

Term Contract

University Address
<b>The University of Tennessee</b> Purchasing Department 5723 Middlebrook Pike Knoxville , TN 37921

Vendor Address
Vendor No 1022264  CDW GOVERNMENT INC 230 N MILWAUKEE AVENUE VERNON HILLS IL 60061-9740

Information
<b>Date:</b> 10/05/2011 <b>Contract No:</b> 4600002070 <b>Validity Date From:</b> 10/01/2008 <b>Validity Date To:</b> 09/30/2012 <b>Payment Terms:</b> Within 30 days Due net <b>Delivery Terms:</b> U.T. Destination <b>Buyer:</b> Bradley New <b>Phone:</b> 865-974-3108 <b>Fax:</b> 865-974-2973 <b>Framework Order #:</b> 6500000446

Item	QTY	UM	Material/Description	Price Per Unit	Net Amount
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NOTICE OF CONTRACT EXTENSION

ORIGINAL VALIDITY PERIOD: 10/1/08 - 9/30/09

VALIDITY PERIOD: 10/01/11 - 9/30/12

EXTENSION: ONE (1) ADDITIONAL PERIOD OF ONE (1) YEAR UPON WRITTEN MUTUAL AGREEMENT.

VENDOR CONTACT INFORMATION:  
 EDEN FARSHCHI - PHONE 866-292-8057  
 FAX - 312-705-8188  
 EMAIL - [EDENFAR@CDW.COM](mailto:EDENFAR@CDW.COM)

ITEMS TO BE PICKED UP AT VARIOUS DEPARTMENTS ON THE UT CAMPUS AT KNOXVILLE AS REQUESTED OVER THE LIFE OF THE CONTRACT.

DOLLAR VALUE IS ESTIMATE ONLY.

00001	1	LOT	Servers	65,000.00	65,000.00
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Discounts listed are from Internet List Price

- ISS PROLIANT:
- ML100 Series - 30%
  - DL100 Series - 30%
  - ML300 Series - 35%
  - DL300 Series - 35%
  - ML500 Series - 35%
  - DL500 Series - 35%

- OPTIONS & ACCESSORIES:
- SI Memory - 34%
  - SI Processors - 35%
  - SI Hard Drives - 35%
  - SI Rack & Power-Proliant - 34%

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Item	QTY	UM	Material/Description	Price Per Unit	Net Amount
			SI Other Accessory Options-Proliant - 35%		
			HP SERVER WARRANTIES - 1%		
00002	1	LOT	Low End Desktops	104,000.00	104,000.00
			Discounts listed are from Internet List Price: HP Compaq - 34% HP desktop options - 36% (excludes printers)		
00003	1	LOT	Mid Range Desktops	65,000.00	65,000.00
			Discounts listed are from Internet List Price: HP Compaq Intel Desktops - 50% HP Compaq AMD Desktops - 58% -HP Desktop options - 36% (excludes printers)		
00004	1	LOT	High End Desktops	65,000.00	65,000.00
			Discounts listed are from Internet List Price: HP Compaq - 50% -HP Desktop options - 36% (excludes printers)		
00005	1	LOT	Specialty Desktops	65,000.00	65,000.00
			Discounts listed are from Internet List Price: LONG LIFE CYCLE: HP Compaq - 47% HP Compaq Options - 47%		
00006	1	LOT	Workstations	97,500.00	97,500.00
			Discounts listed are from Internet List Price: High End BTO - 42% MidRange BTO - 38.50%		

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Workstations Options - 35%

00007	1	LOT	Monitors	13,000.00	13,000.00
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Discounts listed are from Internet List Price:

- 15" Flat panel business monitors - 30.50%
- 17" Flat panel business monitors - 33.50%
- 19" Flat panel business monitors - 35%
- 20" Flat panel business monitors - 30.50%
- 22" Flat panel business monitors - 30.50%
- Workstation Monitors-20" LCD - 30.50%
- Workstation Monitors-24" LCD - 31.50%
- Workstation Monitors-30" LCD - 33%

00008	1	LOT	Hardware Services	13,000.00	13,000.00
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Discounts listed are from Internet List Price:

- Product Line Carepacks: Warranty uplift services-Desktops Hardware - 44%
- Product Line Carepacks: Warranty uplift services-Notebooks Hardware - 27%
- Product Line Installation - Carepack installation desktops/notebooks - 27%

00009	1	LOT	Notebooks	97,500.00	97,500.00
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Discounts listed are from Internet list price:

LOW END NX SERIES:

