



VALUE ADDED RESELLER

PARTNER PROGRAM

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INTRODUCTION

Welcome to Positron Telecommunication's VAR Partner Program. This guide is designed to provide Positron Telecom resellers with the necessary information to take full advantage of the partnership. It allows easy access to information on our programs and processes.

If you have any questions about the VAR Partner Program, please contact a Positron Sales Manager or an Authorized Distribution Partner. For further information you can contact the Positron Telecom sales department by email at sales@positrontelecom.com or by calling 1.866.434.3944.

1. PARTNERSHIP PROGRAMS

Positron Telecom pursues a channel business approach that fosters better relationships, creates higher profitability and leads to long-term success. Positron Telecom avoids saturation of channel territories and creates new business opportunities for its VARs. To this effect, Positron Telecom selects a qualified number of VARs to join its sales map.

PARTNER STATUS LEVELS

| Status | To Qualify | Discount |
|-------------------|---|---|
| Preferred | One technician with knowledge on Positron's products | Contact your Positron Telecom Authorized Distributor for discount details |
| | Take Positron's training module seminars | |
| Authorized | One technician with knowledge on Positron's products | Contact your Positron Telecom Authorized Distributor for discount details |
| | Take Positron's training module seminars | |
| | Purchase a demo unit | |
| | Annual purchases of \$20,000 from Positron's Authorized Distributor | |

QUALIFYING PRODUCT

All Positron Telecom products are covered under this program.

Qualifying Products

G-Series for Small Business

G-Series for Medium Sized Business

PBX Blades

PARTNER BENEFITS AT-A-GLANCE

| Benefit | Preferred | Authorized |
|--------------------------------------|--|--|
| Business Development | | |
| Lead Generation and Referral Program | | ✓ |
| Customized Marketing Support | | ✓ |
| Demo Unit Discount | Please contact your distributor for discount details | Please contact your distributor for discount details |
| Support for Customer Demo | | ✓ |
| Extended Warranty Program | ✓ | ✓ |
| Sales Team | | |
| Dedicated Regional Sales Manager | ✓ | ✓ |
| Inside Sales Team Support | ✓ | ✓ |
| Sales Engineer Support | | ✓ |
| Partner Support | | |
| Positron Partner Portal | ✓ | ✓ |
| Priority Access to Technical Support | | ✓ |
| Knowledge Base and FAQs | ✓ | ✓ |
| Marketing Communication and Updates | ✓ | ✓ |
| Positron Products | | |
| Authorization to sell G-Series | ✓ | ✓ |
| Authorization to sell PBX Blades | ✓ | ✓ |
| Training | | |
| Classroom Training and Webinars | ✓ | ✓ |
| Technology Advisory | | |
| Access to Field Trial Program | ✓ | ✓ |
| Membership on Partner Advisory | | Invitation |

PARTNER BENEFIT DEFINITIONS

BUSINESS DEVELOPMENT

Lead Generations and Referral Program — Regional Sales Managers will distribute leads and referrals as they become available. By accepting the lead, the partner agrees to provide feedback on the lead and the outcome in a timely matter.

Customized Marketing Support — Positron Telecom assists the VARs with their marketing efforts upon request. Marketing material generated by the marketing department will be shared with the VARs. Partners can work with the marketing department to customize the documentation with their individual logos, pricing and contact information.

Demo Unit Discount — Purchase discounts for in-house demo equipment are available. Please fill out the Demo Kit form on page 10 of this document and email it to varprogram@positrontelecom.com.

Support for Customer Demo — Sales and Sales Engineering personnel will facilitate on-site and remote demonstrations of Positron Telecom technology to help facilitate closing of sales, proofs of concept, as part of the bid selection process and in other situations where appropriate.

Extended Warranty Program — Positron Telecom offers an extended warranty program for resale on all G-Series business phone systems.

SALES TEAM

Inside Sales Team Support — Positron Telecom provides experienced inside sales representatives to facilitate your interactions with us, including quotes, configurations and anything else required during the sales process.

Sales Engineer Support — Positron Telecom's sales engineers provide a valued service in assisting VARs with design, configuration and integration. They are available on an as-needed basis and scheduled through a Regional Sales Manager.

PARTNER SUPPORT

Partner Portal — All VARs will have access to the Positron VAR community portal. This portal contains marketing information such as brochures, logos, presentations and product photography.

Priority Access to Technical Support — VARs receive priority access to technical support which results in decreased hold times and increased productivity.

Knowledge Base and FAQs — We support our VARs through application notes, technical white papers, access to technical knowledge bases and frequently asked questions (FAQs).

Marketing Communication and Updates — In helping to keep your company profitable, Positron Telecom's marketing team produces communications and materials specific to certain vertical markets, as well as gives you access to information you might not otherwise have.

