

Microsoft® Open Value Program Guide



Table of Contents

Microsoft Open Value Overview	4
Open Value Options.....	5
Open Value Organization-Wide Option.....	5
Open Value Subscription Option	6
Platform Option for Open Value Organization-Wide and Subscription.....	7
Open Value Non–Organization-Wide	7
Opening an Open Value Agreement	9
Open Value Agreement Details.....	9
Agreement Process—Electronic or Manual	9
Order Process	10
Spread Payments or Pay Up-front.....	10
Minimum Initial Purchase	10
Agreement Term Length.....	10
Products	11
Platform Products	11
Additional Products	11
Pricing	12
Software Languages	13
Software Assurance on OEM Licenses	13
Covering Affiliates in Your Territory	14
Media	14
Choosing Software Assurance in Organization-Wide	14
Adding Licenses to an Agreement	15
Open Value (With Organization-Wide Option)	15
Organization-Wide Products	15
Additional Products	15
Open Value (Non Organization-Wide Option).....	15
Open Value Subscription	16
Organization-Wide Products	16
Additional Products	16
Pay for Licenses.....	16
Price Protection.....	16
Anniversary Order Reminders.....	16
Software Assurance Pro-ration	16
Desktop PC Adjustments after Initial Order	17
Step-ups for Higher Software Version	17
Audit Clause	17
Expiration of Agreement and Renewals	18
Organization-Wide and Non Organization-Wide Options	18
Subscription Option	18
Software Assurance at Agreement Expiration	18
Early Termination	18
Other Program Benefits	18
Microsoft Software Assurance for Volume Licensing	18
Managing Your Licenses and Benefits	21

Additional Resources	22
Open Value Available Through Resellers	22
Online Resources	22
Appendix	23
Regional Differences	23
Languages.....	23
Options Available.....	23
Price Levels	23
Territories	23
Glossary	24

Microsoft Open Value Overview

Microsoft® Open Value is for small to midsize organizations with five or more desktop PCs that want a flexible and affordable way to use and manage Microsoft licensed products under a single agreement. The Microsoft Open Value Program offers simplified license management and better control of your licensed product costs and investment. Open Value provides flexibility to acquire licenses or add product licenses as needed. Additional cost savings are available when standardizing desktop PC licensed product Organization-Wide.

Open Value also offers the advantages of Microsoft® Software Assurance for Volume Licensing, a comprehensive offering from Microsoft that helps you get the most out of your software investment with 24x7 support, deployment planning services, end-user and technical training, and the latest software releases and unique technologies, all in one cost-effective program.

Open Value offers many benefits, including:

Simplified License Management

- You get a single agreement for all Microsoft licensed products within a territory, including qualified affiliates in other countries.
- You can upgrade at any time — no need to track versions or open new agreements.
- You can transition new original equipment manufacturer (OEM) licenses onto your agreement by purchasing Software Assurance.

Ability to Take Control of Your Investment

- With the Software Assurance New Product Version benefit, you receive rights to new versions of licensed products to deploy at your convenience.
- Plus, Software Assurance offers benefits such as Planning Services, IT Training and 24x7 Problem Resolution Support so that you can take advantage of consulting services, training and support to help you deploy your new software.
- You can upgrade licensed products Organization-Wide while staying within budget.

More Licensing Flexibility

- Open Value gives you a single platform option, which allows you to choose components from the Windows® Desktop Operating System Upgrade, Microsoft® Office, and Client Access Licenses (CAL) under a single platform for every desktop PC in your organization. The custom platform option allows customers with the Organization-Wide option to continue Software Assurance coverage on multiple product versions rather than only on the latest version.
- If your organization requires Microsoft's enterprise solutions, Microsoft Office Professional Plus, Windows Small Business Server Client Access License (CAL) Suite are available.

Better Management of Your Software Costs

- Spread payments with the Software Assurance Spread Payments benefit which reduces up-front costs and helps you forecast annual budget requirements with predictable annual payments.
- You have rights to new software version releases with Software Assurance New Product Versions benefit to help you lower the costs of acquiring software licenses while simplifying procurement and forecasting. Organization-Wide licensing provides additional savings.

Open Value Options

You can choose from several Open Value options that are available to meet the needs of a wide range of customers. The Open Value Subscription option is for organizations that prefer to subscribe to software licenses. For customers who prefer to purchase software licenses, Open Value is available in both Organization-Wide and Non-Organization-Wide options. The Organization-Wide option offers simplified license management and additional discounts.

The following questions can help you determine the best Open Value option for your organization:

- Do you need desktop PC products (Microsoft Office Professional Plus 2010, the Windows® 7 Professional Upgrade, and Microsoft Core Client Access License Suite) or other Microsoft software products?
- If you need enterprise products, do you want to standardize software for all your qualified desktop PCs? If yes, choose either Open Value Organization-Wide or Open Value Subscription options. These options can give you the best pricing and allow you to manage all your licenses in one agreement.
- Do you want to buy perpetual licenses for all your qualified desktop PCs or subscribe to licenses for the agreement term? Choose Open Value if you want to buy perpetual licenses, and select Open Value Subscription if you like the flexibility that comes with subscription. The product buy-out option is available in Open Value Subscription.

Open Value Organization-Wide Option

Open Value Organization-Wide option offers predictable annual payments, low long-term costs, and a simple way to manage licenses. You get additional savings opportunities and a single price per desktop PC (minimum five licenses) to organizations that want to standardize all their desktop PCs on one or more Microsoft enterprise products. This option also provides an agreement that helps you better predict your costs during the three year term. You agree to acquire licenses and Software Assurance for the licensed product you select for all your organization and its affiliates' qualified desktop PCs. An annual desktop PC price based on your count of qualified desktop PCs allows you to run any licensed product version on any PC.

