

PARTICIPATION AGREEMENT

This Participation Agreement to the Terms of Service (“Participation Agreement”), effective as of the Participation Effective Date set forth below, is made between _____ (“New Merchant”), Elavon, Inc. (“Elavon”) and U.S. Bank, N.A. (“Member”).

WHEREAS, the State of Wisconsin, Elavon and Member are parties to a Terms of Service dated as of July 1, 2008, as amended, including the PIN-Based, Online Debit Card Addendum to the Terms of Service and the Bill Payment Addendum to the Terms of Service (collectively the “Agreement”), which establishes the terms and conditions upon which Member and Elavon will process payment transactions;

WHEREAS, New Merchant desires to become a Merchant under the Agreement.

NOW THEREFORE, for and in consideration of the mutual covenants, conditions, stipulations and agreements set forth herein and in the Agreement, and other valuable consideration, the receipt of which is hereby acknowledged, the undersigned hereby consent and agree as follows:

1. Capitalized terms used in this Participation Agreement, but not otherwise defined, shall have the meanings ascribed to them in the Agreement.

2. New Merchant hereby assumes and agrees to perform all of the terms, restrictions, obligations and conditions of a “Merchant” under the Agreement and, by execution of this Participation Agreement, is hereby designated a “Merchant” for purposes of, and agrees to be bound by, all terms of the Agreement. New Merchant hereby acknowledges that it has received from the State of Wisconsin, Elavon and/or Member true and correct copies of the Agreement.

3. Elavon and Member confirm that New Merchant is a “Merchant” under the Agreement and all of the rights and obligations of a Merchant under the Agreement shall inure to and bind New Merchant.

4. New Merchant hereby confirms that each of the representations and warranties contained in Section 9 of the Agreement are true and correct on the Effective Date with respect to itself. Further, New Merchant agrees that it will comply with all applicable Laws, the Payment Network Regulations, and the Payment Card Industry Data Security Standards, as modified.

5. New Merchant requests that Elavon and Member provide the following services, and agrees to pay fees associated with such services, as set forth in the response to Section 12.2 of the RFP or Appendix 3, as discussed in Section F of the Enterprise Banking Services Contract or otherwise provided for in the Agreement (check services requested):

- Credit Cards and Non-PIN Based Debit Cards
- PIN-Based, Online Debit Card Processing
- Bill Payment (PIN-less Debit Card Processing)

