

# Louisville-Southern Indiana Ohio River Bridges Project Joint Board

Statement of Qualifications to Provide, Operate, Manage, and  
Maintain A Toll Collection System and Provide Back Office Toll  
Collection and Customer Service

Submitted on December 10, 2013, 3 P.M. EST  
Submitted by Xerox State & Local Solutions, Inc.



Book 1  
Original



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Submitted on December 10, 2013 3:00 P.M EST  
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**FORM A**  
**TRANSMITTAL LETTER**

PROPOSER: Xerox State & Local Solutions, Inc.

SOQ Date:

Indiana Finance Authority  
One North Capitol Avenue, Suite 900  
Indianapolis, Indiana 46204  
Attention: Ms. Silvia Perez

The undersigned ("Proposer") submits this statement of qualifications (this "SOQ") in response to the Request for Qualifications dated October 18, 2013 (as amended, the "RFQ"), issued by the Indiana Finance Authority ("IFA"), on behalf of the Joint Board, to design, construct, equip, install, integrate, test, operate and maintain the Project. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the following:

- Book 1: Transmittal Letter (this **Form A**), Executive Summary, Confidential Information List, Entity Qualifications (including **Forms B, C and D**), Legal Information;
- Book 2: Financial Qualifications; and

Proposer acknowledges access to all materials posted on the following website with respect to the Project: [www.in.gov/ifa/2331.htm](http://www.in.gov/ifa/2331.htm) and <http://www.in.gov/dot/div/contracts/letting/index.html> and the following addenda and sets of questions and answers to the RFQ:

[Proposer to list any addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing **Form A**]

Proposer represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ and the SOQ.

Proposer understands that the Joint Board is not bound to qualify any Proposer and may reject each SOQ that IFA, on behalf of the Joint Board, may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by Proposer.

Proposer agrees that IFA and the Joint Board will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ.

Proposer acknowledges and agrees to the protest provisions and understands that it limits Proposer's rights and remedies to protest or challenge the RFQ or any determination or qualification thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

12410 Milestone Center Drive 5th Floor

(No.) (Street) (Floor or Suite)

Germantown MD 20876 United States of America

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: New York

*[insert appropriate signature block from following pages]*

1. Sample signature block for corporation or limited liability company:

*[Insert Proposer's name]*

By: \_\_\_\_\_ 

Print Name: Richard J. Bastan

Title: Group President

2. Sample signature block for partnership or joint venture:

*[Insert Proposer's name]*

By: *[Insert general partner's or member's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Add signatures of additional general partners or members as appropriate]*

3. Sample signature block for attorney in fact:

*[Insert Proposer's name]*

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attorney in Fact

## Executive Summary

REQUIREMENT: RFQ Page B-1.

*With over 20 years of experience in delivering end-to-end tolling systems across many of the largest tolling agencies in the United States, Xerox is highly qualified to propose a solution for the Louisville-Southern Indiana Ohio River Bridges (LSIORB) tolling system.*

Xerox understands that the Joint Board needs both a reliable and economical all-electronic tolling (AET) solution delivered on time and with minimal ongoing cost of ownership in order to meet these goals. Our proven track record in successfully delivering similar systems clearly demonstrates that we are qualified to bid on this project.

### Xerox and Tolling

Xerox, a Fortune 200 Company, provides solutions that address our customer's business-critical mobility problems with an installed base of over 1,800 tolling lanes and hosting some of the largest ETC Back Office Systems/Customer Service Centers (BOS/CSC) in the world. We process over \$5 billion in ETC transactions per year on average – that is over 50 percent of all ETC transactions in the United States and represents over 116.7 million ETC lane transactions.

Today, we serve the needs of 22 tolling agencies across the United States. Our VECTOR 4G tolling program is customized for each of those agencies, producing extremely positive results in every case. We process over 110 million video-based transactions (including violations) per year and our highly trained Customer Service Representatives handle an average of over 12 million customer calls per year.

We design and maintain multiple complete toll collection systems and currently support 15 agencies that are members of the *E-ZPass*® Interagency Group (IAG) toll interoperable network. In this capacity, we process nearly 70 percent of the network's tolls transactions. We also operate interoperable revenue collection systems for other leading toll networks, *FasTrak*® (California) and *SunPass*® (Florida), and are entering the interoperable network (IHUB) in Texas with our recent contract awards with the Texas Department of Transportation and Fort Bend Grand Parkway Toll Road Authority.

### Experience Counts

Our ability to meet the needs of our clients is evident as we help them evolve with the changing landscape of the toll collection industry. We have met the challenges raised by the introduction of AET with feature rich solutions built into our Vector BOS and CSC operations.

#### Xerox Advantage

We provide our customers with the advantages of our operational and technical expertise:

- Proven and successful AET implementations of similar size and scope
- Track record of delivering on our commitments
- *E-ZPass*® Interagency Group (IAG) experience, *FasTrak*®, and *SunPass*®
- Industry-leading project management team
- Proven VECTOR 4G back office platform in operation at 19 toll agencies across the U.S.



The contents of this proposal are subject to the disclosure statement on the title page of this proposal.

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December 10, 2013

ES-1



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]



The contents of this proposal are subject to the disclosure statement on the title page of this proposal.

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]



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# 1 Proposer Structure and Experience

REQUIREMENT: RFQ Pgs. B-2 through B-6

## 1.1 Proposer

REQUIREMENT: RFQ Pg. B-2

Xerox State & Local Solutions, Inc. (Xerox) is the legal name of the Proposer. Xerox State & Local Solutions, Inc. was incorporated in the State of New York in the year 1963. The details for the bidding entity and office performing the majority of the work are given below:

Xerox State & Local Solutions, Inc.  
 12410 Milestone Center Drive  
 Germantown, MD 20876



The important milestones in our history including company ownership/name changes are given below:

**Table 1-1. Xerox State & Local Solutions, Inc. Milestones**

Year	Event
1963	Datacom Systems Corporation is incorporated in the State of New York.
1984	Lockheed Corporation purchases Datacom Systems Corporation and renames it Lockheed Datacom. The company is assigned to the Information and Systems Group.
1988	Affiliated Computer Services is founded.
1989	Company renamed Lockheed Information Management Services (Lockheed IMS).
1995	Merger with Martin Marietta creates the Lockheed Martin Corporation and the company is renamed Lockheed Martin IMS.
2001	Affiliated Computer Services, Inc. purchases Lockheed Martin IMS, which becomes ACS State & Local Solutions, Inc. (ACS).
2010	Xerox Corporation purchases Affiliated Computer Services, LLC.
2012	Affiliated Computer Services, LLC changes its legal entity name to Xerox Business Services and the ACS State & Local Solutions, Inc. becomes Xerox State & Local Solutions, Inc.



## 1.2 Equity Members

REQUIREMENT: RFQ Pg. B-2

Xerox State & Local Solutions, Inc. will be acting as the sole Equity Member for purposes of this RFQ and the SOQ submittal requirements.

## 1.3 Major Subcontractors

REQUIREMENT: RFQ Pg. B-3

[REDACTED]

## 1.4 Management Structure

REQUIREMENT: RFQ Pg. B-3

Xerox State & Local Solutions, Inc. will be acting as the sole organization for purposes of this RFQ and the SOQ submittal requirements. [REDACTED]

[REDACTED] Depending on the final scope of the project and the DBE participation requirements, [REDACTED]

[REDACTED] As demonstrated by our *LA ExpressLanes* reference (included on Form 6 in Proposal Section 1.6), Xerox has experience working with engineering and construction firms (Atkinson Construction for the LA project, among others) and we understand the coordination requirements for a construction-led project.

Xerox knows the importance of a dedicated project team to ensure the success of its programs. We offer LSIORB a dedicated team with the necessary experience to ensure that all of the technology and operations that are needed to support the programs will operate efficiently, and successfully.

Our proposed team for this project has the expertise in the fields of advanced toll collection systems, project management, engineering, maintenance, customer service and information technology that is necessary to meet every aspect of your tolling needs. Our team structure and allocation of roles and responsibilities is discussed later in this section, and further illustrated in our organizational chart located in Proposal Section 1.5.

## Xerox Corporation Overview

Xerox has clients in over 160 countries, generating over \$23 billion in annual revenue. Xerox was founded in 1906 as the Haloid Company; named Haloid Xerox in 1958 and Xerox Corporation in 1961; and acquired Affiliated Computer Services (ACS) in 2010.

For more than a half century, Xerox has been a leader in document technology and services. We continue to build on this heritage of innovation. Through the acquisition of ACS in 2010, we are now the leading enterprise for business process services. The new Xerox is dedicated to innovation, service and giving our customers the freedom to focus on what matters most: your real business. Xerox, found online at [www.xerox.com](http://www.xerox.com), is a Fortune 200 corporation (NYSE: XRX). We are a U.S. corporation with headquarters in Norwalk, Connecticut.

Globally, we have more than 140,000 employees including approximately 3,300 sales professionals, 9,000 technical service employees and 100,000 employees serving our customers through on-site operations or off-site delivery centers.

[REDACTED]

The Xerox delivery organization that will design, implement, operate and maintain the LSIORB program is the Government and Transportation Sector (GTS). GTS includes the delivery group that has been providing advanced toll collection services to 22 other toll agencies including the largest toll agencies in the U.S. Our breadth and depth of experience gives us a greater understanding of your goals facing this project than anyone else.

[REDACTED]

## Government and Transportation Sector (GTS) Profile

The Xerox GTS business unit helps clients solve transportation challenges, maximize resources, and strengthen their organizations. Our successive technological progress, years of experience, and long-term relationships with clients exemplifies our commitment to improving transportation technology and helping clients streamline their operations to achieve enhanced results for all their transportation needs. We know process management is a key priority to our clients, and our ability to improve revenue collection and transaction processing while keeping their customers moving is our primary mission.

As you will see in the following portfolio of services, the GTS delivery organization has experience well beyond the design and implementation of advanced toll collection systems. We also understand transit fare collection, HOT lanes and congestion management and parking systems. This enables us to provide expanded services in the future as your transportation,



business processing, and information technology needs expand and diversify. Many examples of this abound, such as integrating the Los Angeles Transit Access Pass (TAP) card into the LA *ExpressLanes* program to provide loyal transit users with free tolls to ride the express lanes – an incentive that the NextFare transit fare system contractor could not provide. The TCLG portfolio includes:

- Advanced electronic toll collection systems
- HOT lanes and congestion management
- Transit fare collection systems
- Transit dispatch and location systems
- On and off street parking
- Commercial vehicle operations
- Motor vehicle services
- Business Process Outsourcing (BPO) services
- Information Technology (IT) services

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]