Organization-Wide is also attractive if you want to standardize software throughout your organization. Standardization helps to increase security, reduce support costs, and enable Organization-Wide solutions that require a common technology platform. Benefits for this include:

- Count your qualified desktop PCs at the beginning of the agreement to determine your annual cost.
- Receive additional savings on Organization-Wide licenses.
- An additional price point, level C, is available in most countries for organizations with the Open Value Organization-Wide option that order licenses for at least 250 qualified desktop PCs through their initial purchase order.

- Pay a per-desktop PC license price for new licenses during the month of installation.
- Spread out costs through the remaining years.
- Add software products at any time and pay for them during the month of installation.
- Transition OEM licenses onto your Open Value agreement by purchasing Software Assurance.

You need to acquire at least one of the following platform product licenses for each qualified desktop PC in your organization:

- **Microsoft Office:** Microsoft Office Professional Plus 2010
- **Operating Systems:** Windows 7 Professional Plus Upgrade
- **Client Access License (CAL) Suites:** The Enterprise CAL Suite, Core CAL Suite, or the Small Business Server CAL Suite

After purchasing at least one of these licenses for each qualified desktop PC Organization-Wide, you may add licenses as you need them. For example, you can license all your desktop PCs to run the current version of Office Professional Plus. You may then purchase licenses for Microsoft Office Visio® Professional 2010 (or any other Microsoft software available through Volume Licensing) for individual desktop PCs as needed.

You may elect to add another platform product Organization-Wide after the start of the agreement. However, Microsoft does not extend any discounts for Organization-Wide platform product purchases after the agreement is initiated.

If you do not need enterprise products or licenses for all your qualified desktop PCs, you should acquire your licenses through Open Value Non-Organization-Wide option.

Open Value Subscription Option

Customers may subscribe to, rather than acquire, Microsoft product licenses. The Subscription option gives your organization the rights to run the software Organization-Wide only during the term of the agreement with Microsoft. Microsoft Open Value Subscription provides the lowest up-front costs of the Open program options with the flexibility to reduce your total licensing costs in years when your desktop PC count declines. With the subscription option, you can choose to pay a single price per desktop PC (minimum of five desktop PCs) to deploy Microsoft technology as the standard across your organization. Typical subscription customers are looking to build or maintain an IT infrastructure on a standard platform of products to respond rapidly to a changing business environment.

With Open Value Subscription, you pay a single price per desktop PC to deploy Microsoft technology across your organization during the term agreement's term.

- You can receive additional savings off the first-year reference price on platform software, including the Windows operating system upgrade, the Microsoft Office system, and CALs for current versions of platform product software that you are transferring from a perpetual license to subscription with the Up-to-Date discount.
- Count your desktop PCs once per year and place your annual purchase order for the then-current number of desktop PCs.

- Add the Organization-Wide licensed products you have selected on new desktop PCs during the year with no additional cost that year.
- Your total licensing costs can decline in years when your desktop PC count declines.
- Track all licenses on a single agreement.
- A buy-out option is available for those who want to retain their software licenses when the agreement expires.
- If you choose the buy-out option, you can continue benefiting from Software Assurance by starting a new Open Value Agreement for Software Assurance only.

As with the Organization-Wide option, you need to acquire at least one of the following platform product licenses for each qualified desktop PC in your organization:

- Microsoft Office
- Windows Operating System Upgrade
- Client Access License

Government Option: To better align with government organization procurement requirements, a one-year Open Value Subscription option is available with Open Value Subscription for Government¹. This gives government organizations the flexibility to choose from a one-year or three-year term.

Platform Option for Open Value Organization-Wide and Subscription

With both Open Value Subscription and Open Value Organization-Wide options, you can choose to standardize desktop PC licensed product across your organization on all three components on the platform and receive additional savings. The platform option provides the simplest desktop PC license management solution because you do not need to track which version is installed on which desktop PC. Instead of individual licenses for Windows operating system upgrade, the 2010 Microsoft Office system, and server CALs, the platform option provides a single license per desktop PC. With the customized platform option, you can mix CAL and Microsoft Office licenses within the platform agreement, and purchase additional CALs to cover non-qualifying clients, such as mobile devices, that need access to IT systems.

If your organization requires Microsoft's enterprise solutions, Microsoft Office Professional Plus 2010, Enterprise CAL, and the Microsoft® Desktop Optimization Pack (MDOP) are available.

Open Value Non-Organization-Wide

(Without the Organization-Wide or Subscription Options)

If you need licenses for servers, or for just some of your desktop PCs, you can open a Non-Organization-Wide Agreement. You can take advantage of spreading annual payments for the licenses and upgrade rights and other benefits that come with Software Assurance. Customers who do not want to standardize their desktop PCs can obtain all licenses through Open Value Non Organization-Wide and manage all those Microsoft licenses through a single agreement.

¹ Open Value for Government is not available in all regions. Please contact your Microsoft reseller for availability in your country.

	Open License	Open Value	Open Value Subscription
Agreement Term	<ul style="list-style-type: none"> Two-year agreement term, with perpetual licenses. May open new agreement at any time. 	<ul style="list-style-type: none"> Three-year agreement term. After the initial term, the customer owns perpetual licenses and has the option to extend Software Assurance coverage. 	<ul style="list-style-type: none"> Three-year agreement, non-perpetual agreement term. One-year option for government customers. Customer may “buy out” perpetual licenses when agreement. May make incremental license purchase at any time during the agreement term.
Initial Purchase	<ul style="list-style-type: none"> Five licenses or one server processor license. Licenses may be added at any time. A 500-point minimum within a specific product pool (applications, systems, and servers) needed on an initial order to be eligible for an additional volume discount; each license carries a point value. 	<ul style="list-style-type: none"> Five licenses with Software Assurance. Organization-Wide option: All desktop PCs must be standardized on at least one platform product. 	<ul style="list-style-type: none"> Five licenses with Software Assurance. All desktop PCs must be standardized on at least one platform product. License counts may be added or subtracted annually as needed. Any number of additional products may be included with the desktop PC license order.
Single Agreement for Multiple Entities	Yes ¹	Yes ¹	Yes ¹
Install Before You Order	No	Yes	Yes ⁴
Payment	<ul style="list-style-type: none"> Customers pay for licensed products as they need them. Payment due up front when order is placed. Open License is ordered through authorized distributors. 	<ul style="list-style-type: none"> Payment due either in three annual payments, or up front at the time of order. Open Value is ordered through authorized distributors. 	<ul style="list-style-type: none"> Subscription payments are due in three annual payments. Does not apply to the one-year government option. Open Value is ordered through authorized distributors.
Spread Payments	No	Yes ³ Optional	Yes
Price Protection	No	Yes ²	Yes ²

