

LinkShare Policies and Procedures – Billing and Collections Effective September 1, 2001

This document outlines LinkShare's policies and procedures for merchant payments of LinkShare fees and affiliate commissions. It begins with a summary of the payment cycle and ends with detailed information on policies regarding invoice adjustments, late payments, reporting incongruities and unspecified remittances. These policies and procedures apply to all LinkShare merchants, subject, of course to the specific express terms of each merchant's individual Merchant Agreement with LinkShare.

LinkShare's Affiliate Payment Service is provided under and subject to the terms and conditions of your Individual Merchant Agreement with LinkShare (including, without limitation, the warranties and liability disclaimers and limitations contained in your Merchant Agreement). By your continued use of the service, however, you agree to comply with the policies and procedures stated in this document.

Please consider that this payment schedule is for the benefit of merchants and affiliates. Implementation comes in response to feedback from LinkShare affiliates, who list prompt payment as the most important consideration when evaluating a merchant partner. Delayed payment results not only in affiliate dissatisfaction, but also in increased customer service costs, thus decreasing your ROI and affecting your reputation as a valued business partner.

OVERVIEW

This document outlines LinkShare's policies and procedures for:

- Timely payment of affiliate commissions
- Timely payment of LinkShare fees
- Adjustments of transaction data
- Additional payment related policies.

KEY REVISIONS TO POLICIES

The key revisions to the current policies are:

- Invoices and payments for affiliate commissions and LinkShare fees are now on the same schedule
- The schedule has been accelerated and condensed. You will now see your invoices by the fourth business day of each month. Payments to LinkShare for both affiliate commissions, if you accept the special offer, and LinkShare fees will be due the last day of the month in which the invoices are posted.
- All returns and cancellations must be submitted within 90 days of the transaction date.
- Any requests for invoice adjustments must be submitted by the 15th of the month in which the invoice was posted.
- All affiliate commissions will be invoiced and disbursed monthly.

SUMMARY OF PAYMENT CYCLE – AFFILIATE COMMISSIONS AND LINKSHARE FEES

Please see below for the detail on exactly how the new policies will be applied in September:

September 1 - 30: All transactions occur and are submitted to LinkShare during the month.

September 30: September's billing cycle is closed at midnight (GMT). LinkShare "closes the books" and generates invoices for all fees due to LinkShare and affiliates.

The LinkShare invoice will include:

1. Fees for transactions and/or other tracked activities processed during the activity month.
2. Fees for transactions that were sent from merchants to LinkShare for periods prior to the activity month that were reported and processed during the month.

The Affiliate commission invoice will include:

1. Commissions for transactions and/or other tracked activities processed during the activity month.
2. Commissions for transactions that were sent from merchants to LinkShare for periods prior to the activity month that were reported and processed during the month.

October 4: On the **fourth business day** of the following month, invoices for affiliate commissions and LinkShare fees are posted in your LinkShare interface. LinkShare will send a reminder e-mail to both the marketing and billing contacts listed in the "Update Profile" section in your LinkShare interface. *Please be sure to keep the information in your account profile complete and up to date.*

For Affiliate Commissions: Please review, modify (if necessary) and submit approval of the affiliate invoice via the LinkShare interface. Upon submission of approved affiliate commissions, click on the "Printable Invoice for Your Accounting Department" link and print out the invoice. The invoice will reflect any adjustments you have made prior to submission. Please note that it is essential that you print this invoice and submit it to your accounting department immediately for prompt processing, since LinkShare will NOT mail copies of the affiliate invoice to you.

- If you opt for LinkShare check cutting through the special offer, you will submit payment to LinkShare for disbursement of checks to your affiliates.
- If you choose to continue to pay your affiliates directly, you will need to disburse checks to your affiliates at this time.

For LinkShare Fees: Please print out, approve, and submit your invoice for LinkShare fees to your accounting department in order to assure prompt and timely payment. Please note that it is essential that you print this invoice and submit it to your accounting department immediately for prompt processing. For your convenience, LinkShare will also mail a hard copy of the LinkShare fees invoice to you.

October 31: Payment in full is due for affiliate commissions and LinkShare fees.

If you would prefer to make an electronic transfer payment to LinkShare, please e-mail Howard Shapiro at hshapiro@linkshare.com .

November 7: By the **fifth business day** of the following month, if you have opted for LinkShare check cutting, LinkShare disburses affiliate commissions on your behalf.

If you continue to pay your affiliates directly, you must disburse payments to your affiliates by this date. Please be sure to include your company name and the period for which the payment applies on each check stub.

As soon as you send payments to your affiliates, you **must** input the send date in the "Affiliate Payment" section of the merchant interface. If this date is not entered, LinkShare will consider you to be delinquent in affiliate payments and will subject you to penalties (see "Late Payments" below).

ADDITIONAL RELATED POLICIES

Separate Payments Required

If you choose LinkShare check cutting through the special offer above, we ask that you please be sure to submit separate payments (checks or electronic transfers) for LinkShare fees and affiliate commissions. It is important to make sure that both affiliate and LinkShare checks are mailed together.

Late Payments

Merchants whose payments have not arrived by the last day of the month, or who have submitted a partial payment, will be subject to a Late Fee. For late affiliate payments, there may also be additional processing charges.

If you continue to disburse checks directly to your affiliates and you do not input the send date in the interface as specified above, your account will be considered delinquent. A merchant who is delinquent and has not responded to our collection efforts for either affiliate commissions or LinkShare fees will be subject to collection action.

