

State of Wisconsin  
 Department of Employee Trust Funds  
 DOA-3049 (R01/2000)  
 S. 51.01(5) Wis. Stats.; s. 111.32(13m) Wis. Stats.



Department of Employee Trust Funds  
 801 W. Badger Road  
 P. O. Box 7931  
 Madison, WI 53707-7931

## Contract

**Commodity or Service:** Request for Proposal (RFP) for the Department of Employee Trust Funds (ETF), Wisconsin Retirement System Benefit Payments System Request for Bid/Proposal No: ETE0001 by nVISIA, LLC

**Contract Period:** February 8, 2005 to February 7, 2006 plus two - one year extensions and one two-year extension  
 Amendment 20- March 18, 2008

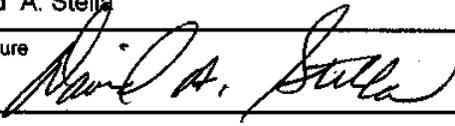
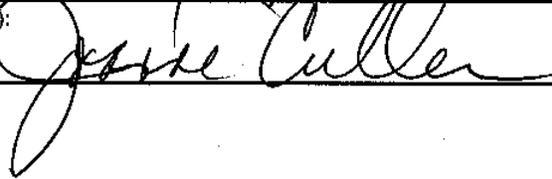
1. This contract is entered into by and between the State of Wisconsin, Department of Employee Trust Funds, and the contractor whose name, address, and principal officer appears below;
2. Whereby the Department of Employee Trust Funds, agrees to direct the purchase and the contractor agrees to supply the contract requirements cited above in accordance with the terms and conditions of the request for bid cited above, and in accordance with the contractor's bid submitted on this request for bid; which request for bid is hereby made a part of this contract;
3. In connection with the performance of work under this contract, the contractor agrees not to discriminate against any employees or applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability as defined in s.51.01(5), Wis. Stats., sexual orientation as defined in s.111.32(13m), Wis. Stats., or national origin. This provision shall include, but not be limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Except with respect to sexual orientation, the contractor further agrees to take affirmative action to ensure equal employment opportunities. The contractor agrees to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the contracting officer setting forth the provisions of the nondiscrimination clause.
4. Contracts estimated to be over twenty-five thousand dollars (\$25,000) require the submission of a written affirmative action plan. Contractors with an annual work force of less than twenty-five (25) employees are exempted from this requirement.

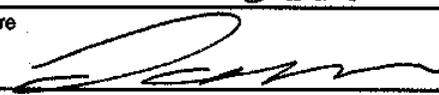
Within fifteen (15) working days after the award of the contract, the plan shall be submitted for approval to the contracting agency. Technical assistance regarding this clause is provided by the Wisconsin Office of Contract Compliance, Department of Administration, P.O. Box 7867, Madison, WI 53707-7867, (608) 266-5462.

5. Section 9.1.11 of the above-referenced RFP shall be modified as follows: The Order of Precedence is the official purchase order; RFP ETE0001 dated July 19, 2004 including all appendices and amendments); the Standard Terms and Conditions; the First Amendment to the Proposal dated February 4, 2005 including Exhibits 1 through 4; and nVISIA's Proposal for the RFP ETE001 dated September 9, 2004.
6. The Second Amendment dated March 30, 2005 modifies the First Amendment in number 5 above. The Second Amendment includes modifications to the Elaboration (E1) Acceptance Plan dated March 25, 2005 Exhibit 1, the Project Plan dated March 22, 2005 Exhibit 2, the BPS Rewrite Payment Schedule dated March 17, 2005 Exhibit 3, and the Inception 1 (I1) Acceptance Plan dated March 17, 2005. All other provisions of the First amendment unrelated to these four modifications remain in effect. The intent of these modifications is to totally replace these four items in the First Amendment and the First Amendment will no longer have any force and effect as it relates to these modifications.
7. The Third Amendment dated April 19, 2005 modifies the Second Amendment in number 6 above. The Third Amendment includes modifications to the Elaboration (E1) Acceptance Plan dated March 25, 2005 for Elaboration (E2) Acceptance Plan Exhibit 1 dated April 6, 2005, the Project Plan Exhibit 2 dated April 6, 2005, the BPS Rewrite Payment Schedule Exhibit 3 dated April 15, 2005. All other provisions of the First and Second amendments unrelated to these three modifications remain in effect. The intent of these modifications is to totally replace these three items in the First and Second Amendments and these items in the First and Second Amendments will no longer have any force and effect as it relates to these modifications.

