

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO. P00121		3. EFFECTIVE DATE 19-Sep-2003	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) See Item 6		CODE
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) Special Contract Requirement H-20, entitled "Launch Operations and Support Award Fee (Sep 1997)"					
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return _____ 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: Lisa DeCarlo (321) 494-9937 Email: Lisa.DeCarlo@patrick.af.mil					
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)			16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)		
			DIANA ZELLER / CONTRACTING OFFICER		
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA		16C. DATE SIGNED
_____ (Signature of person authorized to sign)			BY <i>Diana S. Zeller</i> (Signature of Contracting Officer)		22-Sep-2003

Standard Form 30 (Block 14 continued)

A. The purpose of this unilateral modification is to

1. Execute the semi-annual earned award fee for the award fee period 1 Mar 03 through 31 Aug 03 as determined in the FDO letter of 19 Sep 03 and in accordance with Special Contract Requirement (SCR) H-20 entitled "Launch Operations and Support Award Fee (Sep 1997)."

2. Obligate funds for CLIN 0029AB in the amount of \$1,922,628 in support of a 97.5% award fee determination. P00095 realigned obligated dollars to CLIN 0029AB in the amount of \$4,507. Total award fee earned for this period at 97.5% is \$1,927,135.

3. Obligate remaining funds from unearned award fee in the amount of \$49,414 to CLIN 0030 to support modification/upgrade projects.

4. Contract obligation will increase by \$1,972,042.

5. Contract value will remain unchanged.

6. Correct a typographical error on page 16a reflected in P00120.

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>
SF 33	Block 20	\$238,205,491.60	\$240,177,533.60	\$ 1,972,042
13 of 65	0029AB	\$ 1,976,549	\$ 1,927,135	\$ (49,414)
13 of 65	Total CLIN 0029	\$ 3,758,194	\$ 3,708,780	\$ (49,414)
14 of 65	CLIN 0030	\$ 9,748,382	\$ 9,797,796	\$ 49,414
14a of 65	Total CLIN 0029	\$ 3,758,194	\$ 3,708,780	\$ (49,414)
14a of 65	Total CLIN 0030	\$ 9,748,382	\$ 9,797,796	\$ 49,414

a. CLIN 0029AB was partially funded in the amount of \$4,507 due to realignment of dollars from CLIN 0030 (already funded) to CLIN 0029AB for efforts associated with the contractual action identified in P00095. The remaining Award Fee funds were held in contingent liability. Schedule B will reflect a decrease, however, actual dollars in Section G will reflect the funded amount of \$1,972,042. Unearned award fee in the amount of \$49,414 will be transferred from CLIN 0029AB to CLIN 0030.

b. On page 16a of P00120, make a pen and ink change to Option Period 5 to read \$51,673,954 instead of \$51,283,954. The total estimated amount for FY98-04 is changed from \$273,150,282.60 to \$273,540,282.60.

Total Net Change to Section B: \$0

2. SECTION G - CONTRACT ADMINISTRATION DATA

a. Page 23e of 65, add the following Purchase Requests (PRs)

- ACRN FC – Add PR # – F11SLS31000200 - \$ 11,500 (P00121)
- ACRN FA – Add PR # – F50LGP22601100 - \$ 351,258 (P00121)
- ACRN FB – Add PR # – F50LGP22601100 - \$ 34,774 (P00121)
- ACRN FC – Add PR # – F50LGP22601100 - \$ 281,357 (P00121)
- ACRN FD – Add PR # – F50LGP22601100 - \$ 52,689 (P00121)
- ACRN FE – Add PR # – F50LGP22601100 - \$1,036,210 (P00121)
- ACRN FA – Add PR # – F50RMS31471300 - \$ 93,507 (P00121)
- ACRN FA – Add PR # – F50RMS32060500 - \$ 1,364 (P00121)
- ACRN FA – Add PR # – F50RMS31471500 - \$ 38,961 (P00121)
- ACRN FA – Add PR # – F13SLS32300900 - \$ 8,364 (P00121)
- ACRN FC – Add PR # – F11SLS31990900 - \$ 8,259 (P00121)
- ACRN FE – Add PR # – F13SLS31480900 - \$ 53,799 (P00121)

b. Change ACRN totals as follows:

<u>Page #</u>	<u>ACRN</u>	<u>Changed From</u>	<u>Changed To</u>	<u>Net Change</u>
23e of 65	FA	\$ 10,830,289	\$11,323,743	\$ 493,454
23e of 65	FB	\$ 882,660	\$ 917,434	\$ 34,774
23e of 65	FC	\$ 8,677,892	\$ 8,979,008	\$ 301,116
23e of 65	FD	\$ 1,561,530	\$ 1,614,219	\$ 52,689
23e of 65	FE	\$ 27,360,740	\$ 28,450,749	\$ 1,090,009

Total Net Change in Section G: Increase of \$1,972,042

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.

