

LETTER OF INTENT

[to be prepared on letterhead of purchaser]

September 4, 2008

[name of addressee]

[address]

Attention: [name of contact person]

Re: *Letter of Intent to Purchase Computer Equipment*

Dear Sirs:

[Name of Buyer] ("Buyer") intends to purchase from [Name of Supplier] ("Supplier"), and Supplier intends to sell to Buyer certain computer hardware, software, peripherals and accessories ("Equipment"). The purpose of this Letter of Intent is to define the relationship between the companies, to summarise our discussions to date in this regard, and to confirm our respective intentions regarding the proposed transaction.

1. Buyer intends to purchase from Supplier the Equipment as set out in the attached Schedule, at the prices as set out in the Schedule or such lower prices as the parties may negotiate. All prices will be at or below normal dealer or street pricing. All prices are quoted without freight or delivery charges, or applicable taxes. Buyer agrees to keep all price quotes confidential.
2. Buyer [has provided / will provide] Supplier with a deposit of \$###.##, which shall be promptly refunded in full in the event that negotiations between the parties are terminated for any reason.
3. The parties agree to use good faith and their best efforts to conclude a binding final purchase and sale agreement on or before _____. In the event that a final agreement is not signed on or before such date for any reason, the parties shall each have the right to terminate the negotiations without liability.
4. During the negotiations hereunder, both parties agree to comply with all applicable laws and regulations.

THIS IS A 3-PAGE DOCUMENT.