International Business Machines Corporation

AVNET INC
COLLIN COUNTY
2100 BLOOMDALE RD
MCKINNEY TX 75071-8318

November 3, 2010

Subject: Proposal for IBM Services

Reference: AQB3DV

DEAR CUSTOMER

Thank you for your interest in doing business with IBM. This proposal will allow you to customize your service contract to meet your current and future requirements. The Master Services Attachment, any applicable Statement of Work, Change Authorization, and the Schedule, contain the services we discussed and will allow you to add additional services as your requirements change.

The Master Services Attachment, any applicable Statement of Work, Change Authorization, and the Schedule will constitute the Agreement between us, once it is signed by both parties. The prices and terms and conditions are valid through February 01, 2011 provided your contract start date is on or prior to this date. If your contract start date is after the date listed above, this quote is for planning purposes only and is subject to change.

We appreciate your business, and look forward to delivering these services to you. Thank you for doing business with IBM.

NOTE: If Software Maintenance is part of your proposal, After License Fees may apply if proposal is signed after proposal start date. (see schedule)

Sincerely,

IBM Schedule for ServiceElite

This Schedule contains a listing of the Eligible Machines at the Specified Locations identified below for which IBM will provide the identified Services as described in the referenced Master Services Attachment and any referenced Statements of Work and Change Authorizations. The complete agreement between us about these Services consists of 1) this Schedule 2) the referenced Master Services Attachment and any referenced Statements of Work and Change Authorizations, and 3) the IBM Customer Agreement (or any equivalent agreement in effect between us).

Name and Address of Customer:

AVNET INC
COLLIN COUNTY
2100 BLOOMDALE RD
MCKINNEY TX 75071-8318

Customer Billing Address:

AVNET INC
AVNET INC HALLMARK DIV
A P TT400 09263
2021 LAKESIDE BLVD
RICHARDSON TX 75082-4301

Master Services Attachment Number: MA13KGC
Statement of Work Number: AQB3DV
Change Authorization Number:
Customer Number: 01028367

Schedule Number: AQB3DV
Revised Schedule: No
Schedule Effective Date: 11/03/2010
Proposal Reference Date: 10/01/2010

Transaction Contract Period:
Start Date: 10/01/2010
End Date: 09/30/2011
Renewal Contract Period: 0 Year(s)

***Charge Period Charges / Payment Plan (Inclusive of MES):**

WSU One Time Charges:	**0.00**
SWMA ALF One Time Charges:	**0.00**
MMS for CISCO HW One Time Charges:	**0.00**
MMS for CISCO SW One Time Charges:	**0.00**
MMS for Nortel One Time Charges:	**0.00**
One Time Charges:	**0.00**

***Maintenance Charges:**	**161,981.04**
***Service Charges:**	**32,235.67**
***TOTAL CHARGE PERIOD CHARGES:**	**194,216.71**

Charge Period:
Start Date: 10/01/2010
End Date: 09/30/2011

[1] **Accumulated Adjustment Invoicing option:** N

Automatic Inventory Increase Option Applies:
Machine Maintenance Services Option #1: **N**
Software Services Option #2: **N**

Price Protection Option: **Opt#3 Prepay Price Protection**
Pricing Method: **Line Item**

* Charges are based on the current inventory and services identified in this Schedule. Actual charges may vary with any additions, deletions, or changes to the inventory or services. Any applicable taxes are not included in the charge amounts herein but will be added to your invoice.

For a Machine subject to usage charges, in addition to the Service charge identified herein, you will be separately billed for usage in accordance with applicable usage rates and billing cycles.

The Parties need not to sign this Schedule, unless either of us requests it.

Agreed to:

AVNET INC

By: _____
Authorized signature
Name (type or print): _____
Date: _____

Agreed to:

International Business Machines Corporation

By: _____
Authorized signature
Name (type or print): _____
Date: _____

IBM Schedule for ServiceElite

Enterprise Total for Charge Period by Customer Number Inclusive of MES:

Customer No	Customer Name	Customer Location	Charges
01140328	AVNET INC	200 S MC DONALD, STE 230, MCKINNEY TX 75069-7601	88,852.83
01140530	AVNET INC	200 S MC DONALD, STE 230, MCKINNEY TX 75069-7601	99,294.97
01908379	COLLIN COUNTY	2100 BLOOMDALE RD, MCKINNEY TX 75071-8318	6,068.91
Total			**194,216.71**

Note: One Time Charges are not included in the Total

IBM Schedule for ServiceElite

Maintenance Machine List

–Eligible Machine Description– A Machine is only considered "Eligible" if it is operational and in conformance with its official published specifications on the contract start date.

