

**Amendment Number 2**  
**to**  
**Contract Number DIR-TSO-3041**  
**between**  
**State of Texas, acting by and through the Department of Information Resources**  
**And**  
**Ricoh USA, Inc.**

This Amendment Number 2 to Contract Number DIR-TSO-3041 (“Contract”) is between the Department of Information Resources (“DIR”) and Ricoh USA, Inc. (“Vendor”). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. **Contract, Section 1, Introduction, C. Order of Precedence**, is hereby restated as follows:

**C. Order of Precedence**

For purchase transactions under this Contract, the order of precedence shall be as follows: This Contract; Appendix A, Standard Terms and Conditions For Products and Related Services Contracts; Appendix B, Vendor’s Historically Underutilized Businesses Subcontracting Plan; Appendix C, Pricing Index; Appendix D, Master Lease Agreement (MLA); Appendix E, Master Operating Lease Agreement (MOLA); Appendix F, Maintenance Service Agreement; Appendix G, Service Agreement; Appendix H, Service Level Agreement; Appendix I, Statement of Work; Appendix J, Equipment Schedule to Master Lease Agreement; K, Equipment Schedule to Master Operating Lease Agreement; Exhibit 1, Vendor’s Response to RFO DIR-TSO-TMP-224, including all addenda; and Exhibit 2, RFO DIR-TSO-TMP-224, including all addenda; are incorporated by reference and constitute the entire agreement between DIR and Vendor. For Lease transactions under this Contract the order of precedence shall be as follows: this Contract; Appendix D, Master Lease Agreement; Appendix E, Master Operating Lease Agreement, as applicable depending on the type of lease; Appendix A, Standard Terms and Conditions For Products and Related Services Contracts; Appendix B, Vendor’s Historically Underutilized Businesses Subcontracting Plan; Appendix C, Pricing Index; Appendix F, Maintenance and Sale Agreement; Appendix G, Service Agreement; Appendix H, Service Level Agreement; Appendix I, State of Work; Appendix J, Equipment Schedule to Master Lease Agreement; K, Equipment Schedule to Master Operating Lease Agreement; Exhibit 1, Vendor’s Response to RFO DIR-TSO-TMP-224, including all addenda; and Exhibit 2, RFO DIR-SDD-TMP-224, including all addenda; are incorporated by reference and constitute the entire agreement between DIR and Vendor governing lease transactions. In the event of a conflict between the documents listed in this paragraph related to purchases, the controlling document shall be this Contract, then Appendix A, then Appendix B, then Appendix C, then Appendix D, then Appendix E, then Appendix F, then Appendix G, then Appendix H, then Appendix I, then Appendix J, Appendix J, then Exhibit 1, and finally Exhibit 2. In the event and to the extent any provisions contained in multiple documents address the same or substantially the same subject matter but do not actually conflict, the more recent provisions shall be deemed to have superseded earlier provisions.

2. **Appendix C, Pricing Index**, is hereby restated in its entirety and replaced with Appendix C, Pricing Index attached hereto.
3. **Appendix K, Equipment Schedule to Master Operating Lease Agreement**, is hereby added.

All other terms and conditions of the Contract as amended, not specifically modified herein, shall remain in full force and effect. In the event of conflict among the provisions, the order of precedence shall be Amendment Number 2, Amendment Number 1, and then the Contract DIR-TSO-3041.

(Remainder of page intentionally left blank)

**IN WITNESS WHEREOF**, the parties hereby execute this Amendment Number 2 to be effective as of the date of last signature.

**Ricoh USA, Inc.**

**Authorized By:** Signature on file

**Name:** Tom Brown

**Title:** VP of Public Sector

**Date:** 2/23/2016 | 1:40 PM CT

**The State of Texas, acting by and through the Department of Information Resources**

**Authorized By:** Signature on file

**Name:** Dale Richardson

**Title:** Chief Operations Officer

**Date:** 2/24/2016 | 1:51 PM CT

**Office of General Counsel:** Signature on file 2/24/2016 | 1:32 PM CT