

**FULL SERVICE LOTTERY SYSTEM  
CONTRACT #C080005  
AMENDMENT ONE**

This AMENDMENT ONE made this 2<sup>nd</sup> day of March, 2010 by and between the NEW YORK STATE DIVISION OF THE LOTTERY, an executive agency of the State of New York having an office at One Broadway Center, Post Office Box 7500, Schenectady, New York 12301-7500 (the "Lottery"), and GTECH CORPORATION, a corporation organized under the laws of the State of Delaware having an office at GTECH Center, 10 Memorial Boulevard, Providence, Rhode Island 02903 (the "Contractor").

WHEREAS, the Parties entered into Contract No. C080005 effective on September 1, 2009 (the "Agreement") for various services in connection with the operation of a Full Service Lottery System; and

WHEREAS, the Parties desire to amend the Agreement (i) in order to allow sufficient time for the addition of the Powerball game to the existing systems and the new Full Service Lottery System and (ii) to make corresponding changes in dates specified in the Agreement.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises hereinafter set forth, the parties agree as follows:

1. Amended System Conversion Date. In connection with a mutually agreed upon new system conversion date, Sections 2, 3, 15(a), 15(f) and Schedule A (as part of Section 15(d)) of the Agreement shall be amended as follows:

(a) Section 2 of the Agreement is deleted and replaced with the following:

2. Term.

(a) This Agreement shall be for an initial term commencing as of the date of approval by the State Comptroller and continuing for a

period of system conversion up to and including July 31, 2010, and further continuing for a period commencing on August 1, 2010 and continuing for seven (7) years thereafter, plus a sufficient number of days to complete the then current calendar week; that is, until Saturday, August 5, 2017.

(b) The Lottery shall have the option, at its sole discretion, to extend the term, upon written notice given not later than May 1, 2017, for an additional term of up to three (3) years, plus a sufficient number of days to complete the then current calendar week; that is, until Saturday, August 1, 2020.

(c) The Lottery shall also have the option, at its sole discretion under the emergency circumstances specified in the RFP, to extend the term beyond August 1, 2020, for an additional emergency term or terms of up to thirty (30) days each, upon written notice given not less than thirty (30) days before the start of such additional emergency term or terms.

(b) Section 3 of the Agreement is deleted and replaced with the following:

3. Compensation. In full consideration for all goods and services specified in the RFP and the Proposal, the Lottery agrees to pay, and the Contractor agrees to accept, compensation in accordance with the prices set forth in the Proposal and herein commencing August 1, 2010 (unless otherwise specified herein). No minimum amount is guaranteed by this Agreement and the Contractor shall not have any right to make a claim therefor.

(c) The second paragraph of Section 15(a) of the Agreement is deleted and replaced with the following:

Further, as the Lottery has selected the Contractor as the Communications Network Provider in connection with the RFP, Contractor will provide the Lottery an annual "bundling" discount of \$4,000,000. This discount would be applied weekly as an \$80,000 increase in the transfer of retailer settlement funds from the Contractor to the Lottery for the first fifty (50) weeks of each one year period of the term of the Agreement commencing the first full week of sales after August 1, 2010 under the Agreement. This bundling discount will apply only to the first seven years of the term of the Agreement. This bundling discount will not preclude the Contractor and the Lottery from later agreeing to any other discounts.

(d) The Implementation Schedule attached as Schedule A to the Agreement, as referenced in Section 15 (d) of the Agreement, is deleted and replaced with the Schedule A attached to this Amendment.

