

Microsoft Services Provider License Agreement

Program Guide

Microsoft | Volume Licensing



Table of Contents

Introduction to the Microsoft Services Provider License Agreement	3
What is a Services Provider?.....	3
Services Provider License Agreement Benefits	3
Program Eligibility and Requirements	4
Eligibility for Services Provider License Agreement Program.....	4
Program Requirements	5
Participating in the Services Provider License Agreement Program	6
Licensing Models Available	6
Product Availability	7
Agreement Terms.....	7
Pricing and Reporting	7
Pricing	7
Indirect Agreements.....	7
Direct Agreements.....	7
Reporting	8
Indirect Agreements.....	8
Direct Agreements.....	8
Monthly Use Reporting	8
Zero Use Reporting	8
Final Monthly Use Report or Zero Use Report	8
Enrolling in the Microsoft Services Provider License Agreement	9
How to Participate	9
Media Ordering and Fulfillment.....	9
Product Key Activation	10
Direct License Agreements—Additional Information	10
Explore.ms	10
Additional Resources	11
Glossary	12

Introduction to the Microsoft Services Provider License Agreement

The Services Provider License Agreement (SPLA) enables services providers and independent software vendors (ISVs) to license Microsoft® licensed products on a monthly basis, over a three-year agreement term, and use these products to provide software services and hosted applications to your customers.

While other Microsoft Volume Licensing programs, such as Enterprise Agreement, Select License, and Open License do not allow commercial hosting of Microsoft licensed products, the Services Provider License Agreement does give you the right to license Microsoft products for commercial hosting.

What is a Services Provider?

Services providers offer a variety of services to customers such as access to third-party software, business transaction services, and line-of-business (LOB) applications. Services providers offer customers direct or indirect access to Microsoft server licensed products or software services that interact with Microsoft licenses.

Specifically, you are a services provider if you provide the following services to your customers:

- Your organization provides your customers with direct or indirect access to Microsoft licensed products such as hosted websites or LOB applications through Microsoft server software.
- Your organization provides your customers with software services that interact with Microsoft licensed products. In this scenario, you, not the end customer, are the licensee.
- Your organization facilitates your customer's business, including business transactions with third parties, through software services that interact with Microsoft licensed products.
- Your organization provides your customers with access to, and use of any application, Microsoft or otherwise, and the application is running on a server and interacts with a Microsoft licensed product on that server.

Software Services

Software services are services that you provide to your customers that make licensed products available and that display, run, access, or otherwise interact with Microsoft licensed products. You provide these services from one or more data centers through the Internet, a telephony network, or a private network on a rental, subscription, or services basis, whether or not the services provider receives a fee. The SPLA reduces the complexity of offering software services because you are the licensee, not the customer.

Services Provider License Agreement Benefits

Here are some of the many benefits of participating in the SPLA program:

- **Ability to deliver a customized service.** You have greater flexibility when licensing Microsoft products to your customers in a dedicated hosting environment or shared hosting environment. You can manage the services and Microsoft product use rights for your customers.
- **Flexible cost structure.** With a monthly use-based licensing payment structure, you pay for only what you authorized your customers to use the previous month. Plus, there are almost no start-up costs and no monthly commitment.

- **Wide selection of current product versions.** You have access to a wide range of Microsoft licensed products, including server and desktop PC applications. You can access the most current version of Microsoft licensed products for one monthly price that includes the most updated security features and other enhanced features.
- **Worldwide distribution.** You can use Microsoft licensed products to sell your services to customers in any part of the world.
- **Rental rights.** The SPLA now includes rental rights that allow you the ability to rent desktop PCs with certain Microsoft licensed products installed.
- **Evaluation and testing of Licensed Products.** You may internally test and evaluate the Microsoft licensed products for up to 90 days before offering them to your customers as a service.
- **Customer demonstrations.** You can demonstrate your software services to prospective customers as long as you comply with the Services Provider Use Rights (SPUR). You can have up to 50 active user IDs for demonstration purposes.
- **Customer evaluations.** You may use the licensed products to provide software services to your prospective customers on a trial basis for up to 60 days.
- **Data center outsourcing.** The SPLA allows you to install Microsoft licensed products on servers under the day-to-day management and control of an outsourcing company so they can perform data center administration, testing, and maintenance support services for you.
- **Affiliates.** You can include affiliates associated with your organization under one master agreement. Affiliates of your company must be entire legal entities, not partial entities such as departments, divisions, or business units.
- **Customer facility installations.** You can install Microsoft licensed products on devices you own or lease and that are located on your customer's premises.
- **Expand your reach to corporate and academic institutions.** The SPLA has great offers for corporate and academic customers, so you can expand your service offerings.
- **Services Provider Newsletter.** You will receive a monthly newsletter dedicated to services providers that includes program updates and other related news.