<u>Column I (Remove)</u>	<u>Column II (Insert)</u>
Page 13	Page 13
Page 14	Page 14
Page 14a	Page 14a
Page 16a	Page 16a
Page 23e	Page 23e

D. All other terms and conditions remain the same.

//////////////////////////////////////END PAGE//////////////////////////////////////

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 5 - FY 03 (1 Oct 02 - 30 Sep 03)

Item No.	Description	Est. Cost								
0026	<p>Operations and Maintenance, Operations and Support and Operations and Management</p> <p>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.</p> <p><u>COST-PLUS-AWARD-FEE</u></p>	\$ 35,513,873								
	<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">\$ 35,013,873</td> <td align="right">\$ 500,000</td> <td align="right">\$ 35,513,873</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 35,013,873	\$ 500,000	\$ 35,513,873	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 35,013,873	\$ 500,000	\$ 35,513,873							
0027	<p>Systems Management</p> <p>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.</p> <p><u>COST-PLUS-AWARD-FEE</u></p>	\$ 2,653,505								
	<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">\$ 2,653,505</td> <td align="right">\$ -</td> <td align="right">\$ 2,653,505</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 2,653,505	\$ -	\$ 2,653,505	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 2,653,505	\$ -	\$ 2,653,505							
0028	<p>Data</p> <p>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.</p> <p><u>COST-PLUS-AWARD-FEE</u></p>	NSP								
0029	<p>Award Fee Pool</p> <p>(In accordance with Award Fee Plan)</p>									
0029AA	<p>Award Fee Pool</p> <p>(1 Oct 02 through 28 Feb 03)</p>	\$ 1,405,729								
	<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">\$ 1,405,028</td> <td align="right">\$ 701</td> <td align="right">\$ 1,405,729</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 1,405,028	\$ 701	\$ 1,405,729	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 1,405,028	\$ 701	\$ 1,405,729							
0029AB	<p>Award Fee Pool</p> <p>(1 Mar 03 through 31 Aug 03)</p>	\$ 1,927,135								
	<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">\$ 1,976,549</td> <td align="right">\$ (49,414)</td> <td align="right">\$ 1,927,135</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 1,976,549	\$ (49,414)	\$ 1,927,135	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 1,976,549	\$ (49,414)	\$ 1,927,135							
0029AC	<p>Award Fee Pool</p> <p>(1 Sep 03 through 30 Sep 03)</p>	\$ 375,916								
	<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">\$ 325,916</td> <td align="right">\$ 50,000</td> <td align="right">\$ 375,916</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 325,916	\$ 50,000	\$ 375,916	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 325,916	\$ 50,000	\$ 375,916							
	TOTAL PROPOSED AWARD FEE	\$ 3,708,780								

Modification P00121 to F08650-98-C-0035

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 5 - FY 03 (1 Oct 02 - 30 Sep 03)

Item No.	Description	Est. Cost								
0030	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)	\$ 9,797,796								
	<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">\$ 9,748,382</td> <td align="right">\$ 49,414</td> <td align="right">\$ 9,797,796</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 9,748,382	\$ 49,414	\$ 9,797,796	
	<u>From</u>	<u>Change</u>	<u>To</u>							
Est. Cost	\$ 9,748,382	\$ 49,414	\$ 9,797,796							
0030AA	#12226 - Prevent Contact Between Wire Rope & 220 SMARF Crane Structure (Implement)(CPFF)	\$ 25,210								
0030AB	#12227 - Provide Capability to Control Emergency Brakes, 220 & 500 Ton Cranes, SMARF (Implement)(CPFF)	\$ 19,044								
0030AC	#12231 - Provide Capability to Control Launch Deluge Water, Within Containment Pond, LC17 A&B (Design Only)(CPFF)	\$ 94,256								
0030AD	#12272 - Provide Capability to Reliably Monitor Hazardous Commodities Around Spacecraft, SPIF(Implement)(CPFF)	\$ 66,571								
0030AE	#12233 - Provide Capability to Reliably Monitor Hazardous Commodities Around Spacecraft - SPIF (Design Only)(CPFF)	\$ 19,402								
0030AF	#12247 - Provide Capability to Control and Monitor Environmental Conditions in Cleanroom DPF (Design Only)(CPFF)	\$ 25,589								
0030AG	#12275 - Modernize/Replace Hangar AO Chiller, Chilled Water Pump System, & Air Handling Units (Design Only)(CPFF)	\$ 67,260								
0030AH	#12335 - Modernize/Replace Hangar AO Chiller, Chilled Water Pump System, (Implement)(CPFF)	\$ 504,400								
0030AJ	#12232 - Provide Electro-Static Discharge (ESD) Conductive Flooring Capability in NPF Main Bay, Air Lock, and High Bay (Design Only)(CPFF)	\$ 131,316								
0030AK	#12276 - Modernize/Replace Delta Ops Building (DOB) Chiller System (Design/Implement)	\$ 321,268								

