

CONTRACT AMENDMENT

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| Amendment #1 | Original Contract CMS (CLIN) # 33989 | Amendment CMS # 41346 |
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1) PARTIES

This Amendment to the above-referenced Original Contract (hereinafter called the Contract) is entered into by and between **Conserve-A-Watt Lighting, Inc** (hereinafter called "Contractor"), and the STATE OF COLORADO (hereinafter called the "State") acting by and through the **Department of Personnel and Administration, State Purchasing Office** (hereinafter called the "SPO").

2) EFFECTIVE DATE AND ENFORCEABILITY

This Amendment shall not be effective or enforceable until it is approved and signed by the Colorado State Controller or designee (hereinafter called the "Effective Date"). The State shall not be liable to pay or reimburse Contractor for any performance hereunder including, but not limited to, costs or expenses incurred, or be bound by any provision hereof prior to the Effective Date.

3) FACTUAL RECITALS

The Parties entered into the Contract to provide products for facilities maintenance, repairs, and operations ("MRO") to Colorado State Agencies, local governments, and specifically approved non-profit organizations.

4) CONSIDERATION-COLORADO SPECIAL PROVISIONS

The Parties acknowledge that the mutual promises and covenants contained herein and other good and valuable consideration are sufficient and adequate to support this Amendment. The Parties agree to replacing the Colorado Special Provisions with the most recent version (if such have been updated since the Contract and any modification thereto were effective) as part consideration for this Amendment. If applicable, such Special Provisions are attached hereto and incorporated by reference herein.

5) LIMITS OF EFFECT

This Amendment is incorporated by reference into the Contract, and the Contract and all prior amendments thereto, if any, remain in full force and effect except as specifically modified herein.

6) MODIFICATIONS.

The Contract and all prior amendments thereto, if any, are modified as follows: this Contract Amendment #1 shall extend the term of the contract.

a. Exhibit A, Section 3. Terms and Orders, Section A. Term

The Parties' respective performances under this Addendum shall be extended and shall commence on the later of the Effective Date or **February 28, 2012**. This Addendum shall terminate on **May 31, 2012** unless sooner terminated or further extended as specified elsewhere herein.

7) START DATE

This Amendment shall take effect on the later of its Effective Date or **February 28, 2012**.

8) ORDER OF PRECEDENCE

Except for the Special Provisions, in the event of any conflict, inconsistency, variance, or contradiction between the provisions of this Amendment and any of the provisions of the Contract, the provisions of this Amendment shall in all respects supersede, govern, and control. The most recent version of the Special Provisions incorporated into the Contract or any amendment shall always control other provisions in the Contract or any amendments.

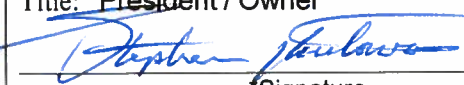
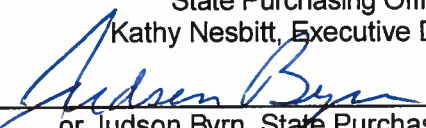
9) AVAILABLE FUNDS

Financial obligations of the state payable after the current fiscal year are contingent upon funds for that purpose being appropriated, budgeted, or otherwise made available.

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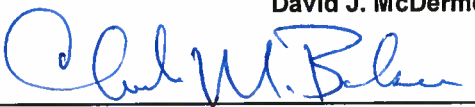
THE PARTIES HERETO HAVE EXECUTED THIS AMENDMENT

* Persons signing for Contractor hereby swear and affirm that they are authorized to act on Contractor's behalf and acknowledge that the State is relying on their representations to that effect.

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| <p>CONTRACTOR Conserve-A-Watt Lighting, Inc.</p> <p>By: Stephen Koutavas Title: President / Owner</p> <p> _____ *Signature</p> <p>Date: <u>2/23/12</u></p> | <p>STATE OF COLORADO</p> <p>John W. Hickenlooper, GOVERNOR</p> <p>Department of Personnel and Administration Division of Finance and Procurement State Purchasing Office Kathy Nesbitt, Executive Director</p> <p>By:  _____ or Judson Byrn, State Purchasing Director</p> <p>Date: <u>2/23/12</u></p> |
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ALL CONTRACTS REQUIRE APPROVAL BY THE STATE CONTROLLER

CRS §24-30-202 requires the State Controller to approve all State Contracts. This Contract is not valid until signed and dated below by the State Controller or delegate. Contractor is not authorized to begin performance until such time. If Contractor begins performing prior thereto, the State of Colorado is not obligated to pay Contractor for such performance or for any goods and/or services provided hereunder.

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| <p>STATE CONTROLLER David J. McDermott, CPA</p> <p>By:  _____ Date: <u>2/28/12</u></p> |
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