	Open License	Open Value	Open Value Subscription
Software Assurance	Optional	Included	Included
Web-based License Management	Yes through VLSC website https://licensing.microsoft.com/licensing/servicecenter	Yes through VLSC website https://licensing.microsoft.com/licensing/servicecenter	Yes through VLSC website https://licensing.microsoft.com/licensing/servicecenter
Media Included	No. Default media delivery method is the online download via VLSC at no extra charge. Physical Media can be ordered separately for a small fee.	Yes. Also for new versions. Default media delivery method is the online download via VLSC at no extra charge. Physical Media can be requested at no extra charge.	Yes. Also for new versions. Default media delivery method is the online download via VLSC at no extra charge. Physical Media can be requested at no extra charge.
Reordering	Yes. Until two years after the initial agreement.	Yes. Until three years after the initial agreement	Yes. Until three years after the initial agreement. Does not apply to one-year government option.

¹ Limited to affiliates within the same defined region. For more details, refer to <http://www.microsoft.com/licensing/licensing-options/open-regional.aspx>

² Price Protection is provided for subsequent payments. Open Value Organization-Wide also provides price protection for subsequent orders for Organization-Wide products. Price protection applies to list prices and not promotional prices. Open Value Subscription provides price protection for all previously ordered products.

³ Open Value Subscription only offers annual spread payments.

⁴ Product is available for trial, but ordering is required at the time of production use.

If you have several licensing agreements or a mix of volume licenses and OEM licenses, you know license tracking can be a challenge. With Microsoft Open Value, all your Microsoft licensed products can be covered in a single license agreement.

Opening an Open Value Agreement

Open Value is offered through authorized resellers worldwide who can help you evaluate your needs and select the right Open Value option for your organization.

Open Value Agreement Details

Agreement Process—Electronic or Manual

Your reseller counsels you and processes your Open Value Agreement:

- Your reseller coordinates with you and collects information on the agreement requirements, such as agreement options, qualified desktop PC count, affiliate information, and languages required.

- Your reseller either provides the information directly to Microsoft or works with a Microsoft distributor to complete the process.
- You receive an e-mail with instructions to log on to the eAgreements website to electronically sign the agreement or you can sign and mail a paper copy. Your agreement is processed when the signed agreement is received by Microsoft either electronically or in paper form.
- Once the agreement is processed and activated, you receive an e-mail with instructions to access the Microsoft Volume Licensing Service Center (VLSC) website at <https://www.microsoft.com/licensing/servicecenter>. The VLSC is the single online resource for Microsoft Volume Licensing customers to view Licensing information, download licensed Microsoft software, view product keys and manage Volume Licensing benefits and subscriptions.

Order Process

- Your reseller coordinates with you and collects information on order requirements.
- Your reseller places your order with a Microsoft distributor. Once this distributor electronically processes your order, you will receive a confirmation letter and a welcome kit.
- Note: your order is only processed once your agreement has been activated in Microsoft's system.

Spread Payments or Pay Up-front

Open Value lets you choose to spread payments annually or pay up front. If you decide to pay up front—for example, to get the costs into the current budget year—you still have the ability to spread out payments on future orders.

If you elect to spread out your payments, you must submit an order each year through your reseller, even if there is no change in the number of products you license.

- For Open Value Non Organization-Wide and Open Value Organization-Wide options, the order must be for no less than the number of products ordered on your previous anniversary order plus any new and additional licensed products run during the year.
- Microsoft will give you prior written notice 45 days before and 30 days after each anniversary to submit an anniversary order to your reseller. If an order is not received within 60 days after the anniversary of the effective date, Microsoft may invoice you directly for all sums due during the term of the agreement or may instruct a third party to invoice and collect your payment.
- The two payment options available under this agreement include equal annual installments or lump sum payment. However, you can arrange other payment plans with your reseller.

Minimum Initial Purchase

The minimum purchase level for Open Value is five licenses with Software Assurance. For Organization-Wide and Subscription, all qualified desktop PCs must be licensed.

Renewing customers may open an Open Value Agreement with Software Assurance for five licenses.

Agreement Term Length

Open Value Agreements have a three-year agreement term.

With the Organization-Wide and Non Organization-Wide options, at the end of the three-year agreement, you can either renew for another three years, paying only for Software Assurance, and continue to enjoy rights to the latest software versions as well as other benefits, or stop and own the licenses for the most current software version that is available when your agreement expires.

With the subscription option, at the end of your three-year agreement, you can renew for another three years. Or you can make a final buyout payment if you would like to own licenses for the latest version that is available when your agreement expires.

Products

Open Value customers can select from all platform products, plus additional software products.

The set of software products that you can license through Open Value depends on the options that you choose:

- If you choose Open Value (without the Organization-Wide option), you can choose from all platform products and additional products.
- If you choose Open Value with the Organization-Wide option, you can choose from all platform products and additional products including Microsoft Enterprise Solutions. If you do not want to license a platform product organization-wide (i.e., for all your PCs), then you can order any number of the platform products you like as additional products.
- If you choose Open Value Subscription, you can choose one or more platform products that you want to license organization-wide. You can then add any product for any number of systems. Microsoft Exchange Server and Windows Client Access Licenses (CALs) are not available as additional products through Open Value Subscription. Any platform product must be purchased organization-wide.

