Email Orders: mbslques@microsoft.com

		Email Queries:	mbslques@microsoft.com
		Instructions:	A copy of this Handbook and its updates could be located in the website - https://mbs.microsoft.com/partnersource/resources/partneressentials/discou nts/APOCGuides.htm

- Each ROC tracks and manages Partner contracts, accounts receivable, credit terms, Customer orders, invoicing/billing, manufacturing and distribution of the software license terms for all Licensed Software to Customers.
- The currencies supported by each ROC include the following:

Regional Operating Center				
EOC	AOC	MRS	MCCL	MSKK
British Pound	Canadian Dollar	Australian Dollar	Chinese Yuan Rinminbi	Yen
Danish Krone	US Dollar	New Zealand Dollar		
Euro		US Dollar		
Norwegian Krone		Indian Rupee		
Ruble*				
Swedish Krona				
Swiss Franc				
US Dollar				

* Please check with the EOC ROC for availability.

Automatic Billing of Customer Service Plans

The Automatic billing (“Autobill”) program is designed to automatically reenroll your customers in their service plan and invoice the assigned partner, 10 days prior to the customer’s service plan’s expiration date (T-10). Once launched in your country, all active customers enrolled in a service plan and assigned to you in VOICE will be automatically opted-in to Autobill. This process will renew your customer’s service plan and trigger an invoice to your organization unless you opt them out of Autobill, via My Messages in PartnerSource by T-10. When Autobilled, customers will remain on the same service plan unless a different plan is selected in My Messages. If **you do not opt-out your customer** from Autobill by T-10 as described above, your customer will be automatically re-enrolled and you will be invoiced.

Microsoft Software License Terms

The Microsoft Software License Terms (SLT) is the agreement between Microsoft and the Customer that grants the Customer use rights to the Licensed Software. SLTs are available for download at https://mbs.microsoft.com/partnersource/partneressentials/agreements/dynamics_slit.htm. You must present a hardcopy of the SLT to the Customer prior to or at the time the Customer enters into your Customer Agreement. You must present the SLT in such a manner that the Customer understands and acknowledges that the terms govern the Customer’s use of the software that has been specifically licensed to them. If you upgrade or install any additional modules on behalf of a Customer, you must present the terms of the then-current SLT to Customer prior to or at the time of upgrade. If the SLTs have a signature block, you must obtain the customer’s signature according to the guidelines provided by the ROC with which you place your order.

7. Credit Terms

Partners may be subject to a credit review by each ROC with which they want to sign the Solution Provider Agreement. Payment for Licensed Software is payable as specified on the invoice, unless separate credit arrangements are made. Each ROC determines credit terms that may be unique to its region. Note that these terms may vary slightly relative to credit applications submission processes and requirements as noted below.

Region	ROC	Credit Application Requirements
North, Central and South America	AOC	All Partners new to the AOC region who request credit must submit a credit application. This includes Recorded Affiliates who wish to be billed separately from the Partner.
Europe, Africa and the Middle East	EOC	All new and existing EOC Partners must submit a credit application. Recorded Affiliates are not required to submit separate credit applications.
All Asia Pacific	MRS, MCCL, MSKK	All Partners new to the MRS, MCCL, or MSKK region must submit a credit application and a Certificate of Incorporation (COI). To obtain credit facilities, Partners have to provide 3 years of financial statements. This includes Recorded Affiliates who wish to be billed separately from the Partner.

In the event that Microsoft is unable to provide credit to a prospective Partner, Microsoft will contact that Partner to determine alternative arrangements, where available.

Please refer to the Solution Provider Agreement for more information on the credit and payment terms. For a copy of each ROC's credit application, please refer to the SPA download page on the Microsoft Partner Network Website at: <https://partner.microsoft.com/global/productssolutions/dynamics/solsprovideragreement>.

8. Software for Demonstration, Development Test and Internal Use

Microsoft will make available to Partners Licensed Software for demonstration, testing and development purposes corresponding to the Licensed Software solution indicated on the SPA Profile Form. Company Parties may not use the software in a live operating environment unless Microsoft permits you to do so under another agreement.

