

FILEONE, LLC.FIFTH AMENDMENT TO SOFTWARE SERVICE AGREEMENT

This Fifth Amendment ("Amendment") shall be deemed a material part of that certain Software Services Agreement by and between FileONE, Inc., a North Carolina corporation ("FileONE") with Federal Identification Number 56-2137429, having its principal offices at 5520 Dillard Drive, Suite 280, Cary, NC, acting through its President, Robert Sydnor and the Department of State of Puerto Rico ("Customer"), with Corporate Social Security Number, 660-43-3481, acting through its Secretary, Hon. Kenneth D. McClintock, of legal age, married and resident of San Juan, Puerto Rico, with an address of P.O. Box 9023271, San Juan, PR 00902-3271 ("Initial Agreement") as amended by a First Amendment to Agreement dated February 5th, 2010 ("First Amendment"), a Second Amendment to Agreement dated December 28, 2010 ("Second Amendment"), a Third Amendment to Agreement dated September 2, 2011 ("Third Amendment") and a Fourth Amendment to Agreement dated October 25, 2011 (Initial Agreement, First Amendment, Second Amendment, Third Amendment, and the Fourth Amendment are collectively referred to as the "Agreement"). The terms of this Amendment shall modify and supersede any and all inconsistent terms of the Agreement. Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Agreement.

RECITALS

WHEREAS, FileONE and Customer entered into the Agreement under which FileONE will be supplying its SystemWorks business filing systems and other related services to Customer;

WHEREAS, both FileONE and Customer wish to make a fifth amendment to the Agreement with respect to said services FileONE will be providing to the Customer;

WHEREAS, Effective October 1, 2011, FileONE changed its form of legal entity from a C-corporation to a limited liability company. As a result of the foregoing and by operation of law, FileONE, LLC has assumed all rights and obligations set forth under this Agreement;

WHEREAS, the Agreement is a valid and subsisting agreement between FileONE and Customer and both parties shall continue to be bound by the terms and conditions of the Agreement not otherwise amended herein

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Incorporation of Recitals. The foregoing recitals are hereby specifically incorporated into, and deemed a material part of, this Amendment.

2. Additional Services. A new Section 2.16 is hereby added to the Agreement as follows.

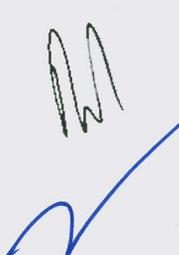
"2.16 Additional Services Provided by FileONE. FileONE shall provide certain additional services ("Additional Services") to the Customer in accordance with the terms of this Agreement and FileONE's proposal set forth on Attachment 7 attached hereto and fully incorporated herein by this reference. For all purposes under this Agreement, the Additional Services to be performed by FileONE as set forth on Attachment 7 shall be included in the definition of Services as set forth in and used throughout this Agreement. Generally, the Additional Services to be provided by FileONE shall include: Trademark Backlog, Initial

Application Review; Onsite Attorney Assistant Resourcing; Onsite Indexing and Processing, Post Go-Live; Trademark Design Phase; Trademark Beta Program; Trademark Ownership Mapping; Trademark Accounts and Smart Search Subscription; Sensitive Data Security Audit & Redaction; Corporation & Trademark Puerto Rico Department of State ("PRDOS") Subscription & Bulk Download; Corporations & Trademark Mobile and Tablet Applications; Trademark Office Redesign & Implementation; PRDOS Instructional Videos; Virtual Waiting Room & Appointment System; PRDOS Stakeholder User Group; Education Outreach & End-User PRDOS Event Training; PRDOS Booth at Local PR Events; and Onsite Support Resources & Dedicated Call Center. In exchange for FileONE's performance of the Additional Services, Customer shall pay FileONE the amounts set forth on Attachment 2 and in accordance with the payment schedule on Attachment 2. The Customer acknowledges and agrees that FileONE may utilize the services of third party entities and/or subcontractors to perform some or all of the Additional Services contemplated herein. FileONE acknowledges and agrees that in the event any of the Additional Services are subcontracted, FileONE shall remain responsible for the satisfactory performance of the Additional Services included in any subcontract agreement FileONE may enter into."

3. **Cancellation.** Section 3.8.5 of the Agreement is hereby deleted in its entirety and replaced in its entirety with the following:

"**3.8.5 Cancellation.** This Agreement may be cancelled by Customer only in the event that the Governor, as of the Effective Date of this Agreement, is not re-elected during the Government of Puerto Rico's November 2012 General Election. Customer must exercise this right to cancel by providing written notice to FileONE within one-hundred eighty (180) calendar days after such new Governor is formally installed into office, which cancellation shall in no event be effective prior to June 30, 2013. In the event that Customer does not exercise the right to cancel within such one-hundred eighty (180) calendar day period, such right shall be of no further force and effect. In no other event may the Customer cancel this Agreement except as a result of an uncured material breach by FileONE as set forth in Section 3.8.3 above. In the event the Customer cancels this Agreement in accordance with the terms set forth in Section 3.8.5, the provisions of Section 3.10 shall apply."

4. **Confidential Information.** Section 2.10 of the Agreement is hereby deleted in its entirety and replaced in its entirety with the following:

"**2.10 Confidential Information.** For purposes of this Agreement, confidential information shall include Customer Data, and any information that is clearly identified in writing at the time of disclosure as confidential ("Confidential Information"). Each party agrees: (a) to keep confidential all Confidential Information disclosed to it by the other party or by a third-party; (b) not to use the Confidential Information of the other party except to the extent necessary to perform its obligations or exercise rights under this Agreement; and (c) to protect the confidentiality thereof in the same manner as it protects the confidentiality of similar information and data of its own (at all times exercising at least a reasonable degree of care in the protection of such Confidential Information) and to make Confidential Information available to authorized persons only on a "need to know" basis. Either party may disclose Confidential Information on a need-to-know basis to its contractors who have executed written agreements requiring them to maintain such information in strict confidence (or that are otherwise required by law to maintain confidence) and use it only to facilitate the performance of their services in connection with the performance of this Agreement. Confidential Information shall not include information which: (1) is known publicly; (2) is generally known in the industry before disclosure; (3) has become known publicly, without fault of the recipient, subsequent to disclosure by the disclosing party; or (4) the recipient becomes aware of from a third party not bound by non-disclosure obligations to the disclosing party and with the lawful right to disclose such information to the recipient. Notwithstanding the foregoing, this Section 2.10 will not prohibit the disclosure of Confidential Information to the extent that such disclosure is permitted by law or order of a court or other

governmental authority or regulation so long as it shall (x) first notify the disclosing party of such request, requirement or proposal; (y) in the case of a required disclosure, furnish only such portion of the Confidential Information as it is advised in writing by counsel that it is legally required to disclose; and (z) cooperate with the disclosing party in its efforts to obtain an order or other reliable assurance that confidential treatment will be accorded to that portion of the Confidential Information that is required to be disclosed. With respect to any information received by either party from the other as a result of any other relationship between the parties other than in the course of performance under this Agreement (i.e., business development, partnership, alliance, etc.), the parties will abide by the terms and conditions of any applicable Nondisclosure Agreement (or similar agreement) executed between the parties.

FileONE is authorized to exchange information with the Chief Information Officer for the Government of Puerto Rico and any other Government agency. Disclosure of Customer's Confidential Information to the Chief Information Officer or any other agency will require FileONE to notify the DEPARTMENT via email. If Customer has any doubt regarding the information requested, Customer shall contact the concerned agency or the Chief Information Officer.

FileONE's system will support and provide for the transfer of information to and from other agencies of the Government of Puerto Rico, for investigation, integration of electronic services and other purposes, as required by the Government of Puerto Rico. FileONE shall make the necessary reasonable modifications to database and/or software, that permits such transfer of information."

5. **Effect of Cancellation/Termination by Customer.** Section 3.10 of the Agreement is hereby deleted in its entirety and replaced in its entirety with the following:

"3.10 **Effect of Cancellation/Termination by Customer.** Customer acknowledges and understands that the Services being provided by FileONE hereunder are being provided under a transactional funding model. As such, FileONE does not collect payments from the Customer as Services are rendered by FileONE; rather, FileONE collects its payments in arrears for Services rendered over an extended period of time through Customer's collection of filing transaction fees. Therefore and in order to comply Title 23 Section 108 of the Laws of Puerto Rico, the parties agree that in the event the Customer exercises its option to cancel this Agreement pursuant to Section 3.8.5 above, the Customer agrees to pay FileONE the lesser of (i) all due, but unpaid, invoices for deliverables provided and services rendered by FileONE up through the effective date of such cancellation; or (ii) five million dollars (\$5,000,000.00). FileONE shall submit to the Customer all applicable invoices within thirty (30) days from the effective date of cancellation. Such invoices shall not include payment for FileONE's transaction filing fees as set forth in Section A of Attachment 2. The Customer agrees to pay FileONE within thirty (30) days of its receipt of FileONE's invoices."

6. **Attachments to Agreement.** Attachments 2 and 3 to the Agreement are hereby deleted in their entirety and replaced in their entirety with Attachments 2 and 3 attached hereto and fully incorporated herein by this reference. In addition, a new Attachment 7, attached hereto and fully incorporated by this reference, is hereby added to the Agreement.

7. **Continuing Validity of Agreement.** Except as specifically set forth in this Amendment, all remaining terms and conditions of the Agreement shall remain in full force and effect.

EXECUTED as of the 27th day of April, 2012.

FileONE, LLC,
acting through its President,
Robert Snyder

By: [Signature]
Its: President

S.S.P. 562-137429

Department of State of Puerto Rico
acting through its Secretary,
Hon. Kenneth D. McClintock

By: [Signature]
Its: Secretary

S.S.P. 660-63-7290

ATTACHMENT 2

Services Transactional Fees, Payment Processing Schedule and Back File Services Fees and Payment Schedule

A **Transaction Fees.** Customer shall pay the following transactions fees for the use of the Hosted Software and Service provided by FileONE under the Agreement:

Customer Filing Charge Per Transaction	FileONE Fee
\$1 - \$14	\$1
\$15 - \$24	\$2
\$25 - \$74	\$3
\$75 - \$99	\$4
\$100 and up	\$5
Annual Reports, Non-Profits	\$2
Annual Reports, All Other Types	\$15
Trademark/Tradenname Standard Fee	15% of all Customer Trademark/Tradenname fees
Trademark/Tradenname Penalty Fee	15% of all Customer Trademark/Tradenname penalties

Notes on Pricing:

1. All fees associated with the processing of the business filing, trademark, and tradenname transactions including, but not limited to, banking fees, service fees, processing fees, credit card association fees and all other processing fees shall be the responsibility of the Customer and shall be deducted from the amounts payable to Customer as set forth in Section 3 below.
2. **Payment Processing; Establishment of Accounts.** Prior to the "Go Live" date of the Hosted Software, FileONE shall open a Hosted Software Operating Account ("HSA") which shall be maintained separately for the Customer and under the ownership of FileONE. Ownership of all accounts used to receive revenue for the operation of the Hosted Software shall be in the name of FileONE. It is to this account that all Hosted Software revenue shall be deposited and from which disbursements shall be made as provided in Section 3 below.
3. **Payment Processing; Disbursement of Funds.** All fees received by the Customer for filings processed through the Hosted Software and Service shall be deposited in the HSA. At the end of each month, FileONE shall deduct all applicable charges as set forth in Section 1 of Attachment 2 as fees due to FileONE for the use by the Customer of the Hosted Software. In addition, FileONE shall deduct all fees associated with processing the business filing, filing, trademark, and tradenname transactions including, but not limited to, banking fees, service fees, processing fees, credit card association fees and all other processing fees which are associated with the processing of the business filing transactions. After deducting the total of all charges due for the month from the HSA, FileONE shall send a check for the remaining funds, payable to *Secretario de Hacienda, to Departamento de Estado, Oficina de Presupuesto y*

Finanzas, PO Box 9023271, San Juan, PR 00902-3271. FileONE shall also provide to the Customer at the end of each month, a report identifying the total transactions which took place during the month, the total revenue received in the HSOA and all applicable deductions related to FileONE's charges associated with the use of the Hosted Software (the "Monthly Transaction Report"). If the Customer disputes any information set forth on the Monthly Transaction Report, Customer shall within ten (10) days of its receipt of the Monthly Transaction Report, notify FileONE in writing and the parties shall work together to identify and resolve any disputed items within ten (10) days after FileONE's receipt of such notice.

B. Corporation and Trademark/Tradename Back File Services Fees and Payment Schedule.

Customer shall pay the following fees for FileONE's performance of the Corporation and Trademark/Tradename Back File Services in accordance with the payment schedule set forth below. Any changes to the pricing and/or payment schedule as set forth below shall be mutually agreed upon, in writing, by the parties and set form in an amendment to the Agreement. Payments retained by FileONE shall not exceed 40% of the corporation fees received by the Customer whether received through the HSOA account or through the Customer's voucher system. The remaining 60% belongs to the General Fund of the Commonwealth of Puerto Rico. For the avoidance of doubt and by way of example, if the Customer receives fees in the amount of \$500,000 through the HSOA account and \$500,000 through the Customer's voucher system, the total of \$1,000,000 shall be eligible for payment to FileONE based on the forgoing percentages for the Services to be performed by FileONE hereunder. Therefore, FileONE shall be entitled to payment in the amount of \$400,000 based on a total amount received by the Customer in the amount of \$1,000,000. Notwithstanding the foregoing, the Customer shall at all times remain responsible for the payment of all fees associated with the Services to be performed by FileONE hereunder whether or not such fees are available for payment when due.

B.1 Corporation Back File Services Fee Table

Milestone	Project Payment	Payment Date	Services Delivered
Project Definition and Analysis Deliverable	\$250,000	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Delivery of Corporation Back File Service Plan, Project Schedule and Project Design and Solution Report
Payment for 1 st Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment. For the first month
Payment for 2 nd Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the second month
Payment for 3 rd Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the third month
Payment for 4 th Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging

Payment for 5 th Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	environment for the fourth month Deployment of the Customer processed documents and data to the Customer's staging environment for the fifth month
Payment for 6 th Month of Corporation Back File Documents Processed	\$251,084	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the six month
Additional Filing Charge Per Transaction--Annual Report Filing * <i>Applied to all 2010 except Non-Profits</i>	\$8.00	Paid according to Item A-3	
Additional Filing Charge Per Transaction--Annual Report Filing * <i>Applied to all 2010 Non-Profits</i>	\$2.50	Paid according to Item A-3	
Additional Filing Charge Per Transaction--Annual Report Filing * <i>Applied to all 2011 except Non-Profits</i>	\$8.00	Paid according to Item A-3	
Additional Filing Charge Per Transaction--Annual Report Filing * <i>Applied to all 2011 Non-Profits</i>	\$2.50	Paid according to Item A-3	
Annual Report (AR) Penalty Fee* <i>Applied to all Full Penalties and Grace Program Penalties for any year AR</i>	15% of penalty	Paid according to Item A-3	

* Fees are in addition to the original SystemWORKS filing fees set forth in Section A of Attachment 2. Unless otherwise noted, all payments are due within thirty (30) calendar days of Customer's receipt of FileONE's invoice. In the event the Customer has failed to make a payment within sixty (60) calendar days of when such payment is due, the parties shall immediately schedule a meeting to discuss the progress of the project as well as to ensure the Customer has the appropriate funds available to pay FileONE for the Services being provided hereunder.

Note: Pricing in the table above is based on maximum volumes as set forth in item D, Table D.1 below. In order to provide any indexing and/or data/image processing services in excess of the maximum volumes set forth in item 3 below, the parties shall execute a new amendment to the Agreement, which will be billed in accordance with the rates set forth in item D, Table D.1 below. Such amendment shall be fully executed by the parties prior to the performance any additional services by FILEONE.

B.2 Trademark/Tradename Back File Services Fee Table

Milestone	Project Payment	Payment Date	Services Delivered
Project Definition and Analysis Deliverable	\$250,000	Paid upon a sufficient transaction amount balance is available in the transaction account to cover the payment amount due	Delivery of Trademark and Tradename Back File Service Plan, Project Schedule and Project Design and Solution Report.
FileONE Trademark/ Tradename Back File Indexing, Data/Image Processing, 1 st Deliverable	\$452,204	Paid upon a sufficient transaction amount balance available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the first deliverable
FileONE Trademark/ Tradename Back File Indexing, Data/Image Processing, 2 nd Deliverable	\$452,204	Paid upon a sufficient transaction amount balance available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the second deliverable
FileONE Trademark/ Tradename Back File Indexing, Data/Image Processing, 3 rd Deliverable	\$452,204	Paid upon a sufficient transaction amount balance available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the third deliverable
FileONE Trademark/ Tradename Back File Indexing, Data/Image Processing, 4 th Deliverable	\$452,204	Paid upon a sufficient transaction amount balance available in the transaction account to cover the payment amount due	Deployment of the Customer processed documents and data to the Customer's staging environment for the fourth deliverable
Additional Filing Charge Per Transaction--Annual Report Filing * <i>Applied to all 2011 except Non-Profits</i>	\$14.00	Paid according to Item A-3	

* Fees are in addition to the original SystemWORKS filing fees set forth in Section A of Attachment 2. Unless otherwise noted, all payments are due within thirty (30) calendar days of Customers receipt of FileONE's invoice. In the event the Customer has failed to make a payment within sixty (60) calendar days of when such payment is due, the parties shall immediately schedule a meeting to discuss the progress of the project as well as to ensure the Customer has the appropriate funds available to pay FileONE for the Services being provided hereunder.