Program Eligibility and Requirements

Eligibility for Services Provider License Agreement Program

The Microsoft SPLA program is a worldwide software licensing program for services providers. Business models and scenarios for which the SPLA may be appropriate include:

- Application services providers
- Business process outsourcers (BPO)
- Franchisees and franchises
- IT outsourcers that provide software licenses
- Messaging or collaboration services providers
- Platform infrastructure providers
- PC Rental companies
- Streaming media providers
- Web hosting providers
- Web or Internet services providers
- Independent software vendors that provide hosted applications

Program Requirements

This section describes the requirements your organization must meet to obtain a Microsoft Services Provider License Agreement.

- **Enroll in the Microsoft Partner Program.**
You must be either a Microsoft Certified Partner or a Registered Member of the Microsoft Partner Program. If you are a Registered Member, you must also enroll in the Microsoft Hosting Program. For information on how to join the Microsoft Partner Program, view <https://partner.microsoft.com/US/program/programoverview/programbenefits>.
- **Designate a licensed products reseller (Indirect agreements only).**
Unless you have a direct agreement with Microsoft, work with a SPLA reseller to complete the Services Provider License Agreement, collect your monthly use report or zero use report and submit them to Microsoft, collect payment for the licenses used during the previous month, and provide assistance on all aspects of the SPLA program. Select a licensed products reseller from the list of SPLA Resellers at <http://www.microsoft.com/licensing/programs/spla/resellers.mspx>.
- **Provide monthly reporting on software licenses.**
Submit either a monthly use report or zero use report on all licenses that you, your affiliates, and software services resellers authorized your customers to use, to your SPLA reseller (or to Microsoft for direct agreements). You must include the end customer name and address if the customer generated more than US\$1,000 per month in revenue. In addition, you need to keep all reporting records for two years from the end date of your agreement.
- **Submit monthly invoice payment.**
Indirect agreements
The SPLA reseller will invoice you monthly based on the number of licenses reported in your monthly use report. You are responsible for submitting your payment to the SPLA reseller by the agreed upon date.
Direct agreements
Microsoft will invoice you monthly based on the number of licenses reported in your monthly use report. You are responsible for submitting your payment to Microsoft.
- **Comply with the Services Provider Use Rights (SPUR).**
The SPUR describes the product use rights for products licensed under the SPLA. The SPUR specifies use rights and conditions applicable to a customer's use of the licensed products. Microsoft may revise the SPUR at any time. The SPUR is located at <http://www.microsoftvolumelicensing.com/userights/DocumentSearch.aspx?Mode=3&DocumentType=d=2>.
- **Abide by the copyright, the use of trademarks, and anti-piracy obligations.**
Microsoft SPLA partners, your affiliates, and software services resellers must abide by the requirements for preventing the piracy of Microsoft licensed products and must comply with trademark and logo use requirements and pass-through copyright and similar notices. You must include Microsoft's copyright notice on any documentation, including online, for your products and services that include Microsoft licensed products.
- **Provide technical support.**
You are responsible for providing technical product support for the Microsoft licensed products you

deliver to your customers. You are required to obtain a minimum of 10 pre-paid incidents either under a separate agreement with Microsoft Product Support, Microsoft Premier Support, or the Microsoft Professional support program or through a third-party support services provider.

- **Agree to participate in Microsoft SPLA audits.** Microsoft and/or its designees may review your records and facilities (including the data centers) to verify compliance and conduct on-location audits if needed. Microsoft may conduct this review for up to two years after the agreement ends.
- **Comply with the export requirements.** You need to comply with all applicable export laws, and it is recommended that you obtain legal advice regarding the export laws applicable to your business. For informational purposes only, Microsoft has collected information on export requirements and other information, including U.S. export regulations, product ECCNs (Export Control Classification Numbers), and export-restricted products at <http://www.microsoft.com/exporting>.