The SPA itself does not grant Partners the right to use Licensed Software in running their business, referred to here as "internal use" licenses, nor does it grant Partners the right to use these licenses for Customer implementation purposes. However, upon passing the product-specific exam and assessment requirements for a Licensed Software product, Microsoft will provide Company with one set of five Not For Resale (NFR) copies of the ERP product of Company's choice for internal use. Companies may acquire Licensed Software for internal use at the price they would pay if they were obtaining the Licensed Software for delivery to a Customer (i.e.: reference price minus the discount the Partner is entitled to use in ordering based on their location (as if they were the customer) and their 12 month roll).

9. Partner Services and other Benefits

To develop and sustain business growth, Microsoft recommends that you take advantage of Partner services and benefits delivered through the Microsoft Partner Network and/or other Microsoft partner services offerings (technical support, training and consulting). Microsoft Partner Network partners and members of the Microsoft Competency can acquire a variety of different service plans. These plans provide access to discounted technical support incidents, on-

line course materials, and additional services. Services can also be acquired on an a la carte basis (e.g., per incident support, E-Learning and other training benefits available through Partner Service Plans).

The SPA does not provide Partners with rights to any brand, logo, or trademark of any kind for use in marketing your Microsoft business. All Microsoft partner branding is delivered as a benefit of the Microsoft Partner Network.

To learn more about Microsoft benefits and Microsoft services available to partners in the Microsoft Partner Network, please go to <https://partner.microsoft.com/global/program/programoverview>.

10. Resources Directory

This section provides a consolidated list of online resources available. These resources are referenced through this SPA Guide and are consolidated here for easy reference.

Category	Description	URLs
Assessment	A test of knowledge indicating the degree of comprehension of the subject	https://mbs.microsoft.com/partnersource/partneressentials/spa/spa.htm
Customer profile	Access to your Customers online data, system configuration and services plans	https://mbs.microsoft.com/voice/ Click on the "Specific Customer Information" link.
Development software	Access to software licenses for development practices	See section in SPA Guide above on "Demonstration and Development software".
Exams	Access to product-specific exams required for solution certification	http://www.prometric.com
Marketing services	Co-marketing funds, campaigns, Go-to-markets, brand, solution literature	https://mbs.microsoft.com/partnersource/sales/marketing/
Ordering	Online site for placing Customer orders	PartnerSource -> Pricing & Ordering -> Place an Order https://mbs.microsoft.com/orders/orders.aspx
Partner profile	Access to managing your Partner account information.	Microsoft Partner Network: https://partners.microsoft.com/PartnerProgram/PartnerMembershipCenter.aspx . PartnerSource Profile: https://mbs.microsoft.com/voice/ Click on the "My Profile" link.
Sales services	Account management, sales training, sales campaigns, sales materials	https://mbs.microsoft.com/partnersource/sales/
Technical support	Technical services: Knowledgebase, Email support, Telephone support, Premier support, Consulting	https://mbs.microsoft.com/partnersource/resources/support/ https://mbs.microsoft.com/partnersource/resources/services/serviceplans/ https://mbs.microsoft.com/partnersource/resources/support/supportinformation/Global+Support+Contacts.htm
Training	Online and classroom training courses and curriculum	https://mbs.microsoft.com/partnersource/communities/training/

This section provides a consolidated list of email and mailing addresses.

Region	Address
Europe, Middle East, Africa (EOC)	Microsoft EOC Attn: MBS Contracts Team Atrium Building, Carmanhall Road Sandyford Industrial Estate Dublin 18 Ireland Email: mbscon@microsoft.com
The Americas (AOC)	Microsoft Business Solutions Attn: SPA Processing One Lone Tree Road Fargo ND 58104 USA Email: mbsagree@microsoft.com
Asia, South Pacific (MRS)	Microsoft Regional Sales Corporation Attn: Microsoft Dynamics Contracts Team 438B Alexandra Road, #04-09/12, Block B Alexandra Technopark Singapore 119968 Email: mbslques@microsoft.com
China (MCCL)	16F MBS Microsoft (China) Company Limited Attn: Partner Development, Microsoft Dynamics Team 1 st Floor, Microsoft Tower LSH Plaza, 8 Wangjing Street Chaoyang District, Beijing 100102 Email: mbslques@microsoft.com
Japan (MSKK)	Microsoft Japan Co., Ltd. Attn: Microsoft Dynamics Operation Team (Gyomu Kanri bu) Shinagawa Grand Central Tower 2-16-3 Konan Minato-ku, Tokyo 108-0075 Japan Email: mbslques@microsoft.com

