

**SOLE SOURCE JUSTIFICATION
FOR
TERRALIGN LICENSE RENEWAL**

1. The United States Marine Corps Recruiting Command requires license renewals for The TerrAlign for MapInfo, OptAlign Edition software and TerrAlign for MapInfo, Drive Time Network software which are available from only one source and competition is precluded for reasons indicated below. There are no substitutes available.
2. This acquisition is restricted to the following source:

Manufacturer:

The TerrAlign Group, Inc.

Manufacturer POC and Phone Number:

Steve Hanlin
703-485-4564

Manufacturer Address:

21711 Filigree Court, Suite A
Ashburn, VA 20147-6209

Manufacturer's Dealer/Representative: Same as above

Dealer/Representative Address and Phone Number: Same as above

3. Description of the TerrAlign for MapInfo, OptAlign Edition software and TerrAlign for MapInfo, Drive Time Network software required, the estimated cost, and required delivery date.

The Marine Corps Recruiting Command (MCRC) currently utilizes TerrAlign Software: OptAlign Edition and Drive Time Network, which leverages the capabilities of our main mapping software called MapInfo Professional, a Microsoft Windows-based mapping and geographic analysis application, provided by the Office of the Secretary of Defense (OSD) at no cost to MCRC. TerrAlign's OptAlign Edition and Drive Time Network allows the United States Marine Corps (USMC) recruiters the capability to obtain a deeper territory specific functionality by aligning recruiting territories efficiently and balancing the distribution of selected attributes (population, high school seniors, etc.) among the recruiting areas minimizing distance from time.

MCRC requires The TerrAlign Group to provide eight (8) annual licenses each for the TerrAlign OptAlign Edition Version 2.1 and TerrAlign Drive Time Network Version 2.1. Presently, there are two purchase orders with The TerrAlign Group (one for each software license) with differing periods of performances. Purchase Order #M00264-10-P-0494 corresponds to the TerrAlign for MapInfo, OptAlign Edition Software licenses (quantity of 6 licenses) and the period of performance is from 31 May 2010 through 30 May 2011. Purchase Order #M00264-10-P-0266 corresponds to the TerrAlign for MapInfo, Drive Time Network Software license (quantity of 6

licenses) and the period of performance is from 01 August 2010 to 31 July 2011. The goal of this requirement is to combine both licenses under one contract to align the period of performances.

The period of performance for the TerrAlign OptAlign Edition licenses will be a 12-month base year, 31 May 2011 through 30 May 2012, and two (2) 12-month option years. The TerrAlign Drive Time Network license, total of six (6), will expire on 01 August 2011; therefore, to align the period of performance with the TerrAlign OptAlign Edition, the six (6) Drive Time Network licenses will be for a ten (10) month base period, 01 September 2011 to 30 May 2012, with two (2) 12-month option years. The additional two (2) Drive Time Network licenses will be a 12-month base year, 31 May 2011 through 30 May 2012, and two (2) 12-month option years. The renewal package will include up to eight (8) TerrAlign for MapInfo, OptAlign Edition licenses, eight (8) Drive Time Network licenses, all TerrAlign software updates, one (1) 2-day training session in Quantico, VA or Reston, VA for ten (10) Marketing Specialists, and customer care support Monday through Friday between the hours of 8:00 am to 6:00 pm eastern standard time. The estimated price will be _____ for the first year and _____ for each additional year. The total estimated price is _____ for all three (3) years.

4. Specific characteristics of the TerrAlign for MapInfo, OptAlign Edition software and TerrAlign for MapInfo, Drive Time Network that limit the availability to a sole source e.g., unique features, function of the item, etc. Describe in detail why only this suggested source can furnish the requirements to the exclusion of other sources.

The OptAlign Edition license allows the software to provide the following features:

- Integrated within MapInfo Professional
- Data setup Wizard
- Expanded (as compared to the redistricter) manual realignment tools
- Reassign geography or accounts between territories
- Add, delete, and rename territories
- Change and save territory color and patterns
- User-defined field force hierarchy
- Reassign territories between managers to manage reporting relationships
- Automatic map shading at each level in field force hierarchy
- Reassign territories between managers to manage reporting relationships
- Automatic and dynamic graphs and browsers
- Save "what-if" scenarios
- Focus on a subset of your field force
- TerraMaps-Automatically prints a close-up map of every territory
- Reports-Automatically generates Assignment, Gain/Loss, and Summary reports
- Automatically estimate average travel time to each location
- Automatically balances territories on any variable you choose
- Automatically creates compact territories
- Minimizes driving time (with Drive Time Network)
- Recommends optimal territory centers for rep placement
- Set centers as fixed or free
- Automatically creates call plans that assigns each customer to a set of weeks or days based on its call frequency, schedules a balanced share of calls for each week or day,

and geographically clusters customers to minimize travel time between calls. These plans can be divided into 2 through 31 periods.

