

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE and
NATIONAL ASSOCIATION OF STATE PROCUREMENT OFFICIALS
MAIL ROOM EQUIPMENT, SERVICES AND SUPPORT
Administered by the State of Arizona (hereinafter "Lead State")**

MASTER PRICE AGREEMENT
Bell and Howell, LLC
ADSPO11-00000411-2
(hereinafter "Contractor")

And

STATE OF SOUTH DAKOTA
South Dakota Contract Number: 16247
(hereinafter "Participating State")

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1. **Scope:** This addendum covers the WSCA/NAPSO Mail Room Equipment, Services and Support contract lead by the State of Arizona for use by state agencies and other entities located in the Participating **State/Entity** authorized by that state's statutes to utilize **state/entity** contracts.
2. **Participation:** Use of specific WSCA/NASPO cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use **state/entity** 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.
3. **Participating State Modifications or Additions to Master Price Agreement:**
(These modifications or additions apply only to actions and relationships within the Participating Entity.)
[Replace this with specific changes or a statement that No Changes Are Required]
4. **Lease Agreements:** **Equipment lease agreement terms and conditions included in the Master Price Agreement need to be approved for use by the Participating State and any restrictions or requirements for the use of the lease agreement language in the Master Price Agreement.**
5. **Primary Contacts:** The primary contact individual for this participating addendum are as follows (or their named successors):

Lead State

| | |
|-----------|---|
| Name | Stacy Ingalls, Senior Procurement Officer |
| Address | Arizona DOA-SPO, 100 N. 15 th Ave, Suite 201, Phoenix, AZ 85007 |
| Telephone | 602-542-9134 |
| Fax | 602-542-5508 |
| E-mail | stacy.ingalls@azdoa.gov |

Contractor

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|---------|--|
| Name | Marjorie McDermott, National Sales Director, Government Accounts |
| Address | 3791 S Alston Ave., Durham, NC 27713 |

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| | |
|-----------|--------------------------------|
| Telephone | 801-930-5402 |
| Fax | 866-593-1694 |
| E-mail | marjorie.mcdermott@bhemail.com |

Participating Entity

| | |
|-----------|---------------------------------------|
| Name | Steven L. Berg |
| Address | 523 East Capitol Ave. Pierre SD 57501 |
| Telephone | 605.773.3405 |
| Fax | 605.773.4840 |
| E-mail | Steven.Berg@state.sd.us |

6.

7. Purchase Order Instructions:

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA/NASPO Contract # ADSPO11-00000411-2" (2) Your Name, Address, Contact, & Phone-Number.

Orders can be made out to **Bell and Howell. LLC.**

8. Price Agreement Number:

All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the Participating State contract number: **16247** and the Lead State price agreement number: ADSPO11-00000411-2.

9. 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.

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10. Individual Customer:

Each State agency and political subdivision, as a Participating Entity, that purchases products/services will be treated as if they were Individual Customers. Except to the extent modified by a Participating Addendum, each agency and political subdivision will be responsible to follow the terms and conditions of the Master Agreement; and they will have the same rights and responsibilities for their purchases as the Lead State has in the Master Agreement. Each agency and political subdivision will be responsible for their own charges, fees, and liabilities. Each agency and political subdivision will have the same rights to any indemnity or to recover any costs allowed in the contract for their purchases. The Contractor will apply the charges to each Participating Entity individually.

This Participating Addendum and the Master Price Agreement number ADSPO---00000411-x (administered by the State of Arizona) 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 Price Agreement, together with its exhibits, shall not be added to or incorporated into this Addendum or the 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 Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms within the Participating State.

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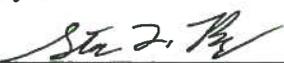
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IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by both parties below.

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|---|--|
| Participating State: State of South Dakota | Contractor: <i>BELL AND HOWELL, LLC</i> |
| By:  | By:  |
| Name: Steven L. Berg | Name: <i>RICHARD R PASKE, JR</i> |
| Title: Director, Office of Procurement Management | Title: <i>DIR ORDER MANAGEMENT</i> |
| Date: 12/22/2011 | Date: <i>01/18/2012</i> |

[Additional signatures as required by Participating State]