

STATE OF CALIFORNIA
UPS INCENTIVE PROGRAM
CARRIER AGREEMENT

State of California ("Customer"), including any of its divisions, subsidiaries and affiliates, and United Parcel Service, Inc., an Ohio Corporation, including all of its subsidiaries and affiliates, ("UPS") have entered into the following Agreement ("Agreement").

UPS is authorized to provide carrier service described herein in accordance with the terms and conditions contained in the UPS Rate and Service Guide and Tariff in effect at the time of shipping, all of which are incorporated herein by reference, and as outlined in Attachments A through F-2. Customer agrees that the terms of this Agreement include the understanding that the Agreement is based on the distinct needs of the Customer and that UPS will be a State preferred carrier of choice.

Table with 2 columns: Attachments, Description. Rows include A (Terms & Conditions), B (State of California Approved Locations), C (Domestic Incentive Program), D (Specialized Incentive Program), E & E-1 (SonicAir Incentive Program), F, F-1, & F-2 (Custom Rates (Ground, Air, & U.S. Export)).

This Agreement will remain in effect for a period of three (3) years from the Effective Date below except as otherwise provided.

This Agreement shall be considered withdrawn if not signed by both parties and approved by the Department of General Services on or before March 25, 2005.

(Customer) STATE OF CALIFORNIA

(Carrier) UNITED PARCEL SERVICE, INC.
AN OHIO CORPORATION

By: _____
(An Authorized Representative)

By: _____
(An Authorized Representative)

Title: _____

Title: _____

Address: _____

Address: _____

Date Signed: _____

Date Signed: _____

Effective Date: _____