## 1.5 Organizational Charts

REQUIREMENT: RFQ Pg. B-3

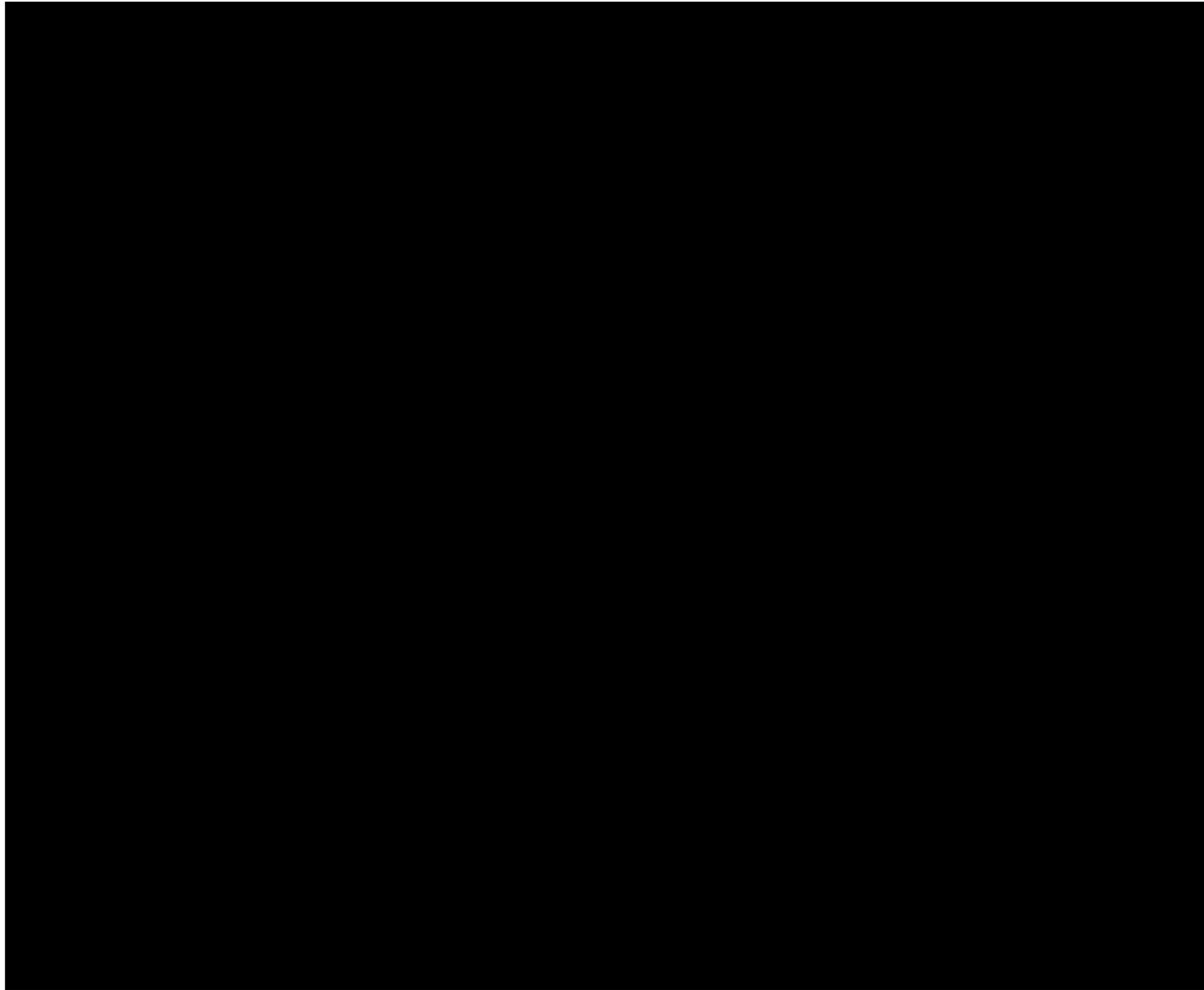
*Xerox will offer LSIORB a qualified team of experts with extensive, proven experience implementing the various systems necessary to successfully deliver a phased solution. Our proposed staff will be chosen based on their experience, performance in positions of similar responsibility, and subject area expertise.*

Xerox knows the importance of a dedicated project team to ensure the success of its programs. We will offer LSIORB a key personnel team with the necessary experience to ensure that all of the technology and operations that are needed to support the programs will operate efficiently, and successfully.

Matched with their expertise in the fields of advanced toll collection systems, project management, engineering, customer service and information technology to lead a team that understands every aspect of your tolling needs.

The Organizational Chart shown below identifies the potential functional structure of the service delivery team and the specific roles on the project.





## 1.6 Relevant Experience, Back Office “Purchase” and References – TSI AET and Project Experience

REQUIREMENT: RFQ Pg. B-3 through B-4

*Xerox provides the Louisville-Southern Indiana Ohio River Bridges (LSIORB) with a financially sound, low-risk partner with significant experience in the tolling industry. Our company delivers cost-saving technologies and award winning services to multiple clients of a similar size and scope to LSIORB.*

Xerox is a full-service transportation solutions provider and currently the largest processor of toll transactions in the U.S. Our company provides both front end solutions including configured lanes and plaza systems, as well as comprehensive back-office systems (BOS) and customer service solutions for the largest toll road clients in the country.

### Proven Tolling Results

- Largest ETC service provider in the U.S. with over 50 percent market share
- Experience in similar jurisdictions

We are a highly experienced service provider delivering solutions for processing traffic for more than 22 years, and serve the needs of multiple tolling agencies across the United States. We supply state-of-the art integrated solutions, as well as scalable customer service centers/back-office systems and video and violation enforcement processing solutions along with AET solutions similar in size and scope outlined in Request for Qualifications.

### 1.6.1 Relevant Experience

REQUIREMENT: RFQ Pg. B-3

Our programs demonstrate our proven ability to process billions of transactions and manage successful programs in similar tolling environments. Our proven ability to handle billions of transactions over multiple programs is reflected in the fact that we serve 22 tolling agencies across the country.

AET facilities typically are the conversion of an entire existing tolled facility to all electronic payment and no cash, or the construction of a new facility as AET.



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[REDACTED]

Our ability to meet the needs of our clients is evident as we help them evolve with the changing landscape of the toll collection industry. We have met the challenges raised by the introduction of AET with feature rich solutions built into our VECTOR RTCS, BOS and CSC operations.

For full details of all tolling industry projects and clients awarded during the period 2002-2013, please refer to the project list provided in Form B. From the project list completed on Form B, Proposer

Additional relevant experience held by Xerox has been provided in Forms B and C.

## 1.6.2 References

REQUIREMENT: RFQ Pg. B-4

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]

We have developed expertise in delivering integrated toll solutions which positions us with the capability to deliver an AET project to LSIORB, which will enhance customer satisfaction, reduce congestion and pollution, and increase long term reliability. We are an AET expert and know what it takes to deliver a reliable, robust and accurate in-lane solution.

We are able to provide LSIORB a project by providing one of the most well-established and respected state-of-the-art AET Systems throughout the U.S. This expertise can be best-demonstrated through our proposed project references described in detail below.

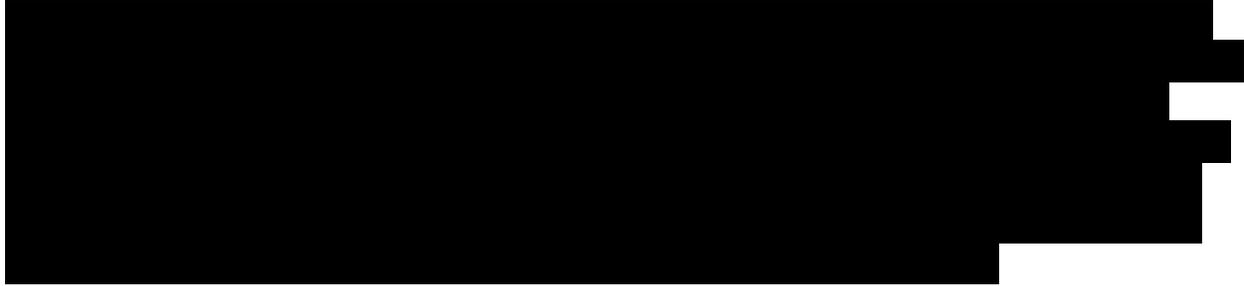
[REDACTED]

[Redacted text block]



*The contents of this proposal are subject to the disclosure statement on the title page of this proposal.*

[Redacted text block]



### Awards/Accolades

Our LA Metro project has recently won multiple awards for excellence and innovation in the transportation industry. They include:

- April 26, 2013 - Caltrans Success In Motion
- May 16, 2013 – International Partnering Institute (IPI) Award
- May 23, 2013 – California Transportation Foundation (CTF) Annual Award
- July 1, 2013 - 2013 Excellence in Transportation Award
- July 22, 2013 – 2013 Innovative Transportation Solutions Award
- Announced for Nov 2013 - WTS-LA 2013 Innovative Transportation Solutions Award

Xerox can verify that the contact information for all projects representing our experience with regard to the requirements outlined in your Request for Qualifications is both correct and current.



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## 1.7 Additional Information

REQUIREMENT: RFQ Pg. B-4 through B-5

### 1.7.1 Project Management

REQUIREMENT: RFQ Pg. B-4

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]







<p>[Redacted]</p>	<p>[Redacted]</p>
<p>[Redacted]</p>	<p>[Redacted]</p>
<p>[Redacted]</p>	<p>[Redacted]</p>

## 1.7.2 Facilities – Production, Research & Testing

REQUIREMENT: RFQ Pg. B-4

### Production, Research & Testing Facilities

*For more than half a century, the Xerox brand has been known worldwide as the leader in document technology and services, providing innovative and unique solutions to our client's most complex problems.*

Known for a rich history of innovation, Xerox holds more than 10,200 active U.S. patents and maintains five global research centers. In 2012, we were named a Top 100 Global Innovator by Thomson Reuters. Xerox is committed to the development of technology that supports advanced toll collection systems and developing the next generation of intelligent transportation solutions. Since 2010, Xerox has invested nearly \$10 million into transportation-related innovations, including

License Plate Recognition (LPR), Device Health Management, Vehicle Occupancy Detection, Data Analytics, Dynamic Pricing Algorithms, and Social Media Analytical tools. Located in upstate New York, the Xerox R&D facility is the hub of our company's vast R&D efforts. We also maintain R&D facilities in locations outside the United States.

Xerox operates the Transportation Technology Center (TTC) in Germantown, Maryland. In addition, we have facilities in Bangalore, India and Tallahassee, Florida. Combined, the TTC network of facilities and expertise gives us the ability to leverage a global pool of resources to ensure coverage for your program.

Our goal is to ease the back office burden through a wide array of service offerings. With the expertise of our 140,000 people, global brand strength and innovative technology, Xerox brings our customers data and services that result in better and faster decision making for improved efficiency and performance. Our 160 customer care, 18 data centers and 15 major finance and accounting centers run globally, provide services to more than 1,700 federal, state, county and local governments. In our transportation sector, our 22 tolling clients and their customers are supported out of out of 27 main processing and remote service centers.

#### Germantown, Maryland Facility

The TTC in Germantown houses personnel that provide services for production, development, management, and testing services for a variety of toll collection projects and other technologies. It is home to software development, engineering, quality assurance and testing staff, as well as various other specialists who contribute to the success of all our projects. The facility has secure

#### Facts About Us

- 160 Customer Care Centers globally
- 30 Major Customer Care Centers
- 18 Data Centers
- 15 Major Finance & Accounting Centers
- 26 Major Human Resources Centers
- 52,000 customer care agents globally
- 3,500 technical customer support agents



access and control. Visitors are welcome during normal business hours provided appointments are made in advance

Our laboratory facility is located on the first floor. Research, development, testing, and configuration management are ongoing in the lab. Computer servers dedicated to development environments, along with the specific project-related peripheral devices can be found in the lab. Quality assurance servers used for testing and configuration management are also located in the lab facility. The lab is also used for researching and testing new hardware devices independent of systems that may be currently under development.

### **System Integration and Testing Facility**

The Capital Raceway, located in Crofton, Maryland is the home of Xerox's system integration and testing facility using live traffic. The facility includes a 5-lane high-speed open-road area, which is used to test ORT and AET tolling solutions. The facility also includes a separate tollbooth lane for integrating and testing solutions that include manual, AVI, and ACM toll collections. The facility offers easy access for test vehicles and provides for quick vehicle turn-arounds to maximize testing efficiency. Both day and night testing are available at Crofton.

The overhead gantry system on the high-speed lanes accommodates AVI antennas, VES cameras and flashes, scanners, and other devices incorporated into system designs. Each of the five lanes is equipped with embedded loops and other road-surface sensors as needed for each system design. Roadside cabinets are installed close to the lanes to house system servers and peripheral devices such as loop detectors.

