

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ELECTION SYSTEMS & SOFTWARE 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/1990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELECTION SYSTEMS & SOFTWARE</u> <u>11208 JOHN GALT BOULEVARD</u> <u>OMAHA, NE 68137-2320</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>47-0617567</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>402-593-0101</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>47-0617567</u>	2c Sponsor's telephone number <u>402-593-0101</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>47-0617567</u>					
2c Sponsor's telephone number <u>402-593-0101</u>					
2d Business code (see instructions) <u>335900</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	VICKI SLOAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	544
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	402
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits.....		6c	130
d Subtotal. Add lines 6a , 6b , and 6c		6d	532
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	534
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	504
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>ELECTION SYSTEMS & SOFTWARE 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTION SYSTEMS & SOFTWARE</u>	D Employer Identification Number (EIN) <u>47-0617567</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPER	4961	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>ELECTION SYSTEMS & SOFTWARE 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTION SYSTEMS & SOFTWARE</u>	D Employer Identification Number (EIN) <u>47-0617567</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	18819	0
(2) Participant contributions.....	1b(2)	69534	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1842503	2085016
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	259789	315829
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	23626430	30937189
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25817075	33338034

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25817075	33338034
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	590191	
(B) Participants	2a(1)(B)	2414435	
(C) Others (including rollovers)	2a(1)(C)	106355	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3110981
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	179	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13179
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1358253	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1358253
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4494335
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		8976748

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1445900	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1445900
f Corrective distributions (see instructions)	2f		4159
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	5730	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5730
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1455789

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7520959
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: LUTZ & COMPANY, PC

(2) EIN: 47-0625816

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan ELECTION SYSTEMS & SOFTWARE 401(K) PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ELECTION SYSTEMS & SOFTWARE				D Employer Identification Number (EIN) 47-0617567	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 47-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Election Systems & Software, 401(k)
Plan**

Financial Statements and Independent Auditors' Report

December 31, 2013 and 2012



Election Systems & Software, 401(k) Plan

Index

	Page
Independent Auditors' Report	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-10
Supplemental Information	
Schedule of Assets (Held at End of Year) – Schedule H – Item 4i	11-12

Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Election Systems & Software, 401(k) Plan
Omaha, Nebraska

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Election Systems & Software, 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule of Assets (Held at End of Year), as of and for the year ended December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Lutz & Company, P.C.

September 29, 2014

Election Systems & Software, 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments at Fair Value (Notes 3 and 4)	\$ 33,022,205	\$ 25,468,933
Receivables		
Notes Receivable from Participants (Note 3)	315,829	259,789
Participant Contributions	-	69,534
Employer Contributions	-	18,819
Total Receivables	315,829	348,142
NET ASSETS AVAILABLE FOR BENEFITS	\$ 33,338,034	\$ 25,817,075

See Notes to Financial Statements.

Election Systems & Software, 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income (Note 3)		
Net Appreciation in Fair Value of Investments (Note 4)	\$ 4,494,345	\$ 2,428,856
Interest and Dividends from Investments	1,358,422	569,989
Total Investment Income	5,852,767	2,998,845
Interest Income on Notes Receivable from Participants (Note 3)	13,000	12,235
Contributions		
Participant	2,414,435	2,353,147
Rollovers	106,355	399,752
Employer	590,191	590,416
Total Contributions	3,110,981	3,343,315
Total Additions	8,976,748	6,354,395
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits Paid Directly to Participants	1,450,059	1,789,545
Administrative Expenses	5,730	5,841
Total Deductions	1,455,789	1,795,386
NET INCREASE	7,520,959	4,559,009
Net Assets Available for Benefits, Beginning of Year	25,817,075	21,258,066
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 33,338,034	\$ 25,817,075

See Notes to Financial Statements.

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Plan Description

The following brief description of the Election Systems & Software, 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established to provide retirement benefits for the employees of Election Systems & Software, LLC (the Company).

Employees are eligible to make salary reduction contributions after attaining age 21. Eligible employees are automatically enrolled with a salary deferral of 3%, unless the Company is informed otherwise. Eligible employees become participants on the first day of the month following the date on which entry requirements are fulfilled.

Participants are eligible to receive employer discretionary matching and discretionary profit sharing contributions after attaining age 21 and six months of service. Participants must be employed on the last day of the Plan year and have completed 1,000 hours of service during the year in order to receive employer discretionary profit sharing contributions.

Contributions

Participants may contribute up to 60% of pre-tax annual compensation, in connection with the 401(k) provisions of the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Discretionary matching contributions are based on the participant's elective deferral up to a certain percentage as determined by the Company. The Company may also make discretionary profit sharing contributions. All participants who are eligible to make deferral contributions and who are projected to attain age 50 before the close of the calendar year are eligible to make catch-up contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of a) the Company's discretionary matching contribution b) the Company's discretionary profit sharing contribution and c) Plan earnings or losses. The Company's discretionary matching contribution is allocated among participants based upon each eligible participant's elected salary deferral. The Company's discretionary profit sharing contribution is allocated among employees based upon eligible compensation of eligible participants. Plan earnings or losses are allocated on the basis of actual results of the investments selected by each participant. Investments are maintained in individual member accounts managed by Fidelity Management Trust Company (Fidelity).

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

Vesting

Participants are immediately vested in their contributions and all Company contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination, retirement, disability, or death, the participant or beneficiary may elect to receive either a lump sum or installment payments equal to the value of the vested funds allocated to the participant's account. The Plan requires mandatory distribution of payments between \$1,000 and \$5,000 be directly rolled over to an individual retirement account designated by the plan administrator in the event that the participant does not elect otherwise. Distributions under \$1,000 will be paid out to the participant in the event the participant does not elect a payout option. Benefits are recorded when paid.

