

**CITY OF CHICAGO
DEPARTMENT OF PROCUREMENT SERVICES
ROOM 403, CITY HALL, 121 N. LASALLE STREET**

FOR NCRB USE ONLY	
Date	<u>4.6.2011</u>
Recommend Approval	<input checked="" type="checkbox"/>
Return To Dept.	
Reject	
Vote	<u>3-2</u>

**NON-COMPETITIVE REVIEW BOARD (NCRB)
JUSTIFICATION FOR NON-COMPETITIVE PROCUREMENT**

COMPLETE THIS SECTION IF NEW CONTRACT

For contract(s) in this request, fill in each of the four (4) major subject areas below in accordance with the **Instructions for Preparation of Non-Competitive Procurement Form** on the reverse side. Complete "Other" subject area if additional information is needed. Subject areas must be fully completed. Responses merely referencing attachments will not be accepted.

Request that negotiations be conducted only with _____ for the product(s) and/or service(s) described herein.

This is a request for:

One-Time Contractor Requisition #: _____ attached or Term Agreement or Delegate Agency (Check one).

If Delegate Agency, this request is for "blanket approval" for all contracts within the _____ (Attach List).

Pre-Assigned Specification No.: _____

Pre-Assigned Contract No.: _____

COMPLETE THIS SECTION IF AMENDMENT OR MODIFICATION TO CONTRACT

Describe in detail the change in terms of dollars, time period, scope of services, etc., its relationship to the original contract and the specific reasons for the change. Indicate both the original and the adjusted contract amount and/or expiration date with this change, as applicable. Attach copy of all supporting documents. Request approval for a contract amendment or modification to the following:

Contract #: T26138

Company or Agency Name: Motorola

Specification #: B02056214

Contract or Program Description: CRM Program

Modification #: 5

(Attach List, if multiple)

J. Mims
Originator Name
(mm/dd/yr)

x2-1817
Telephone


Signature

Innovation & Technology 03-23-2011
Department Date

PROCUREMENT HISTORY

- During **1998-1999**, the City of Chicago (City) worked with SunCoast Scientific Incorporated to customize a version of their proprietary software application, **SunTrack**. The resulting application, which was tailored to fit the City,
 - technologically enabled the City to automate the tracking of the Public's requests for City services and the management of dispatching the service requests to all City service-delivery departments through completion
 - was the precursor to today's Motorola **Customer Service Request application (i.e., CSR/311)**
 - was a key building block of today's Motorola **Administrative Hearings Management System (AHMS)** and
 - remains the foundation of today's **nSR-SunTrack application** (CDOT Permits; Sewer Permits; Case; Digger).
- Motorola subsequently purchased SunCoast Scientific and eventually redesigned the **CSR/311 application** to be a Commercial-Off-The-Shelf (COTS) product. On **August 31, 2001** the City entered into a 3 year Software and Services agreement with Motorola, with two 1 year extensions. This was a Sole Source contract since the software was tailored-fit to accommodate the City's business processes and was enhanced by custom-coding interfaces with other major applications newly acquired by the City.

*3-2-11
Come with cost analysis for next time*

- When the agreement expired on **August 31, 2006**, the City entered into a 5 year Software and Services agreement with Motorola, **PO# T26138**, which was executed in **June of 2007** and was mutually agreed to be back dated to begin on **September 1, 2006** to cover the expiration interval. The contract end-date for the current Motorola agreement is **8/31/2011**. This is a Sole Source contract that covers a **portfolio of unique City-wide enterprise-level and department-level applications** (x 9), including:
 - **CSR** / 311 & 32 Departments/Agencies - enterprise-level COTS application
 - **AHMS** / Administrative Hearings & 14 Departments - enterprise-level COTS application
 - **Application Hub** / DOIT – enterprise-level application integration platform
 - **nSR-SunTrack** / CDOT Permits – department-level customized application
 - **CityWorks** / Aviation & Forestry – department-level COTS application (ASP)
 - **4 CSR-subsystems** / 10 Departments – department-level custom-coded applications
- In **April 7, 2010**, the contract was amended to include the CSR extension component software, **PocketCSR and CSR Mobile**, which technologically enables City field workers to remotely access CSR. Simultaneously two CSR subsystems were deleted by the Amendment (i.e., Sewers and Animal Care and Control). The Fee Schedule was revised accordingly to reflect the change in percent of systems in Production as applied to the custom support retainer and the Time & Materials Open Services (i.e., a reduction of 3% with the retirement of the two subsystems; the maintenance fees for the two new mobileCSR extensions).

ESTIMATED COST

Summary of Estimated Maintenance Costs

CURRENT PRICING

(2011 prior to amendment with price reduction)

Maintenance Renewal on Software:	\$1,109,750
Includes CSR, PocketCSR & CSR Mobile, AHMS, Application Hub, SunTRACK, other non-COTS Systems (i.e. Traffic Services)	
Services Renewed Annually:	
DBA Services, Web Intake – ASP, DSS Forestry Cityworks – ASP, Aviation Cityworks – ASP, Text Messaging Hosting, Non-COTS	\$710,520
TOTAL Maintenance & Support plus Annually Renewing Services:	\$1,820,270

MAINTENANCE REDUCTION RENEGOTIATED

(2011 after amendment with price reduction)

NEW Maintenance Renewal on Software:	\$1,054,045
REFLECTS 5% REDUCTION (\$55,705)	
Includes CSR, PocketCSR & CSR Mobile, AHMS, Application Hub, SunTRACK, other non-COTS Systems (i.e. Traffic Services)	
Services Renewed Annually:	
DBA Services, Web Intake – ASP, DSS Forestry Cityworks – ASP, Aviation Cityworks – ASP, Text Messaging Hosting, Non-COTS	\$710,520

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Rationale for Recommendation:

Extending by two additional years is preferred by the City Departments that are the business process owners of this portfolio of Motorola applications as well as by the DOIT CRM Program which is the caretaker of all these Motorola applications. With our increasingly constrained human resources, taking time away from our using and supporting and enhancing (e.g., projects) these Motorola applications increases the challenge of pursuing our short-term and long-term strategies (e.g., removing all CSR-subsystems, upgrading to current versions, participating in RFPs, RFQs, RFIs, TORs, or SOWs).

EXCLUSIVE OR UNIQUE CAPABILITY

The current Motorola contract incorporates a portfolio of premier enterprise-level applications that are the City's software work-horses for delivering services directly to the Public. Moreover, the City of Chicago is the DNA of Motorola's nSR-Suntrak, the 4 remaining CSR-subsystems, CSR/311 and AHMS. These software systems are the exemplification of **uniqueness**, with CSR and AHMS also being the epitome of enterprise-level applications. These applications were not merely adapted to Chicago; they were born & bred from the City's vision, objectives, needs, business processes, and organizational innovations...all resulting in **unique** software outcomes. Through Motorola, Chicago sought and received reliable CSR & AHMS software that was flexible, scalable, reasonably priced, and promoted accountability along with continuous process improvement.

When Motorola productized CSR and AHMS as Commercial-Off-The-Shelf software (COTS) for other clients, it shared best practices that were previously **exclusive to the City of Chicago**, while their competitors subsequently created their CSR systems by mimicking the Motorola application and/or by automating foreign business processes adapted for municipalities. To-date, no true competitor to AHMS or to Chicago's Administrative Hearings has been found; 311 and CSR were the very 1st and remain best-practice models for local governments --- world-wide.

A. Customer Service Request (CSR) + Administrative Hearings Management System (AHMS)

Enterprise applications are a special breed of software that automate the key functions that define an enterprise (e.g., CoC) and/or that automate reusable core processes which are then shared with the departments/systems that are critical to delivering its products & services to its primary customers.

Well-deployed and well-supported enterprise-level COTS applications, as are CSR & AHMS, usually have a lifecycle that will exceed >10-20 years. Transition to another COTS product is considered to be more complex and riskier than starting from scratch with no software product.

In 2010, with 500 concurrent daily users and >1K total users, CSR generated over 3.5M Service Request transactions and AHMS generated over 380K Hearings transactions.

CSR and AHMS are premier enterprise applications at the City of Chicago, enabling a branded one-stop-shopping of non-emergency City services for our customers.

B. History of how the City's DNA spawned the Motorola portfolio of City applications

Starting in 1998 the City worked with SunCoast Scientific Incorporated to customize a version of their proprietary software application, SunTrack. The resulting application, which was tailored to fit the City,

- technologically enabled the City to automate the tracking of the Public's requests for City services and the management of dispatching the service requests to all City service-delivery departments through completion
- was the precursor to today's Motorola CSR/311 COTS application
- was a key building block of today's Motorola AHMS COTS application and
- remains the foundation of today's nSR-SunTrack application (CDOT Permits; Sewer Permits; Case; Digger).

Motorola subsequently purchased SunCoast Scientific and eventually redesigned the CSR/311 application to be a Commercial-Off-The-Shelf (COTS) product which was still tailored-fit to accommodate the City's business processes and was enhanced by custom-coding interfaces to other major applications since acquired by the City.

The 2006-2011 Sole Source contract covers the entire **portfolio of unique City-wide enterprise-level and department-level applications (x 9)**, including:

- **CSR** / 311 and 32 Departments/Agencies - enterprise-level COTS application
- **AHMS** / Administrative Hearings and 14 Departments - enterprise-level COTS application
- **Application Hub** / DOIT – enterprise-level application integration platform
- **nSR-SunTrack** / CDOT Permits – department-level customized application
- **CityWorks** / Aviation & Forestry – department-level COTS application (ASP)
- **4 CSR-subsystems** / 10 Departments – department-level custom-coded applications

C. Additional software capabilities that were deployed from the last 2010 amendment

To address the needs of departments to improve productivity and increase efficiencies by reducing manual data entry and paper processes the Mobile CSR products were identified as viable solutions (i.e., CSR Mobile and PocketCSR are COTS) and required no customization. These products are an extension of CSR and now provide the City's mobile workforce with the ability to use CSR in the field and more effectively meet the needs of the City. By doing so, the City is now leveraging its years of investment in the core CSR application.

Comparative research of other potential mobile solutions showed results similar to what Motorola's client base has found with the core CSR/311 product:

- Other vendor's mobile products required the purchase of their CRM application in order for their mobile component to work, resulting in the City actually owning 2 CRM applications that would need to be supported and maintained.
- Customization would be required to interface the two CRM applications. The City would also need to work with the vendor's development partners as part of the customization process.
- Development and support of these mobile products could potentially put additional strain on the City's existing technical resources. The hiring of additional resources may be needed if specific skill sets are required which may not be available in the City.
- Customizing a solution has inherent risks and can be very expensive to develop and maintain. Customization also adds additional complexity to writing the code, testing, debugging, and maintaining/upgrading the solution. This type of solution is also resource intensive and would require the addition of technical resources. For these reasons, the City's strategy is to move away from customized solutions.
- City governments currently using CSR and its mobile components also explored other mobile options but were unable to locate solutions that were suited to meet their needs.

The City has worked over the years to adapt the CSR application to meet the needs of the departments. Due to the requirements of the various departments, loss of personnel resources and the need to improve productivity while reducing expenses, the Mobile CSR products have already supplied the user departments (e.g., DWM, DSS) with tools that help them meet their business demands. In addition, the use of these tools has enhanced city workers' ability to address the needs of citizens in a timely manner and has reduced the burden on 311 CSR call takers.