The separate tollbooth lane is equipped with in-road loops and a treadle. An automatic gate is also available when needed. Additionally, the lane is equipped with a patron fare display, an island traffic light, a toll collector information display, a visual and audible violation alarm system, and front and rear violation cameras and lighting. The lane can also accommodate a variety of lane status indicators including horizontal traffic lights, variable message signs, and fixed message signs. The lane controller and peripheral devices are located inside the booth along with a collector monitoring system, a lane status manual override switch, a receipt printer, and a toll collection terminal (touch screen). The AVI reader system is located in a cabinet attached to the outside of the booth.

The Crofton facility is equipped with a T1 communications line allowing developers and engineers located in Germantown to interface with the systems at Crofton. Local communication from the roadside servers is available in the Crofton offices where clients and Xerox staff can operate and observe testing activities. The Crofton offices provide space for meetings, lavatory facilities, private offices, and a climate-controlled server room, which houses Plaza and Host servers.

### 1.7.3 Experience with Providing BOS Services for Additional Facilities through Existing Systems

REQUIREMENT: RFQ Pg. B-5

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]



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[Redacted text block]

## 1.7.4 Additional Information Not Part of SOQ Evaluation

REQUIREMENT: RFQ Pg. B-5

Xerox has provided all requested information in the subsections above. We understand this information, while not part of the formal pass/fail evaluation, will be used to develop the RFP documents and understand potential approaches to the Project.



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statement on the title page of this proposal.*

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December 10, 2013

1-21

## 1.8 Legal Information

REQUIREMENT: RFQ Pg. B-5 through B-6

### 1.8.1 Legal Liabilities

REQUIREMENT: RFQ Pg. B-5

Xerox has one toll project within the last five years subject to legal liabilities and legal proceedings. Information for this project is presented below.

*Lueder v. Bay Area Toll Authority et al.*

This was a lawsuit originally filed in the Superior Court of California, San Francisco County, in April 2010. ACS and “ACS President and CEO” Lynn Blodgett (who was actually President and CEO of ACS’ immediate parent company, Affiliated Computer Services, Inc.) were added as defendants in an amended complaint filed on June 7, 2010. The plaintiff alleged due-process violations in connection with a fine for a toll violation that was attached to the renewal form for his vehicle registration. This case was dismissed in February 2011, and is concluded.

### 1.8.2 Legal Proceedings

REQUIREMENT: RFQ Pg. B-6

Please see Proposal Section 1.8 above for toll projects undergoing legal proceedings in the past five years.

### 1.8.3 Form D

REQUIREMENT: RFQ Pg. B-6

Please find our completed Form D, beginning on the following pages.

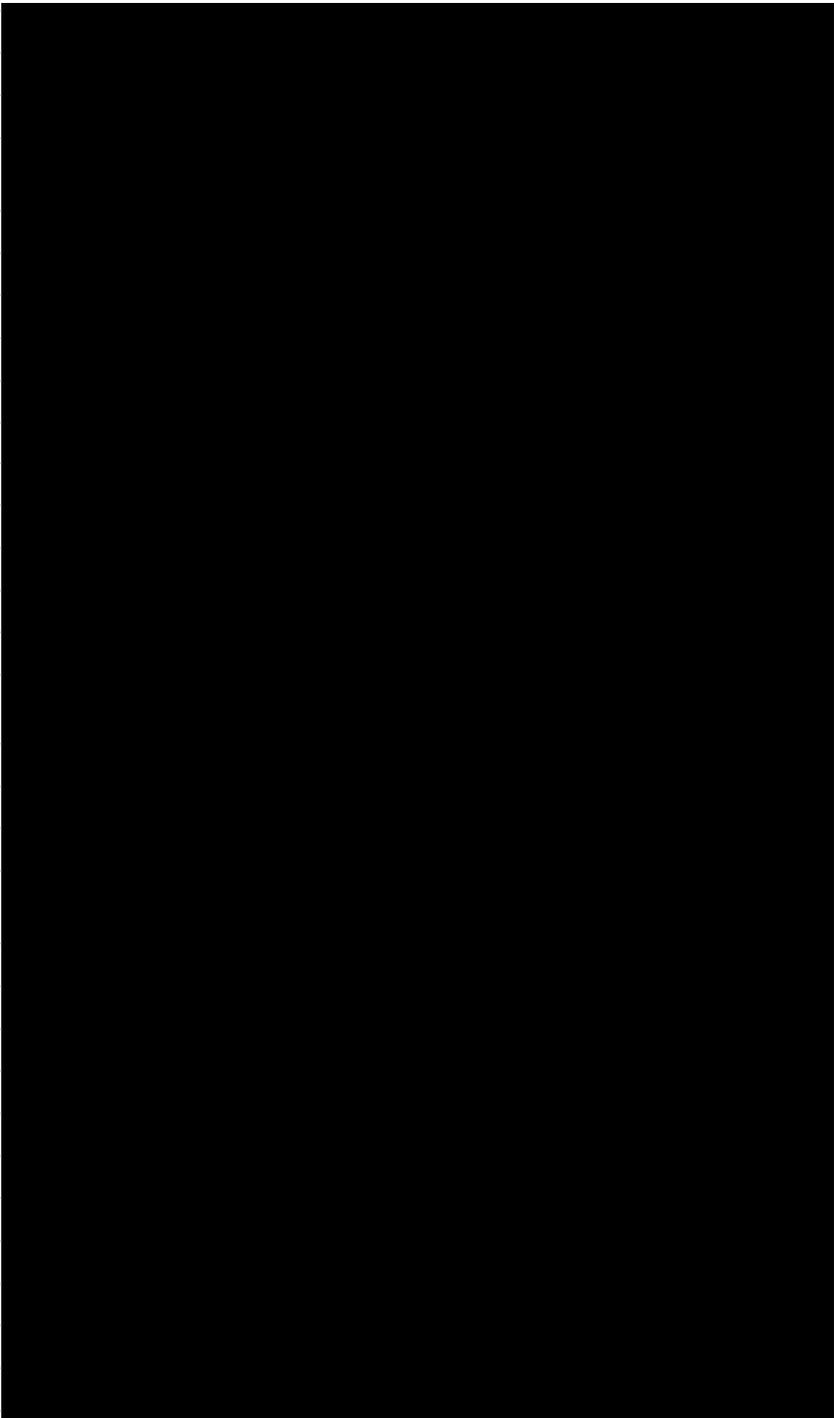
## FORM B PROJECTS & CLIENTS LIST

Use the format below to provide a projects and clients list for all tolling industry projects awarded during the period 2002-2013. These are all meant to be single line answers. Do NOT expand. Also, please indicate what type of project your firm was awarded using the terminology of BOS for indication that your firm provided a BOS to the project; Roadside for indication your firm provided installation of roadside equipment, CSC for indication that your firm provided installation and operations of a customer service center; Ops for indication that your firm provided operations of the toll operations center, O&M for indication your firm provided operation and maintenance services; and Equipment Only for indication that your firm provided equipment to the project such as transponders, readers, antennas, etc.

<b>Project 1</b>	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

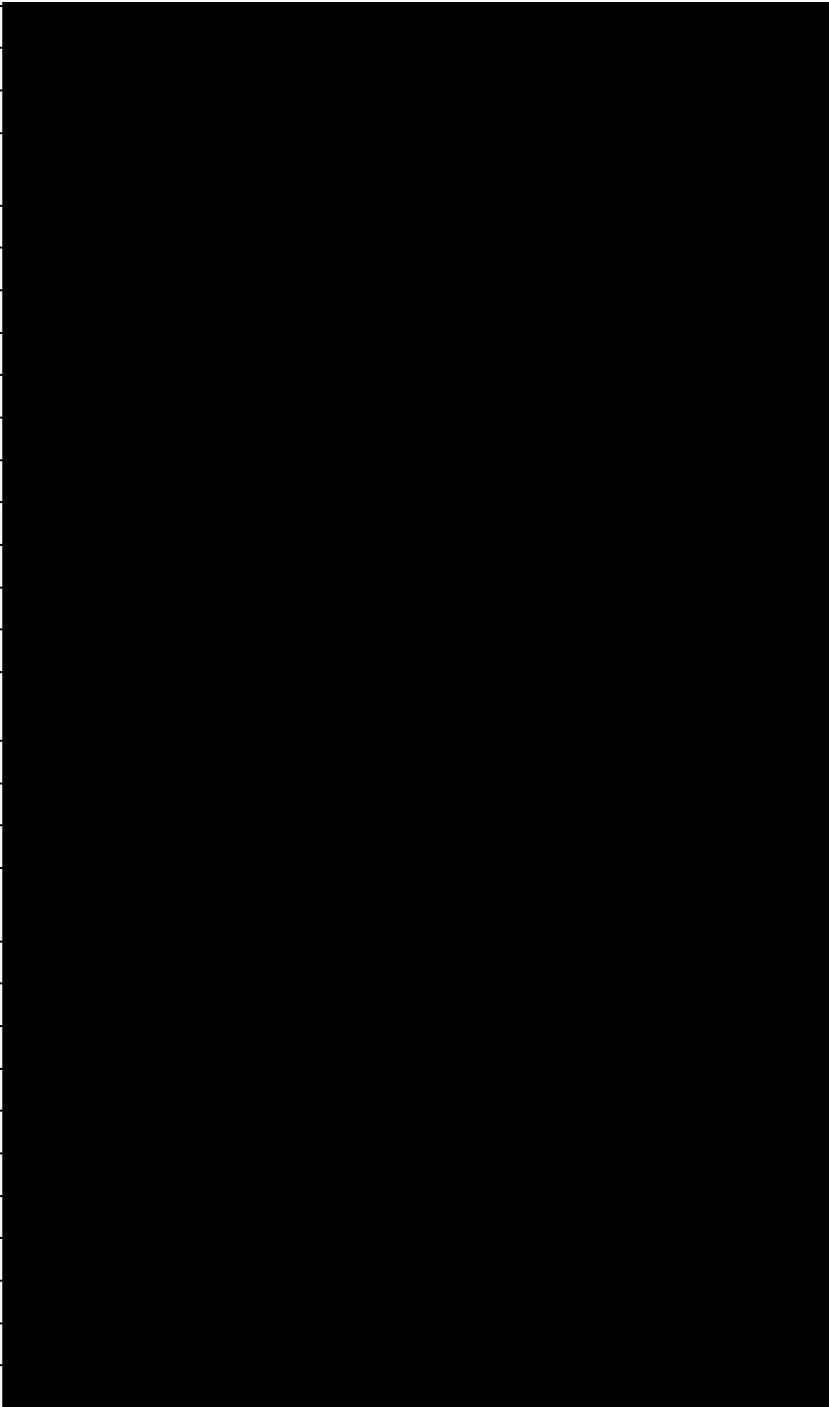
<b>Project 2</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 3</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