The Drive Time Network license allows the software to provide added benefits to the OptAlign Edition's territory optimization output. The optimizer balances each territory on a selected attribute (population, high school seniors, etc) and minimizes the average size of the territories. Without the Drive Time Network, OptAlign's optimizations minimize the average size of the territories based on straight-line distance. With the Drive Time Network, the recruiters know where highways make travel easier, where mountains and rivers serve as physical barriers, and where tunnels or bridges permit travel through those barriers reducing the amount of manual fine-tuning needed (to correct for non-contiguous territories) after optimization and reduces driving time within territories.

Market research has indicated that TerrAlign's OptAlign Edition and Drive Time Network softwares are the only ones compatible with Pitney Bowes' MapInfo Professional software, which is provided to MCRC by the OSD . By the continued use of the TerrAlign's softwares, it enables MCRC to take advantage of utilizing its current mapping software and leveraging the mapping capabilities without having to invest in other mapping technology for a greater cost savings.

5. Check and fill in all that are applicable:

The material or service must be compatible in all aspects (form, fit, and function) with existing systems presently installed. Describe the equipment you have now and how the new item/service must coordinate, connect, or interface with the existing system.

MCRC's territory optimization features and drive time network must work with its current mapping software, MapInfo Professional. TerrAlign is the only territory optimization and drive time network provider that is compatible with MapInfo Professional software.

A patent, copyright, or proprietary data limits competition. The proprietary data are described as follow:

Market research conducted on the internet, www.terralign.com, shows that the OptAlign Edition and Drive Time Network softwares produced by TerrAlign Group, Inc are copyright by the TerrAlign Group, Inc. In addition, the algorithms specific to the softwares are proprietary to the TerrAlign Group, Inc. The algorithms are calculations/data process that the software follows to quickly develop a well balanced territory and minimizes travel time. The software code that makes up the algorithms was created by and is proprietary to the TerrAlign Group, Inc.

These are "direct replacement" parts/components for existing equipment.

Other information that support a sole-source buy:

Although there are other vendors with software that may provide the same technology, such as Mapping Analytics' ProAlign Sales Territory Alignment & Optimization software, TTG Incorporated's AlignStar Territory Design software, and ZS Associates' Javelin Alignment Management software, the softwares offered by the vendors do not offer the compatibilities to

Pitney Bowes' MapInfo Professional software. A significant investment in software development would be required by each of these companies to adapt their technology to the MapInfo Professional software.

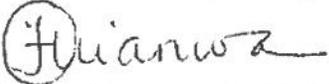
Additionally, the TerrAlign software offers a travel time estimator and call planning tool that the mentioned vendors do not offer. Marine Corps recruiters require the benefits offered with the travel time estimator and call planning tool. The travel time estimator provides information such as the latest road networks and fast search algorithms to show buffer boundaries in time or distance from a specified location, which are calculated based on speed limits of the individual roads and highways in the road network and the distance or time values requested by the recruiter. The call planning tool defines and maps local calling plans which are rate structures that determine which phone numbers can call other phone numbers and at what rates ultimately saving the Government money. These features enable the recruiters to make better decisions about expanding networks, responding to competition, and marketing to potential prospects – all leading to recruiting advantage.

As previously stated, the MapInfo Professional software is provided to MCRC by the OSD at no cost for use of the software. This allows MCRC to receive the necessary information required by the recruiters to conduct essential duties without the significant costs of an entirely new mapping software. Although it is not a mandatory requirement that MCRC utilizes this software provided by the OSD, at this time, it is not beneficial to the USMC to procure a new mapping software that would potentially cost the Government approximately \$700,000 plus the cost of an annual license. This cost includes development and implementation of software components, development of software content, testing of new software, training, and help desk services.

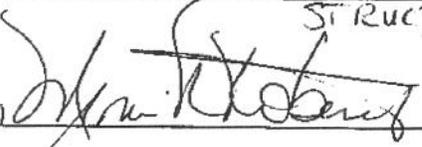
MCRC continues to search for other companies that would be capable of providing a mapping software with all the required features offered by The TerrAlign Group that support our MCRC recruiters, at a reasonable cost to the Government. As new developed technology is identified, MCRC does intend on seeking other avenues of obtaining a software that could meet the needs of our recruiters.

CERTIFICATION

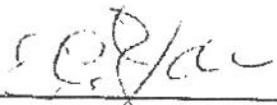
I certify that statements checked and information provided above are complete and correct to the best of my knowledge. I understand that the processing of this Sole-Source Justification precludes the use of full and open competition.

(Signature)  Date 4-18-2011

Printed Name, Title (Project Officer) FRANK I. ONIANWA
STRUCTURE ANALYSIS OFFICER

(Signature)  Date 20 Apr 2011

Printed Name, Title (Contracting Officer) Minnie Robinson

(Signature)  Date 20110419

Printed Name, Title (Legal) Denise L. Corda