PARTICIPATING ADDENDUM

hereinafter "Addendum"

For

NASPO

COOPERATIVE AUTOMATED EXTERNAL DEFIBRILLATOR (AED) CONTRACT

MASTER PRICE AGREEMENT NUMBER SW300

Between

ZOLL Medical Corporation

hereinafter "Contractor"

and

State of South Dakota

hereinafter "Participating State"

Participating State Contract Number 16126

1. Scope

This Addendum covers the NASPO Coop AED Contracts 2011-2016 led by the State of Oklahoma for use by state agencies and other entities located in the Participating State authorized by that state's statutes to utilize state contracts.

2. Participation

Use of specific NASPO cooperative contract by state agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use state contracts are subject to the approval of the respective State Chief Procurement Official. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

Eligible participants in this agreement include all agencies, institutions, officers, boards, commissions and public universities of the State of South Dakota, and all political subdivisions of the State, including counties, municipalities and public school corporations within the State of South Dakota.

Public universities of the State of South Dakota may make purchases directly from the contractor.

Political subdivisions of the State of South Dakota may purchase directly from the contractor according to their own procurement procedures.

The contractor may, at the contractor's discretion, extend pricing from this agreement to Indian tribal governments and non-profit organizations in South Dakota. Any sales made to Indian tribes and non-profit organizations from this agreement shall be included in any required reports and shall be subject the NASPO administrative fee.

3. Changes:

Assignment of Antitrust Claims: The Contractor hereby agrees to convey, assign and transfer to the State of South Dakota all rights, title and interest in and to all causes of action it may now or hereafter acquire under the antitrust laws of the United States, 15 U.S.C.A. §1, et seq. (1973), and under the antitrust laws of the State of South Dakota,

SDCL 37-1, and amendments thereto, relating to the particular goods, services and materials purchased by the State of South Dakota in Connection with this agreement.

4. Continuation of Participation:

To the extent permitted by the laws and rules of the state in which an individual participating entity is located, valid participating addenda in the AED Contract which is extended to include participation in the NASPO Coop AED Contracts 2011-2016 under the same terms and conditions in the current participating addendum.

If re-execution of a participating addendum or amendment to an existing participating addendum is required by a participating entity, the authorization to participate in the NASPO AED Contract and/and any or all awarded contractors. This contract is sufficient to permit participation in the NASPO AED Contracts 2011-2016, unless specifically denied by the appropriate chief state procurement official.

5. Lease Agreements

No Leasing Is Authorized Under this Addendum.

6. Primary Contacts

The primary government contact individuals for this Addendum are as follows (or their named successors):

Lead State

Name:	Florian Giza
Address:	2401 N. Lincoln STE 116 Oklahoma City, OK 73071
Telephone:	405-552-3428
Fax:	405-521-4475
E-mail:	florian_giza@dcs.state.ok.us

Contractor

Name:	Luis Sanchez
Address:	269 Mill Road Chelmsford, MA 01824-4105
Telephone:	800-348-9011
Fax:	978-421-0005
E-mail:	lsanchez@zoll.com

Participating State

Name:	Kathy Stasch
Address:	Office of Procurement Management 523 E. Capitol, Pierre, SD 57501
Telephone:	605-773-6877
Fax:	605-773-4840
E-mail:	Kathy.Stasch@state.sd.us

7. Servicing Subcontractors:

Servicing subcontractors are not authorized under this agreement.

8. Compliance with reporting requirements of the "American Recovery and Reinvestment Act of 2009" ("ARRA"): If or when contractor is notified by ordering entity that a specific purchase or purchases are being made with ARRA funds, contractor agrees to comply with the data element and reporting requirements as currently defined in Federal Register Vol 74 #61, Pages 14824-14829 (or subsequent changes or modifications to these requirements as published by the Federal OMB). Ordering entity is responsible for informing contractor as soon as the ordering entity is aware that ARRA funds are being used for a purchase or purchases. Contractor will provide the required report to the ordering entity with the invoice presented to the ordering entity for payment. The contractor, as it relates to purchases under this contract, is not a subcontractor or subgrantee, but simply a provider of goods and related services.

All purchase orders issued by purchasing entities within the jurisdiction of this Addendum must include the Participating State contract number: 16126 and the Master Price Agreement Number: SW300.

This Addendum and the Master Price Agreement together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Master Price Agreement, together with its exhibits, shall not be added to or incorporated into this Addendum or the Master Price Agreement and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Master Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms. This Addendum applies only in the jurisdiction of the Participating State or Participating Entity which has executed this Addendum.

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IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by Contractor below.

Government Entity:
South Dakota Office of Procurement Management

By: Jeff T. Holden

Name: Jeff T. Holden

Title: Director

Date: March 17, 2011

Contractor:
ZOLL Medical Corporation

By: Elizabeth McCaughey

Name: Elizabeth McCaughey

Title: Contracts + Bids Mgr.

Date: 3-22-11