Note: Pricing in the table above is based on maximum volumes as set forth in item D, Table D.2 below. In order to provide any indexing and/or data/image processing services in excess of the maximum volumes set forth in item 3 below, the parties shall execute a new amendment to the Agreement, which will be billed in accordance with the rates set forth in item D, Table D.2 below. Such amendment shall be fully executed by the parties prior to the performance any additional services by FILEONE

C. Corporation, Trademark/Tradename, Back-File and Additional Services Invoices. Services provided by FileONE to the Customer for the Project Definition and Analysis Deliverable Milestone, the Corporation and Trademark/Tradename Back File Documents Processed Milestones and the payment for the additional Back File Services in excess of the maximum volumes set forth in the Second Amendment as well as the Additional Services set forth in Section E of this Attachment 2 shall be calculated up to a maximum of **thirteen million**

seven hundred seven thousand four hundred twenty dollars (\$13,707,420.00), which does not include four million ninety one thousand three hundred seventy one dollars (\$4,091,371.00) of additional optional services in the event the Customer exercises its option to purchase such additional optional services as set forth in Section E.1 below. If Customer exercises its option to purchase such additional optional services, as set forth in Section E.1 below, the maximum shall be calculated up to a maximum of **seventeen million seven hundred ninety eight thousand seven hundred ninety-one dollars (\$17,798,791.00)**. Any excess on both scenarios should be extended by mutual written agreement by the parties. **For the avoidance of doubt, the above mentioned maximum amounts do not include any amounts that may be billed separately by FileONE for charges associated with the additional filing charge per transaction – Annual Report Filing Milestone, AR Penalty Fee, Trademark/Tradename Filing Milestone, and the Trademark/Tradename Penalty Fee.** FileONE shall provide all services to the Customer in accordance with the terms of this Agreement and FILEONE's proposal set forth on Attachments 5, 6 and 7. Invoices submitted by FileONE to Customer will comply with the following:

1. According to the Department of the Treasury of Puerto Rico Circular Letter No. 1300-02-10 dated on July 14th 2009, FileONE should submit to Customer an invoice for services rendered no later than ten (10) days after the beginning of the following month.
2. Invoices submitted by FileONE to Customer will be itemized and should include: FileONE's letterhead, date of invoice, date or dates in which services were rendered, detail of the work performed, total quantity invoiced for the services and any other reasonable information requested by the Customer or its authorized representative needed to authorize and process payment of invoice.
3. Invoices should be certified as correct by the Assistant Secretary of Services in order to process payment.
4. Invoices should also comply with Executive Order No. OE-2001-73 and Law No. 84 of 2002, as amended, "Code of Ethics for Contractors", 3 PR Stats. Ann § 1756, and each shall include the following Certification:

Under penalty of absolute nullity, I certify that no public servant of the government entity is a party to or has an interest in the profits or benefits that are the product of the contract subject of this invoice, and to be a party to or have an interest in the profits or benefits of resulting from the contract, under this invoice a prior dispensation has been issued. The sole consideration to furnish the contracted goods or services subject of the contract is the payment agreed upon with the authorized representative of the government entity. The amount that appears in the invoice is fair and correct. The work has been performed, the products have been delivered and the services rendered, and no payment has been received for them.

D. Exceeded Volume for the Back File Services FileONE is hereby warned that any excess of services rendered not authorized by an Amendment to the Agreement will in no way be responsibility of the Customer. Any service not considered in this Agreement will be the total responsibility of FileONE. The parties agree that FileONE will not incur in any obligations or expenses without the written consent of the Customer.

D.1 Exceeded Volume Pricing For the Corporation Back File Services. The FileONE price in item B.1 above is based on assumed deliverable volumes in the table below, which were estimated in good faith by FileONE based on the information and documentation provided by the Customer. If volumes exceed the quoted thresholds, items will be priced according to the table below, after the execution of a new amendment to the agreement by the parties. By way of example, if the actual number of 2009 ARs requiring full indexing was 41,000, then the PRDOS would pay \$4,000 [calculated as 41,000-40,000 * \$4.00] above the Included in Item B.1-Back File Services Fees and Payment Schedule.

Task	Description	Pricing
2009 Full Capture	- Full Indexing of up to 40,000 filings	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional scanning and Basic Indexing above 320,000 pages	\$0.72 per page
	- Additional Full Indexing above 40,000 filings	\$3.60 per filing
2007-2008 Box Capture	- Scan up to 41,000 filings and up to 328,000 pages - Basic indexing of 328,000 scanned pages - Full Indexing of up to 4,000 filings	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional scanning and Basic Indexing above 328,000 pages	\$0.72 per page
	- Additional Full Indexing above 4,000 filings	\$3.60 per filing
2006-2008 File Capture	- Scan up to 65,000 pulled file folders and up to 2,275,000 pages - Basic indexing of 2,275,000 scanned pages - Full Indexing of up to 3,000 filings	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional scanning and Basic Indexing above 2,275,000 pages	\$0.72 per page
	- Additional Full Indexing above 3,000 filings	\$3.60 per filing
	- Additional pull of file folders above 65,000 folders	\$1.80 per folder
Name Change Amendments for 2009 ARs only	- Name Change Research of up to 200 2009 Annual Reports - Searching and locating up to 200 Name Change Amendments in scanned file folder - Updating up to 200 Corporation records based on Formation document or NCA found in scanned file folder	Included in Item 2-Back File Services Fees and Payment Schedule
	- Name Change Research above 200 2009 Annual Reports - Searching and locating Name Change Amendments in scanned file folder exceeding 200 documents - Updating Corporation records based on Formation document or NCA found in scanned file folder exceeding 200 documents	\$0.90 per Corporation researched \$0.90 per update
Redaction of AR Forms	- Redaction of up to 400,000 pages of standard AR forms for 2006 -2009 ARs	Included in Item 2-Back File Services Fees and Payment Schedule
	- Redaction of additional AR form pages above 400,000	\$0.36 per page
Microfilm of images	- Microfilm of up to 2,900,000 FileONE scanned images	Included in Item 2-Back File Services Fees and Payment Schedule
	- Microfilm of additional pages above 2,900,000	\$0.08 per page

Task	Description	Pricing
Wet Boxes	- Processing of up to the 10,500 wet pages	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional wet document pages above 10,500	\$0.45 per page
Pick and Pull Services	- Corporation folder pull up to 65,000 "Active" Corporation folders.	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional Corporation folder pulls above 65,000	\$0.90 per folder
Storage 1 year term Paper	- First year Paper Storage of Scanned Documents	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional paper storage years beyond the first year	\$9,000 per year after the first year
Storage 1 year term microfilm	- First year Storage of Microfilm	Included in Item 2-Back File Services Fees and Payment Schedule
	- Additional microfilm storage years beyond the first year	\$9,000 per year after the first year
2009 AR Research and Rejection Processing	- Review of up to 10,000 2009 Annual Reports flagged for rejection before printing and sending	Included in fixed price and 15% penalty fee
	- Additional review of 2009 Annual Reports flagged for rejection before printing and sending above 10,000 Annual Reports	\$1.80 per filing
	- Stuffing up to 10,000 envelopes and preparing printed rejections for mailing	Included in fixed price and 15% penalty fee
	- Additional stuffing of envelopes and preparing printed rejections for mailing above 10,000 rejections	\$0.22 per filing
	- Black and white printing of up to 80,000 rejection notice pages on PRDOS provided letterhead	Included in fixed price and 15% penalty fee
	- Additional black and white printing of rejection notice pages on PRDOS provided letterhead exceeding 80,000 pages	\$0.09 per page
	- Envelopes (up to 10,000 envelopes) - Postage (up to 10,000 letters mailed)	Included in fixed price and 15% penalty fee
	- Envelopes needed above 10,000 included	\$0.09 per envelope
	- Postage needed above 10,000 included	\$0.50 per postage stamp
2009 AR Rejection Re-File Processing	- Basic processing of up to 10,000 incoming 2009 re-filed AR documents which are submitted by clients as a result of a rejection notice	Included in fixed price and 15% penalty fee
	- Updating up to 10,000 Corporation records on original filing and attaching amendment to original filing	
	- Basic processing of incoming re-filed 2009 AR documents which are submitted by clients as a result of a rejection notice above up to 10,000 re-filed documents - Updating Corporation records on original filing and attaching amendment to original filing exceeding 10,000 original amendments	\$3.60 per filing

If FileONE believes that the quoted threshold is going to be reached soon, then FileONE shall notify that fact to the Customer with at least thirty (30) days notice of anticipation, in order to allow Customer to separate funds and work with the administrative matters that precede the execution of a new amendment to the Agreement.

Exceeded Volume Estimates and Costs. The Customer identified additional documents which need to be scanned, imaged, indexed and placed in storage which were not included in the initial estimate of documents as well as identified additional Back File services which need to be performed as a result of incorrect filings, filings with two sided pages, illegible documents, deficiencies in paper reports received by the Customer and filing which the Customer continues to receive.

The additional estimated Corporation Back File costs for the following services to be provided by FileONE are as follows:

Task	Description	Price	Estimated Additional Quantity	Total Price
Scanning and Indexing	Additional scanning and Basic Indexing above 2,900,000 pages	\$0.72 per page	2,386,816	\$1,718,507.52
	Additional Full Indexing above 40,000 filings	\$3.60 per filing	39,053	\$140,590.80
Microfilm of Images	Microfilm of additional pages above 2,900,000	\$0.08 per page	2,386,816	\$190,945.28
Pick and Pull Services	Additional Corporation folder pulls above 65,000	\$0.90 per folder	39,053	\$35,147.70
			MAXIMUM TOTAL PRICE	\$2,085,191.30

Due to the significant volume of documents to be processed, FileONE agreed to provide a discount of \$91,146.30, which lowers the maximum Total Price of the services to **\$1,994,045.00** for the additional estimated Corporation Back File services.

D.2 Exceeded Volume Pricing For the Trademark/Tradename ("TM/TN") Back File Services. The FileONE price in item B.2 above is based on assumed deliverable volumes in the table below, which were estimated in good faith by FileONE based on the information and documentation provided by the Customer. If volumes exceed the quoted thresholds, items will be priced according to the table below, after the execution of a new amendment to the agreement by the parties. By way of example, if the actual number of TM/TN document pages scanned was 2,050,000, then the PRDOS would pay \$36,000 [calculated as 2,050,000-2,000,000 * \$0.72] above the Included in Item B.2-Back File Services Fees and Payment Schedule.

Task	Description	Pricing
Document Scanning	- Document Preparation, Scanning and De-Prep of up to 2,000,000 total document pages (note: double-sided counts as 2 pages)	Included in TM/TN Back File Services Fee
	- Additional Scanning, Basic Indexing and Document Indexing above 2,000,000 pages	\$0.72 per image

Data Indexing	- Single keystroke indexing of TM/TN records up to 170,000,000 total keystrokes	Included in TM/TN Back File Services Fee
	- Additional keystrokes above 170,000,000 total keystrokes	\$0.015 per keystroke
	- Additional classification and splitting of documents above the 10% assumption of folders which will require manual classification and splitting of stapled document sets.	\$0.24 per page
Pick and Pull Services	- TM/TN folder pull up to 80,000 "Active" TM/TN folders.	Included in TM/TN Back File Services Fee
	- Additional TM/TN folder pulls above 80,000	\$0.90 per folder
Storage 1 year term Paper	- First year Paper Storage of Scanned Documents	Included in TM/TN Back File Services Fee
	- Additional paper storage years beyond the first year	\$25,000 per year after the first year
Storage 1 year term microfilm	- First year Storage of Microfilm	Included in TM/TN Back File Services Fee
	- Additional microfilm storage years beyond the first year	\$9,000 per year after the first year

1 A keystroke is defined as a single, alphanumeric value correctly entered into the system. The TM/TN documents contain many free form text fields, compared to the documents indexed for Corporations. Wherefore, the parties agreed that a charge per keystroke for data indexing was the most cost effective way of completing the TM/TN back file efforts

E. Additional Services Pricing. FileONE shall perform the Additional Services in accordance with Section 2.1 and Attachment 7 of this Agreement. In exchange for FileONE's performance of the Additional Services, the Customer agrees to pay FileONE for the Additional Services in accordance with the pricing and payment schedule set forth below:

Phase 1 Deliverables - PRTO Application Review	Pricing
FileONE PRTO Application Review includes: A. Trademark Backlog, Initial Application Review (Section 2.1.1.1) B. Onsite Attorney Assistant Resourcing (Section 2.1.1.2) C. Trademark Office Redesign & Implementation (Section 2.1.1.3) D. FileONE 2012 Additional Onsite Support Resources (Section 2.1.4)	
<i>FileONE will invoice in seven installments, as defined below:</i>	
1. Analysis & Project Overview Sign-Off: (April 2012)	\$779,874
2. 1st Invoice for Work Performed: (April 2012)	\$680,223
3. 2nd Invoice for Work Performed: (May 2012)	\$606,569
4. 3rd Invoice for Work Performed: (June 2012)	\$593,571
5. 4th Invoice for Work Performed: (July 2012)	\$576,240

Phase 1 Deliverables - PRTO Application Review	Pricing
6. 5th Invoice for Work Performed: (August 2012)	\$554,577
7. 6th Invoice for Work Performed: (September 2012)	\$541,579
FileONE PRTO Application Review Total	\$4,332,633

Phase 1 Deliverables - Trademark Module & Service Enhancements	Pricing
Trademark Module & Service Enhancements include: A. Trademark Design Stage (Section 2.1.2.1) B. Trademark Beta Program (Section 2.1.2.2) C. Trademark Ownership Mapping (Section 2.1.2.3)	
<i>FileONE will invoice in seven installments, as defined below:</i>	
1. Analysis & Project Overview Sign-Off: (April 2012)	\$586,812
2. 1st Invoice for Work Performed: (April 2012)	\$377,238
3. 2nd Invoice for Work Performed:(May 2012)	\$335,322
4. 3rd Invoice for Work Performed:(June 2012)	\$241,013
5. 4th Invoice for Work Performed: (July 2012)	\$220,055
6. 5th Invoice for Work Performed: (August 2012)	\$178,140
7. 6th Invoice for Work Performed: (September 2012)	\$157,184
Trademark Module & Service Enhancements Total	\$2,095,764

Phase 1 - Sensitive Data Security Audit & Redaction	Pricing
Sensitive Data Security Audit & Redaction (Section 2.1.3) includes: A. Automated redaction of up to 4 million Corporation pages B. Full human redaction review following the redaction process C. SystemWORKS enhancements to allow for Original and Redacted versioning of Corporation documents	
<i>FileONE will invoice in six installments, as defined below:</i>	
1. Analysis & Project Overview Sign-Off: (April 2012)	\$367,414
2. 1st Invoice for Work Performed: (May 2012)	\$293,932
3. 2nd Invoice for Work Performed:(June 2012)	\$264,538
4. 3rd Invoice for Work Performed:(July 2012)	\$220,449
5. 4th Invoice for Work Performed: (August 2012)	\$176,359
6. 5th Invoice for Work Performed: (September 2012)	\$146,966
Sensitive Data Security Audit & Redaction Total	\$1,469,658

Total Phase 1 - Initial PRDOS Objectives Pricing	Pricing
FileONE PRTO Application Review Total	\$4,332,633
Trademark Module & Service Enhancements Total	\$2,095,764
Sensitive Data Security Audit & Redaction Total	\$1,469,658
Total Phase 1 - Initial PRDOS Objectives	\$7,898,055

Payment Terms for the Additional Services: The Additional Services Fees set forth above are in addition to any other fees set forth in this Attachment 2. All payments for the Additional Services shall be due on the dates set forth above and shall be paid upon the earlier of (1) a sufficient transaction amount balance available in the transaction account to cover the payment amount due or (2) by July 31, 2014. In the event payment in full for has not been made through deduction in the transaction amount balance by July 31, 2014, FileONE shall invoice the Customer for all remaining amounts due for the Additional Services performed through July 31, 2014 and Customer shall remit payment for such fees to FileONE within thirty (30) days of Customer's receipt of FileONE's invoice. In the event the Customer has failed to make a payment within sixty (60) days of when such payment is due, the parties shall immediately schedule a meeting to discuss the progress of the project as well as to ensure the Customer has the appropriate funds available to pay FileONE for the Services being provided hereunder.