Platform Products

Please see the Product List for current Windows Desktop Operating System upgrade, Microsoft Office system, and CAL options.

- Microsoft Office suite: Current version of Microsoft Office Professional Plus
- Operating Systems: Windows 7 Professional Plus Upgrade
- Client Access License (CAL): The Enterprise CAL Suite, Core CAL Suite, or the Small Business Server CAL Suite

Additional Products

Please see the Product List for the complete list of current product families available.

Applications

- Microsoft Visio® Professional 2010
- Microsoft Project
- Microsoft OneNote®

Server products

- Windows Server® 2008
- Microsoft Exchange Server
- Windows Small Business Server
- Microsoft Internet Security & Acceleration (ISA) Server
- Microsoft BizTalk® Server
- Microsoft SQL Server®
- Microsoft Host Integration Server
- Microsoft Commerce Server
- Microsoft Dynamics® CRM

Pricing

Open Value Discounts

Open Value offers complimentary media kits, spread payments, and other Software Assurance benefits not available through Open License. Microsoft offers savings for licenses under the Organization-Wide and Subscription options and additional savings on platform products. Eligible government organizations receive special government pricing. Qualified academic institutions also receive special academic pricing.

Government eligibility requirements are available at: <http://www.microsoftvolumelicensing.com/userights/DocumentSearch.aspx?Mode=3&DocumentTypeId=6>.

Academic eligibility requirements are available at: <http://www.microsoftvolumelicensing.com/userights/DocumentSearch.aspx?Mode=3&DocumentTypeId=7>.

Following are discounts off the local reference price to distributors. Resellers set the price to the customer, so pricing may vary.

Open Value Organization-Wide Discounts

- Discounts for the Organization-Wide option
- Discounts for the platform option
- Discounts for the Open Value level C desktop PC option (not available in the United States)

Open Value Subscription Discounts

- Up-to-Date discount (UTD) in the first year of the agreement for converting qualifying perpetual licenses to subscription
- Discounts for the platform option

If you have qualifying up-to-date software products when you sign up for Open Value Subscription, you can receive credit for your existing assets on the first year license cost of the platform products you have licensed.

Price Protection

To help you with your budget process, Microsoft's prices for platform product licenses to our distribution partners ordered under the subscription option does not change during the first term of your Open Value Agreement. The price protection for a product starts when you first order a platform product. Resellers set the final prices, so be sure to check with your reseller on pricing.

In Open Value Organization-Wide option, platform products have price protection, but additional products do not. If you choose spread payments for a purchase order that you place through your Open Value Agreement (with or without the Organization-Wide option), then the pricing for subsequent payments does not change, even if the price for that particular product has increased in the meantime. Price protection does not apply to promotional prices. The price that is protected is the list price to the distribution partner at the time of purchase and not the promotional price¹.

Software Languages

Open Value includes the All Language stock keeping unit (SKU). There is one exception in Europe, Middle East, and Africa (EMEA) regions, which is the ability to choose the Romanian and Bulgarian Languages (RAB) SKU in place of the All Languages SKU.

Customers who sign up for the "All Languages" category are eligible to use the Multi-Language Packs for Organization-Wide products and additional products licensed under their agreement.

Language versions through Open Value are dependent on the languages available in the particular licensed product. You have the flexibility to select the local language for your affiliates, which can be included under a single agreement within your territory.

Cross-language use rights allow you to use any language versions of licensed software as long as the language versions in use are priced the same as or less than the original version.

Software Assurance on OEM Licenses

Licenses for products installed by OEMs can be added to an Open Value Agreement. Many Open Value customers want to add their OEM license purchases to an Open Value Agreement so that they can easily track all licenses online under a single agreement.

You can include the OEM licenses in Open Value by purchasing Software Assurance for the OEM licenses within 90 days of acquisition. You can then track the Software Assurance for those OEM licenses online through the VLSC site.

You cannot add Software Assurance for the OEM licenses with the Subscription option because you are not purchasing licenses or Software Assurance, but you are simply subscribing to use the latest software with built-in Software Assurance benefits.

¹ Monthly Subscription SKUs offered does not have price protection when annual payment option is selected.

Covering Affiliates in Your Territory

You may be able to include affiliates in other countries on your Open Value Agreement, which can help centralize your purchasing and reduce random purchase orders from remote offices. An affiliate is a legal entity that you own, which owns you, or which is under common ownership with you. Ownership is defined as more than 50 percent ownership. Qualifying affiliate means an owned affiliate located within the same region or territory.

With Organization-Wide and Subscription options, the enterprise must consist of entire legal entities, not partial entities such as departments, divisions, or business units. Each affiliate must be entirely “included in” or entirely “excluded from” the agreement. Entities that decide to participate are referred to as “enrolled affiliates.” In the agreement, you can choose between:

- Excluding all your affiliates
- Including a set of affiliates that you specify in the agreement
- Including a set of affiliates that you specify in the agreement, and automatically include all your future affiliates

See the Microsoft Open Affiliate Participation page at <http://www.microsoft.com/licensing/programs/open/openregional.mspx> to determine which countries can include affiliates within your territory on a centralized Open Value Agreement.

See the Appendix at the end of this document for a description of regional differences in the Open Value program.

Media

Your Open Value Agreement grants you permission to legally copy and use multiple copies of the licensed product, per terms of your agreement. You will receive media for each licensed product title at no charge, and you can also purchase additional copies through your reseller or download from the Microsoft Volume Licensing Service Center (VLSC) website. You can elect to receive physical media for each new release of products licensed through the Open Value Agreement.

Media can be web-based downloads of Microsoft Volume Licensing products from VLSC, materials such as a floppy disk, CD-ROM, or DVD for a licensed software product, and may also include printed materials such as a user’s guide or product manual.

Choosing Software Assurance in Organization-Wide

Under the Open Value program, all products come with Software Assurance. Open Value Organization-Wide Programs are very attractive if you want to renew Software Assurance for licenses with current or expiring Software Assurance previously acquired through Open License. Such a renewal can be done without having to buy licenses again if you do so before the expiration of your Open License Agreement through which you purchased Software Assurance.

If you choose Open Value without the Organization-Wide option, then you can order Software Assurance for licenses with current or expiring Software Assurance at any time during the Open Value Non Organization-Wide Agreement. The same process is true for additional products that you would like to order through an Open Value Agreement with the Organization-Wide option. However, for Organization-Wide product licenses such as Office Professional Plus 2010, you may only renew Software Assurance at the start of the agreement. The standardization on which the Organization-Wide option is based assumes that you order Software Assurance for the number of qualified desktop PCs at the initiation of your Open Value Organization-Wide agreement, even if the licenses are already covered with Software Assurance through another agreement that has not yet expired.

Adding Licenses to an Agreement

Open Value (With Organization-Wide Option)

Organization-Wide Products

For all Organization-Wide platform products that you have chosen, you must place a purchase order for all your qualified desktop PCs at the start of your agreement. Depending on the type of license (OEM, FPP, or Volume Licensing) and the purchase date, you may order only Software Assurance or a license with Software Assurance.

If the total number of desktop PCs among the enrolled affiliates increases, then you must order additional licenses for the Organization-Wide platform products that you have chosen to maintain standardization. This order must be placed before the end of the month in which the new desktop PCs are placed in service.

The set of Organization-Wide products that you choose cannot be changed during the agreement.

Additional Products

You can order licenses with Software Assurance for additional products at any time during your Open Value Organization-Wide agreement. If you need licenses for an additional product, you must place a purchase order before the end of the month in which you install the copy or copies of the additional product.

You may add Software Assurance for licenses with Software Assurance acquired through other expiring agreements at any time during the agreement.

Open Value (Non Organization-Wide Option)

You may add licenses with Software Assurance for previously ordered products and you may also obtain licenses with Software Assurance for products not previously ordered at any time during the course of your agreement. You are allowed to install any number of copies of any product available through your Open Value Agreement as long as you place a purchase order with your reseller before the end of the month in which you carried out the additional installations.

You may add Software Assurance for licenses with Software Assurance acquired through other expiring agreements at any time during the agreement.

Open Value Subscription

Organization-Wide Products

For all Organization-Wide products that you have chosen, you must place a purchase order for all your qualified desktop PCs at the start of your agreement. You must place an annual purchase order with your reseller on the first and second anniversary of the agreement for the then-current number of qualified desktop PCs to maintain standardization. The set of Organization-Wide products that you choose cannot be changed during the agreement.

Additional Products

You can order licenses for additional software products at any time during your Open Value Subscription agreement. If you need licenses with Software Assurance for an additional product, you must place a purchase order before the end of the month in which you install the copy or copies of the additional product.

Pay for Licenses

Price Protection

Open Value provides price protection for subsequent payments when annual payment option is selected, regardless of organization-wide commitment. When new additional products are ordered, the price is not protected. Open Value Subscription also provides price protection for subsequent orders for previously ordered additional products.

“Price protection” means that Microsoft guarantees the price to the distributor. You agree on final pricing with your reseller.

Anniversary Order Reminders

If you choose to spread out payments annually on your Open Value Agreement, you will pay for the first year and the subsequent years on the agreement anniversary dates. Just prior to the anniversary date, you will receive reminder notices to place your annual order and pay your reseller on a new purchase order. Your reseller can help you with the part numbers for your orders.

If you have chosen Open Value or Open Value with the Organization-Wide option, then the number of licenses that you order on your annual purchase order should be at least the same as the total number of licenses ordered through previous orders.

Open Value Subscription allows you to reduce the number of licenses on each anniversary of the agreement if the number of desktop PCs has decreased (organization-wide products) or if you need fewer copies (additional products).

Software Assurance Pro-ration

When you add licenses with Software Assurance or Software Assurance between anniversaries with Open Value (with or without the Organization-Wide option), you pay for the full year. While no credit is available for Software Assurance that your organization does not use that year, there is an annual pro-ration offered, so you pay only for the years you used Software Assurance. For example, if you add licenses in year two of your agreement, you pay for years two and three.

When you add licenses with Software Assurance between anniversaries with Open Value Subscription (which only needs to be done for additional products—adding licenses for organization-wide products happens on the agreement anniversary), you pay the annual subscription fee for that year. The subscription fee includes the license as well as Software Assurance.

Desktop PC Adjustments after Initial Order

Typically with new software licenses, customers pay first and then install the software. With Open Value, you can install desktop PC products first and pay later with an active agreement. The Open Value Subscription option enables you to “true up” (add licenses) or “true down” (reduce the number of licenses) annually with your year-end report of qualified desktop PCs and adjust payments up or down accordingly. If you are using fewer qualified desktop PCs on the anniversary of your agreement, you can reduce your total subscription costs.

With Open Value Organization-Wide (perpetual) option, you adjust your desktop PC product license count to true-up as required, but you cannot true-down.

With the Open Value Non Organization-Wide option, you need to install additional copies of licensed products in the same month that you purchase them. However, you cannot true down.

Step-ups for Higher Software Version

A step-up is a part number that allows you to trade up to a later software edition—for example, from Microsoft Office Standard 2010 to Office Professional Plus 2010 or from Windows Server Standard Edition to Windows Server Enterprise Edition. The step-up for Open Value acknowledges that you had a previous version and allows you to pay a price differential between the edition license that you bought and the one that you want to buy; whereas some other Volume Licensing programs require a customer to purchase a new license for the later version at full cost. Platform products may not change versions during the term of the agreement.

Step-up part numbers are only available through Open Value and Open Value Organization-Wide. If you want to step-up using your Open Value Subscription Agreement, you simply reduce the number of licenses for the edition that you used and increase the number of licenses for the edition that you want to use. Note that synchronizing such a step-up with the anniversary of your agreement helps you reduce cost: You can only reduce your licenses on the anniversary of the agreement, whereas you must order incremental licenses before the end of the month in which they are first deployed.