TRAINING

Classroom Training and Webinars — Positron Telecom hosts classroom training and online training via webinars. Contact sales to obtain a training schedule.

TECHNOLOGY ADVISORY

Access to Field Trial Program — Partners have the opportunity to participate in various Field Trial programs, giving them insight into Positron Telecom's pre-released products.

Membership on Partner Advisory — Membership to the Positron Telecom Partnership Advisory is offered to Authorized partners by invitation only.

2. PARTNER PERFORMANCE POLICY

STATUS MEMBERSHIP PERIOD

Partner status may be reviewed on a quarterly basis. VARs out-pacing their current status level (preferred or authorized) in sales will have the opportunity to move up a level at the start of the next calendar quarter after they exceed achievement in their current level.

Those VARs who are not maintaining the minimum level of achievement for two consecutive quarters may lose their existing Partner status.

POINT-OF-SALE RECOGNITION

Your earnings will be calculated based on the sales reported through distributor point-of-sale (POS) data. It is the partner's responsibility to confirm the validity of POS data and to submit invoices to Positron Telecom for missing POS data.

MINIMUM ADVERTIZED PRICE

Positron Telecom has set a "Minimum Advertised Price" (MAP) policy to maintain the fundamental value of the Positron Telecom brand and protect VAR margins. Under the MAP policy, Positron Telecom VARs shall not publish prices for any Positron Telecom product in any publicly accessible media (including, without limitation, print, broadcast or Internet) at less than MAP prices, which cannot be more than 10% below Manufacturer's Suggested Retail Price (MSRP). VARs shall also avoid advertising that in any way suggests or implies a price lower than MAP, which will be considered a material breach of the VAR agreement and may result in suspension of purchasing ability for 90 days at Positron Telecom's discretion. Or, in the instance that a VAR agreement is not in effect, legal action may be taken.

3. PARTNER ESSENTIALS

Positron Telecom values your partnership. As such, we have assembled and categorized a number of items that will help you win more sales, stay more profitable, remain competitive and simplify doing business with us. Below you will find **essentials** in the categories of Sales, Marketing and Technical Support.

SALES

In-House Demonstration

VARs who have not yet purchased in-house demo equipment are eligible for substantial discounts off the List Price. This equipment should be installed in the VAR's office or used for demonstration purposes only. The discount offer is limited to a one-time purchase per product, per calendar year. If additional demo equipment is required, contact your Regional Sales Manager for special approval.

In-House demo equipment must be purchased directly from Positron Telecom. Please contact your Regional Sales Manager or Inside Sales for assistance in completing a Special Pricing Request form.

MARKETING

Customer Facing Marketing

In order to maximize your sales and profitability, Positron Telecom has created professional brochures and marketing material which you can send to your customers. Positron Telecom will continue to improve on the customer facing material as time goes on for solution focus, vertical focus and current trends. Periodic e-mail blasts may be created based on local events, trade shows or case studies as determined by our Marketing department and your Regional Sales Manager.

TECHNICAL SUPPORT

Positron Telecom distributes products through a two-tier distribution model. As a certified Positron Telecom VAR, we want to ensure you are familiar with the technical support process and the expectations we have of you and what you can expect from the Positron Telecom technical support team.

Positron Telecom Technical Support

Positron's remote-based technical support provides specialized technical support and advice via telephone and email. Technical support includes all aspects of post-sales, but does not encompass pre-sales support. They may consider escalations where diagnosing the problem is proving difficult or the customer is in serious crisis.

At this point, all reported problems will be given a priority level and will receive the appropriate response times. They are able to resolve technical issues that are NOT related to product defects.

VAR Responsibility

Problem Investigation — Usually completed within 1 working day, this includes checking hardware, network connections, cables, power, etc., as well as reviewing the system alarms that are contained within the software.

System Validation — Ensure the Positron Telecom system has the latest software version installed and that all of the original solution components are at their latest software revisions.

Solution Validation — Any changes to the network, database, or applications added by the customer should also be taken into account, and these must be isolated and tested for interoperability.

If the system issues have not been resolved after implementing the above steps, please do the following:

Problem Escalation — If the reported problem is not resolved after completing the above steps, the VAR will escalate to technical support. These escalations should happen within 16 hours (or two working days) of the problem being reported by the customer.

Escalation Details — all escalated problems must include the following details:

- Complete description of the problem
- Equipment hardware and software details
- Symptoms being experienced
- Actions taken to resolve
- Current customer/problem status

Technical Support Problem Emulation — Where possible, Positron’s technical support team will attempt to recreate the reported problem in a test lab.

Logging Problem Tickets — All faults reported to technical support should be logged and allocated a unique and traceable reference number.

Engineering

When technical support has either replicated an issue or taken reasonable efforts to do so, and the problem cannot be fixed through a change to the configuration, this problem will then be escalated to the Positron Telecom engineering team. The engineering team has the responsibility for all product-related field issues and will allocate resources to identify the problem, produce a resolution, and work with the VAR support group to put a fix into the field.

