

AMENDMENT TO THE FEBRUARY 21, 2012 STATEMENT OF WORK

Greenhill & Co., LLC, and the Commonwealth of Pennsylvania, acting by and through the Office of the Budget, entered into a Contract for Financial Advisory Services (Contract # OB - 2011 - 05; Funds Commitment # 4000016471; Effective Date of 12/6/2011), and the Office of the Budget issued a Notice to Proceed to Greenhill under that Contract with an attached Statement of Work dated February 21, 2012. Greenhill and the Office of the Budget hereby amend the February 21, 2012 Notice to Proceed and Statement of Work by adding the following new provision to the Statement of Work as Section B.3.:

- 3. Confidential Information related to Project.** The Contractor will provide, as and when directed by the Office of the Budget, subject to an agreement between the Contractor and the Commonwealth regarding the treatment of such information, such confidential information to the Commonwealth (which includes, but is not limited to, the Office of the Budget, the Office of General Counsel, or such attorneys or parties as the Commonwealth or the Office of the Budget may retain) as the Commonwealth may reasonably request to facilitate the rendering of legal advice and representation by the Commonwealth's attorneys in connection with the Project. Such confidential information includes, but is not limited to, information that the Commonwealth or the Office of the Budget deems is reasonably necessary for the rendering of legal advice to or for the Commonwealth related to: the development of a procurement process for the Project; implementation of the procurement strategy for the Project; advice with respect to potential defenses in anticipation of legal disputes related to the Project; and, any other legal matter related in any way to the Project as defined in this SOW and as determined by the Commonwealth, the Office of the Budget, or their attorneys.

The Contract and the original February 21, 2012 Notice to Proceed and Statement of Work continue in full force and effect, and this amendment does not supersede the Contract or the original Notice to Proceed and Statement of Work except as explicitly set forth in this amendment. Any terms used but not defined in this amendment shall have the meaning ascribed to such terms in either the Contract or the original February 21, 2012 Notice to Proceed and Statement of Work.

This amended SOW accepted and agreed to by the Parties as of the last date set out below:

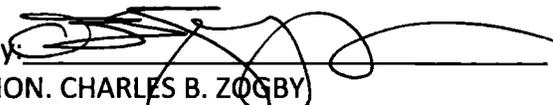
FOR GREENHILL & CO., LLC:

By: 

ROBERT K. COLLINS
MANAGING DIRECTOR

Date: 3/4/12

FOR OFFICE OF THE BUDGET:

By: 

HON. CHARLES B. ZOGBY
SECRETARY OF THE BUDGET

Date: 3.6.12