

STANDARD AGREEMENT AMENDMENT

STD. 213 A (Rev 6/03)

CHECK HERE IF ADDITIONAL PAGES ARE ATTACHED 38 Pages

| | |
|---------------------|------------------|
| AGREEMENT NUMBER | AMENDMENT NUMBER |
| 5-10-99-02 | 1 |
| REGISTRATION NUMBER | |
| | |

1. This Agreement is entered into between the State Agency and Contractor named below:
 STATE AGENCY'S NAME
DEPARTMENT OF GENERAL SERVICES
 CONTRACTOR'S NAME
Elavon, Inc (See second signature page)

2. The term of this Agreement is June 1, 2010 through May 31, 2015

3. The maximum amount of this Agreement after this amendment is: \$0
Zero dollars

4. The parties mutually agree to this amendment as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein:

To amend and supplement Master Services Agreement 5-10-99-02 dated June 1, 2010 (the "Agreement"). Elavon and DGS do hereby agree to include new and replace the exhibits shown below in its entirety and attach hereto and incorporate herein as follows

| <u>From: Elavon</u> | <u>To: Elavon</u> | |
|---------------------------|---|----------|
| Exhibit B | Amendment 1 of Exhibit B – Budget Detail and Payment Provisions | Pages 3 |
| Exhibit D | Amendment 1 of Exhibit D – Special Terms and Conditions | Pages 8 |
| Exhibit D - Attach I | Amendment 1 of Exhibit D – Attachment I – Elavon Authorization User Participation – Set Up Form | Pages 4 |
| Exhibit D - Attach II | Amendment 1 of Exhibit D– Attachment II –State Signature Page | Pages 2 |
| Exhibit D - Attach III | Amendment 1 of Exhibit D– Attachment III –Local Signature Page | Pages 3 |
| Exhibit E | Amendment 1 of Exhibit E – Fees and Costs | Pages 3 |
| Exhibit K | Official Payment Corporation Convenience Fee Services (new) | Pages 11 |
| Exhibit K - Attachment I | – OPC Convenience Fee Rate Determination Worksheet (new) | Pages 2 |
| Exhibit K - Attachment II | – OPC Annual Interchange Transaction Data Report Pages (new) | Pages 2 |

All other terms and conditions shall remain the same. The effective date of this amendment is the date approved and signed by the Department of General Service's Office of Legal Services.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

| | | |
|--|---|---|
| CONTRACTOR | | CALIFORNIA Department of General Services Use Only  <div style="border: 2px solid black; padding: 5px; text-align: center;"> APPROVED JUL 25 2011 DEPT OF GENERAL SERVICES </div> |
| CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Elavon, Inc. | | |
| BY (Authorized Signature)  | DATE SIGNED (Do not type) 7/5/11 | |
| PRINTED NAME AND TITLE OF PERSON SIGNING Timothy I. Miller, Senior Vice President | | |
| ADDRESS 7300 Chapman Highway, Knoxville, TN 37920 | | <input type="checkbox"/> Exempt per:  |
| STATE OF CALIFORNIA | | |
| AGENCY NAME Department of General Services - Procurement Division | | |
| BY (Authorized Signature)  | DATE SIGNED (Do not type) 7/27/11 | |
| PRINTED NAME AND TITLE OF PERSON SIGNING Jim Butler, Deputy Director | | |
| ADDRESS 707 Third Street, 2nd Floor, West Sacramento, CA 95605 | | |

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their authorized officers, all as of the day and year first written above.

The undersigned each agree to be bound by the terms and conditions of the MSA exhibits selected and signed for below.

Exhibits A-J

Elavon _____

("Contractor")

Signature: _____

Print Name: Timothy Millo

Title: SVP

Dated: 7/5/11

Exhibits A-G

U.S. Bank _____

("Bank or Member")

Signature: _____

Print Name: Timothy Millo

Title: SVP

Dated: 7/5/11

Exhibits A-G and K

Official Payments Corporation _____

("Exhibit K Services Contractor")

Signature: _____

Print Name: Alex P. Hart

Title: Chief Executive Officer

Dated: 7/19/11