Audit Clause

You must keep all usual and proper records relating to the software products you and your affiliates run. Microsoft may request that you conduct an internal audit of all Microsoft software products in use throughout your organization, comparing the number of software products in use to the number of effective licenses issued in your name, at any time up to one year after the agreement expires. Following any audit, you agree to deliver to Microsoft a written statement signed by an authorized representative of your organization, certifying that either you have sufficient licenses or you have ordered sufficient licenses to permit all use disclosed by the audit. By requesting an internal audit, Microsoft does not waive its rights to enforce this agreement or to protect its intellectual property by any other means permitted by law.

Expiration of Agreement and Renewals

When your Open Value Agreement expires, you have several choices, depending on the licensing option that you originally chose.

Organization-Wide and Non Organization-Wide Options

You can renew your agreement for another three-year term, purchasing only Software Assurance on your licenses from the expiring Open Value Agreement to continue accessing the latest product versions and other benefits. Or, you can let the agreement expire and own the rights to the current version at the end of your agreement term, but you will no longer continue receiving Software Assurance benefits or upgrade rights.

Subscription Option

- You can renew your agreement for another three-year term and continue enjoying the latest licensed products and other benefits, or
- You can make an optional buyout payment to own the licenses for the current version at the end of your agreement, or
- You can choose to not renew your agreement and forfeit the rights to use the products

Software Assurance at Agreement Expiration

If you do not renew Software Assurance after your Organization-Wide or Non Organization-Wide agreement expires, then to receive Software Assurance again, you must obtain both a license and Software Assurance on your order.

Early Termination

Per the Open Value Agreement, either party may terminate the agreement only in the event of a material breach by the other party, on 30 days written notice and with opportunity to correct any issues. If you terminate your Open Value Agreement before the end of the three-year term, you must order all copies of products that you have installed but not previously ordered and pay immediately for all unpaid licenses.

Other Program Benefits

Open Value offers numerous program benefits, including Software Assurance benefits and tools and the VLSC website.

Microsoft Software Assurance for Volume Licensing

Microsoft Software Assurance for Volume Licensing is included with Open Value. Software Assurance helps boost productivity across your organization by enabling you to get the most out of your Microsoft software with 24x7 support, deployment planning services, end-user and technical training, and the latest software releases and unique technologies, all in one cost-effective program. Improve end-user productivity with online training and home use licenses to help enhance skills and accelerate familiarity with Microsoft software. To help IT staff efficiently manage your Microsoft technology, Software Assurance provides new software releases as they become available, provides access to unique desktop technologies including Windows 7 Enterprise and

the Microsoft Desktop Optimization Pack, 24x7 phone and web support, technical classroom training, and deployment planning services.

Here are details on Software Assurance benefits throughout each phase of software management.

Stage	Benefit	Description
Plan	New Product Versions	With Software Assurance, you receive new versions of licensed products released during the term of your agreement to deploy at your own pace as they become available. You can reduce the costs associated with acquiring new version releases and immediately take advantage of the latest technology.
	Spread Payments	The Spread Payments benefit for Software Assurance can help offer a more flexible way to manage technology expenditures by enabling you to spread payments annually throughout your coverage. This benefit can help reduce initial software expenditures and forecast annual software budget requirements up to three years in advance.
Deploy	<i>Packaged Services: Desktop Deployment Planning Services</i>	Desktop Deployment Planning Services (DDPS) can provide your company with a collaborative and comprehensive consulting engagement based on best practices from Microsoft. Your dedicated consultant will introduce you to advanced techniques, processes, and tools and will work with you to identify your unique business needs and help you create a comprehensive plan for deploying the Microsoft Office system or Microsoft Windows upgrade.
	<i>Packaged Services: SharePoint Deployment Planning Services</i>	SharePoint Deployment Planning Services (SDPS) can help your organization plan an effective deployment of Microsoft Office SharePoint Server. SDPS includes a broad range of planning tools and services that help optimize the effectiveness of the core capabilities of Microsoft Office SharePoint Server and help lower the cost of deployment and improve your organization's productivity.
Use	IT Training	You will receive training vouchers redeemable for technical training on select courses from a Microsoft Certified Partner for Learning Solutions (CPLS), the premier Microsoft-authorized training channel for delivering learning products and services on Microsoft technology. Training from a Microsoft CPLS can help IT staff and developers prepare for deployment, enable smoother migration, and stay up-to-date with the latest Microsoft technologies, helping give you the competitive advantage you need.

Stage	Benefit	Description
Use	E-Learning	E-Learning gives your employees access to self-paced, interactive training developed by Microsoft experts, using a secure, Microsoft-hosted website. E-Learning can be accessed online or offline and includes simulations, hands-on exercises, and learning assessments.
	Home Use Program	The Home Use Program (HUP) can help increase employee productivity and satisfaction and help support your organization's flexible work arrangements, while also helping to maximize the value of the Microsoft Office desktop PC investment. Eligible employees may obtain a licensed copy of most Microsoft Office desktop PC programs to install and use on a home PC during the term of your Software Assurance coverage.
	Windows 7 Enterprise	Windows 7 Enterprise upgrade is available exclusively to Software Assurance customers. This premium desktop PC operating system can help medium-sized and large organizations with complex IT infrastructures lower IT costs, reduce risk, and stay connected. Building on the features in Windows 7, Windows 7 Enterprise can help provide higher levels of data protection using hardware-based encryption technology. It also includes tools that are designed to improve application compatibility and enable organizations to standardize by using a single worldwide deployment image.
Maintain	24x7 Problem Resolution Support	With Software Assurance, you can have direct access to Microsoft for your support needs. You can select the right level of help when you need it with business-critical 24 hours a day, seven days a week phone support for all Microsoft server products, Windows upgrade, and the 2007 Microsoft Office system, in addition to unlimited Web support during business hours for Standard and Enterprise Edition servers.
	TechNet Benefits through Software Assurance	Access TechNet Online Concierge Chat and Managed Newsgroups. A designated IT professional also receive a single-license subscription to TechNet Plus Direct, offering evaluation copies of Microsoft software as well as other technical tools and resources.
	Cold Backups for Disaster Recovery	With the Cold Backups for Disaster Recovery benefit, mission-critical IT solutions are better protected and preserved in disaster recovery situations. In the event of a disaster, your organization receives complimentary "cold" backup server licenses for every production license with Microsoft Software Assurance coverage.