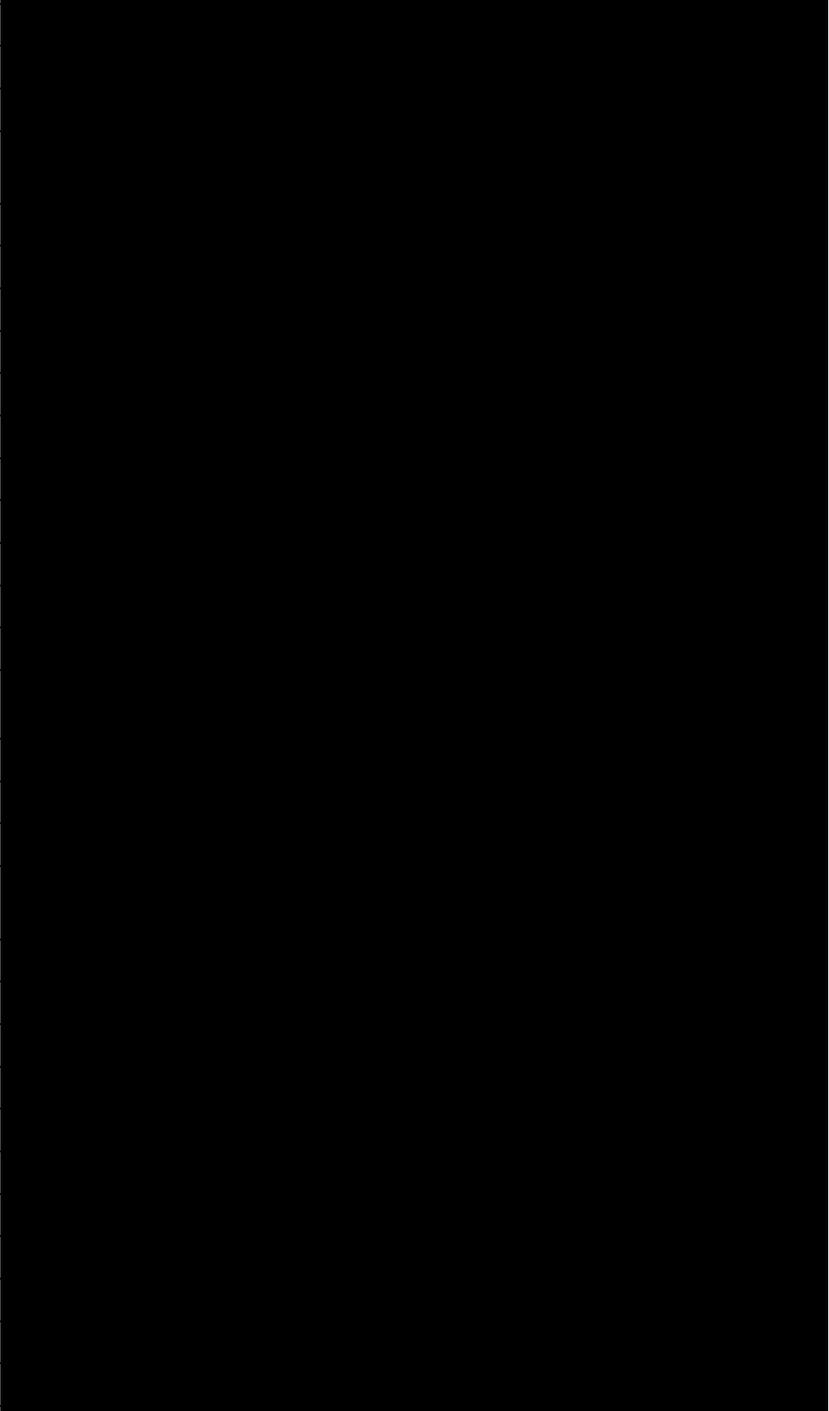
<b>Project 4</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 5</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



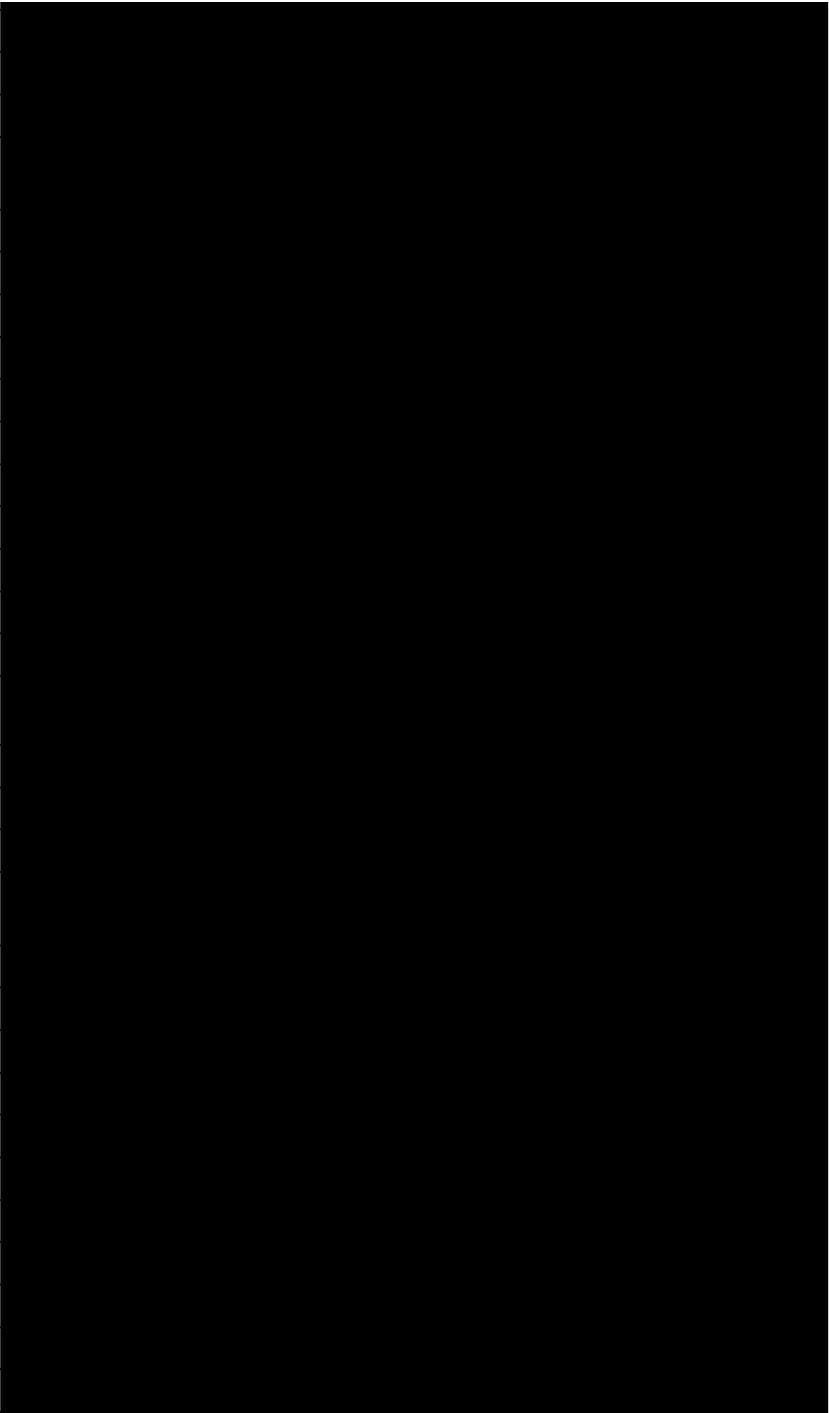
<b>Project 6</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 7</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



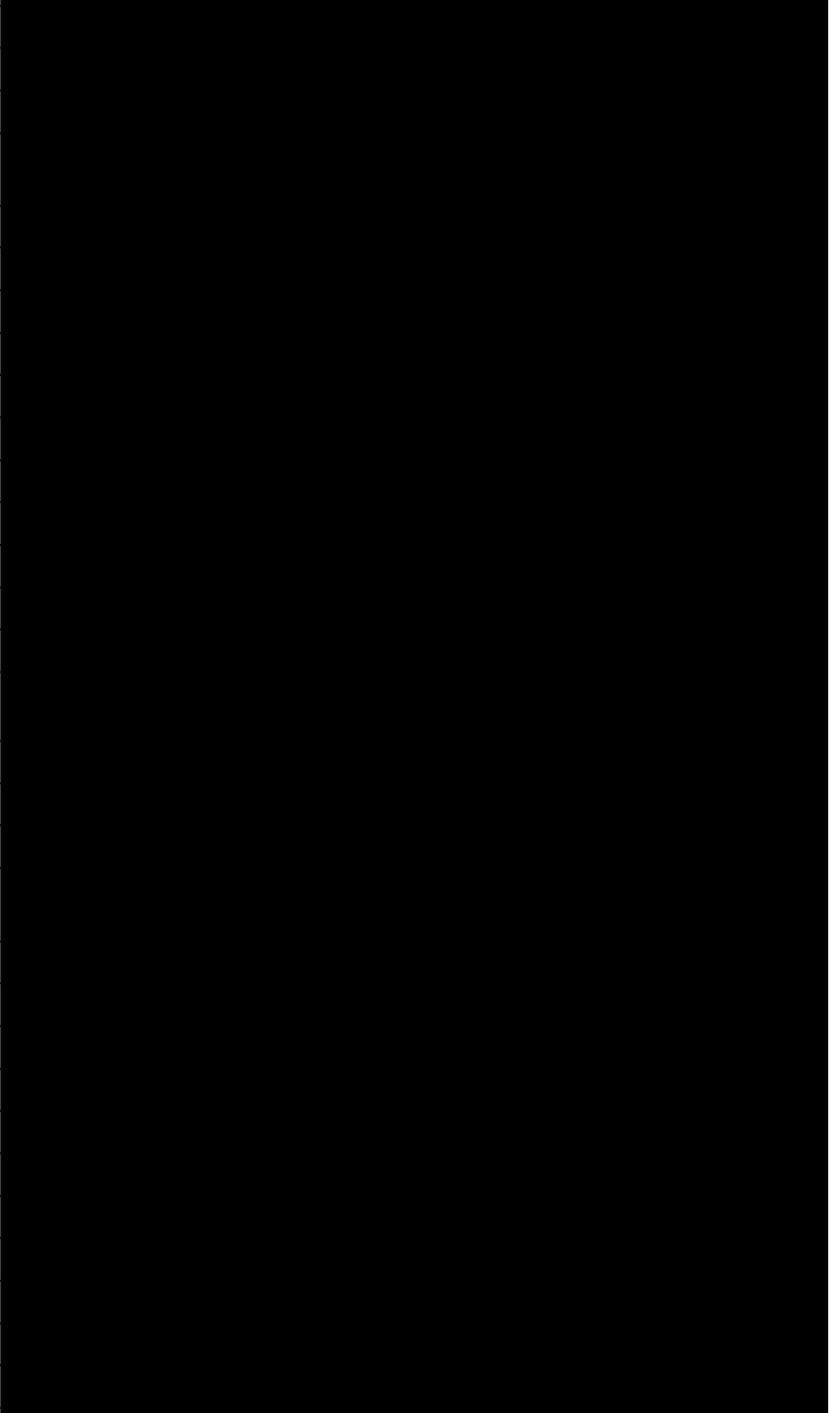
<b>Project 8</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 9</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



