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October 13, 2011

VIA UPS OVERNIGHT MAIL

Denise W. Jones
Chief Clerk/County Administrator
Venango County Courthouse Annex
1174 Elk Street, P.O. Box 831
Franklin, PA. 16323

**RE: Audit of the May 17, 2011 Venango County, Pennsylvania ("County")
Election**

Dear Ms. Jones:

Election Systems & Software, LLC. ("ES&S") has been notified that the above-referenced audit is currently being conducted by Carnegie Mellon University computer scientists Gregory Kesden and David Eckhardt ("Computer Scientists"). As part of such audit, ES&S has learned that the Computer Scientists have made an exact copy of the computer hard drive which the County utilized to read in, consolidate and report the results of the May 17, 2011 election (see enclosed news article). Please be advised that, if an exact copy of the hard drive has been made, as purported by the news article, and such hard drive contained ES&S' proprietary Unity® Election Management Software ("ES&S Software") which would be necessary to read in, consolidate and report the results of the May 17, 2011 election, the County has inadvertently violated the terms of its Agreement (as defined below) with ES&S.

As set forth in the Commonwealth of Pennsylvania Purchase Order Form and the COSTARS-10 Voting System Agreement entered into by ES&S and the County dated March 22, 2006 ("Agreement"), the County agreed to certain terms respecting its use of the ES&S Software. Specifically, the County agreed that it would not cause or permit any use, display, loan, publication, transfer of possession, sublicense or other dissemination of the ES&S Software or documentation, in whole or in part, to any third party without the prior written consent of ES&S. As ES&S did not provide its consent for the ES&S Software to be copied and disseminated to the third party Computer Scientists, the County was not authorized to provide the ES&S Software to the Computer Scientists.

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In addition, as ES&S has not entered into a license agreement with the Computer Scientists who are conducting the audit on behalf of the County, the Computer Scientists do not have the right to use the ES&S Software.

As previously communicated to the County in our September 22, 2011 letter, ES&S advised that the County is free to conduct any such independent audits its deems necessary with respect to ES&S' voting system used by the County, provided such audits do not violate the terms of the Agreement entered into by ES&S and the County. Unfortunately, by allowing a third party to copy the County's computer hard drive which contains the ES&S Software, the County has inadvertently violated the terms of the Agreement.

ES&S requests that the County take all necessary steps to ensure that the County remains in compliance with the terms of the Agreement including notifying the Computer Scientists that the ES&S Software, including all copies thereof, should be returned to the County.

If you have any questions, please do not hesitate to contact myself or ES&S' Senior Vice President of Government Affairs, Kathy Rogers, at 404-432-4485.

Sincerely,



Timothy J. Hallett
Associate General Counsel

cc: Kathy Rogers – ES&S
Wil Wesley – ES&S
Todd Urosevich – ES&S