Stage	Benefit	Description
Transition	Extended Hotfix Support	Enter into Extended Hotfix Support Account (EHSA) as hotfix issues arise. Annual fees and required sign-up periods associated with EHSA are waived for Software Assurance customers, which can help reduce support costs.

For more details, see the Software Assurance Benefits Comparison Chart at: www.microsoft.com/softwareassurance.

Managing Your Licenses and Benefits

Online tracking is available through Microsoft Volume Licensing Service Center (VLSC). The Volume Licensing Service Center is the single location for Microsoft Volume Licensing customers to view Licensing information, download Microsoft software and manage Volume Licensing benefits and subscriptions from one convenient, online location: www.microsoft.com/licensing/servicecenter.

You will need a Windows Live™ ID to access the site.

Additional Resources

Open Value Available through Resellers

Open Value is available through a large network of resellers worldwide. They can also provide analysis and services such as asset management, deployment, migration, and technical support options. Please visit the Microsoft Volume Licensing Contact page at www.microsoft.com/licensing/contact/default.aspx to locate a reseller near you.

If you decide to discontinue the relationship with your existing reseller, then you must choose a replacement reseller in your territory.

Online Resources

Microsoft offers information about Open Value and other Volume Licensing programs on the Microsoft Volume Licensing website at: <http://www.microsoft.com/licensing/>

Details about the Microsoft Open Value program:
www.microsoft.com/licensing/programs/open/openvalue.aspx

To learn more about Software Assurance:
<http://www.microsoft.com/softwareassurance>

Volume Licensing for Government organizations:
<http://www.microsoft.com/licensing/programs/gov/default.aspx>

Volume Licensing for Academic organizations:
<http://www.microsoft.com/licensing/programs/education>

Volume Licensing for Charitable organizations:
<http://www.microsoft.com/licensing/programs/open/opencharity.aspx>

Appendix

Regional Differences

Following are the key regional differences in the Open Value program:

Languages

Languages available in Open Value and Open Value Subscription for enterprise products are All Languages.

Europe, Middle East, and Africa (EMEA) regions will still offer Romanian and Bulgarian (RAB) Languages option.

Options Available

Open Value for Government is not available in some regions, including the United Kingdom, United States, Canada, and Denmark. Check with your reseller regarding availability.

Price Levels

All regions offer two price levels, with the exception of Europe, which has two price levels for enterprise products and one price level for additional products. In most countries, there is an additional price level, level C, for organizations with the Open Value Organization-Wide option that order licenses for at least 250 qualified desktop PCs through their initial purchase order.

Territories

When you enter into an Open Value Agreement, you select a territory for the agreement and determine if the agreement is to include affiliates. A territory is the Microsoft-defined region where the customer is located. For more details, see the Microsoft Open Affiliate Participation page at <http://www.microsoft.com/licensing/programs/open/openregional.aspx>.

In the EMEA region, if you are located in the European Union (EU) or European Free Trade Association (EFTA), the territory is the entire EU/EFTA.

Glossary

Affiliate

- **Commercial Affiliate**

Any legal entity that a party owns, that owns a party, or that is under common ownership. "Ownership" means control of more than a 50% interest in an entity.

- **Academic Affiliate**

[Academic non-U.S.] means (a) with regard to you, any eligible education customer that you own and/or control, that owns you and/or controls you, or that is under common ownership and/or control with you, and (b) with regard to Microsoft, any legal entity that we own, that owns Microsoft, or that is under common ownership with Microsoft; "ownership" means, for purposes of this definition, more than 50% ownership.

- *[Academic U.S.]* means (a) with regard to Institution, (i) for a non-public entity, any qualified educational user identified at <http://www.microsoft.com/licensing/contracts> that Institution owns and/or controls, that owns and/or controls Institution, or that is under common ownership and/or control; "ownership" means, for purposes of the definition, more than 50% ownership, and (ii) for a state or local government entity, any other qualified educational user that is an agency, department, office, bureau, division, or other entity of the state or local government, and any other qualified educational user expressly authorized by the laws of the state to purchase under state education contracts; provided that the state and its affiliates shall not, for purposes of this definition, be considered to be affiliates of the federal government and its affiliates; and with regard to Microsoft, any legal entity that Microsoft owns, that owns Microsoft, or that is under common ownership with Microsoft.

- **Charity Affiliate**

"Affiliate" means (1) with regard to Customer, any legal entity that Customer owns, which owns Customer, or which is under common ownership with Customer, and (2) with regard to Microsoft, any legal entity that Microsoft owns, which owns Microsoft, or which is under common ownership with Microsoft. ("ownership" means, for purposes of the definition, more than 50% ownership).

- **Government Affiliate**

An Eligible Entity, as defined at <http://www.microsoft.com/licensing/contracts>, that is located in the defined region where the customer is located.

Agreement Number

An Agreement Number is the unique number assigned to the customer by Microsoft after receiving an initial order in a Microsoft Volume Licensing program. Within Open Value, this number allows reorders for three years from the initial signing date.

Client Access License (CAL)

A CAL license authorizes a user to access Microsoft server products and perform certain functions such as file and print sharing or access services such as e-mail. In general, a single CAL is required for each user or device accessing a server, depending on how the server has been licensed and configured.

