

**NATIONAL ASSOCIATION OF STATE PROCUREMENT OFFICIALS
PARTICIPATING ADDENDUM
FOR AUTOMATIC EXTERNAL DEFIBRILLATORS**

Between

The State of Nevada and ZOLL Medical Corporation
(Name of Contractor)

This Participating Addendum will add the State of Nevada as a Participating State to purchase from the NASPO Price Agreement, Number MA SW300, with ZOLL Medical Corporation.
(Name of Contractor)

1. Scope:

Unless otherwise defined, all capitalized terms in this Participating Addendum shall have the meanings ascribed to them in the National Association of State Procurement Officials, AED Defibrillators, Advanced Life Support, and Chest Compression Units, Master Price Agreement, # SW300 (the "NASPO Master Agreement").

The following are authorized Purchasing Entities under this Participating Addendum: State of Nevada agencies and local governments (as defined in NRS §332.015) may join and use this contract. Any local government may join or use this contract, subject to all terms and conditions thereof pursuant to NRS §332.195. The State is not liable for the obligations of any local government which joins or uses this contract.

2. Changes:

The following provision is applicable to this Participating Addendum only and is in addition to the provisions contained in Contract Number SW300.

Nevada Reporting: Upon request, ZOLL Medical Corporation will provide a sales report showing the gross Nevada Sales.

The report, when requested, will be subtotaled by Purchasing Entity name, by State agency, or by political subdivision. The report will also include any adjustments from prior periods, if applicable.

3. Lease Agreements: NONE

4. Primary Contact: Participating Entity's primary contact for this Participating Addendum is:

Name: Teri Smith
Address: 515 East Musser Street, Suite 300, Carson City, NV 89701
Telephone: (775) 684-0178
Fax: (775) 684-0188
E-mail: tlsmith@admin.nv.us

5. Subcontractors: The following subcontractor(s) are authorized to perform services: NONE.

6. Price Agreement Number: All Purchase Orders issued by Purchasing Entities within the jurisdiction of this Participating Addendum shall include NASPO Master Agreement number: SW300

7. Purchase Orders: All Purchasing Entities issuing valid Purchase Orders will be bound by the terms and conditions of the NASPO Master Agreement including, without limitation, the obligation to pay Contractor for Service and Equipment provided. The parties acknowledge and agree that orders submitted to Contractor from a Purchasing Entity through the Purchasing Entity's Business Procurement Card are authorized Purchase Orders under the NASPO Master Agreement.

8. Order of Precedence: The parties acknowledge and agree that:

(a) In the event of a conflict between the terms contained in the NASPO Master Agreement and this Participating Addendum, the terms and conditions of this Participating Addendum will control as between Contractor and the Participating Entity; and

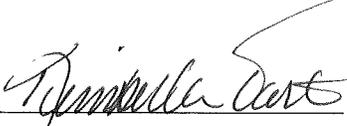
(b) This §8 specifically supercedes §5 of the NASPO Master Agreement

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 Participating Addendum and the NASPO Master Agreement, together with its exhibits, shall not be added to or incorporated into this Participating Addendum or the NASPO Master 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 Participating Addendum and the NASPO Master Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms.

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

Participating Entity: State of Nevada

Contractor: ZOLL Medical Corporation

By: 

By: 

Name: Greg Smith

Name: Elizabeth McCaughey

Title: Administrator, Purchasing Division

Title: Contracts & Bids Manager

Date: 5/29/12

Date: 5-29-12