

EQUIPMENT SCHEDULE NO. 5

TO

Master Equipment Lease No. 3-10037 DATED 10/23/06 ("Lease")

between ***data sales co., inc.*** ("Lessor")

and Digitiliti, Inc. ("Lessee")

1 EQUIPMENT

Qty.	Machine Type	Model/ Feature	Serial Number	Description	Payment	Initial Term
				Schedule 5- See 4 Page Attachment	\$40,300.00	10

Rewrite of Schedules 1 through 4

Effective 12/1/08 the lease payment schedule shall be as follows:

12/1/08: \$0

1/1/09: \$0

2/1/09 through 11/1/09 (10) payments: \$40,300.00 per month

Lessee has the option at the end of the term of the schedule to purchase the equipment for \$1.00, provided that the Lessee has complied with all the terms of the Lease Agreement and no events of default have occurred.

2 EQUIPMENT LOCATION:

See Attachment

TOTAL: \$ 40,300.00

This Equipment Schedule is appended to and made a part of the Lease described above. All terms, covenants and conditions set forth in the Master Equipment Lease are incorporated herein by reference as if the same had been set forth herein in full.

3 INCORPORATION OF TERMS AND PROVISIONS. This Equipment Schedule incorporates the terms and conditions of the Master Equipment Lease Number 3-10037 dated 10/23/06 between Lessor and Lessee. Terms used in this Equipment Schedule and not otherwise defined shall have the meaning ascribed thereto in the Master Equipment Lease.

4 ENTIRE AGREEMENT: This Equipment Schedule, together with the incorporated terms and conditions contained in the Master Equipment Lease, constitutes the entire agreement between Lessee and Lessor and supersedes all prior and contemporaneous writings, understandings, and agreements. No waiver, consent, modification or change of terms of this Lease shall bind either party unless in writing signed by both parties, and then such waiver, consent, modification, or change shall be effective only in the specific instance and for the specific purpose given. Any terms and conditions of any purchase order or other documents submitted by Lessee in connection with this Lease which are in addition to or inconsistent with the terms and conditions of this Lease will not be binding on Lessor and will not apply to this Lease. Lessee, by the signature below of its authorized representative, acknowledges that it has read this Lease, understands it, and agrees to be bound by its terms and conditions.

5 ADDITIONAL PROVISIONS.

6 INSTALLATION DATE. 12/1/2008 If this space is not completed, the Installation Date of Equipment shall be the fifth (5th) business day following delivery of such Equipment to the Equipment Location described herein.

7 COMMENCEMENT DATE: as set forth in paragraph 2(B) of the Master Equipment Lease.

8 INITIAL TERM. 10 months

9 TOTAL MONTHLY EQUIPMENT SCHEDULE PAYMENT. \$40,300.00 *



*plus applicable taxes, if any

LESSEE: Digitiliti, Inc.
By: [Signature]
Title: CEO
Date: 12-18-08

LESSOR: DATA SALES CO., INC.
By: [Signature]
Title: PAUL C. BRECKNER
Date: 12/1/08 PRESIDENT/CEO


