

## Memorandum of Understanding

On this 30<sup>th</sup> day of June, 2009, the signatories below representing New England ISTE (NEISTE) and CDI Computer Dealers, Inc. agree to define a well-structured partnership that holds great potential for both. CDI desires to support NEISTE's growth and development, enabling it to better serve its members and be more authoritative vetting partners to benefit its New England stakeholders. Toward that end, NEISTE will appraise CDI of NEISTE and its Affiliates' meetings.

Partnering with NEISTE, CDI intends to accomplish the following goals:

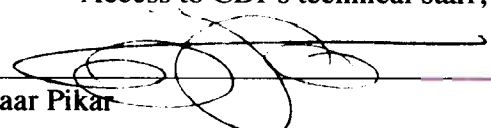
- Leverage NEISTE's voice to get CDI's message out to Affiliates' membership.
- Solicit steady feedback from the membership.
- Extract value and cost savings by aggregating volume.

As a NEISTE Partner CDI shall benefit as follows:

- NEISTE shall actively promote this agreement through the established pathways of each Affiliate, provided the affiliate promotes within NEISTE's By-laws.
- Prior approval for the use of NEISTE name and logo from its president or assignee is required.
- Affiliates shall provide a link to the NEISTE partner's page and individual Affiliates may choose to link directly to the partner's Website.
- Partner shall have opportunities to work directly with all NEISTE Affiliates.
- Partner shall receive the support of NEISTE in approaching New England state governments to secure state contracts.
- Affiliates shall add partner to preferred partnership list and extend opportunities to have a presence at education shows and events.

CDI shall provide value to NEISTE and its Affiliates by creating and/or providing the following:

- A dedicated program of discounts and preferred services to the complete membership:
  - \* Hardware discount of 10% on all on regularly advertised refurbished technology.
  - \* Additional monthly specials and contract pricing
  - \* Priority Service including free cross shipments on failures.
  - \* Extended warranties to 5 years for all hardware.
  - \* Free access to technical support through the life of the equipment
  - \* Discounted shipping rates.
  - \* Free collections days for technology waste.
- A Marketing Fund of 3% of all hardware purchases made by the members to be returned to all participants and to be distributed as NEISTE sees fit. CDI desires to assist in the strengthening of the organization and the propagation of its message.
- A dedicated Web portal to support the membership.
- A discounted Employee Purchase Plan (EPP) for all Educators and Students within the New England states.
- Access to CDI's sizable database of technical and market information.
- Access to CDI's technical staff, Whitepapers and surveys produced from time to time.

  
 Saar Pekar  
 SVP and General Manager  
 CDI Computer Dealers, Inc.

  
 Dennis Crowe  
 NEISTE President