Payments for any remaining amounts due for the Additional Services performed, that were not paid through deduction in the transaction amount balance will be made from government accounts identified by Customer for such purpose if needed.

E.1 Additional Optional Phase 2 Services. Customer has the option, but not the obligation, to purchase Additional Optional Phase 2 Services in accordance with Section 2.2 of Attachment 7. In the event the Customer exercises its option to purchase such Additional Optional Phase 2 Services, Customer shall notify FileONE, in writing, by no later than January 31, 2013 of its election to purchase such Additional Optional Phase 2 Services. In the event the Customer exercises its option to purchase the Additional Optional Phase 2 Services, the Customer agrees to pay FileONE for the Additional Optional Phase 2 Services in accordance with the pricing and payment schedule set forth below:

Additional Optional Phase 2 Services Deliverables	Pricing
21st Century PRDOS Technology	\$1,784,248
1. Mobile and Tablet Corporation and Trademark Applications (Section 2.2.1)	
2. PRTO Trademark Gazette (Section 2.2.2)	
3. Trademark Accounts and Smart Search Subscription (Section 2.2.3)	
4. PRDOS Instructional Videos (Section 2.2.4)	
5. PRDOS Virtual Waiting Room & Appointment System (Section 2.2.5)	
<i>FileONE will invoice in twenty-one installments, as defined below:</i>	
- 21st Century PRDOS Technology Analysis: Sign-Off	\$267,638 (January 2013)
- 1st Invoice for Work Performed:	\$339,007 (January 2013)
- 2nd Invoice for Work Performed:	\$321,165 (February 2013)

Additional Optional Phase 2 Services Deliverables	Pricing
<ul style="list-style-type: none"> - 3rd Invoice for Work Performed: \$303,322 (March 2013) - 4th Invoice for Work Performed: \$267,637 (April 2013) - 5th Invoice for Work Performed: \$160,582 (May 2013) - 6th Invoice for Work Performed: \$124,897 (June 2013) 	
<p>Corporation & Trademark Data Subscription and Bulk Download (Section 2.2.6)</p> <ol style="list-style-type: none"> 1. Enhance SystemWORKS to provide basic Corporation and Trademark details for the general public 2. Integrate with User Accounts to require payment for detailed access 3. Trademark Correspondence Dashboard <p><i>FileONE will invoice in five installments, as defined below:</i></p> <ul style="list-style-type: none"> - Analysis & Project Overview Documentation Sign-Off \$226,809 (Jan 2013) - Corporation Deployment to UAT \$204,126 (Feb 2013) - Corporation Deployment to Production \$222,270 (March 2013) - Trademark Deployment to UAT \$163,301 (Apr 2013) - Trademark Deployment to Production \$90,723 (May 2013) 	\$907,229
<p>Education Outreach Program, PRDOS Training</p> <ol style="list-style-type: none"> 1. PRDOS Stakeholder User Group (Section 2.3.1) 2. Education Outreach Program & End-User SystemWORKS Training (Section 2.3.2) 3. PRDOS Booth and PR Event Participation (Section 2.3.3) <p><i>FileONE will invoice in six installments, as defined below:</i></p> <ul style="list-style-type: none"> - Ed. Outreach, Stakeholder & Training Analysis Sign-Off \$86,409 (Jan 2013) - Completion of Initial PRDOS Training Session \$37,033 (Feb 2013) - Completion of Final PRDOS Training Session \$24,689 (March 2013) - Completion of Initial User Group Session \$61,722 (April 2013) - Booth and Presentation Approach Signoff \$24,689 (May 2013) - Completion of Initial Conference Event \$12,344 (June 2013) 	\$246,886
<p>FileONE 2013 Onsite Support Resources & Attorney Assistance</p> <ol style="list-style-type: none"> 1. Continuation of Onsite Indexing and Processing, Post Go-Live (Section 2.3.4) 2. Continuation of Onsite Support Resources & Dedicated Call Center (Section 2.3.5) 3. Continuation of Onsite Attorney Assistant Resourcing (Section 2.1.1.2) <p><i>FileONE will invoice in twelve installments, as defined below:</i></p> <ul style="list-style-type: none"> - 1st Invoice for Work Performed: \$46,167 (January 2013) - 2nd Invoice for Work Performed: \$46,167 (February 2013) - 3rd Invoice for Work Performed: \$46,167 (March 2013) - 4th Invoice for Work Performed: \$46,167 (April 2013) - 5th Invoice for Work Performed: \$46,167 (May 2013) - 6th Invoice for Work Performed: \$46,167 (June 2013) - 7th Invoice for Work Performed: \$46,167 (July 2013) - 8th Invoice for Work Performed: \$46,167 (August 2013) - 9th Invoice for Work Performed: \$46,167 (September 2013) - 10th Invoice for Work Performed: \$46,167 (October 2013) - 11th Invoice for Work Performed: \$46,167 (November 2013) - 12th Invoice for Work Performed: \$46,167 (December 2013) 	\$554,004
<p>FileONE 2014 Onsite Support Resources & Attorney Assistance</p> <ol style="list-style-type: none"> 1. Continuation of Onsite Indexing and Processing, Post Go-Live (Section 2.3.4) 2. Continuation of Onsite Support Resources & Dedicated Call Center (Section 2.3.5) 	\$599,004

Additional Optional Phase 2 Services Deliverables	Pricing
<p>3. Continuation of Onsite Attorney Assistant Resourcing (Section 2.1.1.2)</p> <p><i>FileONE will invoice in twelve installments, as defined below:</i></p> <ul style="list-style-type: none"> - 1st Invoice for Work Performed: \$49,917 (January 2014) - 2nd Invoice for Work Performed: \$49,917 (February 2014) - 3rd Invoice for Work Performed: \$49,917 (March 2014) - 4th Invoice for Work Performed: \$49,917 (April 2014) - 5th Invoice for Work Performed: \$49,917 (May 2014) - 6th Invoice for Work Performed: \$49,917 (Jun 2014) - 7th Invoice for Work Performed: \$49,917 (July 2014) - 8th Invoice for Work Performed: \$49,917 (August 2014) - 9th Invoice for Work Performed: \$49,917 (September 2014) - 10th Invoice for Work Performed: \$49,917 (October 2014) - 11th Invoice for Work Performed: \$49,917 (November 2014) - 12th Invoice for Work Performed: \$49,917 (December 2014) 	
TOTAL ESTIMATED PHASE 2 PRICING	\$4,091,371

Payment Terms for the Additional Optional Phase 2 Services: The Additional Optional Phase 2 Services Fees set forth above are in addition to any other fees set forth in this Attachment 2. All payments for the Additional Optional Phase 2 Services shall be due on the dates set forth above and shall be paid upon the earlier of (1) a sufficient transaction amount balance available in the transaction account to cover the payment amount due or (2) by July 31, 2014. In the event payment in full for has not been made through deduction in the transaction amount balance by July 31, 2014, FileONE shall invoice the Customer for all remaining amounts due for the Additional Optional Phase 2 Services performed through July 31, 2014 and Customer shall remit payment for such fees to FileONE within thirty (30) days of Customer's receipt of FileONE's invoice. In the event the Customer has failed to make a payment within sixty (60) days of when such payment is due, the parties shall immediately schedule a meeting to discuss the progress of the project as well as to ensure the Customer has the appropriate funds available to pay FileONE for the Services being provided hereunder.

Payments for any remaining amounts due for the Additional Optional Phase 2 Services performed, that were not paid through deduction in the transaction amount balance will be made from government accounts identified by Customer for such purpose if needed.

[END OF ATTACHMENT 2]

ATTACHMENT 3

Customer Obligations for Access to and Use of the Hosted Software and Service and Other Obligations

Corporations Database:

Activity	Date
Provide FileONE with a copy of and access to the current corporation's database.	Within 5 days of contract execution.
Provide all existing detailed documentation on the current corporation's database.	Within 5 days of contract execution.
Provide finalized format of filing forms for all annual report filings.	By January 8 th , 2010
Provide detailed listing of annual report filing rules and requirements for all of the different annual report filings for all business entity types. Make resources available to FileONE that are knowledgeable about the AR filing rules.	By January 8 th , 2010
Provide existing AR processing workflow overview.	By January 8 th , 2010
Establish initial portal linkages and network connectivity to FileONE Hosted Services.	By February 1 st , 2010
Work closely with FileONE to put in place a testing environment for joint quality assurance testing activities	By February 1 st , 2010
Obtain and deploy all required hardware, software and Internet equipment and services.	By February 8 th , 2010
Perform User Acceptance Testing for Annual Report Filings	Starting February 8 th , 2010
Deploy finalized Puerto Rico Portal Linkages to FileONE's Hosted Production SystemWORKS Environment	February 15 th , 2010
Provide detailed documentation of all business entity rules and processing requirements. Make resources available to FileONE that are knowledgeable about the business entity filing rules.	By February 30 th , 2010
Provide finalized format of filing forms for all filing types.	By February 30 th , 2010
Work with FileONE and Treasury to finalize the format and details for the interface from SystemWORKS to Treasury.	By March 1 st , 2009
Complete User Acceptance Testing for the general corporation's module.	Starting May 17 th , 2010

Trademarks/Tradenames ("TM/TN") Database:

Activity	Due Date
Provide documentation on the rules, guidelines, and workflows within the PRTO department. Have resources readily available to FileONE that are knowledgeable about the TM/TN filing rules.	Within 10 business days of execution of the Fourth Amendment to Agreement through final implementation
Provide FileONE with a copy of and access to the current trademarks system. Including but not limited to: <ul style="list-style-type: none"> • Back-end database. Similar to the access provided by the DOS for the corporation's database. • Administrative logon access to the current web-based system. • Standards for submitting test records through the current web system 	Within 10 business days of execution of the Fourth Amendment to Agreement through final implementation
Provide all TM/TN filings to be scanned prior to scanning phase commencement.	Within 20 business days of execution of the Fourth Amendment to Agreement
Provide PRTO resource to manage existing and new "In-Progress" filing workflow.	Within 10 business days of execution of the Fourth Amendment to Agreement through final implementation
Provide all existing documentation on the current TM/TN system. Including but not limited to: <ul style="list-style-type: none"> • Database design documentation • Business rules that were implemented in the current system • Historical requirements and testing documentation • Training documentation 	Within 10 business days of execution of the Fourth Amendment to Agreement
Provide finalized format of filing forms for all TM/TN filings including the filing rules and requirements.	Within 10 business days of execution of the Fourth Amendment to Agreement
Provide the PRTO office access to the network that currently services the PRDOS corporation's system.	Within 20 business days of execution of the Fourth Amendment to Agreement
Provide written approval on the documentation (e.g. Solution Reports) that is developed for each release of the Trademark and Tradename system.	Based on project schedule
Provide sufficient resources for performing User Acceptance Testing for each phase of the implementation: <ul style="list-style-type: none"> • Phase 1 (TM/TN searches/registration) • Phase 2 (Renewals / cancelations / oppositions / withdrawals) • Phase 3 (Amendments) 	Based on project schedule through final implementation
Provide PRDOS contact for monthly transactional reconciliations.	Within 20 business days of execution of the Fourth Amendment to Agreement

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April 9, 2012

Honorable Kenneth McClintock
Puerto Rico Department of State
San Jose St., San Francisco
San Juan, Puerto Rico 00902

Dear Secretary McClintock,

The current Puerto Rico Department of State (PRDOS) administration inherited a very basic Corporation and Trademark filing registry, with a significant number of database errors and omissions and a large multi-year paper backlog of filings. Under your leadership, the PRDOS has made tremendous progress within the Corporation division with the implementation of the PRDOS' SystemWORKS Corporation system. With the upcoming launch of the PRTO Trademark Application, PRDOS stakeholders will have access to the same quality of services and information currently provided by the Corporation division.

Over the past few months, FileONE has made a significant investment in both time and resources to analyze a number of opportunities to allow the PRDOS to become self-funded and positioned to be a world leader in business services. By implementing these initiatives, the PRDOS is greatly raising the bar, making it easier for organizations to do business in Puerto Rico.

Together, FileONE and the PRDOS discovered opportunities to: a) further improve access to PRDOS services, b) expedite the delivery of both Corporation and Trademark services, and c) improve the quality of PRDOS data. Moreover, the PRDOS has completed a revenue impact analysis of the proposed services. The PRDOS estimates a gross revenue increase of more than \$32.5 million over the next five years, enabling the Department of State to become an autonomous, self-funded agency by July 2013.

FileONE understands the PRDOS faces 2013 fiscal year budget constraints. The enclosed restructured pricing proposal presents a two phased approach: an Initial PRDOS Objectives phase and a subsequent Agency Self-Funded Objectives phase. FileONE has provided the PRDOS with additional pricing flexibility by providing full service and basic service pricing options within the first phase. We are confident that this deliverable and pricing approach allows the PRDOS to first address its most pressing needs, while providing the PRDOS with the capability to implement the remaining deliverables in January 2013.

In order to provide the majority of the SystemWORKS enhancements and Trademark Application review services prior to the Trademark application go-live, we must have a fully executed contract by April 17th.

Secretary McClintock, FileONE is proud to support the PRDOS as it continues to expand its breath of services while maintaining the public trust. We look forward to partnering with the Puerto Rico Department of State team on this tremendous opportunity to provide the majority of services online.

Sincerely,

Robert Sydnor, President

Executive Summary

OPPORTUNITY STATEMENT

FileONE has made a significant time and resource investment analyzing features that can provide substantial enhancements to services the PRDOS provides to the business community and general public.

As a result of this analysis, FileONE and the PRDOS jointly discovered opportunities to: a) further improve access to PRDOS services, b) expedite the delivery of both Corporation and Trademark services, and c) improve the quality and integrity of PRDOS data.

The PRDOS has highlighted the following existing limitations:

1. Five+ Year Puerto Rico Trademark Office Application Review Backlog

Following a detailed resource analysis, the PRDOS determined that the current administration inherited a 5+ year Backlog of new Trademark registrations and amendments. With a backlog of over 15,000 new applications and renewals to review, the PRDOS simply does not have the resources to review and analyze this large volume of filings in a timely fashion.

This backlog must be cleared before the PRTO can provide reliable, timely services -- including online research and new application filings.



PRTO backlog significantly limits PRTO's services

2. Limited Access to Services from Growing Mobile User Base

Over the last two years, the PRDOS' online adoption rate has increased significantly. With the rapid adoption of mobile devices, the increasingly tech-savvy public is requesting more tablet and mobile friendly features.

By offering mobile services, the PRDOS will allow the business community and citizens to research a Corporation's status or verify a Certificate of Good Standing (COGS). The goal of a mobile SystemWORKS platform would be to make it even easier to do business in Puerto Rico.



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3. Sensitive Information Risk on newly scanned Corporation library

There are now over 6 million document pages within SystemWORKS, with only 6 percent of these images currently available to the general public. As the PRDOS cannot reasonably assume these scanned legacy images do not contain sensitive information (specifically Social Security Numbers and Employer Tax IDs) the images are available only to PRDOS staff. The documents must be reviewed and redacted to prevent sensitive information from falling into the wrong hands.

4. Need for additional resource support for peak seasons, grace-program, and PRTO support

The PRDOS has extended a number of the successful data and image cleansing programs to build a highly accurate Corporation division system of record.

As these programs have been widely used by the filing community, with some services extended over their original estimates, FileONE and the PRDOS agree that the continued support of local FileONE staff, in partnership with the existing PRDOS staff, is needed to ensure that the PRDOS' high standards for data quality and customer service are met.



Additional FileONE resources will minimize wait times for onsite services

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FILEONE SOLUTION OVERVIEW

While the current FileONE services and ongoing statements of work meet the original core objectives, FileONE and the PRDOS have discovered additional opportunities necessary to further enhance stakeholders' access to services, while continuously improving citizens' experience with the PRDOS.

The enclosed proposal includes a detailed statement of work for FileONE to meet the PRDOS' 2012 Objectives, including both the PRDOS SystemWORKS enhancements and FileONE ServiceWORKS process and application support services.

FileONE proposes to implement the proposed enhancements in two phases:

- Phase 1 - Initial PRDOS Objectives, including:
 - PRTO Application Review
 - Trademark Module & Service Enhancements
 - Sensitive Data Security Audit & Redaction
- Phase 2 - Agency Self-Funded Objectives, including:
 - 21st Century PRDOS Technology
 - Local Services, Education and Training

Phase 1 - Initial PRDOS Objectives

The following Phase 1 - Initial PRDOS Objectives Phase deliverables are designed to optimize the agency's investment in the Trademark module and Corporation BackFile projects. The PRDOS believes these Phase 1 deliverables will dramatically increase the PRDOS' projected five-year revenue estimates following implementation:

- a) **PRTO Application Review:** FileONE will eliminate the substantial five-year backlog of PRTO applications to position the PRDOS to provide a full suite of services.
 - i. **Trademark Backlog, Initial Application Review:** FileONE will review and research over 15,000 current Trademark applications, making recommendations for the PRTO attorneys' final decision.
 - ii. **Onsite Attorney Assistant Resourcing:** to further augment the Trademark application approval process, FileONE will assign PR onsite resources to provide the necessary logistical support to maximize the attorneys' output.
 - iii. **Trademark Office Redesign & Implementation:** FileONE will provide funding assistance for the PRDOS to redesign the current PRTO office (or equivalent space) to improve the onsite access to PRDOS services.



