

**TracNet Corporation
Software Product License Agreement**

TracNet Proposal Acceptance

By affixing signatures below, both parties acknowledge that they have read and understand the TracNet Proposal, License Agreement, Maintenance Service Plan, Attachment "A" and other referenced Attachments, and agree these documents set forth the entire agreement and understanding of the parties relating to the subject matter herein and merges all prior discussions between them. In addition, both parties agree to be bound by the terms and conditions contained in these documents and agree that no modification of or amendment to this Agreement, nor any waiver of any rights under this Agreement, shall be effective unless in writing and signed by both parties to this Agreement.

Both parties agree to appoint a Designated Contact Person to represent their respective organization for purposes of coordination of installation, training, acceptance and problem solving. These individuals will be identified on a separate attachment.

Any notice required or permitted by this Agreement shall be in writing and shall be hand delivered, sent by prepaid, registered air mail, or by courier, addressed to the other party at the address shown below or at such other address for which such party gives notice hereunder. Such notice shall be deemed to have been given on the earlier of the date of actual delivery or five (5) days after deposit in the mail.

Nonperformance of either party shall be excused to the extent that performance is rendered impossible by strike, fire, flood, governmental acts or orders or restrictions, failure of suppliers, or any other reason where failure to perform is beyond the control and not caused by the negligence of the non-performing party.

If any provision or provisions of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

IN WITNESS WHEREOF, LICENSOR and LICENSEE hereby execute this Agreement in their respective names and by their duly authorized officers, effective as of the date of the latter acceptance below.

ACCEPTED BY:

LICENSEE: _____

By: _____

Title: _____

Date: _____

Address:

ACCEPTED BY:

LICENSOR: TracNet Corporation

By:  _____

Title: President

Date: 5/30/12

Address: 1277 Adobe Lane
Pacific Grove, CA 93950