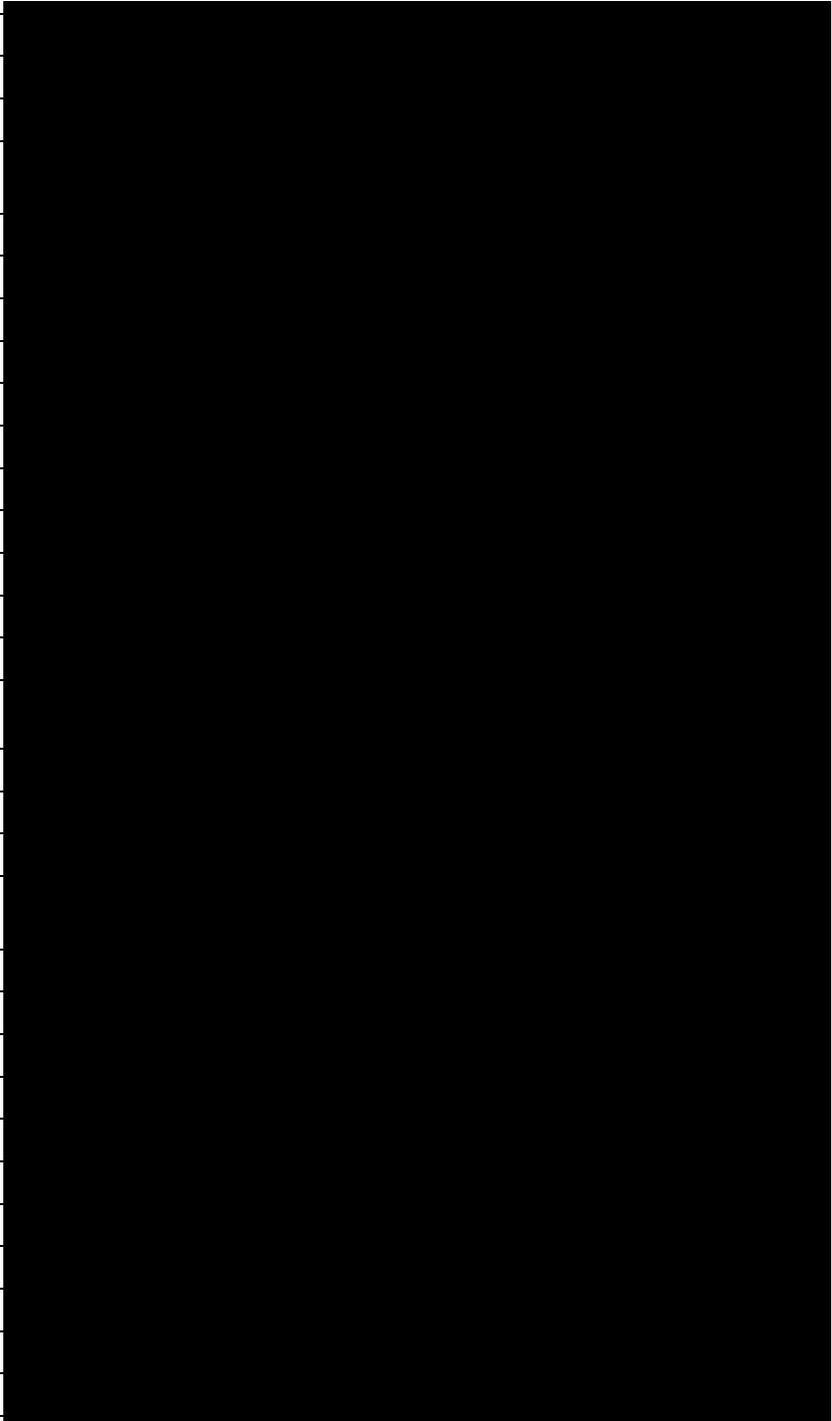
<b>Project 10</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 11</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



<b>Project 12</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 13</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



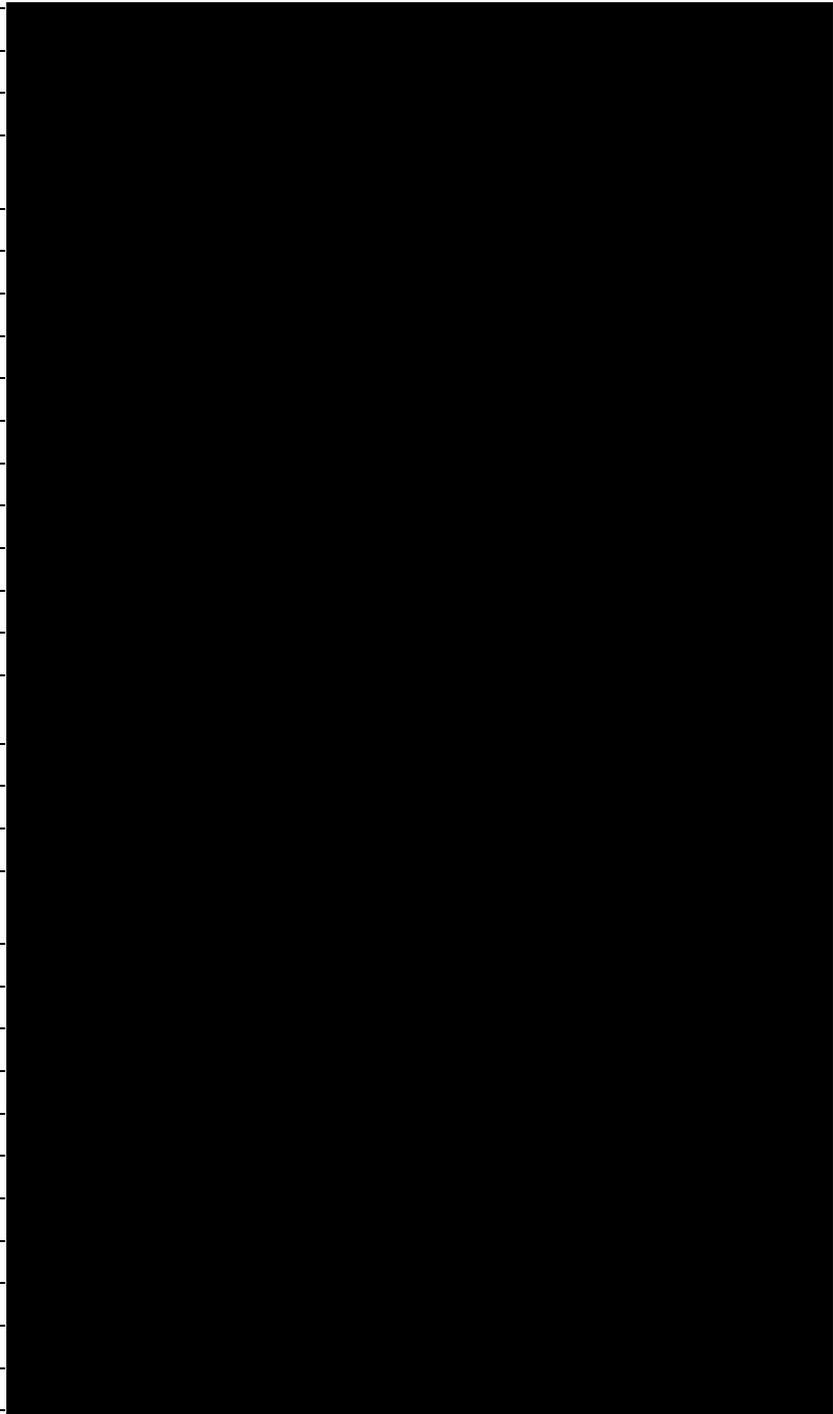
<b>Project 14</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 15</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



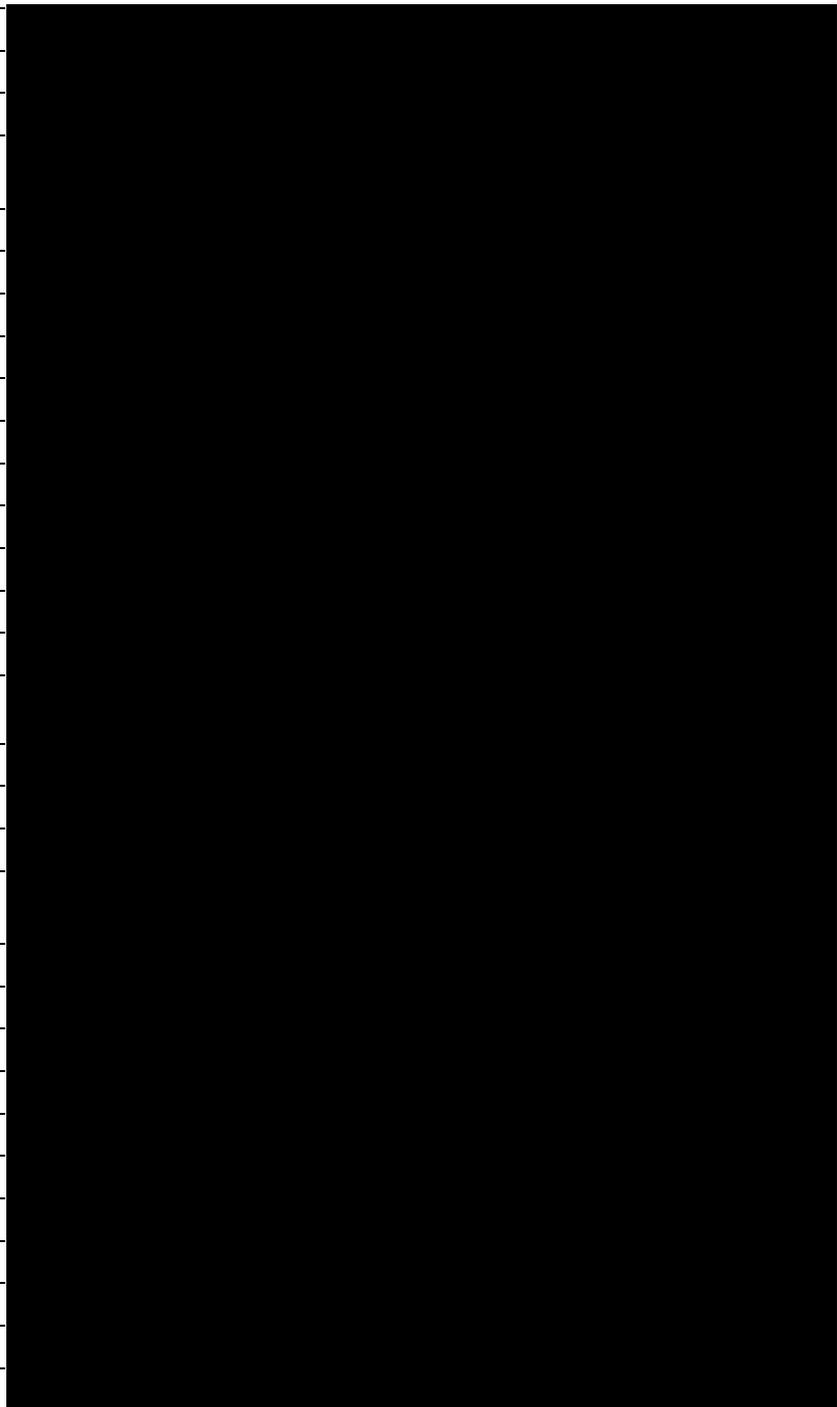
<b>Project 16</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 17</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



