NON-INFORMATION TECHNOLOGY STATE TERM SCHEDULE (STS)

CONTRACT

This Contract, which results from an STS Offer is between the state of Ohio through the Department of Administrative Services, Office of Procurement Services, and

ZOLL Medical Corporation
(the Contractor)

If this offer results in a contract award, the Contract will consist of this document, the Contractor's offer letter, Contractor's price list, all attachments, state of Ohio State Term Schedule Terms and Conditions rev 03/16/12, written addenda, the Contractor's proposal, and written, authorized addenda to the Contractor's proposal, and if applicable, the Contractor's letter(s) designating authorized dealers. It will also include any materials incorporated by reference in the above documents and any purchase orders and change orders issued under the Contract. If there are conflicting provisions between the documents that make up the Contract, the order of precedence for the documents is as follows:

1. This Contract, as amended;

2. The documents and materials incorporated by reference in the Contract;

3. The Contractor's Proposal, as amended, clarified, and accepted by the State; and

4. The documents and materials incorporated by reference in the Contractor's offer.

Notwithstanding the order listed above, amendments issued after the Contract is executed may expressly change the provisions of the Contract. If they do so expressly, then the most recent of them will take precedence over anything else that is part of the Contract.

IN WITNESS WHEREOF, the parties have executed this Contract as of the dates below;

ZOLL Medical Corporation
(Contractor)

(Signature)

V.P., EMS Sales
(Title)

10-1-12
(Date)

Department of Administrative Services
(State of Ohio Agency)

Robert Blair/fms
(Signature)

Robert Blair
Director, Department of Administrative Services

10-31-12
(Date)