D. Additional software capabilities that are new with this amendment

In accordance with the City's contract renegotiation initiative, Motorola has proposed to grant the City license to MapViewer and Contact Center software products which are purchasable extensions in the 3.10 version of CSR (i.e., version now in use at the City) but are instead no-additional-cost (i.e., for neither licenses nor maintenance) imbedded features in the next version of the CSR (4.x) product to which the City plans to upgrade.

MapViewer is a web-based extension to CSR that enables real-time mapping of service requests, which the City can now use and save both the \$50,000 license fee for 2 licenses and \$10,000 annual maintenance fee.

Contact Center includes knowledge base management, enables the 311 call center to track interactions whether they result in a service request or not, and can help replace the mainframe I&I system by capturing and sharing City contact information that is generally not available on other public channels. The City can now use Contact Center and save both the \$50,000 license fee for 50 call takers and the \$10,000 annual maintenance fee.

OTHER

Summary of Contract Amendment Request

The purpose of this amendment request is to address the following items as they relate to the duration and the funding ceiling of the contract, Motorola's proposed voluntary reduction in annual maintenance, and in use of the Motorola CSR software extensions, MapViewer and Contact Center.

- Execute the Agreement Extension Option to extend the Agreement in the following areas
 - **Section 3.1 - Agreement Extension Option**
 - **Section 24.1 - Funding**
 - EITHER --
 - A. (recommended) for an additional two (2) successive one (1) year periods to expire on 08/31/13, and increase its funding limit by \$5,000,000
 - OR --
 - B. (alternative) for an additional one (1) successive one (1) year period to expire on 08/31/12, and increase its funding limit by \$5,000,000
- Update **Exhibit 1.2 - Exhibit A - Description of Covered Products** to include the following COTS software:
 - **CSR MapViewer** – a GIS extension of CSR that enables users to automatically plot service requests on a digital reference map. The user interface allows interactive views of the map, and the ability to print maps at various scales.
 - **CSR Contact Center** – an extension to CSR, which is a fully-integrated module that adds call management capabilities to the CSR, and also include knowledge base management.
- Update **Exhibit 1.4 “City Systems”** definition as follows:
 - Add the following to section **A. Motorola Commercial Off the Shelf Software (COTS) Systems**:
 - 5. MapViewer
 - 6. Contact Center
- Update **Exhibit 1.5 Software in Escrow**:
 - Add the following to section **A. Motorola Commercial Off the Shelf Software (COTS) Systems**:
 - 5. MapViewer
 - 6. Contact Center
- Update **Exhibit 5.1 Fee Schedule** to reflect the changes in the Annual Maintenance and Annual Support Fee Schedule as a result of reducing the annual maintenance costs by 5% per special request of Procurement and the Mayor's Office.
 - The changes result in a decrease of \$55,705.00 in annual maintenance and support costs.
 - **A. Motorola COTS System Maintenance**
 - **B. Motorola Non-COTS System Maintenance**
 - **E. Summary table**

APPROVED BY:



DEPARTMENT HEAD OR DESIGNEE

Jason Deth

PRINT NAME

Janice DeLee

CHIEF PROCUREMENT OFFICER

3/23/11

DATE



BOARD CHAIRPERSON

Rick Butler

PRINT NAME

7/7/11

DATE OF APPROVAL

4.6

DATE

INSTRUCTIONS FOR PREPARATION OF NON-COMPETITIVE PROCUREMENT FORM

If a City Department has determined that the purchase of supplies, equipment, work and/or services cannot be done on a competitive basis, a justification must be prepared on this "Justification for Non-Competitive Procurement Form" in which procurement is requested on a non-bid or non-competitive basis in accordance with 65 ILCS 5/8-10-4 of the Illinois Compiled Statutes. All applicable questions in each Subject Area below must be answered. The information provided must be complete and in sufficient detail to allow for a decision to be made by the Non-Competitive Procurement Review Board. Also attach a DPS Checklist and any other required documentation. The Board will not consider justification with incomplete information documentation or omissions.

PROCUREMENT HISTORY

- 1. Describe the requirement and how it evolved from initial planning to its present status.
- 2. Is this a first time requirement or a continuation of previous procurement from the same source? If so, explain the procurement history.
- 3. Explain attempts made to competitively bid the requirement. (Attach copy of notices and list of sources contacted)
- 4. Describe all research done to find other sources. (List other cities contacted, companies in the industry contacted, professional organizations, periodicals and other publications used).
- 5. Explain future procurement objectives. Is this a one-time request or will future requests be made for doing business with the same source?
- 6. Explain whether or not future competitive bidding is possible. If not, why not?

ESTIMATED COST

- 1. What is the estimated cost for this requirement (or for each contract, if multiple awards contemplated)? What is the funding source?
- 2. What is the estimated cost by fiscal year, if the job project or program covers multiple years?
- 3. Explain the basis for estimating the cost and what assumptions were made and/or data used (i.e., budgeted amount, previous contract price, current catalog or cost proposal from firms solicited, engineering or in-house estimate, etc.)
- 4. Explain whether the proposed Contractor or the City has a substantial dollar investment in original design, tooling or other factors which would be duplicated at City expense if another source was considered. Describe cost savings or other measurable benefits to the City which may be achieved.
- 5. Explain what negotiation of price has occurred or will occur. Detail why the estimated cost is deemed reasonable.

SCHEDULE REQUIREMENTS

- 1. Explain how the schedule was developed and at what point the specific dates were known.
- 2. Is lack of drawings and/or specifications a constraining factor to competitive bidding? If so, why is the proposed Contractor the only person or firm able to perform under these circumstances? Why are the drawings and specifications lacking? What is the lead time required to get drawings and specifications suitable for competition? If lack of drawings and specifications is not a constraining factor to competitive bidding, explain why only one person or firm can meet the required schedule.
- 3. Outline the required schedule by delivery or completion dates and explain the reasons why the schedule is critical.
- 4. Describe in detail what impact delays for competitive bidding would have on City operations, programs, costs and budgeted funds.

EXCLUSIVE OR UNIQUE CAPABILITY

- 1. If contemplating hiring a person or firm as a Professional Service Consultant, explain in detail what professional skills, expertise, qualifications, and/or other factors make this person or firm exclusively or uniquely qualified for the project. Attach a copy of the cost proposal, scope of services, and temporary consulting services form.
- 2. Does the proposed firm have personnel considered unquestionably predominant in the particular field?
- 3. What prior experience of a highly specialized nature does the person or firm exclusively possess that is vital to the job, project or program?
- 4. What technical facilities or test equipment does the person or firm exclusively possess of a highly specialized nature which is vital to the job?
- 5. What other capabilities and/or capacity does the proposed firm possess which is necessary for the specific job, project or program which makes them the only source who can perform the work within the required time schedule without unreasonable costs to the City?
- 6. If procuring products or equipment, describe the intended use and explain any exclusive or unique capabilities, features and/or functions the items have which no other brands or models, etc. possess. Is compatibility with existing equipment critical from an operational standpoint? Explain why?
- 7. Is competition precluded because of the existence of patent rights, copyrights, trade secrets, technical data, or other proprietary data? Attach documentation verifying such.
- 8. If procuring replacement parts and/or maintenance services, explain whether or not replacement parts and/or services can be obtained from any other sources? If not, is the proposed firm the only authorized or exclusive dealer/distributor and/or service center? If so, attach letter from manufacturer.

MBE/WBE COMPLIANCE PLAN

- * All submissions must contain detailed information about how the proposed firm will comply with the requirements of the City's Minority and Women Owned Business program. All submissions must include a complete C-1 and D-1 form, which is available on the Procurement Services page on the City's intranet site. The City Department must submit a Compliance Plan, including details about direct and indirect compliance.

OTHER

Explain other related considerations and attach all applicable supporting documents, i.e., an approved ITGB form.

REVIEW AND APPROVAL

This form must be signed by both Originator of the request and signed by the Department Head or authorized designee. After review and final disposition from the Board, this form will be signed by the Chairperson of the Board. After review and final disposition from the Board, this form will be signed by the Chief Procurement Officer for final approval.

25 01 05 191 10 CE CIR DIR, A S WFO : 1 10 CONTRACT 201 4 3ND F O 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100
 MO: 10-16-2011 11:44 AM
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The following is a general description of what should be included in a Scope of Services or Specification:

A clear description of all anticipated services and products, including: time frame for completion, special qualifications of prospective vendors, special requirements or needs of the project, locations, anticipated participating user departments, citation of any applicable City ordinance or state/federal regulation or statute.

ARCHITECTURAL/ENGINEERING SUPPLEMENTAL CHECKLIST

Required Attachments: Scope of Services, including location, description of project, services required, deliverables, and other information as required

Risk Management

Current Insurance Requirements prepared/approved by Risk Management: Yes No

Will services be performed within 50 feet of CTA train or other railroad property? Yes No

Will services be performed on or near a waterway? Yes No

If applicable, Pre-Qualification Category No. Category Description:

For Pre-Qualification Program, attach list of suggested firms to be solicited

Other Agency Concurrence Required: None State Federal Other _____

If Amendment request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

Attach Recommendation of MBE/WBE/DBE Analysis Form Yes No

AVIATION CONSTRUCTION SUPPLEMENTAL CHECKLIST

DOA sign-off for final design documents: Yes No

Required Attachments:

Copy of Draft Contract Documents and Detailed Specifications

Risk Management:

Current Insurance Requirements prepared/approved by Risk Management: Yes No

Will work be performed within 50 feet of CTA or ATS structure or property? Yes No

Will work be performed airside? Yes No

*NOTE: Any non-construction Aviation request, complete the applicable section.

Do bid documents contain Sensitive Security Information (SSI)? Yes* No Redacted

*If yes, attach Confidentiality Statement

Attach Recommendation of MBE/WBE/DBE Analysis Form Yes No

If Amendment request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

COMMODITIES SUPPLEMENTAL CHECKLIST

Required Attachments:

- Detailed Specifications (Scope of Services) including detailed description of the product, delivery location, user department contact, price escalation considerations
- Bidder's qualification, contract term and extension options
- Contractor's qualifications, citation of any applicable City/State/Federal statutes or regulations, citation of any applicable technical standards
- Price Lists/Catalogs, technical drawings and other exhibits and attachments as appropriate.

Attach Recommendation of MBE/WBE/DBE Analysis Form

Yes No

Is this a Revenue Producing contract?

Yes No

If Modification request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

CONSTRUCTION SUPPLEMENTAL CHECKLIST

Required attachments:

Copy of Draft (80% Completion), Contract Documents and Detailed Specifications

Risk Management

Current Insurance Requirements prepared/approved by Risk Management:

Yes No

Will services be performed within 50 feet of CTA train or other railroad property?

Yes No

Will services be performed on or near a waterway?

Yes No

Attach Recommendation of MBE/WBE/DBE Analysis Form

Yes No

If Modification request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

PROFESSIONAL SERVICES SUPPLEMENTAL CHECKLIST

If New Request (Check applicable boxes):

Is this a Request for Information (RFI)?

Yes No

Is this a Request for Qualifications (RFQ)?

Yes No

Is this a Request for Proposal (RFP)?

Yes No

If RFQ or RFP, did any outside Consultant provide advice or deliverables in developing the RFQ or RFP?

Yes* No

*If yes, Company Name: PO#

Attach a narrative explaining the consulting services and deliverables provided.

Is this a Non-Competitive Procurement?

Yes* No

*If yes, attach completed Non-Competitive Justification form, vendor proposal and completed MBE/WBE compliance plan (Schedules C-1 and D-1) submitted to the Non-Competitive Review Board.