Technical Support Contact

To log in a technical issue, resellers can contact Positron Telecom:

| Location | Availability | Phone | E-mail | Web |
|---------------|--|----------------|--|--|
| United States | 8:00am – 8:00pm (EST) Eastern Standard Time | 1.866.434.3944 | Support@positrontelecom.com | www.positrontelecom.com |
| International | 8:00am – 8:00pm (EST) Eastern Standard Time | 1.514.664.4719 | Support@positrontelecom.com | www.positrontelecom.com |

WARRANTY

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Positron Telecommunication Systems, Inc.

5101 Buchan Street, Suite 200

Montreal, Quebec

H4P 2R9 Canada

Tel.: +1 (514) 345-2220

Toll Free: 1 866-434-3944 (North America)

Fax: +1 (514) 345-2271

Sales: sales@positrontelecom.com

Customer Service: customerservice@positrontelecom.com

Technical Support: support@positrontelecom.com

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Disclaimer Notice

Although Positron has made every effort to ensure the accuracy of the information contained herein, this document is subject to change without notice.

Warranty

Subject to the provisions of this paragraph, Positron warrants that the equipment shall perform in accordance with Positron's specifications. The warranty remains valid for two (2) years from the date of shipment. The warranty fully covers workmanship, materials and labor. Positron may, at its sole discretion, repair or replace the problem unit. Freight costs to ship defective equipment to Positron are borne by the Customer, with return of replacement or repaired equipment to be at Positron's expense.

Limitation of Liability

Subject to anything to the contrary contained herein, Positron's sole obligation and liability and the customer's sole remedy for Positron's negligence, breach of warranty, breach of contract or for any other liability in any way connected with or arising out of, the equipment or any services performed by Positron shall be as follows:

- In all situations involving performance or non-performance of the equipment or any component thereof, the customer's sole remedy shall be, at Positron's option, the repair or replacement of the equipment or said component.
- For any other claim in any other way related to the subject matter of any order under, the customer shall be entitled to recover actual and direct damages; provided that Positron's liability for damages for any cause whatsoever, and regardless of the form of the action, whether in contract or in tort (including negligence), shall be limited to the value of the order.

Positron shall not be obligated to repair or replace any item of the equipment which has been repaired by others, abused or improperly handled, improperly stored, altered or used with third party material or equipment, which material, or equipment may be defective, of poor quality or incompatible with the equipment supplied by Positron, and Positron shall not be obligated to repair or replace any component of the equipment which has not been installed according to Positron specifications.

IN NO EVENT SHALL POSITRON BE LIABLE FOR ANY INDIRECT, INCIDENTAL, SPECIAL, CONSEQUENTIAL, PUNITIVE, EXEMPLARY OR SIMILAR OR ADDITIONAL DAMAGES INCURRED OR SUFFERED INCLUDING LOSS OF PROFITS, LOSS OF REVENUES, LOSS OF DATA, LOSS OF BUSINESS INFORMATION, LOSS OF GOODWILL, LOSS OF EXPECTED SAVINGS OR BUSINESS INTERRUPTION ARISING OUT OF OR IN CONNECTION WITH THE EQUIPMENT, A PURCHASE ORDER SUPPLIES, MAINTENANCE SERVICES OR OTHER SERVICES FURNISHED HEREUNDER, EVEN IF POSITRON HAS BEEN ADVISED OR IS AWARE OF THE POSSIBILITY OF SUCH DAMAGES. EXCEPT AS EXPRESSLY SET FORTH IN THIS AGREEMENT, POSITRON DISCLAIMS ANY FURTHER CONDITIONS, REPRESENTATIONS OR WARRANTIES, WHETHER WRITTEN OR ORAL, EXPRESSED OR IMPLIED, INCLUDING THE CONDITIONS AND WARRANTIES OF MERCHANTABILITY, MERCHANTABLE QUALITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE, PERFORMANCE AND THOSE ARISING FROM STATUTE, TO THE EXTENT PERMITTED BY LAW. POSITRON DOES NOT WARRANT THAT THE SYSTEM WILL OPERATE WITHOUT INTERRUPTION OR THAT IT WILL BE ERROR FREE.

FORCE MAJEURE: POSITRON SHALL NOT BE LIABLE FOR ANY BREACH OF ITS OBLIGATIONS RESULTING FROM CAUSES BEYOND ITS REASONABLE CONTROL.

Warranty Repairs

All warranty repairs are performed at no cost. Positron reserves the right to repair or replace any equipment that has been found to be defective. For information about out-of-warranty repairs, contact Positron's Repair Department. Due to the varied nature of repairs, no specific turnaround can be guaranteed, but average turnaround time is within 20 working days from date of receipt. In emergency situations, special arrangements can be made to expedite repairs. All repaired items are warranted for a period of 90 days or the remainder of the warranty period, whichever is longer. Before returning any items to Positron for repair, warranty repair or replacement, call the Repair department to obtain a Return Material Authorization (RMA) number. Parts returned without RMA numbers cannot be accepted. The RMA number must always be clearly marked on all boxes, crates, and shipping documents. Bulk repairs (more than five items) will require additional processing time, so please take this into consideration when requesting an RMA number. To accelerate the repair process, whenever possible, include a report detailing the reason for return with the unit(s). Also, please include the name and phone number of a person who can be contacted should our Repair department need further information. When packing items being returned for repair, please ensure they are properly handled and packed to avoid damage.

Demo Kit Purchase Program

Value Added Reseller Information

Company _____ Contact _____
Address _____
City _____ State _____ Zipcode _____
Phone _____ Fax _____ Email _____

| Part # | Product Name |
|--------|--------------|
| | |
| | |
| | |
| | |

The demo kits purchased by the Value Added Reseller are intended for in-house use such as customer demos. The demo units can be purchased from Positron's Authorized Distributors. The discount offer is limited to a one-time purchase per product. For discount levels, please consult your distributor.

Shipping Information

Company _____ Contact _____
Address _____
City _____ State _____ Zipcode _____
Phone _____

This agreement shall become effective the date signed below:

| | |
|---------------------------------|----------------------|
| Positron Authorized Distributor | Value Added Reseller |
| Signature _____ | Signature _____ |
| Title _____ | Title _____ |
| Date _____ | Date _____ |

Credit Card Type _____ Credit Card # _____
Expiry _____ Signature _____

Please fill out this form and send to a Positron Authorized Distributor.

Experience Information

| Does your company have experience recommending and/or installing the following? | | | Do you install or represent any security or alarm systems? | | Does your company currently provide installation and support services? | |
|---|--------------------------|--------------------------|--|--------------------------|---|--------------------------|
| | YES | NO | YES | NO | YES | NO |
| PBX, Key Systems | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| IP Telephony | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| Paging/ Intercom | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| Networking/ Storage | <input type="checkbox"/> | <input type="checkbox"/> | If yes, what % of your business comes from security products? _____ % | | Do you provide your own cabling and installation, or do you Sub-Contract that work? | |
| ISM | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| SMB Solutions | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| Enterprise Solutions | <input type="checkbox"/> | <input type="checkbox"/> | | | We have SI/Tech on Staff | <input type="checkbox"/> |
| Large CLEC Switches | <input type="checkbox"/> | <input type="checkbox"/> | | | Sub-Contract | <input type="checkbox"/> |

Sales Information

Do you have staff committed to driving sales campaigns and promotions? YES NO

Are you willing to provide monthly point-of-sales reports if required? YES NO

If yes, who is our primary contact to get these POS updates?

Name _____ Phone _____ Email _____

| What percentage of your Voice System sales are represented by: | | What is the percentage of average size Voice Systems solution you install? | | What is your current TOTAL Annual PBX/IP phone sales? |
|--|---------|--|---------|--|
| Panasonic | _____ % | Small (1-49 employees) | _____ % | \$ _____ |
| Avaya/Nortel | _____ % | | | |
| Samsung | _____ % | Medium (50-250 employees) | _____ % | What percentage of your business do you expect Positron Telecom to provide next year? _____ % |
| Cisco | _____ % | Large (250-1000 employees) | _____ % | |
| NEC | _____ % | | | |
| Vertical | _____ % | Very Large (1000 + employees) | _____ % | |
| Shoretel | _____ % | | | |
| Other | _____ % | | | |

Partner Profile

Company Information

Company Name _____

Billing Address _____

City _____ State _____ Zipcode _____

Phone _____ Fax _____

Email _____ Website _____

Principal Officers or Owners (Name and Title)

Different Shipping Address

Structure of Your Company

Corporation Partnership Proprietorship Limited Liability

Other - Please List _____

Federal Tax ID Number _____ Resale Tax Exempt Number _____

Number of Years in Business _____

Which of the following best represents your business?

Select all that apply:

_____ Value Added Reseller (complete turn-key solutions)

_____ Interconnect (sales, service and installation)

_____ Systems Integrator (contractor for complex installations)

_____ Service Provider (selling voice & data services)

_____ Cable Contractor (voice/data/video/paging)

_____ Security (fire, alarm, intercom)

_____ Distributor (stocking distributor, equipment dealer)

_____ Design or Consulting (customer applications)

_____ In-side Sales

_____ Out-side Sales

_____ Service Personnel

_____ Installation

_____ SE/Technical Reps

_____ Administration

_____ Education/Training

_____ Other

Identify your Branch offices or locations (if applicable)