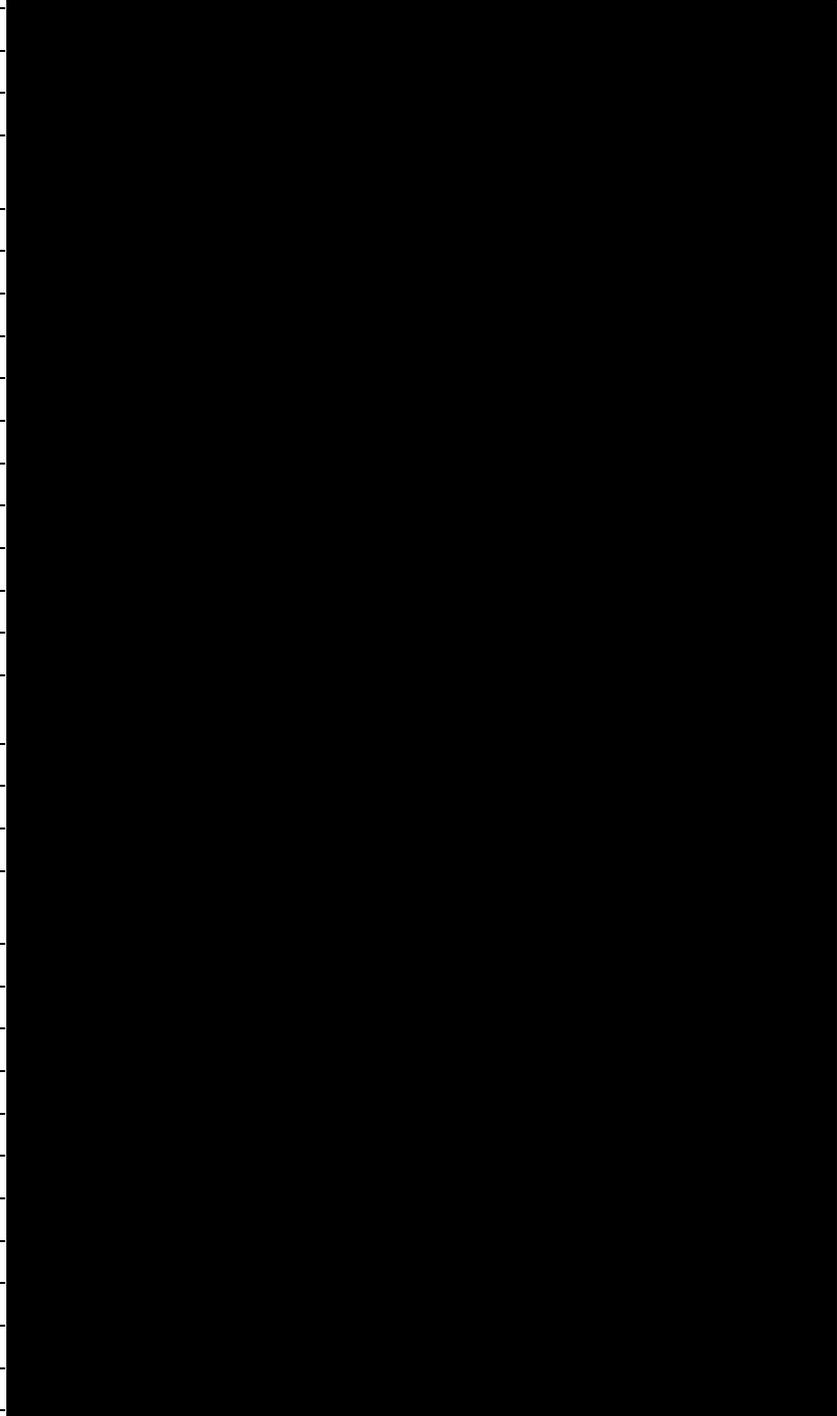
<b>Project 18</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 19</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



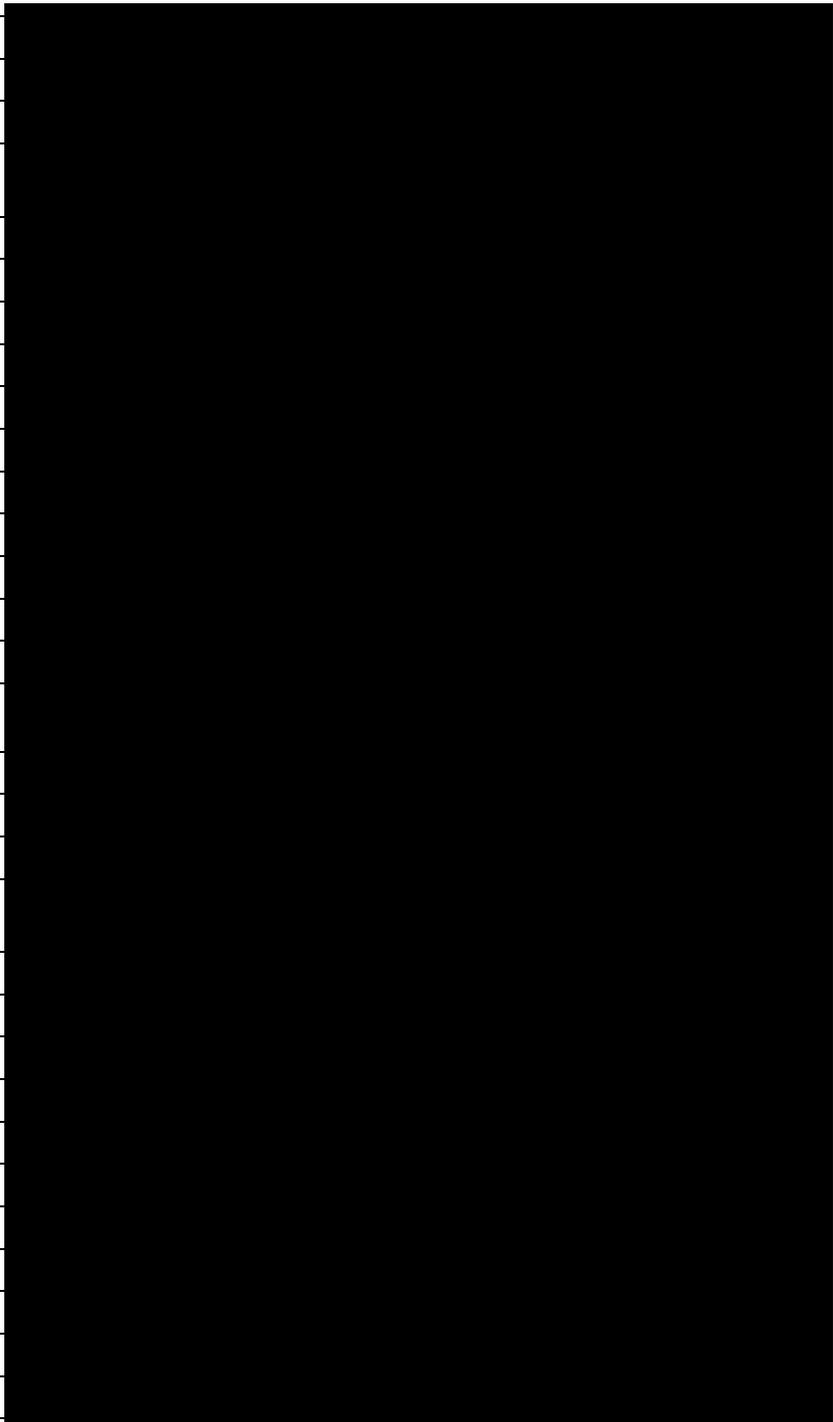
<b>Project 20</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 21</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



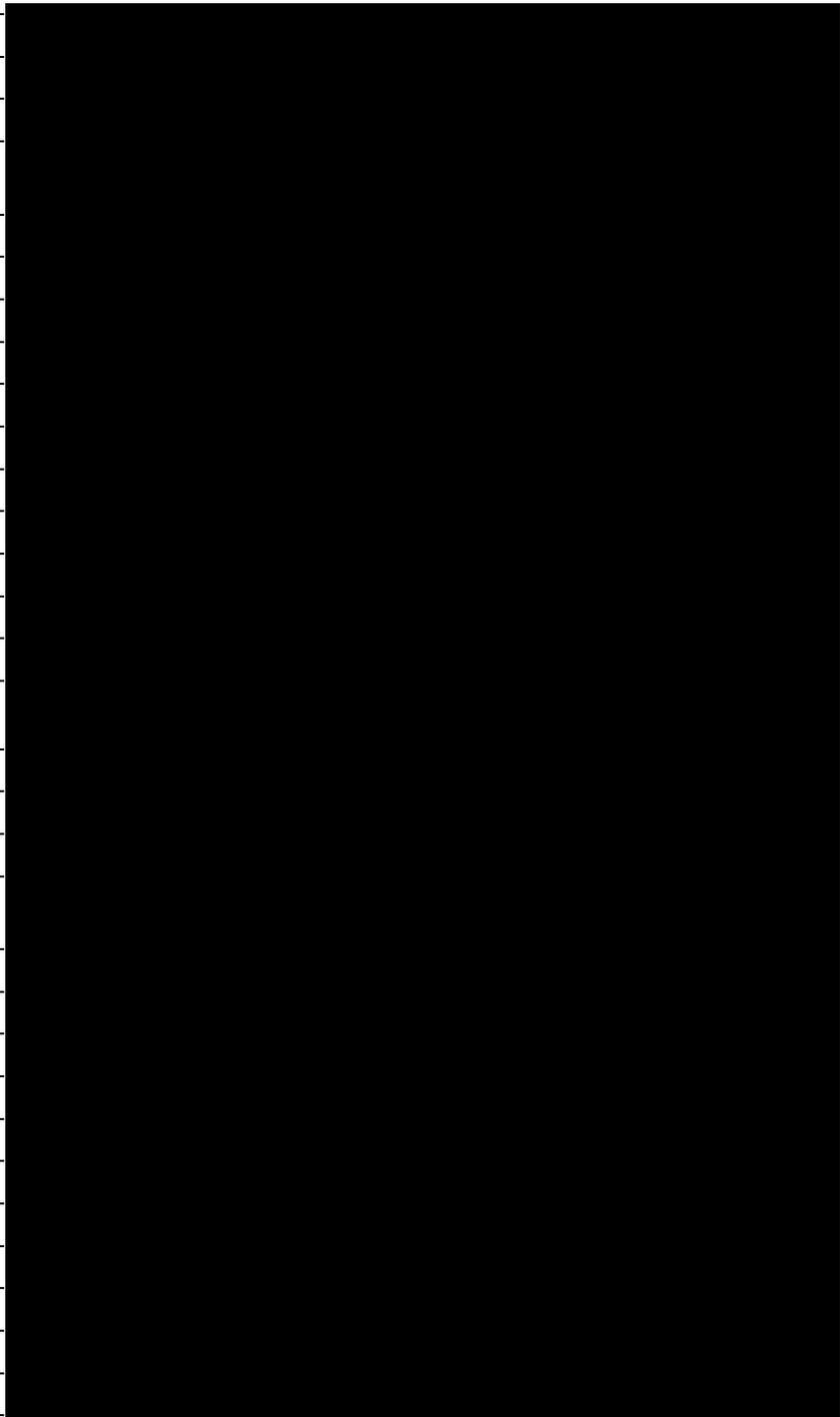
<b>Project 22</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 23</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly



<b>Project 24</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

<b>Project 25</b>
Project Name
Project Description
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)
Client Name
Client Contact Person
Client Phone Number
Client Email Address
Award Date
Status of Project
Project Award Contract Value
Current Contract Value
Contracted Delivery Date
On Schedule (Yes or No)
In no, explain briefly

