

TREASURER OF SOUTH AUSTRALIA

SKYCITY ADELAIDE PTY LTD

A.C.N. 082 362 061

**VARIATION OF CASINO DUTY AGREEMENT
SECOND AMENDING AGREEMENT**

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THIS AGREEMENT is made the 25th day of January 2010 ~~2009~~

BETWEEN:

TREASURER OF SOUTH AUSTRALIA a body corporate pursuant to the *Administrative Arrangements Act 1994* of State Administration Centre, 200 Victoria Square, Adelaide, South Australia 5000

("Treasurer")

AND

SKYCITY ADELAIDE PTY LTD (A.C.N. 082 362 061) (formerly known as Adelaide Casino Pty Ltd) of North Terrace, Adelaide, South Australia 5000

("Licensee")

BACKGROUND

- A. The Treasurer and the Licensee are parties to the Casino Duty Agreement made on 27 October 1999 and as varied by agreement on or about 24 July 2001.
- B. Section 17(3) of the *Casino Act 1997* (SA) permits the Casino Duty Agreement to be varied by a later agreement between the parties.
- C. The parties wish to enter into this Agreement to amend the Casino Duty Agreement.

THE PARTIES AGREE:

1. INTERPRETATION

In this Agreement, unless the contrary intention appears, expressions used in this Agreement have the same meaning as they have in the Casino Duty Agreement.

2. AMENDMENT

The Casino Duty Agreement is amended as follows:

- 2.1 The "(b)" in the definition of "monetary prize" in clause 1.1 is amended to read "(c)".
- 2.2 The "(c)" in the definition of "monetary prize" in clause 1.1 is amended to read "(d)".
- 2.3 The definition of "monetary prize" in clause 1.1 is amended by inserting a new sub-clause (b) as follows:

"(b) any prize (which may or may not be a jackpot prize) provided by the Licensee, that satisfies the following criteria:

- (i) the prize is provided in the form of chattels;
- (ii) the prize is provided for, or in respect of, a game (which may or may not be played on a gaming machine); and
- (iii) the Treasurer has approved in writing that the chattels provided by the Licensee as a prize for, or in respect of, that particular game is a "monetary prize" for the purposes of this subclause and the Licensee has complied with any terms and conditions of that approval stipulated by the Treasurer,

valued by reference to the actual purchase cost of the chattel plus other costs associated with the purchase, such as incidental taxes (other than GST), fees and charges, verified by such documentation as required by the Treasurer - in all cases awarded in accordance with systems, rules or procedures approved under the Approved Licensing Agreement;"

- 2.4 The following definitions are inserted at clause 1.1:

2.4.1 "**GST**" has the meaning attributed in the *A New Tax System (Goods and Services Tax) Act 1999* (Cth);

2.4.2 "**jackpot prize**" means a single prize capable of being won by playing any one of a number of games (which may or may not be played on gaming machines) that are linked together for the purposes of playing for that prize;

3. CONFIRMATION

Subject only to the amendments contained herein and such other alterations (if any) as may be necessary to make the Casino Duty Agreement consistent with this Agreement the Casino Duty Agreement remains in full force and effect and will be read and construed and be enforceable as if the terms of this Agreement were inserted therein by way of addition or substitution (as the case may be).

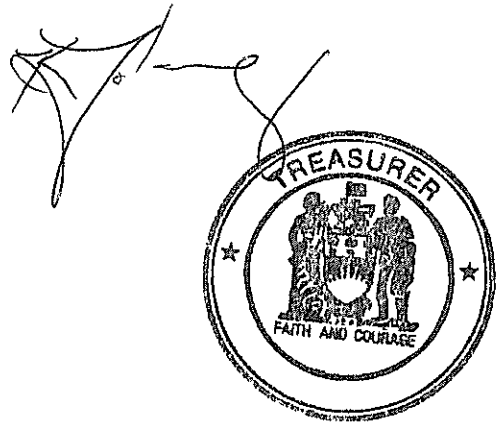
Nothing in this Agreement will abrogate, prejudice or diminish or otherwise affect any rights, remedies, obligations or liabilities of any of the parties arising with respect to any matter or thing done or effected or otherwise under the Casino Duty Agreement prior to the date of this Agreement.

EXECUTED unconditionally as an Agreement

THE COMMON SEAL of the)
TREASURER OF SOUTH AUSTRALIA)
was affixed hereto by authority of the)
Treasurer in the presence of:)

.....*J. De Blasio*.....
Witness

Print Name: ...*Josephine De Blasio*...



THE COMMON SEAL of SKYCITY)
ADELAIDE PTY LTD (A.C.N. 082 362 061))
was hereto affixed to this Agreement by)
two of its Directors or by one of its Directors)
and the Company Secretary)

Signed: *David Christou*.....

Name: *David Christou*.....

Position: *General Manager*.....

Signed: *Andrew Lamb*.....

Name: *Andrew Lamb*.....

Position: *Secretary*.....