

**COMMONWEALTH OF VIRGINIA
DEPARTMENT OF CORRECTIONS
6900 ATMORE DRIVE
RICHMOND, VA 23225**

CONTRACT MODIFICATION

Date: 12/28/2016

Contract Number: DOC-14-074

Modification Number: 006

Issued By: Department of Corrections
Procurement and Risk Management
6900 Atmore Drive
Richmond, VA 23225

Contractor: JPAY, Inc.
12864 Biscayne Blvd., Suite 243
Miami, FL 33181

Commodity: Music Kiosks/JP5 players

This contract modification is entered into pursuant to Attachment I: paragraph J, Changes to the Contract, of the MOU dated 12/15/2013.

Description of Modifications:

1. Effective immediately, the following games shall be added to Kiosk game menu:

Contract Modification Details			
Chess	Board	Chess	\$5.99
Clouds&Sheep	Simulation	The best God and Family game out on the market – take care about your flock! The fluffy and sweet balls of wool love it when you play and interact with them.	\$6.99
Pool:8 Ball Billiards Snooker	Sports	#1 Pool game has arrived on JPay Tablet. Features: - 220+ Different Pool challenges to beat, - Amazing Computer AI to Beat in Billiards Single Player Mode, - Improve Your Skills in Planned Training Mode, - Accurate Steering Allows You Perform Amazing Tricks	\$7.99

Townsmen	Simulation	A great building up strategy game. Develop your tiny village to a grand medieval empire with a thriving economy and happy villagers! Find spots for mining ore, harvest the crops of your farms and collect coins as taxes from your folk. Build jousting fields, taverns, marketplaces and beautify your city with impressive statues, magnificent monuments and lush gardens. You rule the whole empire from your castle and make sure your inhabitants have fun and stay happy!	\$6.99
Super Party Sports Football	Sport	Sport games meet Angry Birds. Charge up your soccer ball, calculate power and shoot down every rival in your way! Pass, shoot and destroy your opponents in brilliant battles on the field. Plan effective passes, take down heavy rowdies and smash the goalkeeper to win the match!	\$7.99
Happy Vikings	Puzzle	An endless puzzle game. Glorious raids and happy stacking! Your fellow Vikings are gleefully raiding the neighbors, and someone has to make room for all the loot! Move and stack the plundered goods to become a legend, and praise the mighty Gods of Asgard!	\$6.99
Ninja Hero Cats	Casual	A great casual game. Join the amazing Ninja Hero Cats in their brave battle against fish monsters from another dimension! Forget Kung Fu or Karate if you can swing samurai swords or hurl bombs, fridges, pizzas and pianos at all sorts of weird fish monsters! Loot precious goldfish and use them to buy incredible upgrades that can turn you into a whirlwind of destruction or even unleash the mighty CATZILLA!	\$6.99
Bridge Constructor Medieval	Simulation	Dive into the Middle Ages and play the successor to the worldwide #1 hit, Bridge Constructor. Bridge Constructor Medieval turns back the clock a few centuries to the time of knights and castles. Build sturdy bridges to supply your city with provisions - or cunningly constructed bridges that collapse under the weight of attacking troops, sending the horde of enemies into the abyss below. Protect your foot soldiers and your horse-drawn carriages with covered bridges and stable pillar structures.	\$5.99
Shiny the Firefly	Adventure	This adorable game, set in the middle of a picturesque garden, has you helping Shiny, the cute little firefly, to find his babies. You'll have to fly, run, hide and defend yourself against a legion of enemies. Your reflexes will be tested, as well as your wit and intellect as you navigate through this beautiful, colorful world helping Shiny in his search.	\$6.99

Traffic: Road Racing 5	Racing	<p>Race through traffic in new endless racing game. Earn Points and Money, buy better cars and ultimately experience endless racing.</p> <p>Features:</p> <ul style="list-style-type: none"> - stunning graphics, - 14 classic and futuristic cars to choose from, - 4 diversified asphalt tracks: forest, desert, snow and city, - race through traffic in several completely different modes, - upgrade your favorite cars with engine, steering and acceleration, - tune your automobile appearance - repaint body and buy new wheels 	\$7.99
Experiment	Casual	<p>Match 3 game with numerous variations .Your help is needed in this extremely diverse Match 3 game! One day Sophie, the heroine of Experiment, awakes suddenly to find herself in an empty room. During the game Sophie will be put to the test with 120 challenging levels.</p>	\$5.99
Football Ultimate Kicker: Penalty Rugby Shot - Kick Off Sport Game	Sport	<p>Perform extreme football shots and score goals in this epic kick off game! American Football is the #1 kicker simulator. Get ready to perform extreme goals!</p> <p>Game Features:</p> <ul style="list-style-type: none"> - Countless football challenges - Realistic ball physics - Next-gen graphics - Impossible goals to score - Easy to learn controls - Kick, score and progress in your career 	\$6.99
Mahjongg Candy	Casual	<p>This candy-coated take on Mahjongg, the classic tile matching game, will leave your mouth watering. Match two pieces of candy at a time and see if you can clear all the delicious sweets!</p>	\$6.99
Zero Reflex	Arcade	<p>Zero Reflex is a fun game which tests both your dexterity and your nerves in a fast-paced punishing environment that keeps pushing your limits. Zero Reflex puts 80 challenges in front of you. You have no save points and no excuses! Be faster than a blink of the Eye!</p> <p>Features:</p> <ul style="list-style-type: none"> • Minimalist, clean design • Action packed levels • The further you go the harder you are punished for your mistakes • 4 game modes: Normal, Hard, Nightmare and Hell • 80 challenges 	\$5.99