Digitiliti
Schedule 5 Attachment

INSTALL ADDRESS	CITY	ST	FORMER SCH #	QTY	MACH	SRNO	DESC
180 E 5TH #525	St Paul	MN	2	1	APC UPS	ZA0639017622	APC UPS
180 E 5TH #525	St Paul	MN	2	1	APC UPS	ZA0639017642	APC UPS
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	AP9617	017406	APC P/N AP9617 NETWORK MGMT CARD EX
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	AP9617	017407	APC P/N AP9617 NETWORK MGMT CARD EX
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	AP9617	017527	APC P/N AP9617 NETWORK MGMT CARD EX
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	AP9617	017528	APC P/N AP9617 NETWORK MGMT CARD EX
250 MARQUETTE AVE #540	Mpls	MN	4	1	AP9617	4029	APC NETWORK MANAGEMENT CARD EX
250 MARQUETTE AVE #540	Mpls	MN	4	1	AP9617	4030	APC NETWORK MANAGEMENT CARD EX
250 MARQUETTE AVE #540	Mpls	MN	4	1	EXPI9402PT	4025	INTEL PR O/1000 PT DUAL PORT PCI EXP
250 MARQUETTE AVE #540	Mpls	MN	4	1	EXPI9402PT	4026	INTEL PR O/1000 PT DUAL PORT PCI EXP
250 MARQUETTE AVE #540	Mpls	MN	4	1	EXPI9402PT	4027	INTEL PR O/1000 PT DUAL PORT PCI EXP
250 MARQUETTE AVE #540	Mpls	MN	4	1	EXPI9402PT	4028	INTEL PR O/1000 PT DUAL PORT PCI EXP
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	FE-1601F II	001560	16 PORT .TP + 100FX SWITCH-TRUNKING
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	FE-1601F II	001561	16 PORT .TP + 100FX SWITCH-TRUNKING
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	FE-1601F II	001630	16 PORT .TP + 100FX SWITCH-TRUNKING
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	FE-1601F II	001633	16 PORT .TP + 100FX SWITCH-TRUNKING
250 MARQUETTE AVE #540	Mpls	MN	4	1	FE-1601F II	990000060800757	LANTECH 16 PORT TP+100FX SWITCH TRUN
250 MARQUETTE AVE #540	Mpls	MN	4	1	FE-1601F II	990000060800758	LANTECH 16 PORT TP+100FX SWITCH TRUN
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	HUS103073FL	017517	FOR SM-HITACHI 73GB U320 80 PIN
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	HUS103073FL	017518	FOR SM-HITACHI 73GB U320 80 PIN
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	HUS103073FL	017519	FOR SM-HITACHI 73GB U320 80 PIN
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	HUS103073FL	017520	FOR SM-HITACHI 73GB U320 80 PIN
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	1	LICENSE		LICENSE
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	PWLA8492MT	017447	INTEL PRO/1000 MT DUAL PORT COPPER
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	PWLA8492MT	017448	INTEL PRO/1000 MT DUAL PORT COPPER
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	PWLA8492MT	017473	INTEL PRO/1000 MT DUAL PORT COPPER
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	PWLA8492MT	017474	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017522	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017523	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017525	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017526	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017790	INTEL PRO/1000 MT DUAL PORT COPPER
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	PWLA8492MT	017792	INTEL PRO/1000 MT DUAL PORT COPPER
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	1	QLA2342	RFC0638L95982	QLOGIC 2GB FIBRE CHANNEL HBA DUAL
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	1	QLA2342	RFC0638L95287	QLOGIC 2GB FIBRE CHANNEL HBA DUAL
180 E 5TH #525	St Paul	MN	2	1	QLA2342	RFC0638L95512	QLOGIC 2GB FIBRE CHANNEL HBA DUAL

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180 E 5TH #525	St Paul	MIN	2	1	QLA2342	RFC0638199676	QLOGIC 2GB FIBRE CHANNEL HBA DUAL
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	QLA2342	01/6833	QLOGIC 2GB FIBRE CHANNEL HBA DUAL
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	QLA2342	01/6834	QLOGIC 2GB FIBRE CHANNEL HBA DUAL
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	SUA1000RM2U	00/1525	APC SMART UPS 1000VA USB & SERIAL RM
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	SUA1000RM2U	00/1526	APC SMART UPS 1000VA USB & SERIAL RM
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	SUA1000RM2U	00/1533	APC SMART UPS 1000VA USB & SERIAL RM
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	SUA1000RM2U	00/1534	APC SMART UPS 1000VA USB & SERIAL RM
250 MARQUETTE AVE #540	Mpls	MIN	4	1	SUA1500RM2U	AS0651133048	APC SMART UPS 1500VA USB&SERIAL RM
250 MARQUETTE AVE #540	Mpls	MIN	4	1	SUA1500RM2U	AS0705120709	APC SMART UPS 1500VA USB&SERIAL RM
180 E 5TH #525	St Paul	MIN	2	1	SUPER MICRO 6024	S6024HB40015255	SM-SS-6024H-XG2, 2X3.0GHZ 2MB L2 6X2
180 E 5TH #525	St Paul	MIN	2	1	SUPER MICRO 6024	S6024HB40015272	SM-SS-6024H-XG2, 2X3.0GHZ 2MB L2 6X2
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T7339	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T7352	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T8458	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T8459	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T8460	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	171010X	13T8464	IB FAST T DS4000 EX 100 STORAGE EXP
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	171010X	13T9880	IB FAST T DS4000 EX 100 STORAGE EXP
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	171010X	13T9882	IB FAST T DS4000 EX 100 STORAGE EXP
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	171010X	13T9883	IB FAST T DS4000 EX 100 STORAGE EXP
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	171010X	13T9884	IB FAST T DS4000 EX 100 STORAGE EXP
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	171010X	13T9886	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	1724100	13C3239	IB FAST T DS4000 EX 100 STORAGE EXP
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	1	1	1724100	13C3242	IB TOTAL STORAGE DS4100
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	1724100	13C3743	IB TOTAL STORAGE DS4100
180 E 5TH ST 5TH FLOOR S-525	St Paul	MIN	1	1	1724100	13C3744	IB TOTAL STORAGE DS4100
180 E 5TH #525	St Paul	MIN	2	1	1812-81A	13-6287A	IBM TOTALSTORAGE EXP810
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	2	1	1812-81A	13-6287B	IBM TOTALSTORAGE EXP810
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	2	1	1812-81A	13-6287D	IBM TOTALSTORAGE EXP810
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	2	1	1812-81A	13-6287F	IBM TOTALSTORAGE EXP810
180 E 5TH #525	St Paul	MIN	2	1	1812-81A	13-6287G	IBM TOTALSTORAGE EXP810
180 E 5TH ST 5 FL	St Paul	MIN	3	1	181281A	136285Y	IBM TOTAL STORAGE EXP 810
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	3	1	181281A	136286Z	IBM TOTAL STORAGE EXP 810
250 MARQUETTE AVENUE SUITE 540 Mpls		MIN	3	1	181281A	136287C	IBM TOTAL STORAGE EXP 810
180 E 5TH ST 5 FL	St Paul	MIN	3	1	181281A	136287H	IBM TOTAL STORAGE EXP 810
180 E 5TH ST 5 FL	St Paul	MIN	3	1	181281A	136287K	IBM TOTAL STORAGE EXP 810

