



Mindjet Initial Purchase Level (“IPL”) Program Summary

1. *What is the purpose of the Mindjet IPL Program?*

Mindjet recognizes that our customers tend to make a large number of purchases of our software over time, sometimes with relatively small quantities of licenses in each purchase. In an effort to accommodate your buying needs, we have established the Mindjet IPL Program (the “**Program**”). The purpose of this Program is to provide you with large volume purchase discounts, even if you don’t make all of your purchases at once. In addition to discounts, the Program makes available promotional offers and other benefits exclusive to Program participants, as set forth below.

2. *What is a “qualifying initial purchase”?*

To be eligible to participate in the Program, you must purchase the following:

1. Any minimum combination of five (5) new MindManager perpetual licenses and associated Mindjet Software Assurance and Support (“**MSA**”);
2. **Or** five (5) new MindManager subscriptions (minimum 1 year term) (MindManager perpetual licenses and MindManager subscriptions are collectively termed “**Licenses**”).

The more Licenses you purchase, the greater your discount for future purchases during the term of the Program.

The table below shows the discounts associated with the total number of Licenses purchased by you:

Band 5-9	0%
Band 10-49	5%
Band 50-99	10%
Band 100-249	15%
Band 250-499	20%
Band 500-999	25%
Band 1000+	Please call your Reseller or Mindjet Sales Representative

As with any incentive program, you may elect not to participate in the Program, even if you make a qualifying initial purchase. You may terminate your participation in the Program at any time by providing written notice to Mindjet to the attention of the Legal Department via email (legal@mindjet.com).

3. *How long will the Mindjet IPL Program last?*

The Program term is one year, starting on the date of your initial purchase, subject to any extensions to the term, as set forth herein. If your initial purchase includes perpetual licenses and its associated MSA, renewing your MSA term for an additional year, the term of the Program is extended for one year from the date of your MSA renewal. After the Program term expires, you must either make a new qualifying initial purchase with MSA or renew your MSA term for all existing perpetual licenses to participate in the Program.

4. *Can we qualify for a higher Band discount during the term of the Mindjet IPL Program?*

Yes. Your discount Band may be increased during the term of the Program by placing subsequent orders for a number of Licenses that qualifies you for the next discount Band. For example, if you are in Band 10-49 as a result of an initial purchase of 35 Licenses and then six months later you place an order 80 Licenses, then you are automatically enrolled in Band 100-249 and eligible for its associated discount.

5. *Can we extend our participation in the Mindjet IPL Program?*

Yes. When you place an order for a number of Licenses that qualifies you for a higher discount Band (e.g., from Band 10-49 to Band 50-99 in the example above), and the term of the Program is extended for one year

from the date of your purchase at the higher discount Band. Mindjet will issue you a new license certificate reflecting your new discount Band.

6. *What happens at the end of our Mindjet IPL Program term?*

When the Program term expires, you may continue to use your perpetual license or subscription until the end of the subscription term, as applicable. However, you are no longer eligible to purchase Mindjet software products at a discount without a new qualifying initial purchase with MSA or renewing your MSA term for existing perpetual licenses. At the end of the Program term, please call your Reseller or Mindjet Sales Representative to discuss which Mindjet volume licensing option is best for you.

7. *What products qualify as “Licenses” for purposes of establishing our discount Band under the Mindjet IPL Program?*

All MindManager perpetual licenses, including its associated MSA, and MindManager subscriptions (minimum 1 year term) for the latest General Available release of such software product or service.

8. *Will the Mindjet IPL Program apply to other Mindjet software products or succeeding versions of Mindjet software?*

Yes. In addition to MindManager Licenses, other Mindjet software products and future (succeeding) versions of a current qualifying product license or subscription and any product or service offered through Mindjet Corporate Sales will generally be available for purchase under the Program (currently: MindManager Windows® perpetual licenses and subscription, MindManager Mac® perpetual licenses and subscription, MindManager Explorer™ for SharePoint® perpetual license, Deal Navigator™ subscriptions (minimum 1 year term), and Catalyst® subscriptions (minimum 1 year term). Certain products, such as Image Pack, are available for purchase only through Mindjet’s Online Store. Upon request, Mindjet or your Reseller will provide you a detailed and current overview of all Mindjet software products available under the IPL Program. Please be advised that Mindjet reserves the right, at any time, to exclude from or add additional products to the Program at its own discretion.

9. *Will a previous version remain available under the Mindjet IPL Program?*

Yes. Upon release of a new version, its predecessor version will remain available for purchase under this Program up to a maximum of six months after the General Availability release of a succeeding Product. For example, MindManager 8 Licenses are available for purchase until February 10, 2011.

10. *Can we purchase under the Mindjet IPL Program through our Reseller?*

Yes, please call your preferred software Reseller for details.

11. *What is the order procedure?*

If your initial purchase qualifies you for the Program, Mindjet or your Reseller will send you a License Certificate with a special number (called an LCN, or license certificate number) you should use for future purchases. If you use your LCN to purchase and complete any order, you will automatically enjoy your special Program discount.

12. *How does our LCN work?*

The LCN (or license certificate number) is your company’s unique identifier allowing you to purchase future licenses with your specific discount under the terms of the Program. You need to reference the LCN on all future purchases so that we or your appointed Reseller can properly identify you and apply your discount.

13. *Will I receive a certificate with the information I need?*

Yes. Mindjet will send you an email containing your license certificate and LCN (license certificate number) three to five days following a qualifying initial purchase.

14. What kind of license keys do I get?

Mindjet will provide a single, multi-user license key per product version that can be used for all Licenses. So, you will have the benefit of one single license key per product also for subsequent orders.

15. I lost my license certificate number. Who should I contact?

You can contact your Reseller, Mindjet Sales representative, or Mindjet Customer Service (<http://mindjet.com/support/contact/overview>).

16. Who can purchase with a LCN issued pursuant to the Mindjet IPL Program and are there further purchasing limitations?

Only the company ("you") placing the initial order and its Affiliated Entities, located in the Americas (North America, Central America, and South America) may purchase with a LCN issued pursuant to the Program. Affiliates outside this Americas territory are required to purchase separately. For purposes of this license program, an "Affiliated Entity", with respect to the company's legal entity, shall mean another legal entity that now or hereafter controls, is controlled by, or is under common control with, company's legal entity. "Control" for this purpose shall mean 50% or greater voting power or if a legal entity directly or indirectly holds 50% or more of the nominal value of the issued share capital.

17. How long will the Mindjet Software Assurance and Support Term last?

MSA has a term of one year commencing from the date of purchase. After your initial one year term expires you may elect to renew your MSA. Please be advised that you are ineligible for the Program if you do not renew your MSA for existing perpetual licenses or purchase the associated MSA with new perpetual licenses.

18. Will Mindjet give additional discounts towards the purchase of Mindjet Software Assurance and Support under the Mindjet IPL Program?

The Program offers multi-year discounts to customers who would like to purchase MSA for perpetual licenses longer than one year. If you pre-purchase and commit to a two or three year term commencing from the date of purchase for MSA, MSA fees for your initial qualifying perpetual license purchase and for your subsequent perpetual license purchases under the Program will be discounted. You will be eligible to participate in the Program for the length of your MSA term. For detailed information regarding this special offer or the renewal fees for your two and three year term MSA renewal, please contact your Reseller or Mindjet Sales representative.