

SCHEDULE 1

2008 Q4 ASUS *Eee PC* Partner Program **(Program Duration: October 1, 2008 to December 31, 2008)**

The ASUS Eee PC Partner Program is a MDF (Marketing Development Funds) incentive program for ASUS Eee PC resellers to buy through ASUS Eee PC authorized distributors. Through ASUS Eee PC Partner Program, resellers can qualify for MDF incentives based upon their sales of ASUS Eee PCs. Participation in the ASUS Eee PC Partner Program will allow resellers to increase their exposures and gain a competitive advantage. It also offers resellers various other advantages that will facilitate access to critical information and the right to buy and resell Eee PCs.

ASUS Eee PC Partner Program Benefit Summary

- Receive incentives in form of sales MDF incentives for selling ASUS Eee PCs;
- Access our exclusive ASUS Advantage site for up-to-date marketing materials, product information and more!
- Receive the latest product knowledge and market trend information.
- Receive special allocation during peak seasons.

ASUS Eee PC Partner Program - Incentive Schedule (for USA only)

ASUS Eee PC purchases by ASUS Eee PC Partners from ASUS Eee PC Authorized distributors will qualify for the MDF incentive program:

Eee PC 701SD Series

- Silver: Sell a minimum of 25-49 units in Q4 and receive \$8/unit USD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$9/unit USD MDF total
- Platinum: Sell a minimum of 75-99 units units in Q4 and receive \$10/unit USD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$12/unit USD MDF total

Eee PC 900/904 Series

- Silver: Sell a minimum of 25-49 units in Q4 and receive \$11/unit USD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$12/unit USD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$13/unit USD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$15/unit USD MDF total

Eee PC 901 Series

- Silver: Sell a minimum of 25-49 units in Q4 and receive \$12/unit USD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$14/unit USD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$16/unit USD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$18/unit USD MDF total

Eee PC 1000/1002/S101 Series

- Silver: Sell a minimum of 25-49 units in Q4 and receive \$14/unit USD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$16/unit USD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$18/unit USD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$21/unit USD MDF total

(Different series cannot be combined to achieve a higher MDF incentive level; same series different color can)

In order to receive ASUS Eee PC Partner Program benefits, resellers must adhere to the following practices for the entire program duration:

Maintain Eee PC Presence on website

- Maintain online landing page with ASUS Eee PC updated specs, photos and complete model names.
- Maintain homepage web banner for ASUS Eee PC with the slogan, "Easy to learn, work, and play. Exciting internet adventure. Excellent on the go."

Minimum Advertised Price (MAP) Policy:

- Minimum Advertised Price (MAP) cannot fall below 3% of the ASUS MSRP for all ASUS Eee PCs at any given time.
- MAP applies to ALL forms of advertising, including third-party sites (funded, sponsored, or placed by Partner)
- MAP applies only to advertised prices. ASUS Eee PC Partner Program Partners are free to set actual selling price of all ASUS Eee PC.

Agreement not to export:

- All units are to be sold in the USA and not exported to other regions.

Modification and Termination

- Violation of the MAP Policy will result in the termination of ASUS Eee PC Partner Program benefits immediately upon written notice by ASUS to the ASUS Eee PC Program Partner.
- Violation of the export agreement will result in the termination of ASUS Eee PC Partner Program benefits immediately upon written notice by ASUS to the ASUS Eee PC Program Partner.
- ASUS reserves the right to modify or terminate this MDF incentive program within 30 days after written notice to the ASUS Eee PC Program Partner.
- ASUS reserves the right to terminate the partnership of any ASUS Eee PC Program Partner at any time for violation of ASUS Eee PC Program terms and conditions.
- MDF amount will be based on POS reports provided by the ASUS authorized distributors.
- MDF will be provided directly from ASUS Computer International, and cannot be used to offset amounts owed by the Partner to ASUS or to its authorized distributors.

