

**Amendment No. 1 to Electronic Transaction Processing Agreement
Between Official Payments Corporation
And Wise County, Texas**

This Amendment No. 1("Amendment") is agreed to by and between **Wise County, Texas** ("Agency") and **Official Payments Corporation** ("OPC"), and is made a part of the Electronic Transaction Processing Agreement between the parties dated as of **01/09/12** ("Agreement"). The terms of this Amendment shall be effective as of **05/04/12** ("Amendment Effective Date"). Unless otherwise defined herein, capitalized terms used in this Amendment shall have the same meaning as those used in the Agreement. The terms of the Agreement are incorporated herein by reference. In the event of any conflicts or inconsistencies between the provisions of this Amendment and the Agreement and/or any addenda thereto, the provisions of this Amendment shall prevail. The remainder of the Agreement shall remain in full force and effect, unamended.

The parties hereby agree that the Agreement is amended as follows:

1. As of the Amendment Effective Date, or as soon thereafter as the parties can complete procedural steps to implement changes, Exhibit A Credit/Debit Card Fee Schedule is replaced with the new Exhibit A Credit/Debit Card Fee Schedule attached hereto and incorporated herein by reference.
2. OPC's notice addresses in Section 14.6 are deleted and replaced with the following:

Notices to OPC shall be sent to:

Chief Executive Officer
Official Payments Corporation
3550 Engineering Drive, Suite 400
Norcross, GA 30092

With a copy to:

General Counsel
Official Payments Corporation
9907 Georgetown Pike, #203
Great Falls, VA 22066

In all other respects, the Agreement remains unchanged.

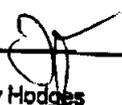
IN WITNESS WHEREOF, the parties have executed this Amendment as of the Amendment Effective Date.

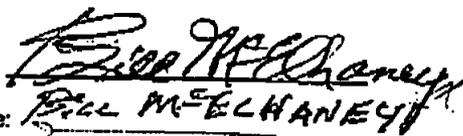
AGREED AND ACCEPTED

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Official Payments Corporation

Wise County, Texas

By: 

By: 

Name: Jeffrey Hodges

Name: BILL McELHANEY

Title: Chief Financial Officer

Title: County Judge

Date: 5/24/12

Date: 05/01/12

**Exhibit A
Credit/Debit Card Fee Schedule**

Non-Tax Payments: OPC will invoice Agency monthly in arrears for a Convenience Fee of \$5.95 per Payment Transaction.