8. The Fourth Amendment dated May 13, 2005 modifies the Third Amendment in number 7 above. The Fourth Amendment includes modifications to Elaboration (E2) Acceptance Plan (Exhibit 1) dated April 6, 2005 from the Third Amendment and the Project Plan (Exhibit 2) dated April 6, 2005 from the Third Amendment. The modifications are Elaboration (E3) Acceptance Plan (Exhibit 1) dated April 28, 2005 Fourth Amendment and the Project Plan (Exhibit 2) dated April 28, 2005 Fourth Amendment. All other provisions of the First, Second, and Third Amendments unrelated to these two modifications remain in effect. The intent of these modifications is to totally replace these two items in the First, Second, and Third Amendments and those items in the First, Second, and Third Amendments will no longer have any force and effect as it relates to these modifications.
9. The Fifth Amendment and the 4 exhibits to this Fifth Amendment modify the Fourth Amendment in number 8 above. The Fifth Amendment includes the Construction (C1) Acceptance Plan (Exhibit 1) dated May 31, 2005 and the Project Plan (Exhibit 2) dated June 3, 2005 which modify and replace the Elaboration (E3) Acceptance Plan (Exhibit 1) dated April 28, 2005 from the Fourth Amendment and the Project Plan (Exhibit 2) dated April 6, 2005 from the Fourth Amendment. All other provisions of the First, Second, Third and Fourth Amendments unrelated to these two modifications remain in effect. The intent of these modifications is to totally replace these two items in the First, Second, Third and Fourth Amendments and those items in the First, Second, Third and Fourth Amendments will no longer have any force and effect as it relates to these modifications.
10. The Sixth Amendment and the five exhibits to this Sixth Amendment modifies prior amendments to this contract. The Sixth Amendment includes the Construction (C2) Acceptance Plan (Exhibit 1) dated July 1, 2005, the Contract Amendment – WiSMART, Data Migration (Exhibit 2) dated May 27, 2005, the Project Plan (Exhibit 3) dated July 5, 2005, the Introduction to Hibernate Course Outline (Exhibit 4) dated June 1, 2005, and the Introduction to Sruts Course Outline (Exhibit 5) dated June 1, 2005. All other provisions of the First, Second, Third, Fourth, and Fifth Amendments unrelated to these five modifications remain in effect.
11. The Seventh Amendment and the four exhibits to this Seventh Amendment modify prior amendments to this contract. The Seventh Amendment includes the Construction (C3) Acceptance Plan (Exhibit 1) dated August 1, 2005, Benefit Payment System Contract Amendment – BPS Change Order (Exhibit 2) dated August 29, 2005, the Project Plan (Exhibit 3) dated August 25, 2005, and the Modifications to Construction 2 (C2) Acceptance Plan (Exhibit 4) dated August 29, 2005 which replace these items in the prior amendment. All other provisions of the First, Second, Third, Fourth, Fifth, and Sixth Amendments unrelated to these four modifications remain in effect.
12. The Eighth Amendment and the four exhibits to this Eighth Amendment modify prior amendments to this contract. The Eighth Amendment includes the Construction (C4) Acceptance Plan (Exhibit 1) dated August 26, 2005, Benefit Payment System Contract Amendment – BPS Change Order (Exhibit 2) dated September 9, 2005, the ETF BPS Rewrite Payment Schedule (Exhibit 3) dated September 9, 2005, and the Project Plan (Exhibit 4) dated September 9, 2005 which replace these items in the prior amendment. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, and Seventh Amendments unrelated to these four modifications remain in effect.
13. The Ninth Amendment and the four exhibits to this Ninth Amendment modify the contract and the prior amendments to this contract. The Ninth Amendment includes the Transition (T1) Acceptance Plan (Exhibit 1) dated September 22, 2005, the Project Plan (Exhibit 2) dated September 27, 2005, and the Modifications to Construction 4 (C4) Acceptance Plan (Exhibit 3) dated September 22 which replace these items in the prior amendment, in addition to the Contract Amendment – Lump Sum Base Requirements (Exhibit 4) dated October 13, 2005. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, and Eight Amendments unrelated to these four modifications remain in effect.
14. The Tenth Amendment and the four exhibits to this Tenth Amendment modify the contract and the prior amendments to this contract. The Tenth Amendment includes the Transition (T2) Acceptance Plan (Exhibit 1) dated October 17, 2005, the Benefit Payment System Contract Amendment – BPS Change Order (Exhibit 2) dated November 14, 2005, the BPS Project Plan Transition #2 (Exhibit 3) dated November 14, 2005, and the Modifications to Transition 1 (T1) Acceptance Plan (Exhibit 4) dated October 24, 2005 which replace these items in the prior amendment. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, and Ninth Amendments unrelated to these four modifications remain in effect.
15. The Eleventh Amendment and the two exhibits to this Eleventh Amendment modify the contract and the prior amendments to this contract. The Eleventh Amendment includes the Transition (T3) Acceptance Plan (Exhibit 1) dated November 28, 2005, and the BPS Project Plan Transition #3 (Exhibit 2) dated November 28, 2005, which replace these items in the prior amendment. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth and Tenth Amendments unrelated to these two modifications remain in effect.