2008 Q4 ASUS *Eee PC* Partner Program
(Program Duration: October 1, 2008 to December 31, 2008)

ASUS Eee PC Partner Agreement

_____ (“Company”) hereby agrees to the following ASUS Eee PC Partner Program Guidelines:

Please select all distributors you will purchase from (**check all that apply**) (collectively, “Distributors”):

- ASI D&H Ingram Micro MALABS
- Synnex Tech Data Wintec

Company Name: _____

Company Address: _____
Street

City State Zip Code

Telephone No.: _____

Fax No.: _____

Email Address: _____

Eee PC Landing Website: _____

Terms & Conditions:

Company hereby acknowledges and agrees that Company’s entitlement to the benefits of the 2008 Q4 ASUS Eee PC Partner Program is subject to the following conditions:

1. Claims made by Company to ASUS Computer International (“ASUS”) in regards to 2008 Q4 ASUS Eee PC Partner Program must be made by submission of all invoices from selected Distributors after October 1, 2008 and before December 31, 2008. Claims made after January 31, 2009 will be invalid.
2. Company shall be solely responsible for complying with all applicable laws, statutes, rules, regulations and ordinances with respect to the reselling of ASUS products.
3. Company shall have and maintain all necessary approvals and permits to distribute the products and perform its obligations under (a) Company’s reseller agreement with the each Distributor, respectively, and (b) this Agreement.
4. If Company receives any notice or becomes aware of any violation of any law, statute, rule, regulation or ordinance by Company, its shall promptly notify ASUS of such notice or violation.
5. Company shall comply with all terms and conditions set forth in the attached Schedule 1 attached hereto and incorporated herein by reference.

 x

Signature

Name of Signer (Print)

Company Name (Print)

Title of Signer

Date

Please sign and Fax the document to **510-791-3715**.
You will receive signed approval confirmation by fax once the ASUS Eee PC Partner Program agreement is processed and approval.
For further questions, please email Eee_PC_Sales@asus.com

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ASUS Eee PC Partner Program - Incentive Schedule (for Canada only)

ASUS Eee PC purchases by ASUS Eee PC Partners from ASUS Eee PC Authorized distributors will qualify for the MDF incentive program:

Eee PC 701SD Series

- Bronze: Sell a minimum of 10-24 units in Q4 and receive \$7/unit CAD MDF total
- Silver: Sell a minimum of 25-49 units in Q4 and receive \$8/unit CAD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$9/unit CAD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$10/unit CAD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$12/unit CAD MDF total

Eee PC 900/904 Series

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- Silver: Sell a minimum of 25-49 units in Q4 and receive \$11/unit CAD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$12/unit CAD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$13/unit CAD MDF total
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- Gold: Sell a minimum of 50-74 units in Q4 and receive \$14/unit CAD MDF total
- Platinum: Sell a minimum of 75-99 units in Q4 and receive \$16/unit CAD MDF total
- Diamond: Sell a minimum of 100 or more units in Q4 and receive \$18/unit CAD MDF total

Eee PC 1000/1002/S101 Series

- Bronze: Sell a minimum of 10-24 units in Q4 and receive \$12/unit CAD MDF total
- Silver: Sell a minimum of 25-49 units in Q4 and receive \$14/unit CAD MDF total
- Gold: Sell a minimum of 50-74 units in Q4 and receive \$16/unit CAD MDF total
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ASI Canada Superom Synnex Canada

Company Name: _____

Company Address: _____

Street

City

State

Zip Code

Telephone No.: _____

Fax No.: _____

Email Address: _____

Eee PC Landing Website: _____

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3. Company shall have and maintain all necessary approvals and permits to distribute the products and perform its obligations under (a) Company’s reseller agreement with the each Distributor, respectively, and (b) this Agreement.
4. If Company receives any notice or becomes aware of any violation of any law, statute, rule, regulation or ordinance by Company, its shall promptly notify ASUS of such notice or violation.
5. Company shall comply with all terms and conditions set forth in the attached Schedule 1 attached hereto and incorporated herein by reference.

 x

Signature

Name of Signer (Print)

Company Name (Print)

Title of Signer

Date

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