Invoice Adjustment Window

Any requests for invoice adjustments must be submitted by the 15th of the month in which the invoice was posted.

- As a result, after the fifteenth day of the month in which invoices are posted, no more invoice adjustments will be accepted.
- For example, for the September billing period, adjustments will not be accepted after October 15.

Returns and Cancellations Window

All returns and cancellations must be submitted within 90 days of the transaction date.

- As a result, after the ninetieth day after a transaction was initially processed, a return for that transaction will not be processed.
- For example, for the September billing period, a return for a transaction initially processed on September 15:
 - Will be processed up to and including December 14
 - Will not be processed on December 15

Invoice Impact of Adjustments After Month Close

Adjustments to monthly activity (such as additional or deleted transactions, or revisions to LinkShare fees) that are reported after the last day of the activity month will be reflected in the following month's invoice.

ADDITIONAL IMPORTANT NOTES

Merchant Payment Information Available for Affiliates

As of May 2001, affiliates are provided with two reports regarding the payment practices of their merchant partners. Affiliates are utilizing this information to determine which merchants become key strategic partners. Because of this, LinkShare strongly encourages its merchants to adhere to the payment schedule outlined earlier in this document.

Payment Report

The first is the Payment Report that appears in the under the header “Your Account” in the affiliate interface. Affiliates can use this report to:

1. Review total commissions due for a selected month or payment period.
2. View commissions earned and the status of those commissions by merchant partner.
3. View the manner in which commissions are processed (i.e. by merchant or by LinkShare).
4. View the date and check number of commissions earned (only if LinkShare processes the payment).

Account : Payment Report

Note : This report does not include commissions earned in store credit .

Payment Period :

Payment Summary :
 Total Commission Due : \$0.00
[Change Payment Information in my Profile .](#)

How are payments processed ?
 Some merchants choose to mail their affiliate payments directly. Others choose to have LinkShare mail affiliate payments on their behalf. It is important to understand that the payment process is different in these two cases. If you'd like to know more about the two processes, we'd be happy to explain them.
[Click here for an explanation of the payment process .](#)
[Click here for help with this report .](#)
[Why don't my commissions shown in the Payment Report match those shown in the online reports for the same period ?](#)

Find Individual Merchant :

[A](#) [B](#) [C](#) [D](#) [E](#) [F](#) [G](#) [H](#) [I](#) [J](#) [K](#) [L](#) [M](#) [N](#) [O](#) [P](#) [Q](#) [R](#) [S](#) [T](#) [U](#) [V](#) [W](#) [X](#) [Y](#) [Z](#)

Display only those commissions due to be paid this month

Merchant Name	Checks Mailed By	Commission Earned This Period	Previously Deferred Balance	Merchant Adjustment <input type="text" value="0"/>	Total	Status of Payment <input type="text" value="0"/>
Total		\$0.00	\$0.00	\$0.00	\$0.00	

[Download this report](#)

Merchant Payment History Report

Affiliates also have access to historical information via the Merchant Payment History report (see below). Affiliates can use this report to:

1. Review total commissions
2. Review a merchant's payment history for the last six months—items such as the actual payment date and if the payment was partial or in full.

Account : Merchant Payment History

The Merchant Payment History section provides you with relevant six month historical information about a merchant's history of payments. All merchant programs into which you have been approved appear below, separated into two sections - LinkShare Payment Processing and Merchant Payment Processing.

LinkShare Payment Processing
 The below list displays all merchant programs into which you have been approved where LinkShare processes the payments. Merchants are responsible for having their Accounting department issue a payment to LinkShare for the total amount of their approved affiliate payments. After LinkShare receives the payment in full and authorization to pay, we make the approved payments to affiliates. The checks will come from LinkShare, with a note stating the merchant and period that the check is for. Information is provided to you about when such payments have been received by these merchants so that you may make informed decisions about the program in which you participate.

Note: Typically, the invoices are available to merchants by the 15th day of the month after the period for which the invoices are generated for.

[Click here for status definitions.](#)

Merchant ID	Merchant Name	Dec, 2000	Jan, 2001	Feb, 2001	Mar, 2001	Apr, 2001	May, 2001
560	LinkShare Referral Prg	Payment Received on Apr 23, 2001	Payment Received on Apr 16, 2001	Payment Received on Apr 16, 2001	Payment Received on May 14, 2001	Payment Received on Jun 07, 2001	Awaiting Payment
							Total 1 Merchants

Merchant Payment Processing
 The below list displays all merchant programs into which you have been approved where the merchant processes the payments directly. Because LinkShare is not involved when merchants pay affiliates directly, there is no information that we can provide to you regarding the history of payments for these merchants.

Merchant ID	Merchant Name

[Download this report](#)

Monthly Merchant Invoice and the Sales and Activity Report

The Sales and Activity Report cannot be used to reconcile past invoices. The reason for this is as follows: The Sales and Activity Report reflects all the activity that has been reported to LinkShare the moment the report is run and is based on the transaction date. Consequently, Sales and Activity Reports that are run on different dates may not reconcile, even if they are for the same time period. For example, a Sales and Activity Report run on August 1st for the month of July will differ from the same report run on August 15th (assuming additional July activity was submitted between these two dates). Because the Sales and Activity Report updates historic periods, merchants cannot use Sales and Activity Reports to reconcile past invoices.