

PARTICIPATING ADDENDUM

COMPUTER EQUIPMENT, SOFTWARE, PERIPHERALS AND RELATED SERVICES

MASTER PRICE AGREEMENT

XIOtech Corporation
Number A63316

STATE OF NEVADA

1. **Scope**

This Participating Addendum adds the State of Nevada as a Participating State to purchase from WSCA Master Agreement A63316 with XIOtech Corporation. All governmental entities within the State of Nevada including all State Agencies, the University and Community College System, the Court System, Legislative Counsel Bureau, Cities, Counties, Public Schools and political subdivisions are authorized to LAN Storage products. This agreement is NOT for the purchase of major, large hardware offerings. Individual units/configurations not to exceed \$50,000 each. Equipment shall be defined as LAN storage.

Political Subdivision Participation: Participation under this contract by political subdivisions (i.e. colleges, school districts, counties, cities, etc.) will be voluntarily determined by the political subdivision. The contractor agrees to supply the political subdivisions based on the same terms, conditions and prices.

Purchase Orders: Orders for Nevada State Agencies will be placed by formal purchase order issued by the Nevada State Purchasing Division. All orders will be shipped promptly in accordance with delivery guarantee and invoices shall be submitted to Nevada State Purchasing for payment. Invoices and all correspondence related to an individual order will reflect the purchase order number issued by Nevada State Purchasing. With the exception of computers, orders under \$1,000.00 may be placed direct by a using entity to the contract vendor

2. **Changes:**

The following provision is applicable to this Participating Addendum only and is in addition to the provisions contained in the Master Price Agreement.

Nevada Quarterly Reporting

XIOtech Corporation will provide a quarterly sales report showing the gross Nevada sales for the quarterly period just ended to the Primary Contact (Paragraph 3, below) in accordance with the following schedule:

<u>Quarter Ending</u>	<u>Report Due</u>
March 31	April 30
June 30	July 31
September 30	October 31
December 31	January 31

The quarterly report will be subtotaled by Purchasing Entity name by State agency or political subdivision. The quarterly report will also include any adjustments from prior periods, if applicable.

3. **Primary Contact:**

The primary participating entity contact for this participating addendum is as follows:

Name Marti Marsh, Purchasing Officer
Participating Entity Name Nevada State Purchasing Division
Address 515 E. Musser St., Suite 300, Carson City, NV 89701
Telephone: (775) 684-0180
Fax: (775) 684-0188
E-mail: mmarsh@purchasing.state.nv.us

The primary Contractor contact for this participating addendum is as follows:

Name: Mary Reuss
Contractor: XIOtech Corporation
Address: 6455 Flying Cloud Drive, Eden Prairie, MN 55344-3305
Telephone: 952.983.2433
Fax: 952.983.2527
E-mail: mary_reuss@xiotech.com

4. **Servicing Subcontractors:**

All purchase orders shall be sent and payments made directly to the Contractor. Service Subcontractors are not authorized to receive or accept purchase orders or payments.

This Addendum and the Price Agreement together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Price Agreement, together with its exhibits, shall not be added to or incorporated into this Addendum or the Price Agreement and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms.

The Master Price Agreement Number MUST be shown on all Purchase Orders issued against this Agreement.

IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by Contractor below.

Government Entity:

By: Marti Marsh

Name: Marti Marsh

Title: Purchasing Officer

Date: October 18, 2004

Contractor:

By: Steven E. Snyder

Name: STEVEN E. SNYDER

Title: CFO

Date: 10-21-04

