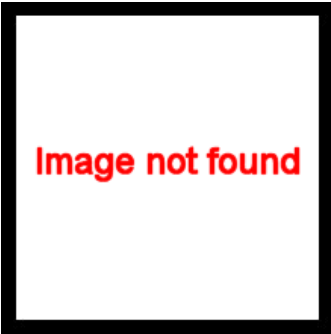


Awards/Agreements
Staples Contract and Commercial, Inc
Office Supplies and Services



Supplier Address

Staples Contract and Commercial, Inc
5441 NE 148th Avenue
Suite 101
Portland, OR 97230

Contact: Catherine Young
Phone: 1 (503) 731-6223
Fax: 1 (503) 639-7538
Email: Catherine.young@StaplesAdvantage.com

Contract # 9802
Amendment # 2
Revision Date 07/08/2010
Opportunity # 102-1557-09 Vers: 17
Contract Start Date 01/04/2010
Expiration Date 12/31/2012
Supplier Number 16760

All dates are mm/dd/yyyy

Attachments Exist
Secondary Suppliers Do Not Exist

Contract Administrator

State Procurement Office
1225 Ferry Street SE, U140
Salem, OR 97301-4285

Contact: Pam Johnson
Phone: 1 (503) 378-4731
Fax: 1 (503) 373-1626
Email: pam.johnson@state.or.us

Receiving Address

State Procurement Office
1225 Ferry Street SE, U140
Salem, OR 97301-4285

Contact: Pam Johnson
Phone: 1 (503) 378-4731
Fax: 1 (503) 373-1626
Email: pam.johnson@state.or.us

Amendment # 2

See attachments for Paper Price Changes effective July 1, 2010.

Amendment # 1

Contract Local contact name has changed:

to Catherine Young.

Revision # 1 Updated insurance (CGL,Auto,Excess,Wkrs Comp) Murray 2/17/10

Header Comments

SEE ATTACHMENTS: FOR THE WESTERN STATES CONTRACTING ALLIANCE (WSCA) AGREEMENT, THE STATE OF OREGON PARTICIPATING ADDENDUM, FOR BLOCKED ITEMS THAT ARE CURRENTLY ON OTHER DAS/SPO STATWIDE PRICE

-INCLUDES:

- Office Supplies
- Paper, (see attachments)
- Ink and toner cartridges (Limited)
- Technology supplies (Limited)
- In-stock Furniture (Limited)
- Recycled items
- Environmentally preferable items (identified)
- MWESB manufactured items (identified)
- Buyers Guides

-DISCOUNT STRUCTURE: All discounts are from Manufactures List price and are updated quarterly. Prices are available in Real Time and all discounts are applied and shown at time of purchase.

There are two (2) discount paths, See Items listed below:

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Staples Contract and Commercial, Inc
Office Supplies and Services

1. Wholesaler discount which is not as deep as the vendor specific.
2. Vendor Specific Full Line Discount which is the deepest discount possible.

Key Elements of this contract are:

SEE ATTACHMENTS: THE LIST OF BLOCKED ITEM WHICH ARE LOCATED ON OTHER STATE OF OREGON CONTRACTS.

-Service Representatives:

To be determined by location, please contact: Tom Merrick Business Development Manager 503-639-4217 x1230 or 866-587-3136 x1230

- Staples Advantage offers a unique approach to managing your account, we assign an Account Manager with no business development responsibilities meaning they are 100% focused on customizing and managing your supply program
- Staples provides significant resources to help you reduce supply expenses and ensure an easy and positive experience

-Training:

Staples Advantage offers multiple training methods to assure that State of Oregon participants have a full understanding of the WSCA program

- Training Webinars or on-site for large groups or one-on-one training
- On-Site "Kick-Off" or Orientation Events
- Quick-training guides and complete "User Reference Guides" which are available on our ordering website along with online tutorials that walk-through the most common ordering procedures
- Additional training options may be available, upon request
- Ongoing training is provided for authorized purchasers once your program is in place
- Shopping lists can be created to ensure a quick and easy online buying experience

-Key persons:

Don Hasch - Senior Vertical Market Specialist - 714-868-4274
Derek Traver - Regional Sales Director / Account Management, 253-518-7149
Wayne Berger - Regional Sales Director / Business Development, 253-518-7130
Windy Holt - District Sales Manager, Oregon 503-731-6261
Eric Laakso - District Sales Manager, Oregon 503-731-6236

-Freight Policy:

All shipments shall be F.O.B. Destination; freight prepaid and allowed.

