

**BROKER AGREEMENT AND CUSTOMER RESALE AGREEMENT
REGARDING THE RESALE OF RESTRICTED SECURITIES**

Broker Agreement

Digitiliti, Inc.
266 East 7th Street, 4th Floor
St. Paul, MN 55101

Interwest Transfer Co.
P. O. Box 17136
1981 E. Murray-Holladay Rd.
Salt Lake City, UT 84117

Leonard W. Burningham, Esq.
Bradley C. Burningham, Esq.
455 East 500 South, Suite 205
Salt Lake City, Utah 84111

Re: Resale of _____ shares of common stock (the “**Common Stock**”) of Digitiliti, Inc., a Delaware corporation (the “**Company**”), owned by _____ (the “**Customer**”), that are “restricted securities” as defined in Rule 144 of the Securities and Exchange Commission (the “**SEC**”), in reliance on the legal opinion of Leonard W. Burningham, Esq., respecting the satisfaction by the Company with the one year period of filing its “Form 10 Information” in accordance with Rule 144(i) of the SEC and that the Company is no longer a “shell company” as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (the “**Legal Opinion**”)

Dear Ladies and Gentlemen:

The undersigned broker (the “**Broker**”) hereby acknowledges receipt of the above referenced Common Stock of the Company that is owned by the Customer.

In consideration of the transfer of the Common Stock into a stock certificate or certificates free and clear of any legend or other notation that would in any way restrict or interfere with their resale in accordance with the strict guidelines of the Legal Opinion that the Company, its transfer agent and the Broker have relied upon and to allow the Broker to effect a public sale of the Common Stock on behalf of the Customer in accordance with the Legal Opinion and as a condition thereof, the Broker agrees:

- (i) No sales of the Customer’s Common Stock will be made by the Broker unless the Company has the “Current Public Information” then currently publicly available as defined in subparagraphs (c)(1) (“**Reporting Issuers**”) of Rule 144 of the SEC, as outlined in the Legal Opinion;
- (ii) The Broker is relying on the representations of the Customer outlined in the Customer Resale Agreement below;
- (viii) The Broker acknowledges that its failure, in good faith, to conduct the resales of the Customer’s Common Stock in accordance with the foregoing requirements and those contained in the Legal Opinion will result in it being unable to rely on the Legal Opinion for resales of the Customer’s shares without registration under the Securities Act of 1933, as amended (the “**Securities Act**”), and may subject the Broker to liability for damages as a result thereof; and
- (ix) The Broker agrees to provide you with reasonable documentation on your request to verify compliance with the foregoing, based upon the consent of the Customer given below in the Customer Resale Agreement.

Very truly yours,

Broker

Address

City, State, Zip

Date: _____

By _____

Customer Resale Agreement

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Re: Resale of _____ shares of common stock (the “**Common Stock**”) of Digitiliti, Inc., a Delaware corporation (the “**Company**”), owned by _____ (the “**Customer**”), that are “restricted securities” as defined in Rule 144 of the Securities and Exchange Commission (the “**SEC**”), in reliance on the legal opinion of Leonard W. Burningham, Esq., respecting the satisfaction by the Company with the one year period of filing its “Form 10 Information” in accordance with Rule 144(i) of the SEC and that the Company is no longer a “shell company” as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (the “**Legal Opinion**”)

Dear Ladies and Gentlemen:

In consideration of the transfer of the Common Stock into a stock certificate or certificates free and clear of any legend or other notation that would in any way restrict or interfere with their resale by the undersigned Customer in accordance with the strict guidelines of the Legal Opinion that you, the Customer’s broker (the “**Broker**”) and the Customer have relied upon and to allow the Customer to effect a public sale of the shares through the Broker in accordance with the Legal Opinion and as a condition thereof, the Customer agrees:

- (i) Not to sell the Common Stock unless the Company has the “Current Public Information” then currently publicly available as

defined in subparagraphs (c)(1) (“**Reporting Issuers**”) of Rule 144 of the SEC, as outlined in the Legal Opinion;

- (viii) The Customer acknowledges that the Customer’s failure, in good faith, to conduct the resales of the Customer’s shares in accordance with the foregoing requirements and those contained in the Legal Opinion, will result in the Customer being unable to rely on the Legal Opinion for resales of the Customer’s shares without registration under the Securities Act of 1933, as amended (the “**Securities Act**”), and may subject the Customer to liability for damages as a result thereof;
- (ix) The Customer agrees to provide you with reasonable documentation on your request to verify compliance with the foregoing and authorizes the Broker to provide reasonable documentation to verify compliance with the terms and provisions hereof; and
- (x) The Customer is acting for the Customer’s own account in the resale of any of the Customer’s shares, as outlined in the Legal Opinion and as represented by the above referenced stock certificate or certificates or any stock certificate into which the Customer’s shares covered by the Legal Opinion are transferred and not in concert with any other person whatsoever.

Very truly yours,

Customer Name

Address

City, State, Zip

Date: _____

By _____