(e) Section 15(f) of the Agreement is deleted and replaced with the following:

(f) Section 4.5 – Cost Quotation Sheet. The Contractor has offered and the Lottery has accepted as of the date hereof the following options:

Option	RFP Section	Quantity	Price
Combined Self Service Terminals including Wireless Connection	3.2.4.2 and Items "G" and "H" of Lottery Specified Options	3000	\$48.37 per terminal per week commencing on June 6, 2010 and terminating the week ending on June 3, 2017. If such terminals are delivered for installation prior to June 6, 2010, payment shall commence on the date of installation or June 6, 2010 (whichever comes first).
Communications Network/ Early Conversion of Communications Network	3.3, Item "I" of Lottery Specified Options and Item "S" of Offered Options		For all locations not using VSAT, DSL or Frame Relay, \$19.62 per terminal per week upon installation of new terminal on new communications network for the term of the Agreement; provided that in the event more than three terminals are at a single location, the price per week for all terminals at such location shall not exceed \$58.86 (3 X \$19.62). For all locations using VSAT, DSL or Frame Relay, \$19.62 per retailer location per week upon installation of new terminal(s) on new communications network for the term of the Agreement.

Hand-held Terminals	Item "A" of Offered Options	100	\$35.35 per terminal per week commencing on August 1, 2010 for the term of the Agreement.
Lotto to Go Terminals	Item "G" of Offered Options	500	\$61.23 per terminal per week commencing on June 6, 2010 and terminating the week ending on June 3, 2017. If such units are delivered for installation prior to June 6, 2010, payment shall commence on the date of installation or June 6, 2010 (whichever comes first).
On-Line Subscription System	Section 3.4.12 and Item "J" of Lottery Invited Options	1	\$9,699.94 per week commencing on August 1, 2010 for the term of the Agreement.
Retailer Website	Section 3.4.14 and Item "L" of Lottery Invited Options	1	\$2,276.37 per week commencing on August 1, 2010 for the term of the Agreement.

The Combined Self Service Terminals and Lotto to Go Terminals shall be configured with the following two (2) options: ticket catchers and 24 inch starlights.

- (f) The last paragraph of Section 15(g) of the Agreement is deleted and replaced with the following:

The cost of each of these options set forth in paragraphs 1 through 5 above shall be based on a percentage of sales, an upfront fee, a monthly or other periodic fee or a combination of any such payment methods, as negotiated by the Lottery and the Contractor, and shall be subject to the prior approval of the Attorney General and the State Comptroller. In the event any of these options are terminated for any reason, the Contractor shall be reimbursed for the cost of the work performed and services rendered in constructing and implementing these options.

2. All other provisions of Agreement Number C080005, as amended, remain in full force and effect. Any capitalized terms used but not defined in this Amendment shall have their meaning as set forth in the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first written above.

NYS Agency Contract # C080005  
Amendment One

In addition to the acceptance of this contract, my signature below certifies that copies of this signature page will be attached to all other exact copies of this contract.

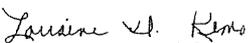
GTECH CORPORATION

By:   
Title: SVP - GTECH Americas  
Date: 3/1/10

NEW YORK STATE DIVISION  
OF THE LOTTERY

By:   
Title: Director  
Date: 3/2/10

ATTORNEY GENERAL

By: APPROVED AS TO FORM  
NYS ATTORNEY GENERAL  
Date: MAR 04 2010  
  
LORRAINE I. REMO  
ASSOCIATE ATTORNEY

STATE COMPTROLLER  
Thomas P. DiNapoli

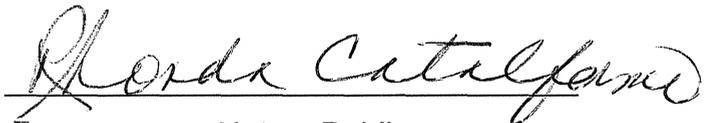
By:   
Date: APR 07 2010  
  
FOR THE STATE COMPTROLLER

STATE OF RHODE ISLAND )

SS.:

COUNTY OF PROVIDENCE )

On this 1st day of March, 2010, before me personally came Alan T. Eland, to me known, who being duly sworn, did depose and say that he ~~or she~~ resides at North Kingstown, Rhode Island (if place of residence is in a city, include the house and street number), that he or she is the SVP, GTECH Americas of GTECH CORPORATION, the corporation which executed this Amendment, and that he or she signed his or her name thereto by order of the board of directors of said corporation.



