PARTICIPATING ADDENDUM

[hereinafter "Addendum"]

WESTERN STATES CONTRACTING ALLIANCE

Tires, Tubes and Services

Utah Contract # MA211

Between

MICHELIN NORTH AMERICA, INC.

[hereinafter "Contractor"]

And

State of South Dakota

[hereinafter "Participating State" or "Participating" Entity (if not a state)]

Participating State Contract Number: 16278

1. Scope: This Addendum will add the above Participating State (or Participating Entity) to purchase from the WSCA Contract for Tires, Tubes and Related Services lead by the State of Utah for use by state agencies and other entities located in the Participating State authorized by that state's statutes to utilize state contracts.

2. Changes: The following terms and conditions will be added to the Participating Addendum for the Participating State:

None

3. Primary Contact: The primary Participating State contact individual for this participating addendum is as follows:

Name: Scott Nelson
Participating Entity: South Dakota Office of Procurement Management
Address: 523 E. Capitol Avenue
City, State: Pierre, SD 57501
Telephone: (605)773-4275
Fax: (605)773-4840
E-mail: Scott.Nelson@state.sd.us

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

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

By: _____
Name: Steven L. Berg
Title: Director of Procurement

Date: 3/20/2012 _____

By: _____
Name: Chris Novak
Title: Director, Government Commercial Sales

Date: March 21, 2012