

COPIA INTERNATIONAL, LTD.

VALUE ADDED RESELLER "VAR" TERMS & CONDITIONS

EFFECTIVE April, 2004

Copia offers a reseller partnership support program to enhance the success of our resellers. At the heart of our mutual success is **FaxFacts®**, the premier network fax product on the market today. The undisputed leader of enhanced fax technology; companies of all sizes choose **FaxFacts** to address their corporate fax needs. **FaxFacts** is an extricate part of **CopiaFacts** product line and marketed worldwide. **CopiaFacts** received numerous awards and recognition in the area of fax, voice and email technology over the last several years. Copia also holds several patents proving that we continue to innovate in the fax software arena. With the introduction of **E-MailFacts**, Copia now offers a full line of telephony products. Come join our growing team of resellers.

At Copia we work together with our resellers. We encourage you to add and enhance our **CopiaFacts** System by offering value-added programming and customization software for your customers. Copia does not wish to impede your opportunities for additional revenue. Our goal is to have you reach your highest sales discount level, which enables you to receive additional marketing funds. Successful marketing of the **CopiaFacts** System depends primarily on your understanding of the wide range of voice, fax and email capabilities and how it can meet your customer's needs.

BASIC VAR PROGRAM BENEFITS

- An initial Reseller kit is sent upon request which includes a small quantity of Copia literature (collateral marketing and selling materials such as brochures, datasheets on optional software products, pricing, press releases, and trade articles) to get you started.
- Ability to sell Copia's maintenance subscriptions at your current software discount tier.
- Local customer referrals. These prospects are looking for a local vendor, a total solution, or customization/installation assistance.
- Pre-sales technical support from Copia. To help you close the sale, we will join in a conference call or on-line demo to answer any questions from your prospective customer.
- Periodic company communications via a newsletter.
- Optional Training Seminar offered at our Naperville facility. Charges may apply, please contact your account representative regarding details.
- Copia values your customer relationships and will not undercut your sale. In the event of a sales conflict, Copia will issue sales vouchers that can be applied to future orders.
- VAR's selling more than three systems per year are entitled to be placed on our web page with a link to your web site.

GOLD VAR PROGRAM BENEFITS

Resellers selling over \$50,000 of Copia software in a 12-month period are moved into the Gold VAR Program for the next 12-month period.

- A Gold VAR is entitled to all the items previously outlined in the Basic VAR Program.
- Co-op marketing funds - You are eligible for funds equal to two percent (2%) of your total Copia software sales in the past 12 month period. These funds are applied to your next purchase of Copia software. Marketing effort must be pre-approved.

DISCOUNTS:

Copia Software Products Discounts:

FIRST Customer SYSTEM - Straight ten (10%) percent discount	
\$0 - \$3,000	Fifteen percent (15%) discount
\$3,001 - \$5,000	Twenty percent (20%) discount
\$5,001 - \$10,000	Twenty-five percent (25%) discount
\$10,001 - \$20,000	Thirty percent (30%) discount
\$20,001 - \$30,000	Thirty-five percent (35%) discount
\$30,001 - \$49,999	Forty percent (40%) discount
\$50,000+	Forty percent (40%) discount, including Gold Benefits

Hardware and Third Party Software Discounts:

FIRST Customer SYSTEM – Ten percent (10%) discount

Additional Systems: Up to twenty percent (20%) discount.

IMPORTANT: A reseller moves to the next discount level based upon sales volume (dollar revenue to Copia) and calculated cumulatively over a 12-month period. The discount established at the end of the 12-month period will apply for the succeeding year. For any 12-month period that you do not maintain your selling volume, you revert back to the earned discount tier. Copia doesn't preclude a reseller from operating a service bureau using our software, as this can often be a successful formula. However we recognize that a conflict of interest can sometimes arise between bureau and system sales, and we reserve the right not to apply full reseller discounts on purchases for use in your own bureau business.

DEMO \$5

This CD-ROM demo is ideal to give to your customers. This version times out. No fax boards are necessary. The CD includes a one-line sample of each CopiaFacts product. The user can view FaxFacts, E-MailFacts, VoiceFacts and send mock faxes.

