

**Amendment No.3
to
Contract Dated August 15, 2009
Between the Office of the Arkansas Lottery (Formerly, Arkansas Lottery Commission) and
Intralot, Inc.**

This Amendment No. 3 (this "Amendment") is made and entered into this ____ day of ____, 2017, by and between the Office of the Arkansas Lottery (Formerly, Arkansas Lottery Commission) (the "OAL") and INTRALOT, Inc. ("INTRALOT"), collectively the "Parties", as follows:

The purpose of this Amendment is to effectuate the implementation of an Extension to the Contract, pursuant to the AGREEMENT FOR CONTRACTUAL SERVICES FOR ONLINE LOTTERY GAME SERVICES AND LOTTERY GAMING SYSTEM AND SERVICES ("Contract" or "Agreement") originally entered into the 15th day of August 2009, as amended and renewed, by and between the Office of the Arkansas Lottery (Formerly, Arkansas Lottery Commission) (hereinafter "OAL"), a self-governing agency of the State of Arkansas, P.O. Box 3238, Little Rock, AR 72203 and INTRALOT, Inc., a Georgia corporation with its principal office at 11360 Technology Circle, Duluth, Georgia, 30097, (hereinafter "INTRALOT") ..

UNDERSTANDINGS

1. INTRALOT is granted by the OAL, and accepts, for the consideration set forth below, a seven (7) year extension to the Contract, commencing on the expiration of the current Contract (the "Extension Effective Date") on August 14, 2019, thereby extending the Contract through and including August 14, 2026.
2. In consideration for the granting and acceptance of the 2019 Extension, INTRALOT and the OAL agree to the terms and conditions set forth in attached Exhibit A, incorporated herein.
3. This Amendment No. 3 sets forth the entire understanding between Parties with respect to the matters set forth herein and supersedes all prior representations, understandings or agreements, whether written or oral, expressed or implied regarding those matters specifically set forth herein. Unless otherwise modified herein the Contract shall remain in full force and effect according to its terms.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 3 to be executed by their duly authorized officers as of the day and year first written above (the "Execution Date").

The Office of the Arkansas Lottery

INTRALOT, Inc.

By: _____

By: _____

Bishop Woosley
Director

John Donahue
President & CEO

Exhibit A

INTRALOT will provide and the OAL will accept the following:

1. 2,200 new PHOTON™ terminals and printers to accommodate the reasonable needs of the retailer base. Deployment of the terminals shall be on a mutually agreed upon staggered basis which will commence in August 2019.
2. 1,600 new PADs (Player Advertising Displays), to be deployed upon a mutually agreed upon schedule commencing after January 2018.
3. A new BOS (Back Office System), including necessary upgrades of central systems equipment together with the most current version of ICS software and hardware implemented upon a mutually agreeable schedule during the 2019 calendar year.
4. 400 new and unused Play Stations to include ongoing maintenance commencing in January 2018.
5. Additional options are made available to the Lottery and are set forth on **Schedule 1**, attached hereto and incorporated herein.
6. Intralot will modify its compensation as follows to;

A rate reduction from 2.165% to 2.11% on all instant and online sales commencing January 1, 2018

(Remainder of the page is purposely blank)

Schedule 1

Additional Options			
Product	Description	Pricing	Comments
1. Player's Club Loyalty solution (without real money gaming)	INTRALOT's IGP (Integrated Gaming Platform), Canvas and RGS selected modules for second chance Loyalty Club	TBD	This fee is applicable for a second chance Loyalty club without the ability for real money gaming.
2. Player's Club Loyalty solution (including real money gaming)	INTRALOT's IGP, Canvas and RGS and selected modules as necessary for real money gaming	TBD	This is for a Player Loyalty club with the ability for real money gaming, once allowed by the Lottery.
3. Mobile Lottery Native Companion App.	INTRALOT's IGP, Canvas and RGS selected modules	TBD	This is for a companion mobile app and internet play without the ability for real money gaming. Once allowed and at the lottery's request, additional functionalities will be agreed for a mobile app and internet play with the ability for real money gaming at pricing to be agreed
4. Newest version of Winstations Vending Machine	42" screen and 30 instant games bins included ability to upgrade current WinStations	TBD	
5. Mobile Platform		TBD	
6. POS and/or the newest version(s) of the Multi-Purpose self- service lottery terminal to include, as applicable, but not be limited to; Tapp games, pull-tab, events/results lottery, and other lottery games including electronic instants		TBD	
7. B-On platform(or its successor, as applicable including I-lottery on all channels and across all products) as offered in the Proposal response to RFP dated July 23,	The provision of advanced traditional and non-traditional gaming features as contained in B-On functionality	TBD	

2009			
8. ILook for MSR's		This option is included in Base Rate	Implementation to commence as agreed upon by the parties, but no sooner than Calendar Year 2019.