Forfeitures

Prior to 2005, Company contributions credited to participants' accounts were not immediately vested. As a result, the Plan has a forfeiture account that can be used to reduce Company contributions or pay plan expenses. As of December 31, 2013 and 2012, the forfeiture balance was \$3,945 and \$3,619, respectively.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is set forth below.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis and in conformity with accounting principles generally accepted in the United States of America.

Presentation of Participant-Directed Funds

The Plan's presentation of participant-directed investments is in accordance with the Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) 962, *Plan Accounting – Defined Contributions Pension Plans*.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an investment in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the plan document.

Other

Investment management expenses are paid by the Plan. Other certain expenses specifically incurred by or attributable to individual participants are paid from the applicable participants' accounts. Investment related expenses are included in net appreciation of fair value of investments. Audit fees, recordkeeping fees and other expenses are paid by the Company and are excluded from these financial statements.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are available to be issued and may require potential recognition or disclosure in the financial statements. Management has considered such events or transactions through September 29, 2014, noting no items requiring disclosure.

3. Information Certified by Fidelity

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, except for comparing such

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

information certified by the custodian to information included in the Plan's financial statements and supplemental schedule.

The following table represents the fair value of the participant-directed Plan assets that were certified by Fidelity. Single assets representing more than 5% of the Plan's net assets as of December 31, are separately identified.

	<u>2013</u>	<u>2012</u>
Fidelity Contrafund	\$ 6,406,136	\$ 5,113,163
PIMCO Total Return Fund	2,309,247	*
Fidelity Retirement Money Market Portfolio Fund	2,085,016	1,842,503
Rainier Small/MidCap Equity Portfolio Fund	1,875,127	1,432,112
Harbor International Investment Fund	*	1,437,650
PIMCO Total Return Fund	*	2,445,061
Other Investments Certified by Fidelity	20,346,679	13,198,444
Total Investments at Fair Value	<u>\$ 33,022,205</u>	<u>\$ 25,468,933</u>

*Investment not over 5% for applicable year

Notes Receivable from Participants	<u>\$ 315,829</u>	<u>\$ 259,789</u>
------------------------------------	-------------------	-------------------

Fidelity also certified to the completeness and accuracy of the following related to the aforementioned Plan assets for the years ended December 31:

	<u>2013</u>	<u>2012</u>
Net Appreciation in Fair Value of Mutual Fund Investments	\$ 4,494,345	\$ 2,428,856
Interest and Dividends from Investments	1,358,422	569,989
Total Investment Income	<u>\$ 5,852,767</u>	<u>\$ 2,998,845</u>
Interest Income on Notes Receivable from Participants	<u>\$ 13,000</u>	<u>\$ 12,235</u>

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds and Money Market Fund: Valued at the daily closing price as reported by the fund. These funds held by the plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. These funds are deemed to be actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Growth	\$ 14,412,204	\$ -	\$ -	\$ 14,412,204
Blend	11,287,980	-	-	11,287,980
Bond	2,605,842	-	-	2,605,842
Value	2,631,163	-	-	2,631,163
Total Mutual Funds	30,937,189	-	-	30,937,189
Money Market Fund	2,085,016	-	-	2,085,016
Total Investments at Fair Value	\$ 33,022,205	\$ -	\$ -	\$ 33,022,205

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Growth	\$ 16,631,382	\$ -	\$ -	\$ 16,631,382
Blend	1,865,849	-	-	1,865,849
Bond	3,107,356	-	-	3,107,356
Value	2,021,843	-	-	2,021,843
Total Mutual Funds	23,626,430	-	-	23,626,430
Money Market Fund	1,842,503	-	-	1,842,503
Total Investments at Fair Value	\$ 25,468,933	\$ -	\$ -	\$ 25,468,933

5. Tax Status

The Plan is qualified as a profit sharing plan under Section 401(a) of the Internal Revenue Code and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code.

The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authority. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed as soon as practicable after the termination date.

7. Related Party Transactions

Certain Plan investments are shares of mutual funds and a money market fund managed by Fidelity. Fidelity is the custodian as defined by the Plan and therefore, these transactions qualify as party-in-interest.

SUPPLEMENTAL INFORMATION

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

Employer Identification Number 47-0617567
Plan Number 001

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
<u>FIDELITY MANAGEMENT TRUST COMPANY</u>				
* Fidelity Contrafund	Mutual Fund	66,633	**	\$ 6,406,136
PIMCO Total Return Fund	Mutual Fund	216,019	**	2,309,247
* Fidelity Retirement Money Market Portfolio Fund	Money Market Fund	2,085,016	**	2,085,016
Rainier Small/Mid Cap Equity Portfolio Fund	Mutual Fund	39,179	**	1,875,127
* Fidelity Freedom K 2025 Fund	Mutual Fund	97,880	**	1,518,119
* Fidelity Puritan Fund	Mutual Fund	69,226	**	1,469,662
Harbor International Investment Fund	Mutual Fund	18,147	**	1,276,313
* Fidelity Freedom K 2035 Fund	Mutual Fund	76,828	**	1,258,441
* Fidelity International Discovery Fund	Mutual Fund	30,405	**	1,231,386
* Fidelity OTC Portfolio Fund	Mutual Fund	15,828	**	1,224,895
Oakmark International Fund	Mutual Fund	43,712	**	1,150,507
* Fidelity Large Cap Stock Fund	Mutual Fund	35,420	**	964,499
American Century Equity Income Fund	Mutual Fund	96,630	**	828,116
* Fidelity Freedom K 2020 Fund	Mutual Fund	53,874	**	801,641
Wasatch Small Cap Value Growth Fund	Mutual Fund	14,681	**	770,334
* Fidelity Freedom K 2040 Fund	Mutual Fund	46,193	**	760,796
* Fidelity Spartan 500 Index Adv Fund	Mutual Fund	9,771	**	639,893
American Beacon Large Cap Value Fund	Mutual Fund	21,081	**	574,667
* Fidelity Low Priced Stock Fund	Mutual Fund	11,425	**	565,068
* Fidelity Small Cap Discovery Fund	Mutual Fund	17,871	**	558,642
* Fidelity Freedom K 2030 Fund	Mutual Fund	34,600	**	548,760
Morgan Stanley Mid Cap Growth Fund	Mutual Fund	11,884	**	515,172
Wells Fargo Advantage Special Mid Cap Value Fund	Mutual Fund	16,155	**	509,211
* Fidelity Freedom K 2045 Fund	Mutual Fund	30,155	**	506,599
Yacktman Focused Service Fund	Mutual Fund	19,531	**	491,192
* Fidelity Capital and Income Fund	Mutual Fund	36,991	**	364,727
* Fidelity Freedom K 2050 Fund	Mutual Fund	19,432	**	327,813
* Fidelity Fund	Mutual Fund	6,893	**	293,967
Templeton Global Bond Fund	Mutual Fund	20,507	**	269,457
Oppenheimer Developing Markets Fund	Mutual Fund	6,860	**	260,798
Virtus Mid Cap Value Fund	Mutual Fund	4,449	**	155,236
Invesco US Mid Cap Value Fund	Mutual Fund	3,896	**	154,101
* Fidelity Freedom K 2015 Fund	Mutual Fund	7,883	**	112,250
* Fidelity Freedom K 2000 Fund	Mutual Fund	6,117	**	74,753
* Fidelity Freedom K 2010 Fund	Mutual Fund	4,267	**	59,865
* Fidelity Freedom K Income Fund	Mutual Fund	4,773	**	57,084