Appendix A - Glossary

Below is a glossary of terms that are used in this SPA Guide. Any terms used in this SPA Guide that are not defined below will have the meaning assigned to them in the Solution Provider Agreement.

Term	Definition
Affiliate	Means any legal entity that owns, is owned or is commonly owned by or with a party. Own means more than than 50% ownership or the right to direct the management of the entity .
AOC	The regional operating center for North, Central and South America.
APAC	Countries located in Asia and the South Pacific region.
Customer	Means anyone who acquires Licensed Software or Services from you for their own use and not to resell, redistribute or use for commercial hosting.
Dynamics Price Lists	means the Microsoft price list for the Licensed Software, as posted on PartnerSource. The Dynamics Price lists include reference sales prices for Licensed Software and Licensed Software discounts.
EMEA	Countries located in Europe, Middle East and Africa.
EOC	Europe, Middle East and Africa Operations Center.
Geographic Region	Means the geographic region for distribution of each Licensed Software product from Microsoft to Partner, listed in the Product Schedule.
Licensed Software	Means the Microsoft software and other offerings on the Dynamics Price List. The Licensed Software may include: (1) Software; (2) Documentation; and (3) Other Microsoft materials from Microsoft's Affiliates (or licensed by Microsoft's Affiliates) including any Microsoft technology (including software fixes limited to the Microsoft software covered by an addendum), documentation, information, materials and other benefits provided to a Partner under the SPA.
MCCL	The regional operating center for Partners based in China.
Microsoft Distributors	Means a company who distributes Licensed Software to resellers who are not covered under the SPA or Volume Licensing.
MRS	The regional operating center for Partners based in APAC territory excluding China and Japan.
MSKK	The regional operating center for Partners based in Japan.
Partner	When capitalized in this SPA Guide, means the entity that has signed a Microsoft Solution Provider Agreement.
PartnerSource	Means the Microsoft website at https://mbs.microsoft.com/partnersource/ or any alternative site Microsoft may designate in its place.
Product Schedule	Means the schedule included at the end of the Solution Provider Agreement. It contains terms formerly listed on forms known as "Solution Addenda".
Recorded Affiliate	Means an Affiliate of a Partner who signs a Recorded Affiliate Agreement.
Recorded Affiliate Agreement	Means an agreement entered into by your Affiliate and Microsoft under the SPA that allows Company's Affiliate to receive the rights granted to Company in its SPA.
Recorded Affiliate Profile Form	A form submitted with the Recorded Affiliate Agreement that provides necessary address and contact information pertaining to the Recorded Affiliate.
ROC	Regional Operating Center. Orders from Partners are received and fulfilled through a ROC.
SPA	Means the Solution Provider Agreement.
Services	Means the Microsoft services on the Dynamics Price List. Services may include: maintenance support; advanced product support; or other benefits that Microsoft may offer. There are different levels of service plans.

Software License Terms (SLT)	Means the end user license agreement that governs the Licensed Software and grants Customer use rights.
SPA Profile	A form called the “SPA Profile and Licensed Software Product Selection Form”, submitted with the Solution Provider Agreement. The form provides address and contact information pertaining to a Partner, as well as their selection of Licensed Software products to distribute.
Volume Licensing	Software licensing programs that currently include Open License, Value, Select, Enterprise Agreements, Enterprise Subscriptions, MYO and OSL

Appendix B - Enrollment Examples

If a prospective Partner with a single location in Toronto, Canada desires to provide Microsoft Dynamics AX to Customers located only in the Americas, they would need to submit the following documentation to the ROC located in Fargo:

1. One signed copy of the AOC SPA
2. One SPA Profile Form

If this same Partner has Microsoft Dynamics AX customers worldwide, they would still order licenses from AOC in Fargo. The location of the Customer does not impact which ROC the Partner places orders with.

Partners with multiple locations need to sign only one SPA with the ROC where they are located. If the Partner has centralized all of their ordering to one location, they only need to sign one SPA with the ROC in that same region. If they however have Affiliates around the world and want to be able to place orders from those locations, then they must sign Recorded Affiliate Agreements with the ROC(s) where they are located. A prospective Partner with a main location in Italy and an affiliate in New Zealand, from which they intend to place SPA orders, would have to submit the following:

EOC:

- (1) One signed copy of the EOC SPA, and (2) One SPA Profile Form.

APAC:

- (1) One signed copy of the MRS Recorded Affiliate Agreement, and (2) One Recorded Affiliate Profile Form.

For each ROC in which a Partner desires credit, they should also submit a credit application. In this example, if the Partner desires credit in EMEA, APAC and the Americas, the Partner should submit credit applications along with the above documentation to all three ROCs. In addition, the Partner should also submit tax exemption forms to the AOC for the states in which the Partner is tax exempt.

Appendix C –

Exam Requirements for Licensed Software

Microsoft Dynamics® AX

Minimum Exam Requirements for Microsoft Dynamics AX Authorization - Mandatory	
Two or more certified individuals must together pass the following mandatory exams:	
Exam	Exam Location
<ul style="list-style-type: none"> One of the following Microsoft SQL Server implementation and maintenance exams: Exam 70-432: TS: Microsoft SQL Server 2008 Implementation and Maintenance Exam 70-431: Microsoft SQL Server 2005 - Implementation and Maintenance 	www.prometric.com
<ul style="list-style-type: none"> One of the following Microsoft Dynamics AX installation and configuration exams: MB6-820: Installation and Configuration in Microsoft Dynamics AX 2009 MB6-503: Microsoft Dynamics AX 4.0 Installation and Configuration 	www.prometric.com
<ul style="list-style-type: none"> One of the following Microsoft Dynamics AX financials exams: MB6-818: Financials in Microsoft Dynamics AX 2009 MB6-507: Microsoft Dynamics AX 4.0 Financials 	www.prometric.com
<ul style="list-style-type: none"> One of the following Microsoft Dynamics AX development introduction exams: MB6-819: Development Introduction in Microsoft Dynamics AX 2009 MB6-508: Microsoft Dynamics AX 4.0 Development Introduction 	www.prometric.com
<ul style="list-style-type: none"> One of the following Microsoft Dynamics AX trade and logistics exams: MB6-817: Trade and Logistics in Microsoft Dynamics AX 2009 MB6-509: Microsoft Dynamics AX 4.0 Trade and Logistics 	www.prometric.com
<ul style="list-style-type: none"> MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com

Microsoft Dynamics® C5

Minimum Exam Requirements for Microsoft C5 Authorization - Mandatory	
One or more certified individuals must complete the following mandatory exam:	
Exam	Exam Location
<ul style="list-style-type: none"> One of the following Microsoft Dynamics C5 Application consultant exams: MB5-856: Microsoft C5 2010 Application Consultant MB5-646: Microsoft Dynamics C5 2008 Systemkonsulent 	www.prometric.com
<ul style="list-style-type: none"> MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com