Open office layout to optimize onsite services

- b) **Trademark Module & Services Enhancements:** the following deliverables are designed to improve the PRTO resources, enabling the PRDOS to charge industry standard fees.
- i. **Trademark Design Phase:** FileONE will work with a select number of Trademark law firms to recommend system functionality to streamline the Trademark filing process.
 - ii. **Trademark Beta Program:** Prior to the Trademark implementation, FileONE will work with the Trademark Design Phase law firms and stakeholders to test the system functionality and identify any key fixes.
 - iii. **Trademark Ownership Mapping:** With tens of thousands of Trademark filings in its current library, FileONE proposes working with the PRDOS to map the Trademark filings to their respective owners. By creating user accounts, a user's Trademark(s) can be securely managed online.
- c) **Sensitive Data Security Audit & Redaction:** FileONE will conduct a thorough audit of up to 4 million document pages, using a combination of industry leading automated redaction technology and full human review to redact sensitive information from Corporation documents. As the PRDOS has concluded an audit of its completed Corporation image library, the department has determined a proper risk mitigation strategy includes viewing not only the originally scoped 2009 Annual Reports, but all Corporation images to reduce the risk of releasing sensitive data.

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PHASE 1 - BASIC SERVICE OPTION

For the PRDOS' convenience, FileONE can provide a basic service option for the key Phase 1 deliverables, including the Trademark Backlog, Initial Application Review; Onsite Attorney Assistant Resourcing, and Sensitive Data Security Audit & Redaction deliverables.

Under the Basic Service Option, FileONE will complete the Initial Application review of up three (3) years of the current TM application backlog. FileONE will also provide up to eight (8) Attorney Assistant Resources. FileONE will retain the existing three (3) onsite Corporation support resources. Finally, FileONE will complete a sensitive data security audit and redaction of up to seventy (70) percent of the total Corporation BackFile library. Should the PRDOS select the Basic Service Option, FileONE can complete the remaining deliverables during the subsequent Phase 2. Pricing for the remaining effort following the Basic Service Option is included in Section 4.1.3, "Conditional Pricing, Completion of Basic Service Option."

Phase 2 - Agency Self-Funded Objectives

The following deliverables in Phase 2 - Agency Self-Funded Objectives leverage a mix of state-of-the-art technologies with expert, local resourcing to provide the PRDOS and its stakeholders with a world-class Department of State experience. Within this section, FileONE has highlighted two categories to position the PRDOS as a global Business Services leader:

1. 21st Century PRDOS Technology
2. Local Services, Education And Training

21ST CENTURY PRDOS TECHNOLOGY

Since taking office, Secretary McClintock has made unparalleled strides in improving access to the Department of State Corporation services. With the commencement of the Trademark project, citizens and stakeholders will soon have access to the enhanced services within the PRTO as well. FileONE proposes to position the PRDOS as a global leader in support of business services. With the following enhancements, the PRDOS will set a new standard for a technology-driven, citizen-to-government model:

- a) **Corporations & Trademark Mobile and Tablet Applications:** FileONE will deliver both mobile and tablet friendly Corporation & Trademark applications to provide stakeholders with global access to key search and validation services.
- b) **PRTO Trademark Gazette:** FileONE will provide an important, new one-stop application process for PRTO customers that will generate significant new fees for the PRDOS.
- c) **Trademark Accounts and Smart Search Subscription:** The PRDOS will be able to provide enhanced, ad-hoc Trademark search capabilities for premium subscribers. Subscribers would be able to flag certain Trademark descriptions to receive automated notifications of potential conflicts, positioning the PRDOS as the first Trademark agency to provide this valuable, notification service for filers. FileONE will develop a Trademark Correspondence Dashboard to provide filers with updated information on their filing status, review office action notes and correspond electronically with the PRTO.
- d) **PRDOS Instructional Videos:** FileONE will work with the Department of State to produce one video for the Corporation division and another video for the Trademark division. The two videos will provide a modern overview of the onsite services provided by the Corporation and Trademark Divisions.
- e) **Virtual Waiting Room & Appointment System:** FileONE will implement an automated, online appointment scheduling system to minimize onsite wait times for customers. This service will



Premium Mobile Searching

allow customers to select from a list of available times. By combining the scheduling system and the additional onsite support staff within this proposal, the PRDOS can offer a high-level of assurance that onsite customers will be attended to during their selected window.

- f) **Corporation & Trademark PRDOS Subscription & Bulk Download:** FileONE will enhance SystemWORKS to provide basic Corporation and Trademark details for the general public, requiring payment for detailed access. The premiums for search funding will allow the PRDOS to provide sufficient funding for system and data security. Full access on all non-profits and limited liability companies would be available for free for customers who search utilizing the kiosks at the Department of State.

LOCAL SERVICES, EDUCATION AND TRAINING

As the Puerto Rico Department of State continues to scan and index millions of pages of Corporation and Trademark document pages, FileONE is providing the necessary support to build an accurate system of record. In addition, FileONE has proposed added services to improve PRDOS communication to filers, as well as foster a greater understanding of the new services available to the public. With SystemWORKS providing a robust technology platform for the PRDOS, FileONE offers the following key process improvements to maximize both the short-term and long-term investments:

- a) **PRDOS Stakeholder User Group:** FileONE will organize an on-going annual user group consisting of major filers to gather ideas for potential system enhancements.

- b) **Education Outreach & End-User PRDOS Event Training:** FileONE will lead seminars to provide training and answer stakeholder questions.

- c) **PRDOS Booth at Local PR Events:** FileONE will lead efforts to promote and educate filers on our new applications and services at major PR events.



Stakeholder feedback will drive continuous SystemWORKS improvement

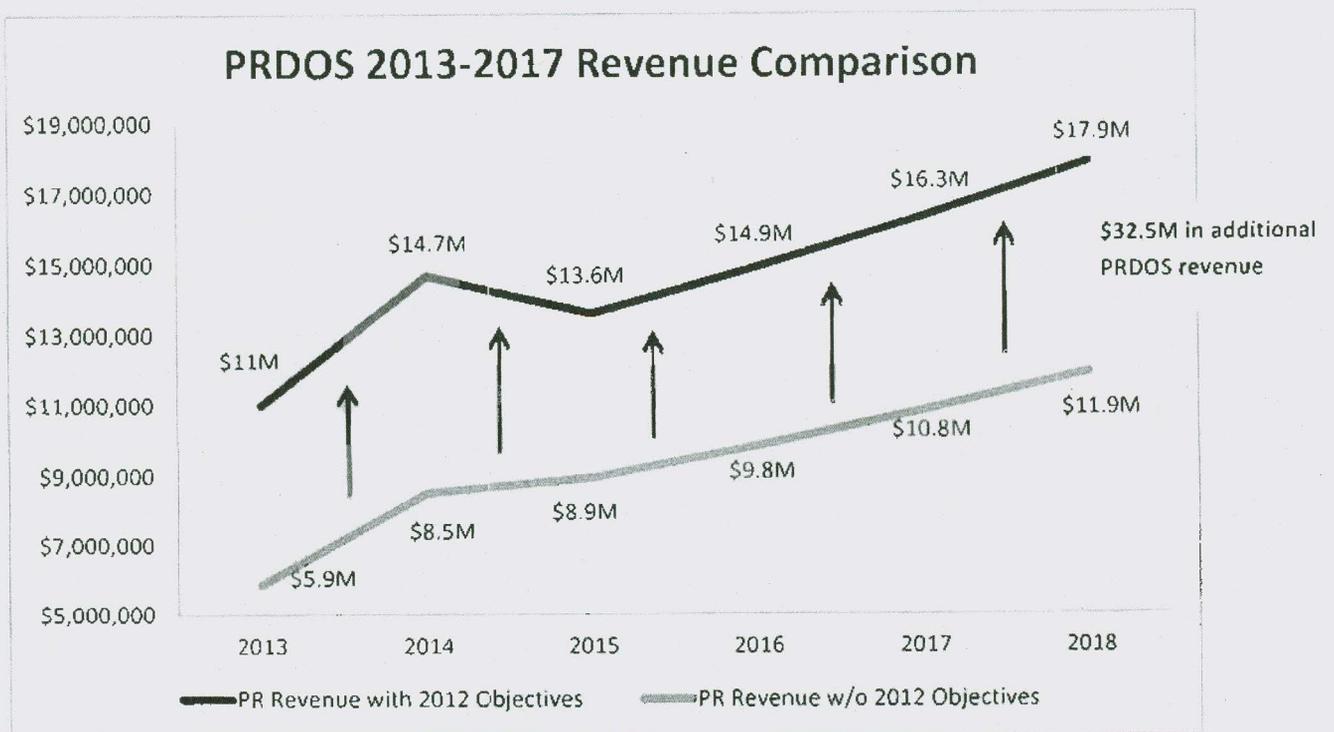
- d) **Onsite Support Resources & Dedicated Call Center:** FileONE will retain our local resources through the heavy Annual Report, Rejection, Grace, and PRTO filing seasons. FileONE has proposed to provide a significant number of dedicated FileONE resources, including additional Puerto Rico-based resources, to ensure the majority of the 2012 Objectives are completed on-time. FileONE will hire additional, local resources to handle telephone inquiries and provide local support through December 2014.
- e) **Onsite Indexing and Processing, Post Go-Live:** FileONE will provide onsite indexing support following go-live to ensure the PRTO stays current with new filings, while focusing on the filing community's needs throughout the initial learning curve.

PRDOS REVENUE GROWTH

As the PRDOS strives to become a self-funded agency in 2013, both the initial investments as well as the total additional PRDOS revenue enabled by the 2012 Objectives project, should be considered. The PRDOS has determined the total estimated additional PRDOS revenue earned is \$32,504,348 over five years. The primary additional revenue drivers include:

Additional PRDOS Revenue Driver	Additional PRDOS Revenue
Additional Corporation Growth (10%)	\$7,355,080
Accelerated Trademark Fee Increase	\$14,733,658
PRTO Gazette Fees	\$3,344,970
Folder Purchasing	\$1,550,045
Corporation Full Data Access	\$1,452,280
PRDOS Database Download	\$771,561
Trademark Smart-Search	\$3,296,754
Total Estimated 5Y PRDOS Revenue	\$32,504,348

The table below includes a comparison of the current projected PRDOS gross revenue versus the potential PRDOS gross revenue with the PRDOS 2012 Objectives project:



With a total proposed cost of \$11,989,426, FileONE is pleased to report that the estimated revenue should exceed the implementation costs by over \$20.5 million, while at the same time dramatically improving services. The estimate is as follows:

Total PRDOS Additional Revenue	\$32,504,348
<u>Total Estimated Project Costs</u>	<u>\$11,989,426</u>
Total PRDOS Net Revenue	\$20,514,922

PRDOS EXCELLENCE, BACKED BY YOUR TRUSTED PARTNER

While the 2012 Objectives include a number of highly complex projects, FileONE has the experience and qualifications to meet the PRDOS' goals for 2012.

The FileONE Puerto Rico team knows what it takes to make 2012 the most successful year to date for the PRDOS and your stakeholders. Throughout our three year partnership, FileONE has taken an above-the-line approach, making significant investments beyond our statements of work whenever necessary to ensure the success of the project. FileONE has added a significant number of onsite FileONE PR team resources to provide support and services beyond the current contracted scope of work at no additional cost to the PRDOS.



Your FileONE Puerto Rico Team's keen understanding of the PRDOS' goals will make this project a continued success

FileONE is proud of the reputation we have earned as a trusted PRDOS partner. As we have demonstrated in each of our previous projects, FileONE seamlessly integrates with the existing PRDOS staff to provide the right balance of technology and customer service to deliver the PRDOS 2012 Objectives.

PRDOS 2012 Objectives Statement of Work

The SystemWORKS application provides several modules to support Business Services processing, as well as modules that are currently being implemented for Trademarks. The Puerto Rico Department of State (PRDOS) 2012 Objectives project is designed to provide additional technology and the necessary resources to further enhance the public's access to PRDOS services.

The 2012 Objectives projects will not only enhance the public's access to services, but also provides the PRDOS with additional recurring fee revenue. The following statement of work includes both the PRDOS SystemWORKS enhancements and FileONE ServiceWORKS process and application support services to optimize the current services provided by the Puerto Rico Department of State.

FileONE proposes to implement the proposed enhancements in two phases:

- Phase 1 - Initial PRDOS Objectives, including:
 - PRTO Application Review
 - Trademark Module & Service Enhancements
 - Sensitive Data Security Audit & Redaction
 - Continuation of Onsite Support Resources
- Phase 2 - Agency Self-Funded Objectives, including:
 - 21st Century PRDOS Technology
 - Local Services, Education and Training

2.1 Phase 1 - Initial PRDOS Objectives

The following Phase 1 - Initial PRDOS Objectives Phase deliverables are designed to optimize the agency's investment in the Trademark module and Corporation BackFile projects. The PRDOS and FileONE identified a number of additional revenue generating services that are included in this PRDOS 2012 Objectives proposal. Leveraging the existing PRDOS Corporation and Trademark investments, the PRDOS estimates the new and enhanced services achieved following the implementation of the PRDOS 2012 Objectives will yield over \$32.5 million in additional PRDOS revenue over the next five years.

The following deliverables are included in Phase 1:

- 2.1.1 PRTO Application Review
- 2.1.2 Trademark Module & Services Enhancements
- 2.1.3 Sensitive Data Security Audit & Redaction
- 2.1.4 Onsite Support Resources & Dedicated Call Center

2.1.1 PRTO Application Review

FileONE will assist the PRDOS in its effort to eliminate the substantial five-year backlog of PRTO applications and position the PRDOS to provide a full suite of services. FileONE proposes to significantly increase their local FileONE resources, partnering with the existing FileONE teams to complete the Trademark Backlog Initial Application review by September, 2012. FileONE will make substantial investments in both resources and new system functionality to expedite the subsequent approval and office action steps. The full suite of PRTO Application Review services includes:

- 2.1.1.1 Trademark Backlog, Initial Application Review
- 2.1.1.2 Onsite Attorney Assistant Resourcing
- 2.1.1.3 Trademark Office Redesign & Implementation

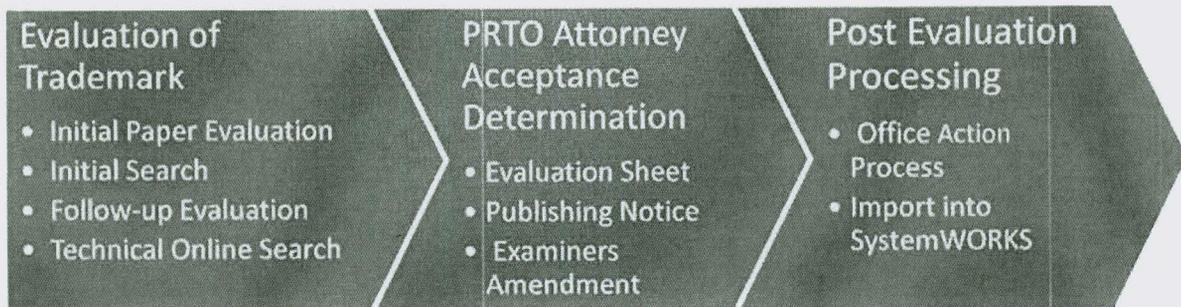
2.1.1.1 Trademark Backlog, Initial Application Review

The current backlog of Trademark activity for the PRTO office contains multiple areas of significant effort that must be accomplished in order for the department to become current. These activities are classified into two major categories: 1) Initial Trademark Submissions and 2) Post Submission Amendments.

FileONE will approach the Trademark Backlog project in the following stages. Some stages will overlap, depending on critical paths determined in the work breakdown structure:

- Stage 1 – Evaluation of New Trademark Applications
 - FileONE will review new applications according to the evaluation criteria provided in the proposal. This process includes reviewing the application for payment and completeness, performing online searches to retrieve examples of how the Trademark is used, along with potential conflicting Trademarks.
 - After reviewing a new application, FileONE will document its findings, including if the new application was flagged for a potential issue according to the criteria specified by PRTO and documented in this proposal. FileONE will deliver the new application and its criteria evaluation to the PRTO attorneys for a final decision on whether or not to accept the Trademark as an official filing.
- Stage 2 – PRTO Attorney Acceptance Determination
 - PRTO will supply attorneys to: a) review the evaluation criteria on a new application in Stage 1 and b) make the final determination on whether the new application should be accepted or rejected.