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
PIMCO Real Return Bond Fund	Mutual Fund	2,474	**	\$ 27,138
* Fidelity Freedom K 2055 Fund	Mutual Fund	1,287	**	15,537
* Fidelity Freedom K 2005 Fund	Mutual Fund	747	**	10,040
* Notes Receivable from Participants	4.25% - 8.25%			315,829
Total Investment Assets				\$ 33,338,034

*Indicates party-in-interest

**Cost information is not required for participant-directed investments.

Lutz

SCHEDULE C SUPPLEMENTAL REPORT

This report includes fee-related information recordkept by Fidelity Investments for the plan, as well as information made available to Fidelity through Morningstar, Inc., an independent investments research company, and certain other sources, which has not been independently verified by Fidelity. The notes section of this report may or may not be applicable to your plan. In some cases, you may also need to reference the Auditor's Guide for more detail. Please log into PSW to access the Auditor's Guide and related documents that can assist you and/or your auditors in facilitating your employee benefit plan audit.

PART I, LINE 1 - INFORMATION ON PERSONS EXCLUDED FROM THE REST OF PART I BECAUSE THEY RECEIVED ONLY ELIGIBLE INDIRECT FEES.

- If there are non-Fidelity funds in the plan and all information is available in the eligible indirect compensation disclosure at the end of this report, check "yes" and in part I, line 1(b) enter Fidelity Investments Institutional Operations Company, Inc. - 04-2647786.
- If all information is not available, you may need to contact the applicable fund family for additional information and disclose the name and EIN of the entity providing the disclosure in part I, line 1(b).

PART I, LINE 2 - INFORMATION ON SERVICE PROVIDERS RECEIVING DIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 2(a)</i>	EIN/ADDRESS *1 <i>Part I, Line 2(a)</i>	SERVICE CODE <i>Part I, Line 2(b)</i>	RELATIONSHIP TO ER,EE,ORG OR PERSON OF INTEREST <i>Part I, Line 2(c)</i>	DIRECT COMP PAID BY PLAN <i>Part I, Line 2(d)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	04-2647786	37 64 65	RECORDKEEPER	\$4,961

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSTATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	ABF LG CAP VAL INV - STATE STREET BANK & TRUST CO MA	225 FRANKLIN STREET BOSTON MA US 02111	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	AM CENT EQUITY INC - AMERICAN CENTURY SERVICES, LLC	44-0619208	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	HARBOR INTL INV - HARBOR SERVICES GROUP INC.	34-1953399	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	INVS AMER VALUE A - INVESCO INVESTMENT SERVICES, INC	11 GREENWAY PLAZA, SUITE 100 HOUSTON TE US 77046	0.50%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	JANUS OVERSEAS S - JANUS SERVICES LLC	43-1804048	0.50%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSTATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	MSIF MID CAP GRTH A - BOSTON FINANCIAL DATA SERVICE, INC	330 W. 9TH STREET KANSAS CITY MO US 66160	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	OAKMARK INTL I - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	OPPHMR DEV MKTS A - OFI GLOBAL ASSET MANAGEMENT	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK NY US 10281	0.50%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	PIM TOTAL RT INST - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.03%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	PIMCO REAL RTN BD AD - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.28%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSTATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	PIMCO TOT RETURN ADM - BOSTON FINANCIAL DATA SERVICES, INC.	P.O. BOX 8480 BOSTON MA US 02266	0.28%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	RAINIER SM/MID CAP - U.S. BANCORP FUND SERVICES, LLC	P.O. BOX 701 MILWAUKEE WI US 53201	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	TCW SM CAP GRTH I - U.S. BANCORP FUND SERVICES, LLC	P.O. BOX 701 MILWAUKEE WI US 53201	0.35%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	TMPL GLOBAL BOND A - FRANKLIN TEMPLETON INVESTOR SRVCS LLC	94-3167260	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	VIRTUS MID-CAP VAL A - VIRTUS FUND SERVICES, LLC	SEE NOTE *2	0.50%

