

EXHIBIT 3.07
Capacity Upgrades

	Change Order #	Effective Date
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Presented below is the Machine upgrade schedule based on capacity requirements for Contract Years 1 – 5. All Commonwealth Agencies will be upgraded at least once in the first five years of the Agreement with the approved exception of the IBM environment in DOH. By the direction of the Commonwealth, capacity growth for CTC has been flat-lined over the life of the Agreement.

As a result of Change Order 0206-0426-MUL, effective 09/19/02, capacity growth assumptions initially projected for each Commonwealth agency at the outset of the original agreement have been reassessed. Based on this reassessment, future year upgrades have been revised through Contract Year 5 and have been removed in Contract Years 6 – 7. Commencing on September 19, 2002, a “Just-In-Time” Capacity Management Planning Process will replace the forecasted upgrades previously reflected in this exhibit. This Capacity Management Planning Process will allow the Commonwealth and Unisys to accurately plan and implement capacity when needed, in conjunction with the Commonwealth’s budget process. This approach will also be annotated in Exhibit 3.03 – Headroom Assumptions.

As a result of the contract extension effective 07/01/08, Shared Storage Area Network Switch Infrastructure, Shared Virtualization Infrastructure, and Shared Storage Infrastructure technology refreshes are added to the Data PowerHouse environment. The table below illustrates planned upgrades for this technology in Contract Years 13 – 14 as indicated.

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UNISYS SOLUTION SUMMARY HISTOGRAM

Agency/Current System	Initial Solution	Future Years Solution #
DPW 22/98 (@ WO) System A	Continue to run this Machine, which is owned by the Commonwealth, until it is taken out of service.	Replace with IX6802-88 (equivalent) at beginning of year 1 of the Agreement, or earlier as needed by capacity or cost considerations. (576 GB & 320 MW). Upgrade to CS7822-807 in year 4 of the Agreement including associated disk and silo tape storage. Upgrade to CS7832-812 in year 6 of the Agreement.
DPW 22/94 (@ IKE) * System C (Acquire entire system @ FMV)	Migrate workload to IX6802-P6 in WO at start of the Agreement (not partitioned) (transfer silo from IKE system to WO) @ (436 GB & 320 MW)	Upgrade to IX6802-87 in year 3 and to CS7822-608 in year 4 of the Agreement, including associated disk and silo tape storage.
DPW – System F (Unisys to transfer System F current IX 5802-8 into the Data PowerHouse. Unisys will transfer BMC Tape subsystem. Unisys will transfer current EMC 5500 Symmetrix Disk System.		Year 3 of Contract – install upgrade from IX5802-8 to a Unisys IX – 6802-88 with a maximum capacity of 455 MIPS. Unisys will replace current BMC Tape Subsystem with StorageTek 9840 (SCSI) Tape Subsystem. Unisys will upgrade current EMC 5500 Symmetrix to an EMC 8000 Series Symmetrix Disk System - no further projected upgrades are agreed upon.
CTC 22/92 (Acquire some round tape drives and ZITEL SSD at FMV; other equip. surplus)	Migrate workload to IX6802-53 in WO during year 1 transition (partitioned 3x & 2x) @ (224 GB & 256 MW)	Year 4 of Contract – CTC decommissioned mainframe, no further upgrades required.
PSP 22/553 (Acquire cartridge tape drives/ autoloaders and ZITEL SSD; other equip. surplus)	Migrate workload to IX5602-4 in WO during year 1 transition. (Dedicated silo) ((partitioned 2x & 2x) @ 144GB & 192 MW)	Unisys will replace current BMC Tape Subsystem with compact StorageTek 9840 (FIBRE) Tape Subsystem in year 5.
PSERS A16 (Acquire cartridge tape drives and autoloaders; minimal round tape drives; other equip. surplus)	Migrate workload to NX5822-42 during year 1 transition (new silo shared with other “A” system) (partitioned 1x & 1x) @ (192 GB & 192 MW)	Year 9 of Contract – PSERS decommissioned mainframe, no further upgrades required.
GAME A11 (No acquisition; all surplus)	Migrate workload to partitioned (1x & 1x) NX5822-32 (shared with PUC) during year 1 transition (silo shared with PSERS “A” system) (24/120 GB & 72/72 MW)	