- FileONE will assume no liability for the actual acceptance or rejection of Trademarks. The final decision to accept or reject a Trademark lies wholly with the PRTO attorney reviewing FileONE's criteria evaluation.
 - The acceptance/rejection stage will be handled exclusively by staff that is under the guidance and responsibility of the PRTO.
 - FileONE will provide a system for hosting of Trademark review results and associated Trademark folder images.
 - The PRTO attorneys will use results generated by FileONE to review Trademarks and provide an acceptance or rejection of the applications.
 - FileONE has proposed providing significant attorney assistance resourcing to support the PRTO with the organizational effort of this stage in the San Juan office.
 - The PRTO will provide postage and envelopes for any mailings that are requested during this process.
- **Stage 3 – Post Evaluation Processing**
 - Once the acceptance or rejection of a Trademark has occurred, the FileONE team will ensure the supporting documentation is merged with the original application.
 - The resulting data will be uploaded into SystemWORKS.



Evaluation of New Trademark Applications

The evaluation of a new application is broken down into several steps:

- Initial Evaluation
- Initial Search
- Follow-up Evaluation
- Technical Online Search

For each step, the result will be documented for the evaluation criteria listed, based on whether the application meets the evaluation criteria. If an application does not meet any evaluation criteria, the FileONE reviewer will insert comments describing the reason(s) for failure for those criteria. The following section details the work required for each process step.

Initial Evaluation

In this step, the FileONE reviewer verifies the application has been filled out correctly and appropriate payment has been received. If there are any issues with the evaluation criteria, they will be documented for PRTO attorney review.

Evaluation Criteria:

- Determine that the application has the correct fee of exactly \$150.
- If the application indicates the Trademark has already been used in commerce, an evidence of use specimen must be present, in good condition, appearing to match the name of the Trademark. The specimen must be present, match the description, and demonstrate how the Trademark was used in commerce.
- If the application indicates that the Trademark will be used in future commerce, (whether or not it has been previously used) a specimen must be present, in good condition and appearing to match the name of the trademark. The specimen must be present and show an example of Trademark usage.
- The registration form must be completed in its entirety - all required fields must be filled out. The quality of the data submitted by the applicant is not checked, but rather the fact they actually filled out the appropriate fields. On a best efforts basis, if fields appear to be filled out incorrectly, the review will flag the item for PRTO attorney review. This includes the following:
 - Type of Mark: (Trade, Service, Collective, Certification)
 - Stamped Date
 - Mark
 - Class Number
 - Please Issue the Certificate in: (English or Spanish)
 - Applicant Name
 - Applicant Telephone Number
 - Applicant Email
 - Applicant Postal and Physical Address
 - Applicant Citizenship
 - Good or Services Description
 - Date the mark started being used in commerce in PR or Mark has not been used in commerce in PR
 - Drawing of the Mark is included (checkmark or X in field, flag if box is not checked)
 - Description of Specimen
 - Signature of Applicant
 - Declaration Under Penalty of Perjury Date and Signature
 - Notary Public Signature's authentication (before December 16, 2009)
 - Description of one Mark (Word, Design, Color, Trade Dress, Slogan, Smell, Sound, or Flavor)
 - If the mark is in a language other than English or Spanish there should be a translation.
 - Evidence of Specimen
 - Evidence of Voucher (\$150)

- The application must request protection of only one of the following: form, color, words, slogan, scent, trade dress, sound, flavor or design. The application must have only one area of protection.

Initial Search

In this step, the reviewer searches through the PRTO online database and FileONEDocs to ensure there is no similar or identical Trademark already recorded by PRTO. Note that FileONE will not use the PRTO online system for this search, but the PRTO will provide the actual database for FileONE to integrate into its own environment and perform searches within FileONE's system.

Evaluation Criteria:

- The reviewer will perform one keyword search in the PRTO database using the entire mark name as the search criteria. There must be no similar or identical marks. The steps involved are as follows:
 1. Search for the *exact text* of the mark name in the PRTO system, without regard to the international class.
 2. If there is an identical mark or similar mark, the reviewer will compile a list of the potential similar or identical marks for the reviewer, including the data below. For this search, a similar mark is defined as any mark where the entire mark name is contained in a mark name found in the PRTO database. Only the mark name fields will be searched on and description fields or other supporting application fields will not be searched. For example, if a user searched on the word mark "FileONE", and a result returned called "FileONE Logo Design", then "FileONE Logo Design" would be included in the list of potential similar marks. If a result is labeled "Dead" or "Abandonada", it will be disregarded.

When a similar or identical mark is found, the reviewer will provide the following data if it is available in the PRTO database (some fields are not complete in the PRTO database):

- Presentation Number
 - Registration Number
 - Mark Name
 - Mark Type
 - International Class
 - Date of Registration
 - Status
 - Name of Owner
3. If there are no results, a note will be added for the attorney evaluation.
 4. No translation or replacement of terms will be performed when searching for the details of the mark (for example, if the mark requested to be registered is "FileONE", the term "File1" will not be searched, and neither will "FileUNO". Only "FileONE" as it appears in the mark name will be searched.)

Initial Search Streamlining Option

In order to streamline the above process, FileONE will perform an automated search in addition to the Initial Search process listed above.

- When searching for a mark, FileONE will design a search to automatically perform the following searches and return the results in a unified result list:
 1. Search for the exact text of the mark name in the database for any international code.
 2. The system would then use an electronic thesaurus to find similar words and search all possible combinations of mark names using common thesaurus terms. For example, if the mark name is "Blue Water Trucking", the system will search on a list similar to the following (thesaurus used for this example is thesaurus.com). Only exact matches would be returned for the reviewer to determine whether there is a similar mark registered. This will save time in the searching process, and should capture a high number of possible conflicts.

azure	water	Transportation
beryl	water	Transportation
blue-gray	water	Transportation
blue-green	water	Transportation
cerulean	water	Transportation
cobalt	water	transportation
indigo	water	transportation
navy	water	transportation
royal	water	transportation
sapphire	water	transportation
teal	water	transportation
turquoise	water	transportation
ultramarine	water	transportation
blue	H2O	transportation
blue	aqua	transportation
blue	aqua pura	transportation
blue	drink	transportation
blue	rain	transportation
blue	rainwater	transportation
blue	saliva	transportation
blue	tears	transportation
blue	water	carrying
blue	water	conveying
blue	water	freightage
blue	water	haulage
blue	water	hauling
blue	water	moving
blue	water	passage
blue	water	portage
blue	water	shipment
blue	water	shipping
blue	water	transit
blue	water	transport

3. Next, for each word in the mark name, the system will use an automated translation engine to translate the mark name from English to Spanish or Spanish to English.
4. The system would then repeat step 2 in this process, using the Spanish words and a Spanish thesaurus to find potentially similar words.

5. The system would also perform searches by converting numbers to letters and vice versa and adding them to the possible combinations to search (i.e. File1 would change to FileONE and FileONE would change to File1 for the purposes of searching).

Additional Evaluation Criteria

There are approximately 30,000 Trademarks that have not been imported to the PRTO system and searches will not include these items. The PRTO recognizes this risk and agrees the search process described herein satisfies the requirements of the Initial Search. However, an additional effort to help mitigate this risk is outlined below.

In a separate scope and Statement of Work, FileONE has partnered with PRTO to provide indexing services of the PRTO paper archive. Part of the original Indexing SOW includes compiling a list of mark names and associated data. While the full data of the original Indexing SOW will not be available before the end of the Trademark Evaluation SOW timeline, partial data that would allow Trademark reviewers to search historical mark names will be available in an increasing capacity throughout the project. This data could assist in filling in the gap of 30,000 Trademarks that are not registered in the PRTO database. If this option is desired, FileONE will expedite the indexing of mark names in order to support the Initial Search activities as soon as possible.

This option is dependent on several critical paths. The delay of any of these operations will hamper the efforts of this option:

- Delivery of boxes to Scanning Vendor (Iron Mountain)
- Scanning all boxes of documents
- Successful transmission of all boxes to FileONE

Follow Up Evaluation

This step includes verifying basic information about the actual mark and ensuring that it does not conflict with government marks or geographical terminology, and that the Trademark meets specificity requirements.

Evaluation Criteria:

- The mark must not contain a flag, shield or sign that is representative of the United States, Puerto Rico, or a foreign nation; or a simulation thereof
- The mark must not contain a name or geographic terms that indicate the home or origin of the goods or services.
- The mark may not have an individual name included or a picture of a person.
- The mark to be registered must not describe the goods and services provided.
- The specimen description must match the specimen provided.
- The mark must not be generic. If there are common words in a mark, such as "hamburger" or "bun", then these items must be in the non registerable components list. For example, "Hank's Hamburger Buns" can be trademarked, but the terms "hamburger" and "buns" must be listed as non registerable components. If any generic terms are not in the non registerable components list, then the Trademark will be flagged for review.
- The mark must not go against the law, moral, or public order.

- The mark must not contain the shape and packaging that is essential for its function. For example, a perfume spray mechanism cannot be trademarked because the spray mechanism is essential for its function.
- The mark must not be identical or similar to a famous mark. The PRTO will provide a list of famous marks and associated images, if applicable, to visually compare the mark against. It must not appear to be identical or similar to a famous mark. This will be on a best efforts basis.

Technical Online Search

The purpose of this step is to review other online Trademark repositories and famous mark lists on a best efforts basis to determine whether the mark has been registered or used previously.

Evaluation Criteria:

- The USPTO website will not be searched in this scope of work, since the client who submits a Trademark to PRTO does so at their own risk of potential conflict with the Federal Register (USPTO).
- One and only one international class code must be included on the application and the classification requested must be listed on the WIPO website under the International Classification of Good and Services under the Nice Agreement Ninth Edition. There must be only one class code listed on the application and the class code must be listed at WIPO.
- Verify that the goods and services listed on the application correspond to the international class code listed on the application.
- Perform Google Searching. The purpose of this search is to find examples of how the mark is used in commerce and double check to see if there appear to be any similar marks that could be owned by another organization.
 - Google will be the only search engine used in this step (<http://www.google.com>)
 - The reviewer will enter the exact mark name surrounded in double quotes into the main Google search page. The previously described search algorithm where the mark name will be translated in order to search against the PRTO database will not be utilized for this search.
 - The reviewer will scan the first 20 results for any potential conflicts. If any of the results appear to be similar to the trademark, the reviewer will open the result website and review for possible conflicts.
 - If the reviewer determines that there appears to be a similar mark or conflict, they will record the website address for the PRTO attorney and label the address "Possible conflict". The basic question that a reviewer will ask themselves when determining whether a result is a potential conflict is "Would this cause confusion to the general public between the potential conflict and the mark in the new application?"
 - If the website of the entity that appears to own the mark appears in the results, the reviewer will record the website for the PRTO attorney and label it "Main Mark Example Site".
 - If the mark is a logo design, then the reviewer will use Google Images "similar image" feature to search for similar logos in Google Images. If a potential conflict is found that

may cause confusion to the general public, then the reviewer will flag the Trademark and provide a link to the potential conflict.

- The reviewer will enter the exact mark name into the Google Images search page.
 - The reviewer will scan the first 30 results for potential conflicts. If any of the results appear to be similar or exactly the same as the trademark, then reviewer will record the website address of up to 3 images for the PRTO attorney to review. For each item recorded, the reviewer will mark each item as "Example of Use" or "Potential Conflict".

Process Finalization

After all process steps have been completed, the reviewer will ensure that all of their findings have been appropriately documented and mark the new application as "Review Complete". The mark data will be held in a holding queue pending PRTO attorney review. Since the marks must be evaluated in order by first in date and multiple individuals will be researching marks at the same time, the mark data will not be released to the PRTO attorneys until it has been determined that all marks up until a given date have completed the Trademark review process. For example, if the first and third marks have been evaluated, but the second is still being worked on, then only the first mark will be released to the PRTO attorneys for review.

Stage 2: PRTO Attorney Review

Under Stage 1 activities, FileONE will prepare a findings summary for evaluation. The next critical step will be performed by the PRTO Attorney, including the FileONE summary review and final action for the filing. The outcome of this review will either be an acceptance of the Trademark or rejection that may result in the generation of an Office Action. FileONE and the PRTO understand that the final action of any Trademark submission is the responsibility of the PRTO. FileONE proposes to provide assistance for the PRTO attorney review, as defined in Section 2.1.1.2, "Onsite Attorney Assistant Resourcing".

PRTO Attorney Review System

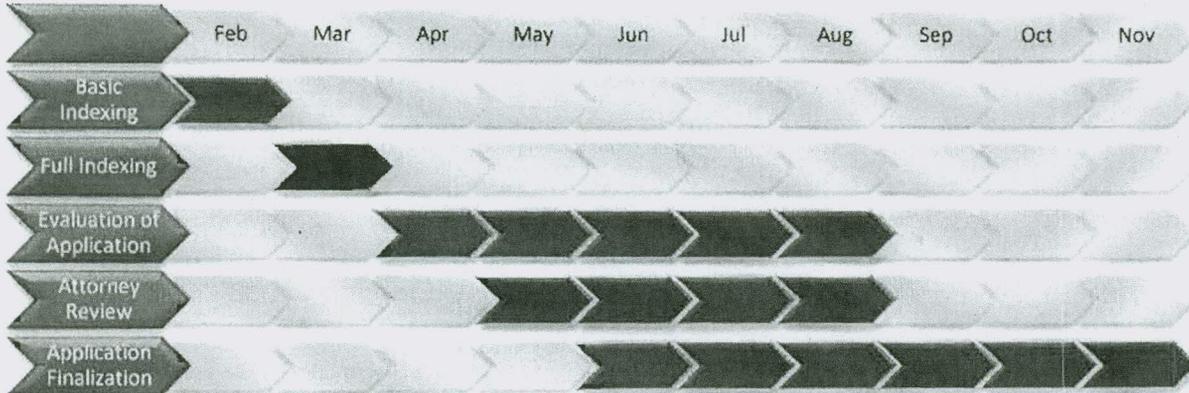
FileONE will take the results of the Trademark evaluation process and merge the Trademark application documents and Trademark evaluation results into a PDF document or set of PDF documents. The documents will then be uploaded to an online system provided by FileONE. PRTO attorneys will then be able to review the Trademark in order by first date filed. Upon completing their review of a Trademark, the PRTO attorney will be able to assign a status to the Trademark of "Approved", "Rejected". Once the Trademark reaches its final status, the status and full index data will be transmitted to FileONE for inclusion in the FileONE online Trademark system.

Stage 3: Post Evaluation Processing

After the mark has completed the review process, FileONE will ensure the documentation that occurs during the process will be correctly assembled with the application packet and the data will then be imported into the SystemWORKS Trademark system.

Trademark Backlog with Trademark Back Scanning

As detailed in the process above, the Trademark Backlog activity includes a significant effort dependent upon executing the current Back Scanning project. In order to accomplish the Backlog goals on a timely basis, FileONE will prioritize the Initial Applications within the Back Scanning project. This process will ensure the Initial Application can be processed simultaneously with existing Trademarks that do not contain open actions items. Because the two projects are intertwined, a high level project plan illustrating how the projects would interact is detailed below.



Post Submission Amendments

Finally, FileONE will focus on Trademarks previously registered with the PRTO office with revisionary submissions, including: amendments, ownership changes, and corporations. During our PRTO folder inventory analysis, FileONE and the PRODS noted a significant effort needed to complete the open transactions. FileONE will work with the PRTO staff to ensure the following transactions are completed:

- Evidence of Use
- Renewal
- Transfer
- Merger
- Merger and Name Change
- Change of Name
- Address Change
- Change of Representative

2.1.1.2 Onsite Attorney Assistant Resourcing

FileONE has included the initial review of Trademark applications, as highlighted in Section 2.1.1.1, "Evaluation of New Trademark Applications". Following the evaluation, the PRTO and its attorneys will be responsible for the final decision regarding the Trademark filing. FileONE recognizes the process of reviewing the assembled evaluation packets is significant and can be time consuming. We also recognize the importance of having PRTO attorneys spend their time focused on the application content itself rather than the logistics of managing the activity.

To assist the PRTO in this time-consuming process, FileONE will provide up to 15 onsite Attorney Assistant resources (or up to 8 Attorney Assistant resources for the Basic Services Option). The total

Attorney Assistant resources provided will depend on the filing volume and manual processing effort needed to support the PRTO Attorneys. The onsite Attorney Assistants will be focused on providing every activity surrounding the PRTO attorney review including:

- Print the documentation of the Trademark, including the indexed application data and the findings from the evaluation stage
- Organize the Trademarks in the order they were submitted to the PRTO
- Provide the documentation to the PRTO attorneys for their review
- Provide research requested by the PRTO attorneys for each Trademark through the web, USPTO, and PRTO websites
- Contact the applicants when requested by the PRTO attorneys via phone, email, or regular mail

2.1.1.3 Trademark Office Redesign & Implementation

The PRDOS will redesign its existing Trademark office to provide better access to onsite services for citizens. With its current restrictive cubicle layout, outdated furniture, and make-shift shelving, the existing 1st floor Trademark office does not efficiently use the available space.

