Carahsoft Technology Corp.
Master Cloud Services Agreement
Amendment 5

This Amendment to the Master Cloud Services Agreement (MCSA0016), is between Carahsoft Technology Corp. ("Service Provider) having an office at 1860 Michael Faraday Drive, Suite 100, Reston, VA 20190, and the State of Ohio, Department of Administrative Services ("the State"), having its principal place of business at 30 East Broad Street, 40th Floor, Columbus, Ohio 43215 (jointly referred hereto as the "Parties"), and is effective as of the date signed by the State. It amends that certain Master Cloud Services Agreement between the Parties dated August 14, 2013.

Purpose. The Amendment is being executed to add the following:

1. Dealers and Distributors provisions as a subsection to Section 1.7 Relationship of Parties and Subscribing Entity(s) of the Master Cloud Services Agreement, and
2. The addition of SHI International Corp. as a dealer on the CBTS Master Cloud Services Agreement.

1.7.1 Dealers and Distributors.

The State authorizes the Service Provider to name one or more dealers to work with the State on behalf of the Service Provider. But if the Service Provider decides to use any dealers, the Service Provider must submit the name, principal business address, addresses for Orders and for payments, and telephone number. The Service Provider also must submit a completed W9 form for each dealer it wishes to name under this section. The Service Provider's submission must be on its official letterhead, signed by an authorized representative, and addressed to the address listed here:

Ohio Department of Administrative Services
Office of Information Technology
Enterprise IT Contracting
30 E. Broad Street, 39th Floor
Columbus, Ohio 43215

In doing so, the Service Provider warrants that:

i. The Service Provider has provided the dealer with a copy of this Agreement, and a duly authorized representative of the dealer has agreed, in writing, to be bound by the terms and conditions in this Agreement.
ii. Such agreement specifically provides that it is for the benefit of the State as well as the Service Provider.
iii. The Service Provider will remain liable under this Agreement for the Services of its dealers and will remedy any breach of any of its dealers under this Agreement.
iv. Payments under this Agreement for the Services of any dealer may be made directly to that dealer, and the Service Provider will look solely to the dealer for any payments due to the Service Provider once the State has paid the dealer.
v. To the extent that there is any liability to the State arising from doing business with a dealer that has not signed the Agreement required under this section with the Service Provider, the Service Provider will indemnify the State for such liability.

If the Service Provider wants to designate a dealer that will not receive payments (a "distributor"), the Service Provider may do so by identifying the person or organization as a distributor in the authorizing letter. In such cases, information regarding taxpayer identification and payment addressing may be omitted, as may the distributor's W9 form. All other requirements and obligations for designating a dealer apply to designating a distributor.

The State strongly encourages the participation of small and disadvantaged businesses in its contracting programs and has created certification programs for Minority Business Enterprises (MBEs) and to Encourage Diversity Growth and Equity (EDGE) in State contracting.

Addition of Dealer / Distributor. The Service Provider is adding SHI International Corp. to the MCSA agreement with the State of Ohio as a dealer per Subsection 1.7.1 Dealers and Distributors, of the MCSA.

Dealer Information:
Name: SHI International Corp.
Principal Business Address: PO Box 952121
Dallas, TX 75395-2121

Address for Orders and Payments:
290 Davidson Ave
Somerset, NJ 08873

Telephone Number: 614-276-3191

Authorization of Distributor: Attached
Distributor's Acceptance: Attached

In Witness Whereof, the Parties have executed this Amendment, which is effective on the date the State's Authorized representative signs it on behalf of the State, ("Effective Date").

CARAHSOFT TECHNOLOGY CORPORATION	**STATE OF OHIO, DEPARTMENT OF ADMINISTRATIVE SERVICES**
Ellen Lord	Robert Blair /SRD
Signature	**Signature**
Ellen Lord	Robert Blair
Printed Name	**Printed Name**
Contracts Manager	Director
Title	**Title**
03/16/2016	4/7/16
Date	**Effective Date**