

**Memorandum of Understanding
Between
Bowman Systems, LLC,
Lake County, Illinois
And
United Way of Lake County**

The purpose of this Memorandum of Understanding is to provide for Bowman Systems, LLC's ("Bowman") merger of Lake County, Illinois's ("Lake County") ServicePoint® data and United Way of Lake County's ("United Way") CommunityPoint® data into a single database.

The parties agree the ServicePoint License and Service Agreement by and between Bowman Lake County with an effective date of July 1, 2011 and the CommunityPoint License and Service Agreement by and between Bowman and United Way with an effective date of May 1, 2007 ("Agreements") remain in full force and effect in accordance with their terms except as modified by this Memorandum of Understanding. If there is any conflict between this letter and the Agreements, the terms of this Memorandum of Understanding shall prevail. Our further agreements are as follows:

1. Bowman, Lake County, and United Way agree that Bowman will merge the Lake County ServicePoint data with United Way's CommunityPoint data into a single database.
2. Once the merger is complete, Lake County and United Way will each own the entire database.

The execution of this letter by the parties shall constitute approval and acceptance of the terms stated herein. Please evidence your agreement that the foregoing accurately reflects our agreement by having the authorized representatives of the parties execute and return this letter.

Accepted and agreed to this _____ day of _____, 2011

Robert Bowman
President
Bowman Systems, L.L.C.

Name:
Title:
Lake County, Illinois

Name:
Title:
United Way of Lake County