Participating in the Services Provider License Agreement Program

After successfully enrolling in the program, the following are the key steps for participating in the SPLA program:

- Sell licenses for the software services to your customers
- Ensure that the required Microsoft customer license terms and use rights are provided to and agreed upon by your customers
- Obtain master copies of Microsoft licensed products
 - Indirect agreements: Through your SPLA reseller
 - Direct agreements: Through the Microsoft Order Entry Tool (MOET)
- Provide software services that interact with Microsoft licensed products to your customers
- Provide your customers with access to hosted websites or LOB applications through Microsoft server software

Licensing Models Available

Licenses acquired under the SPLA are monthly non-perpetual licenses that can be used during the agreement's term. There are two licensing models, and your customer's licensed product needs determine if you need to license licensed products per subscriber or per processor. Please note that not all products are available in both license models. For a list of licensed products available for each license model, visit <http://www.microsoftvolumelicensing.com/userights/DocumentHome.aspx>.

- **Per Subscriber:** A Subscriber Access License (SAL) is required for each unique individual user or device that is authorized to access or otherwise use the licensed products. When using the SAL option, there is no need for a separate Server License. Examples of products licensed with a SAL: Microsoft Windows Server®, Microsoft SQL Server™, Microsoft Exchange Server, Microsoft Office, and Microsoft Dynamics™ business software.
- **Per Processor:** Each Processor License allows an unlimited number of users to access the software that is installed on that processor for products licensed through a per processor model. Examples of products licensed through a per processor model: Microsoft Windows Server, Microsoft SQL Server, Microsoft SharePoint® Server, and Microsoft Office.

Product Availability

The Microsoft SPLA offers you access to a wide selection of Microsoft licensed products. The list of available products is available through the SPUR. The top SPLA-selling licensed products, ranging from IT solutions to office productivity, are listed below:

- Microsoft Dynamics™ business software
- Microsoft Exchange Hosted Services
- Microsoft Exchange Server 2007
- Microsoft Forefront™ client security
- Microsoft Office System
- Microsoft SharePoint® Server
- Microsoft SQL Server
- Microsoft System Center
- Windows Server® 2008 operating system

Agreement Terms

The agreement term is three years. At the end of three years, the agreement may be extended, at your option, for an additional period of 12 months or the longest remaining customer agreement period, whichever period is shorter.

You must request an extension at least 30 days before your agreement expires. You can only request an extension if you will not be signing new customer agreements and need to provide software services beyond the end of the agreement to existing customer agreements. You will not be able to provide software services to any new customers or extend any existing customer agreements.

You may terminate this agreement with 60 days prior written notice to Microsoft. Within 30 days of your agreement terminating or expiring, you are required to remove all copies of client software from your customers' machines and ensure that your customers return or destroy all copies of client software.

Pricing and Reporting

Pricing

Indirect Agreements

To find out the price you are charged for each Microsoft licensed product offered through the Services Provider License Agreement, please contact your SPLA reseller.

Direct Agreements

Prices for the Microsoft licensed products are stated in the price list, which is located at www.explore.ms.

Academic pricing on selected products is available when you deploy services to Qualified Education Customers.

Microsoft may decrease the price in the price list at any time. Microsoft may increase the price in the price list only once each calendar year on January 1 and at any time to offset exchange rate fluctuations for prices other than U.S. dollars. If Microsoft increases the price of a particular version of a licensed product after you sign your agreement, you are invoiced at the price in effect for that particular licensed product at that time.

Reporting

You are required to submit either a monthly use report or zero use report monthly on all licenses that you authorize your customers to use.

An authorized representative of your organization must certify that the monthly use report or zero use report is accurate and complete. If you do not submit a report by the due date each month, your organization will not be compliant with the agreement. If your organization has affiliates and software services resellers, you are responsible for consolidating their license use in your monthly use report or zero use report. Your affiliates and software services resellers do not submit a monthly use report or zero use report.

Indirect Agreements

If you have an indirect SPLA with Microsoft, you are required to submit either a monthly use report or zero use report within 10 days after the last day of the month to your SPLA reseller.

Direct Agreements

If you have a direct SPLA with Microsoft, you are required to submit either a monthly use report or zero use report within 15 days after the last day of month through MOET.

Monthly Use Reporting

The monthly use report needs to include the total number of licenses required for each licensed product that you licensed during the preceding calendar month. If the end customer generated more than US\$1,000 per month in revenue, you need to include their name and address. You do not need to include customer demonstrations, customer evaluations, your organization's evaluation and testing of licensed products, or server administration and maintenance on your monthly use reports.

If adjustments or revisions need to be made to your report resulting in a reduction of license fees to Microsoft, you must submit the revised monthly use report with a detailed explanation within 90 days from the original invoice date.

Zero Use Reporting

If your organization, your organization's affiliates, and software services resellers did not use any of the licensed products to provide software services to your customers during the previous calendar month, you need to submit a zero use report. If you submit more than six consecutive zero use reports, Microsoft may immediately terminate the agreement.

Final Monthly Use Report or Zero Use Report

When your agreement terminates or expires, you are required to submit a final monthly use report or zero use report within 30 days. The report needs to include your organization, its affiliates, and software services resellers' use of the licensed products up to the date of your termination or expiration.

SPLA partners must maintain all reporting records for a period of two years from the termination or expiration date.

Enrolling in the Microsoft Services Provider License Agreement

How to Participate

To participate in the SPLA program, here is an overview of the key procedures:

1. Meet one of the following two requirements:
 - Enroll in the Microsoft Certified Partner Program at:
<https://partner.microsoft.com/US/program/programoverview/certifiedpartner>
 - Enroll as a Registered Member in the Microsoft Partner Program and enroll in the Microsoft Hosting Program:
<https://partner.microsoft.com/US/program/programoverview/registeredmember>
<https://partner.microsoft.com/global/program/competencies/40011651>

2. Enroll in the SPLA program.
 - Contact a SPLA reseller if you have an indirect agreement or are new to the SPLA program.
 - Contact your Microsoft Account Manager if you currently have a direct agreement with Microsoft.

3. After Microsoft has received your SPLA, a welcome letter will be sent that contains an agreement number and the *SPLA Operations User Guide*. Details on how to obtain media and product key activation are listed below (If you have a direct agreement with Microsoft, please see the Direct License Agreements section below).

Media Ordering and Fulfillment

Services providers receive Worldwide Fulfillment (WWF) CDs in a physical shipment from your SPLA reseller. You can order up to ten of any individual media SKUs using one purchase order during the term of your agreement (If you have a direct agreement with Microsoft, please contact the Worldwide Fulfillment Center in your region).

Worldwide Fulfillment Center Information

REGION	PHONE	E-MAIL
United States, Canada	800.248.0655	WWFOrderCenter@ModusMedia.com
Latin America	n/a	WWFOrderCenter@ModusMedia.com
SE Asia, Far East, South Pacific	n/a	aplmedia@microsoft.com

Product Key Activation

To install all editions of Microsoft licensed products, you must use the media that you receive from Worldwide Fulfillment. Only the bits from WWF allow for multiple installs by using a Volume License Product Key. The product key is assigned to a company or organization and must be used for desktop PC or administrator installations of licensed products. To obtain a SPLA Volume License Product Key, please contact the Microsoft Activation Center for your region at: <http://www.microsoft.com/licensing/resources/vol/numbers.mspx>. You will need to provide your SPLA agreement number which is located in your welcome letter.

Direct License Agreements—Additional Information

If you have a direct license agreement with Microsoft, instructions for ordering media directly from www.explore.ms are included in the welcome letter. There is a list of WWF media part numbers corresponding to the license stock-keeping unit (SKU) numbers listed in the price list. You will need to contact the Worldwide Fulfillment Center to order media once your agreement is activated.

Explore.ms

Once you receive the welcome letter, you may sign up for an explore.ms account. New users to explore.ms are asked to follow the sign-in registration process. A Public Customer Number (PCN), which is located in your welcome letter, is required to complete this registration.

The Microsoft website www.explore.ms is a tool for organizations with a direct license agreement as well as resellers that use security technology, including file encryption and password protection, to manage information in support of Microsoft licensing.

This website is a source of valuable information regarding the following:

- Agreement information (including agreement number and a list of services providers who have signed up for the program)
- Access to tools including the Microsoft Order Entry Tool
- Links to download the most current product and fulfillment media price lists
- Links to forms, resources, and additional training documents

Registration Instructions

To activate your explore.ms account, please follow the steps below:

If you do not yet have a Microsoft Passport or Windows Live ID:

1. Navigate to www.explore.ms and click on the "[Register](https://www.explore.ms)" for <https://www.explore.ms> link.
2. User prompted to sign-in to Explore.ms. Click on the "**Windows Live ID**" link at the bottom of the sign-in box; choose "Sign Up" from the menu on the left side of the new window.
3. Complete the registration process and click "I agree" button.
4. User will then receive an "explore.ms registration complete" confirmation. Click the "continue" button.

