

AMENDMENT #3 TO INMATE TELEPHONE SERVICE AGREEMENT

THIS AMENDMENT 3 is effective as of the date signed by all the parties listed in this Preamble, shall amend and revise that certain Inmate Telephone Service Agreement, dated on March 5, 2011, and amended on June 29, 2012, and March 18, 2014 (the "Agreement"), by and between **Value Added Communications, Inc.** ("VAC"), and the **State of South Dakota Department of Corrections** ("State"). VAC and the State may be referred to herein individually as the "Party" or collectively as the "Parties." All capitalized terms not defined herein shall have the definitions set forth in the Agreement.

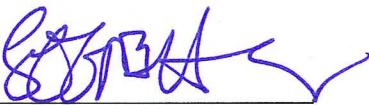
WHEREAS, the Parties desire to extend the Agreement on a month-to-month basis, as further provided below.

NOW THEREFORE, in consideration of the promises and covenants set forth in this amendment, and for good and valuable consideration, the sufficiency of which is acknowledged by the Parties' signatures, the Parties agree as follows:


1. Unless terminated earlier either pursuant to Section 11 (Default), or upon thirty days prior written notice by either Party, the Agreement will continue on a month-to-month basis until June 30, 2015.
2. Except as set forth above, there are no other revisions or amendments to the Agreement or to the obligations of VAC or the State.
3. In the event of any inconsistencies between the terms and conditions contained in the Agreement and the terms and conditions contained herein, the terms and conditions contained herein shall control.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have duly executed this Amendment 3 as of the last date indicated below.

Value Added Communications, Inc.

By: 
Name: Jeffrey B. Haidinger
Title: President and COO
Date: 11/24/14

State of South Dakota, Department of Corrections

By: 
Name: Scott W. Bollinger
Title: Director of Operations
Date: 11/25/14