Is this a request for Individual Contract Services?

Yes* No

*If yes and you seek a sole source contract to hire a person as a Consultant, attach completed Office of Compliance "Request for Individual Contract Services" approval form signed by Department Head, Office of Compliance & OBM.

Is this a Revenue Producing contract?

Yes No

Does this request involve the purchase of Software?

Yes* No

*If yes, is City required to sign a software license?

Yes* No

*If yes, attach descriptions of software and software license agreement.

PROFESSIONAL SERVICES SUPPLEMENTAL CHECKLIST *(continued)*

Required Attachments (IF RFP/RFQ OR SOLE SOURCE):

Statement of Work (SOW), Deliverables or Scope of Services defined

Does SOW involve any work in the public way?

Yes* No

*If yes, attach list of locations.

Does SOW involve any public improvement to property that requires performance bond or prevailing wage?

Yes* No

*If yes, attach list of locations.

Is City Council approval required?

Yes No

Project or Program Background Information

Project Goals and Objectives

Qualifications or Licenses/Certifications required for any disciplines

Evaluation Criterion desired in RFP or RFQ

Evaluation Committee (EC) members recommended. Attach list of names, titles and departments

Technical and/or Functional Requirements, if applicable

Cost Proposal/Schedule of Compensation structure (If Sole Source, over Contract Term by Milestone Deliverables)

If an Information Technology (IT) project valued at \$100,000.00 or more, attach approval transmittal sheet from Information Technology Governance Board (ITGB)

Attach Recommendation of MBE/WBE/DBE Analysis Form

Yes No

If Amendment request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

VEHICLES/HEAVY EQUIPMENT SUPPLEMENTAL CHECKLIST

Required Attachments:

Detailed Specifications including detailed description of the vehicle(s) or equipment, mounted equipment, if any, and options/accessories

Special Provisions (Delivery, Warranty, Manuals, Training, Additional Unit Purchase Options, Bid Submittal Information, etc.)

Delivery Location(s)

Technical Literature

Drawings, if any

Part Number List (Manufacturer, or Dealer, or Other Source)

Current Price List(s)/Catalog(s)

Special Approval Form

Exhibits and Attachments

Attach Recommendation of MBE/WBE/DBE Analysis Form

Yes No

Is this a Revenue Producing Contract?

Yes No

If Modification request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:

WORK SERVICES/FACILITY MAINTENANCE SUPPLEMENTAL CHECKLIST

Required Attachments:

- Detailed Specifications (Scope of Services) including detailed description of the work, locations (with supporting detail), user department contacts, work hours/days, laborer/supervisor mix, compensation and price escalation considerations
- Bidder's qualification, contract term and extension options
- Contractor's qualifications, citation of any applicable City/State/Federal statutes or regulations, citation of any applicable technical standards
- Price Lists/Catalogs, technical drawings and other exhibits and attachments as appropriate
- If an Information Technology (IT) project valued at \$100,000.00 or more, attach approval transmittal sheet from Information Technology Governance Board (ITGB)

Risk Management:

- Will services be performed within 50 feet (50') of CTA train or other railroad property? Yes No
- Will services be performed on or near a waterway? Yes No
- Will services require the handling of hazardous/bio-waste material? Yes No
- Will services require the blocking of streets or sidewalks which may affect public safety? Yes No

Attach Recommendation of MBE/WBE/DBE Analysis Form

Yes No

Is this a Revenue Producing contract?

Yes No

If Modification or Amendment request, please verify and provide the following:

Contractor's Name:

Contractor's Address:

Contractor's e-mail Address:

Contractor's Phone Number:

Contractor's Contact Person:



City of Chicago
Richard M. Daley, Mayor

Department of Innovation and
Technology

Suite 2700
50 West Washington Street
Chicago, Illinois 60602
(312) 744-5844
(312) 744-9004 (FAX)
<http://www.cityofchicago.org/doit>

To: Jamie Rhee
Chief Procurement Officer
Procurement Services

From: Jason DeHaan
Chief Information Officer
Innovation & Technology

Date: March 23, 2011

Re: NCRB Amendment Request Regarding Motorola

The Department of Innovation & Technology (DOIT) is requesting approval to extend **Contract (PO) Number T26138 and Specification Number B02056214** in accordance with the renewal term of the contract for either two or one additional years. The City will exercise the "Agreement Extension Option" (3.2) by writing a memorandum in which the Agreement was elected to be extended up to two (2) successive one (1) year periods until 2013 or for an additional one (1) year period until 2012, as specified in Article 3, Section 3.2 of the existing Contract Number T26138.

To that end, the terms of the renewal that will be executed as an amendment to Contract T26138 are as follows:

- (recommended) Extended Expiration Date: 08/31/2013
- (alternative) Extended Expiration Date: 08/31/2012
- Extended Contract Value: additional \$5,000,000 ✓
- Software Maintenance Reduction: 5% annual
- MapViewer Software: 2 CPU licenses & maintenance reduced to no cost
- Contact Center Software: 50 licenses and maintenance reduced to no cost

Motorola has been MBE/WBE compliant throughout the duration of this Agreement and is committed to be compliant for the additional \$5M for this extension. Additionally, Motorola is continually making a good faith effort to find ways to utilize MBE/WBE subcontractors in all contracts. They have stated that their intent to find and qualify MBE/WBE subcontractors that can participate in contracts for the City of Chicago on a direct subcontractor basis.

With the sponsorship and participation of our business process owner departments, the DOIT CRM Program's short and long term plans for software and services anticipates the need for pursuing open-bid RFPs, RFQs, TORs, or SOWs before all of this contract's time extensions have been exercised.

Any questions or concerns should be directed to Norm Pucilo (312-744-2185) or Judy Mims (312-742-1817). Thank you.

CC: Judy Mims / DOIT
Norm Pucilo / DOIT





City of Chicago
Richard M. Daley, Mayor


Department of
Procurement Services

Jamie L. Rhee
Chief Procurement Officer

City Hall, Room 413
121 North LaSalle Street
Chicago, Illinois 60602
(312) 744-4900
(312) 744-0016 (FAX)
(312) 744-2948 (TTY)

<http://www.cityofchicago.org>

To: All City Department Heads and
Procurement Liaisons

From: 
Rich Butler
First Deputy Procurement Officer

cc: Jamie L. Rhee, Chief Procurement Officer
Raymond Orozco, Chief of Staff, Mayor's Office
Gene Saffold, Chief Financial Officer, Mayor's Office
Eugene Munin, Budget Director, Budget and Management

Subject: Renegotiation of Contract Pricing

Date: June 3, 2010

In an effort to realize cost savings from existing City of Chicago contracts, the Department of Procurement Services (DPS) recently sent renegotiation letters to City vendors requesting price reductions. After reviewing the vendors' responses, DPS has divided the responses into three categories: (1) **Agreed**; (2) **Feedback Required**; and (3) **Refused**.

Each of the three categories has been summarized in a separate spreadsheet. All three spreadsheets can be found at the DPS intranet site on the Reports page. The spreadsheets summarize details related to the following:

1. **Agreed** - Vendors have formally agreed to reduce pricing by a specific percentage. The percentage is identified on the spreadsheet.
2. **Feedback Required** - Responses require follow-up by the interested user department(s), including contacting the vendors and answering vendor questions (see Other Terms Requested column of spreadsheet). Ideally, responding to vendor questions and concerns will result in additional price reductions and cost savings).
3. **Refused** - The majority of vendors itemized on this spreadsheet have indicated an unwillingness to reduce prices. However, some vendors on the list may be open to discussing renegotiation options (see Other Terms Requested column of spreadsheet). Interested user departments should contact vendors on this spreadsheet to determine whether pricing can be renegotiated.

DPS will provide weekly updates to the above-referenced spreadsheets, posted on the intranet, as vendors respond to user departments.

User departments are responsible for tracking and reporting final cost savings realized through this project and should consult Office of Budget and Management for questions regarding training. Therefore, user departments should check updates regularly for action taken, action needed, and changes in status.

Should you have any questions, feel free to contact me, at (312) 742-4500 or richard.butler@cityofchicago.org with any questions or concerns.



NEIGHBORHOODS





March 8, 2011

City of Chicago
Department of Procurement Services
121 N. LaSalle St, Room 403
Chicago, IL 60602

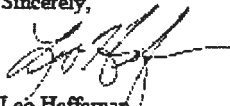
Subject: Renegotiation of Pricing – 2010 Request for Reduction
Contract No.: T26138
Specification No.: B02056214
Attn: Contract Renegotiation Project

In response to the July 20, 2010 letter from the City of Chicago Department of Procurement Services requesting a reduction in contract pricing, Motorola Solutions Public Service Solutions will extend a 5% reduction to the annual maintenance pricing for Contract No. T26138 based on the following conditions:

1. The 5% maintenance reduction, which represents over \$55,000 in annual maintenance savings, will be made permanent by contract amendment.
2. The contract amendment will also grant the City of Chicago license to Motorola Public Service Solution's MapViewer and Contact Center software products, with no corresponding license or maintenance costs.
 - a. MapViewer is valued at \$50,000 for a 2 CPU license with annual maintenance of \$10,000.
 - b. Contact Center is valued at \$50,000 to license 50 call takers with annual maintenance of \$10,000.
3. The City will exercise the "Agreement Extension Option", by drafting a memorandum in which the Agreement is extended for *either* one (1) successive one (1) year period, *or* two (2) successive one (1) year periods, as specified in Article 3, Section 3.2 of existing Contract No. T26138.
4. The contract amendment will also add \$5M to the total contract value in order to fund maintenance and support during the extension.
5. The full 5% annual savings for 2011 maintenance will be deducted from the Maintenance Release due for (September 17th – December 31st).

Motorola Solutions has remained sensitive to the City of Chicago's budget concerns through the duration of contract T26138, and has not increased hourly rates since 2007. In addition to the maintenance reduction and grant of software licenses, Motorola will continue to maintain the same hourly rates that have been frozen since 2007. Motorola Solutions Public Service Solutions looks forward to continuing to provide the City of Chicago quality services in support of this contract and delivering value.

Sincerely,



Leo Heffernan

Cc: Jason Dabaan, Chief Information Officer; Non-Competitive Review Board

Contract (PO) No. T26138
Specification No.: B02056214
Vendor No. 1053069

Amended Professional Services Agreement

Between

**The City Of Chicago
Business & Information Services**

and

Motorola Inc.



IT SOFTWARE & PROFESSIONAL SERVICES FOR 311 SYSTEM

**RICHARD M. DALEY
MAYOR**

*proof of agreement
to terms & conditions
in Prof. Services Agreement*

SIGNED at Chicago, Illinois

CITY OF CHICAGO

By: Richard M. Daley
Mayor
Stim...
Controller
Michael...
Chief Procurement Officer 6/30/07

Recommended By:

[Signature]
Chief Information Officer

VENDOR

By: [Signature]

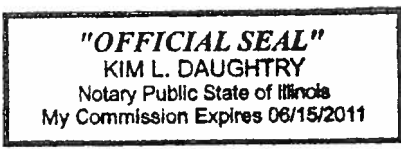
Its: MSSI Vice President

Attest: [Signature]

Subscribed and sworn to before me this 5th day of June, 2007

[Signature]
Notary Public

My Commission expires: 6-15-2011



List of NCRB Candidate Department Attendees – Motorola Contract

The following is a list of prospective representative managers from City Departments who may attend the next NCRB meeting with DOIT Deputy CIO Norm Pucilo regarding the **Motorola Agreement PO# T26138**.

These managers are the business process owners of some of the various applications that are part of Motorola's portfolio of software applications at the City of Chicago.

- **CSR** / 311 and 32 Departments/Agencies - enterprise-level COTS application
 - **Audrey Mathis – 311/OEMC**
 - **Barrett Murphy – DWM**
 - **Jeffrey Goliber – CDOT**
 - **John Dunn - DSS**

- **AHMS** / Administrative Hearings and 14 Departments - enterprise-level COTS application
 - **Patricia Jackowiak - AH or Annette Plattner – OBM, formerly AH**
 - **Lynda Peters or James Dunn - Law**

- **Application Hub** / DOIT – enterprise-level application integration platform
 - **Norm Pucilo – DOIT**

- **nSR-SunTrack** / CDOT Permits – department-level customized application
 - **Mike Simon - CDOT**

- **CityWorks** / Aviation & Forestry – department-level COTS application (ASP)
 - **Denise Hudson or Grafe Smith – CDA Aviation (O'Hare)**

- **4 CSR-subsystems** / 10 Departments – department-level custom-coded applications
 - **Steve Sorfleet – Traffic Services (CDP-auto pound) - DSS**
 - **Josie Cruz or Chris Sauve – Carts - DSS**

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)
06/09/2010

PRODUCER

AON RISK SERVICES CENTRAL, INC.
CHICAGO IL OFFICE
1000 NORTH MILWAUKEE AVENUE
GLENVIEW, ILLINOIS 60025
ATTN: INSURANCE VERIFICATION CENTER
PH: 1-800-4-VERIFY/ FAX: 1-847-953-5341

Serial # 0650

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

- COMPANY A LIBERTY MUTUAL FIRE INSURANCE COMPANY
- COMPANY B LIBERTY INSURANCE CORPORATION
- COMPANY C
- COMPANY D

INSURED

MOTOROLA INC. AND ITS SUBSIDIARIES
1303 EAST ALGONQUIN ROAD
SCHAUMBURG IL 60196 USA

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES, LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT	TB2-641-005169-070	7/1/2010	7/1/2011	GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/POP AGG \$ INCLUDED PERSONAL & ADV INJURY \$ 2,000,000 EACH OCCURRENCE \$ 2,000,000 FIRE DAMAGE (Any one fire) \$ 250,000 MED EXP (Any one person) \$ 10,000
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	AS2-641-005169-010	7/1/2010	7/1/2011	COMBINED SINGLE LIMIT \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EACH ACCIDENT \$ AGGREGATE \$
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM				EACH OCCURRENCE \$ AGGREGATE \$
B	WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY THE PROPRIETOR/PARTNERS/EXECUTIVE OFFICERS ARE <input checked="" type="checkbox"/> INCL <input type="checkbox"/> EXCL	WA7-64D-005169-080 (ALL OTHER STATES) WC7-641-005169-090 (OR & WI)	7/1/2010	7/1/2011	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER EL EACH ACCIDENT \$ 1,000,000 EL DISEASE - POLICY LIMIT \$ 1,000,000 EL DISEASE - EA EMPLOYEE \$ 1,000,000
	OTHER				

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

RE: CITY OF CHICAGO SOFTWARE SERVICES, MOTOROLA, INC. THE CITY OF CHICAGO IS LISTED AS AN ADDITIONAL INSURED WITH RESPECT TO THE GENERAL LIABILITY AND AUTOMOBILE LIABILITY POLICIES.

CERTIFICATE HOLDER

CITY OF CHICAGO
DEPT. OF PROCUREMENT SERVICES
121 NORTH LASALLE STREET
CITY HALL, ROOM 403
CHICAGO IL 60602 USA

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Aon Risk Services Central, Inc.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

DESIGNATED INSURED

This endorsement modified insurance provided under the following:

BUSINESS AUTO COVERAGE FORM
GARAGE COVERAGE FORM
MOTOR CARRIER COVERAGE FORM
TRUCKERS COVERAGE FORM

With respect to coverage provided by this endorsement, the provisions of the Coverage Form apply unless modified by this endorsement.

This endorsement identifies person(s) or organization(s) who are "insureds" under the Who Is An Insured Provision of the Coverage Form. This endorsement does not alter coverage provided in the Coverage Form.

SCHEDULE

Name of Person(s) or Organization(s):	City of Chicago Department of Procurement Services 121 N. LaSalle St., #403 Chicago, IL 60602
--	--

Each person or organization shown in the Schedule is an "insured" for Liability Coverage, but only to the extent that person or organization qualifies as an "insured" under the Who Is An Insured Provision contained in Section II of the Coverage Form.

This endorsement is executed by the

Effective Date 7/1/2010 Expiration Date 7/1/2011

For attachment to Policy No. AS2-641-005169-010

Issued Motorola, Inc.
To And as per Endorsement 1
1303 East Algonquin Road
Schaumburg, IL 60196-4041

Countersigned by.....
Authorized Representative

End. Serial No.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**ADDITIONAL INSURED – OWNERS, LESSEES OR
CONTRACTORS – SCHEDULED PERSON OR
ORGANIZATION**

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s):	Location(s) Of Covered Operations
City of Chicago Purchasing Department 121 N. LaSalle St., # 403 Chicago, IL 60602	
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.	

A. Section II – Who Is An Insured is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by:

1. Your acts or omissions; or
2. The acts or omissions of those acting on your behalf;

in the performance of your ongoing operations for the additional insured(s) at the location(s) designated above.

B. With respect to the insurance afforded to these additional insureds, the following additional exclusions apply:

This insurance does not apply to "bodily injury" or "property damage" occurring after:

1. All work, including materials, parts or equipment furnished in connection with such work, on the project (other than service, maintenance or repairs) to be performed by or on behalf of the additional insured(s) at the location of the covered operations has been completed; or

2. That portion of "your work" out of which the injury or damage arises has been put to its intended use by any person or organization other than another contractor or subcontractor engaged in performing operations for a principal as a part of the same project.

This endorsement is executed by the

Premium \$

Effective Date 7/1/2010

Expiration Date 7/1/2011

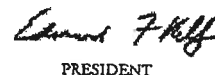
For attachment to Policy No.

TB2-641-005169-070

Audit Basis 0

Issued To Motorola, Inc.


SECRETARY


PRESIDENT

Countersigned by

Authorized Representative

Issued
07/01/2008

Sales Office and No.
Chicago, IL - 093A

End. Serial No.



March 21, 2011

Jamie L. Rhee
City of Chicago
Chief Procurement Officer

City Hall, Room 403
121 N. LaSalle Street
Chicago, IL 60602

**RE: Motorola Solutions Contract Number: T26138
Software Maintenance, Support and Professional Services for 311 Systems (CSR,
AHMS, SunTRACK Permitting, and System Integration)
Vendor Limit Increase**

Dear Mrs. Rhee:

The City of Chicago uses Motorola Solution's Customer Service Request (CSR) as the backbone technology behind the 3-1-1 program. CSR is a customer relationship management tool designed specifically for local government. The CSR system is used to intake service requests from the public through the City Call Center and the Internet to automate associated workflow processes by routing service requests to the appropriate departments, weed out duplicates, coordinate workflow among different agencies, and track requests through to resolution.

The City of Chicago also uses PocketCSR and CSR Mobile, which are mobile applications that are extensions of the CSR product. PocketCSR and CSR Mobile allow field workers to wirelessly retrieve assigned customer service activities to work the requests immediately in the field, and allow the field worker to transmit back to CSR when the activities are completed. These applications also allow field workers to create new service requests, and run pre-defined queries.

There are currently no authorized third parties to provide support of the CSR system, thus Motorola Solutions is the sole provider of maintenance and support services for the CSR system.

In addition to CSR, Motorola Solutions also supports the Administrative Hearings Management System (AHMS), SunTRACK Permitting, and System Integration between all three of these enterprise applications, as well as integrating the third-party software solutions, which is facilitated by the Application Hub product.

Motorola Solutions is the only vendor that can support, maintain, and service AHMS, SunTRACK Permitting, and the Application Hub.

Please direct any further correspondence to Tom Horbinski, Program Manager (224) 715-9619.

Sincerely,

A handwritten signature in black ink that reads 'Kenny Leverett'.

Kenny Leverett
National Sales Director
Public Service Solutions
Motorola Solutions, Inc.

CC: Jason Dahaan, Chief Information Officer, DoIT



March 21, 2011

Jamie L. Rhee
City of Chicago
Chief Procurement Officer

City Hall, Room 403
121 N. LaSalle Street
Chicago, IL 60602

**RE: Motorola Solutions Contract Number: T26138
Increased inclusion of direct MBE/WBE subcontractors**

Dear Mrs. Rhee:

Motorola Solutions, Inc. is committed to the fulfillment of contractual obligations of MBE/WBE compliance for all of its contracts with the City of Chicago. Where there have been limited opportunities for subcontracting due to the nature of the products or services being supplied, we have had to rely on our relationships with indirect subcontractors to fulfill our commitments. We recognize that this is not an optimum solution, so we are continually making a good faith effort to find ways to utilize MBE/WBE subcontractors in all contracts, including those for software and services.

Motorola Solutions is currently in the process of interviewing potential MBE/WBE subcontractors in support of contracts for software. It is our intent to find and qualify MBE/WBE subcontractors that can participate in contracts for the City of Chicago on a direct subcontractor basis.

Best regards,

A handwritten signature in cursive script that reads 'Kenny Leverett'.

Kenny Leverett
National Sales Director
Public Service Solutions
Motorola Solutions, Inc.

SUPPLIER DIVERSITY ORGANIZATION

The Motorola Solutions, Inc. (MSI) Supplier Diversity Department is a centralized organization that strives to match the diversity of our supply base to our customers and consumers and effectively support diversity community outreach programs. MSI has centralized its supplier diversity program in order to maximize and leverage the use of diversity suppliers within its supply chain. The organization reports to the Chief Procurement Officer in the MSI Procurement Organization.

The charter of MSI's Supplier Diversity Department is to assist diversity suppliers who are pursuing business from MSI. They help businesses that are certified diversity suppliers understand what is expected of suppliers to MSI. Through outreach efforts to diversity organizations, the Supplier Diversity Department provides a communication link to MSI opportunities.

Additionally, the Supplier Diversity Department supports customer initiatives by tracking and reporting MSI's participation with diversity suppliers. MSI's participation goals on supplier diversity include:

- As a prime contractor, MSI is committed to achieving the goals of the Federal Government Small Business Subcontracting Program.
- MSI makes commitments to its customers who require diversity supplier participation to achieve their contractually required targets.
- MSI has internal goals with management accountability to achieve a target percentage of diversity supplier procurement.

The MSI Supplier Diversity Department is responsible for developing, leading and providing assistance for activities related to the identification and utilization of diversity suppliers, disseminating information on available business opportunities, and ensuring that such businesses are provided an equal opportunity to bid on goods or services purchased or contracted.

In addition to leadership positions in various supplier diversity organizations across the US, MSI participates in many events. MSI financially sponsors and/or has a presence at many events throughout the year including:

- Chicago Minority Business Development Council Business Opportunity Trade Fair (CMBDC).
- National Minority Supplier Development Council Conference and Business Opportunity Fair (NMSDC).
- Telecommunications Industry Group's DiversityNXT (held in conjunction with CTIA International) (*TIG is an industry group of NMSDC.)
- Women's Business Enterprise National Council Trade Fair (WBENC).
- Women's Business Development Center Buyers Mart (WBDC).