SCHEDULE C SUPPLEMENTAL REPORT

PART I, LINE 3 - INFORMATION ON SERVICE PROVIDERS RECEIVING INDIRECT FEES

SERVICE PROVIDER NAME <i>Part I, Line 3(a)</i>	SERVICE CODE <i>Part I, Line 3(b)</i> <i>Part I, Line 2(b)</i>	AMOUNT OF INDIRECT COMPENSTATION <i>Part I, Line 3(c)</i>	NAME OF SOURCE OF INDIRECT COMPENSATION <i>Part I, Line 3(d)</i>	EIN/ADDRESS OF SOURCE OF INDIRECT COMPENSATION *1 <i>Part I, Line 3(d)</i>	DESCRIPTION OF INDIRECT COMPENSATION (ANNUALIZED FORMULA) <i>Part I, Line 3(e)</i>
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	WASATCH SM CAP GRTH - UMB FUND SERVICES INC	39-1657495	0.40%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	WFA SPL MIDCP VL INV - BOSTON FINANCIAL DATA SERVICE, INC	330 W. 9TH STREET KANSAS CITY MO US 66160	0.55%
FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	60	\$0	YACKTMAN FOCUSED S - US BANCORP FUND SERVICES, LLC	39-0281260	0.40%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0003	FID FIDELITY FUND - FIDELITY MANAGEMENT & RESEARCH COMPANY	FFIDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.35%
0004	FID PURITAN - FIDELITY MANAGEMENT & RESEARCH COMPANY	FPURX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.40%
0022	FID CONTRAFUND - FIDELITY MANAGEMENT & RESEARCH COMPANY	FCNTX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.52%
0038	FID CAPITAL & INCOME - FIDELITY MANAGEMENT & RESEARCH COMPANY	FAGIX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.56%
0093	FID OTC PORTFOLIO - FIDELITY MANAGEMENT & RESEARCH COMPANY	FOCPX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.55%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0305	FID INTL DISCOVERY - FIDELITY MANAGEMENT & RESEARCH COMPANY	FIGRX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.77%
0316	FID LOW PRICED STK - FIDELITY MANAGEMENT & RESEARCH COMPANY	FLPSX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.62%
0338	FID LARGE CAP STOCK - FIDELITY MANAGEMENT & RESEARCH COMPANY	FLCSX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.66%
0369	FID FREEDOM INCOME - STRATEGIC ADVISERS, INC.	FFFAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.51%*4
0370	FID FREEDOM 2000 - STRATEGIC ADVISERS, INC.	FFFBX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.51%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0371	FID FREEDOM 2010 - STRATEGIC ADVISERS, INC.	FFFCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.62%*4
0372	FID FREEDOM 2020 - STRATEGIC ADVISERS, INC.	FFFDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.69%*4
0373	FID FREEDOM 2030 - STRATEGIC ADVISERS, INC.	FFFEX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.79%*4
0384	FID SM CAP DISCOVERY - FIDELITY MANAGEMENT & RESEARCH COMPANY	FSCRX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.79%
0630	FID RETIRE MMKT - FIDELITY MANAGEMENT & RESEARCH COMPANY	FRTXX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.42%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
0718	FID FREEDOM 2040 - STRATEGIC ADVISERS, INC.	FFFFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*4
1312	FID FREEDOM 2005 - STRATEGIC ADVISERS, INC.	FFVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.58%*4
1313	FID FREEDOM 2015 - STRATEGIC ADVISERS, INC.	FFVFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.66%*4
1314	FID FREEDOM 2025 - STRATEGIC ADVISERS, INC.	FFTWX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.73%*4
1315	FID FREEDOM 2035 - STRATEGIC ADVISERS, INC.	FFTHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.81%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
1523	SPTN 500 INDEX ADV - FIDELITY MANAGEMENT & RESEARCH COMPANY	FUSVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	FUND MANAGEMENT	0.02%
1617	FID FREEDOM 2045 - STRATEGIC ADVISERS, INC.	FFFGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.82%*4
1618	FID FREEDOM 2050 - STRATEGIC ADVISERS, INC.	FFFHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.82%*4
2171	FID FREEDOM K INCOME - STRATEGIC ADVISERS, INC.	FFKAX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.45%*4
2172	FID FREEDOM K 2000 - STRATEGIC ADVISERS, INC.	FFKBX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.45%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2173	FID FREEDOM K 2005 - STRATEGIC ADVISERS, INC.	FFKVX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.50%*4
2174	FID FREEDOM K 2010 - STRATEGIC ADVISERS, INC.	FFKCX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.54%*4
2175	FID FREEDOM K 2015 - STRATEGIC ADVISERS, INC.	FKVFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.57%*4
2176	FID FREEDOM K 2020 - STRATEGIC ADVISERS, INC.	FFKDX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.59%*4
2177	FID FREEDOM K 2025 - STRATEGIC ADVISERS, INC.	FKTWX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.62%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2178	FID FREEDOM K 2030 - STRATEGIC ADVISERS, INC.	FFKEX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.67%*4
2179	FID FREEDOM K 2035 - STRATEGIC ADVISERS, INC.	FKTHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.68%*4
2180	FID FREEDOM K 2040 - STRATEGIC ADVISERS, INC.	FFKFX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.68%*4
2181	FID FREEDOM K 2045 - STRATEGIC ADVISERS, INC.	FFKGX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.69%*4
2182	FID FREEDOM K 2050 - STRATEGIC ADVISERS, INC.	FFKHX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.69%*4