Notary Public

**RHONDA CATALFOMO  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES JUNE 27, 2013**

Schedule A

<b>ID</b>	<b>Task Name</b>	<b>Duration</b>	<b>Start</b>	<b>Finish</b>
1	Project Start Up, Award Announced - Per RFP	0 days	3/20/2009	3/20/2009
2	Contract Finalized (Lottery sign Off)	0 days	6/17/2009	6/17/2009
<b>3</b>	<b>Contract Signing</b>	<b>0 days</b>	<b>9/1/2009</b>	<b>9/1/2009</b>
4	PDC Facilities	171 days	4/20/2009	12/11/2009
5	BDC Facilities	146 days	4/20/2009	11/6/2009
6	Instants Warehouses	206 days	4/20/2009	1/29/2010
7	Infrastructure Ordering	40 days	5/11/2009	7/3/2009
8	Emulation/Pilot Infrastructure Installations	43 days	6/15/2009	8/12/2009
9	Conversion Infrastructure Installations	25 days	11/16/2009	2/19/2010
10	NY Metro Cell Pilot	109 days	4/2/2009	9/1/2009
11	Pilot SW Dev and QA	62 days	4/2/2009	6/26/2009
12	Lottery CAT Entry and Acceptance Criteria	0 days	5/18/2009	5/18/2009
13	Pilot CAT	10 days	6/29/2009	7/10/2009
14	Lottery CAT Acceptance	0 days	7/10/2009	7/10/2009
15	Pilot Retailer Identifications	20 days	6/8/2009	7/3/2009
16	Pilot Live	37 days	7/13/2009	9/1/2009
17	Emulation Requirements	35 days	3/30/2009	5/15/2009
18	Requirements Kickoff and Demo	15 days	3/30/2009	4/17/2009
19	Altura Emulation SRS	19 days	4/21/2009	5/15/2009
20	SRS V1.0 Reviews and Edits	12 days	4/21/2009	5/6/2009
21	Deliver SRS V2.0	0 days	5/6/2009	5/6/2009
22	Final Review with Lottery, incorporate changes	5 days	5/11/2009	5/15/2009
23	Deliver Final for Signature	0 days	5/15/2009	5/15/2009
24	ESMM Emulation SRS	17 days	4/23/2009	5/15/2009
25	SRS V1.0 Reviews	11 days	4/23/2009	5/7/2009
26	Deliver SRS V2.0	0 days	5/7/2009	5/7/2009
27	Final Review with Lottery, incorporate changes	5 days	5/11/2009	5/15/2009
28	Deliver Final for Signature	0 days	5/15/2009	5/15/2009
<b>29</b>	<b>Lottery Emulation SRS Acceptance</b>	<b>0 days</b>	<b>5/20/2009</b>	<b>5/20/2009</b>
30	Emulation SW Development	40 days	4/20/2009	6/12/2009
31	Emulation SW QA	40 days	6/1/2009	7/24/2009
32	Lottery CAT Entry and Acceptance Criteria	0 days	6/15/2009	6/15/2009
33	Emulation CAT	20 days	7/27/2009	8/21/2009
<b>34</b>	<b>Lottery CAT Acceptance</b>	<b>0 days</b>	<b>8/21/2009</b>	<b>8/21/2009</b>
35	Emulation Live	0 days	9/1/2009	9/1/2009
36	Conversion Requirements	196 days	4/27/2009	1/22/2010
37	Version 1.0 SRS Reviews and Edits	7 days	4/27/2009	5/5/2009
38	Version 2.0 SRS Reviews and Edits	13 days	5/6/2009	5/22/2009
39	Version 3.0 SRS Reviews and Edits	24 days	5/25/2009	6/25/2009
40	V1.0-3.0 SRS Subscriptions, Gamepoint, and	176 days	5/25/2009	1/22/2010