**60% software
20% hardware**

Not For Resale (NFR) Reseller demo version (Limit one per reseller) is for for your in house sales demonstration purposes and general business use only! This system is serialized, has no time out and has a fixed system configuration. This NFR copy is not transferable, and can only be used for daily business, non-commercial use and for pre-sales support to assist your company's efforts in selling and supporting Copia products. VAR's requiring support or upgrades may purchase a maintenance subscription at their current discount level. Only resellers that sell one or more systems per year will be entitled to purchase enhancements, upgrades, and maintenance subscriptions at their current tiered discount level. An inactive reseller that continues to use our products can purchase a maintenance subscription or system upgrades at retail pricing.

COMPATIBLE HARDWARE

Our products support high performance boards by Brooktrout, Commetrex, Dialogic, Eicon and GammaLink. You may purchase the hardware from any source or direct from us.

RECONFIGURATION CHANGES

Copia will not issue any credit for software items that were purchased and not used after 30 days.

PAYMENT

We accept COD (certified check), wire transfer, VISA, MasterCard, Discover Card and American Express credit cards. COD is for USA Resellers only. Hardware and third party software must be prepaid. Any purchase order sale must be pre-approved, and it is understood that all past due amounts are subject to a 1.5% monthly finance charge or the maximum permissible amount under applicable law. All drafts dishonored for any reason shall be assessed a \$30.00 service charge.

SHIPPING

Our product is shipped United Parcel Ground unless otherwise specified, and our normal shipping and handling charges will apply. Overnight delivery is available upon request. A \$25.00 charge is applied to any order that requires a drop shipment to your customer. A drop shipment of hardware may incur another tax charge depending on the state where the product is shipped.

RETURNS AND REFUNDS

All sales are final after thirty (30) days. If a return is within thirty (30) days you must obtain a Return Merchandise Authorization (RMA) number from your account representative. NO returns of any type will be accepted without an RMA number. The number must appear on the outside of the returned merchandise or the package will be refused. All products returned must be in resalable condition and are subject to a restocking charge of twenty-five (25%) of the original merchandise. All returns subject to in-house credit only.

HOW TO APPLY FOR CERTIFICATION

Please complete and return the following application form via fax. All USA Resellers **must** provide a tax reseller number together with this completed Copia VAR Application form. Should you have any questions regarding this application form, please contact your account representative.

NOTE - Copia reserves the right to be assured that our resellers are actively marketing the CopiaFacts product line. Copia also reserves the right to change their Terms & Conditions without prior notice.

APPLICATION FOR COPIA VAR CERTIFICATION

Company Name: _____

Contact: _____ Title: _____

Address: _____ City: _____

State _____ Country _____ Postal code _____

Phone: _____ Fax: _____ Email: _____

A/P Contact: _____ # of yrs in Business _____

of employees _____

State Reseller Tax # _____ (or) Value Added Tax # _____

Please List Distributors you currently do business with: 1. _____

2. _____ 3. _____

Do you have an account with them? yes no

Describe the primary vertical market you sell to, the services you provide and to what type of businesses you focus your sales efforts on: _____

Do you offer your customers technical support? yes no

Do you sell other fax servers or voice solutions ? yes no

If yes, please list: _____

Geographic area you wish to sell/serve: _____

Your estimated yearly sales projection of Copia products: \$ _____

I agree to Copia's Terms and Conditions which entitles me to become a Copia Reseller. I also give permission by signing this document for Copia to contact me via either fax, telephone call (voice) or e-mail pursuant to the Telephone Consumer Protection Act (TCPA) of 1991. By supplying my information, In accordance with FCC regulation 64.1200, I consent to receive marketing material via fax, direct mail, email or other applicable mediums. I understand that marketing material could be construed as advertisements and includes, but is not limited to, newsletters, maintenance notices, etc. I confirm knowledge that Copia only uses this information for internal use and does not sell, rent, lease, or share my information with any other company.

Date

Signature

Print Name: _____

Print Title: _____