- HP CPQ Notebook 6515b Family- Portables-b series - 32.50%
- HP CPQ Notebook 6715b Family- Portables-b series - 32.50%
- HP CPQ Notebook 6720s Family- Portables-s series - 21%
- HP CPQ Notebook 6820s Family- Portables-s series - 22%
- HP CPQ Notebook 8710p Family- Portables-p series - 32.50%

MIDRANGE NC SERIES:

- HP CPQ Notebook 2510p Family- Portables-nc series - 32%
- HP CPQ Notebook 2710p Family- Portables-nc series - 32%

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HP CPQ Notebook 6910p Family- Portables-p series - 32%  
 HP CPQ Notebook 6510b Family- Portables-b series - 32.5%  
 HP CPQ Notebook 6710b Family- Portables-b series - 32.5%  
 HP CPQ Notebook 8510p Family- Portables-p series - 32%

HIGH END NW SERIES:

HP CPQ Notebook 8510w Family - 43%  
 HP CPQ Notebook 8710w Family - 43%

MINI NOTEBOOK PC ULTRAPORTABLE FOR EDUCATION:

HP Mini-Note PC 2133 Family - 15%  
 HP Mini-Note PC 2133 Options - 15%

OPTIONS:

All except 2133 Family - 29%

00010	1	LOT	Thin Clients	65,000.00	65,000.00
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Discounts listed are from Internet list price:

T51XX Family - 18%  
 T55XX Family - 23%  
 T57XX Family - 23%  
 Thin Client OPTIONS - 23%

00011	1	LOT	iPAQ Handheld Products & Accessories	26,000.00	26,000.00
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Discounts listed are from Internet list price

iPAQ HANDHELD PRODUCTS & ACCESSORIES:

iPAQ Accessories - Handheld Options - 16%  
 iPAQ 100 Series Family - Handheld Options - 16%  
 iPAQ 200 Series Family - Handheld Options - 16%

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iPAQ hx24xx Family - Handheld Options - 16%  
 iPAQ hx27ww Family - Handheld Options - 16%  
 iPAQ 900 Series Family - Handheld Options - 16%

00012	1	LOT	Storageworks	5,200.00	5,200.00
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Product number/% off list  
 A7445B - 6%  
 EH903A - 9%  
 EH842A#ABA - 9%  
 BB117BA - 22%  
 BB121BA - 20%  
 EH945SB - 6%  
 EH938A - 10%  
 B6961AA - 20%  
 B6963AA - 20%  
 B7038AA - 21.5%  
 HA109A3#7RE - 20%  
 HA109A3#7RH - 20%  
 HA109A3#7TU - 20%

00013	1	LOT	Tipping Point Hardware and Maintenance	250,000.00	250,000.00
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PERCENT DISCOUNT ON MSRP

HARDWARE - 30%  
 MAINTENANCE - 20%

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The terms and conditions of this Amendment shall be incorporated into the Agreement and supersedes the Agreement to the extent expressly provided herein. Each capitalized term used herein and not otherwise defined shall have the same meaning attributed to it in the Agreement.

The terms and conditions of the Agreement are hereby modified:

CATALOGUE PERCENTAGE DISCOUNT

CDW-G will offer the following pricing as part of the incentive program to The University of Tennessee and Public Institutions in the State of Tennessee that references this Agreement when placing an order with supplier.

Category/Description/Class	Code/Description/	% off Advertised
A Accessories	ST Storage Cases	7%
F Digital Imaging-Camera Scanner	DCDigital Cameras	5%
F Digital Imaging-Camera Scanner	DN Scanners	5%
F Digital Imaging-Camera Scanner	VCVideo Camcorder	5%
I Keyboard/Mice/Input Devices		7%
M Sound/Multimedia		15%
W Cables	CAMisc Cables	15%
W Cables	CCA/V Cables	15%
W Cables	MA Switch Bx&Cbl	15%
W Cables	SP Parallell&Serial cbl	15%
B Battery/Back-up/Power/Surge	APPwr Supplies/Adapters	7%
B Battery/Back-up/Power/Surge	BT Batteries	7%
B Battery/Back-up/Power/Surge	PO Surge Suppressor	7%
MANUFACTURE EXCLUSIONS: APC PRODUCTS		
D Data Storage	CRCD-ROM Drive	5%
D Data Storage	DD Disk Duplicators	5%
D Data Storage	DI Media	5%
D Data Storage	DRHard Drives	5%
D Data Storage	FDFloppy Disk Drives	5%
D Data Storage	VD DVD Drives	5%
MANUFACTURE EXCLUSIONS: IBM AND TANDBERG		
H Servers/Appliance Servers		1%
MANUFACTURE EXCLUSIONS: IBM, APPLE & SUN		