Microsoft Dynamics® CRM

Minimum Exam Requirements for Microsoft Dynamics-CRM Professional User Authorization - Mandatory	
Two or more certified individuals must complete the following mandatory exams:	
Exam	Exam Location
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics CRM Application exams: <ul style="list-style-type: none"> ○ Exam MB2-868: Microsoft Dynamics CRM 2011 Applications ○ Exam MB2-632: Microsoft Dynamics CRM 4.0 Applications ○ Exam MB2-423: Microsoft Dynamics CRM 3.0 Applications 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics CRM installation and configuration exams: <ul style="list-style-type: none"> ○ Exam MB2-867: Microsoft Dynamics CRM 2011 Installation and Deployment ○ Exam MB2-633: Microsoft Dynamics CRM 4.0 Installation and Deployment ○ Exam MB2-421: Microsoft Dynamics CRM 3.0 Installation and Configuration 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics CRM Customization exams: <ul style="list-style-type: none"> ○ Exam MB2-866: Microsoft Dynamics CRM 2011 Customization and Configuration ○ Exam MB2-631: Microsoft Dynamics CRM 4.0 Customization and Configuration ○ Exam MB2-422: Microsoft Dynamics CRM 3.0 Customization 	www.prometric.com
<ul style="list-style-type: none"> ○ MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com
Assessment	Assessment Location
<ul style="list-style-type: none"> ○ Microsoft Dynamics CRM, partners must employ or contract with at least one individual who has passed one of the following assessments: <ul style="list-style-type: none"> ○ Standard Sales Accreditation - Customer Relationship Management ○ Sales Specialist Accreditation - Customer Relationship Management 	PartnerSource PartnerSource

Microsoft Dynamics® GP

Minimum Exam Requirements for Microsoft Dynamics GP Authorization - Mandatory	
Two or more certified individuals must together pass the following mandatory exams:	
Exam	Exam Location
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics GP installation and configuration exams: MB3-527: Microsoft Dynamics GP 10.0 Installation and Configuration MB3-412: Microsoft Dynamics GP 9.0 Installation and Configuration 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics GP financials exams: MB3-528: Microsoft Dynamics GP 10.0 Financials MB3-409: Microsoft Dynamics GP 9.0 Financials 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft SQL Server implementation and maintenance exams will also be required: Exam 70-432: TS: Microsoft SQL Server 2008 Implementation and Maintenance Exam 70-431: Microsoft SQL Server 2005 - Implementation and MaintenanceSQL 	www.prometric.com
<ul style="list-style-type: none"> ○ MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com

Microsoft Dynamics® NAV

Minimum Exam Requirements for Microsoft Dynamics NAV Authorization - Mandatory	
Two or more certified individuals must together pass the following mandatory exams:	
Exam	Exam Location
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics NAV C/SIDE solution development exams: MB7-841: Microsoft Dynamics NAV 2009 C/SIDE Solution Development MB7-516: Microsoft Dynamics NAV 5.0 C/SIDE Solution Development 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics NAV financials exams: MB7-839: Microsoft Dynamics NAV 2009 Core Setup and Finance MB7-515: Microsoft Dynamics NAV 5.0 Financials 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft SQL Server implementation and maintenance exams: Exam 70-432: TS: Microsoft SQL Server 2008 Implementation and Maintenance Exam 70-431: Microsoft SQL Server 2005—Implementation and Maintenance 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics NAV installation and configuration exams: MB7-838: Microsoft Dynamics NAV 2009 Installation and Configuration MB7-517: Microsoft Dynamics NAV 5.0 Installation and Configuration 	www.prometric.com
<ul style="list-style-type: none"> ○ MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com

Microsoft Dynamics® SL

Minimum Exams Requirements for Microsoft Dynamics SL Authorization - Mandatory	
Two or more certified individuals must together pass the following mandatory exams:	
Exam	Exam Location
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics SL installation and configuration exams: MB4-874: Microsoft Dynamics SL 2011 Installation and Configuration MB4-534: Microsoft Dynamics SL 7.0 Installation and Configuration MB4-349: Microsoft Dynamics SL 6.5 Installation and Configuration 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft Dynamics SL financials exams: MB4-873: Microsoft Dynamics SL 2011 Financials ○ MB4-535: Microsoft Dynamics SL 7.0 Financials MB4-348: Microsoft Dynamics SL 6.5 Financials 	www.prometric.com
<ul style="list-style-type: none"> ○ One of the following Microsoft SQL Server implementation and maintenance exams will also be required: Exam 70-432: TS: Microsoft SQL Server 2008 Implementation and Maintenance Exam 70-431: Microsoft SQL Server 2005 - Implementation and Maintenance 	www.prometric.com
<ul style="list-style-type: none"> ○ MB5-858: Microsoft Dynamics methodology implementation exam, Managing Microsoft Dynamics Implementations 	www.prometric.com