

Dell Cloud Services Partner Terms & Conditions: Joyent Cloud Services

Your Agreements with Dell

Your purchase and use of software, services, and solutions through Dell Cloud Services, including Dell Cloud Marketplace, is governed by and subject to the following terms and conditions: 1) the Dell Cloud Solutions Agreement; 2) the applicable Service Description included herein; and 3) an Order Form for your services. The Order Form may be presented in hard copy or online in connection with your selection and purchase of cloud services. Additional terms and conditions, such as software license agreements or terms of use may be presented in connection with your purchase and use of software, services, or solutions available through Dell Cloud Services. Collectively, these agreements comprise your Dell Cloud Services Agreement or your "Agreement".

By your signature on an Order Form incorporating this Agreement by reference, your confirmation of agreement to the terms and conditions of this Agreement as presented online, or by your use of a Dell Cloud Services, you indicate your agreement to the terms and conditions set forth herein.

1. Dell Cloud Solutions Agreement

Unless otherwise agreed upon in writing between you and Dell, the Dell Cloud Solutions Agreement or an equivalent agreement, applicable to the location where you made your purchase, will govern the sale of Dell Cloud Services to you. The Dell Cloud Solutions Agreement is available at www.dell.com/cloudterms for the United States. For other countries, the Dell Cloud Solutions Agreement or an equivalent agreement, as referenced on your Order Form, is available on the www.dell.com website for your particular country. The Dell Cloud Solutions Agreement or an equivalent agreement, as referenced on your Order Form, is also available in hardcopy upon request. The parties acknowledge having read and agree to be bound by such online terms. Such terms shall be deemed incorporated by reference herein.

2. Service Description & Supplemental Terms of Service

The following services are provided pursuant to this Service Description: Joyent Cloud Services

Additional subscription services and optional services, such as point-of-need support, installation, consulting, and professional or training services, may be available for purchase from Dell and subject to a separate service description or supplemental terms of service. In the absence of separate terms, such services are provided pursuant to this Agreement.

3. Order Form

"Order Form" means the documents for placing orders hereunder that are entered into between you and Dell, which includes the price, quantity, and duration, if applicable, of subscription service(s).



Supplemental Terms & Conditions Applicable to Joyent Cloud Services

In addition to the Agreement, these supplemental terms and conditions of service apply solely with respect to your use of the Joyent Cloud Services products and services reflected on an Order Form.

Joyent Cloud Services, available for purchase from Dell, may be subject to a separate service description or supplemental terms of service presented in connection with your use of Joyent Cloud Services. In the absence of separate terms, such services are provided pursuant to this Agreement.

If there is a conflict between the Dell Cloud Services Partner Terms and Conditions and any of the other documents that comprise the Agreement ("**Conflicting Terms**"), the terms of the Dell Cloud Services Partner Terms and Conditions ("**Prevailing Terms**") will take precedence over the Conflicting Terms solely with respect to your use of Joyent Cloud Services. Moreover, the Prevailing Terms shall be construed as narrowly as possible to resolve the conflict while preserving as much of the Agreement as possible, including, but not limited to preserving non-conflicting provisions contained within the same paragraph, section, or sub-section as the Conflicting Terms.

By entering this Agreement, you acknowledge that your use of Joyent Cloud Services is subject to the supplemental terms and conditions that may be found at <http://joyent.com/joyent-addendum-to-Dell-TOS> which are incorporated by reference in their entirety.

Joyent Cloud Services are more fully described at <http://joyent.com/products/compute-service> are provided in accordance with the security statement located at <http://joyent.com/company/security-and-compliance> and are subject to the service level agreements set forth at <http://joyent.com/company/policies/cloud-hosting-service-level-agreement>

You may also contact your Dell sales representative for assistance obtaining any of these documents.