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
2331	FID FREEDOM 2055 - STRATEGIC ADVISERS, INC.	FDEEX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.82%*4
2332	FID FREEDOM K 2055 - STRATEGIC ADVISERS, INC.	FDENX	FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS COMPANY, INC.	SEE NOTE *2	0.69%*4
OF1P	PIM TOTAL RT INST - PACIFIC INVESTMENT MANAGEMENT CO LLC	PTTRX	PIMCO	FUND MANAGEMENT	0.46%
OF2W	RAINIER SM/MID CAP - RAINIER INVESTMENT MANAGEMENT, INC.	RIMSX	RAINIER	FUND MANAGEMENT	0.85%
OF8L	AM CENT EQUITY INC - AMERICAN CENTURY INV MGT, INC.	TWEIX	AMERICAN CENTURY INVESTMENTS	FUND MANAGEMENT	0.93%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OFA2	ABF LG CAP VAL INV - AMERICAN BEACON ADVISORS, INC.	AAGPX	AMERICAN BEACON	FUND MANAGEMENT	0.24%
OFAP	PIMCO TOT RETURN ADM - PACIFIC INVESTMENT MANAGEMENT CO LLC	PTRAX	PIMCO	FUND MANAGEMENT	0.46%
OFM5	MSIF MID CAP GRTH A - MORGAN STANLEY INVESTMENT MANAGEMENT INC	MACGX	MORGAN STANLEY	FUND MANAGEMENT	0.50%
OFOI	OAKMARK INTL I - HARRIS ASSOCIATES L.P.	OAKIX	OAKMARK	FUND MANAGEMENT	0.88%
OFTI	TMPL GLOBAL BOND A - FRANKLIN ADVISERS, INC.	TPINX	FRANKLIN TEMPLETON INVESTMENTS	FUND MANAGEMENT	0.40%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OLMK	HARBOR INTL INV - HARBOR CAPITAL ADVISORS INC	HIINX	HARBOR	FUND MANAGEMENT	0.75%
OMHQ	TCW SM CAP GRTH I - TCW INVESTMENT MANAGEMENT, CO.	TGSCX	TCW	FUND MANAGEMENT	1.00%
OMLA	WASATCH SM CAP GRTH - WASATCH ADVISORS INC.	WAAEX	WASATCH	FUND MANAGEMENT	1.00%
OQCX	INVS AMER VALUE A - INVESCO ADVISERS, INC.	MSAVX	INVESCO	FUND MANAGEMENT	0.71%
OQIB	OPPHMR DEV MKTS A - OFI GLOBAL ASSET MANAGEMENT	ODMAX	OPPENHEIMERFUNDS	FUND MANAGEMENT	0.79%

SCHEDULE C SUPPLEMENTAL REPORT

ELIGIBLE INDIRECT COMPENSATION DISCLOSURE FOR COMPLETION OF PART I, LINE 1(a) AND PART I, LINE 2(f)

FUND CODE	NAME OF SOURCE OF INDIRECT COMPENSATION	TICKER	PARTY OR PARTIES RECEIVING INDIRECT COMPENSATION	SERVICES PROVIDED OR PURPOSE OF PAYMENT FOR INDIRECT COMPENSATION	AMOUNT, ESTIMATE OF FORMULA USED TO CALCULATE INDIRECT COMPENSATION (ANNUALIZED FORMULA)
OQSP	PIMCO REAL RTN BD AD - PACIFIC INVESTMENT MANAGEMENT CO LLC	PARRX	PIMCO	FUND MANAGEMENT	0.45%
OSOA	WFA SPL MIDCP VL INV - WELLS FARGO FUNDS MANAGEMENT LLC	SMCDX	WELLS FARGO ADVANTAGE	FUND MANAGEMENT	0.70%
OSOF	VIRTUS MID-CAP VAL A - VIRTUS INVESTMENT ADVISORS (VIA)	FMIVX	VIRTUS	FUND MANAGEMENT	0.75%
OU DM	JANUS OVERSEAS S - JANUS CAPITAL MANAGEMENT LLC	JIGRX	JANUS	FUND MANAGEMENT	0.44%
OUSE	YACKTMAN FOCUSED S - YACKTMAN ASSET MANAGEMENT, L.P.	YAFFX	MANAGERS FUNDS	FUND MANAGEMENT	1.00%

SCHEDULE C SUPPLEMENTAL REPORT

*1 If EIN is provided, Address will not be provided. If EIN is not available and Address is available, the Address will be displayed. If neither EIN nor Address is available "See Note *2" will be displayed.

*2 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for non-Fidelity funds and/or other third party service providers related to compensation is not available, more information for the annual operating expenses of the fund may be found in the Fee Table of the Fund Summary section of each prospectus and/or statement of additional information. In addition, information about the services provided and the identity of the entities performing services with respect to each fund may be found in the Fund Services section of each prospectus. If the compensation being reported relates to a Fidelity fund, more information for the annual operating expenses of the fund may be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, statement of additional information, the fund's investment manager or annuity provider.

*3 For Self-Directed Brokerage Investments, each fund family may offer an indirect support fee paid to Fidelity Investments. Each indirect support fee paid by a fund may differ depending on the form of investment. Please contact your Fidelity representative to receive information on indirect support fees for your Self-Directed Brokerage Investments.

*4 Net Expense Ratio is displayed.

*5 Gross Expense Ratio is displayed.

*6 Disclosures in this report are intended to satisfy the alternative reporting option. If complete information for this Fund is not available, the fee information for the annual operating expenses and/or information about the services provided and identity of the entities performing the services can be found in the Fee section of one or more of the following sources: investment management agreement, trust agreement, collective trust participation agreement, commingled pool participation agreement, mutual fund prospectus, the fund's investment manager or annuity provider.

Additional Information:

Fidelity may have provided non-monetary compensation, such as meals or business entertainment, to associates or service providers during the plan year for which this data is being reported. If you believe there are associates or plan service providers who have received total non-monetary compensation, from all sources of \$5,000 or more, that are not reflected on this report, you may contact your Fidelity representative and ask for a detailed summary of non-monetary compensation provided during the plan year. For additional information, please refer to the Auditor's Guide.

Fidelity utilizes omnibus accounts at unaffiliated banks to facilitate transactions for the defined contribution plans it services as set forth in your trust or service agreement or letter of authorization. If markets permit, omnibus account balances are invested in short-term investments that generally earn a rate approximating the Target Federal Funds Rate and/or money market rates. These earnings are called "float" and are considered eligible indirect compensation for purposes of Schedule C. Fidelity uses these earnings to pay bank fees and make other required adjustments and generally retains any float earnings that exceed such fees and adjustments. Fidelity is responsible for paying bank fees to the extent they exceed float earnings.

