FIRST AMENDMENT TO AGREEMENT

This First Amendment ("Amendment") shall be deemed a material part of that certain Ballot Printing Services Agreement by and between Premier Election Solutions, Inc., a Delaware corporation ("PES") and El Dorado County, California ("Customer") dated March 16, 2010 ("Agreement"). The terms of this First Amendment shall modify and supersede any and all inconsistent terms of the Agreement. Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Agreement.

RECITALS

WHEREAS, PES and Customer entered into the Agreement under which PES will be supplying certain ballot printing services to Customer;

WHEREAS, PES and Customer wish to amend the Agreement under which PES will be supplying certain ballot printing services to Customer; and

WHEREAS, the Agreement is a valid and subsisting agreement between ES&S and Customer and both parties shall continue to be bound by the terms and conditions of the Agreement not otherwise amended herein.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. **Incorporation of Recitals.** The foregoing recitals are hereby specifically incorporated into, and deemed a material part of, this Amendment.

2. **Merger; Change in Legal Entity**. On September 2, 2009, Election Systems & Software, Inc. ("ES&S") acquired the stock of Premier Election Solutions, Inc. ("Premier") at which time Premier became a wholly owned subsidiary of ES&S. Effective October 1, 2011, Premier was merged with and into ES&S and ES&S changed its form of legal entity from a C-corporation to a limited liability company. As a result of the foregoing and by operation of law, Election Systems & Software, LLC has assumed all rights and obligations set forth under this Agreement. As such, all references in the Agreement to Premier Election Solutions, Inc. ("PES") shall be changed to Election Systems & Software, LLC. ("ES&S")

3. **Continuing Validity of Agreement.** Except as specifically set forth in this Amendment, all remaining terms and conditions of the Agreement shall remain in full force and effect.

EXECUTED as of the _____ day of _____, 2011.

ELECTION SYSTEMS & SOFTWARE, LLC. a Delaware limited liability company	EL DORADO COUNTY, CALIFORNIA
By: _____	By: _____
Its: VP of Finance	Its: _____