Within the scope of this proposal, FileONE will provide a complete analysis of the existing space, making recommendations for the PRDOS' approval. FileONE's redesign efforts and implementation will be managed by the FileONE team; however, a GSA-approved vendor will provide the services for the effort.

Within the scope of this proposal, FileONE will also provide the infrastructure for up to 16 desks that are flexible in design that may be used by PRDOS, citizens, or both. The original upfit for this area will allow the Backlog project to be managed on-site. The design of the space and desks purchased will be flexible enough to be re-purposed for other PRDOS activities in the future, including: receiving citizens, providing a training center, and hosting small user group meetings for the PRDOS. As part of our redesign effort, FileONE will assume the costs for purchasing and installing the furniture, including wiring for electricity, telephone and internet.

2.1.2 Trademark Module & Services Enhancements

FileONE and the PRDOS have identified five key add-ons which will drive significant new revenue for the PRDOS, while improving stakeholder access to services. These five Trademark Module & Service Enhancements include:

- 2.1.2.1 Trademark Design Phase
- 2.1.2.2 Trademark Beta Program
- 2.1.2.3 Trademark Ownership Mapping

2.1.2.1 Trademark Design Stage

As FileONE progresses with the implementation of the new Trademark system, FileONE will organize review sessions with a small number of key Trademark law firms (up to five firms). This subject matter team will assist FileONE and the PRTO in defining requirements for the SystemWORKS Trademark

application. These sessions will also assist FileONE and the PRDOS in finalizing system functionality for the scope of services within the current contracted SystemWORKS Trademark statement of work.

2.1.2.2 Trademark Beta Program

To ensure the scoped functionality is included in the SystemWORKS Trademark application, FileONE proposes to include the same Design stage user group to test the system prior to go-live. This will not only improve the quality of the application, but will also reduce the learning curve for the PRTO's key filers.

Prior to the Trademark implementation, FileONE will work with the Beta Program law firms and stakeholders to test the system functionality to identify any key fixes needed prior to implementation.

2.1.2.3 Trademark Ownership Mapping

For most system implementations, the creation of user accounts is all that is required for the filers to have access to the filings they create. For this specific system implementation, however, there are tens of thousands of Trademarks that are currently identified only by the name of the person that submitted the application. This problem becomes more difficult because the applicants did not include their email address on the original paper form, thus preventing automatic generation of an account.

To solve this problem, FileONE will have personnel dedicated to tracking down the original filers and obtaining their email addresses. The result of this effort will allow the filers to view their historical filings from the day they log onto SystemWORKS for the first time.

2.1.3 Sensitive Data Security Audit & Redaction

Over the past twelve months, the data within the Corporations system has continued to mature as a result of multiple significant activities, including: the BackFile project, 2009 Rejections Processing, Pre-Grace Program, as well as the ongoing Grace Program. As a result of these projects, the number of filings and documents continues to increase significantly.

There are now over 2.6 million documents (6 million pages) within SystemWORKS. However, over 2.4 million documents are unavailable to the general public. As the PRDOS cannot reasonably assume these scanned legacy images do not contain sensitive information (specifically Social Security Numbers and Employer Tax IDs) these images are currently available only to PRDOS staff.

Following a PRDOS audit, the department has determined the proper risk mitigation strategy includes reviewing and redacting not only the originally scoped 2009 Annual Reports, but all of the Corporation images to reduce the sizable risk associated with releasing sensitive personal data. As the original scope included reviewing only the 400,000 2009 Annual Report images, the PRDOS has requested to expand the scope to include the full Corporation image library.

Given the threat of releasing sensitive information, the BackFile processed documents are currently configured within SystemWORKS to be hidden from public view. In order to allow these documents to be redacted and ultimately visible to the public, FileONE will perform the following steps:

Step 1: Export existing documents

During the first step, FileONE will export the following document types and import them into OCR software where the redaction process may occur (please see Section 5.10, "Sensitive Data Security Audit and Redaction" for specific document types):

- Annual Reports / Fees
- Financial Statements
- Balance Sheet Details
- Certificates of Good Standing
- Corporation Purpose Detail

Step 2: Automated Redaction

Once exported, FileONE will perform an automated redaction process that will search through every page and analyze the documents for potential Tax IDs and Social Security Numbers. The automation process will use Optical Character Recognition (OCR) technology to convert an image to a digital format. Then, a rules-based engine will be used to search the digital document, locate and redact the information. Please note: FileONE will only redact the digital image of the Corporation record; the original, hard-copy documents will not be redacted.

The redaction tool's rules-based technology finds sensitive information anywhere in the document rather than only within a designated region. This will include a "National Rule Set" based on experience gained from more than 250 government installations. The rule-based redaction will provide the highest possible capture rates from the start of the project.

Although this is an extremely mature product used by other Departments of State, the accuracy estimate cannot be calculated until a large sample of actual documents has been processed.

Step 3: Full Human Review

Although FileONE and the PRDOS have high confidence in the automated redaction process, a human review of the documents will increase the accuracy of the redaction effort. As some of the PRDOS' Corporation documents are hand-written, very old, or both – the automated redaction tool's OCR technology may not extract all of the data on these types of documents.

To increase the overall accuracy of the redaction process, FileONE will provide a full review of redacted documents. As part of this process, the FileONE team will review all Corporation documents following automated redaction. This option provides the PRDOS with an approximate accuracy rate of approximately 99 percent.

Step 4: Re-import redacted documents

Upon completion of redaction, the Corporation files will be imported into SystemWORKS. These files will be added to the system in addition to the existing original files.

Step 5: System Re-Configuration

As part of the Redaction deliverable, FileONE will enhance SystemWORKS to restrict the non-redacted version of the document to only those PRDOS staff with administrative log-in permissions. Once the documents are in SystemWORKS, the configurations will be adjusted to allow public viewing of the redacted files. At this point only administrators of the system will be able to view the original/non-redacted versions of each file. For any redacted documents, FileONE will create two versions of the Corporation documents. Only the redacted version of the Corporation document will be made available to the public. FileONE anticipates that having multiple document versions will increase the image database size requirements. Within the scope of this proposal, FileONE has included the cost to allow for the increased digital image storage.

2.1.4 Onsite Support Resources & Dedicated Call Center

In recognition of our partnership with the PRDOS, FileONE has provided a number of onsite resources beyond the scope of the original contract and amendments. To support Amendment #2 of the contract, FileONE previously hired contract resources in the San Juan office to sustain the various activities, including the 2009 Rejections Process, Pre-Grace Program, and Grace Program.

Following the commencement of the PRTO contract and the Grace program activities, the PRDOS has experienced an unanticipated increase in the number of onsite service requests. To accommodate this increase, FileONE proposes the following:

- Retain the three local PR resources currently assigned to Corporation activities
- Hire two additional local PR resources to provide telephone support

Should the PRDOS select the Basic Services Option, FileONE will retain the three local PR resources, but will refrain from hiring the two additional resources to provide telephone support.

2.1.5 Basic Services Option

FileONE understands the PRDOS faces 2013 fiscal year budget constraints. Therefore, FileONE has provided the PRDOS with additional pricing flexibility by providing a lower cost Basic Service Option for the entire first phase.

Under the Basic Services Option, FileONE will complete the Initial Application review of up three (3) years of the current TM application backlog. FileONE will also provide up to eight (8) Attorney Assistant Resources. FileONE will retain the three (3) onsite Corporation support resources. Finally, FileONE will complete a sensitive data security audit and redaction of up to seventy (70) percent of the total Corporation BackFile library. Should the PRDOS select this Basic Service Option, FileONE can complete the remaining deliverables during the subsequent Phase 2. Pricing for the remaining effort following Basic Service Option is included in Section 4.1.3, "Conditional Pricing, Completion of Phase 1 – Basic Service Option."

2.2 Phase 2 ~ 21st Century PRDOS Technology

Since taking office, Secretary McClintock has made unparalleled strides in improving access to the Department of State Corporation services. With the commencement of the Trademark project, citizens and stakeholders will soon have access to the same enhanced services within the PRTO. FileONE proposes to position the PRDOS as a global leader in support of business services. With the PRDOS 2012 Objectives technology enhancements, the PRDOS will set a new standard for a technology-driven citizen-to-government model. FileONE has proposed the following four enhancements described in this Section 2.2:

- 2.2.1 Mobile and Tablet Corporation and Trademark Applications
- 2.2.2 PRTO Trademark Gazette
- 2.2.3 Trademark Accounts and Smart Search Subscriptions
- 2.2.4 PRDOS Instructional Videos
- 2.2.5 PRDOS Virtual Waiting Room & Appointment System

2.2.1 Mobile and Tablet Corporation and Trademark Applications

Over the last two years, the PRDOS' online adoption rate has increased significantly (see details in table 2.2A below). With this significant shift from paper to online processing, the PRDOS is taking a number of proactive steps to continuously improve access to services. Moreover, the improvements in data and image quality achieved through the Back Scanning and Grace Program has positioned the PRDOS to instantly provide this information to interested parties from anywhere around the globe.

With the rapid adoption of mobile devices, the increasingly tech-savvy public is requesting more mobile-friendly features. FileONE proposes to further increase access for citizens and stakeholders through the implementation of a mobile SystemWORKS application. By offering its most commonly used services through mobile applications, the PRDOS will become one of the first Departments of State to provide such visionary leadership and access to services.

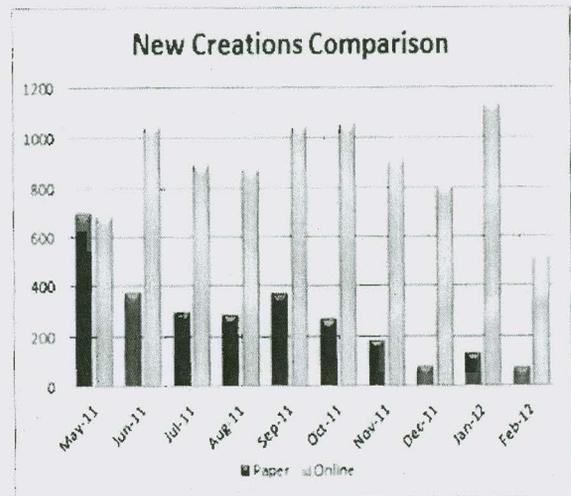
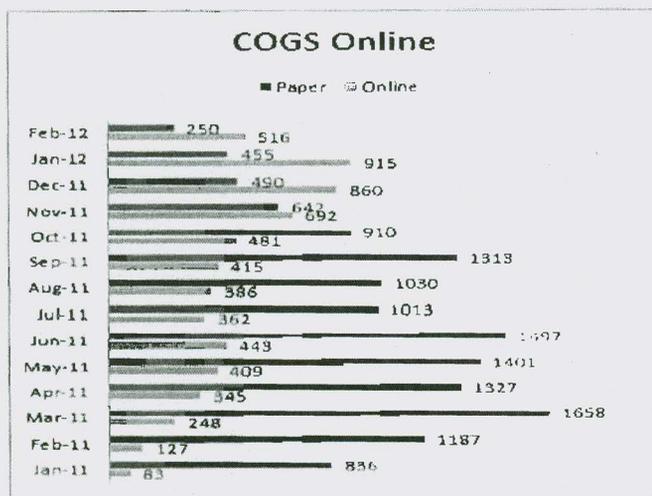


TABLE 2.2A – Graphs from daily dashboard that depict online versus paper filings the transactions that

occur within the system consistently throughout the entire year. Graphs are current as of 14-Feb-2012. FileONE proposes to add both Corporations system and Trademark system mobile modules to accommodate this community of users. This implementation will encompass two stages for each application:

Stage 1, Mobile Lite: The first stage is to implement a mobile version of the current website that will give mobile users the option to visit a lite version of the website that is optimized for small screens or continue to the existing site.

Stage 2, Mobile and Tablet Application Download: The second stage is to implement a published application for each system (Corporations and Trademarks). Users will go through their smart phone mobile and tablet application store to download the PRDOS mobile application. The images below include FileONE's initial design of the PRDOS Corporation Mobile Application (final design will be completed prior to deployment).



PRDOS Launch Screen



PRDOS Corporation Search



Corporation Details Screen

2.2.2 PRTO Trademark Gazette

Following acceptance of a Trademark application, filers are required to publish the Trademark in a public domain for review. This publication allows the general public to contest filings that may be in conflict with existing Trademarks. This manual process is cumbersome, adding significant processing costs for both the filer and PRTO. FileONE proposes to leverage our current SystemWORKS solution to provide a fully integrated, online application to allow filers to submit Trademark filings.

With this proposal, FileONE is including the ability for filers to publish their Trademark seamlessly into the online PRTO Trademark Gazette. FileONE will use the current United States Patent and Trademark Office (USPTO) online publication services as a model to provide Puerto Rico filers with an easy-to-use, automated publication process.

Moreover, FileONE will integrate the Trademark Gazette with the proposed Trademark User Account functionality, allowing subscribers to receive notification when an acceptable Trademark matches the user's pre-defined set of Trademark descriptions, etc.

2.2.3 Trademark Account and Smart Search Subscriptions

Due to the complex nature of the Trademark submission process, FileONE is proposing a premium service for this niche community of Trademark filers to streamline their experience with the PRTO office, as well as assist them in researching and protecting their marks.

FileONE will include the following features for this system:

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- **Sophisticated Smart Search** – within the base system, the general public will be able to search using standard criteria (e.g. key words and classes). For subscription filers, the system will provide smart searching capabilities that would normally be reserved for the administrative staff. This Smart Search will allow the filers to enter in their mark and return a set of search results that are weighted based on their match criteria, such as translated terms and thesaurus matches.
 - **Key Word Alerting** – subscription filers will be able to enter key words that will be stored by the system and sends email alerts when the key words appear in any new submission. This will proactively notify Trademark owners and registrants when others are attempting to infringe on their marks.
 - **Correspondence Dashboard** – the system will also contain a premium screen allowing filers to organize their filing activities based on their own priority. In addition, this correspondence dashboard will provide advanced alerting of actions from the PRTO office. For example, an office action will immediately show in the user's Inbox notifying them an action is pending for their response.

2.2.4 PRDOS Instructional Videos

To promote the variety of new and enhanced services provided by the PRDOS, FileONE will provide two videos aimed at providing clarity for onsite filers. FileONE will provide one video for the Corporations division and one video for the PRTO; each video should expect to be between 60 and 180 seconds in length. FileONE will work with the PRDOS to create each video, using the following production steps for each video:

1. **Creative Brief:** FileONE has a series of questions and points we will gather with the PRDOS Corporation and Trademark teams to determine goals, audience, and style.
2. **Treatment:** Following the brief, FileONE will produce a short, 1-page overview of the production concept. This ensures we are on the right track.
3. **Style Sheet:** FileONE and the PRDOS will review the proposed graphic 'look and feel,' this document includes a limited number of storyboarded frames of graphics, as well font treatments and a color palette for the production.
4. **Script:** FileONE will work with the PRDOS to create the script, the backbone of the production. The script is what everything is planned around.

5. **Two-Column:** Once the script is approved, FileONE will create the two-column. This incorporates the narrative copy along with the video and graphic scenes in a two-column audio/video format. This is the first time you will truly 'see' your production on paper.
6. **Motion Approval:** Under this step, FileONE will provide the PRDOS graphics in an animated environment, to ensure the style and flow meets the PRDOS' expectations.
7. **Rough-Cut:** FileONE will provide the rough-cut of a completed video for the Corporations and Trademark videos. FileONE will incorporate edits into a final-cut draft.
8. **Final-Cut:** During this step, FileONE will provide a second look of nearly complete video, with Rough-Cut changes. FileONE will incorporate minor changes into a final-cut draft.
9. **Picture-Lock:** the FileONE team will produce the final production for the PRDOS.

2.2.5 PRDOS Virtual Waiting Room & Appointment System

With the successful implementation of SystemWORKS, the PRDOS has dramatically increased the number of online services. As a result, most of the transactions that once required a day-long visit to the Department of State are now done from the comfort and convenience of the office or home, 24x7.

As we work toward completing the Corporation and Trademark Back File projects, there is still a need for certain customers to visit the Department of State to complete their request. Specific PRDOS services, such as the Grace program for Corporations, and the proposed Trademark Backlog processing will require onsite assistance through 2012.

To minimize wait times for citizens, FileONE will implement an automated, online appointment scheduling system. This service will allow customers to select from a list of available times, with a high-level of assurance they will be attended to during their selected window. Moreover, FileONE has proposed to continue providing the existing support resources through 2012 to manage the anticipated Corporations Back File and Trademark Backlog demand.

The PRDOS scheduling system will include the following features:

Citizen Self-Scheduling: the following list highlights the scheduling features available to PRDOS filers:

- Allow customers to schedule and cancel their own appointments.
- Permit customers to immediately book after registering or require approval first.
- Determine how far in advance customers can make and cancel appointments.
- Citizen Functionality:
 - Secure login
 - Select a specific PRDOS team member for the appointment or "no preference."
 - Cannot view other scheduled appointments
 - Displays a link to staff profiles and services
 - Edit contact info; change password; add, change, delete
 - Simultaneously book appointments for multiple resources
 - Add self to waiting list (if no time slots available when booking)
- Color-coded grid to determine appointment status.
- Printer-friendly appointment confirmation.