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PUC A2410 (Do not assume lease; all surplus)	Migrate workload to (other) partition of NX5822-32 (shared with Game) during year 1 transition (silo shared with PSERS "A" system)	PUC migrated off NX5822-32 mainframe to new open systems environment within DPH.
* SunGard	Relocate existing DPW 22/94 to SunGard and upgrade it to a 22/98 to serve as "live" backup for 22/98 and IX6802-P6 system (acquire silo from Cherry Hill to support this system) Contract with SunGard to provide 40% (A-series) / 60% (2200) of remaining (non-DPW) MIPS:	Replace this system with IX6802-65 and an IX6802-66 in year 2 of the Agreement (576 GB & 320 MW). Upgrade associated disk and silo tape technology in year 5. Contract growth in accordance with system upgrades
Shared Storage Area Network Switch Infrastructure	Three shared Storage Area Network switches (2-Cisco MDS 9513 & 1- Cisco MDS 9506) are to be installed in year 9 of the Agreement.	Three shared Storage Area Network switches (2-Cisco MDS 9513 & 1- Cisco MDS 9506) will be refreshed with then current technology in year 14 of the Agreement based on a four year cycle relative to the installation date of the assets.
Shared Virtualization Infrastructure	Six servers (IBM System x3950 M2 - 8-way, 2.93 GHz, 128 GB memory) supporting the Shared Virtualization Infrastructure are to be installed in year 9 of the Agreement.	Six servers (IBM System x3950 M2 - 8-way, 2.93 GHz, 128 GB memory) will be refreshed with then current technology in year 13 of the Agreement based on a four year cycle relative to the installation date of the assets.
Shared Storage Infrastructure	One enterprise storage server (IBM DS 8300 56TB Raw Capacity) is to be installed in year 9 of the Agreement.	One enterprise storage servers (IBM DS 8300 56TB Raw Capacity) will be refreshed with then current technology in year 13 of the Agreement based on a four year cycle relative to the installation date of the assets.

@ NOTE: These Commonwealth Agencies will be provided 'test-and-development' partitions within their production platforms

NOTE: System upgrades will occur using the then-current technology.

"Acquire" means to purchase from Commonwealth at Fair Market Value (FMV).

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IBM SOLUTION SUMMARY HISTOGRAM

Agency: Current System	Year 1 Proposed Solution	Future Years Solution #
DOR: 9672-R75 Acquire R75, RVA and RAMAC DASD, tape and FEPs.	Migrate workload to R75 seed machine; relocate R75 to WO; migrate workload back to R75.	Refresh/upgrade R75 to a 2066-002 in year 4. Upgrade to a 2086-A04 in Year 6.
DOT: 9672-R36 Assume 9672-R36 and 9393-X82 RVA DASD lease obligations. Acquire tape and FEPs. (Revised 12/31/99)	Migrate workload to the R75 seed machine; relocate R36 to WO; migrate workload to the R36. Refresh/upgrade R36 to R46 in year 1. (Revised 08/09/00)	Upgrade R46 to 2064-103 in Year 3. Upgrade 2064-103 to 2064-104 in Year 6. Retain 2064/104 and add 2094/702 in Year 8. Remove 2064-104 in year 9.
DOC: 2003-224 Assume 2003-224 lease obligations.	Migrate workload to R75 seed machine; relocate 2003-224 to WO; replace 2003-224 with 2003-227; migrate workload to 2003-227 Upgrade to 9672/R35 & migrate workload.	Upgrade 9672/R35 to a 2066-0B1 in Year 7.
LCB: 9672-R21 Acquire R21 and FEP.	Migrate workload to 9672/R35; relocate R21 to WO; upgrade R21 to R24.	Upgrade 9672/R35 to a 2066-0B1 in Year 7.
DOH: tape and FEPs.	Migrate VM workload to the 9672/R35; migrate MVS workload to the RB5.	VM - Removed from 9672-R35 in December 2001. Remain on a 9672/RB5 until consolidated with UC in year 5 on a 2066-0A2.
DOE: 3090-180E Acquire tape and FEPs.	Migrate workload to 9672-RB5	Upgrade 9672/RB5 to 2066/0E1 and remain until June 2007
UC: 9672-R35 Acquire R35, RAMAC DASD, tape and FEPs.	Migrate workload to R75 seed machine; relocate R35 to WO; migrate workload to R35.	Refresh/upgrade R35 to R45 in year 2. Upgrade and consolidate with DOH in year 5 to a 2066/0A2.
SWIF: 9121-260 Acquire tape and FEP.	Migrate workload to 9672-RB5	Consolidate with UC in year 6, year 7, and year 8 on a 2066-0A2 through December 2006. No further upgrades required.
CSC: 9406-500 Acquire 9406-500, tape drives, system console, modems.	Relocate AS/400 and workload to WO.	Refresh/upgrade 9406-500 to 820 in year 2 (Revised 10/03/01)
Aging: 9406-300 Acquire 9406-300, tape drives, system console, modems.	Install AS/400 at WO and relocate workload to WO.	Refresh/upgrade 9406-300 to 720 in year 1
BOIS: 9406-620 Acquire 9406-620, tape drives, disk drive, system console, optical drive, modems.	Relocate AS/400 and workload to WO.	Refresh/upgrade 9406-620 to 9406-820 in year 4.

NOTES: 1) System upgrades will occur using the then-current technology.

2) "Acquire" means to purchase from Commonwealth at Fair Market Value (FMV).