Since the amount of float generated depends on the length of time that assets are held in the omnibus accounts, Fidelity adheres to the following specific time frames within which cash pending investment or distribution is held:

SCHEDULE C SUPPLEMENTAL REPORT

- If contributions are received by Fidelity in good order before the close of trading, Fidelity executes transactions in the investment options as of that day's closing price (the "transaction date" or "T"). Settlement of trades for most investment options occurs on the following business day ("T+1") or, in the case of certain securities including company stock, on T+3.
- Exchange requests received by Fidelity in good order before the close of trading are processed in that day's nightly cycle. If investment options have identical settlement rules, exchanges between them generate no overnight balances, as money is received from one investment option and conveyed to another investment option on the same business day. If investment options have different settlement rules, balances attributable to exchanges may remain in the omnibus account for a few days if FMTC serves as trustee of the plan.
- Disbursement requests received in good order before the close of trading are processed in that day's nightly cycle, and reflected as debits from participant accounts as of that date ("T"). Proceeds attributable to disbursements are received from investment options or from the unaffiliated Plan trustee based on the settlement period for the investment options. Disbursements are made to participants on T+2 either through electronic funds transfers or by mailing a check. Disbursement proceeds distributed by check remain in the omnibus account until the check is presented for payment.

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

Employer Identification Number 47-0617567
Plan Number 001

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
<u>FIDELITY MANAGEMENT TRUST COMPANY</u>				
* Fidelity Contrafund	Mutual Fund	66,633	**	\$ 6,406,136
PIMCO Total Return Fund	Mutual Fund	216,019	**	2,309,247
* Fidelity Retirement Money Market Portfolio Fund	Money Market Fund	2,085,016	**	2,085,016
Rainier Small/Mid Cap Equity Portfolio Fund	Mutual Fund	39,179	**	1,875,127
* Fidelity Freedom K 2025 Fund	Mutual Fund	97,880	**	1,518,119
* Fidelity Puritan Fund	Mutual Fund	69,226	**	1,469,662
Harbor International Investment Fund	Mutual Fund	18,147	**	1,276,313
* Fidelity Freedom K 2035 Fund	Mutual Fund	76,828	**	1,258,441
* Fidelity International Discovery Fund	Mutual Fund	30,405	**	1,231,386
* Fidelity OTC Portfolio Fund	Mutual Fund	15,828	**	1,224,895
Oakmark International Fund	Mutual Fund	43,712	**	1,150,507
* Fidelity Large Cap Stock Fund	Mutual Fund	35,420	**	964,499
American Century Equity Income Fund	Mutual Fund	96,630	**	828,116
* Fidelity Freedom K 2020 Fund	Mutual Fund	53,874	**	801,641
Wasatch Small Cap Value Growth Fund	Mutual Fund	14,681	**	770,334
* Fidelity Freedom K 2040 Fund	Mutual Fund	46,193	**	760,796
* Fidelity Spartan 500 Index Adv Fund	Mutual Fund	9,771	**	639,893
American Beacon Large Cap Value Fund	Mutual Fund	21,081	**	574,667
* Fidelity Low Priced Stock Fund	Mutual Fund	11,425	**	565,068
* Fidelity Small Cap Discovery Fund	Mutual Fund	17,871	**	558,642
* Fidelity Freedom K 2030 Fund	Mutual Fund	34,600	**	548,760
Morgan Stanley Mid Cap Growth Fund	Mutual Fund	11,884	**	515,172
Wells Fargo Advantage Special Mid Cap Value Fund	Mutual Fund	16,155	**	509,211
* Fidelity Freedom K 2045 Fund	Mutual Fund	30,155	**	506,599
Yacktman Focused Service Fund	Mutual Fund	19,531	**	491,192
* Fidelity Capital and Income Fund	Mutual Fund	36,991	**	364,727
* Fidelity Freedom K 2050 Fund	Mutual Fund	19,432	**	327,813
* Fidelity Fund	Mutual Fund	6,893	**	293,967
Templeton Global Bond Fund	Mutual Fund	20,507	**	269,457
Oppenheimer Developing Markets Fund	Mutual Fund	6,860	**	260,798
Virtus Mid Cap Value Fund	Mutual Fund	4,449	**	155,236
Invesco US Mid Cap Value Fund	Mutual Fund	3,896	**	154,101
* Fidelity Freedom K 2015 Fund	Mutual Fund	7,883	**	112,250
* Fidelity Freedom K 2000 Fund	Mutual Fund	6,117	**	74,753
* Fidelity Freedom K 2010 Fund	Mutual Fund	4,267	**	59,865
* Fidelity Freedom K Income Fund	Mutual Fund	4,773	**	57,084

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
PIMCO Real Return Bond Fund	Mutual Fund	2,474	**	\$ 27,138
* Fidelity Freedom K 2055 Fund	Mutual Fund	1,287	**	15,537
* Fidelity Freedom K 2005 Fund	Mutual Fund	747	**	10,040
* Notes Receivable from Participants	4.25% - 8.25%			315,829
Total Investment Assets				\$ 33,338,034

*Indicates party-in-interest

**Cost information is not required for participant-directed investments.

**Election Systems & Software, 401(k)
Plan**

Financial Statements and Independent Auditors' Report

December 31, 2013 and 2012



Election Systems & Software, 401(k) Plan

Index

	Page
Independent Auditors' Report	1-2
Financial Statements	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-10
Supplemental Information	
Schedule of Assets (Held at End of Year) – Schedule H – Item 4i	11-12

Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Election Systems & Software, 401(k) Plan
Omaha, Nebraska

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Election Systems & Software, 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's assets and executes transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, Schedule of Assets (Held at End of Year), as of and for the year ended December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Lutz & Company, P.C.

