

NEWTEK TRICASTER TCXD300 TRADE UP PROGRAM AGREEMENT

This TriCaster TCXD300 Trade Up Program Agreement (the "Agreement") is made and entered into as of _____, 20____ (the "Effective Date"), by and between NewTek, Inc., a Kansas corporation having its offices at 5131 Beckwith Boulevard, San Antonio, Texas 78249 USA ("NewTek"), and _____ (Company), a _____ corporation having its offices at _____ ("Reseller").

WHEREAS, NewTek currently offers or intends to offer for sale the TriCaster TCXD300 model ("Trade Up Unit") and NewTek intends to allow returns of certain original TriCasters ("Original Unit" or "RMA Unit") in certain situations from End Users who have purchased them from Reseller as set forth herein.

Reseller shall complete sign and submit this Agreement to its NewTek Sales Representative. Upon NewTek's approval, the Sales Representative will contact Reseller and proceed with processing the TriCaster TCXD300 Trade Up order (Trade Up). The procedures for obtaining the Trade Up are as follows:

- Registered Customer contacts Reseller to purchase upgrade.
- Reseller contacts NewTek Inside Sales Coordinator (jjensen@newtek.com) to purchase the Trade Up Unit.
 - ISC will confirm Customer has registered their Original Unit (RMA Unit).
 - ISC will note Customer profile ID number for pre-registration of the Trade Up unit.
- NewTek ISC processes order and issues Reseller an RMA# for return of RMA Unit.
- Trade Up will be shipped to the Reseller using the shipping method as listed on the order so Reseller may deliver the Trade Up Unit to the End User.
- Once the End User has the TriCaster TCXD300 set up and running properly, the End User will return the RMA Unit.
 - End User must be sure to back up all content before returning the unit.
 - The unit shall be packaged carefully to assure unit has padding and is secure. Unit(s) received with damage due to improper packaging may result in repair fees. Double boxing is encouraged.
 - Place RMA# on the outside of the box.
 - All risk of loss in shipment ship shall be with Reseller and End User.
- RMA Unit arrives at NewTek.

Until the RMA Unit is returned undamaged, the delivery of the Trade Up Unit is considered a loan only and title does not pass to the End User for the Trade Up. To insure the RMA Unit will be returned to NewTek, provide your credit card information below, or attach a purchase order for the amount of the Trade Up Unit. In the event the RMA unit is not received within fourteen (14) days after the Trade Up is shipped by NewTek, or the RMA Unit is returned damaged for any reason not already accepted in the RMA, then NewTek will charge the credit card, or at NewTek's election, charge to your Reseller account, the full value of the Trade Up at the then current price charged to Resellers for a new Trade Up.

By signing below, you hereby authorize NewTek to charge the credit card account below for the full value of the Trade Up Unit under as set forth above.

Signature of cardholder: _____ Date: _____

Name printed: _____

Credit Card # _____ Exp.Date: _____

Once the RMA unit is returned to NewTek undamaged, or the Trade Up has been paid for by the Reseller by credit card or by payment on its account, title to the Trade Up shall pass to the End User.

Failure to pay for any damaged RMA Unit, or failure to pay for the non returned RMA Unit, shall be considered a breach of the Reseller Agreement.

This policy relates to the logistics only and is not by itself a promise to accept Trade Ups if any, or the terms of the Trade Up. The acceptance of any Trade Up is in NewTek's sole discretion. The preliminary approval and the terms will be as set forth in the RMA.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

NewTek:
NewTek, Inc.

Reseller:
Company name: _____

By: _____
(Signature of Authorized Representative)

By: _____
(Signature of Authorized Representative)

Name: Chuck Silber
(Type or Print)

Name: _____
(Type or Print)

Title: Senior VP Worldwide Sales

Title: _____

Date: _____

Date: _____