Tech Data Corporation
Assignment of Proceeds ("AOP") Program Overview

Assignment of Proceeds is a financing approach in which the End-user pays Tech Data directly for purchases made by the Reseller. This program requires the End-user and the Reseller to be credit qualified for the amount of the transaction. If approved, the Reseller's credit limit will be extended for the amount of the AOP deal and will allow the Reseller's regular credit limit to be available for normal purchases. The Reseller has to be in business for at least one year and must have an account with Tech Data for one year. The account has to be in good standing and the AOP transaction must be a minimum of $15,000.00.

This program requires no fee and minimum paperwork. The Reseller will need to prepare and sign a 'Notice of Assignment' ("NOA") on their letter head with wording provided by Tech Data and have the End-user sign this document, agreeing to remit payment directly to Tech Data within terms of net 30. Resellers have an option of using Tech Data's trade name 'Optimum Financial' at their discretion if the Reseller does not want their purchasing or financing source known. The sample NOA can be found at the end of this material. Documents such as the Reseller's purchase order to Tech Data and a copy of the End-user's purchase order to the Reseller will be needed. A sample copy of the Reseller's proposed invoicing to the End-user showing Tech Data as the "remit to" along with terms of Net 30 (or less) will also be needed. Generally, Tech Data will also require a signed Security Agreement from the Reseller to consider extraordinary credit extensions.

Once all paperwork is received by Tech Data and the NOA signatures have been verified, the order can be placed. Tech Data will notify the Reseller immediately when payment has been received. Any proceeds, taxes, service fees, etc. will be reimbursed to the Reseller within 7 business days. Please keep in mind that our late fee policy will apply (assessed at 1.5%) if the end-user does not pay within the terms of net 30 days.

If you are interested in the AOP program, please contact the Tech Data Financial Services Team at (800) 553-7921 ext. 77470 or by email to FinancialServices@techdata.com.

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Assignment of Proceeds ("AOP") Program Steps

1. **Pre-approval Process** The reseller will need to provide the End-user's full business name, address and phone number along with the Reseller's most recent financial statements. If Tech Data can not retrieve the End-user's financial statements, the Reseller will need to request a copy from the End-user. The first step is to fill out the pre-approval worksheet and submit it to Tech Data Financial Services.

2. **Approval Process** Tech Data will review the proposed transaction after the information has been provided and will notify Reseller once a decision has been made – usually within 24 hours.

If Tech Data approves the transaction, the Reseller will need to forward Tech Data the following documents:

3. **Notice of Assignment** This document is to be placed on the Reseller's letterhead, addressed to the End-user and showing checks payable directly to Tech Data (or Optimum Financial) and signed by an authorized officer of the Reseller. This document will need to reflect payment terms of Net 30 or less.

4. **End-User Purchase Order to Reseller** A copy of this document should be sent to Tech Data and reflect payment terms of Net 30 or less.

5. **Reseller Purchase Order to Tech Data** A copy of this document should be sent to Tech Data and should show ship to address information and product descriptions matching both the End-user purchase order line items and the Tech Data order line items.

6. **Reseller's Invoice to End User** A copy of a sample invoice should be sent to Tech Data and should reflect Net 30 terms or less and show Tech Data's (or Optimum Financial) remit-to address.

7. **Security Information Form** (if required) This form is used to gather information needed to prepare a Security Agreement. Reseller will need to complete this form and send it back to Tech Data.

8. **Security Agreement** (if required) This document is prepared by Tech Data and sent to the Reseller. An authorized officer of the company is required to review and sign this document before sending it back to Tech Data via fax and surface mail.

Once all the above documents have been received by Tech Data, the next step is:

9. **Place Order** Reseller will need to advise their Tech Data Sales Representative when the order is placed that it is an AOP Order.

10. **Reimbursement** Tech Data will notify the Reseller once payment has been received from the End User. A check in the amount of the excess funds received from the End User (reseller's profit mark-up, sales tax, service fees, etc.) will then be issued to the Reseller.

* The use of the AOP program does not relieve the Reseller from the responsibility of timely payment of invoices. If funds are not received from the End-user within 30 days or less, a late fee will be reflected on the Reseller's account and the Reseller may be required to remit payments directly to Tech Data, at Tech Data's sole discretion. Past due payments on AOP transactions can impact non-AOP shipments.

Please return all documents to Tech Data Financial Services via fax to 727-532-8085 or by email to
FinancialServices@techdata.com

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Assignment of Proceeds Pre-Approval Worksheet

Reseller should complete this worksheet which is needed to obtain critical information about the End-User and the Reseller in order to review the AOP transaction. All transactions are subject to approval from Tech Data Financial Services before any order can be released as an AOP. The reseller will be contacted if any additional information is needed.

