

Addendum
to
Government & Education Processing Agreement
between
Heartland Payment Systems, Inc.
and
Iowa City Community School District

THIS ADDENDUM (“Addendum”) to the Government & Education Processing Agreement dated 18th of June (the “Agreement”) is made as of the 18th day of June, 2014 (the “Effective Date”), by and between Heartland Payment Systems, Inc. (“HPS”), a Delaware corporation, with its principal place of business at 90 Nassau Street, 2nd floor, Princeton, New Jersey 08542 and Iowa City Community School District with its principal place of business at 1155 S. Riverside Drive, Iowa City, IA 52246 (“Merchant”). HPS and Merchant are collectively from time to time referred to herein as the “Parties” with each being individually referred to as a “Party”.

WHEREAS, Merchant and HPS desire to modify the terms of the Agreement.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Merchant and HPS agree as follows:

1. **TERMS & CONDITIONS**, Clause 11.5 of the Agreement is hereby deleted in the entirety and is replaced with the following:

“ 11.5 Intentionally left blank”

2. This Addendum does not, and shall not be construed to, modify any term or condition of the Agreement other than those specific terms and conditions expressly referenced in this Addendum. Except as herein provided, the Agreement shall remain unchanged and in full force and effect. In the event of any inconsistency or discrepancy between the Agreement and this Addendum, the terms and conditions set forth in this Addendum shall control. This Addendum may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

3. Except as otherwise modified herein, the capitalized terms used in this Addendum shall have the meaning specified in the Agreement.

Signatures on following page.

IN WITNESS WHEREOF, each of the Parties has caused this Addendum to be executed on its behalf by its duly authorized officers as of the Effective Date.

Iowa City Community School District

By: Scott P. Decker

Title: Board President

Date: 6-24-14

Heartland Payment Systems, Inc.

By: [Signature]

Title: Executive Director

Date: 6-25-14