September 29, 2014

Election Systems & Software, 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments at Fair Value (Notes 3 and 4)	\$ 33,022,205	\$ 25,468,933
Receivables		
Notes Receivable from Participants (Note 3)	315,829	259,789
Participant Contributions	-	69,534
Employer Contributions	-	18,819
Total Receivables	315,829	348,142
NET ASSETS AVAILABLE FOR BENEFITS	\$ 33,338,034	\$ 25,817,075

See Notes to Financial Statements.

Election Systems & Software, 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income (Note 3)		
Net Appreciation in Fair Value of Investments (Note 4)	\$ 4,494,345	\$ 2,428,856
Interest and Dividends from Investments	1,358,422	569,989
Total Investment Income	5,852,767	2,998,845
Interest Income on Notes Receivable from Participants (Note 3)	13,000	12,235
Contributions		
Participant	2,414,435	2,353,147
Rollovers	106,355	399,752
Employer	590,191	590,416
Total Contributions	3,110,981	3,343,315
Total Additions	8,976,748	6,354,395
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits Paid Directly to Participants	1,450,059	1,789,545
Administrative Expenses	5,730	5,841
Total Deductions	1,455,789	1,795,386
NET INCREASE	7,520,959	4,559,009
Net Assets Available for Benefits, Beginning of Year	25,817,075	21,258,066
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 33,338,034	\$ 25,817,075

See Notes to Financial Statements.

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Plan Description

The following brief description of the Election Systems & Software, 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established to provide retirement benefits for the employees of Election Systems & Software, LLC (the Company).

Employees are eligible to make salary reduction contributions after attaining age 21. Eligible employees are automatically enrolled with a salary deferral of 3%, unless the Company is informed otherwise. Eligible employees become participants on the first day of the month following the date on which entry requirements are fulfilled.

Participants are eligible to receive employer discretionary matching and discretionary profit sharing contributions after attaining age 21 and six months of service. Participants must be employed on the last day of the Plan year and have completed 1,000 hours of service during the year in order to receive employer discretionary profit sharing contributions.

Contributions

Participants may contribute up to 60% of pre-tax annual compensation, in connection with the 401(k) provisions of the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Discretionary matching contributions are based on the participant's elective deferral up to a certain percentage as determined by the Company. The Company may also make discretionary profit sharing contributions. All participants who are eligible to make deferral contributions and who are projected to attain age 50 before the close of the calendar year are eligible to make catch-up contributions. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of a) the Company's discretionary matching contribution b) the Company's discretionary profit sharing contribution and c) Plan earnings or losses. The Company's discretionary matching contribution is allocated among participants based upon each eligible participant's elected salary deferral. The Company's discretionary profit sharing contribution is allocated among employees based upon eligible compensation of eligible participants. Plan earnings or losses are allocated on the basis of actual results of the investments selected by each participant. Investments are maintained in individual member accounts managed by Fidelity Management Trust Company (Fidelity).

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

Vesting

Participants are immediately vested in their contributions and all Company contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates. Principal and interest are paid through payroll deductions.

Payment of Benefits

Upon termination, retirement, disability, or death, the participant or beneficiary may elect to receive either a lump sum or installment payments equal to the value of the vested funds allocated to the participant's account. The Plan requires mandatory distribution of payments between \$1,000 and \$5,000 be directly rolled over to an individual retirement account designated by the plan administrator in the event that the participant does not elect otherwise. Distributions under \$1,000 will be paid out to the participant in the event the participant does not elect a payout option. Benefits are recorded when paid.

Forfeitures

Prior to 2005, Company contributions credited to participants' accounts were not immediately vested. As a result, the Plan has a forfeiture account that can be used to reduce Company contributions or pay plan expenses. As of December 31, 2013 and 2012, the forfeiture balance was \$3,945 and \$3,619, respectively.

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is set forth below.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis and in conformity with accounting principles generally accepted in the United States of America.

Presentation of Participant-Directed Funds

The Plan's presentation of participant-directed investments is in accordance with the Financial Accounting Standard Board (FASB) Accounting Standards Codification (ASC) 962, *Plan Accounting – Defined Contributions Pension Plans*.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an investment in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the plan document.

Other

Investment management expenses are paid by the Plan. Other certain expenses specifically incurred by or attributable to individual participants are paid from the applicable participants' accounts. Investment related expenses are included in net appreciation of fair value of investments. Audit fees, recordkeeping fees and other expenses are paid by the Company and are excluded from these financial statements.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are available to be issued and may require potential recognition or disclosure in the financial statements. Management has considered such events or transactions through September 29, 2014, noting no items requiring disclosure.

3. Information Certified by Fidelity

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, except for comparing such

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

information certified by the custodian to information included in the Plan's financial statements and supplemental schedule.

The following table represents the fair value of the participant-directed Plan assets that were certified by Fidelity. Single assets representing more than 5% of the Plan's net assets as of December 31, are separately identified.

	<u>2013</u>	<u>2012</u>
Fidelity Contrafund	\$ 6,406,136	\$ 5,113,163
PIMCO Total Return Fund	2,309,247	*
Fidelity Retirement Money Market Portfolio Fund	2,085,016	1,842,503
Rainier Small/MidCap Equity Portfolio Fund	1,875,127	1,432,112
Harbor International Investment Fund	*	1,437,650
PIMCO Total Return Fund	*	2,445,061
Other Investments Certified by Fidelity	20,346,679	13,198,444
Total Investments at Fair Value	<u>\$ 33,022,205</u>	<u>\$ 25,468,933</u>

*Investment not over 5% for applicable year

Notes Receivable from Participants	<u>\$ 315,829</u>	<u>\$ 259,789</u>
------------------------------------	-------------------	-------------------

Fidelity also certified to the completeness and accuracy of the following related to the aforementioned Plan assets for the years ended December 31:

	<u>2013</u>	<u>2012</u>
Net Appreciation in Fair Value of Mutual Fund Investments	\$ 4,494,345	\$ 2,428,856
Interest and Dividends from Investments	1,358,422	569,989
Total Investment Income	<u>\$ 5,852,767</u>	<u>\$ 2,998,845</u>
Interest Income on Notes Receivable from Participants	<u>\$ 13,000</u>	<u>\$ 12,235</u>

4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual Funds and Money Market Fund: Valued at the daily closing price as reported by the fund. These funds held by the plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. These funds are deemed to be actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Growth	\$ 14,412,204	\$ -	\$ -	\$ 14,412,204
Blend	11,287,980	-	-	11,287,980
Bond	2,605,842	-	-	2,605,842
Value	2,631,163	-	-	2,631,163
Total Mutual Funds	30,937,189	-	-	30,937,189
Money Market Fund	2,085,016	-	-	2,085,016
Total Investments at Fair Value	\$ 33,022,205	\$ -	\$ -	\$ 33,022,205

Election Systems & Software, 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Growth	\$ 16,631,382	\$ -	\$ -	\$ 16,631,382
Blend	1,865,849	-	-	1,865,849
Bond	3,107,356	-	-	3,107,356
Value	2,021,843	-	-	2,021,843
Total Mutual Funds	23,626,430	-	-	23,626,430
Money Market Fund	1,842,503	-	-	1,842,503
Total Investments at Fair Value	\$ 25,468,933	\$ -	\$ -	\$ 25,468,933

5. Tax Status

The Plan is qualified as a profit sharing plan under Section 401(a) of the Internal Revenue Code and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code.

The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authority. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed as soon as practicable after the termination date.

7. Related Party Transactions

Certain Plan investments are shares of mutual funds and a money market fund managed by Fidelity. Fidelity is the custodian as defined by the Plan and therefore, these transactions qualify as party-in-interest.

SUPPLEMENTAL INFORMATION

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

Employer Identification Number 47-0617567
Plan Number 001

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
<u>FIDELITY MANAGEMENT TRUST COMPANY</u>				
* Fidelity Contrafund	Mutual Fund	66,633	**	\$ 6,406,136
PIMCO Total Return Fund	Mutual Fund	216,019	**	2,309,247
* Fidelity Retirement Money Market Portfolio Fund	Money Market Fund	2,085,016	**	2,085,016
Rainier Small/Mid Cap Equity Portfolio Fund	Mutual Fund	39,179	**	1,875,127
* Fidelity Freedom K 2025 Fund	Mutual Fund	97,880	**	1,518,119
* Fidelity Puritan Fund	Mutual Fund	69,226	**	1,469,662
Harbor International Investment Fund	Mutual Fund	18,147	**	1,276,313
* Fidelity Freedom K 2035 Fund	Mutual Fund	76,828	**	1,258,441
* Fidelity International Discovery Fund	Mutual Fund	30,405	**	1,231,386
* Fidelity OTC Portfolio Fund	Mutual Fund	15,828	**	1,224,895
Oakmark International Fund	Mutual Fund	43,712	**	1,150,507
* Fidelity Large Cap Stock Fund	Mutual Fund	35,420	**	964,499
American Century Equity Income Fund	Mutual Fund	96,630	**	828,116
* Fidelity Freedom K 2020 Fund	Mutual Fund	53,874	**	801,641
Wasatch Small Cap Value Growth Fund	Mutual Fund	14,681	**	770,334
* Fidelity Freedom K 2040 Fund	Mutual Fund	46,193	**	760,796
* Fidelity Spartan 500 Index Adv Fund	Mutual Fund	9,771	**	639,893
American Beacon Large Cap Value Fund	Mutual Fund	21,081	**	574,667
* Fidelity Low Priced Stock Fund	Mutual Fund	11,425	**	565,068
* Fidelity Small Cap Discovery Fund	Mutual Fund	17,871	**	558,642
* Fidelity Freedom K 2030 Fund	Mutual Fund	34,600	**	548,760
Morgan Stanley Mid Cap Growth Fund	Mutual Fund	11,884	**	515,172
Wells Fargo Advantage Special Mid Cap Value Fund	Mutual Fund	16,155	**	509,211
* Fidelity Freedom K 2045 Fund	Mutual Fund	30,155	**	506,599
Yacktman Focused Service Fund	Mutual Fund	19,531	**	491,192
* Fidelity Capital and Income Fund	Mutual Fund	36,991	**	364,727
* Fidelity Freedom K 2050 Fund	Mutual Fund	19,432	**	327,813
* Fidelity Fund	Mutual Fund	6,893	**	293,967
Templeton Global Bond Fund	Mutual Fund	20,507	**	269,457
Oppenheimer Developing Markets Fund	Mutual Fund	6,860	**	260,798
Virtus Mid Cap Value Fund	Mutual Fund	4,449	**	155,236
Invesco US Mid Cap Value Fund	Mutual Fund	3,896	**	154,101
* Fidelity Freedom K 2015 Fund	Mutual Fund	7,883	**	112,250
* Fidelity Freedom K 2000 Fund	Mutual Fund	6,117	**	74,753
* Fidelity Freedom K 2010 Fund	Mutual Fund	4,267	**	59,865
* Fidelity Freedom K Income Fund	Mutual Fund	4,773	**	57,084

Election Systems & Software, 401(k) Plan

Schedule of Assets (Held at End of Year) – Schedule H – Item 4i

Year Ended December 31, 2013

	<u>Description of Investment</u>	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
PIMCO Real Return Bond Fund	Mutual Fund	2,474	**	\$ 27,138
* Fidelity Freedom K 2055 Fund	Mutual Fund	1,287	**	15,537
* Fidelity Freedom K 2005 Fund	Mutual Fund	747	**	10,040
* Notes Receivable from Participants	4.25% - 8.25%			315,829
Total Investment Assets				\$ 33,338,034

*Indicates party-in-interest

**Cost information is not required for participant-directed investments.

Lutz