

**THIRD ADDENDUM TO THE VENDOR CONTRACT BETWEEN
THE COOPERATIVE PURCHASING NETWORK ("TCPN") AND
LOWE'S HOME CENTERS, INC.**

WHEREAS, The Cooperative Purchasing Network ("TCPN") and Lowe's Home Centers, Inc. ("Lowe's") entered into a Vendor Contract for MRO Equipment, Supplies and Related Items & Services Solicitation Number: 09-25, Contract Number: R4954 (the "Agreement"), which was effective as of April 13, 2010 (the "Effective Date");

WHEREAS, on February 10, 2011, TCPN renewed the Agreement with Lowe's for an additional year, which Agreement has a current expiration date of March 31, 2012;

WHEREAS, TCPN and Lowe's entered into Addendum A to Vendor Contract for MRO Equipment, Supplies and Related Items & Services Solicitation Number: 09-25 ("Addendum A"), effective as of April 13, 2010, to amend the Agreement and clarify certain duties and responsibilities;

WHEREAS, TCPN and Lowe's entered into the Second Addendum to the Vendor Contract for MRO Equipment, Supplies and Related Items & Services Solicitation Number: 09-25, Contract Number R4954 ("Second Addendum"), effective as of October 28, 2010, to amend the Agreement and clarify certain duties and responsibilities;

WHEREAS, TCPN and Lowe's each ratify and affirm the terms of the Agreement as modified by Addendum A to the Agreement and the Second Addendum to the Agreement, and each party's assumption of obligations thereunder;

WHEREAS, TCPN and Lowe's seek to further amend the Agreement to clarify further the terms governing the Agreement to conform to the intent of the parties.

NOW, THEREFORE, this Third Addendum modifies the Agreement, as amended by Addendum A and the Second Addendum, effective on the date of the latest signature below, as follows (tab references are to the Lowe's Home Centers, Inc. TCPN Contract):

1. Tab 3, Company Profile, Question 11, what differentiates your company from competitors, Delivery, is amended to read as follows:

Delivery

Lowe's has one of the largest fleets of supply and construction delivery vehicles in the business to provide TCPN members with what they need when they need it. And just

like our extended business hours, our delivery fleet runs 7 days per week to ensure we meet the needs of our valuable business customers.

**** Note that delivery times to rural or remote locations outside of the Continental United States may vary depending upon location. Customers in these areas should contact their local Lowe's store for delivery information.**

For TCPN members, a significantly reduced fee of \$20 for deliveries will also be made available. This is a significant savings compared to normal \$65 – \$90 delivery fees depending on local market conditions. Delivery fees on orders over \$500 will be waived.

****Note that delivery to locations outside of the Continental United States may be subject to additional delivery fees depending upon location and mode of delivery. These additional fees apply to all orders, including orders over \$500. Customers in these areas should contact their local Lowe's store for delivery information.**

2. Tab 3, Company Profile, Question 11, what differentiates your company from competitors, Volume Pricing with Quote Support Program (QSP), is deleted in its entirety.

3. Tab 3, Company Profile, Question 11, what differentiates your company from competitors, Easy Ordering, is deleted in its entirety.

4. Tab 3, Company Profile, Question 14, Describe your firm's capabilities and functionality of your on-line catalog / ordering website, is amended to read as follows:

14. Describe your firm's capabilities and functionality of your on-line catalog / ordering website

Lowe's.com (www.lowes.com) is our primary public website and on-line product resource. It can be used by Government agencies, businesses and retail customers as a valuable resource for researching products, services, and how-to projects. For businesses such as government agencies that are members of TCPN, it can assist with purchasing decisions for products and services Lowe's offers. LowesForPros.com is an affiliated website and an additional resource for businesses and business professionals that can be accessed directly at www.lowesforpros.com or from www.lowes.com.

- a. Access to Lowe's Quotation Center for TCPN members to submit electronic requests for quotes.
- b. Exclusive special product offers for TCPN members – examples may include 15% off paint, \$10 off next \$50 purchase, etc.

- c. Convenient and easy access to Lowe's business credit center for online account management.
- d. Online dimensional lumber and plywood pricing.
- e. Convenient and easy access to Material Safety and Data Sheets (MSDS) for Paint & Cleaning Products.
- f. Informative business tips and articles.
- g. Construction calculators for estimating materials and labor-hours for jobs.

Becoming a Registered TCPN / www.lowesquotes.com Customer:

TCPN members will place all orders and quote requests directly through www.lowesquotes.com (the "Lowe's Quote Center" or "LQC")

Steps to order from the LQC are as follows:

- a) Each TCPN member must establish an account on www.lowesquotes.com to begin the online ordering process.
- b) TCPN members will need to send an email to TCPN@lowes.com in order to receive the contract ID needed to set-up an LQC Account. "TCPN Contract ID Request" should be in the subject line of the email.
- c) To establish an account, go to www.lowesquotes.com and select "Go National".
- d) Enter the TCPN contract ID in the 'National ID Code' field to set up your profile.
- e) Upon completing the registration process you will receive a second unique code in order to create your Password for this account – this will be sent to you via the email you registered to the account.

Online Ordering For Customers NOT CURRENTLY TCPN Members: You can become a member of TCPN in minutes by going to <http://www.tcpn.org> and selecting the "Membership" tab located at the top of the home page and completing the online application. Registration is free. Once the TCPN membership application process is complete you can become a registered TCPN / www.lowesquotes.com customer, following the steps set out in the preceding paragraph.

Registered in both places and ready to shop with Lowe's? Here are the steps to request a quote and/or order using the TCPN contract R4954 in www.lowesquotes.com:

- Go to www.lowesquotes.com and enter in your username and password and select 'Submit'.
- Select 'Request a Quote' or 'Submit an Order'.

- Enter your zip code and select 'Go' to find the Lowe's store nearest to your delivery location.
- Select the Lowe's Store of your choice.
- Select the items and enter the quantities you need for each.
If you don't know the Lowe's item number you may use the 'Keyword / Item Search' feature to get the Lowe's item number.
- Select 'Continue' to receive your quote.
- Select 'Request Order' to submit an order.

My order is complete – what do I do next?

- Review your 'Quote Profile Information' – if necessary, you can edit your profile at this step by selecting 'Edit Profile Info'.
- Review and/or update 'Payment Information' by selecting 'Edit Payment Info'.
- Review and/or update 'Delivery Information' by selecting 'Edit Delivery Info'.
- Review and/or edit your 'Order' by selecting 'Edit Order'.
- Submit your order by selecting 'Submit Order'.

IMPORTANT INFORMATION WHEN USING THE LOWE'S TCPN CONTRACT R4954 ON-LINE:

- ALL orders submitted via www.lowesquotes.com will be processed within 24 hours upon submitting request as outlined above.
- TCPN Customers in California, Oregon, Washington, Alaska and Hawaii – Please Note The Following:
 - Orders submitted AFTER 2PM PST will be fulfilled the next business day.
 - Delivery times to locations outside of the Continental United States may vary depending upon location. Customers in these areas should contact their local Lowe's store for delivery information.
 - Delivery to locations outside of the Continental United States may be subject to additional delivery fees depending upon location and mode of delivery. Customers in these areas should contact their local Lowe's store for delivery information.
- Order related problems can be resolved by directly contacting your local District Commercial Account Specialists (DCASs). Corporate points of contact as described in Question 5 will serve as a central point of contact to deliver on our commitment of excellent customer service.

- Lowe's does not require customers to re-submit orders in backorder status. They will be kept in our "Due" files and once the order is received the member will be notified of delivery or pick-up by the nearest Lowe's store.
- Our Commercial Sales Specialists will work directly with members to provide a quote quickly and confirm your order so that the materials are ready when you need them. Our Commercial Sales Specialists are available 7 days a week to help you identify and order the materials you need to get the job done right, and right on time.

5. Tab 4, Product/Services, Delivery, is amended to read as follows:

Lowe's appreciates you as a valued customer. As a result, delivery is available to you seven days a week. And for Major Appliance purchases, you have the option to choose next-day delivery! (Fees may apply.) Delivery times to locations outside of the Continental United States may vary depending upon location. Delivery to locations outside of the Continental United States may also be subject to additional delivery fees depending upon location and mode of delivery. Customers in these areas should contact their local Lowe's store for delivery information.

6. Tab 4, Product/Services, Delivery Schedule, is deleted in its entirety.

7. Tab 4, Product/Services, Manage the award discount schedule, is amended to read as follows:

Manage the award discount schedule

1. The DCASs in each market will be on point for coordination of the sales efforts.
2. Training will be coordinated by the Lowe's corporate office utilizing our advanced customer relationship management system to communicate the TCPN program to the stores.
3. Upon request, each DCAS will coordinate getting new members set up on a Lowe's LAR account when Lowe's is given notice of new members.

8. Tab 4, Product/Services, Online Ordering, is deleted in its entirety.

9. Tab 4, Product/Services, Manage Contract Pricing at multiple locations, is deleted in its entirety.

10. An updated discount schedule is added per the attached.

Except as set forth in this Third Addendum, all other provisions of the Agreement, as amended by Addendum A and the Second Addendum, shall continue to remain in full force and effect for the term of this Agreement. References in the Agreement to "this Agreement," "hereunder," "herein," "hereof," and words of like effect will mean the Agreement as modified by Addendum A, the Second Addendum and this Third Addendum.

IN WITNESS WHEREOF, the Parties have caused this THIRD ADDENDUM to be executed in duplicate by their duly authorized representatives.

THE COOPERATIVE PURCHASING NETWORK

By: Robert A. Pechacek

Name: ROBERT A. PECHACEK

Title: CFO

Date: 5/24/11

LOWE'S HOME CENTERS, INC.

By: _____

Name:

Title:

Date: