DEPARTMENT OF PROCUREMENT SERVICES
NON-COMPETITIVE REVIEW BOARD (NCRB) APPLICATION

Complete this cover form and the Non-Competitive Procurement Application Worksheet in detail. Refer to the page entitled "Instructions for Non-Competitive Procurement Application" for completing this application in accordance with its policy regarding NCRB. Complete "other" subject area if additional information is needed. Subject areas must be fully completed and responses merely referencing attachments will not be accepted and will be immediately rejected.

<table>
<thead>
<tr>
<th>Department</th>
<th>Originator Name</th>
<th>Telephone</th>
<th>Date</th>
<th>Signature of Application Author</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Liaison</td>
<td>Email Contract Liaison <a href="mailto:lorel.blameuser@cityofchicago.org">lorel.blameuser@cityofchicago.org</a></td>
<td>Telephone</td>
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<tr>
<td>Lorel Blameuser</td>
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<td>746-9421</td>
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List Name of NCRB Attendees/Department

Frank Lindbloom
Zachary Williams
Lorel Blameuser
Lisa Clark

Rosemary Mc Donnell

Request NCRB review be conducted for the product(s) and/or service(s) described herein.

Company: Language Line Services, Inc.

Contact Person: Thomas Costello
Phone: 831-648-5537
Email: tcostello@langageline.com

Project Description: Foreign Language Interpretation and Translation Services

This is a request for:
☒ New Contract
☐ Amendment / Modification

Contract Type
☒ Blanket Agreement Term: 6 (# of mo)
☐ Standard Agreement

☐ Time Extension
☐ Vendor Limit Increase ☐ Scope Change

Contract Number:___
Specification Number:___
Modification Number:___

Department Request Approval

DEPARTMENT HEAD OR DESIGNEE

Gary W Schoenkel

PRINT NAME

6-3-2013 DATE

Recommended Approval

BOARD CHAIRPERSON

Rick Butler

PRINT NAME

JUL 18 2013 DATE

☐ Approved ☐ Rejected

CHIEF PROCUREMENT OFFICER

7/18/13 DATE

Page 1 of 5

April 2013
Justification for Non-Competitive Procurement Worksheet

PROCUREMENT HISTORY

1. Describe the requirement and how it evolved from initial planning to its present status.

   a. The OEMC is requesting a new contract for continuation of services for six (6) months with up to 6 month extension option. The existing contract PO#8393 with Language Line Services, Inc. will expire on July 31, 2013; all extension options have been exhausted.

   The Office of Emergency Management and Communications (OEMC) is a first respondent department answering and administering services for the 9-1-1 emergency call center, and the 3-1-1 operators including customer service calls. The OEMC is accountable for the optimal administration of the 9-1-1 emergency call center, 3-1-1 operators due to the 24/7/365 operational facilities. The telephone calls are primarily from Chicago residents seeking emergency assistance. The OEMC requires a qualified vendor; Language Line is to provide on-line interpretation and translation services from skilled interpreters who respond within 2-3 rings of receiving a call. Language Line’s staff has the capability to translate a minimum of 140 language translations and interpretation in three (3) way-telephone conversations in multiple languages.

   The OEMC began these operational services in 1995, as an “online” provider for language translators in order to communicate with non-English speaking calls to the 9-1-1 and 3-1-1 centers. The provider of this service had been AT&T Language Line Services and payments for these services were processed as direct payment vouchers, dealing with the vendor as a Telephone utility service provider. Business was successfully conducted for five (5) years with no contract established.

   In December 1998, the Mayor’s Office of Inquiry and Information became part of the Office of Emergency Management and Communications with the implementation of the City’s 3-1-1 non-emergency calling system, creating an increase in the amount of Language Interpretation service requirements.

   In March 1999, AT&T divested itself of this segment of business, resulting in a company no longer associated with AT&T in name or Ownership, but continuing its business operations in exactly the same manner. The company is Language Line Service and is head-Quartered in Monterey, Ca. At that time, Department of Procurement Services (DPS) and the Office of the City Comptroller determined that a purchase contract needed to be established with the vendor to cover this ongoing requirement. This contract with Language Line was awarded as a sole source contract in 2005 providing interpretation and translation services for 9-1-1 and 3-1-1 dispatch operators. The OEMC services the entire Chicago metropolitan area 24/7/365 days a year. It is of great importance to provide these services to the citizens of Chicago for not only emergency but non-emergency services.

   The new solicitation for Foreign Interpretation and Translation Services is pending issuance of advertisement. Until award of a new contract, the OEMC is requesting DPS to consider granting the issuance of six (6) month contract with up to six (6) month extension option for an estimated $350,000.00. This is a city-wide contract; these are four (4) City departments who participate in this contract: Department of Aviation, Administrative Hearings, Department of Health, and the Department of Family and Support Services.

2. Is this a first time requirement or a continuation of previous procurement from the same source? If so, explain the procurement history.

   Continuation – The OEMC began these operational services in 1995, as an “online” provider for language translators in order to communicate with non-English speaking calls to the 9-1-1 and 3-1-1 centers. The provider of this service had been AT&T Language Line Services and payments for these services were processed as direct payment vouchers, dealing with the vendor as a telephone utility service provider. Business was successfully conducted for five (5) years with no contract established.
In December 1998, the Mayor's Office of Inquiry and Information became part of the Office of Emergency Management and Communications with the implementation of the City's 3-1-1 non-emergency calling system, creating an increase in the amount of Language interpretation service requirements.

In March 1999, AT&T divested itself of this segment of business, resulting in a company no longer associated with AT&T in name or Ownership, but continuing its business operations in exactly the same manner. The company is Language Line Service and is head-Quartered in Monterey, Ca. At that time, the Department of Procurement Services and the Office of the City Comptroller determined that a purchase contract needed to be established with the vendor to cover this ongoing requirement.

3. Explain attempts made to competitively bid the requirement. (Attach copy of notices and list of sources contacted)
   a. Historically, this contract has been a non-competitive bid contract with Language Line since 2005. The OEMC recognizes the opportunity to competitively solicit this requirement to other vendors. The number of participating departments and types of interpretation and translation services has expanded from the original scope of services. Since there is now a broader demand of services to include sign language, the number of competitors within this industry may now be available. DPS has determined it is in the best interest of the City to issue an Request for Qualification (RFQ) for interpretation and translation services and Target Market, RFP for sign language services. The Department of Procurement Services (DPS) is in the process of issuing a new solicitation, and Request for Qualification (RFQ) for these services. The City is in need for the continuation of these services performed daily for multiple city wide departments.

4. Describe all research done to find other sources. (List other cities contacted, companies in the industry contacted, professional organizations, periodicals and other publications used).
   a. The existing contract with Language Line has historically been a non-competitive bid. The number of participating departments and types of interpretation and translation services has expanded from the original scope of services. Since there is now a broader demand of services to include sign language, the number of competitors within this industry may now be available. DPS has determined it is in the best interest of the City to issue an RFQ for interpretation and translation services and Target Market, RFP for sign language services.

5. Explain future procurement objectives. Is this a one-time request or will future requests be made for doing business with the same source?
   a. Language Line historically and is currently the only vendor who has been able to perform these quality and confidential emergency and non-emergency services. Until a new contract is awarded through the RFQ process, OEMC is requesting the continuation of services through Language Line. DPS is in the process of issuing two (2) competitive solicitations, RFQ: Interpretation and Translation Services and Target Market RFQ for Sign Language.

6. Explain whether or not future competitive bidding is possible. If not, why not?
   a. DPS will begin the process to request a new competitive solicitation to replace the current Language Line Services contract.

☐ ESTIMATED COST

1. What is the estimated cost for this requirement?
   The OEMC's estimated cost for the six (6) months is $350,000.00.

2. What is the estimated cost by fiscal year, if the job project or program covers multiple years?
   The yearly city-wide historical expenditures are $750,000.00. This contract is for six (6) month period with up to six (6) month extension option.

3. Explain the basis for estimating the cost and what assumptions were made and/or date used (i.e. budgeted amount, previous contract price, current catalog or cost proposal from firms solicited, engineering or in-house estimate, etc.).
   The dollar estimate was based off historical expenditures as detailed in Business Object and FMPS usage reports to comprise the calculated $350,000.00 amount.
4. Explain whether the proposed Contractor or the City has substantial dollar investment in original design, tooling or other factors which would be duplicated at City expense if another source was considered. Describe cost savings or other measurable benefits to the City which may be achieved.

No dollars are invested but it is the quality and efficiency of service levels that are performed by Language Lines to the City in emergency and non-emergency citizen translation services. Language Line's 24/7/365 days availability response to emergency, medical, court interpretation and translation services in a minimum of 140 languages is exclusive; the trained and certified qualified staffing; and the customer service including the confidentiality of each translation or interpretation services.

5. Explain what negotiation of price has occurred or will occur. Detail why the estimated cost is deemed reasonable. Based on the historical payments for this requirement, the estimated cost is $750,000.00 annually.

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<th>SCHEDULE REQUIREMENTS</th>
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<tr>
<td>1. Explain how the schedule was developed and at what point the specific dates were known.</td>
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<tr>
<td>a. This contract will start on August 1, 2013 and expire on February 28, 2014, six (6) month contract.</td>
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<td>2. Is lack of drawings and/or specifications a constraining factor to competitive bidding? If so, why is the proposed Contractor the only person or firm able to perform under these circumstances? Why are the drawings and specifications lacking? What is the lead time required to get drawings and specifications suitable for competition? If lack of drawings and specifications is not a constraining factor to competitive bidding, explain why only one person or firm can meet the required schedule.</td>
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<tr>
<td>a. Not Applicable</td>
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<td>3. Outline the required schedule by delivery or completion dates and explain the reasons why the schedule is critical.</td>
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<tr>
<td>a. The current contract PO#9383 expires July 31, 2013 with no contract extension options remaining. This new contract will allow for continuation of services for six (6) months or until a new contract is awarded. The City cannot comprise the well-being of any citizen if the City is unable to provide these interpretation and translation services for an emergency or non-emergency or disaster situation. It is critical in daily operation to be able to provide any first responders to citizen in a life or death situation.</td>
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<td>4. Describe in detail what impact delays for competitive bidding would have on City operations, programs, costs and budgeted funds.</td>
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<tr>
<td>a. There are numerous City departments particularly the OEMC 9-1-1, 3-1-1 centers that would not be able to aid a citizen in an emergency or disaster situation. This could comprise the health or mental well-being of any individual. The continuation of this contract will allow for the City to aid citizens and prevent further endangerment.</td>
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<th>EXCLUSIVE OR UNIQUE CAPABILITY</th>
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<tr>
<td>1. If contemplating hiring a person or firm as a Professional Service Consultant, explain in detail what professional skills, expertise, qualifications, and/or other factors make this person or firm exclusively or uniquely qualified for the project. Attach a copy of the cost proposal, scope of services, and temporary consulting services form.</td>
</tr>
<tr>
<td>a. Language Line Services is the exclusive provider of an acceptable level of service to address the spoken language interpretation requirements of the City's 9-1-1 and 3-1-1 operations. This vendor has the exclusive ability to invoke a competent interpreter into a 3-way telephone conversation within 30 seconds or less and has a nationwide on-duty staff of over 2,000 employees, capable of providing language interpretation of over 200 languages.</td>
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| Language Lines has a multi-tiered quality program. This program is comprised of processes to monitor interpreters, mechanisms to track the progress of interpreters over time and a strategy to identify and implement training programs. They place a high importance on monitoring our interpreters and their calls. Due to the confidential nature of your conversations with their interpreters and City citizens, they do not record or store any calls that are monitored. Instead, their Senior Language Specialists (SLS) will monitor a call without disrupting the conversations. The Senior Language Specialists assess their interpreters at regular intervals. The frequency of these evaluations depends on each interpreter's years of service and his or her overall individual performance. Newly hired interpreters are closely
monitored. Their calls are measured against a set of prescribed quality metrics. Language Line’s monitors are more experienced interpreters and who consistently exceed performance expectations. Regardless, they use the same quality metrics as a baseline for all of their interpreters and expect them to live up to the high standards set. No other vendor uses employees and therefore cannot provide the training and response time to answer 911 calls.

Language Line Services also tracks all monitoring data to identify progress. Quality assurance managers periodically review the performance data to monitor the progress of each interpreter. Managers also conduct monthly meetings with Senior Language Specialists to enforce consistency and gather information about any major performance issues identified through observation.

Thirdly, and one of the most important components of the program, is the internal review process. To improve company-wide performance, the Quality Assurance Department works closely with the Interpreter Training Department to distill call data, identify universal training needs, and develop new training programs. Frequently, their monthly interpreter newsletter features the emerging trends, issues, and challenges revealed through call monitoring.

No other vendor can respond to the OEMC’s requirements of the breadth of languages supported 24x7 and the speed at which they provide qualified, trained interpreters.

2. Does the proposed firm have personnel considered unquestionably predominant in the particular field?

No, employment criteria include a minimum of five years of residence in the country which language is being interpreted.

3. What prior experience of a highly specialized nature does the person or firm exclusively possesses that is vital to the job, project or program?
   a. See above for exclusive capability.

4. What technical facilities or test equipment does the person or firm exclusively possess of a highly specialized nature which is vital to the job?
   a. None.

5. What other capabilities and/or capacity does the proposed firm possess which is necessary for the specific job, project or program which makes them the only source who can perform the work within the required time schedule without unreasonable costs to the City?
   a. See above for exclusive capability.

6. If procuring products or equipment, describe the intended use and explain any exclusive or unique capabilities, features and/or functions the items have which no other brands or models, etc. possess. Is compatibility with existing equipment critical from an operational standpoint? Explain why?
   a. We are not procuring products, this is a service.

7. Is competition precluded because of the existence of patent rights, copyrights, trade secrets, technical data, or other proprietary data? Attach documentation verifying such.
   a. No.

8. If procuring replacement parts and/or maintenance services, explain whether or not replacement parts and/or services can be obtained from any other sources? If not, is the proposed firm the only authorized or exclusive dealer/distributor and/or service center? If so, attach letter from manufacturer.
   a. We are not procuring products.
DEPARTMENT OF PROCUREMENT SERVICES
NON-COMPETITIVE REVIEW BOARD (NCRB) APPLICATION
INSTRUCTIONS FOR PREPARATION OF NON-COMPETITIVE PROCUREMENT APPLICATION

If a City Department has determined that the purchase of supplies, equipment, work and/or services cannot be done on a competitive basis, a justification must be prepared on this "Justification for Non-Competitive Procurement Application" in which procurement is requested on a non-competitive basis in accordance with 65 ILCS 5/8-10-4 of the Illinois Compiled Statutes. Using this instruction sheet, all applicable information must be addressed on the worksheet. The information provided must be complete and in sufficient detail to allow for a decision to be made by the Non-Competitive Procurement Review Board. For Amendments, Modifications, describe in detail the change in terms of dollars, time period, scope of services, etc., its relationship to the original contract and the specific reasons for the change. Indicate both the original and the adjusted contract amount and/or expiration date with this change. Attach a DPS Checklist and any other required documentation; the Board will not consider justification with incomplete information documentation or omissions.

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

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

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

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

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

OTHER
1. Explain other related considerations and attach all applicable supporting documents, i.e., an approved "TGB Form" or "Request For Individual Hire Form".

REVIEW AND APPROVAL
This application must be signed by both Originator of the request and signed by the Department Head. After review and final disposition from the Board, this application will be signed by the Board Chairman. After review and final disposition from the Board, this form will be presented to the Chief Procurement Officer recommending approval.

Instructions for Non-Competitive Procurement Application

Page 1

April 23, 2013
THE OFFICE OF THE EXECUTIVE DIRECTOR

TO: Jamie Rhee, Chief Procurement Officer
THE DEPARTMENT OF PROCUREMENT SERVICES (DPS)

FROM: Gary W. Schenkel, Executive Director
THE OFFICE OF EMERGENCY MANAGEMENT AND COMMUNICATIONS (OEMC)

DATE: July 9, 2013

Foreign Language Interpreters and Translation Services
Requisition: 81451, Specification No. 117209

The Office of Emergency Management and Communications' (OECMs') request for a Non-Competitive contract for "Foreign Language Interpreters and Translation Services" with Language Line was approved on July 2, 2013 by the NCRB Board.

Based upon the NCRB Board's recommendation, the contract term is to be established for one (1) year rather than six (6) months. The new contract dollar limit is $700,000.00 for the one (1) year period.

If you should have any questions, please contact Lorel Blameuser at (312) 748-9421. Thank you for your assistance.

cc: Richard Butler, DPS
    John O'Brien, DPS
    Frank Lindbloom, OEMC Administration
    Zachary Williams, OEMC Public Safety Information Technology
    Lorel Blameuser, OEMC Contracts
    Lisa Clark, OEMC Contracts
    Rosemary McDonnell, OEMC Grants/Contracts/Research
The Office of the Executive Director

TO:          Jamie Rhee, Chief Procurement Officer
            THE DEPARTMENT OF PROCUREMENT SERVICES (DPS)

FROM:        Gary W. Schenkel, Executive Director
            THE OFFICE OF EMERGENCY MANAGEMENT
            AND COMMUNICATIONS (OEMC)

DATE:        June 4, 2013

              Foreign Language Interpreters and Translation Services
              Requisition: 81451, Specification No. 117209

The Office of Emergency Management and Communications (OEMC) respectfully submits the attached packet for consideration and presentation to the Non-Competitive Review Board (NCRB) on Tuesday, May 28, 2013. The OEMC is requesting the NCRB to review and approve a new contract for the continuation of services with Language Line, Inc. for six (6) months with up to a six (6) month extension option. This contract is a citywide contract for which OEMC is the lead department. Language Line, Inc. provides interpreters and translation services for the OEMC 9-1-1 and 3-1-1 phone operators and dispatchers to all Chicago citizens for emergency and non-emergency service. Additionally, it provides in-person translators and written transcript translations.

The OEMC has submitted a new solicitation request to the Department of Procurement Services (DPS). DPS is in the process of soliciting a competitive Request for Qualification (RFQ). DPS has estimated a six (6) month duration period to complete the selected pre-qualified pool of vendors. If, in the event, the Task Order(s) for these services are not concluded, OEMC would seek the contract extension option until the agreement(s) are awarded. The OEMC’s operators/dispatchers utilize this contract daily for emergency and non-emergency calls. If the City cannot interpret calls through translation services, the City would be liable for any harm or loss of lives.
due to lack of translation of various languages spoken. Call takers are not all multi-language speaking individuals. Therefore, the continuation of these services is critical for all City citizens.

This is a very important contract for the safety of the citizens of Chicago for emergency and non-emergency services. Language Line has been the sole provider who has the expertise, knowledge, skill and the capability to provide interpreters and translation services for citywide departments.

Language Line has the ability to optimize the on-line phone services for the City's 9-1-1 and 3-1-1 operations interpretation. This vendor has the exclusive ability to invoke a competent interpreter optimizing the 3-way telephone conversation within 2-3 rings (30 seconds) to the City's 9-1-1 and 3-1-1 call takers operations. It has a nationwide, on-duty staff of over 2,000 employees, capable of providing language interpretation of over 200 languages.

The OEMC is requesting a six (6) month contract with up to a six (6) month extension option or until award of a new contract. The contract is for a six (6) month period, from August 1, 2013 through July 31, 2013. The estimated cost is $350,000.00. The average yearly expenditure is $750,000.00.

**SUPPORTING DOCUMENTATION**
In support of this request, please find the attached:

1) Justification for Non-Competitive Procurement
2) DPS Project Checklist
3) Requisition 81451, Specification no 117209
4) Signed Statement of Work from OEMC that includes:
   a. Procurement History
   b. Estimated Cost
   c. Schedule Requirements
   d. Exclusive or Unique Capability
5) Language Line's Minority and Women Business Enterprise Goals Waiver Request
6) Language Line's Quote
7) Certificate of Filing for EDS, Hard Copy
8) Language Line's Insurance Document

The following individuals will present to the Non-Competitive Review Board:

✓ Frank Lindbloom, Managing Deputy Director
✓ Zachary Williams, Director of PSIT
✓ Lorel Blaneuser, Contracts Coordinator
✓ Lisa Clark, Contract Negotiator
Office of Emergency Management and Communications
City of Chicago

Rosemary McDonnell, Grants Research Specialist

If you have any questions, please contact Lorel Blameuser at (312)746-9421. Thank you for your assistance.

cc: Richard Butler, DPS
    John O'Brien, DPS
    Frank Lindbloom, OEMC Administration
    Zachary Williams, OEMC Public Safety Information Technology
    Lorel Blameuser, OEMC Contracts
    Lisa Clark, OEMC Contracts
    Rosemary McDonnell, OEMC Grants/Contracts/Research

Packet prepared by:

Lorel Blameuser
OEMC Contracts Coordinator

Attachment(s)
Department of Procurement Services
Project Checklist

Attach required forms for each procurement type and detailed scope and/or specifications and forward original documents to the City Hall, Room 806, and Attention: Chief of Procurement Officer.

For blanket agreements, original lead department must consult with other potential departments who may want to participate in the blanket agreement. If grant funded, attach a copy of the approved grant application and other terms and conditions of the funding source. Note: 1) Funding: Attach information if multiple funding lines; 2) Individual Contract Services: include approval form signed by Department Head and OBM; 3) ITGB: If project value at $100,000.00 or more, attach approval transmittal sheet.

Current Date: May 22, 2013

<table>
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<tr>
<th>Requisition No.</th>
<th>Specification No.</th>
<th>Contract Liaison: Lorel Blameuser</th>
<th>Project Manager: Zachary Williams</th>
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<td>81451</td>
<td>117209</td>
<td>Telephone: 746.9421</td>
<td>Telephone: 746.9236</td>
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<td>PO No.</td>
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<td>Email: <a href="mailto:Lorel.Blameuser@cityofchicago.org">Lorel.Blameuser@cityofchicago.org</a></td>
<td>Email: <a href="mailto:Zachary.Williams@cityofchicago.org">Zachary.Williams@cityofchicago.org</a></td>
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Contract Liaison Signature

Project Description: Foreign Language Interpretation and Translation Services, New Sole Source Contract (city-wide contract)

Funding:

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<th>City</th>
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Check One:
- [X] New Contract Request
- [ ] Modification or Amendment

Purchase Order Information:

Contract Term: (No. of Years) Six (6) Months

Estimated Spend Value: $350,000.00

*Grant Commitment/Expiration Date: N/A

Pre-Bid/Submittal Conference: N/A

- [X] Yes
- [ ] Mandatory
- [ ] Site Visit

Primary Approvals Required:

- [ ] Emergency
- [ ] Work Service
- [ ] Non-Competitive Review Board (NCRB)
- [ ] Information Technology Governance Board (ITGB)
- [ ] GSA/US Communities
- [ ] Pilot Test

Contract Type: Professional Services

Modification/Amendment Type:

- [ ] Time Extension
- [ ] Vendor Limit Increase
- [ ] Scope Change/Price Increase/Additional Line Item(s)
- [ ] Requisition Encumbrance Adjustment
- [ ] Other (specify): Vehicle & Heavy Equipment

MBE/WBE/DBE Analysis:

- [ ] Full Compliance
- [ ] Contract Specific Goals
- [ ] No Stated Goals
- [ ] Waiver Request

Attach MBE/WBE OR DBE Goal Setting Memo

Vendor Info:

Name: Language Line, Inc.
Email: tcostello@languageline.com
Address: 1 Lower Ragsdale Drive
Monterey, CA 93940
Contact Person: Tom Costello
Phone: 837-735-9770

April 2013
REQUISITION:
81451

PAGE:
1

DEPARTMENT:
58 - OFFICE OF EMERGENCY COMMUNICATIONS

PREPARER:
Lorel D Blameuser

NEEDED:

APPROVED:
7/11/2013

DELIVER TO:
058- OEC1411
1411 W. MADISON
Chicago, IL 60607

REQUISITION DESCRIPTION
FOREIGN LANGUAGE INTERPRETATION & TRANSLATION SERVICES
SPECIFICATION NUMBER: 117209

COMMODITY INFORMATION

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SUGGESTED VENDOR: LANGUAGE LINE SERVICES 01
REQUESTED BY: Lorel D Blameuser

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<tr>
<th>DIST</th>
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LINE TOTAL: 0.00

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SUGGESTED VENDOR: LANGUAGE LINE SERVICES 01
REQUESTED BY: Lorel D Blameuser

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<th>BFY</th>
<th>FUND</th>
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<th>PROJECT</th>
<th>RPT CAT</th>
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</table>

LINE TOTAL: 0.00

REQUISITION TOTAL: 0.00

Where a commodity is for a particular or unique use other than standard quality, grades, color, size or other characteristics, give details of how it will be and for what purpose.

Requisitions prepared incorrectly will be returned to the using department.
OFFICE OF EMERGENCY MANAGEMENT AND COMMUNICATIONS (OEMC)

VENDOR: LANGUAGE LINES

SCOPE OF SERVICES

Language Line's provides the City of Chicago, OEMC, Department of Family and Support Services (DFSS), Chicago Department of Administrative Hearings (DOAH), and Chicago Department of Aviation (CDA), with bi-lingual interpreters who are available by telephone twenty-four (24) hours a day, seven (7) days a week, 365 days a year to perform language interpreter services.

The services performed involve three-way telephone conversations consisting of:
- A non-English speaking caller;
- Interpreter responding within 30 seconds (2-3 rings) of telephone notification;
- A City of Chicago call taker, case worker, hearing officer or airport customer service representative; and
- Language Line's language interpreter

The nature of the telephone calls requiring the service of an interpreter are 9-1-1 calls received by OEMC, 3-1-1 calls to the OEMC's Backup Call Facility, calls made by customer service representatives from O'Hare and Midway International Airports on behalf of the airport customers as well as calls from the O'Hare and Midway Communications Centers requesting airport customer assistance, 9-1-1 calls involve citizens calling to request various non-emergency City services, and filling certain types of police reports. Calls from O'Hare and Midway International airports and their Communication Centers involve citizens calling to request information and various non-emergency City Services. DOAH hearing officers use speakerphones to access interpreters for hearings with citizens who are limited English proficient. DFSS case workers calls from their offices to communicate with citizens who are Limited English Proficient.

Language Line provides written documentation translation on an as needed basis. Each job will be quoted using the pricing agreed to in this document. Each job's requirements may be different so each job is quoted separately. Deliver times may vary on length and complexity of the job.

Language Line provides CDA with dual-handset analog telephones in the quantity the CDA desires and digital cordless dual handset telephones. The CDA will contact the Consultant by purchase order to rent new telephones. Telephones delivered to the CDA warehouse address as identified on the purchase order and all telephones are 100% warranted for the duration of the agreement. If telephones are found to be defective in any way there replaced by Language Line at no extra cost.

If the telephone is defective and needs repair, the CDA authorized representative shall call Language Line's customer service number at 1-800-752-6096 and arrange for the defective
OFFICE OF EMERGENCY MANAGEMENT AND COMMUNICATIONS (OEMC)

VENDOR: LANGUAGE LINES

SCOPE OF SERVICES

telephone to be replaced by them. Language Line is to notify CDA’s authorized representative within one (1) business day to make arrangements to deliver a new telephone. Replacement phones are to be delivered as soon as possible to the location requested by the authorized representative but no later than three (3) business days from the initial request.

At times City personnel require communicating with persons who are deaf or hard of hearing or require language interpreters to be able to see and hear limited English proficient persons. Using any video enabled internet connected device they can access certified ASL interpreters and language interpreters using Language Uc (remote video interpreting). Accessing an ASL interpreter can be done over any existing internet connected, video enabled device such as an iPad, Android phone, PC, laptop, or existing video conferencing equipment.

REVIEW AND APPROVAL

This form must be signed by both the Originator at the request and approved by the Department Head or authorized designee. After review and final disposition from the Board, this form will be stamped to indicate the final disposition and signed by the Chairperson of the Board Head or authorized designee.

Zachary Williams
OEMC
Director of Information Systems

Gary Schenkel
OEMC
Director Executive Director
Language Line Services
Justification of Exclusive and Uniquely Qualified Vendor

Language Line Service’s over the phone interpreter service is on demand service with no appointment necessary. We provide interpreters 24x7x365. The call is answered by an interpreter with the skill level (911, Medical, Court) determined by the needs of the account when the account is established. All languages and time of day is the same flat rate with a volume discount based on the total number of minutes used in a month.

Our employee interpreters undergo weeks of specialized training when they are hired and participate in annual training events to reinforce our standards and increase their own capabilities. This is a unique feature of LanguageLine because we employ 95% of our interpreters and train them for 911 calls. No other vendor does this which is why we are the provider to 95% of the PSAPs in the US.

We have a multi-tiered quality program at Language Line Services. This program is comprised of processes to monitor interpreters, mechanisms to track the progress of interpreters over time and a strategy to identify and implement training programs. First and foremost, we place a high importance on monitoring our interpreters and their calls. Due to the confidential nature of your conversations with our interpreters and your customers, we do not record or store any calls that we monitor. Instead, our Senior Language Specialists (SLS) will monitor a call without disrupting the conversations. The Senior Language Specialists assess our interpreters at regular intervals. The frequency of these evaluations depends on each interpreter’s years of service and his or her overall individual performance. Newly hired interpreters are closely monitored. Their calls are measured against a set of prescribed quality metrics. We monitor our more experienced interpreters and those who consistently exceed performance expectations less frequently. Regardless, we use the same quality metrics as a baseline for all of our interpreters and expect them to live up to the high standards we have set. No other vendor uses employees and therefore cannot provide the training and response time to answer 911 calls.

At Language Line Services, we also track all monitoring data to identify progress. Quality assurance managers periodically review the performance data to monitor the progress of each interpreter. Managers also conduct monthly meetings with Senior Language Specialists to enforce consistency and gather information about any major performance issues identified through observation.

The third, and one of the most important components of the program, is our internal review process. To improve company-wide performance, the Quality Assurance Department works closely with the Interpreter Training Department to distill call data, identify universal training needs, and develop new training programs. Frequently, our monthly interpreter newsletter features the emerging trends, issues, and challenges revealed through call monitoring.

No other vendor can respond to OEMC’s requirements of the breadth of languages supported 24x7 and the speed at which we provide qualified, trained interpreters.
City of Chicago  
Pricing for Document Translation  
May 20, 2013

TARGET LANGUAGES & PRICING (3 Steps with Translation Memory)

<table>
<thead>
<tr>
<th>Language</th>
<th>Per word cost - New Text</th>
<th>Per word cost - Fuzzy Matches</th>
<th>Per word cost - 100% Matches &amp; Repetitions</th>
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</thead>
<tbody>
<tr>
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<td>$0.22</td>
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SUPPORTING SERVICES PRICING

- Minimum charge per document translation order: $65.00 for Standard Turnaround, See Table (above) for Expedited Turnaround
- Translation cost per word: $0.06 for Standard Turnaround, $0.09 for Expedited Turnaround
- Proofreading / Review (if required/requested): $50.00 for Standard Turnaround, $60.00 for Expedited Turnaround
- File Prep./Trans. Memory Update: $55.00 for Standard Turnaround, $65.00 for Expedited Turnaround
- Basic layout/formatting/PDF creation per hour: $50.00 for Standard Turnaround, $65.00 for Expedited Turnaround
- Graphic Design Services: $60.00 for Standard Turnaround, $70.00 for Expedited Turnaround
- In-Language Recordings (includes 100 words or translated text): Individual Quote
- Software, HTML, XML, ASP programming: Individual Quote
- Transcription/translation of Audio or Videos files: $50.00 for Standard Turnaround, $75.00 for Expedited Turnaround
- Translation Summaries/Synopsis: Individual Quote
- Project Management: 10% of overall project cost (0.50 hour minimum @ $45/hour)
- No delivery charge for Fax, E-mail, or U.S. Mail. Additional charge for courier services only.
- In language recordings (includes 100 words of translated text)
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<tr>
<td>Vietnamese</td>
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Pricing for Phone Interpretation
### ALL LANGUAGES: FLAT RATE/MINUTE

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<td>20,001 to 22,500 minutes per month</td>
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<td>25,001 to 27,500 minutes per month</td>
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<td>27,501 to 30,000 minutes per month</td>
<td>$1.52</td>
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<tr>
<td>30,001 to 40,000 minutes per month</td>
<td>$1.47</td>
</tr>
<tr>
<td>40,001 minutes and above per month</td>
<td>$1.42</td>
</tr>
</tbody>
</table>

- No sign-up fees
- No monthly minimums

Dual handset analog phone, Dual handset digital wireless phone

$4.50 / month

$10.50 / month

### PRICING FOR LANGUAGE LINE VIDEO SOLUTIONS

#### SOFTWARE LICENSE PRICING

<table>
<thead>
<tr>
<th>Amount of Licenses</th>
<th>Annual License Fee Price Per Device</th>
<th>One Time Setup Fee Price Per Device (For Cisco, Lifesize or Polycom Equipment only)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>$79</td>
<td>$119</td>
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<td>2-10</td>
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<tr>
<td>31 and up</td>
<td>$49</td>
<td>$89</td>
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#### SERVICE PRICING

Below is the rate per minute rate for Video Remote

<table>
<thead>
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<th>Monthly Minutes</th>
<th>Per Minute Charge</th>
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<tbody>
<tr>
<td>American Sign Language</td>
<td>$3.35</td>
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<td>Language</td>
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<tr>
<td>Spanish</td>
<td>$2.00</td>
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<tr>
<td>Other Spoken Languages (Mandarin, Cantonese, Vietnamese)</td>
<td>$2.50</td>
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</table>
The Office of Emergency Management and Communications (OEMC) is requesting to submit a New Request to the Non-Competitive Review Board (NCRB) contract for "Foreign Language Interpreters and Translation Services". This will be a citywide contract for continuation of services or until a new competitive solicitation is awarded. This contract will be used for interpretation and translator services when City of Chicago citizens need City services, but speak little or no English, thus resulting in a communication barrier. It comprises Foreign Language Interpreters and Translation services for optimizing on-line calls for 9-1-1, 3-1-1 call takers. The translation services offer the capability to translate 200 languages via the telephone, in-person translations, telephony services and written transcript translations. This new contract will remove the language barrier by providing translator services to these individuals.

The current contract with Language Line Services, PO 9383, will expire July 31, 2013. This contract was originally approved using the Non-Competitive Review Board (NCRB) process. The vendor originally requested a full MBE/WBE waiver, which the Department of Procurement Services' Compliance section subsequently approved.

Language Line has requested the OEMC concede with their request for a full 25% Minority and 5% Women Business Enterprise waiver. Language Line has demonstrated and documented the outreach to seek MWBE participation (see attachments) in direct and indirect participation. Language Line contacted eleven (11)
businesses and was unsuccessful in engaging with any one of these businesses. Of the eleven (11) businesses contacted two (2) businesses Workforce Language Services, LLC and Quintana, Inc.) had the potential of direct participation, but neither met the required 24/7/365 day availability; two (2) to three (3) telephone ring response time to answer calls nor the capacity for call routing system connections. The interpreter’s support staff are independent contractors classified as a third tier level support and they were unable to meet the competitive pricing. Several of these factors would jeopardize the citizen’s lives. Language Line recognizes the importance of developing partnerships with MWBE businesses and will continue their efforts to establish relationships for future endeavors.

Therefore, the OEMC recommends DPS consider granting an MWBE waiver to Language Line. They have shown a good faith effort to meet the compliance requirements.

If you should have any questions, please feel free Lorel Blameuser at (312) 746-9421. Thank you.

Attachment(s)

cc: Monica Jimenez, DPS
May 20, 2013

Gary W. Schenkel
OEMC Executive Director
City of Chicago
1411 W Madison
Chicago, IL 60607

We at Language Line understand that including Minority and Women Business Enterprises on business for the City of Chicago helps those businesses and the city to remain vibrant. Language Line Services has always had a business model of using employees as interpreters because it allows us to have control over our quality and operating metrics such as search times and customer interactions. We do use some independent contractors in rare languages to augment our own employee staff or where the demand for the language doesn’t justify full time employees. Most of our services to the City of Chicago are used by OEMC and therefore interpreter connect time and training is critically important. Language Line’s employee model helps insure that we control quality and staffing to meet these stringent requirements and is unique in the industry. All of the approved MBE/WBE either offer services we don’t offer or use independent contractors as interpreters, which jeopardizes service and quality that the City of Chicago expects from Language Line Services.

We continually review approved MBE/WBE businesses for partners that can meet our standards. On May 5/7/2013 the following certified MBE/WBE vendors who provide language services were contacted by email:

   1st Metropolitan Translation Services, Inc.
   Acculingua Of Illinois, Inc.
   Acosta And Associates, Inc.
   Action Marketing Group, Inc.
   Art Dose, Inc.
   Cultural Communications, LLC
   Lopez Martin & Associates, Inc.
   Metaphrasis Language & Cultural Solutions, LLC
   Quintana, Inc.
   S! Advertising, Inc. D/b/a Si! Enterprises II
   Workforce Language Services, LLC

We asked for basic services provided by the companies and asked them to respond to me by 5/10 if they were interested in participating on the contract with the City. All but two didn’t respond or declined because they didn’t have the resources to support the needs of the City. The two companies who did respond were:

   • Workforce Language Services, LLC,
   DBA Multilingual Connections provides on-site interpreters, document translation and telephone interpreters but has an average connect time of 6 minutes for telephonic interpreting. They use independent contractors for telephonic interpreters. Utilizing them would put interpreter’s three levels (searches) away from supporting a 911 call in Chicago and jeopardize Chicago citizens’ lives.
- Quintana, Inc.
  Provides: On-site Interpretation, Telephonic Interpretation, Translation, American Sign Language (ASL), Transcription, Voice-Overs, Dubbing, Typesetting and Formatting. Per Gloria Quintana, owner, they use independent contractors for telephonic interpreters who are not available 24x7. Additionally, at this time it is not clear how we would direct calls to a subcontractor, for OPI, from our call routing system. We are exploring ways to partner with Quintana as a subcontractor for document translation business but at this time it is not clear if we can work together or if they will accept the wholesale pricing we need to compete with them as a sub-contractor.

We also reviewed the supplier list for indirect participation since we have a location in Elk Grove Village that uses basic business supplies, such as office supplies and landscaping services. Since our location is very small the janitorial services and grounds keeping is done by the landlord. All the other employees in Illinois work from their homes so don't require any of these products.

At this time we are requesting a full exemption from MBE/WBE participation on Specification 117209. The estimated expenditures for Language Line’s services for a 6 month contract is $350,000.

We will continually review MBE/WBE vendors and try to establish mutually beneficial relationships where it improves our service for our customers and supports the goals of the City of Chicago.

Sincerely,

Thomas Costello
## Certificate of Liability Insurance

**Certification Date:** 05/31/2013

**Certificate Number:** 19888073

### Producer
Willis of New York, Inc.

c/o 26 Century Blvd.
P. O. Box 305191
Nashville, TN 37230-5191

### Insured
Language Line Inc
One Lower Ragdale Drive
Building 2
Monterey, CA 93940

### Coverages

<table>
<thead>
<tr>
<th>insurers</th>
<th>certificate number: 19888073</th>
<th>revision number:</th>
</tr>
</thead>
</table>

**General Liability**

- **Type of Insurance:** Commercial General Liability
- **Limit:** $1,000,000
- **Policy Number:** 35956178
- **Policy Effective Date:** 06/01/2013
- **Policy Exp. Date:** 06/01/2014
- **Limit:** $1,000,000
- **Each Occurrence:**
  - Damage to Rented Premises (excluding premises which constitute the Policyholder’s Home)
  - Med Exp Any One Person
- **Personal & Adv Injury:** $1,000,000
- **General Aggregate:** $2,000,000
- **Products - Comp/Pop Adj:** $2,000,000

**Automobile Liability**

- **Type of Insurance:** Any Auto
- **Limit:** $1,000,000
- **Policy Number:** 73576109
- **Policy Effective Date:** 06/01/2013
- **Policy Exp. Date:** 06/01/2014

**Workers Compensation and Employers’ Liability**

- **Type of Insurance:** Workers’ Compensation and Employers’ Liability
- **Limit:** $1,000,000
- **Policy Number:** 71743569
- **Policy Effective Date:** 06/01/2013
- **Policy Exp. Date:** 06/01/2014

**Professional Liability**

- **Type of Insurance:** Professional Liability
- **Limit:** $15,000,000
- **Policy Number:** G21654711010
- **Policy Effective Date:** 07/01/2012
- **Policy Exp. Date:** 07/01/2013

### General Liability Policy

- Shall be Primary and Non-Contributory with any other insurance in force.

### Cancellation

**The City of Chicago**
Department of Procurement Services
City Hall, Room 806, 121 North LaSalle Street
Chicago, IL 60602

**Authority Representative**

[Signature]

Coll: 41134810 Tpl: 164954 Cert: 19888073 © 1988–2010 ACORD CORPORATION. All rights reserved.
<table>
<thead>
<tr>
<th>AGENCY</th>
<th>NAMED INSURED</th>
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<tbody>
<tr>
<td>Willis of New York, Inc.</td>
<td>Language Line Inc</td>
</tr>
<tr>
<td></td>
<td>One Lower Ragsdale Drive</td>
</tr>
<tr>
<td></td>
<td>Building 2</td>
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<tr>
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</tr>
<tr>
<td></td>
<td></td>
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<td>FORM NUMBER: 25 FORM TITLE: CERTIFICATE OF LIABILITY INSURANCE</td>
</tr>
<tr>
<td></td>
<td></td>
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<td>for or which may be purchased by Additional Insured.</td>
</tr>
</tbody>
</table>

ACORD 101 (2008/01)  Coll:4113480  Tpl:1649543  Cert:19888073  © 2008 ACORD CORPORATION. All rights reserved, The ACORD name and logo are registered marks of ACORD
ACORD
CERTIFICATE OF LIABILITY INSURANCE
Page 1 of 2

Date (MM/DD/YYYY) 05/31/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFER NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. IF SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Willis of New York, Inc.
c/o 26 Century Blvd.
P. O. Box 305191
Nashville, TN 37230-5191

INSURED
Language Line Services, Inc.
One Lower Rangersdale Drive
Building 2
Monterey, CA 93940

CONTACT NAME:
877-945-7378
E-MAIL:
certificates@willis.com

INSURER (AFFORDING COVERAGE)
Great Northern Insurance Company
20303-001

FAX: 888-467-2378

Federal Insurance Company
20281-001

Pacific Indemnity Company
20346-001

National Union Fire Insurance Co. of Pitt
19445-001

CERTIFICATE NUMBER: 19888264

COVERAGE

A GENERAL LIABILITY

X COMMERCIAL GENERAL LIABILITY

CLAIMS-MADE X OCCUR

POLICY NUMBER: 35956178

POLICY EFF: 6/1/2013
POLICY EXP: 6/1/2014

LIMITS:
EACH OCCURRENCE $1,000,000
MED EXP (Any one person) $10,000
PERSONAL & ADV INJURY $1,000,000
GENERAL AGGREGATE $2,000,000
PRODUCTS - COMP. PAGG $2,000,000

B AUTOMOBILE LIABILITY

ANY AUTO
ALL OWNED AUTOS
SCHEDULED AUTOS
NON-OWNED AUTOS

POLICY NUMBER: 73576109

POLICY EFF: 6/1/2013
POLICY EXP: 6/1/2014

LIMITS:
COMBINED SINGLE LIMIT $1,000,000
BODILY INJURY (Per person) $50,000
BODILY INJURY (Per accident) $100,000
PROPERTY DAMAGE (Per accident) $100,000

C WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY

ANY PROPRIETOR/OWNER/EXECUTIVE OFFICER/MEMBER EXCLUDED (Mandatory in NH)

POLICY NUMBER: 71743569

POLICY EFF: 6/1/2013
POLICY EXP: 6/1/2014

LIMITS:
E.L. EACH ACCIDENT $1,000,000
E.L. DISEASE - EA EMPLOYEES $1,000,000
E.L. DISEASE - POLICY LIMIT $1,000,000

D Crime Limit

DEDUCTIBLE $2,000,000 Limit

$25,000 Limit

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES (Attach Form 101, Additional Remarks Schedule, if more space is required)

Professional Liability coverage includes coverage for contingent bodily injury, property damage and wrongful acts such as the disclosure of confidential information. Coverage is true worldwide.

See Attached

Commercial Property
CERTIFICATE HOLDER

City of Chicago - 1074
Attn: Procurement Department
121 N. LaSalle St., #403
Chicago, IL 60602

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORISED REPRESENTATIVE

Coll: 4113480 Tp1: 1649479 Cert: 19888264 © 1988-2010 ACORD CORPORATION. All rights reserved.
THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: 25  FORM TITLE: CERTIFICATE OF LIABILITY INSURANCE
Policy #35956178
Effective Date: 06/01/2013 Expiration Date: 06/01/2014
Carrier: Great Northern Insurance Company
Limits: Business Personal Property: Limits $20,339,000
Business Income and Extra Expense: Limits $15,176,460
Deductible: Limits $1,000

Replacement Cost is included under Property coverage.

It is agreed that City of Chicago is included as an Additional Insured as respects to General Liability and Automobile Liability where required in a written contract or agreement.

It is further agreed that such insurance as is afforded shall be Primary and Non-contributory with any other insurance in force for or which may be purchased by City of Chicago.
CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Willis of New York, Inc.
c/o 26 Century Blvd.
P. O. Box 305191
Nashville, TN 37230-5191

CONTACT
NAME: certificates@willis.com
PHONE: 877-945-7378
TAX (INC. NO): 888-467-2378
E-MAIL: certificates@willis.com
INSURER/ANNUITANT COVERAGE: NAIC#
INSURER A: Great Northern Insurance Company 20305-001
INSURER B: Federal Insurance Company 20281-001
INSURER C: Pacific Indemnity Company 20346-001
INSURER D: National Union Fire Insurance Co. of Pitt 19445-001
INSURER E:

INSURED
Language Line Services, Inc.
One Lower Regisdale Drive
Building 2
Monterey, CA 93940

COVERAGES CERTIFICATE NUMBER: 19888265

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

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<td>ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/OWNER EXCLUDED (Mandatory in N/A)</td>
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</table>

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach Acord 101, Additional Remarks Schedule, if more space is required)
Professional Liability coverage includes coverage for contingent bodily injury, property damage and wrongful acts such as the disclosure of confidential information. Coverage is true worldwide.

See Attached

Commercial Property

CERTIFICATE HOLDER

City of Chicago - 1074
Attn: Procurement Department
121 N. LaSalle St. #403
Chicago, IL 60602

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

05/31/2013

ACORD 25 (2010/05)

The ACORD name and logo are registered marks of ACORD
**ADDITIONAL REMARKS SCHEDULE**

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<thead>
<tr>
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<tr>
<td>Willis of New York, Inc.</td>
<td>Language Line Services, Inc.</td>
</tr>
<tr>
<td></td>
<td>One Lower Ragsdale Drive</td>
</tr>
<tr>
<td></td>
<td>Building 2</td>
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<tr>
<td></td>
<td>Monterey, CA 93940</td>
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</table>

**POLICY NUMBER**

See First Page

**CARRIER**

See First Page

**EFFECTIVE DATE:**

See First Page

### ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM, FORM NUMBER: 25 FORM TITLE: CERTIFICATE OF LIABILITY INSURANCE

<table>
<thead>
<tr>
<th>Policy #35956178</th>
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<td>Carrier: Great Northern Insurance Company</td>
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<tr>
<td>Deductible: $1,000</td>
</tr>
</tbody>
</table>

Replacement Cost is included under Property coverage.

It is agreed that City of Chicago is included as an Additional Insured as respects to General Liability and Automobile Liability where required in a written contract or agreement.
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I – GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include dba if applicable:

Language Line Services, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: ____________________________
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ____________________________

B. Business address of the Disclosing Party:

One Loom Raggdale Dr., Bldg. Two
Montevue, CA 93940

C. Telephone: 831 646 7439 Fax: __________________________ Email: [email: bzygmond@languageline.com]

D. Name of contact person: Bart Zygmund

E. Federal Employer Identification No. (if you have one): 77-0586210

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

Provide language translation and interpretation services to City of Chicago Departments

G. Which City agency or department is requesting this EDS?

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

Specification # 117209 and Contract # ________________

Ver. 01-01-12
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [X] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust
   [ ] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation
   (Is the not-for-profit corporation also a 501(c)(3))?
   [ ] Yes
   [ ] No
   [ ] Other (please specify)

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

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?
   [X] Yes
   [ ] No
   [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

   Name
   Title
   See attached page

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

Dennis G. Dracup, Executive Chairman

Scott W. Klein, President and Chief Executive Officer

James L. Moore, Vice President and CTO  Peter Wild, CTO

Michael Schmidt, CPO

Board of Directors:

Azra Kanji

Peggy Koenig

CJ Brucato

Mike Schmidt

Scott Klein

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>Language Line Services, Inc. is 100% owned by Language Line Holdings II, Inc.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SECTION III – BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  ☑ No

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


SECTION IV – DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
Name (indicate whether retained or anticipated to be retained)  Business Address  Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)  Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

none

(Add sheets if necessary)

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

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

None

Page 6 of 13
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

   None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

   None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

   [ ] is       [X] is not

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

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

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

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

   

Page 7 of 13
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  [ ] No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   None

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes  [ ] No

If “Yes,” answer the three questions below:

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

[ ] Yes  [ ] No

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

[ ] Yes  [ ] No

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

[ ] Yes  [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

Language Line Services, Inc.
(Print or type name of Disclosing Party)

By:
(Sign here)

Barry Zugmord
(Print or type name of person signing)

Corporate Controller
(Print or type title of person signing)

Signed and sworn to before me on (date) May 8, 2013 at Monterey County, California (state).

Melanie S. Sibayan
Notary Public.

Commission expires: July 8, 2015.
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [ ] No

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

SECTION I – GENERAL INFORMATION

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

Language Line Holdings II, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Language Line Services, Inc.
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: One Lower Regisdale Dr., Bldg Two
   Monterey, CA 93940

C. Telephone: 831/648-7439 Fax: ___________________ Email: bzygmond@languageline.com

D. Name of contact person: Bart Zygmund

E. Federal Employer Identification No. (if you have one): 20-1203765

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

   to provide translation & interpretation services to City of Chicago

G. Which City agency or department is requesting this EDS? OEMC

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

Specification # 117209 and Contract # ________________________
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [X] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust
   [ ] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation
   (Is the not-for-profit corporation also a 501(c)(3))?
     [ ] Yes
     [ ] No
   [ ] Other (please specify)

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

   Delaware

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

   [X] Yes
   [ ] No
   [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

   Name
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________

   Title
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________
   __________________________________________________________

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

Dennis G. Dracup, Executive Chairman
Scott W. Klein, President and Chief Executive Officer
James L. Moutre, Vice President and CTO
Peter Wild, CTO
Michael Schmidt, CFO

Board of Directors

Azra Kasji
Peggy Koenig
CJ Brucato
Mike Schmidt
Scott Klein
Dennis Dracup
interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state “None.” NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago (“Municipal Code”), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name                  Business Address                  Percentage Interest in the Disclosing Party
Language Line Holdings, LLC  One Lower Rogersale Dr.  100%


SECTION III – BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  ☑️ No

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


SECTION IV – DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

   a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

   b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

   c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

   d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

   e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

   - the Disclosing Party;
   - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
   - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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

8. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with “N/A” or “none”).

None

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is ☑ is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   
   [ ] Yes        [ ] No

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

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

Does the Matter involve a City Property Sale?

   [ ] Yes        [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
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<tr>
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</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   None

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes
[ ] No

If “Yes,” answer the three questions below:

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

[ ] Yes
[ ] No

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

[ ] Yes
[ ] No

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

[ ] Yes
[ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII — ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

Language Holdings TI, Inc.
(Print or type name of Disclosing Party)

By: ________________________________
(Sign here)

Bart Zugmond
(Print or type name of person signing)

Corporate Controller
(Print or type title of person signing)

Signed and sworn to before me on (date) May 8, 2013, at Monterey County, California (state).

Melanie L. Sibayan
Notary Public.

Commission expires: July 8, 2015.
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [X] No

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

SECTION I – GENERAL INFORMATION  

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:  
Language Line Holdings, LLC  

Check ONE of the following three boxes:  

Indicate whether the Disclosing Party submitting this EDS is:  
1. [ ] the Applicant  
[ ] OR  
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Language Line Holdings II, Inc.  
[ ] OR  
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ___________________________  

B. Business address of the Disclosing Party:  
One Lower Rogers Ave., Bldg Tun  
Monterey, CA 93940  

C. Telephone: 831-648-7439 Fax: ___________________________ Email: bzygmund@languageline.com  

D. Name of contact person: Bart Zygmund  

E. Federal Employer Identification No. (if you have one): 20-0997882  

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):  
To provide language translation & interpretation services to City of Chicago  

G. Which City agency or department is requesting this EDS? ___________________________  

If the Matter is a contract being handled by the City’s Department of Procurement Services, please complete the following:  
Specification # 117209 and Contract # ___________________________
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [ ] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust
   [4] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation
   (Is the not-for-profit corporation also a 501(c)(3))?  
     [ ] Yes  [ ] No
   [ ] Other (please specify)

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

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?
   [ ] Yes  [4] No  [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).
   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>ABRY Partners IV L.P.</td>
<td>General Partners</td>
</tr>
<tr>
<td>16% various minority stockholders</td>
<td></td>
</tr>
</tbody>
</table>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state “None.” NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago (“Municipal Code”), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SECTION III – BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  Yes  No

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

__________________________________________________________________________
__________________________________________________________________________

SECTION IV – DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
<table>
<thead>
<tr>
<th>Name (indicate whether retained or anticipated to be retained)</th>
<th>Business Address</th>
<th>Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)</th>
<th>Fees (indicate whether paid or estimated.) NOTE: &quot;hourly rate&quot; or &quot;t.b.d.&quot; is not an acceptable response.</th>
</tr>
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<tbody>
<tr>
<td>None</td>
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</table>

(Add sheets if necessary)

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

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

[ ] Yes [ ] No

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

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

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

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

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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

8. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with “N/A” or “none”).

None

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is ☑ is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  [ ] No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   None

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

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

Page 9 of 13
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes      [ ] No

If “Yes,” answer the three questions below:

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

   [ ] Yes      [ ] No

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

   [ ] Yes      [ ] No

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

   [ ] Yes      [ ] No

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

________________________________________________________________________

________________________________________________________________________

Page 10 of 13
SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

Language Line Holdings LLC
(Print or type name of Disclosing Party)

By: ________________________________
(Sign here)

Bart Zygoond
(Print or type name of person signing)

Controller
(Print or type title of person signing)

Signed and sworn to before me on (date) May 8, 2013, at Monterey County, California (state).

Melanie L. Sibayan Notary Public.

Commission expires: July 8, 2015.
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [ ] No

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

SECTION I -- GENERAL INFORMATION

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

ABRY Capital Partners, L.P

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:
1. [ ] the Applicant
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: ________________________________
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ABRY Partners IV, L.P

B. Business address of the Disclosing Party: 111 Huntington Ave, 29th Fl

   Boston MA 02199

C. Telephone: 617-859-2959 Fax: 617-859-8797 Email: djohnson@abry.com

D. Name of contact person: Debbie Johnson

E. Federal Employer Identification No. (if you have one): 04 - 3534503

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

   to provide language translation & interpretation services to City of Chicago

G. Which City agency or department is requesting this EDS?

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

   Specification # 117209 and Contract # ____________________________
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust
[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Yes
[ ] No
[ ] Other (please specify)

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

Delaware

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

[ ] Yes
[ ] No
[ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

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

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

Name
APRY Capital Partners, LLC
Title
General Partner

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state “None.” NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fleur de Lis, S.A</td>
<td>7C Waterloo Ln.</td>
<td>38.56%</td>
</tr>
<tr>
<td></td>
<td>Pembroke, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stafford Insurance Co. Ltd</td>
<td>C/O Aery Partners</td>
<td>37.4%</td>
</tr>
<tr>
<td></td>
<td>116 Huntington Ave.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>29th Fl.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Boston, MA 02114</td>
<td></td>
</tr>
</tbody>
</table>

SECTION III – BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [x] No

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


SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
Name (indicate whether retained or anticipated to be retained)  Business Address  Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)  Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

[ ] Yes  [ ] No

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

   a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

   b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

   c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

   d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

   e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

   - the Disclosing Party;
   - any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
   - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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

8. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with “N/A” or “none”).

   None

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

   None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

   [ ] is ✗ is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes    [ ] No

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

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

   Does the Matter involve a City Property Sale?

   [ ] Yes    [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

None

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes  [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes  [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes  [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes  [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII — ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

______________________________
(ABRG Capital Partners, LP)

(Print or type name of Disclosing Party)

By: __________________________

(Sign here)

______________________________
(Royce Yudkoff)

(Print or type name of person signing)

( Sole Member, ABRG Capital Partners, LLC, GP of
ABRG Capital Partners, LP (Disclosing Party))

(Print or type title of person signing)

Signed and sworn to before me on (date) 5/10/2013,
at Suffolk County, MA (state).

______________________________
Notary Public

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [ ] No

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

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

ABRY Partners IV, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Language Line Holdings, LLC
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 111 Huntington Ave, 29th Fl
   Boston, MA 02199

C. Telephone: 617-859-2959 Fax: 617-859-8797 Email: djohnson@abry.com

D. Name of contact person: Debra Johnson

E. Federal Employer Identification No. (if you have one): 04-3534505

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

   to provide language translation & interpretation services to City of Chicago

G. Which City agency or department is requesting this EDS?

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

   Specification # 117209 and Contract #
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

| [ ] Person                          | [ ] Limited liability company       |
| [ ] Publicly registered business corporation | [ ] Limited liability partnership |
| [ ] Privately held business corporation     | [ ] Joint venture                     |
| [ ] Sole proprietorship                 | [ ] Not-for-profit corporation       |
| [ ] General partnership                  | (Is the not-for-profit corporation also a 501(c)(3)?) |
| [ ] Limited partnership                  | [ ] Yes                                |
| [ ] Trust                                | [ ] No                                 |
|                                          | [ ] Other (please specify)            |

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

   Delaware

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

   [ ] Yes    [ ] No    [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

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

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>ABRY Capital Partners, L.P</td>
<td>General Partner</td>
</tr>
<tr>
<td>ABRY Capital Partners, LLC</td>
<td>General Partner of ABRY Capital Partners, LP</td>
</tr>
</tbody>
</table>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state “None.” NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago (“Municipal Code”), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name  Business Address  Percentage Interest in the Disclosing Party

**None**


SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [ ] No

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


SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
Name (indicate whether retained or anticipated to be retained)  Business Address  Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)  Fees (indicate whether paid or estimated.)

None

(Add sheets if necessary)

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

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this BDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [X] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  [X] No

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

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

Does the Matter involve a City Property Sale?

   [ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   None

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

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

Page 9 of 13
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes  [X] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
   [ ] Yes  [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
   [ ] Yes  [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
   [ ] Yes  [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

[Signature]
(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

[Signature]
(Print or type name of person signing)
[Title]
(Official title of person signing)

Signed and sworn to before me on [date] [5/10/2013], at [County, MA] (state).

[Signature]
Notary Public.

Commission expires: [6/22/2013]
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes
[ ] No

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

SECTION I -- GENERAL INFORMATION

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

ABRY Capital Partners, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:
1. [ ] the Applicant
   OR
2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: ABRY Capital Partners LP.

B. Business address of the Disclosing Party: 111 Huntington Avenue, 29th Fl
   Boston, MA 02199

C. Telephone: 617-869-2959 Fax: 617-869-8799 Email: djohnson@abry.com

D. Name of contact person: Debbie Johnson

E. Federal Employer Identification No. (if you have one): 04-3534501

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

To provide language translation and interpretation services to City of Chicago

G. Which City agency or department is requesting this EDS?

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

Specification # 17209 and Contract #
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [ ] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust
   [ ] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation
   (Is the not-for-profit corporation also a 501(c)(3))?
   [ ] Yes
   [ ] No
   [ ] Other (please specify)

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

   Delaware

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

   [ ] Yes
   [ ] No
   [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If
   there are no such members, write "no members." For trusts, estates or other similar entities, list below
   the legal titleholder(s).

   If the entity is a general partnership, limited partnership, limited liability company, limited liability
   partnership or joint venture, list below the name and title of each general partner, managing member,
   manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Royce Yudkoff</td>
<td>Sole Member</td>
</tr>
</tbody>
</table>

2. Please provide the following information concerning each person or entity having a direct or
   indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples
   of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state “None.” NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name: Ryker Liukoff
Business Address: c/o ABLE Partners, LLC
Percentage Interest in the Disclosing Party: 100%
Address: 111 Huntington Avenue, 29th Fl
City: Boston
State: MA
Zip: 02199

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes [x] No

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


SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;
• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
• any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

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

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

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

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

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

8. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with “N/A” or “none”).

None

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is ☑ is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

   [ ] Yes
   [x] No

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

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

Does the Matter involve a City Property Sale?

   [ ] Yes
   [ ] No

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

   Name          Business Address          Nature of Interest
   ___________________________________________________________
   ___________________________________________________________
   ___________________________________________________________

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   None.

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

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

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

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes   [ ] No

If “Yes,” answer the three questions below:

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

[ ] Yes   [ ] No

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

[ ] Yes   [ ] No

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

[ ] Yes   [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

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

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

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

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

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

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

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

CERTIFICATION

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

[Signature]

(Print or type name of Disclosing Party)

By:

(Sign here)

[Signature]

(Print or type name of person signing)

[Signature]

(Print or type title of person signing)

Signed and sworn to before me on (date) 5/10/2013, at Suffolk County, MA (state).

[Signature]

Notary Public

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes [ ] No

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

________________________________________________________________________
________________________________________________________________________

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