

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
BREAST PUMPS (WSCA/WIC)
Administered by the State of Washington (hereinafter "Lead State")**

MASTER PRICE AGREEMENT
MEDELA, Inc.
(hereinafter "Contractor")
Washington Contract Number: 01910
And
STATE OF MISSOURI
(hereinafter "Participating Entity")
Missouri Contract Number: C111139001

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1. Scope: This addendum covers the WSCA Breast Pumps Contract lead by the State of Washington, for members of WSCA or NASPO, for use by Participating Entity's programs, including Women, Infants & Children Programs office.

2. Participation: Use of specific WSCA or NASPO cooperative contracts by other 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.

3. Participating Entity Modifications or Additions to Master Price Agreement:
"No Changes Are Required"

4. [Purposely left blank.]

5. Primary Contacts: The primary contact individuals for this participating addendum are as follows (or their named successors):

Lead State Contract Administrator

Name: Melissa Cox, Contracts Specialist
Address: Department of General Administration, Office of State Procurement
210 11th Ave SW Rm 201
Olympia, WA 98504-1101
Voice: (360) 902.7439
Fax: (360) 586.2426
E-mail: mcox@ga.wa.gov

Contractor

Name: Bonnie Voigt, Supervisor Government Contracts
Address: Medela, Inc., 1101 Corporate Drive, McHenry, Illinois 60050-7005
Voice: 815-578-2459
Fax: 815-759-2459
E-mail: bonnie.voigt@medela.com

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Participating Entity

Name: Laurie Borchelt, Purchasing Manager
Address: Division of Purchasing and Materials Management
301 W. High St., Room 630
Jefferson City, MO 65101
Voice: (573) 751-1702
Fax: (573) 526-9816
E-mail: laurie.borchelt@oa.mo.gov

6. [Purposely left blank.]

7. Purchase Order Instructions:

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract #01910" (2) Your Name, Address, Contact, & Phone-Number (3) Purchase order amount, monthly payment (if appropriate), itemized list of items being purchased, & rates of the service being used

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: C111139001 and the Lead State price agreement number: 01910.**

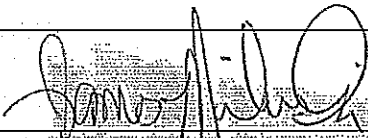
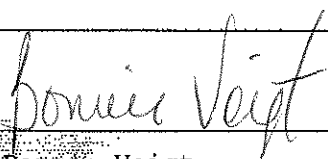
This Participating Addendum and the Master Price Agreement number 01910 (administered by the State of Washington) together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral 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.

Purposely left blank.

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 Administered by the State of Washington (hereinafter "Lead State")**

**MASTER PRICE AGREEMENT
 MEDELA, Inc.
 (hereinafter "Contractor")
 Washington Contract Number: 01910
 And
 STATE OF MISSOURI
 (hereinafter "Participating Entity")
 Missouri Contract Number: C111139001**

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

Participating Entity: STATE OF MISSOURI	Contractor: MEDELA, Inc.
By: 	By: 
Name: James Miluski	Name: Bonnie Voigt
Title: Director	Title: Supervisor, Government Contracts
Date: 01/14/11	Date: January 25, 2011

WESTERN STATES CONTRACTING ALLIANCE



STATE OF MISSOURI
 OFFICE OF ADMINISTRATION
 DIVISION OF PURCHASING AND MATERIALS MANAGEMENT (DPMM)
 COOPERATIVE CONTRACT PROCUREMENT

CONTRACT NO.: C111139001
 TITLE: Breast Pumps (WSCA/WIC)
 ISSUE DATE: 01/18/11

REQ NO.: N/A
 BUYER: Laurie Borchelt
 PHONE NO.: (573) 751-1702
 E-MAIL: laurie.borchelt@oa.mo.gov

TO: Medela, Inc.
 1101 Corporate Drive
 McHenry, IL 60050

RETURN SIGNED FORM TO:

(U.S. Mail)
 DPMM
 PO BOX 809
 JEFFERSON CITY MO 65102-0809

(Courier Service)
 DPMM
 301 WEST HIGH STREET, ROOM 630
 JEFFERSON CITY MO 65101-1517

OR FAX TO: (573) 526-9816 (either mail or fax, not both)

DELIVER SUPPLIES/SERVICES FOB (Free On Board) DESTINATION TO THE FOLLOWING ADDRESS:

Department of Health and Senior Services
 Women, Infant and Children (WIC) Program
 Various locations throughout the State of Missouri

The contractor hereby agrees to provide the products described in the attached State of Washington Contract 01910 for Breast Pumps to the State of Missouri, political subdivision or governmental entity subject to the conditions stated on page 2. The contractor further agrees that when a Notice of Award is signed and issued by an authorized official of the State of Missouri, a binding contract shall exist between the contractor and the State of Missouri.

SIGNATURE REQUIRED

DOING BUSINESS AS (DBA) NAME Medela, Inc.		LEGAL NAME OF ENTITY/INDIVIDUAL FILED WITH IRS FOR THIS TAX ID NO. Medela, Inc.	
MAILING ADDRESS 1101 Corporate Drive		IRS FORM 1099 MAILING ADDRESS 1101 Corporate Drive	
CITY, STATE, ZIP CODE McHenry, IL 60050-7005		CITY, STATE, ZIP CODE McHenry, IL 60050-7005	
CONTACT PERSON Bonnie Voigt		EMAIL ADDRESS bonnie.voigt@medela.com	
PHONE NUMBER 815-578-2459		FAX NUMBER 815-759-2459	
TAXPAYER ID NUMBER (TIN) 36-3098932	TAXPAYER ID (TIN) TYPE (CHECK ONE) XX FEIN ___ SSN	VENDOR NUMBER (IF KNOWN) 3630989320 0	
VENDOR TAX FILING TYPE WITH IRS (CHECK ONE) <input checked="" type="checkbox"/> Corporation ___ Individual ___ State/Local Government ___ Partnership ___ Sole Proprietor ___ IRS Tax-Exempt		(NOTE: LLC IS NOT A VALID TAX FILING TYPE.)	
AUTHORIZED SIGNATURE 		DATE January 25, 2011	
PRINTED NAME Bonnie Voigt		TITLE Supervisor, Government Contracts	

CONTRACT TITLE: Breast Pumps**CONTRACT PERIOD: January 18, 2011 through January 17, 2013**

Contract C111139001 is awarded by the State of Missouri consisting of the following:

- ❖ The attached Contract No. 01910 (WSCA Contract) awarded 12/15/10
- ❖ The attached State of Missouri Terms and Conditions
- ❖ The attached Participating Addendum Master Price Agreement

The contractor shall provide breast pumps and supplies to the State of Missouri, political subdivision or governmental entities specified by the State of Missouri at the prices specified in the State of Washington contract, 01910. All references to the State of Washington, Office of State Procurement, Department of General Administration, in the attached documentation shall be deemed to refer to the State of Missouri except where applicable to information specific to the State of Washington.

Medela agrees upon receipt of a Notice of Award signed by an authorized official from the State of Missouri, Division of Purchasing and Materials Management, a binding contract shall exist between Medela Inc. and the State of Missouri.

Contractor's Personnel:

The contractor understands and agrees that by signing above, they certify the following:

- The contractor shall only utilize personnel authorized to work in the United States in accordance with applicable federal and state laws. This includes but is not limited to the Illegal Immigration Reform and Immigrant Responsibility Act (IIRIRA) and INA Section 274A.
- If the contractor is found to be in violation of this requirement or the applicable state, federal and local laws and regulations, and if the State of Missouri has reasonable cause to believe that the contractor has knowingly employed individuals who are not eligible to work in the United States, the state shall have the right to cancel the contract immediately without penalty or recourse and suspend or debar the contractor from doing business with the state.
- The contractor agrees to fully cooperate with any audit or investigation from federal, state, or local law enforcement agencies.

Federal Funds:

The contractor shall understand and agree that this procurement may involve the expenditure of federal funds. Therefore, in accordance with the Departments of Labor, Health and Human Services, and Education and Related Agencies Appropriations Act, Public Law 101-166, Section 511, "Steven's Amendment", the contractor shall not issue any statements, press releases, and other documents describing projects or programs funded in whole or in part with Federal money unless the prior approval of the state agency is obtained and unless they clearly state the following as provided by the state agency:

- the percentage of the total costs of the program or project which will be financed with Federal money;
- the dollar amount of Federal funds for the project or program; and
- percentage and dollar amount of the total costs of the project or program that will be financed by nongovernmental sources.

Debarment Certification:

The contractor certifies by signing the signature page of this document that the contractor is not presently debarred, suspended, proposed for debarment, declared ineligible, voluntarily excluded from participation, or otherwise excluded from or ineligible for participation under federal assistance programs. The contractor should complete and return the attached certification regarding debarment. This document must be satisfactorily completed prior to finalizing the contract.

Products Manufactured Outside United States:

If any products offered under this contract are being manufactured outside the United States, the contractor, MUST disclose such fact and provide details in the space below or on an attached page.

Are products being manufactured outside the United States: Yes No

If Yes, describe and provide details:

Lactina Select Breastpump - Switzerland

Symphony Breastpump - Switzerland

Cooperative Procurement Program:

The contractor should provide breast pumps and supplies as described herein under the terms and conditions, requirements and specifications of the contract, including prices, to other government entities in accordance with the Technical Services Act (67.360 RSMo, which is available on the internet at: <http://www.moga.mo.gov/statutes/c000-099/0670000360.htm>.) The contractor shall further understand and agree that participation by other governmental entities is discretionary on the part of that governmental entity and the State of Missouri bears no financial responsibility for any payments due the contractor by such governmental entities.

Indicate agreement to provide products to members of the Cooperative Procurement Program: Yes No

**Certification Regarding
Debarment, Suspension, Ineligibility and Voluntary Exclusion
Lower Tier Covered Transactions**

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, 29 CFR Part 98 Section 98.510, Participants' responsibilities. The regulations were published as Part VII of the May 26, 1988, Federal Register (pages 19160-19211).

(BEFORE COMPLETING CERTIFICATION, READ INSTRUCTIONS FOR CERTIFICATION)

- (1) The prospective recipient of Federal assistance funds certifies, by submission of this proposal, that neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

- (2) Where the prospective recipient of Federal assistance funds is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

Bonnie Voigt, Supervisor, Government Contracts

Name and Title of Authorized Representative

Bonnie Voigt

Signature

January 25, 2011

Date