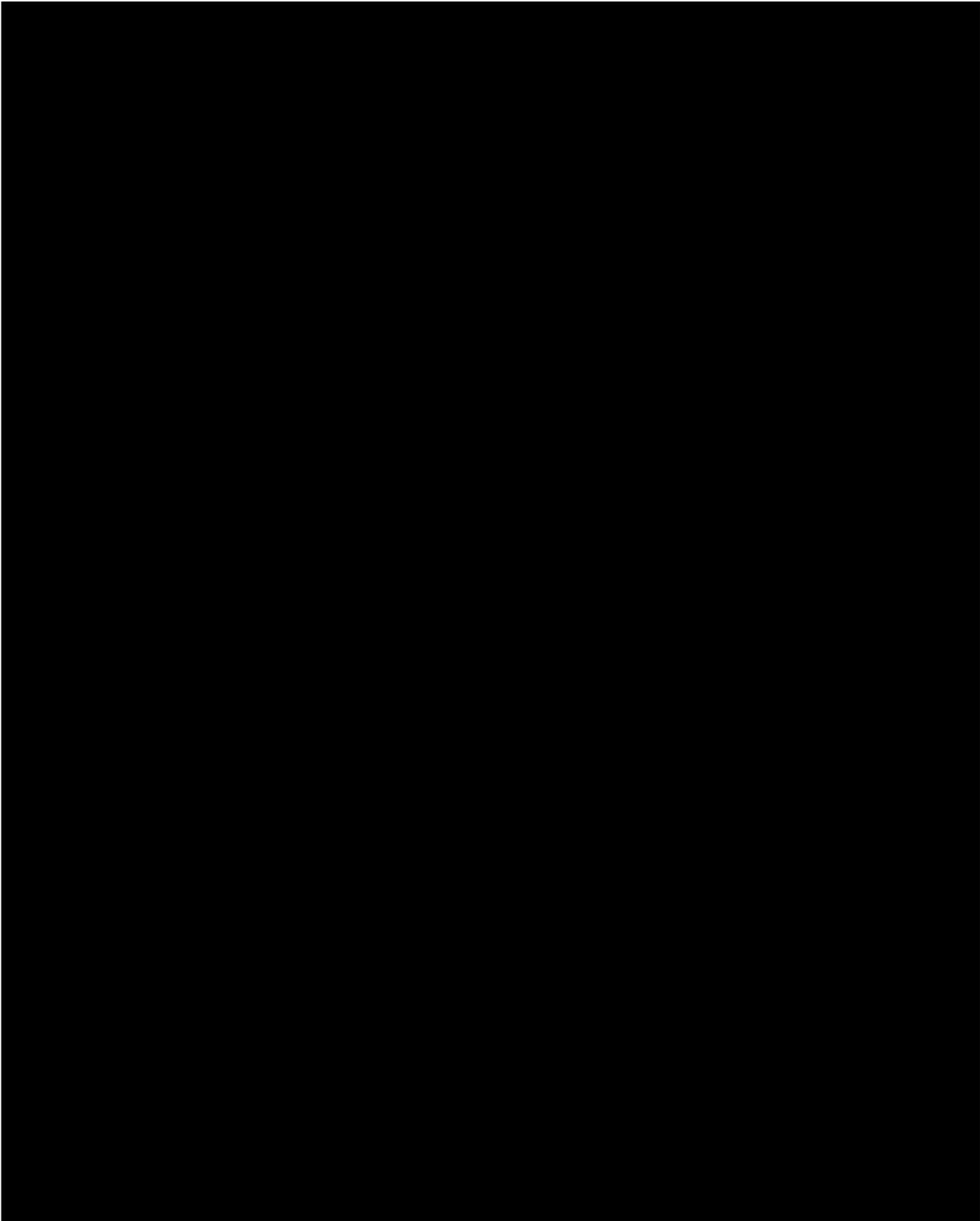


<b>Project 26</b>	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

**FORM C**  
**DETAILED PROJECT DESCRIPTIONS**

Of the projects that were previously listed on **Form B**, please select 3 (three) projects that you would like to highlight that are most relevant to this procurement. Please note that if a portion of the questions are not applicable to the project you have selected to highlight, please indicate with "N/A"

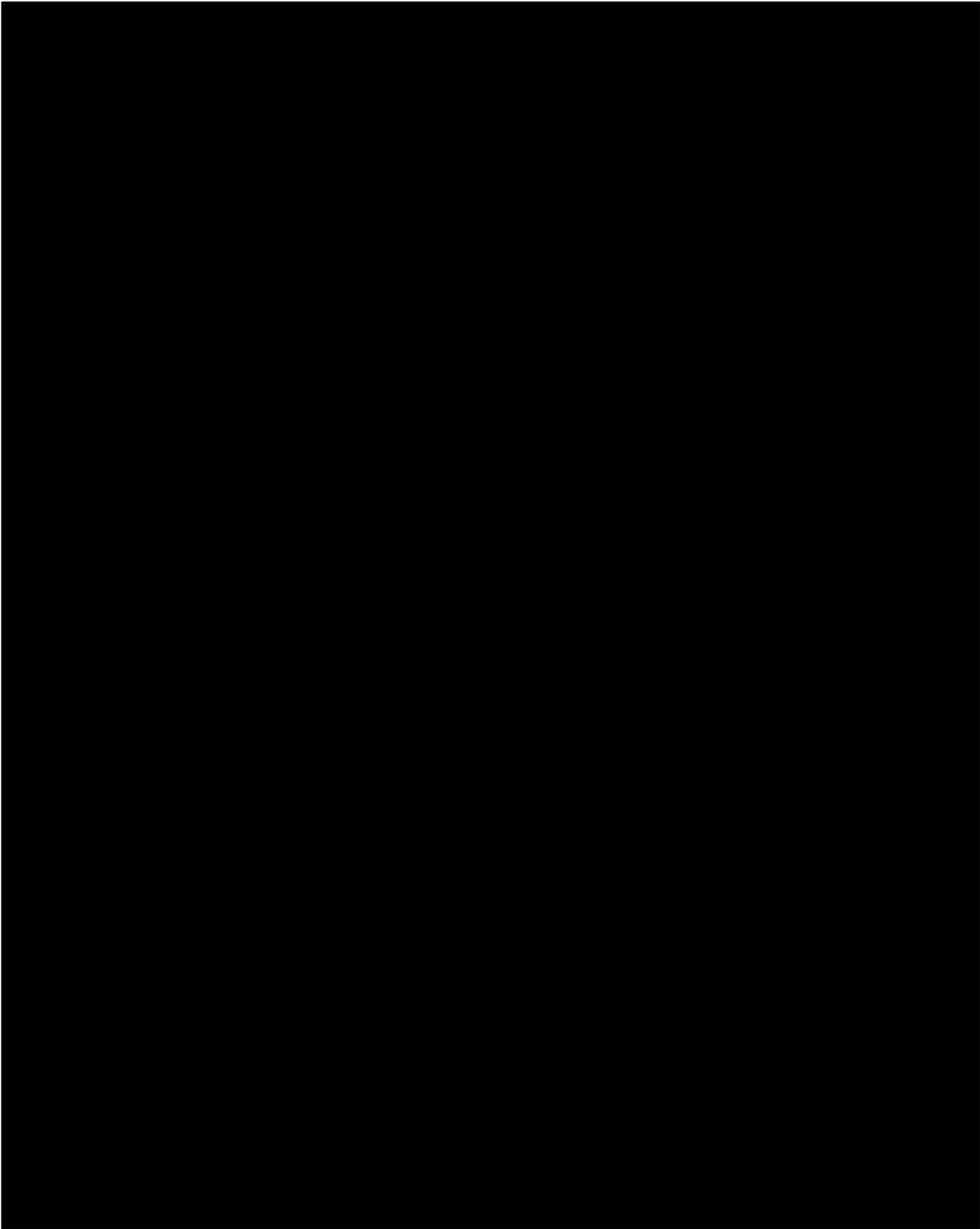
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**FORM C**  
**DETAILED PROJECT DESCRIPTIONS**

Of the projects that were previously listed on **Form B**, please select 3 (three) projects that you would like to highlight that are most relevant to this procurement. Please note that if a portion of the questions are not applicable to the project you have selected to highlight, please indicate with "N/A"

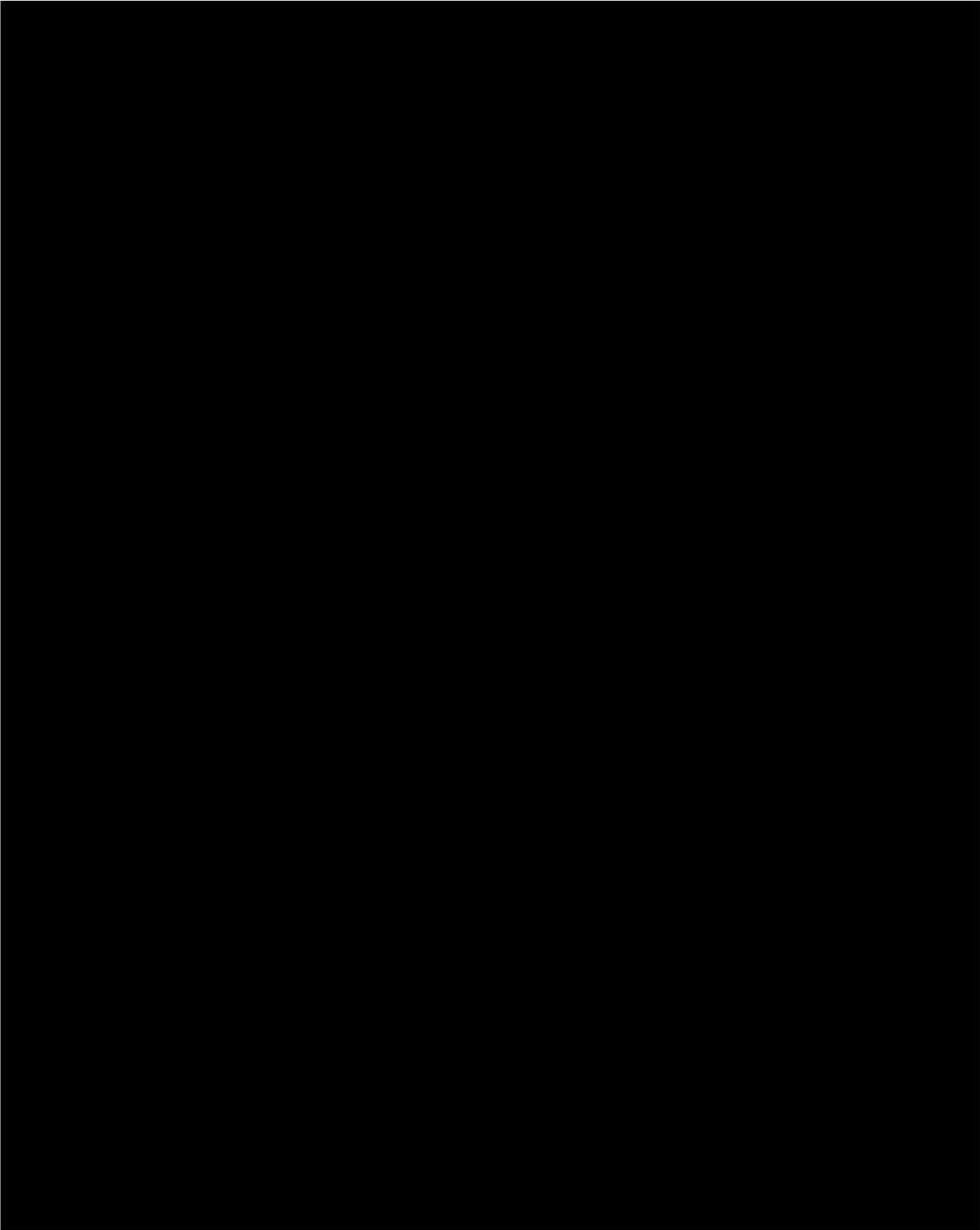
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**FORM C**  
**DETAILED PROJECT DESCRIPTIONS**

Of the projects that were previously listed on **Form B**, please select 3 (three) projects that you would like to highlight that are most relevant to this procurement. Please note that if a portion of the questions are not applicable to the project you have selected to highlight, please indicate with "N/A"

**[See next page]**



**FORM D**  
**CERTIFICATION**

**Proposer:** Xerox State & Local Solutions, Inc.

**Name of Firm:** Xerox State & Local Solutions, Inc.

1. Has the firm or any affiliate,\* or any current officer, director or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

Yes  No

If yes, please explain:

2. Has the firm or any affiliate\* ever sought protection under any provision of any bankruptcy act within the past ten years?

Yes  No

If yes, please explain: Please see attachment.

3. Has the firm or any affiliate\* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

Yes  No

If yes, please explain: Please see attachment.

4. Has the firm or any affiliate\* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

Yes  No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate\* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

Yes  No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate\* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law?

Yes  No

If yes, please explain:

7. Has the firm or any affiliate\* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes  No

If yes, please explain: Please see attachment.

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes  No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

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\* The term "affiliate" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By:  \_\_\_\_\_

Print Name: Richard J. Bastan

Title: Group President

Date: December 10, 2013

## Attachment to Form D

### Response to Question 2

*In re Applicast, Inc.*

An affiliate, Applicast, Inc., which was acquired through an acquisition around 2004, was the subject of Chapter 7 proceedings in the Northern District of California starting in January 2002. The bankruptcy case was concluded in May 2007 and the entity was dissolved in February 2009. This matter is closed.

