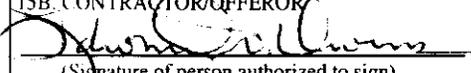
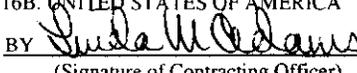


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE	PAGE OF PAGES	
2. AMENDMENT/MODIFICATION NO. P00091		3. EFFECTIVE DATE 25-Sep-2002	4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO.(If applicable)
6. ISSUED BY 45 CONS/LGCZL 1201 EDWARD H. WHITE II ST. PATRICK AFB FL 32925-3237		CODE FA2521	7. ADMINISTERED BY (If other than item 6) CODE See Item 6		
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) SVERDRUP TECHNOLOGY, INC. DAVE PICKERING 600 WILLIAM NORTHERN BLVD. TULLAHOMA TN 37388			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			X 10A. MOD. OF CONTRACT/ORDER NO. F08650-98-C-0035		
			X 10B. DATED (SEE ITEM 13) 20-Mar-2001		
CODE 07486		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended. Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.					
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.					
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).					
C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:					
X D. OTHER (Specify type of modification and authority) Mutual Agreement of the Parties					
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) See schedule POC: Diana S. Zeller Email: diana.zeller@patrick.af.mil 321-494-5590					
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.					
15A. NAME AND TITLE OF SIGNER (Type or print) Edward J. Lewis, Business Dir.			16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) LINDA M. ADAMS Contracting Officer		
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED 27 SEP 02	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 27 Sep 02

Standard Form 30 (Block 14 continued)**A. The purpose of this supplemental agreement is to:**

1. Realign funds from CLIN 0025 to CLINs 0021 and subCLIN 0024AC (Award Fee). This realignment will support the purchase of materials.
2. Deobligate funds from CLIN 0025 to support the Award Fee funds held in contingent liability for 0024AC. Funds were initially reflected twice in Schedule B (CLINs 0024AC and 0025).
3. Contract value will decrease in the amount of \$1,137.

B. PART I – THE SCHEDULE**1. SECTION B – SUPPLIES OR SERVICES AND PRICES/COSTS**

SUMMARY OF CHANGES -- “SUMMARY OF CHANGES FOR THE PAYMENT OFFICE”

<u>Page Ref</u>	<u>CLIN</u>	<u>Changed From</u>	<u>Changed To</u>	<u>Net Change</u>
11 of 65	0021	\$ 39,345,995	\$ 39,856,233	\$ 510,238
11 of 65	0024AC	\$ 348,010	\$ 399,034	\$ 51,024
11 of 65	Total Award Fee	\$ 4,022,103	\$ 4,073,127	\$ 51,024
12 of 65	0025	\$ 922,796	\$ 360,397	\$ (562,399)
12a of 65	Total CLIN 0021-0023	\$ 41,971,581	\$ 42,481,819	\$ 510,238
12a of 65	Total Award Fee CLIN 0024	\$ 4,022,103	\$ 4,073,127	\$ 51,024
12a of 65	Total CLIN 0025	\$ 922,796	\$ 360,397	\$ (562,399)
16a of 65	Opt 4 Total	\$ 46,916,480	\$ 46,915,343	\$ (1,137)
16a of 65	Summary Total	\$260,552,139	\$260,551,002	\$ (1,137)

Total Net Change to Section B: (\$1,137.00)**2. SECTION G - CONTRACT ADMINISTRATION DATA**

Change ACRN totals as follows:

<u>Page #</u>	<u>ACRN</u>	<u>Changed From</u>	<u>Changed To</u>	<u>Net Change</u>
23d of 65	EA	\$ 9,021,243	\$ 9,020,106	\$ (\$1,137)

Total Net Change in Section G: (\$1,137.00)

C. As a result of the above referenced changes, remove the contract pages listed under Column I and insert the revised pages listed under Column II. All changes are annotated by a vertical line in the right margin.

Column I (Remove)

Page 11 of 65
Page 12 of 65
Page 12a of 65
Page 16a of 65
Page 23d of 65

Column II (Insert)

Page 11 of 65
Page 12 of 65
Page 12a of 65
Page 16a of 65
Page 23d of 65

D. All other terms and conditions remain the same.

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 4 - FY 02 (1 Oct 01 - 30 Sep 02)