Customer

A Customer is the organization or entity signing an Open Value agreement.

eAgreements

eAgreements is an online tool that automates the electronic creation, assembly, signature, and execution of Microsoft Volume Licensing agreements. eAgreements is not available for Open License creation; it's used to create Open Value and Open Value Subscription Agreements.

Effective date

The Effective date is the licensing agreement start date. Typically this is the date the contracting Microsoft Affiliate accepts the agreement for Open Value and the Authorization number issue date for Open License.

Estimated Retail Price (ERP)

ERP is a common term for the suggested, estimated price a manufacturer puts on its products for sale in a retail business.

Full Packaged Product (FPP)

FPPs are physical, shrink-wrapped boxes, with one license per box, offered by software retailers. FPP is for those who are looking to acquire a small number of software licenses quickly. When upgrading to a new computer, you may transfer FPP licenses to new hardware no more than one time.

License

A license is any one of those offerings identified in the Microsoft Product List (including standard licenses and upgrades for desktop PC operating systems) that provide the right to run a specific version of the software product ordered.

Licenses and Software Assurance

Licenses and Software Assurance combines a license and Software Assurance within a single offering.

Media

Media can be web-based downloads of Microsoft Volume Licensing Products from Microsoft's Volume Licensing Service Center; materials such as a floppy disk, CD-ROM, or DVD for a licensed software product, and may also include printed materials such as a user's guide or product manual.

Microsoft Software License Terms

Each Microsoft software product includes Microsoft Software License Terms, formerly known as the End-User License Agreement (EULA). The Microsoft Software License Terms cover your use of the licensed product as governed by the terms of your agreement and the product use rights specific to such products.

Non Organization-Wide option

An Open Value option that allows you to pay annually for licenses and upgrade rights on some of your organization's desktop PCs or servers.

Organization-Wide option

The Organization-Wide option provides additional savings within Open Value for organizations that want to acquire Microsoft product licenses for all of the desktop PCs in their organization. The minimum desktop PC requirement is five desktop PCs.

Original equipment manufacturer (OEM)

OEM software licenses are acquired when you buy a computer with software legally preinstalled. If you have ever purchased a computer from the store with Windows or Microsoft Office installed, you have acquired a license for OEM or System Builder software. OEM licenses may be used only on the computer that the software was preinstalled on.

Open License

A Microsoft Volume Licensing program for small and midsize organizations that provides discounts over the estimated retail price based on the size of the initial order. The minimum initial order is five licenses.

Open Value

A Microsoft Volume Licensing program for small and midsize organizations that want the advantages of the latest software and other Software Assurance benefits, and the ability to spread out payments annually. The minimum initial order is five licenses.

Platform Option

Open Value Organization-Wide customers may add the single platform option. The single platform option allows customers to customize the desktop PC as they choose components from an operating system, Microsoft Office, and CAL product pools, plus additional software products selected in the agreement.

Product

Any product Microsoft makes available for license for a fee, including online services and other Web-based services.

Product List

The statement published by Microsoft from time to time that identifies the products that are or may be made available under a Volume Licensing program and any product-specific conditions or limitations on the acquisition of licenses for the product.

Product Use Rights (PUR)

Use of any product that is licensed by Microsoft is governed by Product Use Rights specific to each product and version.

Qualified desktop PC

Any personal desktop computer, portable computer, workstation, or similar device that is used by or for the benefit of a Customer or any Affiliate included in its Enterprise and that meets the minimum requirements for running any of the Enterprise Products. Qualified Desktops do not include: (1) any computer that is designated as a server and not used as a personal computer, (2) Industry Device, or (3) any device running an embedded operating system (e.g. Windows Vista for embedded, Windows XP embedded) that does not access a virtual desktop infrastructure.

Region

The area in which the customer is located. If the customer is located in the European Union (EU) or European Free Trade Association (EFTA), the territory is the entire EU/EFTA. A current list of territories can be found at <http://www.microsoft.com/licensing/licensing-options/open-regional.aspx>.

Reseller

A reseller is an authorized entity that offers Microsoft product licenses to customers.

Software Assurance

Microsoft's enhanced maintenance program that provides for any underlying licensed product for which it is ordered, the right to upgrade to, and run in place of the underlying licensed product, the latest version of that product that Microsoft makes available during the covered period.

Subscription option

An Open Value option that allows customers to subscribe through annual payments to licenses for the use of Microsoft licensed products, with the ability to make a final buyout payment to own the licenses.

Territory

Territory refers to the country in which the customer is located. If the customer is located in the European Union (EU) or European Free Trade Associate (EFTA), the territory is the entire EU/EFTA. A current list of territories can be found at <http://www.microsoft.com/licensing/licensing-options/open-regional.aspx>.

True Up/True Down

This is the process of adjusting a customer's report in Volume Licensing for the number of qualified desktop PCs in an organization. With Open Value, customers can install software first and pay later. The Open Value Subscription option lets customers "true up" or "true down" annually with their year-end report and make payment adjustments up or down accordingly. With Open Value Organization-Wide and Non Organization-Wide (perpetual) options, customers can true up monthly, but cannot true down.

Volume Licensing Service Center

The single location for Microsoft Volume Licensing customers to view Licensing information, download Microsoft software and manage Volume Licensing benefits and subscriptions from one convenient, online location: <https://www.microsoft.com/licensing/servicecenter>.

© 2010 Microsoft Corporation. All rights reserved.

Microsoft provides this material solely for informational and marketing purposes. MICROSOFT MAKES NO WARRANTIES, EXPRESS OR IMPLIED, IN THIS DOCUMENT. Customers should refer to their agreements for a full understanding of their rights and obligations under Microsoft's Volume Licensing programs. Microsoft software is licensed not sold. The value and benefit gained through use of Microsoft software and services can vary by customer. Customers with questions about differences between this material and the agreements should contact their reseller or Microsoft account manager. The contents of this document are subject to change. Please contact your Microsoft account manager for the most current version of this document.

0810