MSI SUPPLIER DIVERSITY POLICY

It is the policy of the MSI to purchase goods and services necessary for the effective operation of our business from minority, woman, and other business enterprises to the fullest extent possible consistent with the merits of the suppliers' offerings. MSI puts forth its best efforts to source and utilize qualified minority, woman, and other diversity-owned business enterprises for subcontracting opportunities.

The program requires all individuals making purchasing/sub-contracting decisions and the Supplier Diversity Department to make every effort to achieve the objectives of the program. The focus is to develop mutually beneficial long-term relationships with our suppliers.

MSI is committed to the identification, development and utilization of minority-owned, women-owned, service-disabled veteran-owned, veteran-owned, and other diversity business enterprises that meet MSI's objectives for quality products and services in support of achieving our key initiatives, providing a competitive advantage, and ensuring compliance with contractual requirements.

Contact:
Nan Lawson
Supplier Diversity Manager
(480) 208-9377
nan.lawson@motorolasolutions.com

SCHEDULE C - 1

Letter of Intent from MBE/WBE to Perform
as Subcontractor, Supplier and/or Consultant

Name of Project/Contract: T26138

Specification Number: _____

From: B & B Maintenance
(Name of MBE/WBE Firm)

MBE: YES NO _____

WBE: YES _____ NO

To: Motorola Solutions, Inc.
(Name of Prime Contractor - Bidder/Proposer) and the City of Chicago:

The undersigned intends to perform work in connection with the above projects as a:

- Sole Proprietor Corporation
 Partnership Joint Venture

The MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of March 2011 to March 2013 for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

Janitorial Services (Indirect)

The above described performance is offered for the following price and described terms of payment:
\$845,000 (16.9%)

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.


(Signature of Owner or Authorized Agent)

Mr. Silvero Osorio, President
Name/Title (Print)

2/21/2011
Date

(847) 550 - 6060
Phone

SCHEDULE C - 1

Letter of Intent from MBE/WBE to Perform
as Subcontractor, Supplier and/or Consultant

Name of Project/Contract: T26138

Specification Number: _____

From: Kayhan International Ltd.
(Name of MBE/WBE Firm)

MBE: YES _____ NO X _____

WBE: YES X _____ NO _____

To: Motorola Solutions, Inc. and the City of Chicago:
(Name of Prime Contractor - Bidder/Proposer)

The undersigned intends to perform work in connection with the above projects as a:

Sole Proprietor
 Partnership

Corporation
 Joint Venture

The MBE/WBE status of the undersigned is confirmed by the attached letter of Certification from the City of Chicago effective date of Sept 2009 to Sept 2013 for a period of five years.

The undersigned is prepared to provide the following described services or supply the following described goods in connection with the above named project/contract:

Furniture (Indirect)

The above described performance is offered for the following price and described terms of payment:

\$225,000 (4.5%)

If more space is needed to fully describe the MBE/WBE firm's proposed scope of work and/or payment schedule, attach additional sheets.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, and will do so within (3) three working days of receipt of a signed contract from the City of Chicago.

Kayhan Hellriegel
(Signature of Owner or Authorized Agent)
Kayhan Hellriegel, CEO
Name/Title (Print)
2/21/2011
Date
(847) 843-5060
Phone

SCHEDULE D-1
Affidavit of MBE/WBE Goal Implementation Plan

Contract Name: Software Maintenance

Contract No: T26138

State of: Illinois

County (City) of: Chicago

I HEREBY DECLARE AND AFFIRM that I am duly authorized representative of:
Motorola Solutions, Inc.

Name of Prime Consultant/Contractor

and that I have personally reviewed the material and facts set forth herein describing our proposed plan to achieve the MBE/WBE goals of this contract.

All MBEI/WBE firms included in this plan have been certified as such by the City of Chicago (Letters of Certification Attached) or have had a complete application for MBEI/WBE certification on file with the City of Chicago for at least thirty (30) days.

I. Direct Participation of MBE/WBE Firms

(Note: The bidder/proposer shall, in determining the manner of MBEI/WBE participation, first consider involvement with MBEI/WBE firms as joint venture partners, subcontractors, and suppliers of goods and services directly related to the performance of this contract.)

A. If bidder/proposer is a certified MBE or WBE firm, attach copy of City of Chicago Letter of Certification (Certification of the bidder/proposer as a MBE satisfies the MBE goal only. Certification of the bidder/proposer as a WBE satisfies the WBE goal only.)

B. If bidder/proposer is a joint venture and one or more joint venture partners are certified MBEs or WBEs, attach copies of Letters of Certification and a copy of Joint Venture Agreement clearly describing the role of the MBEI/WBE firm(s) and its ownership interest in the joint venture.

C. MBE/WBE Subcontractors/Suppliers/Consultants:

1. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes _____ No _____ * (see page 2)

2. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes _____ No _____ * (see page 2)

SCHEDULE D-1
Affidavit of MBE/WBE Goal Implementation Plan

3. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes _____ No _____ * (see page 2)
4. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes _____ No _____ * (see page 2)
5. Attach additional sheets as needed.

* All Schedule C-1s and Letters of Certification not submitted with bid/proposal must be submitted so as to assure receipt by the Contract Administrator within three (3) business days after bid opening (or proposal due date).

II. Indirect Participation of MBE/WBE Firms

Note: This section need not be completed if the MBEI/WBE goals have been met through the direct participation outlined in Section 1. If the MBEI/WBE goals have not been met through the direct participation, contractor will be expected to demonstrate that the proposed MBEI/WBE direct participation represents the maximum achievable under the circumstances. Only after such a demonstration will indirect participation be considered.

MBE/WBE Subcontractors/Suppliers/Consultants proposed to perform work or supply good or services where such performance does not directly relate to the performance of this contract:

SCHEDULE D-1
Affidavit of MBE/WBE Goal Implementation Plan

- A. Name of MBE/WBE: B & B Maintenance (MBE)
Address: 537 Capital Drive, Lake Zurich, IL 60047
Contact Person: Silverio Osorio Phone: (847)550-6060
Dollar Amount of Participation \$ 845,000.00
Percent Amount of Participation: 16.9 %
Schedule C-1 attached? Yes No * (see page 2)
- B. Name of MBE/WBE: Kayhan International Ltd.
Address: 1475 E. Woodfield Road, Schaumburg, IL 60173
Contact Person: Kayhan Hellriegel Phone: (847)843-5060
Dollar Amount of Participation \$ 225,000.00
Percent Amount of Participation: 4.5 %
Schedule C-1 attached? Yes No * (see page 2)
- C. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes No * (see page 2)
- D. Name of MBE/WBE: _____
Address: _____
Contact Person: _____ Phone: _____
Dollar Amount of Participation \$ _____
Percent Amount of Participation: _____ %
Schedule C-1 attached? Yes No * (see page 2)
- E. Attach addition sheets as needed.

*All Schedule C-1s and Letters of Certification not submitted with bid/proposal must be submitted as to assure receipt by the Contract Administrator within three (3) business days after bid opening (or Proposal due date).

SCHEDULE D-1
Affidavit of MBE/WBE Goal Implementation Plan

III. Summary of MBE/WBE Proposal:

A. MBE Proposal:

1. MBE Direct Participation (from Section I.):

<u>MBE Firm Name</u>	Dollar Amount of Participation	Percent Amount of Participation
_____	\$ _____	_____ %
_____	\$ _____	_____ %
_____	\$ _____	_____ %
Total Direct MBE Participation:	\$ _____	_____ %

2. MBE Indirect Participation (from Section II.):

<u>MBE Firm Name</u>	Dollar Amount of Participation	Percent Amount of Participation
<u>B&B Maintenance</u>	\$ <u>845,000.00</u>	<u>16.9</u> %
_____	\$ _____	_____ %
_____	\$ _____	_____ %
Total Indirect MBE Participation:	\$ <u>845,000.00</u>	<u>16.9</u> %

B. WBE Proposal:

1. WBE Direct Participation (from Section I.):

<u>WBE Firm Name</u>	Dollar Amount of Participation	Percent Amount of Participation
_____	\$ _____	_____ %
_____	\$ _____	_____ %
_____	\$ _____	_____ %
Total Direct WBE Participation:	\$ _____	_____ %

2. WBE Indirect Participation (from Section II.):

<u>WBE Firm Name</u>	Dollar Amount of Participation	Percent Amount of Participation
<u>Kayhan Int'l Ltr</u>	\$ <u>225,000.00</u>	<u>4.5</u> %
_____	\$ _____	_____ %
_____	\$ _____	_____ %
Total Indirect WBE Participation:	\$ <u>225,000.00</u>	<u>4.5</u> %

SCHEDULE D-1
Affidavit of MBE/WBE Goal Implementation Plan

To the best of my knowledge, information and belief, the facts and representations contained in this Schedule are true, and no material facts have been omitted.

The contractor designates the following person as their MBE/WBE Liaison Officer:

Name Nannette Lawson Phone Number 480-208-9377

I do solemnly declare and affirm under penalties of perjury that the contents of the foregoing document are true and correct, and that I am authorized, on behalf of the contractor, to make this affidavit.

Nannette Lawson
Signature of Affiant

State of AZ

County of Maricopa

This instrument was acknowledged before me on 18th of February, 2011 (date)

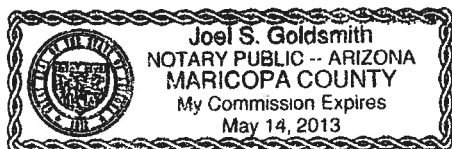
by Nannette Lawson (name /s of person/s)

as Notary Public type of authority, e.g., officer, trustee, etc.)

of Joel S. Goldsmith name of party on behalf of whom instrument was executed).

(Seal)

Joel S. Goldsmith
Signature of Notary Public





CITY OF CHICAGO
OFFICE OF COMPLIANCE

August 24, 2010

Silverio Osorio
B and B Maintenance Inc
537 Capital Drive
Lake Zurich, IL 60047

Annual No Change Affidavit Due:

March 1, 2011

Dear Silverio Osorio:

Congratulations on your continued eligibility for certification as a **Minority Business Enterprise (MBE)** by the City of Chicago. This certification is valid until March 1, 2013.

As you know, your firm must also be re-validated annually. We extended the deadline for submitting the No-Change Affidavit to September 1st so that we might review the program for ways to streamline the process. As a result, while you will still be required to submit an annual No-Change Affidavit, we will no longer require firms to submit financial records with the Affidavit, and we will allow the Affidavit to be submitted on-line. This should improve the process for businesses and make it easier to comply with annual validation requirements. However, as part of our program improvements, we will also increase auditing activities, and you may at any time be required to submit financial records and other documents needed to support your continued eligibility.

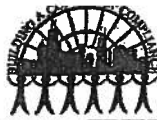
This new process will begin in 2011. As such, your firm's next No Change Affidavit is due by **March 1, 2011**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your No-Change Affidavit by **December 31, 2010**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within 10 days of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note – you shall be deemed to have had your certification lapse and will be ineligible to participate as a **MBE if you fail to**

- ♦ file your No Change Affidavit within the required time period;
- ♦ provide financial or other records requested pursuant to an audit within the required time period; or
- ♦ notify the City of any changes affecting your firm's certification within 10 days of such change.

Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely



CITY OF CHICAGO
OFFICE OF COMPLIANCE

August 24, 2010

Kayhan Heilriegel
Kayhan International, Ltd.
1475 East Woodfield Road, Suite 104
Schaumburg, IL 60173

Annual No Change Affidavit Due:

September 1, 2011

Dear Kayhan Heilriegel:

Congratulations on your continued eligibility for certification as a **Women Business Enterprise (WBE)** by the City of Chicago. This certification is valid until September 1, 2013.

As you know, your firm must also be re-validated annually. We extended the deadline for submitting the No-Change Affidavit to September 1st so that we might review the program for ways to streamline the process. As a result, while you will still be required to submit an annual No-Change Affidavit, we will no longer require firms to submit financial records with the Affidavit, and we will allow the Affidavit to be submitted on-line. This should improve the process for businesses and make it easier to comply with annual validation requirements. However, as part of our program improvements, we will also increase auditing activities, and you may at any time be required to submit financial records and other documents needed to support your continued eligibility.

This new process will begin in 2011. As such, your firm's next No Change Affidavit is due by **September 1, 2011**. Please remember, you have an affirmative duty to file your No-Change Affidavit 60 days prior to the date of expiration. Therefore, you must file your No-Change Affidavit by **July 3, 2011**.

It is important to note that you also have an ongoing affirmative duty to notify the City of Chicago of any changes in ownership or control of your firm, or any other fact affecting your firm's eligibility for certification within 10 days of such change. These changes may include but are not limited to a change of address, change of business structure, change in ownership or ownership structure, change of business operations, and/or gross receipts that exceed the program threshold.

Please note – you shall be deemed to have had your certification lapse and will be ineligible to participate as a WBE if you fail to

- ♦ file your No Change Affidavit within the required time period;
- ♦ provide financial or other records requested pursuant to an audit within the required time period; or
- ♦ notify the City of any changes affecting your firm's certification within 10 days of such change.

Further, if you or your firm is found to be involved in certification, bidding and/or contractual fraud or abuse, the City will pursue decertification and debarment. And in addition to any other penalty imposed by law, any person who knowingly obtains, or knowingly assists another in obtaining, a contract with the city by falsely

representing that the individual or entity, or the individual or entity assisted, is a minority-owned business or a woman-owned business, is guilty of a misdemeanor, punishable by incarceration in the county jail for a period not to exceed six months or a fine of not less than \$5,000.00 and not more than \$10,000, or both.

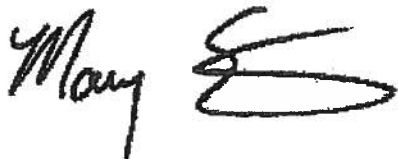
Kayhan International, Ltd. is listed in the City's Directory of Minority Business Enterprises and Women Business Enterprises in the specialty area(s) of:

42044 Institutional Furniture, All Types
42056 Library Furniture: Book Trucks, Card Cabinets, Carrels, Chairs, Curb
42059 Lounge Furniture, Upholstered
42517 Data Processing Furniture, Metal and Plastic (For Storage Cabinets See
42564 Recycled Office Furniture (All Types)
42594 Work Stations, Modular, Systems Furniture
45008 Bins, Cabinets, and Shelves, Metal (Not Office Type)
90652 Interior Design, Space Planning, and Exhibits/Displays
93145 Furniture Installation and Reconfiguration Services (Including System
96246 Installation Services (Not Otherwise Classified)

Your firm's participation on City contracts will be credited only toward WBE goals in your area(s) of specialty. While your participation on City contracts is not limited to your specialty, credit toward WBE goals will be given only for work done in a specialty category.

Thank you for your continued participation in the City's Supplier Diversity Program.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary Elliott". The signature is stylized with a large, sweeping "E" at the end.

Mary Elliott
Acting Managing Deputy

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Motorola Solutions, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant

OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 1301 E. Algonquin Road

Schaumburg, IL 60196

C. Telephone: 224-715-9619 Fax: 262-679-3209 Email: Tom.Horbinski@motorolasolutions.com

D. Name of contact person: Tom Horbinski

E. Federal Employer Identification No. (if you have one): 36-1115800

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Software and Services and Maintenance and Support

G. Which City agency or department is requesting this EDS? Department of Innovation and Technology

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # B02056214 and Contract # T26138

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Information about Motorola Solutions' executive officers and directors may be found in its annual report and other filings with the

SEC. Those documents are available at the following website: <http://www.motorola.com/us> - Click on investor relations for

Motorola Solutions.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Icahn Capital Management LP	767 Fifth Avenue, 47th Floor, New York, NY 10153	9.10%
Icahn Associates Corp.	767 Fifth Avenue, 47th Floor, New York, NY 10153	2.27%
Dodge & Cox, Inc.	555 California Street, 40th Floor, San Francisco, CA 94104	9.32%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

B&B Maintenance,	537 Capital Drive, Lake Zurich, IL, 60047 -	Subcontractor	
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Global Capital Ltd.,	888 E. Belvidere # 309, Grayslake, IL 60060 -	Subcontractor	
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Kayhan International,	1475 E. Woodfield Rd, Ste. 104, Schaumburg, IL 60173,	Subcontractor	
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Good Egg Media,	425 Huehl Rd., Ste. 11B, Northbrook, IL 60062,	Subcontractor	
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(Add sheets if necessary) Timmons Group, 505 Independence Parkway, Ste. 107, Chesapeake, VA 23320 - Subcontractor

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See clarifications for Subsection B attached.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

N/A

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes No

If you checked "No" to question 1. or 2. above, please provide an explanation:

N/A

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

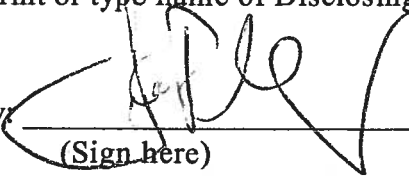
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Motorola Solutions, Inc.
(Print or type name of Disclosing Party)

By: 
(Sign here)

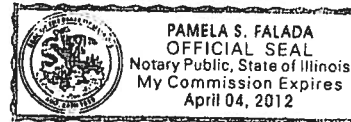
John P. Molloy
(Print or type name of person signing)

MSSI Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) 3-15-2011,
at Cook County, Illinois (state).

Pamela S Falada Notary Public.

Commission expires: 4-4-2012.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

N/A

Motorola Solutions, Inc.

Attachment to Economic Disclosure Statement and Affidavit
For Section V (Certifications), Further Certifications, Subsection B

Clarifications for Subsection B

All the certifications are made to the best of Motorola Solutions, Inc. ("Motorola") knowledge and belief.

Motorola is a Fortune 300 company with tens of billions of dollars in annual sales globally, employing thousands of workers worldwide and having more than one hundred thousand (100,000) shareholders. As is normal for such companies, Motorola and its subsidiaries have been a party to hundreds of civil lawsuits over the last ten (10) years. These suits have made many different legal and factual claims and have put forward many alleged legal theories seeking damages or other legal relief against Motorola. Motorola does not maintain a detailed history of such cases or their outcomes, nor does it maintain a listing of all allegations made therein, and therefore cannot provide the same. As a publicly traded company, however, Motorola files an annual report Form 10-K with the SEC and describes therein certain litigation that is material for disclosure under SEC rules. A copy of the cover page and of the relevant "Legal Proceedings" section of Motorola's most recently filed 10-K is attached. Since the 10-K contains only such litigation, as is material for public disclosure under SEC rules, it may not list all litigation with which Motorola or its subsidiaries are presently involved.

However, in June, 2004, Symbol Technologies, Inc., a subsidiary of Motorola, entered into settlement agreements with the Department of Justice and the Securities and Exchange Commission. These settlement agreements were the result of accounting irregularities directed by former management of the Company over a several year period ending in 2002. As part of those agreements, Symbol made a payment of \$40 million to the United States Postal Inspection Service Consumer Fraud Fund and a restitution fund of purchasers of Symbol common stock. Symbol itself was not charged, prosecuted or indicted for any crimes. However, several members of Symbol's former management, none of whom has been employed at Symbol for at least twenty-four (24) months, were indicted for securities fraud and related offenses. As a result, Symbol has new Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, and it has strengthened its auditing and accounting functions since 2002, hiring replacement and additional staff in both areas.

From time to time, Motorola and its subsidiaries have been the subject of investigations by government entities in connection with their government contracting activities. These investigations have been both civil and criminal in nature. Within the last fifteen (15) years, none of these matters has resulted in the filing of any criminal prosecution, or plea nor has any governmental entity suspended or debarred Motorola as a result of any such investigation.

Motorola is aware that the United States conducted a criminal investigation in connection with a contract for FMU-140 bomb fuses that was administered by the U. S. Army. However, this matter was settled in March, 2004.

Motorola is a Fortune 300 company with tens of billions of dollars in annual sales. Considering this sales volume, instances may occur in the ordinary course of business where disputes with customers, including governmental agencies, are raised concerning contract performance. To its best knowledge and belief, Motorola is not aware of any termination for cause or default against it or its subsidiaries by a governmental agency or court of competent jurisdiction within the past five (5) years.

10-K 1 a2196244z10-k.htm 10-K

Use these links to rapidly review the document
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File number 1-7221

MOTOROLA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of Incorporation)

36-1115800
(I.R.S. Employer Identification No.)

1303 East Algonquin Road, Schaumburg, Illinois 60196

(Address of principal executive offices)

(847) 576-5000

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock, \$.01 Par Value per Share

Name of Each Exchange on Which Registered
New York Stock Exchange
Chicago Stock Exchange

Item 3: Legal Proceedings***Howell v. Motorola, Inc., et al.***

A class action, *Howell v. Motorola, Inc., et al.*, was filed against Motorola and various of its directors, officers and employees in the United States District Court for the Northern District of Illinois ("Illinois District Court") on July 21, 2003, alleging breach of fiduciary duty and violations of the Employment Retirement Income Security Act ("ERISA"). The complaint alleged that the defendants had improperly permitted participants in the Motorola 401(k) Plan (the "Plan") to purchase or hold shares of common stock of Motorola because the price of Motorola's stock was artificially inflated by a failure to disclose vendor financing to Telsim Mobil Telekomunikasyon Hizmetleri A.S. ("Telsim") in connection with the sale of telecommunications equipment by Motorola. Telsim had subsequently defaulted on the payment of approximately \$2 billion of such vendor financing, approximately half of which the Company has recovered to date. The plaintiff sought to represent a class of participants in the Plan and sought an unspecified amount of damages. On September 30, 2005, the Illinois District Court dismissed the second amended complaint filed on October 15, 2004 (the "Howell Complaint"). Three new purported lead plaintiffs subsequently intervened in the case, and filed a motion for class certification seeking to represent a class of Plan participants. The class as certified includes all Plan participants for whose individual accounts the Plan purchased and/or held shares of Motorola common stock from May 16, 2000 through May 14, 2001, with certain exclusions. The court granted leave to defendants to appeal the class certification and granted leave to lead plaintiff Howell to appeal an earlier dismissal of his individual claim. Each party filed those appeals. On June 17, 2009, the Illinois District Court granted summary judgment in favor of all defendants on all counts. On June 25, 2009, the Seventh Circuit Court of Appeals (the "Seventh Circuit") dismissed as moot defendants' class certification appeal and stayed Howell's appeal. On July 14, 2009, plaintiffs appealed the summary judgment decision. By order of the Seventh Circuit on August 17, 2009, Howell's individual appeal and plaintiffs' appeal of the summary judgment decision (now cited as *Howell v. Motorola, Inc. et al.* and *Lingis et al. v. Rick Dorazil et al.*) have been consolidated with *Spano et al. v. Boeing Company et al.* and *Beesley et al. v. International Paper Company* for argument and decision.