	SST			
41	Deliver Final SRS to Lottery	156 days	6/22/2009	1/22/2010
42	Online Games (5)	0 days	6/22/2009	6/22/2009
43	Data Conversion	0 days	6/22/2009	6/22/2009
44	Online games (5)	0 days	6/23/2009	6/23/2009
45	ESRS	0 days	6/23/2009	6/23/2009
46	Lottery Inside	0 days	6/24/2009	6/24/2009
47	ESTE -OLTP	0 days	6/25/2009	6/25/2009
48	ESTE - Promotions	0 days	6/25/2009	6/25/2009
49	ESTE - OLPM	0 days	7/6/2009	7/6/2009
50	ESMM Show Content	0 days	7/6/2009	7/6/2009
51	ESTE Accounting	0 days	7/7/2009	7/7/2009
52	Interfaces	0 days	7/8/2009	7/8/2009
53	ESPS-Subscriptions	119 days	8/12/2009	1/22/2010
54	IPS	0 days	7/9/2009	7/9/2009
55	Altura (ES)	0 days	7/14/2009	7/14/2009
56	Reporting Grid	0 days	7/15/2009	7/15/2009
57	Gamepoint	0 days	8/18/2009	8/18/2009
58	SST	0 days	8/20/2009	8/20/2009
59	Lottery Conversion SRS Acceptances	154 days	6/24/2009	1/22/2010
<b>60</b>	<b>Lottery Acceptance Complete All Conversion SRS</b>	<b>0 days</b>	<b>1/22/2010</b>	<b>1/22/2010</b>
61	Conversion SW Development	160 days	8/3/2009	3/26/2010
62	Conversion SW QA	120 days	10/20/2009	4/2/2010
63	Lottery CAT Entry and Acceptance Criteria	0 days	2/22/2010	2/22/2010
64	Lottery CAT Start - by Contract	0 days	4/5/2010	4/5/2010
65	Conversion CAT	65 days	4/5/2010	7/1/2010
<b>66</b>	<b>Lottery CAT Completion - by Contract</b>	<b>0 days</b>	<b>7/1/2010</b>	<b>7/1/2010</b>
67	Lottery Conversion CAT Acceptance	0 days	7/1/2010	7/1/2010
68	Data Conversion	10 days	6/18/2010	7/1/2010
<b>69</b>	<b>Parallel Processing</b>	<b>21 days</b>	<b>7/2/2010</b>	<b>7/30/2010</b>
70	Lottery Retailer HW Deployment Plan	127 days	7/17/2009	1/8/2010
71	Altura Terminals and Peripherals	237 days	3/27/2009	2/19/2010
72	Ordering	30 days	3/27/2009	5/7/2009
73	Air Ship Early 200 Units	0 days	7/22/2009	7/22/2009
74	Delivery	90 days	8/21/2009	12/23/2009
75	Start Terminal Conversion - By Contract	0 days	9/1/2009	9/1/2009
76	Installations	125 days	9/1/2009	2/19/2010
77	Gamepoint Installations	125 days	2/3/2010	7/26/2010
78	SST Installations	105 days	2/11/2010	7/6/2010
79	VSAT Comm	197 days	5/22/2009	2/19/2010
80	Ordering & Delivery (Staggerd Shipments)	94 days	5/22/2009	9/30/2009
81	Installations	161 days	7/13/2009	2/19/2010

82	Frame Relay Comm	131 days	8/23/2009	2/19/2010
83	Identify Frame Retailers	111 days	8/23/2009	1/22/2010
84	Order Circuits	111 days	8/30/2009	1/29/2010
85	Deliver Circuits	91 days	10/18/2009	2/19/2010
86	Install Routers	80 days	11/2/2009	2/19/2010
87	Metro Comm	216 days	4/27/2009	2/19/2010
88	Retailer Signal Analysis	80 days	4/27/2009	8/14/2009
89	Retailer Comm Solution Report	0 days	5/26/2009	5/26/2009
90	Ordering & Delivery	84 days	6/9/2009	10/2/2009
91	Installations	125 days	9/1/2009	2/19/2010
92	Retailer Training	115 days	8/17/2009	1/21/2010
93	End User Training	30 days	6/21/2010	7/30/2010
94	Full Conversion Completed	0 days	7/31/2010	7/31/2010
95	Conversion Go-Live	0 days	8/1/2010	8/1/2010