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250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136577P	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136577W	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136578G	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136578M	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136578R	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136580P	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136779B	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136779G	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136779M	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136780B	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136780D	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVE #540	Mpls	MN	4	1	181281A	136780G	IBM DS4000 EXP810 EXPANSION UNIT
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	2	1	1814-70A	13-8508L	IBM TOTAL STORAGE DS4700
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	2	1	1814-70A	13-8508N	IBM TOTAL STORAGE DS4700
180 E 5TH ST 5 FL	St Paul	MN	3	1	181470A	138508P	IBM TOTAL STORAGE DS4700
180 E 5TH ST 5 FL	St Paul	MN	3	1	181470A	138508R	IBM TOTAL STORAGE DS4700
250 MARQUETTE AVE #540	Mpls	MN	4	1	181470A	138587P	IBM DS4700 STORAGE SYSTEM
250 MARQUETTE AVE #540	Mpls	MN	4	1	181470A	138587V	IBM DS4700 STORAGE SYSTEM
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	2010S	017446	FOR SM 6023P 2010S U320 SCSI RAID 64
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	2010S	017449	FOR SM 6023P 2010S U320 SCSI RAID 64
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	2010S	017521	FOR SM 6023P 2010S U320 SCSI RAID 64
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	1	2010S	017524	FOR SM 6023P 2010S U320 SCSI RAID 64
250 MARQUETTE AVE #540	Mpls	MN	4	3	304000	4031	SALES SUPPORT 3 YR NBD
180 E 5TH #525	St Paul	MN	2	112	39M4554	20008	DS4000 SATA 500 GB/7200 DDM
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	112	39M4554	3008	DS4000 SATA 500 GB/7200 DDM
250 MARQUETTE AVE #540	Mpls	MN	4	144	39M4554	4012	SATA 500GB/7200 E-DDM
250 MARQUETTE AVE #540	Mpls	MN	4	16	39M4554	4014	SATA 500GB/7200 E-DDM
250 MARQUETTE AVE #540	Mpls	MN	4	16	39M4554	4016	SATA 500GB/7200 E-DDM
250 MARQUETTE AVE #540	Mpls	MN	4	16	39M4554	4018	SATA 500GB/7200 E-DDM
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	39M4570	017401	SM HITACHI 73GB U320 80 PIN
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	39M4570	017402	SM HITACHI 73GB U320 80 PIN
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	39M4570	017403	SM HITACHI 73GB U320 80 PIN
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	1	39M4570	017404	SM HITACHI 73GB U320 80 PIN
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	1	112	39M4570	10009	DS4000 SATA 400 GB/7200 DDM
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	112	39M4570	10038	DS4000 SATA 400 GB/7200 DDM
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	1	6024	S6024H840015316	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X
250 MARQUETTE AVENUE SUITE 540	Mpls	MN	3	1	6024	S6024H840015353	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X

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180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	6024	0071527	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X
180 E 5TH ST 5TH FLOOR S-525	St Paul	MN	1	6024	0071528	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X
250 MARQUETTE AVENUE SUITE 540 Mpls	Mpls	MN	1	6024	0071531	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X
250 MARQUETTE AVENUE SUITE 540 Mpls	Mpls	MN	1	6024	0071541	SM-SS-6024H-XG2, 2X3.0GHZ 2MB, L2 6X
250 MARQUETTE AVE #540 Mpls	Mpls	MN	4	7979AC1	KOYZR55	IBM X3650 2*2.33GHZ 12GB RAM 2*73GB
250 MARQUETTE AVE #540 Mpls	Mpls	MN	4	7979AC1	KOYZR67	IBM X3650 2*2.33GHZ 12GB RAM 2*73GB

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