

**SECOND AMENDMENT TO THE
AGREEMENT FOR CONTRACTUAL SERVICES FOR
INSTANT TICKET LOTTERY GAME SERVICES**

THIS SECOND AMENDMENT ("Second Amendment") TO THE AGREEMENT dated effective as of August 18, 2009 (the "Agreement"), is entered into on this 9th day of December, 2014, by and between the Arkansas Lottery Commission ("ALC"), P.O. Box 3238, Little Rock, AR 72203 and Scientific Games International, Inc. ("SGI"), 1500 Bluegrass Lakes Parkway, Alpharetta, GA 30004, witnesses that the parties have made the agreements set forth below:

RECITALS

WHEREAS, the ALC issued a Request for Proposal for Instant Ticket Lottery Game Services on June 19, 2009, with a proposal opening date of July 23, 2009, and subsequent addendums dated June 30, 2009, and July 15, 2009, ("RFP") for the implementation, operation and maintenance of an Instant Ticket Games System ("Gaming System"); and

WHEREAS, upon evaluation of the proposals submitted in response to the RFP, the ALC determined that the SGI proposal dated July 27, 2009, ("Proposal") met or exceeded each of the requirements of the RFP and was the Successful Vendor pursuant to the ALC's competitive proposal process; and

WHEREAS, the ALC entered into the Agreement with SGI to provide a comprehensive solution to instant ticket operations, including the manufacture of instant tickets, warehousing, ordering and distribution of instant tickets and marketing support services on August 18, 2012; and

WHEREAS, the parties now desire to amend the Agreement:

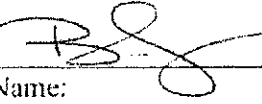
NOW, THEREFORE, in consideration of the above promises, and the mutual promises set forth below, and subject to compliance with Arkansas Law, the ALC and SGI, hereby amend the Agreement as follows:

- A. Scientific Games agrees to reduce the Properties Plus loyalty program percentage allocation from the instant ticket prize structures to 1.35% (from the current 1.5%). The new rate of 1.35% will be used on all prize structures for instant ticket games executed after the signing of this amendment.

The reduction in the percentage allocation does not impact the value of the points in the program. The value of each point will remain at \$0.015.

IN WITNESS WHEREOF, the parties have executed this Second Amendment on the 9th day of December, 2014.

ARKANSAS LOTTERY COMMISSION


Name: _____

Title: Director

SCIENTIFIC GAMES INTERNATIONAL, INC.


Name: _____

Title: