

## TERMINATION AGREEMENT

Pursuant to Section 13.2 of the Services Contract (Agreement) entered into on March 15, 2012, between the State of Iowa, acting by the Iowa Secretary of State (SoS), and BPro, Inc. (Vendor), this Termination Agreement is as follows:

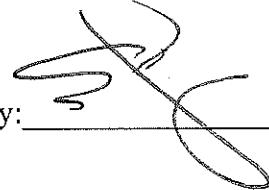
1. Vendor agrees to pay the SoS \$100,000 in liquidated damages for the Voter Registration System. This amount has been offset from payments owed to Vendor from SoS.
2. Vendor hereby acknowledges that the SoS has met all of its obligations under the Agreement including full payment, and that no amount is due and owing to the Vendor except as set out herein.
3. The SoS and Vendor hereby agree that said Agreement shall hereby be terminated under Section 10.1 of said Agreement and that the SoS maintains any and all rights under the original Agreement.

**State of Iowa, acting by and through  
The Iowa Secretary of State**

By:   
Matt Schultz, Secretary of State

Date: 8/13/14

**BPro, Inc.**

By:   
Date: 8/20/14