16. The Twelfth Amendment and the six exhibits to this Twelfth Amendment modify the contract and the prior amendments to this contract. The Twelfth Amendment extends this contract through February 8, 2007 and includes, the Wrap-Up Acceptance Plan (Exhibit 1) dated January 2, 2006, the Acceptance Iteration Acceptance Plan (Exhibit 2) dated February 13, 2006, Modifications to Transition 2 (T2) Acceptance plan (Exhibit 3) dated March 8, 2006, the Contract Amendment – BPS Change Order (Exhibit 4) dated March 8, 2006, the Contract Amendment – BPS Change Order #2 (Exhibit 5) dated March 8, 2006, and the Project plan (Exhibit 6) dated March 8, 2006. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth and Eleventh Amendments unrelated to these six modifications remain in effect.
17. The Thirteenth Amendment and the three exhibits to this Thirteenth Amendment modify the contract and the prior amendments to this contract. The Thirteenth Amendment includes the Resources Plan (Exhibit 1) dated April 7, 2006, the Contract Amendment – BPS Payment Schedule (Exhibit 2) dated April 13, 2006, and the Contract Amendment – BPS Change Order (Exhibit 3) dated April 13, 2006. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh and Twelfth Amendments unrelated to these three modifications remain in effect.
18. The Fourteenth Amendment and one exhibits to this Fourteenth Amendment modify the contract and the prior amendments to this contract. The Fourteenth Amendment includes Contract Amendment – BPS Change Order Travel Allowance (Exhibit 1) dated April 26, 2006. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth and Thirteenth Amendments unrelated to these three modifications remain in effect.
19. The Fifteenth Amendment and one exhibit to this Fifteenth Amendment modify the contract and the prior amendments to this contract. The Fifteenth Amendment includes Contract Amendment – BPS Change Order (Exhibit 1) dated June 6, 2006. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, and Fourteenth Amendments unrelated to these three modifications remain in effect.
20. The Sixteenth Amendment and four exhibits to this Sixteenth Amendment modify the contract and the prior amendments to this contract. The Sixteenth Amendment includes the Modification to Lump Sum Elaboration 2 Acceptance Plan (Exhibit 1) dated July 21, 2006, the Contract Amendment – BPS Change Order (Exhibit 2) dated July 27, 2006, the Contract Amendment – BPS Payment Schedule (Exhibit 3) dated September 1, 2006, the Contract Amendment – Support Change and Health Insurance and Complaint System (HICS) Assistance (Exhibit 4) dated September 1, 2006, and requires nVISIA to perform a background check on all employees assigned to the Department of Employee Trust Funds (Department) . This amendment further requires nVISIA to notify the Department, in writing, if the background check for an employee identifies an offense that would have an impact on job duties to be performed for the Department. If this should occur, the Department reserves the right approve this individuals asslgnment to any related project. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, and Fifteenth Amendments unrelated to these five modifications remain in effect.
21. The Seventeenth Amendment and three exhibits to this Seventeenth Amendment modify the contract and the prior amendments to this contract. The Seventeenth Amendment extends this contract through February 8, 2008 and includes, the Contract Amendment – BPS Change Order (Exhibit 1 and Exhibit 2) dated January 11, 2007, and the Contract Amendment – BPS Billing Schedule (Exhibit 3) dated January 11, 2007. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth and Sixteenth Amendments unrelated to these three modifications remain in effect.
22. The Eighteenth Amendment and two exhibits to this Eighteenth Amendment modify the contract and the prior amendments to this contract. The Eighteenth Amendment includes the Contract Amendment – BPS Billing Schedule (Exhibit 1) dated August 2, 2007 and Contract Amendment – BPS Change Order (Exhibit 2) dated August 2, 2007. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth, Sixteenth, and Seventeenth Amendments unrelated to these modifications remain in effect.
23. The Nineteenth Amendment and two exhibits to this Nineteenth Amendment modify the contract and the prior amendments to this contract. The Nineteenth Amendment includes the Contract Amendment – BPS Billing Schedule (Exhibit 1) dated December 5, 2007 and Contract Amendment – BPS Change Order (Exhibit 2) dated December 5, 2007. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth, Sixteenth, Seventeenth and Eighteenth Amendments unrelated to these modifications remain in effect.
24. The Twentieth Amendment and one exhibit to this Twentieth Amendment modify the contract and the prior amendments to this contract. The Twentieth Amendment extends this contract through February 8, 2010 and includes the Contract Amendment – BPS Billing Schedule (Exhibit 1) dated March 18, 2008. All other provisions of the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth, Sixteenth, Seventeenth, Eighteenth, and Nineteenth Amendments unrelated to these modifications remain in effect.

State of Wisconsin Department of Employee Trust Funds	
By (Name)	David A. Stella
Signature	
Title	Secretary
Phone	608/266-0301
Date (MM/DD/YYYY)	03/18/2008
Witness (1):	
Witness (2):	

To be Completed by Contractor	
Company Name	NVISIA LLC
Company Address (City, State, Zip)	200 S. Wacker Drive 38th Fl. Chicago IL 60606
By (Name)	Daniel E. Dexter
Signature	
Title	CFO
Phone	712-985-8160
Date (MM/DD/YYYY)	03/24/2008
Witness (1):	
Witness (2):	Ken Miller

This document can be made available in accessible formats to qualified individuals with disabilities.

TWENTIETH AMENDMENT TO THE PROPOSAL  
EXHIBIT 1

**State of Wisconsin - Employee Trust Funds**  
Benefit Payment System  
Contract Amendment - BPS Billing Schedule



Date	BPS 2008	BPS 2008 Holdback	BPS 2008 Support	Total Monthly	
January 31, 2008	\$ 133,200 <sup>1</sup>		\$ 54,000	\$ 187,200.00	
February 29, 2008	\$ 145,800 <sup>1</sup>		\$ 51,000	\$ 196,800.00	
March 31, 2008	\$ 153,000 <sup>1</sup>		\$ 51,000	\$ 204,000.00	
April 30, 2008	\$ 160,200 <sup>1</sup>		\$ 54,000	\$ 214,200.00	
May 31, 2008	\$ 151,200 <sup>1</sup>		\$ 28,000	\$ 179,200.00	<b>1H 2008</b>
June 30, 2008	\$ 108,000 <sup>1</sup>		\$ 28,000	\$ 136,000.00	\$ 1,117,400.00
July 31, 2008	\$ 103,500 <sup>1</sup>		\$ 29,000	\$ 132,500.00	
August 31, 2008	\$ 99,000 <sup>1</sup>		\$ 28,000	\$ 127,000.00	
September 30, 2008	\$ 99,000 <sup>1</sup>		\$ 28,000	\$ 127,000.00	
October 31, 2008	\$ 108,000 <sup>1</sup>	\$ 65,000	\$ 31,000	\$ 204,000.00	
November 30, 2008	\$ 70,200 <sup>1</sup>		\$ 24,000	\$ 94,200.00	<b>2H 2008</b>
December 31, 2008	\$ 82,800 <sup>1</sup>		\$ 28,000	\$ 110,800.00	\$ 795,500.00
January 31st, 2009		\$ 72,100		\$ 72,100.00	
May 1st, 2009		\$ 20,000		\$ 20,000.00	
<b>Totals</b>	<b>\$ 1,413,900.00</b>	<b>\$ 157,100.00</b>	<b>\$ 434,000.00</b>	<b>\$ 2,005,000.00</b>	

This billing schedule is for work to be completed and the related holdback on BPS and Support projects from January 1, 2008 through December 31, 2008 only. See prior amendments for additional information regarding remaining holdback billings on this schedule that relate to projects completed prior to January 1, 2008.

State of Wisconsin nVISIA, LLC  
Employee Trust Funds nVISIA

DATE *March 18, 2008* DATE  
Dave Stella *[Signature]* Dan Dexter *[Signature]* 3/24/2008  
Secretary Chief Financial Officer

Footnote Index	
Footnote	Description
1	Amounts to be billed are net of 10% holdback. Tied to the 20th Amendment - Exhibit #1 - Line Item BPS 2008