Mfg	Type	Mod/ Feat	Add/ Rem	Order/ Serial Number	Related Order/ Serial Number	Product Description	Qty	Type of Svc	Maint. Svc	Charges	Charges Start	Charges Stop
				Specified Location: 01140328		City, State: MCKINNEY TX 75069-7601						
IBM	1519	100		000001FBD		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		00000203D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		00000216D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		000002C5D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		000002C6D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		00000560D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		00000627D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		00000647D		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1519	100		0000072DD		INTEGRATED XSERIES ADAPTER	1	B	1	88.19		
IBM	1733	1RU		0023B0505		EXP400 STOR. EXP. UNIT US	1	B	1	705.59		
IBM	1733	1RU		0023B1227		EXP400 STOR. EXP. UNIT US	1	B	1	705.59		
IBM	1740	1RU		0023C2771		DS4000 EXP700 STORAGE EXPAN	1	B	1	881.99		
IBM	1740	1RU		0023C2803		DS4000 EXP700 STORAGE EXPAN	1	B	1	881.99		
IBM	3542	2RU		0023A8887		FASTT200 STORAGE SER	1	B	1	1,678.73		
IBM	3590	H11		000019215		ENTERPRISE TAPE DRIVE	1	B	1	4,487.25		
IBM	3590	H11		0000BC311		ENTERPRISE TAPE DRIVE	1	B	1	4,487.25		
IBM	3590	H11		0000BC410		ENTERPRISE TAPE DRIVE	1	B	1	4,487.25		
IBM	3590	H11		0000BF486		ENTERPRISE TAPE DRIVE	1	B	1	4,487.25		
IBM	3590	H11		0000F7663		ENTERPRISE TAPE DRIVE	1	B	1	4,487.25		
IBM	7208	342		0000P5420		8MM EXTERNAL TAPE DRIVE	1	B	1	1,206.75		
IBM	7210	025		0000T0479		DVD-RAM DRIVE	1	B	1	199.17		
IBM	7210	025		0000T4542		DVD-RAM DRIVE	1	B	1	199.17		
IBM	7316	TF3		00001187B		FLAT PANEL CONSOLE KIT	1	B	1	281.18		
IBM	8669	5RX		0078LMX15		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078LMX34		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078LMX35		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078LMX58		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078PBV66		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078PBW35		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8669	5RX		0078PBW46		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		

See Legend for Details

IBM Schedule for ServiceElite

Maintenance Machine List

--Eligible Machine Description-- A Machine is only considered "Eligible" if it is operational and in conformance with its official published specifications on the contract start date.

Mfg	Type	Model Feat	Add Feat	Owner Serial Number	Related Order Serial Number	Product Description	Qty	Type of Svc	Maint Svc	Charges	Charge Start	Charge Stop
IBM	8669	5RX		0078PBX00		XSER342 1.4G 512 256/0HD S	1	B	1	661.49		
IBM	8670	11X		0078BN294		XSER345 2.0G 512 512/OHD S	1	B	1	661.49		
IBM	8670	11X		0078BN315		XSER345 2.0G 512 512/OHD S	1	B	1	661.49		
IBM	8674	31X		0078LR203		XSER330 1.26 512 256/0HD S	1	B	1	489.99		
IBM	8674	31X		0099N9161		XSER330 1.26 512 256/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPAGT38		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPAGT44		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPAGT50		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPAGZ12		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPAHA28		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPCWM79		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPCWP67		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPR7		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPT4		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPT8		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPW0		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPW8		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHPZ3		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHWG9		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMHYZ3		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPMPHW0		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	L1X		00KPMVRV0		XSER335 2.8G 512 512/0HDD S	1	B	1	489.99		
IBM	8676	21X		00KPNCT75		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPPGF71		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPPW988		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPPX076		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPRA643		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPRA667		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		
IBM	8676	21X		00KPTL481		XSER335 3.06G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPTR785		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		
IBM	8676	41X		00KPTT088		XSER335 2.0G 512 512/0HD S	1	B	1	489.99		

See Legend for Details

IBM Schedule for ServiceElite

Maintenance Machine List

--Eligible Machine Description-- A Machine is only considered "Eligible" if it is operational and in conformance with its official published specifications on the contract start date.

Mfg	Type	Model Feat	Addl Item	Order Serial Number	Related Order Serial Number	Product Description	Qty	Type of Svc	Multi Svc	Charges	Charges Start	Charges Stop
IBM	8676	G1X		00KPVGY60		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPVGY68		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPVGY72		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8676	G1X		00KPVGZ60		XSER335 3.2G 512 1GB/0HD S	1	B	1	489.99		
IBM	8687	7RX		0078KHT99		XSER440 4X2.0G 2MB 2GB/0HD S	1	B	1	1,661.09		
IBM	8687	7RX		0078ZTN14		XSER440 4X2.0G 2MB 2GB/0HD S	1	B	1	1,661.09		
IBM	8862	6RX		00KPZ5332		XSER365 2X3.0G 4MB 2GB/0HD S	1	B	1	720.29		
IBM	8862	6RX		00KPZ5346		XSER365 2X3.0G 4MB 2GB/0HD S	1	B	1	720.29		
IBM	8863	2RU		00KPM5411		XSER366 3.6G 1MB 2GB/0HDD S	1	B	1	720.29		
IBM	8863	2RU		00KPM5419		XSER366 3.6G 1MB 2GB/0HDD S	1	B	1	720.29		
IBM	8863	2RU		00KPM5420		XSER366 3.6G 1MB 2GB/0HDD S	1	B	1	720.29		
IBM	8863	2RU		00KPM5423		XSER366 3.6G 1MB 2GB/0HDD S	1	B	1	720.29		
IBM	8863	2RU		00KPM5466		XSER366 3.6G 1MB 2GB/0HDD S	1	B	1	720.29		
IBM	8870	4RX		0078R5822		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	4RX		0078R5827		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	4RX		00KPRN641		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	4RX		00KPRN718		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	4RX		00KPRN720		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	4RX		00KPRN729		XSER445 4X2.8G 2MB 2GB/0HD S	1	B	1	3,527.99		
IBM	8870	42X		00KPTYH70		XSER445 4X3.0G 4MB 2GB/0HDD S	1	B	1	3,527.99		
IBM	8870	42X		00KPWDW42		XSER445 4X3.0G 4MB 2GB/0HDD S	1	B	1	3,527.99		
Subtotal Without MES										**88,852.83**		
Subtotal With MES										**88,852.83**		
			Specified Location: 01140530			**City, State: MCKINNEY TX 75069-7601**						
IBM	3531	1RU		0023D2273		EXP 300	1	B	1	293.99		
IBM	6850	21U		0078Y5072		INT 1.7G 256 2X128 18.2/10 S	1	B	1	73.15 E		12/31/2010
IBM	6850	21U		0078Y5079		INT 1.7G 256 2X128 18.2/10 S	1	B	1	73.15 E		12/31/2010

See Legend for Details

IBM Schedule for ServiceElite

Maintenance Machine List

–Eligible Machine Description– A Machine is only considered "Eligible" if it is operational and in conformance with its official published specifications on the contract start date.

Mfg	Type	Model/ Feat	Add/ Rem	Order/ Serial Number	Related Order/ Serial Number	Product Description	Qty	Type of Svc	Maint Svc	Charges		Charges Start	Charges Stop
IBM	6850	21U		0078Y5091		INT 1.7G 256 2X128 18.2/10 S	1	B	1	73.15	E		12/31/2010
IBM	7310	CR2		00004058A		RACK-MOUNTED HMC	1	B	1	492.07			
IBM	8654	51Y		0078TG012		XSER330 1.0G 256 256/0HD S	1	B	1	489.99			
IBM	8654	51Y		0099N8969		XSER330 1.0G 256 256/0HD S	1	B	1	489.99			
IBM	8662	31Y		0023B6153		NF5500M20 500 512 256/OHD S	1	B	1	1,514.09			
IBM	9406	170		000048RTM		AS/400 E-SERVER	1	B	1	1,195.03			
		2290				MODEL 170 PROCESSOR	1						
IBM	9406	570		00006B65D		ESERVER I5	1	B	1	62,364.69			
		0595				PCI-X TOWER UNIT IN RACK	5						
		0595				PCI-X TOWER UNIT IN RACK	1						
		0920				2/4W SERV FEAT 570 2X8961	1						
		5294				1.8M I/O TOWER	1						
		7470				ENTERPRISE EDITION FOR #0920	1						
		7897				570 CUOD PROC ACTIVATION	2						
Subtotal Without MES										**67,059.30**			
Subtotal With MES										**67,059.30**			
			Specified Location: 01908379			**City, State: MCKINNEY TX 75071-8318**							
IBM	3576	L5B		000002283		TS3310 TAPE LIBRARY	1	B	1	4,381.81			
		8037				ULTRIUM 3 LVD SCSI TAPE DRIVE	2						
IBM	3576	E9U		000060719		TS3310 TAPE EXPANSION MOD	1	B	1	1,687.10			
		8037				ULTRIUM 3 LVD SCSI TAPE DRIVE	1						
Subtotal Without MES										**6,068.91**			
Subtotal With MES										**6,068.91**			

See Legend for Details

IBM Schedule for ServiceElite

Maintenance Machine List

–Eligible Machine Description– A Machine is only considered "Eligible" if it is operational and in conformance with its official published specifications on the contract start date.