Silverman/Williams Federal Securities Lawsuits and Related Derivative Matters

A purported class action lawsuit on behalf of the purchasers of Motorola securities between July 19, 2006 and January 5, 2007, *Silverman v. Motorola, Inc., et al.*, was filed against the Company and certain current and former officers and directors of the Company on August 9, 2007, in the United States District Court for the Northern District of Illinois. The complaint alleges violations of Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934, as well as, in the case of the individual defendants, the control person provisions of the Securities Exchange Act. The factual assertions in the complaint consist primarily of the allegation that the defendants knowingly made incorrect statements concerning Motorola's projected revenues for the third and

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fourth quarter of 2006. The complaint seeks unspecified damages and other relief relating to the purported inflation in the price of Motorola shares during the class period. An amended complaint was filed December 20, 2007, and Motorola moved to dismiss that complaint in February 2008. On September 24, 2008, the district court granted this motion in part to dismiss Section 10(b) claims as to two individuals and certain claims related to forward looking statements, among other things, and denied the motion in part. On August 25, 2009, the district court granted plaintiff's motion for class certification.

In addition, on August 24, 2007, two lawsuits were filed as purportedly derivative actions on behalf of Motorola, *Williams v. Zander, et al.*, and *Cinotto v. Zander, et al.*, in the Circuit Court of Cook County, Illinois against the Company and certain of its current and former officers and directors. These complaints make similar factual allegations to those made in the *Silverman* complaint and assert causes of action for breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets and unjust enrichment. The complaints seek unspecified damages associated with the alleged loss to the Company deriving from the defendants' actions and demand that Motorola make a number of changes to its internal procedures. An amended complaint was filed on December 14, 2007. On January 27, 2009, Motorola's motion to dismiss the amended complaint was granted in part and denied in part.

St. Lucie County Fire District Firefighters' Pension Trust Fund Securities Class Action Case

A purported class action lawsuit on behalf of the purchasers of Motorola securities between December 6, 2007 and January 22, 2008, *St. Lucie County Fire District Firefighters' Pension Fund v. Motorola, Inc., et al.*, was filed against the Company and certain current and former officers and directors of the Company on January 21, 2010, in the United States District Court for the Northern District of Illinois. The complaint alleges violations of Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934, as well as, in the case of the individual defendants, the control person provisions of the Securities Exchange Act. The primary factual assertions in the complaint are that the defendants knowingly or recklessly made materially misleading statements concerning Motorola's financial projections and sales demand for Motorola phones during the class period. The complaint seeks unspecified damages and other relief relating to the purported inflation in the price of Motorola shares during the class period.

Groussman v. Motorola et al. and Orlando v. Motorola et al. ERISA Class Action Cases

Two purported class action lawsuits on behalf of all participants in or beneficiaries of the Motorola 401(k) Plan (the "Plan") between July 1, 2007 and the present and whose accounts included investments in Motorola stock, *Joe M. Groussman v. Motorola, Inc. et al.* and *Angelo W. Orlando v. Motorola, Inc. et al.*, were filed against the Company and certain current and former officers, directors, and employees of the Company, the Motorola 401(k) Plan Committee, the Advisory Committee of Motorola and other unnamed defendants on February 10, 2010, in the United States District Court for the Northern District of Illinois. The identical complaints allege violations of Sections 404 and 405 of the Employee Retirement Income Security Act of 1974 ("ERISA"). The primary claims in the complaints are that, in connection with alleged incorrect statements concerning Motorola's financial projections and demand for Motorola phones during the class period, various of the defendants failed to prudently and loyally manage the Plan by continuing to offer Motorola stock as a Plan investment option, failed to provide complete and accurate information regarding the performance of Motorola stock to the Plan's participants and beneficiaries, failed to avoid conflicts of interest, and/or failed to monitor the Plan fiduciaries. The complaints seek unspecified damages and other relief relating to the purported losses to the Plan and individual participant accounts.

Motorola is a defendant in various other suits, claims and investigations that arise in the normal course of business. In the opinion of management, the ultimate disposition of the Company's pending legal proceedings will not have a material adverse effect on the Company's consolidated financial position, liquidity or results of operations.

Motorola Solutions, Inc.

Attachment to Economic Disclosure Statement and Affidavit Regarding
DODGE & COX

Dodge & Cox; 555 California Street, 40th Floor; San Francisco, CA 94104, a registered investment adviser, as of September 30, 2008, owns more than 7.5%, but less than 22.5%, beneficially for its third party investors.

Pursuant to Rule 2(c) of the Rules Regarding Economic Disclosure Statement and Affidavit ("EDS") promulgated pursuant to Section 2-154-050 of the Municipal Code, Dodge & Cox may in lieu of an EDS, provide a copy of its most recent Form ADV and its most recent amendment thereto. Accordingly, attached hereto is Dodge & Cox's Form ADV Part 1 (which was downloaded December 6, 2010 from http://www.adviserinfo.sec.gov/IAPD/Content/lapdMain/iapd_SiteMap.aspx).

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 3.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

- A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):
DODGE & COX
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.
DODGE & COX
List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of
 your legal name or your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number:
801- 1895
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: 104596
If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. **Principal Office and Place of Business**

(1) Address (do not use a P.O. Box):

Number and Street 1:		Number and Street 2:	
555 CALIFORNIA STREET		40TH FLOOR	
City:	State:	Country:	ZIP+4/Postal Code:
SAN FRANCISCO	CA	UNITED STATES	94104

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday Other:

Normal business hours at this location:
7:45 A.M. - 5:00 P.M.

(3) Telephone number at this location:

415-981-1710

(4) Facsimile number at this location:

415-986-1192

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

YES NO

I. Do you have World Wide Web site addresses?

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide Web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail addresses in response to this Item.

J. Contact Employee:

Name:

Title:

Telephone Number:

Facsimile Number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact employee has one:

The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.

YES NO

K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business?

If "yes," complete Section 1.K. of Schedule D.

YES NO

L. Are you registered with a foreign financial regulatory authority?

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.L. of Schedule D.

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

Item 2 SEC Registration

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2 only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration.

A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A (1) through 2.A(11), below. If you are submitting an *annual updating amendment* to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A(12). You:

(1) have *assets under management* of \$25 million (in U.S. dollars) or more;

See Part 1A Instruction 2.a. to determine whether you should check this box.

(2) have your *principal office and place of business* in Wyoming;

(3) have your *principal office and place of business* outside the United States;

(4) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

See Part 1A Instruction 2.b. to determine whether you should check this box.

(5) have been designated as a nationally recognized statistical rating organization;

See Part 1A Instruction 2.c. to determine whether you should check this box.

(6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

See Part 1A Instruction 2.d. to determine whether you should check this box.

(7) are relying on rule 203A-2(c) because you are an investment adviser that *controls, is controlled by, or is under common control with*, an investment adviser that is registered with the SEC, and your *principal office and place of business* is the same as the registered adviser;

See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.

(8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.

(9) are a multi-state adviser relying on rule 203A-2(e);

See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.

(10) are an Internet investment adviser relying on rule 203A-2(f);

See Part 1A Instructions 2.h. to determine whether you should check this box.

(11) have received an SEC *order* exempting you from the prohibition against registration with the SEC;

If you checked this box, complete Section 2.A(11) of Schedule D.

(12) are no longer eligible to remain registered with the SEC.

See Part 1A Instructions 2.i. to determine whether you should check this box.

B. Under state laws, SEC-registered advisers may be required to provide to *state securities authorities* a copy of the Form ADV and any amendments they file with the SEC. These are called *notice filings*. If this is an initial application, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to direct your *notice filings* to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings you submit to the SEC. If this is an amendment to your registration to stop your *notice filings* from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input checked="" type="checkbox"/> MO	<input checked="" type="checkbox"/> PA
<input type="checkbox"/> AK	<input checked="" type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input checked="" type="checkbox"/> NV	<input type="checkbox"/> SC
<input checked="" type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input checked="" type="checkbox"/> DE	<input type="checkbox"/> ME	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> VT
<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input checked="" type="checkbox"/> MN	<input type="checkbox"/> OK	<input checked="" type="checkbox"/> WA
<input checked="" type="checkbox"/> HI	<input type="checkbox"/> MS	<input checked="" type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

If you are amending your registration to stop your notice filings from going to a state that currently receives them and you do not want to pay that state's notice filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

Item 3 Form Of Organization

A. How are you organized?

- Corporation
 Sole Proprietorship
 Limited Liability Partnership (LLP)
 Partnership
 Limited Liability Company (LLC)
 Other (specify):

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

<p>December</p> <p>C. Under the laws of what state or country are you organized?</p> <p>State: Country: California UNITED STATES</p>
--

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX	IARD/CRD Number: 104596
Rev. 02/2005	

Item 4 Successions	
<p>A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?</p> <p><i>If "yes," complete Item 4.B. and Section 4 of Schedule D.</i></p> <p>B. Date of Succession: (MM/DD/YYYY)</p>	<p>YES NO</p> <p><input type="radio"/> <input checked="" type="radio"/></p>

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

FORM ADV.

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

Item 5 Information About Your Advisory Business

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly-formed advisers for completing this Item 5.

Employees

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.

- 1- 5 6-10 11-50 51-250 251-500
 501-1,000 More than 1,000 If more than 1,000, how many? (round to the nearest 1,000)

B.

(1) Approximately how many of these *employees* perform investment advisory functions (including research)?

- 0 1-5 6-10 11-50 51-250
 251-500 501-1,000 More than 1,000 If more than 1,000, how many? (round to the nearest 1,000)

(2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

- 0 1-5 6-10 11-50 51-250
 251-500 501-1,000 More than 1,000 If more than 1,000, how many? (round to the nearest 1,000)

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Items 5.A(1) and 5.B(2). If an employee performs more than one function, you should count that employee in each of your responses to Item 5.B(1) and 5.B(2).

(3) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

- 0 1-5 6-10 11-50 51-250
 251-500 501-1,000 More than 1,000 If more than 1,000, how many? (round to the nearest 1,000)

In your response to Item 5.B(3), do not count any of your employees and count a firm only once -- do not count each of the firm's employees that solicit on your behalf.

Clients

C. To approximately how many *clients* did you provide investment advisory services during your most-recently completed fiscal year?

- 0 1-10 11-25 26-100 101-250
 251-500 More than 500 If more than 500, how many? (round to the nearest 500)

D. What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
(1) Individuals (other than <i>high net worth Individuals</i>)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(2) <i>High net worth Individuals</i>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>
(3) Banking or thrift institutions	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(4) Investment companies (including mutual funds)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(5) Pension and profit sharing plans (other than plan participants)	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(6) Other pooled investment vehicles (e.g., hedge						

- | | | | | | | |
|---|-----------------------|----------------------------------|----------------------------------|-----------------------|-----------------------|-----------------------|
| funds) | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (7) Charitable organizations | <input type="radio"/> | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (8) Corporations or other businesses not listed above | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (9) State or municipal <i>government entities</i> | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (10) Other: UNION/TAFT-HARTLEY | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D(4).

