

PARTICIPATING ADDENDUM

COMPUTER EQUIPMENT, SOFTWARE, PERIPHERALS AND RELATED SERVICES

MASTER PRICE AGREEMENT

XIOtech Corporation

Number A63316

STATE OF SOUTH DAKOTA

1. Scope

Eligible participants in this agreement include all agencies, institutions, officers, boards, commissions and public universities of the State of South Dakota, and all political subdivisions of the State, including counties, municipalities and public school corporations within the State of South Dakota.

All purchases made from this price agreement by agencies, institutions, public universities, officers, boards or commissions of the State of South Dakota must be routed through the Office of Procurement Management or as directed by the Bureau of Administration. A purchase order issued by the Office of Procurement Management will authorize the purchase.

Political subdivisions of the State of South Dakota may purchase directly from the contractor according to their own procurement procedures.

2. Changes:

44. Reporting and Fees

B. Participating Entity Reports and Fees

2. The Contractor agrees to provide periodic utilization reports to the SD Office of Procurement Management in accordance with the schedule indicated in item 44. A. 1. of the Master Price Agreement. The reports shall provide itemized detail of all purchases made by all South Dakota eligible participants. Such reports shall be provided in Microsoft Excel format and be submitted via email or other acceptable method. The reports shall include the following information at a minimum: Public Entity Name, Address, City, State, Zip Code, Part Number, Part/Item Description, Category Description, Class Description, PO Date, PO Number, Quantity Purchased, Item Price and PO Total Price.

3. Primary Contact:

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

Name: Jeff T. Holden, Director

Participating Entity Name: State of South Dakota, Office of Procurement Management

Address: 523 E. Capitol Avenue, Pierre, SD 57501-3182

Telephone: (605) 773-3405

Fax: (605) 773-4840

E-mail: Jeff.Holden@state.sd.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:

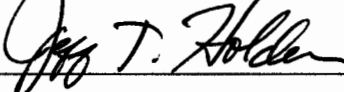
All purchase orders shall be sent and payments made directly to the Contractor. Service Subcontractors are not authorized to receive or accept purchase orders or payments.

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.

**South Dakota Office of Procurement
Management**

By: 

Name: Jeff T. Holden

Title: Director

Date: 9/8/04

XIOTech Corporation

By: 

Name: STEVEN G. SNYDER

Title: CFO

Date: 8-24-04

12