Learn2fly	Arcade	<p>The penguin has awoken from his coma and wants revenge on the wall of ice that he crushed in the previous game. At least this time, he has the foresight to use a penguin shaped sack as his test dummy. Your goal is simple: fly as high, long, and far as possible. Flying high, long and far gives you cash you can spend on upgrades. You can also gain additional cash from completing achievements on each level. This totally redesigned version of the game features more obstacles, more enemies, more upgrades, more customization and more secrets, tricks, challenges, and achievements than the previous game to offer you a brand new gaming experience. Our heroic Penguin is back to take his revenge! Will you help him to get rid of this iceberg?</p>	\$6.99
Jellysplode	Casual	<p>In Jelly Splode destroy thousands monsters with your finger! Prevent them to reach the exit by using deadly weapons but beware, each of them is only sensitive to the weapon of the same color, so make sure you fire at the right time! They came from nowhere, we tried to study them, learn more about their origin but they multiplied so fast, we have no other solution... Laboratories, factories, oceans and gardens, they are everywhere! Only YOU can help us to eradicate them. The blue, the purple, the orange and the green must die!</p> <ul style="list-style-type: none"> • A brand new game mechanic specially made for your fingers • Discover many obstacles through your adventure • Awesome monsters each with their own superpower • 60 challenging levels to complete 	\$6.99
Plastiland	Puzzle	<p>Plastiland is a puzzle-platformer set in a unique hand-made plasticine world. Guide our lovely clay characters through 48 levels of three worlds. Save as many of plastiballs as you can, reach far corners of each level by transforming them into one of eight roles, like cruncher, crusher, builder, and others.</p> <p>This is incredible fun for both adults and children and the most exciting logical gameplay ever! All you need is clay!</p> <ul style="list-style-type: none"> • Funny clay handmade characters • 3 handmade plasticine worlds • Lemmings-style mechanics • 48 most challenging and beautiful levels • 8 funniest roles to change plastiballs into • Different challenging environmental effects • Bonus levels with unexpected mechanics • The best music you've ever heard 	\$6.99

Sunny Hill ride	Casual	Race and jump across hilly, colorful landscapes of forests, deserts, snowy mountains and beautiful meadows. Make sure that you don't run out of gas and don't lose your luggage performing daredevil stunts. Suitcases, bags, the birdcage and your fellow travelers must arrive safely at the holiday resort - else you won't get the full score.	\$6.99
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2. The Contractor shall pay the Virginia Department of Corrections a commission of 5% for every game sold.
3. Under MOU/Contract DOC-14-074, paragraph E, the following shall be added, as shown in bold in Line 1:

B. PRICING AND COMMISSION

Pricing will be reasonable and conform to market value as evaluated by the DOC.

1. Commissions: Purchasing music/audio file/**games/E-Books and other media added as requested** -5% per item
2. Purchasing playing device (MP3, MP4) -\$5.00 per device.
3. Email (outbound message) - .05 (5 cents) per outbound message.

Except as provided herein, all terms and conditions of contract DOC-14-074, dated 12/15/2013, Modification 001, dated 11/25/2014, Modification 002, dated 3/2/2015, Modification 003, dated 12/2/2015, Modification 004, dated 10/5/2016 and Modification 005, dated 12/7/2016 is heretofore changed, remain unchanged and in full force and effect.

CONTRACTOR:		PURCHASING AGENCY:	
BY:		BY:	
PRINTED NAME:	Errol Feldman	PRINTED NAME:	N.H. Scott
TITLE:	CEO	TITLE:	Deputy Director
DATE:	2/14/17	DATE:	February 27, 2017

Note: This public body does not discriminate against faith-based organizations in accordance with the Code of Virginia, §§2.2-4343.1 or against a bidder or offeror because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment.