Mfg	Type	Model Feat	Addl Rem	Order Serial Number	Related Order Serial Number	Product Description	Qty	Type of Svc	Maint Svc	Charges	Charges Start	Charges Stop
Total Charge Period Charges for Maintenance Machine List Without MES										**$161,981.04**		
Total Charge Period Charges for Maintenance Machine List With MES										**$161,981.04**		

See Legend for Details

IBM Schedule for ServiceElite

Services List

Customer Technical Contact Name (if applicable):
Customer Primary Technical Contact name :
Customer Primary Technical Contact phone number :

----------Eligible Machine Description----------

Type	Model	Serial/Order Number	Support Service	Product Group / Service Option	Qty	Charges	Service Start	Charges Start	Charges Stop
			Specified Location: 01140328	**City, State: MCKINNEY TX 75069-7601**					
			ALERT/PM DPOC PREREQ						
				DESIGNATED POINT OF CONTACT David Escamilla Tele 9725484100 e-mail descamilla@co.collin.tx.us					
Subtotal						**0.00**			
			Specified Location: 01140530	**City, State: MCKINNEY TX 75069-7601**					
			SWMA FOR IBM i			30,183.99			
				SOFTWARE MAINTENANCE P30 CHARGEABLE PROCESSORS FULL SHIFT	4				
9406	570	00006B65D			1				
			AS/400 LEGACY SOFTWARE SUPPORT			996.72			
				SUPPORT PRIME SHIFT					
9406	170	000048RTM			1				
			ALERT FOR iSERIES			527.48			
				HIPER PTF NOTIFICATION - ALERT					
9406	170	000048RTM			1				
			ALERT FOR iSERIES			527.48			
				HIPER PTF NOTIFICATION - ALERT					
9406	570	00006B65D			1				
Subtotal						**32,235.67**			
Total Charge Period Charges for Services List						**$ 32,235.67**			

Note: One Time Charges are not included in these totals.
See Legend for Details

Legends:

[1]Charge adjustments related to inventory and service changes will be accumulated and invoiced with your next standard invoicing cycle (may be sooner for annual or semiannual payment plans)

[2]TYPE OF SERVICE

A) On-Site Repair/Exchange Services, Monday through Friday (excluding holidays), 8am to 5pm, next business day
B) On-Site Repair/Exchange Services, 7 days a week, 24hrs/day.
C) On-Site Repair/Exchange Services, Monday through Friday (excluding holidays), 8am to 5pm, 4 hour response objective
This type of repair service includes a response objective and is not a guarantee.
D) On-Site Repair/Exchange Services, 7 days a week, 24hrs/day, 2 hour response objective.
This type of repair service includes a response objective and is not a guarantee.
X) EasyServe (remotely delivered services)

[3]MAINTENANCE SERVICES

1) Maintenance of IBM Machines
2) Maintenance of non-IBM Machines
3) Warranty Service Upgrade
4) Maintenance of Cisco Products
5) Maintenance of IBM Machines - Enhanced Service Response
6) Service for Machines Withdrawn from IBM Maintenance
7) Non-IBM Service for Machines Withdrawn from IBM Maintenance
8) Maintenance of IBM Machines (Labor Only)
9) Non-IBM Memory Exchange
10) Enhanced Parts Inventory
11) Spare Machine
12) Key Operator Support
13) Maintenance of non-IBM Machines during the Manufacturer's Warranty Period
16) IBM Maintenance Services - First Line Maintenance for Wincor Nixdorf ATMs
17) IBM Maintenance Services - Applications Maintenance Services for Wincor Nixdorf ATMs
18) Post Installation Coverage (PIC) Service Upgrade, for selected Non-IBM Machines

[4]Charges shown are for the Charge Period

A (C) indicates a Machine that will have Usage Charges billed separately
An (E) indicates a Machine that has been announced as withdrawn from generally available Maintenance Service
An (F) indicates an Assumptive Product included in the total Charge Period Price that has a manually inserted serial number and configuration provided by the customer
An (H) identifies a Machine on an existing ServiceElite/ServiceSuite/ ServiceElect CHIS contract with duplicate Maintenance Services Coverage
An (M) indicates an MES on order is not shown and applicable pricing not included
A (K) indicates Assumptive Products included in the total Charge Period Price that are based on the customer provided configuration
An (N) indicates that the product is a non-GSA Schedule item
An (O) indicates a One Time Charge
A (P) indicates averaged billing or annual prepayment
An (S) indicates a manual order installation date change
An (R) indicates the usage charge rate (Feet, Hours, or Impressions) for a machine under a usage plan
A (U) indicates Usage Charges which are measured in either Feet, Hours, or Impressions
A (W) indicates a Machine under Warranty
An (X) indicates On-order Products which are shown for planning purposes only
A (Y) indicates On-order MES products which are shown for planning purposes only. These charges are included in the related machine.

[5]Charges Start/Stop dates shown are those that differ from the Contract Period Start/End Dates