Administrative Scheduling Features: the following list highlights the scheduling features available to PRDOS administrators:

- Add, change or cancel appointments
- Set one or multiple appointments per time slot
- Simultaneously view schedules for multiple staff members
- Set recurring appointments
- View and update past appointments
- View appointments in daily or weekly view
- Color-coded grid to determine appointment status
- Customize appointment durations as needed (5 minutes, 10 minutes, 15 minutes, 30 minutes, 45 minutes, one hour, etc.)

Automated E-mail Notification and Appointment Management

- Confirmation e-mails sent to citizen and notification e-mails sent to PRDOS staff member for the following transactions:
 - Setting appointment
 - Changing appointment
 - Appointment reminder
 - Appointment cancellation
- E-mail "action links" that enable customers to confirm, reschedule or cancel appointments right from customer e-mails.

PRDOS Citizen-Account Management

- Add, update or delete citizen accounts
- View appointment history
- PRDOS functionality:
 - Search by last name, e-mail, city or phone number (if provided)
 - Assign to specific staff members
 - Create and track different customer types
 - Create custom statuses
 - Track how citizens heard about this service
 - Citizen notes
- View notes while managing appointments
- Enter notes while managing appointments

2.2.6 Corporation and Trademark PRDOS Subscription and Bulk Download

Over the past year, several projects have been completed that have had a positive impact on the data quality in the system. These projects have all targeted the need to have a complete filing history of business entities that are in the registry. The system can now electronically assess the standing of every business entity in the system; as of February 2012, there are over 52,000 entities that are in good standing. This reflects the significant value of the data that is currently in the system. FileONE is proposing to add multiple PRDOS revenue generating services to take advantage of this investment.

Corporation Account Subscription

As part of the current Corporation system, FileONE will implement the ability for filers to enroll online to receive access to expanded features within the system. Following payment of the subscription service fee, filers will be able to access many areas of the application currently restricted to administrators. The enhanced access would include documentation currently available only by physically traveling to the San Juan office and working with the PRDOS processors to find the requested information. To drive fee revenue for the PRDOS while providing a right-sized solution for the filing community the access fees will be provided on a 1 day, 1 month, or 1 year subscription.

Corporation Database Download

In addition to providing account access to the filing community, one of the additional services many jurisdictions deliver is an export of the corporation's database. This gives many of the largest corporation filers, such as CT Corporation, the ability to integrate the PRDOS database directly into their processing systems. This is a valuable publication service to these key high-volume providers.

2.3 Phase 2 - Local Services, Education and Training

As the Puerto Rico Department of State continues to scan and index millions of pages of Corporation and Trademark document pages, FileONE is providing the necessary support to build an accurate system of record. In addition, FileONE has provided additional services to improve PRDOS communication to filers, as well as foster a greater understanding of the new services available to the public. With SystemWORKS providing a robust technology platform for the PRDOS, FileONE proposes the following key process improvements to maximize both the short-term and long-term investments:

- 2.3.1 PRDOS Stakeholder User Group
- 2.3.2 Education Outreach Program & End-User SystemWORKS Training
- 2.3.3 PRDOS Booth and PR Event Participation
- 2.3.4 Onsite Indexing and Processing, Post-Go Live
- 2.3.5 Onsite Support Resources & Dedicated Call Center

2.3.1 PRDOS Stakeholder User Group

FileONE will lead the effort to develop a PRDOS SystemWORKS user group community to participate in the guidance of the SystemWORKS software enhancement process. FileONE and the PRDOS will organize a small focus group, consisting of 10-12 key individuals from the PRDOS filing community. FileONE will solicit to identify new functionality to best fit the needs of the evolving citizen and stakeholder expectations and PRDOS requirements.

The PRDOS SystemWORKS user group community will play an active role by submitting enhancement requests for consideration. These requests will be compiled and reviewed by our business analysts and development team. Each year, the user group community will vote on the submitted enhancements they would like to see implemented into our software.

With the PRDOS Stakeholder User Group, the PRDOS will empower its citizens and stakeholders to play an integral part in guiding SystemWORKS improvements. This group will ensure that the Puerto Rico Department of State will remain at the forefront of Business Services.

2.3.2 Education Outreach Program & End-User SystemWORKS Training

In addition to the SystemWORKS internal staff training FileONE provides, we will also provide stakeholder training for the PRDOS Corporation and Trademark filers. FileONE will use an audience-style approach to train large groups of PRDOS filers. FileONE has successfully conducted training sessions for the Corporation filing community. As part of the proposed End-User SystemWORKS Training, FileONE will provide up to 10 training sessions between contract signing and July 2013.

2.3.3 PRDOS Booth and PR Event Participation

To best educate citizens and the service community about the significant PRDOS Corporation and Trademark improvements, FileONE and the PRDOS will participate in local PR conferences to promote the new PRDOS SystemWORKS services.

FileONE will provide a high quality stand-alone booth, provided the event and space allows for it. We will partner with the PRDOS to determine the focus area for each event (e.g. release of new mobile Corporation application, etc.).

Our booth and presentation will focus on the significant reduction in the Corporations backlog, the online adoption, and new services under development. Our goal is to support the PRDOS in its efforts to promote increased economic development in Puerto Rico by outlining the increasing ease of doing business.

2.3.4 Onsite Indexing and Processing, Post-Go Live

Following go-live of the SystemWORKS Trademark application, the PRDOS expects to encourage online filing through a variety of measures, which may include discounted pricing for online filings and services versus their paper counterparts. While the new system will rapidly increase the online adoption of online Trademark filing, the PRDOS does anticipate that paper filings will continue to be filed by its customers.

With the go-live of the SystemWORKS Trademark application, the PRDOS wants to give its staff and the filing community ample time to familiarize itself with the new filing system and processes. Often times this learning curve creates temporary inefficiencies in the filing process. To reduce the probability of a new post-go-live backlog, FileONE will provide additional document indexing and PRTO Attorney Assistant resources through December 2014.

2.3.5 Onsite Support Resources & Dedicated Call Center (2013 - 2014)

Within the scope of this Phase 2 deliverable, FileONE will provide the following:

- Retain the three local PR resources currently assigned to Corporation activities

- Retain two additional local PR resources to provide telephone support (if the Basic Service Option is selected, FileONE will hire the two additional resources which was excluded in the full service Phase 1 option).

FileONE anticipates assigning the existing and new resources to the Corporation Digitization Room. These support resources will be available through December 31, 2014.

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Pricing and Schedule

4.1 PRDOS 2012 OBJECTIVES PRICING ESTIMATE

Following our detailed analysis, FileONE has estimated pricing for the PRDOS based on the effort required to successfully deliver the scope of work within this proposal. For the PRDOS's convenience, FileONE has provided pricing for using a two phase approach. Pricing for Phase 1 - Initial PRDOS Objectives is included in Section 4.1.1. Pricing for Phase 2 - Agency Self-Funded Objectives is highlighted in Section 4.1.2.

For all deliverables listed in the tables below, payments will be made upon the earlier of: (1) a sufficient transaction balance available in the transaction account to cover the payment amount due, or (2) or by July 31, 2014.

4.1.1 PHASE 1 - INITIAL PRDOS OBJECTIVES

The following Phase 1 - Initial PRDOS Objectives Phase deliverables are designed to optimize the agency's investment in the Trademark module and Corporation BackFile projects. FileONE has provided pricing for three key categories:

1. FileONE PRTO Application Review
2. Trademark Module & Service Enhancements
3. Sensitive Data Security Audit & Redaction (Section 2.1.3)
4. Onsite Support Resources & Dedicated Call Center (Section 2.1.4)

FileONE will complete the Initial Application review of the current TM application backlog, as scoped. FileONE will also provide full Attorney Assistant Resourcing at fifteen (15) resources. FileONE will retain the three (3) onsite Corporation support resources and hire two (2) additional onsite resources to provide additional telephone and walk-in support. FileONE will complete a sensitive data security audit and redaction of the total Corporation BackFile library, as scoped.

FileONE understands the PRDOS is faced with 2013 fiscal year budget constraints. Therefore, FileONE has provided a Basic Service Option for the PRDOS' consideration within Phase 1. Under the Basic Service Option, FileONE will complete the Initial Application review of up to three (3) years of the current TM application backlog. FileONE will also provide up to eight (8) Attorney Assistant Resources. FileONE will retain the three (3) onsite Corporation support resources. Finally, FileONE will complete a sensitive data security audit and redaction of up to seventy (70) percent of the total Corporation BackFile library. Should the PRDOS select the Basic Service Option, FileONE can complete the remaining deliverables during the subsequent Phase 2. Pricing for the remaining effort following the Basic Service Option is included in Section 4.1.3, "Conditional Pricing, Completion of the Basic Service Option."

Phase 1 Deliverables - PRTO Application Review	Full Service Pricing	Basic Service Pricing
FileONE PRTO Application Review includes: A. Trademark Backlog, Initial Application Review (Section 2.1.1.1) B. Onsite Attorney Assistant Resourcing (Section 2.1.1.2) C. Trademark Office Redesign & Implementation (Section 2.1.1.3) D. FileONE 2012 Additional Onsite Support Resources (Section 2.1.4)		
<i>FileONE will invoice in seven installments, as defined below:</i>		
1. Analysis & Project Overview Sign-Off: (April 2012)	\$779,874	\$623,900
2. 1st Invoice for Work Performed: (April 2012)	\$680,223	\$544,179
3. 2nd Invoice for Work Performed: (May 2012)	\$606,569	\$485,256
4. 3rd Invoice for Work Performed: (June 2012)	\$593,571	\$474,857
5. 4th Invoice for Work Performed: (July 2012)	\$576,240	\$460,992
6. 5th Invoice for Work Performed: (August 2012)	\$554,577	\$443,662
7. 6th Invoice for Work Performed: (September 2012)	\$541,579	\$433,264
FileONE PRTO Application Review Total	\$4,332,633	\$3,466,110

Phase 1 Deliverables - Trademark Module & Service Enhancements	Full Service Pricing	Basic Service Pricing
Trademark Module & Service Enhancements include: A. Trademark Design Stage (Section 2.1.2.1) B. Trademark Beta Program (Section 2.1.2.2) C. Trademark Ownership Mapping (Section 2.1.2.3)		
<i>FileONE will invoice in seven installments, as defined below:</i>		
1. Analysis & Project Overview Sign-Off: (April 2012)	\$586,812	\$469,450
2. 1st Invoice for Work Performed: (April 2012)	\$377,238	\$301,791
3. 2nd Invoice for Work Performed: (May 2012)	\$335,322	\$268,258
4. 3rd Invoice for Work Performed: (June 2012)	\$241,013	\$192,811
5. 4th Invoice for Work Performed: (July 2012)	\$220,055	\$176,044
6. 5th Invoice for Work Performed: (August 2012)	\$178,140	\$142,512
7. 6th Invoice for Work Performed: (September 2012)	\$157,184	\$125,746
Trademark Module & Service Enhancements Total	\$2,095,764	\$1,676,612

Phase 1 - Sensitive Data Security Audit & Redaction	Full Service Pricing	Basic Service Pricing
Sensitive Data Security Audit & Redaction (Section 2.1.3) includes: A. Automated redaction of up to 4 million Corporation pages B. Full human redaction review following the redaction process C. SystemWORKS enhancements to allow for Original and Redacted versioning of Corporation documents		
<i>FileONE will invoice in six installments, as defined below:</i>		
1. Analysis & Project Overview Sign-Off: (April 2012)	\$367,414	\$293,932
2. 1st Invoice for Work Performed: (May 2012)	\$293,932	\$235,146
3. 2nd Invoice for Work Performed: (June 2012)	\$264,538	\$211,631
4. 3rd Invoice for Work Performed: (July 2012)	\$220,449	\$176,360
5. 4th Invoice for Work Performed: (August 2012)	\$176,359	\$141,088
6. 5th Invoice for Work Performed: (September 2012)	\$146,966	\$117,573
Sensitive Data Security Audit & Redaction Total	\$1,469,658	\$1,175,730

Total Phase 1 - Initial PRDOS Objectives Pricing	Full Service Pricing	Basic Service Pricing
FileONE PRTO Application Review Total	\$4,332,633	\$3,466,110
Trademark Module & Service Enhancements Total	\$2,095,764	\$1,676,612
Sensitive Data Security Audit & Redaction Total	\$1,469,658	\$1,175,730
Total Phase 1 - Initial PRDOS Objectives	\$7,898,055	\$6,318,452

4.1.2 PHASE 2 - AGENCY SELF-FUNDED OBJECTIVES

The Phase 2 - Agency Self-Funded Objectives deliverables leverage a mix of state-of-the-art technologies with expert, local resourcing to position the PRDOS to become self-funded and provide leading technologies and services to businesses and the public. FileONE has provided pricing for six key categories:

1. 21st Century PRDOS Technology
2. Corporation & Trademark Data Subscription and Bulk Download
3. Education Outreach Program, PRDOS Training
4. FileONE 2013 Onsite Support Resources & Attorney Assistance
5. FileONE 2014 Onsite Support Resources & Attorney Assistance
6. Conditional Pricing: Completion of the outstanding deliverables from the Basic Service Option, if the PRDOS selects that option for the Phase 1 statement of work.

Within the following Phase 2 deliverables, FileONE has assumed a January 2013 start date.

Phase 2 Deliverables	Pricing
21st Century PRDOS Technology <ol style="list-style-type: none"> 1. Mobile and Tablet Corporation and Trademark Applications (Section 2.2.1) 2. PRT0 Trademark Gazette (Section 2.2.2) 3. Trademark Accounts and Smart Search Subscription (Section 2.2.3) 4. PRDOS Instructional Videos (Section 2.2.4) 5. PRDOS Virtual Waiting Room & Appointment System (Section 2.2.5) <p><i>FileONE will invoice in twenty-one installments, as defined below:</i></p> <ul style="list-style-type: none"> - 21st Century PRDOS Technology Analysis Sign-Off \$267,638 (January 2013) - 1st Invoice for Work Performed: \$339,007 (January 2013) - 2nd Invoice for Work Performed: \$321,165 (February 2013) - 3rd Invoice for Work Performed: \$303,322 (March 2013) - 4th Invoice for Work Performed: \$267,637 (April 2013) - 5th Invoice for Work Performed: \$160,582 (May 2013) - 6th Invoice for Work Performed: \$124,897 (June 2013) 	\$1,784,248
Corporation & Trademark Data Subscription and Bulk Download (Section 2.2.6) <ol style="list-style-type: none"> 1. Enhance SystemWORKS to provide basic Corporation and Trademark details for the general public 2. Integrate with User Accounts to require payment for detailed access 3. Trademark Correspondence Dashboard <p><i>FileONE will invoice in five installments, as defined below:</i></p> <ul style="list-style-type: none"> - Analysis & Project Overview Documentation Sign-Off \$226,809 (Jan 2013) - Corporation Deployment to UAT \$204,126 (Feb 2013) - Corporation Deployment to Production \$222,270 (March 2013) - Trademark Deployment to UAT \$163,301 (Apr 2013) - Trademark Deployment to Production \$90,723 (May 2013) 	\$907,229
Education Outreach Program, PRDOS Training <ol style="list-style-type: none"> 1. PRDOS Stakeholder User Group (Section 2.3.1) 2. Education Outreach Program & End-User SystemWORKS Training (Section 2.3.2) 3. PRDOS Booth and PR Event Participation (Section 2.3.3) 	\$246,886

Phase 2 Deliverables
Pricing

FileONE will invoice in six installments, as defined below:

- Ed. Outreach, Stakeholder & Training Analysis Sign-Off \$86,409 (Jan 2013)
- Completion of Initial PRDOS Training Session \$37,033 (Feb 2013)
- Completion of Final PRDOS Training Session \$24,689 (March 2013)
- Completion of Initial User Group Session \$61,722 (April 2013)
- Booth and Presentation Approach Signoff \$24,689 (May 2013)
- Completion of Initial Conference Event \$12,344 (June 2013)

FileONE 2013 Onsite Support Resources & Attorney Assistance
\$554,004

1. Continuation of Onsite Indexing and Processing, Post Go-Live (Section 2.3.4)
2. Continuation of Onsite Support Resources & Dedicated Call Center (Section 2.3.5)
3. Continuation of Onsite Attorney Assistant Resourcing (Section 2.1.1.2)

FileONE will invoice in twelve installments, as defined below:

- 1st Invoice for Work Performed: \$46,167 (January 2013)
- 2nd Invoice for Work Performed: \$46,167 (February 2013)
- 3rd Invoice for Work Performed: \$46,167 (March 2013)
- 4th Invoice for Work Performed: \$46,167 (April 2013)
- 5th Invoice for Work Performed: \$46,167 (May 2013)
- 6th Invoice for Work Performed: \$46,167 (June 2013)
- 7th Invoice for Work Performed: \$46,167 (July 2013)
- 8th Invoice for Work Performed: \$46,167 (August 2013)
- 9th Invoice for Work Performed: \$46,167 (September 2013)
- 10th Invoice for Work Performed: \$46,167 (October 2013)
- 11th Invoice for Work Performed: \$46,167 (November 2013)
- 12th Invoice for Work Performed: \$46,167 (December 2013)

FileONE 2014 Onsite Support Resources & Attorney Assistance
\$599,004

1. Continuation of Onsite Indexing and Processing, Post Go-Live (Section 2.3.4)
2. Continuation of Onsite Support Resources & Dedicated Call Center (Section 2.3.5)
3. Continuation of Onsite Attorney Assistant Resourcing (Section 2.1.1.2)

FileONE will invoice in twelve installments, as defined below:

- 1st Invoice for Work Performed: \$49,917 (January 2014)
- 2nd Invoice for Work Performed: \$49,917 (February 2014)
- 3rd Invoice for Work Performed: \$49,917 (March 2014)
- 4th Invoice for Work Performed: \$49,917 (April 2014)
- 5th Invoice for Work Performed: \$49,917 (May 2014)
- 6th Invoice for Work Performed: \$49,917 (Jun 2014)
- 7th Invoice for Work Performed: \$49,917 (July 2014)
- 8th Invoice for Work Performed: \$49,917 (August 2014)
- 9th Invoice for Work Performed: \$49,917 (September 2014)
- 10th Invoice for Work Performed: \$49,917 (October 2014)
- 11th Invoice for Work Performed: \$49,917 (November 2014)
- 12th Invoice for Work Performed: \$49,917 (December 2014)

TOTAL ESTIMATED PHASE 2 PRICING
\$4,091,371

4.1.3 Conditional Pricing, Completion of Remaining Work for Basic Service Option

The following pricing addresses all remaining work to complete the outstanding Trademark Applications and the Sensitive Data Analysis and Redaction should the PRDOS select the Phase 1 Basic Service Option.