-Shipping:

- Staples Advantage offers deliveries directly to the ordering department/division address under the WSCA contract
- Next-Business Day delivery is available in Oregon for orders received by 5pm PST
- Deliveries are completed by Staples uniformed drivers in most areas

-Delivery and Distribution of Goods Shipped:

Staples Advantage has distribution facilities in Gresham, Oregon and Auburn, WA to support the WSCA State of Oregon contract

-Reporting Requirements:

Authorized Purchasers may request monthly electronic (Excel) usage and quality reports. These reports will include at a minimum, but not be limited to, the following metrics in any particular order:

- Fill rate
- Delivery success rate
- State of Oregon contract number (WSCA),
- Usage broken down by state agency, political subdivision, location and agency requestor
- Number of orders placed
- Total dollar value of orders placed during the reporting period
- Average value of each order

Awards/Agreements

Staples Contract and Commercial, Inc
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- Customized ad hoc reports also available on request

-Emergency Management and Recovery:

In the event of a natural disaster, we would deploy various recovery plans, based upon an analysis of the business impact for different scenarios. Our local account management, distribution/fulfillment centers, and delivery teams will communicate (phone, email and in person) with the customer as to the extent of the disaster areas affected; and implement an action plan based upon customer needs.

-Excellent Customer Service:

- Customer Service Phone # 1-888-238-6329
- Customer Service Fax # 1-888-664-3311
- Trained and experienced team of customer service professionals are available
Mon - Fri 5:00amPST to 5:00pmPST
- Certified by J.D. Power and Associates as providing: "outstanding customer service" five years in a row
- "One and Done" philosophy, we resolve over 95% of all calls to our Customer Service team on the first call

-Return Policy:

Our policy is to guarantee a no-hassle return, regardless of the reason for return. Staples Advantage accepts any product for return for any reason within 30 days of receipt from our customer. Non-defective merchandise returns must be in saleable condition in original packaging/cartons and with original documentation for credit. Furniture returns must be in original cartons.

Some furniture and custom ordered products will not be accepted for return or credit, please contact your account representative for details
End user can request a return online or by calling customer service, a Return Authorization number is generated (via email for online requests and verbally for telephone requests). Note the RA number with the return product and place at normal delivery location for pick up

-Contract Management:

Staples Advantage has assigned all WSCA Contract Management to one coordinator, Don Hasch who brings years of experience in managing government contracts and programs and is responsible for all aspects of the WSCA State of Oregon. He reports to our VP of Vertical Markets, Henry Astroff and works with our internal audit team to ensure accuracy and adherence to all components of the WSCA contract. His contact information is listed above.

-Implementation and Communication:

Staples Advantage prides itself with our ability to successfully implement local, state, and federal government clients. During implementation, we hold daily operational conference calls with all internal Staples stakeholders and weekly conference calls with each individual State of Oregon agency or ORCPP member and their departments.

The implementation will span approximately 30-45 days or less depending on the size of your department. A detailed, customer-specific plan and timeline will be customized based on requirements identified.

To kick-off implementation, our Field Marketing Team will put together a Marketing Communication plan in order to keep end-users informed about the new vendor status, training opportunities, launch date and any other activities involved.

In addition, after Implementation the Field Marketing Team can assist in driving your initiatives, such as sustainability and cost reduction through customized marketing campaigns.

-Sustainability:

This is a critical issue within all WSCA states and the State of Oregon is leading the way in adopting best practices surrounding supply purchases. Staples is committed to helping your organization reach sustainability goals and reducing your supply costs. Some of the ways we do that are listed below:

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Office Supplies and Services

- Reporting - Recycled Content, Environmental Impact, LEED Certification
- Online catalog reducing the need for paper catalogs - visit www.staplesadvantagecatalogs.com to see how easy it is to use

-ESB/MBE/WBE

- Innovative Diversity Supplier programs
- Full selection of MWBE Diversity products clearly identified with MWBE icons in our printed and online catalogs

-Packaging:

- Staples' SmartHold program has resulted in reductions in packaging waste by up to 20%. This applies to both our external vendors for incoming products and our product packaging to clients
- Detailed and customized information can be applied to packaging labels to meet your needs

-Environmental Practices:

Staples Advantage received an average score of 27 out of 30 points during the WSCA evaluation process; this reflects our deep commitment to responsibly managing our environmental practices.

- Ranked #20 in Newsweek's Top 500 Green Companies, 2009
- One of the world's largest ink and toner cartridge recyclers - on pace for 50 million cartridges in 2009
- Order Consolidation Calculator: Staples developed a process to help end users identify costs associated with small orders
- VP level Environmental Affairs position managing current programs and planning for future enhancements
- Achieved a 20% "Green Power" utilization throughout our facilities
- Sourcing more than 50% of all paper products from FSC certified sources
- Paper reduction strategies and education available through your account manager

-CRP/QRF:

Staples Advantage is committed to integrating diverse suppliers into our sourcing, purchasing and merchandising processes and mentoring these suppliers so that they may develop a strong foundation for future growth. In fact, we've won numerous awards for our support of diversity purchasing efforts.

-Retail Store Purchases:

When you need it now, your existing agency Procurement or Credit Card can save the day. Use it for everything from last-minute supplies to weekend copying and print services at Staples retail locations across the country.

Here's what users can expect when registering a P-card or a Credit Card:

- Gives you the lower available price - either 10% off Staples.com pricing or the retail price, whichever is lower at time of purchase
- The registration process is simple as well as PCI compliant. All customer data is encrypted so credit card information is secure
- Bills directly to the credit card statement of the registered Procurement Card or Credit Card and is also captured for reporting purposes
- Registration is quick and easy - once submitted, users will receive confirmation within minutes
- Available for American Express, Master Card, Visa and Discover credit cards

Delivery Requirements

See Contract

Payment Terms

Net 30

FOB

FOB Destination

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Office Supplies and Services

Item #	Quantity / Unit	Description	Unit Cost
1	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #1: Vendor Specific Catalog Discount: 47.98% Wholesaler Catalog Discount: 46.96% (Adhesives, Glues, Gluesticks, Adhesive Removers)	0
2	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #2: Vendor Specific Catalog Discount: 57.16% Wholesaler Catalog Discount: 45.94% (Appointment Books, Phones Message Books, Statement Books, Fax Message Books, While You Were Out Books, Forms, Dictionaries, Thesaurus, Diaries, Tickets, Reference Sets, Etc.)	0
3	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #3: Vendor Specific Catalog Discount: 55.12% Wholesaler Catalog Discount: 52.06% (Archive Boxes, Cardboard Boxes, Storage Containers)	0
4	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #4: Vendor Specific Catalog Discount: 54.10% Wholesaler Catalog Discount: 38.80% (Award Frames, Displays, Plaques, Certificates)	0
5	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #5: Vendor Specific Catalog Discount: 46.96% Wholesaler Catalog Discount: 30.64%	0

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Office Supplies and Services

Item #	Quantity / Unit	Description	Unit Cost
		(Badges, Badge Holders, Lanyards)	
6	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #6: Vendor Specific Catalog Discount: 55.12% Wholesaler Catalog Discount: 50.02% (Batteries, Chargers, UPS Power Supply)	0
7	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #7: Vendor Specific Catalog Discount: 62.26% Wholesaler Catalog Discount: 47.98% (Binder Clips, Paper Clips, Panel Clips, Pushpins, Thumbtacks, Safety Pins, Rubberbands, Scissors, Shears, Cutters, Trimmers, Hole Punches)	0
8	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #8: Vendor Specific Catalog Discount: 59.20% Wholesaler Catalog Discount: 60.22% (Binders, Combs, Rings, Splines)	0
9	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #9: Vendor Specific Catalog Discount: 45.94% Wholesaler Catalog Discount: 36.76% (Book Cases, Book Ends, Book Shelves)	0
10	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #10: Vendor Specific Catalog Discount: 35.74%	0

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Item #	Quantity / Unit	Description	Unit Cost
		Wholesaler Catalog Discount: 29.62% (Bulletin Boards, Cork Boards, Easels, Easel Pads, Poster Boards)	
11	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category 11: Vendor Specific Catalog Discount: 46.96% Wholesaler Catalog Discount: 37.78% (Calendars, Deskpads, Refills, Planners)	0
12	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #12: Vendor Specific Catalog Discount: 49.00% Wholesaler Catalog Discount: 19.42% (Calculators, Calculator Ink, Calculator Spools, Adding Machine Tape, Cash Register Tape)	0
13	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #13: Vendor Specific Catalog Discount: 26.56% Wholesaler Catalog Discount: 23.50% (Carts, Handtrucks)	0
14	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #14: Vendor Specific Catalog Discount: 39.82% Wholesaler Catalog Discount: 29.62% (CD's, DVD's, Cassette Tapes, Tape Cartridges, CD and DVD Cases, CD and DVD Storage, VHS Tapes, Computer Disks and Diskettes, CD Mailers, Digital Voice Recorders, Ribbons, Typewriters, Computer Bags and Cases, Cameras, Camera Film, Photo Paper, Camera Bags, Camera Cases)	0
15	1	Office Machines, Equipment, Accessories, and	0

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Item #	Quantity / Unit	Description	Unit Cost
	EACH	Supplies - Recycled Category #15: Vendor Specific Catalog Discount: 53.08% Wholesaler Catalog Discount: 47.98% (Chairmats)	
16	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #16: Vendor Specific Catalog Discount: 44.92% Wholesaler Catalog Discount: 23.50% (Clocks, Hooks, Lamps)	0
17	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #17: Vendor Specific Catalog Discount: 58.18% Wholesaler Catalog Discount: 58.18% (Correction Fluid, Correction Tape, Correction Pens)	0
18	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #18: Vendor Specific Catalog Discount: 43.90% Wholesaler Catalog Discount: 42.88% (Cups, Spoons, Forks, Plates, Bowles)	0
19	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #19: Vendor Specific Catalog Discount: 42.88% Wholesaler Catalog Discount: 42.88% (Dusters, Computers Dust-off, All Wipes, Lysol, Colorox, Hand Soaps, Windex, Air Freshener, Dust Pans)	0

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Item #	Quantity / Unit	Description	Unit Cost
20	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #20: Vendor Specific Catalog Discount: 54.10% Wholesaler Catalog Discount: 51.04% (Erasers, Dry Erase Erasers, Chalk, Crayons)	0
21	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #21: Vendor Specific Catalog Discount: 36.76% Wholesaler Catalog Discount: 18.40% (Fans, Heaters)	0
22	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #22: Vendor Specific Catalog Discount: 40.84% Wholesaler Catalog Discount: 37.78% (First Aid, Hand Lotions, Hand Sanitizers, Pain Relief, Gloves, Safety Supplies)	0
23	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #23: Vendor Specific Catalog Discount: 29.62% Wholesaler Catalog Discount: 19.42% (Headsets, Headset Accessories, Headphones)	0
24	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category 24: Vendor Specific Catalog Discount: 52.06% Wholesaler Catalog Discount: 38.80%	0

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Item #	Quantity / Unit	Description	Unit Cost
		(Ink Pads, Refills, Stamps)	
25	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #25: Vendor Specific Catalog Discount: 54.10% Wholesaler Catalog Discount: 40.84% (Knives, Cutters, Blades, Scrapers)	0
26	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #26: Vendor Specific Catalog Discount: 51.04% Wholesaler Catalog Discount: 39.82% (Labels, Label Makers, Label Holders)	0
27	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #27: Vendor Specific Catalog Discount: 66.34% Wholesaler Catalog Discount: 57.16% (Mailing Tubes, Mailing Tubs, Packaging, Envelopes, Fingertips, Letter Openers, Moistener)	0
28	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #28: Vendor Specific Catalog Discount: 58.18% Wholesaler Catalog Discount: 51.04% (Markers, Highlighters)	0
29	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #29: Vendor Specific Catalog Discount: 37.78% Wholesaler Catalog Discount: 25.54%	0

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Item #	Quantity / Unit	Description	Unit Cost
		(Mouse, Keyboards, Wristrests, Keyboard Pads, Mousepads, Keyboard Trays)	
30	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #30: Vendor Specific Catalog Discount: 64.30% Wholesaler Catalog Discount: 50.02% (Notebooks, Notepads, Pads of Paper, Post it Notes, Art Paper, Construction Paper, Crepe Paper)	0
31	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #31: Vendor Specific Catalog Discount: 55.12% Wholesaler Catalog Discount: 36.76% (Office Organizers, Inboxes, Copyholders, Pen and Pencil Holders, Wastebaskets, Drawers, Desktop Shelves, Garbage Can Liners, Shredders, Shredder bags, Surge Protectors, Extension Cords)	0
32	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category 32: Vendor Specific Catalog Discount: 81.64% Wholesaler Catalog Discount: 64.30% (Paper)	0
33	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #33: Vendor Specific Catalog Discount: 57.16% Wholesaler Catalog Discount: 47.98% (Pencils, Pencil Erasers, Lead Refills, Pencil Sharpeners, Pens, Pen Refills)	0
34	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled	0

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Item #	Quantity / Unit	Description	Unit Cost
		Category #34: Vendor Specific Catalog Discount: 55.12% Wholesaler Catalog Discount: 51.04% (Protractors, Rulers, Yardsticks, Compasses, Engineer Triangles)	
35	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #35: Vendor Specific Catalog Discount: 59.20% Wholesaler Catalog Discount: 55.12% (Report Covers, Files, File Folders, Pocket Files, Portfolios, Jackets, Inserts, Folder Frames, Dividers, Wallet Files, File Guides, Index Cards, Business Cards, Card Holders, File Indexes, Tabs, Ledgers, Tab Reinforcement, Tags, Sheet Protectors, Letters, Numbers, Fasteners, Fastener Bases, Clipboards, Flag Tape)	0
36	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #36: Vendor Specific Catalog Discount: 43.90% Wholesaler Catalog Discount: 40.84% (Signs, Sign Holders, Flyer Holders, Racks, Literature Displays, Name Plates)	0
37	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #37: Vendor Specific Catalog Discount: 62.26% Wholesaler Catalog Discount: 54.10% (Staplers, Staples, Staple Removers)	0
38	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #38: Vendor Specific Catalog Discount: 47.98%	0

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Item #	Quantity / Unit	Description	Unit Cost
		Wholesaler Catalog Discount: 23.50% (Storage Cabinets, Filing Cabinets, File Storage Systems, Rails)	
39	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #39: Vendor Specific Catalog Discount: 58.18% Wholesaler Catalog Discount: 51.04% (Tape, Tape Dispensers, Embossing Tape, Velcro Products)	0
40	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #40: Vendor Specific Catalog Discount: 49.00% Wholesaler Catalog Discount: 47.98% (Tissue, Paper Towels, Napkins)	0
41	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #41: A: HP Laser Toner Vendor Specific Catalog Discount: 38.80% Wholesaler Catalog Discount: 37.78% B: HP Ink Jet Toner, All other HP Accessories Vendor Specific Catalog Discount: 29.62% Wholesaler Catalog Discount: 27.58% (Toners, Cartridges, Fusers, Kits, Drums, HP Brand Only)	0
42	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #42: A: Other manufacture Toner and Accessories Vendor Specific Catalog Discount: 28.60% Wholesaler Catalog Discount: 18.40% B: Other Remanufactured Toner and Supplies Vendor Specific Catalog Discount: 55.12% Wholesaler Catalog Discount: 40.84%	0

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Item #	Quantity / Unit	Description	Unit Cost
		(Toners, Cartridges, Fusers, Kits, Drums, All Other Brands)	
43	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #43: Vendor Specific Catalog Discount: 43.90% Wholesaler Catalog Discount: 23.50% (Transparency Film, Transparency Paper, Laminators, Laminating Supplies, Laminating Pouches)	0
44	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #44: Vendor Specific Catalog Discount: 34.72% Wholesaler Specific Discount: 20.44% (USB Drives, Flash Memory, Zip Disks)	0
45	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #45: Vendor Specific Catalog Discount: 34.72% Wholesaler Specific Discount: 32.68% (Un-Categorized Spend)	0
46	1 EACH	Office Machines, Equipment, Accessories, and Supplies - Recycled Category #46 COPY PAPER (20# WHITE) (SEE ATTACHEMENTS FOR PRICING) ALL OTHER PAPER NOT ON THE ATTACHED LIST FALL UNDER CATEGORY #32	0

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Mandatory or Convenience Mandatory	Renewal Option	Current Amendment Value 0
Minimum Order N/A		Previous Contract Value 10000000
Return Policy See Contract		Current Amended Value 10000000
Warranty See Contract		
Best Value Analysis		
Freight/Surcharge		