### Response to Question 3

In November 2012, Xerox State and Local Solutions, Inc. was disqualified as a bidder for a re-compete of a contract for red-light photo enforcement with the City of Baltimore in which Xerox had been the incumbent since 2002. After Xerox submitted and completed a two-stage proposal process and submitted a subsequent best and final offer, but prior to bid award, Xerox was determined to have submitted a non-responsive proposal. This City determination resulted from Xerox agreeing to meet the proposal requirement for attended portable enforcement systems but Xerox had not expressly stated that the provided systems would be attended systems. The City, due to a lack of Xerox' affirmation to supply attended systems, rejected Xerox' proposal submission as non-responsive.

*Market Line Chile Disbarment*

In February 2012, an affiliate, Market Line Chile, was disbarred for two years from contracts with the Government of Chile due to anti-union activities.

### Response to Questions 7 and 8

#### **Wage-Law Violations Involving ACS/Xerox State & Local Solutions, Inc. ("ACS" or "Xerox") and Affiliates in the Past Ten Years**

*Newark, NJ DOL Wage and Hour Investigation*

The New Jersey Dept. of Labor initiated an investigation of ACS' payroll records at the Newark EZ Pass facility on December 23, 2006. The DOL determined that ACS was not in compliance with various New Jersey wage laws and mailed out questionnaires to all employees who worked between October 1, 2005 and December 31, 2005 to learn of any other issues they might have. On April 7, 2006, ACS was notified that the DOL would assess ACS just \$500 in light of the corrective measures it had taken.

*Cheshire, New Hampshire Department of Labor Wage and Hour Audit*

The New Hampshire Department of Labor conducted an audit in 2007 of ACS and as a result sought back wages in the amount of \$47,490.92 for 117 current and former help desk operators who had been classified as exempt prior to ACS' reclassifying them as non-exempt in February 2007.

*Sump et al. v. Affiliated Computer Services, Inc. et al.*

This class-action lawsuit was originally filed in the Superior Court of King County, Washington on June 24, 2008. On July 17, 2008, it was removed to the US District Court for the Western District of Washington, but on August 1, 2008 was ordered remanded back to the state court. On August 15, 2008, the parties agreed to submit the matter to arbitration. The plaintiffs in this case alleged that they were part of a class of current and past Verizon call-center employees in Washington State who were paid under Affiliated Computer Services, Inc.'s Activity-Based Compensation Plan ("ABC Plan"). The plaintiffs alleged that they were not paid for breaks, time it took them to locate and log into work stations, and the significant amount of time they spend engaged in non-transactional tasks, in violation of the Washington Wage Statute, the Washington Consumer Protection Act ("CPA"), a state industrial-welfare statute, and a provision of the Washington Administrative Code. They also alleged that the ABC Plan constituted an unfair trade practice under the CPA. This case was settled at mediation on April 28, 2010, with Affiliated Computer Services, Inc. paying approximately 4,000 current and former Washington employees on the ABC Plan. This case is concluded.

*Albany, New York Department of Labor Wage and Hour Audit*

The New York Department of Labor ("NY DOL") conducted an onsite inspection on October 28, 2009, and found ACS to be in violation of New York law that specifies that employees must be provided meal breaks between 11 AM and 2 PM. ACS took prompt remedial action to ensure future compliance, and the NY DOL decided against assessing any fine or penalty.

*Claus v. ACS*

In November 2008, a former ACS employee filed a complaint against ACS with the Oregon Bureau of Labor ("the Bureau"). Prior to the completion of the Bureau's investigation, the claimant requested the dismissal of the charge so that she could proceed with litigation. The Bureau granted her request and issued her a right-to-sue letter in April 2009. The complainant then filed suit on July 8, 2009 in the Circuit Court of Multnomah County, Oregon, alleging ACS' failure to accommodate her disabilities, retaliation under the Oregon Family Leave Act, and age, disability, and race discrimination. The suit was resolved by arbitration in September 2010, with the arbitrator finding in favor of the complainant, but awarding her far less than she had sought. This matter is concluded.

*Bell et al. v. Xerox Business Solutions, LLC et al.*

This was a class-action lawsuit filed in the US District Court for the District of Oregon on November 6, 2009 alleging failure to pay wages, failure to pay overtime wages, and failure to timely pay wages at termination. Xerox Commercial Solutions, LLC was also one of the defendants. Two attempts to resolve this dispute through mediation were unsuccessful. Following a third mediation, however, the parties reached a settlement that resulted in payouts being made to three separate subgroups of employees. In October 2012, the Court approved this settlement and dismissed the case with prejudice. This case is concluded.

*Valenzuela v. Affiliated Computer Services, Inc.*

This was a class-action lawsuit filed in the Superior Court of Los Angeles County, California on February 16, 2010 on behalf of all employees of Affiliated Computer Services, Inc. in the State of California who were issued a pay card to receive their wages. The Plaintiff alleged that she was not provided with the opportunity to receive her pay "without discount" because a fee was assessed against the balance on her card when she attempted to draw cash from it. With respect to the members of the class, the complaint sought penalties under the California Private Attorney Generals Act for violations of California Labor Code § 212. The complaint also alleged that ACS had violated the unfair competition provisions of the California Business and Professional Code when it violated California Labor Code § 212. This case was referred to mediation, where it was settled in February 2011. The settlement included, inter alia, a fund to pay the approximately 1,600 class members who used an Affiliated Computer Services, Inc. pay card in California from December 2006 to January 2011. This case is concluded.

*Austin Wage and Hour Audit*

On April 15, 2010, ACS received a Notice of Inspection from the US Department of Labor, Employee Standards Administration, Wage and Hour Division ("DOL"), regarding an Affiliated Computer Services, Inc. facility in Austin, Texas. The DOL investigator requested standard payroll information for the worksite as well as specific information on its piece-rate employees. The DOL originally calculated back pay for thirty-six employees that it claimed had been misclassified. Affiliated Computer Services, Inc. was able to persuade the DOL that four of these employees had in fact been properly classified; it then agreed to pay back wages to the remaining thirty-two current and former employees, which it did in July 2011. This matter is concluded.

*Cary, North Carolina Federal Wage & Hour Audit*

On October 12, 2010, ACS Commercial Solutions, Inc. received a Notice of Inspection from the US Department of Labor, Employee Standards Administration, Wage and Hour Division ("DOL"), requesting a full audit of an ACS facility in Cary, North Carolina. The investigator requested payroll and employee data for the period from October 20, 2008 through October 18, 2010. On January 12, 2011, ACS agreed to pay 231 current and former employees at the facility a total of \$13,282.05 in additional overtime. ACS Commercial Solutions, Inc.'s overtime calculations had not spread production bonuses across the entire pay period, thus resulting in the underpayment of overtime. This matter is concluded.

*Coats v. Xerox State Healthcare, LLC*

This was a discrimination claim filed with the Florida Commission on Human Rights and the Equal Employment Opportunity Commission ("EEOC") on August 11, 2011. The Florida Commission on Human Rights dismissed this claim on February 16, 2012, and the EEOC also dismissed the claim, with no adverse findings, on April 19, 2012. The complainant subsequently filed suit against Xerox on July 24, 2012 in the Second Judicial Circuit for Leon County, Florida, alleging disability discrimination, retaliation, and violations of the Family Medical Leave Act. This lawsuit is pending.

*Anthony v. Xerox Business Services, LLC*

In 2012, the Connecticut Department of Labor ("CT DOL") issued a notice of violation and penalty against Xerox Business Services, LLC ("XBS"), finding that it owed unpaid wages and interest to a former employee. The former employee was at that time engaged in litigation against XBS regarding a discrimination claim. XBS objected to the penalty and the method used for calculating the wages. The CT DOL agreed to forego the penalty and accepted XBS' calculations for wages and interest, which totaled a lesser amount.

#### *Texas Employee Claims*

In 2012, four claims were filed with the Texas Workforce Commission by four employees who had been recently reclassified as non-exempt, claiming that they were owed back wages for overtime hours worked when they were allegedly improperly paid as exempt employees. One of these four claims was resolved through an individual settlement agreement. The remaining three claims are pending.

#### *DeGolyer v. TMS Health, LLC*

This lawsuit, filed in Palm Beach County, Florida, Circuit Court on January 30, 2012 and removed to the US District Court for the Southern District of Florida on February 27, 2012, alleges that TMS Health, LLC, an acquisition of Affiliated Computer Services, LLC, failed to pay the plaintiff overtime as required by the Fair Labor Standards Act and state law and that it breached its bonus agreement with the plaintiff providing for the potential payment of commissions. In April 2012, the court case was closed and the matter was referred to arbitration, where it is pending.

#### *Houston Wage & Hour Audit (Hayes Road Call Center)*

On February 22, 2012, Xerox Business Solutions, LLC ("XBS") received a Notice of Inspection from the US Department of Labor, Wage and Hour Division ("DOL"). The DOL investigator requested payroll and hour information for all employees at an XBS facility in Houston, Texas since February 22, 2010. This investigation was a standard general inspection of the site. On November 28, 2012, the investigator informed XBS that it owed \$125,594 to 1,163 current and former employees at the site, based on XBS' failure to pay for short log-off periods as hours worked. XBS was also informed that, because all hours were not accounted for in the original payroll data, it would be deemed to have violated the recordkeeping regulations of the Fair Labor Standards Act ("FLSA"). XBS agreed to pay the back wages. This matter is concluded.

#### *Hill v. Xerox Corp. et al.*

In this lawsuit, filed on April 24, 2012 in the US District Court for the Western District of Washington, the plaintiff alleges failure to pay overtime, failure to pay wages owed at termination, willful refusal to pay wages, and violations of Washington's consumer-protection act against Xerox Corporation, Livebridge, Inc., and Xerox Business Services, LLC. The plaintiff also seeks class-action status. In January 2013, the plaintiff filed a Second Amended Complaint that removed Xerox Corporation from this case and also added allegations of failure to pay minimum wage and failure to provide rest and meal periods. This lawsuit is closed against Xerox Corporation, but remains pending against Livebridge, Inc. and Xerox Business Services, LLC.

#### *Delgado v. Xerox Business Services, LLC*

This was a request for arbitration filed with the American Arbitration Association on May 31, 2012 and alleging misclassification as an exempt employee and failure to pay overtime. This matter is pending.

#### *Balady v. Xerox HR Solutions, LLC*

This lawsuit, filed in the Superior Court of Arizona, Maricopa County, on July 23, 2012, alleged negligence, OSHA violations, harassment, discrimination due to a medical condition, and failure to pay wages against Xerox HR Solutions, LLC ("Xerox"). In October 2012, the court granted Xerox' Motion to Compel arbitration. However, the plaintiff did not file arbitration, but instead filed a charge with the Office of the Arizona Attorney General, alleging that his requests for accommodation of his disability were improperly denied, and that he was retaliated against for making the request by being assigned less favorable duties. The Office of the Arizona Attorney General issued a right-to-sue notice as a result of its failure to complete its investigation of the matter within ninety days of the expiration of the one year statute of limitation to file suit. This matter remains pending.

#### *Gross v. ACS CompIQ Corporation*

In this class-action lawsuit, filed on August 1, 2012 in Orange County, California Superior Court, the plaintiff alleges failure to pay regular wages and overtime, failure to provide accurate itemized statements, and unfair competition against ACS CompIQ Corporation. This case is pending.

#### *Calloway v. Affiliated Computer Services, Inc. et al.*

This lawsuit, originally filed in Sacramento County, California Superior Court on September 27, 2012 and removed to the US District court for the Eastern Division of California on August 9, 2013, alleges failure to pay minimum wage and overtime; failure to pay all wages due on a timely basis after termination of employment; failure to provide accurate wage statements; and unfair/deceptive