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) Performance-based fees
- (7) Other (specify):

Assets Under Management

- F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios? YES NO
- (2) If yes, what is the amount of your assets under management and total number of accounts?
- | | U.S. Dollar Amount | Total Number of Accounts |
|--------------------|------------------------|--------------------------|
| Discretionary: | (a) \$ 171287780000.00 | (d) 916 |
| Non-Discretionary: | (b) \$ 1173471000.00 | (e) 3 |
| Total: | (c) \$ 172461251000.00 | (f) 919 |

Part 1A Instruction 5.b. explains how to calculate your assets under management. You must follow these instructions carefully when completing this item.

Advisory Activities

G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services

- B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?
- (2) If yes, is this other business your primary business?
If "yes," describe this other business on Section 6.B. of Schedule D.
- (3) Do you sell products or provide services other than investment advice to your advisory clients?
- YES NO

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UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

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Item 7 Financial Industry Affiliations

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

Item 7 requires you to provide information about you and your related persons. Your related persons are all of your advisory affiliates and any person that is under common control with you.

A. You have a related person that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (2) investment company (including mutual funds)
- (3) other investment adviser (including financial planners)
- (4) futures commission merchant, commodity pool operator, or commodity trading advisor
- (5) banking or thrift institution
- (6) accountant or accounting firm
- (7) lawyer or law firm

- (8) Insurance company or agency
 (9) pension consultant
 (10) real estate broker or dealer
 (11) sponsor or syndicator of limited partnerships

If you checked Item 7.A(3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers. If you checked Item 7.A(1), you may elect to list on Section 7.A. of Schedule D all your related persons that are broker-dealers. If you choose to list a related broker-dealer, the IARD will accept a single Form U-4 to register an investment adviser representative who also is a broker-dealer agent ("registered rep") of that related broker-dealer.

YES NO

- B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D. If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.

To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D: (1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of your Schedule D; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.

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Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*.

Proprietary Interest in Client TransactionsA. Do you or any *related person*:

- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?

Yes No

- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))?

Sales Interest in Client Transactions

- B. Do you or any *related person*:** **Yes No**
- (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory *client* securities are sold to or bought from the brokerage customer (agency cross transactions)?
 - (2) recommend purchase of securities to advisory *clients* for which you or any *related person* serves as underwriter, general or managing partner, or purchaser representative?
 - (3) recommend purchase or sale of securities to advisory *clients* for which you or any *related person* has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?

Investment or Brokerage Discretion

- C. Do you or any *related person* have *discretionary authority* to determine the:** **Yes No**
- (1) securities to be bought or sold for a *client's* account?
 - (2) amount of securities to be bought or sold for a *client's* account?
 - (3) broker or dealer to be used for a purchase or sale of securities for a *client's* account?
 - (4) commission rates to be paid to a broker or dealer for a *client's* securities transactions?
- D. Do you or any *related person* recommend brokers or dealers to *clients*?**
- E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions?**
- F. Do you or any *related person*, directly or indirectly, compensate any person for *client* referrals?**

In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

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Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets. If you are registering or registered with the SEC and you deduct your advisory fees directly from your *clients'* accounts but you do not otherwise have *custody* of your *clients'* funds or securities, you may answer "no" to Item 9A.(1) and 9A.(2).

- A. Do you have *custody* of any advisory *clients'*:** **Yes No**

(1) cash or bank accounts?	<input type="radio"/>	<input checked="" type="checkbox"/>
(2) securities?	<input type="radio"/>	<input checked="" type="checkbox"/>
B. Do any of your <i>related persons</i> have <i>custody</i> of any of your advisory <i>clients</i> ':		
(1) cash or bank accounts?	<input type="radio"/>	<input checked="" type="checkbox"/>
(2) securities?	<input type="radio"/>	<input checked="" type="checkbox"/>
C. If you answered "yes" to either Item 9.B(1) or 9.B(2), is that <i>related person</i> a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934?		
	<input type="radio"/>	<input type="radio"/>

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Item 10 Control Persons
<p>In this Item, we ask you to identify every <i>person</i> that, directly or indirectly, <i>controls</i> you.</p> <p>If you are submitting an initial application, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you</p>

filed with your Initial application, you must complete Schedule C.

Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

If yes, complete Section 10 of Schedule D.

YES NO



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Item 11 Disclosure Information

In this Item, we ask for Information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this Information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the

questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

For "yes" answers to the following questions, complete a Criminal Action DRP:

- A. In the past ten years, have you or any *advisory affiliate*:
- | | YES | NO |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.A(2) to charges that are currently pending.

- B. In the past ten years, have you or any *advisory affiliate*:
- | | | |
|--|-----------------------|----------------------------------|
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)? | <input type="radio"/> | <input checked="" type="radio"/> |

If you are registered or registering with the SEC, you may limit your response to Item 11.B(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:
- | | YES | NO |
|--|-----------------------|----------------------------------|
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes? | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | <input type="radio"/> | <input checked="" type="radio"/> |

(5) Imposed a civil money penalty on you or any *advisory affiliate*, or ordered you or any *advisory affiliate* to cease and desist from any activity?

D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:

(1) ever found you or any *advisory affiliate* to have made a false statement or omission, or been dishonest, unfair, or unethical?

(2) ever found you or any *advisory affiliate* to have been involved in a violation of investment-related regulations or statutes?

(3) ever found you or any *advisory affiliate* to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

(4) In the past ten years, entered an order against you or any *advisory affiliate* in connection with an investment-related activity?

(5) ever denied, suspended, or revoked your or any *advisory affiliate's* registration or license, or otherwise prevented you or any *advisory affiliate*, by order, from associating with an investment-related business or restricted your or any *advisory affiliate's* activity?

E. Has any self-regulatory organization or commodities exchange ever:

(1) found you or any *advisory affiliate* to have made a false statement or omission?

(2) found you or any *advisory affiliate* to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?

(3) found you or any *advisory affiliate* to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?

(4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?

G. Are you or any *advisory affiliate* now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

H. (1) Has any domestic or foreign court: **YES NO**

(a) In the past ten years, enjoined you or any *advisory affiliate* in connection with any investment-related activity?

(b) ever found that you or any *advisory affiliate* were involved in a violation of investment-related statutes or regulations?

(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any *advisory affiliate* by a state or foreign financial regulatory authority?

(2) Are you or any *advisory affiliate* now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H(1)?

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Item 12 Small Business

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F(2)(c) that you have assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to control the other *person*.

- | | YES | NO |
|---|-----------------------|-----------------------|
| A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
| <i>If "yes," you do not need to answer Items 12.B. and 12.C.</i> | | |
| B. Do you: | | |
| (1) <i>control</i> another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
| (2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
| C. Are you: | | |
| (1) <i>controlled by</i> or under common <i>control</i> with another investment adviser that had assets under management of \$25 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |
| (2) <i>controlled by</i> or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | <input type="radio"/> | <input type="radio"/> |

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Part 2 Brochures

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Form ADV, Schedule A

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.

2. Direct Owners and Executive Officers. List below the names of:

- (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;
- (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (I) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (II) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (c) If you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
- (d) In the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
- (e) If you are organized as a limited liability company ("LLC"), (I) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (II) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? Yes No

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are:

NA - less than 5%	B - 10% but less than 25%	D - 50% but less than 75%
A - 5% but less than 10%	C - 25% but less than 50%	E - 75% or more

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or

15(d) of the Exchange Act.

(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
GUNN, JOHN, ALBERT	I	CHAIRMAN & DIRECTOR	01/2007	B	Y	N	1999440
OLIVIER, KENNETH, EDWARD	I	PRESIDENT, CEO, & DIRECTOR	03/2010	A	Y	N	2125406
EMERY, DANA, MORTON	I	EXECUTIVE VP, DIRECTOR OF FIXED INCOME, & DIRECTOR	12/2005	A	Y	N	2155886
MISTELE, THOMAS, MARTIN	I	GENERAL COUNSEL, COO, SECRETARY, & DIRECTOR	03/2005	NA	Y	N	1909004
LOLL, JOHN, MICHAEL	I	VP & TREASURER	01/2000	NA	Y	N	2959094
POHL, CHARLES, FREDERICK	I	SENIOR VP, CIO, & DIRECTOR	01/2007	A	Y	N	2958878
CAMERON, C., BRYAN	I	VP & DIRECTOR OF RESEARCH	01/2007	A	Y	N	2958910
PRIMAS, KATHERINE, MARIE	I	CHIEF COMPLIANCE OFFICER	11/2008	NA	N	N	2521516

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Form ADV, Schedule B**Indirect Owners**

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - In the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) In the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) In the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- | | |
|---------------------------|--|
| C - 25% but less than 50% | E - 75% or more |
| D - 50% but less than 75% | F - Other (general partner, trustee, or elected manager) |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- (c) Complete each column.

No Indirect Owner Information Filed

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

Form ADV, Schedule D

Section 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

No Information Filed

Section 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

Section 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

World Wide Web Site Address: WWW.DODGEANDCOX.COM

World Wide Web Site Address: PRIVATECLIENT.DODGEANDCOX.COM

Section 1.K. Locations of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

Name of entity where books and records are kept:

DATA SAFE

Number and Street 1:

574 ECCLES

Number and Street 2:

City:

SOUTH SAN FRANCISCO

State:

CA

Country:

USA

ZIP+4/Postal Code:

94080

If this address is a private residence, check this box:

Telephone Number:

650-875-3800

Facsimile number:

650-875-7495

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location.

STORAGE FACILITY FOR CLIENT CORRESPONDENCE, CUSTODIAN STATEMENTS, BROKER/TRANSACTION STATEMENTS, PROXY FILES, BACK-UP COMPUTER TAPES, MICROFILM OF CLIENT RECORDS

Section 1.L. Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

Section 2.A(7) Affiliated Adviser

No Information Filed

Section 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
 I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

Section 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an Investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an Investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an Investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an Investment adviser with the securities authorities in those states.

Section 2.A(11) SEC Exemptive Order

No Information Filed

Section 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

Section 5.I(2) Wrap Fee Programs

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

Section 6.B. Description of Primary Business

No Information Filed

Section 7.A. Affiliated Investment Advisers and Broker-Dealers

You MUST complete the following information for each investment adviser with whom you are affiliated. You MAY complete the following information for each broker-dealer with whom you are affiliated. You must complete a separate Schedule D Page 3 for each listed affiliate.

Legal Name of Affiliate:
DODGE & COX WORLDWIDE INVESTMENTS LTD.

Primary Business Name of Affiliate:
DODGE & COX WORLDWIDE INVESTMENTS LTD. (UK)

Affiliate is (check only one box):

- Investment Adviser

Broker - Dealer

Dual (Investment Adviser and Broker-Dealer)

Affiliated Investment Adviser's SEC File Number (If any)
801-

Affiliate's CRD Number (If any):

Section 7.B. Limited Partnership Participation or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

No Information Filed

Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

No Information Filed

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

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Form ADV, DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: DODGE & COX

IARD/CRD Number: 104596

Rev. 02/2005

Form ADV, Signature Page

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a

notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the Investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: THOMAS M. MISTELE	Date: MM/DD/YYYY 03/31/2010
Printed Name: THOMAS M. MISTELE	Title: CHIEF OPERATING OFFICER AND SECRETARY
Adviser CRD Number: 104596	

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for SEC registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be

binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: _____ Date: MM/DD/YYYY

Printed Name: _____ Title: _____

Adviser CRD Number:
104596

State Registered Investment Adviser Execution Page

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (I) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (II) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration or amending your registration.

2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits

and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature	Date MM/DD/YYYY
CRD Number 104596	
Printed Name	Title