Item No.	Description	Est. Cost								
0021	Operations and Maintenance, Operations and Support and Operations and Management The contractor shall furnish all necessary supplies and services required to perform program and business management, cost reporting and segregation, environmental, industrial security, technical data, safety, exercises, training and other related items as required by launch program in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u> , and the performance standards document. <u>COST-PLUS-AWARD-FEE</u>	\$ 39,856,233								
	<table border="0"> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 39,345,995</td> <td align="right">\$ 510,238</td> <td align="right">\$ 39,856,233</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 39,345,995	\$ 510,238	\$ 39,856,233	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 39,345,995	\$ 510,238	\$ 39,856,233							
0022	Systems Management The contractor shall furnish all necessary supplies and services required to perform systems engineering, safety engineering, logistics support analysis, configuration management, procedure development, and studies in accordance with the Statement of Work for the LO&SC, dated <u>April 1998</u> , and the performance standards document. <u>COST-PLUS-AWARD-FEE</u>	\$ 2,625,586								
	<table border="0"> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 2,932,461</td> <td align="right">\$ (306,875)</td> <td align="right">\$ 2,625,586</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 2,932,461	\$ (306,875)	\$ 2,625,586	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 2,932,461	\$ (306,875)	\$ 2,625,586							
0023	Data The contractor shall furnish all necessary supplies and services required to deliver data as set forth in the Accessible Data Products Lists, and Appendix K of the Statement of Work. <u>COST-PLUS-AWARD-FEE</u>	NSP								
0024	Award Fee Pool (In accordance with Award Fee Plan)									
0024AA	Award Fee Pool (1 Oct 01 through 28 Feb 02) <table border="0"> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 1,437,676</td> <td align="right">\$ 232,794</td> <td align="right">\$ 1,670,470</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 1,437,676	\$ 232,794	\$ 1,670,470	\$ 1,670,470
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 1,437,676	\$ 232,794	\$ 1,670,470							
0024AB	Award Fee Pool (1 Mar 02 through 31 Aug 02) <table border="0"> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 2,109,077</td> <td align="right">\$ (105,454)</td> <td align="right">\$ 2,003,623</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 2,109,077	\$ (105,454)	\$ 2,003,623	\$ 2,003,623
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 2,109,077	\$ (105,454)	\$ 2,003,623							
0024AC	Award Fee Pool (1 Sep 02 through 30 Sep 02) <table border="0"> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 348,010</td> <td align="right">\$ 51,024</td> <td align="right">\$ 399,034</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 348,010	\$ 51,024	\$ 399,034	\$ 399,034
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 348,010	\$ 51,024	\$ 399,034							
	TOTAL PROPOSED AWARD FEE	\$ 4,073,127								

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SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 4 - FY 02 (1 Oct 01 - 30 Sep 02)

Item No.	Description	Est. Cost								
0025	Service Systems Upgrades & Modifications Upon direction by the Contracting Officer, the contractor will prepare a cost and technical proposal to accomplish service systems upgrades and modifications. Contract type will be determined by individual request for proposal, and work will be added by individual subCLINs. See contract clause H-25. The government's estimated cost for this line item is \$5M. Each upgrade/modification requires a DD250 (See Section D)	\$ 360,397								
	<table> <tr> <td></td> <td align="center"><u>From</u></td> <td align="center"><u>Change</u></td> <td align="center"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$ 922,796</td> <td align="right">\$ (562,399)</td> <td align="right">\$ 360,397</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 922,796	\$ (562,399)	\$ 360,397	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 922,796	\$ (562,399)	\$ 360,397							
0025AA	#12163 - Provide Power to Ground Test Equipment Room A-10, LC-40 (Design Only)	\$ 4,742.00								
0025AB	#12170-Provide Fall Protection Tie-Offs for use during Grating Operations at LC-40 (Design Only)	\$ 10,257.00								
0025AC	#12041- Provide OSHA Compliant Platform Inserts between Vehicle and UES Platform, Level 17, MST, LC-40 (Design Only)	\$ 7,414.00								
0025AD	#12200 - Provide Power to Ground Test Equipment Room A-10, LC-40 (Build)	\$ 9,091.00								
0025AE	#12201-Provide Fall Protection Tie-Offs for use during Grating Operations at LC-40 (Build)	\$ 12,987.00								
0025AF	#12198- Provide OSHA Compliant Platform Inserts between Vehicle and UES Platform, Level 17, MST, LC-40 (Build)	\$ 8,121.00								
0025AG	#12010-Provide Potable Water (IAW Acceptable 45CES/CEV Standards) for SPIF Facility 70000 (Design Only) - Cancelled	\$ 8,745.00								
0025AH	#12153-Provide Structural, Power, & Cooling Support for SIRTF Mission GSE, Level 9B, MST, LC-17B (P00073 - \$22,339 + P00088 - \$10,843 = \$33,182)	\$ 33,182.00								
0025AK	#12018 - Provide Capability to Remotely Start FECU after Power Outages, LC-17B	\$ 3,352.00								
0025AL	#12157 - Provide Capability to Limit Crane Bridge and Trolley Travel, NPF (Design Only)	\$ 13,647.00								
0025AM	#12053 - Prevent Contact Between Hoist Wire Rope and 220T SMARF Crane Structure (Design Only)	\$ 13,306.00								

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SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 4 - FY 02 (1 Oct 01 - 30 Sep 02)