(All sections are required)

Information on the End –User:

Legal Name of Business:

_____

D/B/A (Doing Business As Names):

_____

Primary Address (Street, City, State, Zip Code):

_____

_____

Phone Number:

_____

Principal Name and Title (person who will be signing the Notice of Assignment):

_____

Information on the Reseller:

Tech Data Account Number: _____

Person to contact with regards to the AOP transaction. Name, Phone Number and Email Address:

_____

Information on the Transaction:

Product Line and Dollar Amount of PO to Tech Data: _____

Reseller's Role:

_____

Fax along with this sheet Reseller's most recent financials statements

**Please return to Tech Data Financial Services
via fax to 727-532-8085 or by email to
FinancialServices@techdata.com**

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[This document is for ongoing payment assignment arrangements with Tech Data Corporation. Reseller should place the following wording on their letterhead.]

NOTICE OF ASSIGNMENT LETTER (Tech Data Corporation)

Date

[Address to End User]

Gentlemen:

Pursuant to an understanding between _____ (Reseller) and one of its suppliers, TECH DATA CORPORATION, Reseller is requesting that all payments made by you be made payable to TECH DATA CORPORATION and remitted to TECH DATA CORPORATION per the following:

1. All checks for purchases from reseller will be made payable to Tech Data Corporation.
2. Checks will be remitted to the following address:

      Tech Data Corporation
      PO Box 905204
      Charlotte, NC 28290-5204

3. Payment terms are: _____.

The foregoing is intended solely to facilitate payment of Reseller's obligations to TECH DATA CORPORATION and does not in any way alter any other terms and conditions of your purchase from Reseller, nor does it reflect upon the credit stature of Reseller. Payment terms may not be modified without the consent of TECH DATA CORPORATION. **You agree that partial shipments are acceptable and partial payments will be made upon acceptance of any partial shipments.**

If TECH DATA CORPORATION is named on your Purchase Order, by signing this Agreement you acknowledge that TECH DATA CORPORATION is not bound to the terms and conditions stated on your Purchase Order, and such terms and conditions do not apply to TECH DATA CORPORATION, but only between Reseller and you. Please indicate your acceptance of the above described payment arrangement by signing and returning the enclosed extra copy of this letter. After you have accepted this arrangement, any modifications must be made only with the joint written consent of both the Reseller and TECH DATA CORPORATION.

Sincerely,

AGREED TO AND ACCEPTED:

_____   _____
Reseller's NAME (Please print)   End User's NAME (Please print)

_____   _____
Authorized Signature   Authorized Signature

_____   _____
Title and Phone Number   Title and Phone Number

_____   _____
Date   Date

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NOTICE OF ASSIGNMENT LETTER (Optimum Financial)

Date

[Address to End User]

Gentlemen:

Pursuant to an understanding between _____ (Reseller) and OPTIMUM FINANCIAL, Reseller is requesting that all payments made by you be made payable to OPTIMUM FINANCIAL and remitted to OPTIMUM FINANCIAL per the following:

1. All checks for purchases from reseller will be made payable to Optimum Financial.
2. Checks will be remitted to the following address:

      Optimum Financial
      PO Box 905204
      Charlotte, NC 28290-5204

3. Payment terms are: _____.

The foregoing is intended solely to facilitate payment of Reseller's obligations to OPTIMUM FINANCIAL and does not in any way alter any other terms and conditions of your purchase from Reseller, nor does it reflect upon the credit stature of Reseller. Payment terms may not be modified without the consent of OPTIMUM FINANCIAL. **You agree that partial shipments are acceptable and partial payments will be made upon acceptance of any partial shipments.**

If OPTIMUM FINANCIAL is named on your Purchase Order, by signing this Agreement you acknowledge that OPTIMUM FINANCIAL is not bound to the terms and conditions stated on your Purchase Order, and such terms and conditions do not apply to OPTIMUM FINANCIAL, but only between Reseller and you. Please indicate your acceptance of the above described payment arrangement by signing and returning the enclosed extra copy of this letter. After you have accepted this arrangement, any modifications must be made only with the joint written consent of both the Reseller and OPTIMUM FINANCIAL.

Sincerely,

AGREED TO AND ACCEPTED:

_____   _____
Reseller's NAME (Please print)   End User's NAME (Please print)

_____   _____
Authorized Signature   Authorized Signature

_____   _____
Title and Phone Number   Title and Phone Number

_____   _____
Date   Date

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