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L Laptop/Notebook/PDA Computers 1%  
 MANUFACTURE EXCLUSIONS: LENOVO AND APPLE  
 C Desktop Computers-HP Systems not specifically 1%  
 listed on the contract-this includes Hp Smart Buys  
 P Printers 1%  
 MANUFACTURE EXCLUSIONS: HP, LEXMARK, OKIDATA  
 S Software 5%  
 MANUFACTURE EXCLUSIONS: MCAFEE, ADOBE & MICROSOFT  
 CLASS EXCLUSIONS: ANTI-VIRUS  
 V Video/Monitors/Cards/Projectors DSDVD Video Players 4%  
 V Video/Monitors/Cards/Projectors PL2 Plasma Displays 4%  
 V Video/Monitors/Cards/Projectors TVTelevisions 4%  
 V Video/Monitors/Cards/Projectors VAVideo Adapters 4%  
 V Video/Monitors/Cards/Projectors VI Video/Monitor Acc 4%  
 V Video/Monitors/Cards/Projectors VLLCD Displays 4%  
 V Video/Monitors/Cards/Projectors VM CRT Video Monitors 4%  
 V Video/Monitors/Cards/Projectors VTTouchscreen Monitors 4%  
 MANUFACTURE EXCLUSIONS: EPSON, SMART TECHNOLOGIES, LENOVO, APPLE  
 Supplier will provide Customer and Public Institutions in the State of Tennessee with % off  
 Advertised pricing for the product categories listed above provided that Customer references this  
 Agreement when placing an order with Supplier. Advertised price is available on Supplier's web  
 site and CDWG.com.

**TIERED-REBATE STRUCTURE:**

Seller will provide Customer with a Rebate for the products offered on Seller's web site at [www.cdwg.com/ut](http://www.cdwg.com/ut) provided that Customer references this Agreement when placing an order with Seller. HP products purchased under the Agreement will be counted towards the aggregate spend.

Each year on the anniversary of the Rebate Effective Date, Seller will calculate the Rebate owed to Customer, if any, in accordance with the table below.

- 1.00% - Tier 1 \$1-10M
- 1.50% - Tier 2 \$10-20M
- 2.00% - Tier 3 \$20M+

The following example illustrates the calculation of the Annual Rebate.

(1) Assume that Customer has Annual Sales of \$1,000,000.00. A Rebate of \$10,000 (1% of

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\$1,000,000.00 of Annual Sales) is paid.

(2) Assume that Customer has Annual Sales of \$10,000,000.01. A rebate of \$150,000.00 (1.5% of \$10,000,000.01 of Annual Sales) is paid.

Any unpaid invoices that are due and owing to Seller will not be included in the calculation of Annual Sales, and Seller shall be entitled to set-off any unpaid invoices against amounts that Seller owes Customer under this Rebate. Seller will pay any amounts owed to Customer under this Exhibit within ninety (90) days from the one (1) year anniversary of the Rebate Effective Date.

For the purposes of this Rebate the following definitions will apply:

"Annual Sales" means the aggregate Net Revenue from all Sales invoices to Customer during a Year, reduced by (i) all returns from Customer accepted by Seller, and (ii) all allowances granted by Seller to Customer during such year.

"Net Revenue" means the invoiced amount of the sale price, license fee or service fee for each Sale, excluding freight, handling and tax.

"Rebate" means any monies due from Seller to Customer under this section.

"Rebate Effective Date" means the date of her Term contract 10/1/2008.

"Sale" means the sale of Product(s) specified in this Exhibit which when ordered references this Agreement.

"Year" means the period commencing on the Rebate Effective Date and ending on the day preceding the one year anniversary of the Rebate Effective Date.

Except as modified herein, all other terms and conditions of the Agreement shall remain in full force and effect.

**TIERED-REBATE STRUCTURE:** The total rebate amount will be calculated using the aggregate spend of all TN Public Institutions utilizing this contract. That total rebate amount will then be split among participating institutions based on their percentage of the total spend.

1.00% - Tier 1 - \$0-10M

1.50% - Tier 2 - \$10-20M

2.00% - Tier 3 - \$20M+

THIS CONTRACT IS BASED ON THE FOLLOWING:

- 1) CDW Government Incs' Renewal Letter Dated 9/29/11
- 2) CDW Government Incs' Quote #7000063881 Dated 6/11/08

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3) RFP Collective 30000891 Dated 5/15/08; Addn Dated 6/5/08

Questions concerning this contract should be directed to Brad New.

ACCEPTED BY:  
 The University of Tennessee  
 Samantha Johnson, Director of Purchasing

SJ/BN/