0025AN	#12142 - Provide Capability to Control Emergency Brakes, 220 & 500 Ton Cranes, SMARF (Design Only)	\$	11,565.00	
0025AP	#12147 - Provide Safe Means of Accessing PLC Data, 220 & 500 Ton Cranes, SMARF (Design Only)	\$	11,015.00	
0025AQ	#12214 - Switch Vapor Detection System From Facility Power to UPS Power, MST, LC-17A&B (Design/Implement)	\$	9,136.00	
0025AR	#12215 - Provide Proper Environmental Conditions for UPS Room, Lvl 4 1/2, VIB (Design Only)	\$	10,241.00	
0025AS	#12222- Provide Proper Environmental Conditions for UPS Room, Lvl 4 1/2, VIB (Implement Only)	\$	17,883.00	
0025AT	#12219- Provide Structural, Power, & Cooling Support for SIRT Mission GSE, Level 9B, MST, LC-17B (Build)	\$	38,378.00	
0025AU	#12022- Provide Controlled Environment for UPS Power, Mechanical Room, SMAB (Design/Build)	\$	19,238.00	
0025AV	#12224- Provide Safe Means of Accessing PLC Data, 220 & 500 Ton Cranes, SMARF (Build)	\$	19,241.00	
0025AW	#12213- Provide Controls for Maintaining HVAC Parameters, Delta Ops Bldg (Implement)	\$	45,357.00	
0025AX	#12225 - Provide Capability to Limit Crane Bridge & Trolley Travel, NPF (Implement Only)	\$	53,499.00	
ESTIMATED COSTS (CLINS 0021 – 0023)			\$	42,481,819
AWARD FEE (CLIN 0024)			\$	4,073,127
ESTIMATED COST (CLIN 0025)			\$	360,397
ESTIMATED TOTAL FOR ALLCLINS (FY02)			\$	46,915,343

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SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract

SUMMARY

1. Total Estimated Amount - FY 98 (Basic Period) (CLINs 0001 - 0005)	1 May 98-30 Sep 98	\$ 11,132,942
2. Total Estimated Amount - FY 99 (Option Period 1) (CLINs 0006-0010)	1 Oct 98-30 Sep 99	\$ 40,477,598
3. Total Estimated Amount - FY 00 (Option Period 2) (CLINs 0011-0015)	1 Oct 99-30 Sep 00	\$ 42,981,310
4. Total Estimated Amount - FY 01 (Option Period 3) (CLINs 0016-0020)	1 Oct 00-30 Sep 01	\$ 47,417,899
5. Total Estimated Amount - FY 02 (Option Period 4) (CLINs 0021-0025)	1 Oct 01-30 Sep 02	\$ 46,915,343
6. Total Estimated Amount - FY 03 (Option Period 5) (CLINs 0026-0030)	1 Oct 02-30 Sep 03	\$ 38,638,326
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03-30 Sep 04	\$ 32,987,584
 TOTAL ESTIMATED AMOUNT FY 00-04 (Items 1-7)		\$ 260,551,002

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SECTION G - CONTRACT ADMINISTRATION DATA (cont'd)

<u>ACRN</u>	<u>Appropriation/Lmt Subhead/CPN Recip DODAAD</u> <u>Acct Class Data Supplemental Accounting Classification Information</u>	<u>Obligated</u> <u>Amount</u>
EA	5723400 302 83LE 253099 010000 555L0 35182F 662400 F62400 PR# - F50LGP12320100 = \$7,424,045 (P00071) PR# - F50LGP13520400 = \$56,390.00 (P00072) PR# - F50LGP20380100 = \$15,535.00 (P00072) PR# - F50LGP20450300 = \$22,339.00 (P00073) PR# - F50LGP20530400 = \$1,700,000 (P00074) PR# - F50LGP12320300 = \$268,606 (P00076) P00077 = (\$788,000) PR# - F50LGP12320200 = \$322,328 (P00087) P00091 = (\$1,137)	\$ 9,020,106
EB	5723400 302 83LE 25309A 010000 555L0 351119F 662400 F62400 PR# - F50LGP12320100 = \$828,094 (P00071) PR# - F50LGP12320300 = \$29,961 (P00076) PR# - F50LGP12320200 = \$35,953 (P00087)	\$ 894,008
EC	5723400 302 83LE 25309D 010000 555L0 351119F 662400 F62400 PR# - F50LGP12320100 = \$5,146,143 (P00071) PR# - F11SLS20740300 = \$1,000,000 (P00074) PR# - F50LGP12320300 = \$186,190 (P00076) PR# - F11SLS21200600 = \$650,000 (P00077) PR# - F11SLS21890800 = \$210,000 (P00080) PR# - F50LGP12320200 = \$223,429 (P00087) PR# - F11SLS22260300 = \$21,000 (P00087)	\$ 7,436,762
ED	5723400 302 83LE 25309S 010000 555L0 33605F 662400 F62400 PR# - F50LGP12320100 = \$1,493,329 (P00071) PR# - F50LGP12320300 = \$54,030 (P00076) PR# - F50LGP12320200 = \$64,835 (P00087)	\$ 1,612,194
EE	5723400 302 83LE 25309T 010000 555L0 35144F 662400 F62400 PR# - F50LGP12320100 = \$25,711,328 (P00071) PR# - F50LGP12320300 = \$929,447 (P00076) PR# - F50LGP12320200 = \$1,016,715 (P00087)	\$ 27,657,490