FileONE PRTO Application Review	Completion of Phase 1 Basic Service Pricing
A. Trademark Backlog, Initial Application Review (Section 2.1.1.1)	
B. Onsite Attorney Assistant Resourcing (Section 2.1.1.2)	
C. Trademark Office Redesign & Implementation (Section 2.1.1.3)	
<i>FileONE will invoice in seven installments, as defined below:</i>	
1. Project Team Reassignment & Analysis Sign-Off: (January 2013)	\$292,737
2. 1st Invoice for Work Performed: (January 2013)	\$256,144
3. 2nd Invoice for Work Performed: (February 2013)	\$256,144
4. 3rd Invoice for Work Performed: (March 2013)	\$256,144
5. 4th Invoice for Work Performed: (April 2013)	\$256,144
6. 5th Invoice for Work Performed: (May 2013)	\$256,144
7. 6th Invoice for Work Performed: (June 2013)	\$256,144
FileONE PRTO Application Review Total	\$1,829,601

Note: the pricing table above is only valid if the PRDOS selects the Basic Service Option under the Phase 1 deliverables.

4.2 PRDOS 2012 Objectives System Related Project Schedule

Provided that the contract amendment is executed before April 17, 2012, FileONE is confident that the majority of the PRDOS 2012 Objectives can be delivered by September 30, 2012.

FileONE has provided a detailed project schedule with dates in Appendix A, "PRDOS 2012 Objectives Project Schedule".

Key Assumptions

5.1 PRTO ATTORNEY ACCEPTANCE DETERMINATION

For this key step in the process, FileONE assumes a minimum of six (6) PRTO attorneys will be 100% dedicated (minimum of 40 working hours per week) to the PRTO-led activity. These staff members must be qualified and authorized to make a final decision on how the PRTO will proceed with any Initial Trademark or be able to escalate to PRTO management. These resources will be responsible for generating the actual Office Action (OA) documentation; however, FileONE will ensure that the OA will be delivered to the filers appropriately and are followed up on in an appropriate fashion. Without these key resources, FileONE believes there is significant risk in being able to deliver this project on time.

As part of the Initial application review, the PRDOS agrees to:

- Provide a copy of the PRTO database used for searching Trademark names.
- Provide office space as outlined in the Overall Assumptions section of this proposal.
- Provide final determination of filing (accept / reject)

5.2 PRTO ATTORNEY ACCEPTANCE DETERMINATION AND POST SUBMISSION AMENDMENTS

For this process FileONE assumes that:

- The PRTO will provide FileONE access to 10 telephone lines to support incoming and outgoing support calls.
- The PRTO will provide office supplies to support the mailing process, including but not limited to postage, envelopes, and printing supplies.

5.3 POST SUBMISSION AMENDMENTS

The following table represents the activities FileONE will provide for completion of the post submission amendments. The table details the document types, as well as the individual effort that is needed to support each of them.

Evidence of Use:	Verify that the specimens are original and represent the same Trademark Register.
	Verify that all goods and services appropriate to the international class.
	Verify if the registered owner is same at the initial application.
	Perform a search online to check how the Trademark is marketed
	Verify if the trademark do not have a pending transaction.
	Prepare the Certificate of Evidence of Use.
	If it does not proceed return to the applicant.
Renewal:	Verify if the owner presented the evidence of use - Is this trademark active?
	Verify if the trademark does not have a pending transaction.
	Evaluate all documents in the Trademark file
	If it does not proceed return to the applicant.
	Prepare the Certificate of Renewal
Transfer:	Verify that the document complies with the provisions of the Trademark Act.
	Verify there is tract between the owners.
	Prepare notice of publication.
	If it does not proceed return to the applicant explaining the reason.
Merger:	Received an official document of the competent authority stating that the corporate merger.
	Verify that there is track between the owner of the brand and who appears in the merger document.
	If it does not proceed return to the applicant explaining the reason.
	The new owner will be the survivor corporation.
	Prepare Certificate of Merger.
Merger and Change of Name:	Equal to Merger except that the survivor corporation change of name.
Change of Name:	Receive an official document of the competent authority under the laws of the jurisdiction in which the issuing of the certificate stating the name change.
	Verify existing tract between the document and the last holder of the trademark.
	Prepare the Certificate of Change of Name.
	If it does not proceed return to the applicant explaining the reason.
Address Change:	Update the new address and prepare a Certificate the change.
Change of Representative:	Update the new representation and this postal address.

PRDOS Attorneys' work will be under direction of PRTO. Their work product will not be guaranteed by FileONE.

5.4 TRADEMARK MODULE AND SERVICES ENHANCEMENTS

In addition to the scope listed in section 4, the following was assumed for this section of the project.

Trademark Design phase:

- The PRTO will provide an approved list of up to 5 law firms that will participate in the design phase.
- FileONE will provide an on-site training session for the identified filers. The session will give the testers a review of the early draft versions of the system.
- The PRTO will organize the location for the review session and will ensure that the location contains appropriate seating and has internet access.
- Changes discussed during this activity will be appropriately analyzed for inclusion into the system and FileONE will work with the PRTO office to finalize which enhancements are included into the system roadmap.
- FileONE will provide up to 40 hours toward the total list of design phase enhancements approved by the PRDOS. Above these 40 hours FileONE will make reasonable effort to accommodate features that are believed to have significant benefit to the PRTO office or the filing community.
- Any effort beyond the 40 hour annual allotment will require a change order request; unused hours will not carry-over into the subsequent period.
- FileONE will analyze enhancement requests and will work with the PRTO office to determine what enhancements will be made prior to the production release and what enhancements may be released in a subsequent release.
- Changes made during the design phase may impact the release date schedule.

Beta testing:

- The PRTO will provide a list of up to 5 law firms that will be the "Beta Testers".
- FileONE will provide an on-site training session for the identified filers. The session will give the testers a complete review of the system in a very close to finalized state.
- The PRTO will organize the location for the Beta Test training session and will ensure that the location contains appropriate seating and has internet access.
- FileONE will provide up to 40 hours toward the total list of User Group enhancements approved by the PRDOS. Above these 40 hours FileONE will make reasonable effort to accommodate features that are believed to have significant benefit to the PRTO office or the filing community.
- Any effort beyond the 40 hour annual allotment will require a change order request; unused hours will not carry-over into the subsequent period.
- FileONE analyze enhancement requests and will work with the PRTO office to determine what enhancements will be made prior to the production release and what enhancements may be released in a subsequent release.
- Changes made during the Beta Test effort may impact the release date schedule.

5.5 TRADEMARK GAZETTE

The Trademark Gazette will include the following features:

- The publications will automatically be published in the gazette on a weekly basis once they have reached a status of "Approved for Publication"
- The published document will be in a PDF format that is a standard for web document publishing and allows the general public to download and search for terms within the document
- Trademarks that are listed in the gazette will remain reviewable within the system that is being implemented
- The publication would include the following information for each published, canceled, and renewed Trademarks
 - Registration Number
 - Specimen sample
 - Trademark Name
 - Trademark Type
 - Trademark Class
 - Trademark Color
 - Description
 - Mark Used Since Date
 - Applicant Name

5.6 MOBILE AND TABLET APPLICATIONS

Mobile users are distributed across multiple platforms, including iPhone, Android, and Blackberry devices. With this restriction, it is imperative the design of the product be consistent across these platforms. The requirements being provided include the following:

- They will be compatible and published for the following mobile operating systems
 - Android
 - Apple iOS
 - Blackberry
- FileONE will provide all services necessary to have the applications published by the various vendors (Apple Store, Blackberry World, and Android Market).
- The published application for the Corporations system include:
 - Spanish and English language selection
 - Searching feature that is identical to the current online web application
 - Once a Corporation is selected the following information will be available for review
 - General corporation information (Formation date, status, class, type, jurisdiction, home state/country, purpose)
 - Current designated office address
 - Resident agent including mailing and street addresses
 - Incorporators

- Corporation Officers
- List of Annual Reports that have been filed
- The published application for the Trademark system will include:
 - Spanish and English language selection
 - Searching feature that is identical to the web application currently being implemented
 - Once a Trademark is selected the following information will be available for review
 - Registration Number
 - Specimen sample
 - Trademark Name
 - Trademark Type
 - Trademark Class
 - Trademark Color
 - Description
 - Mark Used Since Date
 - Applicant Name
 - Date of Next Renewal

5.7 TRADEMARK ACCOUNTS AND SMART SEARCH SUBSCRIPTIONS

- Trademark Account Subscriptions would grant the following privileges to account holders:
- Ability to perform advanced searching which is currently only available to administrators. This searching is based off a weighted return set that returns the list of potential trademark (or trademark conflicts) based on a matching algorithm. The algorithm includes searching against thesaurus and translated terms. This allows for sophisticated researching within the system.
- Ability to tag up to 50 trademark terms for alerting notifications. For the selected terms the user will receive an email or text message when any application has been submitted with the term. This gives the users a powerful feature that supports their need to protect their trademark.

5.8 CORPORATION SUBSCRIPTION ACCOUNTS

Corporation Account Subscriptions would grant the following privileges to account holders:

- Enable access to the redacted document library which is currently only available at the PRDOS San Juan office
- Add advanced searching services currently available to PRDOS administrators only. This searching is based off corporation class, profit type, status, jurisdiction, and formation date and allows for sophisticated researching within the system.
- Allow tagging of up to 100 corporations for alerting notifications. For the selected corporation, an account holder will receive emails or text message when any filing has occurred for the selected entity. Additionally, the system will send alerts to these accounts when deadlines are close for the given corporations (such as annual report and all extensions).

5.9 CORPORATION DATABASE DOWNLOAD

Organizations that have paid for this subscription will receive a quarterly flat file export of the database in a common data format (XML or CSV). This export will include the following information:

- Corporation general information such as name, corporation number, status, formation date, type, jurisdiction, and home state
- Designated office address
- Resident agent details
- Officers
- Annual Report event details

5.10 SENSITIVE DATA SECURITY AUDIT AND REDACTION

The following table details the document types included in the redaction process, as well as which documents will be visible to the general public upon completion. Document types that are listed as "Public" under the current visibility will not require redaction since they were previously generated by SystemWORKS and did not include sensitive information.

NameEN	NameES	Current Visibility	After Redaction
Financial Statement (uploaded)	Estado Financiero (subido)	Not Public	Public
Annual Report	Informe Anual	Public	Public
Certificate of Good Standing	Certificado de Cumplimiento	Not Public	Public
Balance Sheet Details	Detalles Estado de Situación	Not Public	Public
Certificate of Incorporation	Certificado de Incorporación	Public	Public
Certificate of Registry	Certificado de Registro	Public	Public
Annual Report (scanned)	Informe Anual (digitalizado)	Not Public	Public
Annual Fee (scanned)	Derecho Anual (digitalizado)	Not Public	Public
Certificate of Good Standing (scanned)	Certificado de Cumplimiento (digitalizado)	Not Public	Public
Creation filing (scanned)	Registro Nuevo (digitalizado)	Not Public	Public
Financial Statement (scanned)	Estado Financiero (digitalizado)	Not Public	Public
Annual Report (uploaded)	Informe Anual (subido)	Not Public	Public
Annual Fee (uploaded)	Derecho Anual (subido)	Not Public	Public
Certificate of Good Standing (uploaded)	Certificado de Cumplimiento (subido)	Not Public	Public
Purpose (uploaded)	Propósito (subido)	Not Public	Public
Resident Agent Certificate of Amendment	Certificado de Enmienda de Agente Residente	Public	Public
Annual Fee	Derecho Anual	Public	Public
Certificate of Resident Agent Correction	Certificado de Corrección de Agente Residente	Public	Public
Pro Forma Annual Report	Pro Forma Annual Report	Public	Public
Financial Statement (previous version)	Estado Financiero (versión anterior)	Not Public	Public
Annual Report (previous version)	Informe Anual (versión anterior)	Public	Public
Annual Report (scanned-)	Informe Anual (digitalizado-)	Not Public	Public

The following additional details were assumed for this activity:

- Up to 4,000,000 pages will be redacted
- The redaction will search for EIN and Social Security Numbers only
- Approximately 25% of the documents are in Spanish
- The "National Rule Set" will be applied to the automated redaction searching

- As some Annual Report filings are hand-written or on non-uniform documents, FileONE cannot make an absolute assurance that all sensitive information will be redacted. FileONE assumes that the PRDOS will review all images to redact any remaining sensitive data before images are made publically available. The PRDOS assumes all responsibility for the information contained on redacted and non-redacted images.

5.11 END-USER SYSTEMWORKS TRAINING

FileONE will be responsible for preparing the training curriculum and the SystemWORKS test environment. The PRDOS will be responsible for all costs and coordinating efforts associated with the event space, sending communications to potential attendees, providing printed materials (if any), and all other miscellaneous training event expenses.

5.12 TRADEMARK OFFICE REDESIGN AND IMPLEMENTATION

For this part of the proposal FileONE assumes:

- The DOS will assist the FileONE team in the review and approval of the design, assisting with necessary permits necessary for the San Juan office.
- FileONE will work with a vendor that has already received GSA approval.
- DOS will provide FileONE approval to move forward with the plans on a timely basis, including the ability to begin this effort no later than April 12, 2012. This approval is critical in order to meeting the desired schedule.
- The PRDOS understands that any changes to the final reconfiguration design may introduce significant costs and that any costs associated with post sign-off changes will be wholly assumed by the PRDOS.

5.13 PRDOS STAKEHOLDER USER GROUP

FileONE and the PRDOS assume that the User Group's suggested enhancements will not require a significant investment by either FileONE or the PRDOS. Within the scope of this proposal, FileONE will provide up to forty hours toward the total list of User Group enhancements approved by the PRDOS. The annual allotment of FileONE services includes all analysis, development, testing and deployment activities related to the PRDOS-approved enhancements. Any effort beyond the eighty hour annual allotment will require a change order request; unused hours will not carry-over into the subsequent period. FileONE has included three definitive periods: 1) contract signing through September 30, 2012; 2) October 1, 2012 through September 30, 2013, and 2) October 1, 2013 through September 30, 2014.

For User Group meetings, FileONE will provide the training instructors, email notifications, and all necessary documentation. The DOS will provide the office space for these sessions and at a minimum will ensure the selected location includes appropriate seating for the audience, projectors, microphone /speakers (for large groups), and internet access.

5.14 PRDOS BOOTH AND PR EVENTS

As FileONE will be supporting the PRDOS in its education of new and existing services during these conferences, FileONE assumes that the PRDOS will cover the registration costs for each event. FileONE will include 1-2 participants to support the PRDOS. FileONE will participate in up to four (4) local PR-based events annually. FileONE will provide a booth "skin" that is specifically designed for the PRDOS and PRDOS services. The PRDOS will provide final approval of any design. DOS will ensure that internet connectivity is available for these events.

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