

SETTLEMENT AGREEMENT

This Settlement Agreement ("**Agreement**") is entered into effective as of October 4, 2013 (the "**Effective Date**") by and between Harland Clarke Corp ("**Harland Clarke**"), having a place of business at 10931 Laureate Drive, San Antonio, Texas 78249 and EZShield, Inc. ("**EZS**"), having a place of business at 415 Williams Court, Suite 116, Baltimore, Maryland. Harland Clarke and EZS may be referred to herein separately as a "**Party**" and together as the "**Parties**."

On or about June 16, 2011, EZS filed a petition in the 408th Judicial District Court of Bexar County, Texas, against Harland Clarke and Checks in the Mail, Inc. entitled *EZShield, Inc. v. Harland Clarke Corp, et al.*, Case No. 2011CI09943 (the "**State Court Action**"). On or about January 1, 2013, EZS filed a complaint for patent infringement against Harland Clarke in the United States District Court for the District of Maryland now entitled *EZShield, Inc. v. Harland Clarke Corp*, Case No. 1:13-CV-00001-MJG (the "**Federal Court Action**"). On or about April 23, 2013, Harland Clarke filed a Covered Business Method petition (the "**CBM Petition**") in the United States Patent and Trademark Office against EZS, which was given Review No. CBM2013-00016 (the "**PTO Proceeding**"). The State Court Action, Federal Court Action, and PTO Proceeding are collectively referred to as the "**Actions**."

Harland Clarke and EZS desire to settle amicably the Actions and to provide a means of potentially resolving other and future disputes. In this regard, the Parties have entered into good faith negotiations and agreed upon the principal terms of a settlement agreement.

To allow the Parties time to complete negotiation of the settlement agreement's terms, and to avoid wasting judicial time and resources in the interim, as well as those of the Parties and their counsel, the Parties have requested that all proceedings in the State Court and Federal Court Actions be stayed until November 22, 2013, pending the dismissal of the State Court and Federal Court Actions.

The Parties understand that the Patent Trial and Appeal Board ("**PTAB**") is under a statutory obligation to render a decision regarding the CBM Petition by October 30, 2013, and that such decision could issue at any time before that date.

The Parties further understand that, upon consultation, the PTAB stated that it would refrain from issuing a decision on the CBM Petition until no later than October 4, 2013, but that it could not promise that a decision would not issue thereafter, during the period between October 5, 2013 and the October 30, 2013 statutory deadline.

The Parties desire to conclude their settlement agreement negotiations and settle the Actions amicably before the PTAB issues a decision on the CBM Petition, but the complexity of the issues involved in finalizing a mutually-agreeable settlement of the Actions likely will prevent the Parties' negotiations from concluding prior to the issuance of the PTAB's decision on the CBM Petition.

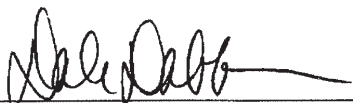
In view of the foregoing, the Parties agree to settle and terminate the CBM Proceeding without prejudice to Harland Clarke, in the event that the Parties are unable thereafter to negotiate a mutually-agreeable settlement of the State Court Action and the Federal Court Action. The Parties further agree to cooperate in filing with the PTAB a joint motion seeking termination of the CBM Proceeding.

This Agreement may be executed by the Parties in counterparts, but will not be effective until each Party has executed a counterpart. Each counterpart will be deemed an original, but the counterparts will

together constitute one Agreement. A facsimile of or scanned copy of a signature shall be deemed an original signature.

IN WITNESS WHEREOF, the Parties hereto have full power and authority and have duly executed this Agreement on the date(s) indicated below.

EZShield, Inc.




[Signature]

Date: October 3, 2013

Dale Dabbs
[Printed Name]

Title: Chief Executive Officer

Harland Clarke Corp.



[Signature]
Judy C Norris
[Printed Name]

Date: October 3, 2013

Title: SVP and General Counsel