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 5 - FY 03 (1 Oct 02 - 30 Sep 03)

Item No.	Description	Est. Cost
	ESTIMATED COSTS (CLINS 0026 – 0028)	\$ 38,167,378
	AWARD FEE (CLIN 0029)	\$ 3,708,780
	ESTIMATED COST (CLIN 0030)	\$ 9,797,796
	ESTIMATED TOTAL FOR ALL CLINS (FY03)	\$ 51,673,954

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	\$	11,102,555.60
2. Total Estimated Amount - FY 99 (Option Period 1) (CLINs 0006-0010)	1 Oct 98 - 30 Sep 99	\$	40,477,598.00
3. Total Estimated Amount - FY 00 (Option Period 2) (CLINs 0011-0015)	1 Oct 99 - 30 Sep 00	\$	42,981,310.00
4. Total Estimated Amount - FY 01 (Option Period 3) (CLINs 0016-0020)	1 Oct 00 - 30 Sep 01	\$	47,417,899.00
5. Total Estimated Amount - FY 02 (Option Period 4) (CLINs 0021-0025)	1 Oct 01 - 30 Sep 02	\$	46,899,382.00
6. Total Estimated Amount - FY 03 (Option Period 5) (CLINs 0026-0030)	1 Oct 02 - 30 Sep 03	\$	51,673,954.00
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03 - 30 Sep 04	\$	32,987,584.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-7)		\$	273,540,282.60

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>
FA	5733400 303 83LE 253099 010000 555L0 35182F 662400 F62400 PR# - F50LGP22600900 = \$ 8,908,485 (P00092) PR# - F50LGP22601000 = \$292,714 (P00098) PR# - F50RMS31470600 = \$1,090,909 (P00101) PR# - F50RMS31470400 = \$454,545 (P00102) PR# - F13SLS32300800 = \$ 83,636.00 (P00115) PR # -F50LGP22601100 = \$ 351,258 (P00121) PR # -F50RMS31471300 = \$ 93,507 (P00121) PR # -F50RMS32060500 = \$ 1,364 (P00121) PR # -F50RMS31471500 = \$ 38,961 (P00121) PR# - F13SLS32300900 = \$ 8,364 (P00121)	\$ 11,323,743
FB	5733400 303 83LE 25309A 010000 555L0 35119F 662400 F62400 PR# - F50LGP22600900 = \$853,681 (P00092) PR# - F50LGP22601000 = \$28,979 (P00098) PR # -F50LGP22601100 = \$34,774 (P00121)	\$ 917,434
FC	5733400 303 83LE 25309D 010000 555L0 35119F 662400 F62400 PR# - F50LGP22600900 = \$6,907,056 (P00092) PR# - F50LGP22601000 = \$234,464 (P00098) PR# - F11SLS30620200 = \$115,000 (P00099) PR# - F11SLS30590200 = \$8,008 (P00106) PR# - F11SLS31790200 = \$96,364 (P00107) PR# - F11SLS30620300 = \$500,000 (P00117) PR# - F11SLS32040200 = \$427,000 (P00118) PR# - F11SLS31790100 = \$180,000 (P00120) PR# - F11SLS32040100 = \$210,000 (P00120) PR # -F11SLS31000200 = \$11,500 (P00121) PR # -F50LGP22601100 = \$281,357 (P00121) PR# - F11SLS31990900 = \$8,259 (P00121)	\$8,979,008
FD	5733400 303 83LE 25309S 010000 555L0 33605F 662400 F62400 PR# - F50LGP22600900 = \$1,517,623 (P00092) PR# - F50LGP22601000 = \$43,907 (P00098) PR # -F50LGP22601100 = \$52,689 (P00121)	\$ 1,614,219
FE	5733400 303 83LE 25309T 010000 555L0 35144F 662400 F62400 PR# - F50LGP22600900 = \$ 25,869,582 (P00092) PR# - F50LGP22601000 = \$863,507 (P00098) PR# - F13SLS31480700 = \$627,651 (P00105) PR# - F50LGP22601100 = \$1,036,210 (P00121) PR# - F13SLS31480900 = \$53,799 (P00121)	\$ 28,450,749
FF	5733400 303 83LE 25309E 010000 555L0 35953F 662400 F62400 PR# - F50RMS30930300 = \$13,636 (P00111)	\$ 13,636