5. Navigate back to www.explore.ms and click on the "Register for https://www.explore.ms" link.
6. Enter the E-mail address and Password you just created. Click "Sign In".
7. Complete the registration page using the 'Public Customer Number' from your SPLA Welcome Letter and welcome email and click the "Register for explore.ms" button.
8. When the new user's permissions are verified, the necessary access is granted thus activating the user with Administrator privileges.
9. An activation email is sent to the user.
10. User can now log in to www.explore.ms.

If you have a Microsoft Passport or Windows Live ID:

1. Navigate to www.explore.ms and click on the "Sign In" button at the top of the screen.
2. User will be prompted to sign-in to Explore.ms. Sign-in with your Passport or Windows Live ID credentials.
3. The next screen will state "You are not registered", click "Register".
4. Complete the registration page using the 'Public Customer Number' from your SPLA Welcome Letter and welcome email and click the "Register for explore.ms" button.
5. When the new user's permissions are verified, the necessary access is granted thus activating the user with Administrator privileges.
6. An activation email is sent to the user.
7. User can now log in to www.explore.ms.

To provide access to explore.ms for additional users within your organization, have them follow the instructions above. An email will be sent to your company's Administrator requesting access permission for the new users.

If you experience technical difficulties accessing explore.ms, please ensure your computer is configured properly by reviewing the system requirements specified at www.explore.ms/clientreq.aspx. If after confirming your computer is configured properly and you still experience technical difficulties accessing explore.ms, please contact explhelp@microsoft.com.

Additional Resources

Microsoft Volume Licensing

www.microsoft.com/licensing

Services Provider License Agreement Program

www.microsoft.com/licensing/programs/spla/default.aspx

Microsoft Hosting Solutions

www.microsoft.com/serviceproviders/hosters.aspx

Partner Training with the Microsoft Partner Learning Center

<https://training.partner.microsoft.com/plc/register.aspx?publisher=3&courseid=1166>

Program Inquiries and Contract Questions

Australia:

splaus@microsoft.com

Europe, Middle East, and Africa:

<http://www.microsoft.com/serviceproviders/licensing/acquirespla/en-us/acquirespla.mspx>

New Zealand:

splanz@microsoft.com

Rest of Asia Pacific and Latin America:

spla@microsoft.com

United States and Canada:

Aspquest@microsoft.com or asp_faq@microsoft.com

Japan (contact a SPLA reseller):

- Hitachi Electronics Services Co., Ltd. - opss_license@hitachi-densa.co.jp
- Hewlett-Packard Japan, Ltd. - jpn_ccs_sa@hp.com
- NTT-IT Corporation - spla@opj.ntt-it.co.jp
- Softbank BB Corp. - licenseinfo@bb.softbank.co.jp
- Uchida Spectrum Inc. - contact@spectrum.co.jp

Glossary

Affiliates

A legal entity that owns, is owned, or is commonly owned by or with a party. Own means holding or controlling greater than 50 percent of the shares, interests, or assets of a legal entity.

Agreement Number

The unique number Microsoft assigns to the company after Microsoft has received the company's Services Provider License Agreement.

Company

The entity that has signed the agreement signature form and the company's affiliates that have been granted rights under the agreement.

Customer License Terms

The document entitled "Customer License Terms" applicable to the licensed products. Microsoft provides a form of the license terms to the company. Microsoft may update the form of the license terms from time to time.

Effective Date

The date on which the term of a licensing agreement commences—typically the date on which Microsoft accepts the agreement.

Microsoft

The Microsoft entity that has signed the agreement and its affiliates.

Services Provider Use Rights (SPUR)

Use of any product that is licensed by Microsoft is governed by Services Provider Use Rights, which contain the use rights for the licensed products.

Service Device

A personal computer (desktop PC or laptop) or server containing licensed products that are fully owned or leased by a company, which is rented/leased to a customer, whether or not the company receives payment for such a rental/lease.

Software Documentation

Any documents included with a licensed product.

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