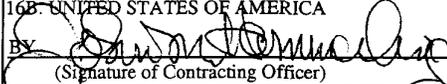


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	PAGE OF PAGES	
2. AMENDMENT/MODIFICATION NO. P00133		3. EFFECTIVE DATE 18-Nov-2004	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO.(If applicable)		
6. ISSUED BY 45 CONS/LGCZL 1201 EDWARD H. WHITE II ST. PATRICK AFB FL 32925-3237		CODE FA2521	7. ADMINISTERED BY (If other than item 6) See Item 6			
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) Unilateral per FAR Clause 52.232.22 Limitation of Funds APR 1984						
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) JOHN M. HAMMERLING / CONTRACTING OFFICER			
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 09-Mar-2004	
(Signature of person authorized to sign)						

EXCEPTION TO SF 30
APPROVED BY OIRM 11-84

30-105-04

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Standard Form 30 (Block 14 continued)

A. The purpose of this unilateral modification is to:

1. Obligate FY 04 funds for CLIN 0031
2. Realign funds from CLIN 0035 to CLIN 0031 and CLIN 0032
3. Retain funds for CLIN 0034 in contingent liability.
4. Update the AFSPC Federal Acquisition Regulation Supplement 5352.232-9500.

B. SUMMARY OF CHANGES – “SUMMARY OF CHANGES FOR THE PAYMENT OFFICE”

1. SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

SUMMARY OF CHANGES --"SUMMARY OF CHANGES FOR THE PAYMENT OFFICE"

Page Ref	CLIN	Changed From	Changed To	Net Change
SF 33	Block 20	\$264,988,309.60	\$286,460,582.60	\$21,472,273.00
15 of 65	0031 (funded amount)	\$16,893,560.00	\$39,155,909.00	\$22,262,349.00
15 of 65	0031 (est. amount)	\$27,212,463.00	\$39,155,909.00	\$11,943,446.00
15 of 65	0032 (funded amount)	\$1,000,000.00	\$3,788,637.00	\$2,788,637.00
15 of 65	0032 (est. amount)	\$2,776,250.00	\$3,788,637.00	\$1,012,387.00
15 of 65	0034AA	\$1,249,529.00	\$1,789,356.00	\$539,827.00
15 of 65	0034AB	\$1,499,436.00	\$2,147,228.00	\$647,792.00
15 of 65	0034AC	\$249,906.00	\$357,871.00	\$107,965.00
16 of 65	0035 (funded amount)	\$3,578,713.00	\$0.00	-\$3,578,713.00
16 of 65	0035 (est. amount)	\$3,578,713.00	\$0.00	-\$3,578,713.00
16 of 65	Est.Costs(CLINS 0031-0033)	\$29,988,713.00	\$42,944,546.00	\$12,955,833.00
16 of 65	Total Award Fee	\$2,998,871.00	\$4,294,455.00	\$2,505,099.00
16 of 65	Est. Cost (CLIN 0035)	\$3,578,713.00	\$0.00	-\$3,578,713.00
16 of 65	Est.FY04 Total all CLINs	\$36,566,297.00	\$47,239,001.00	\$10,672,704.00
16a of 65	Opt 6 Total	\$36,566,297.00	\$47,239,001.00	\$10,672,704.00
16a of 65	Total Est. Amount FY04	\$280,564,095.60	\$291,236,799.60	\$10,672,704.00

Total Net Change to Section B: \$10,672,704

C. Section G – CONTRACT ADMINISTRATION DATA:

1. Page 23g of 65, add the following Purchase Requests (PRs):

ACRN GA	PR# F50RMS32890100	=	\$13,844,546	(P00133)
ACRN GC	PR# F50RMS32890100	=	\$3,729,091	(P00133)
ACRN GD	PR# F50RMS32890100	=	\$1,120,909	(P00133)
ACRN GE	PR# F50RMS32890100	=	\$2,777,727	(P00133)

2. Change ACRN totals as follows:

<u>Page #</u>	<u>ACRN</u>	<u>Changed From</u>	<u>Changed To</u>	<u>Net Change</u>
23g of 65	GA	\$13,844,545.00	\$27,689,091.00	\$13,844,546.00
23g of 65	GC	\$ 3,729,091.00	\$7,458,182.00	\$3,729,091.00
23g of 65	GD	\$ 1,120,909.00	\$2,241,818.00	\$1,120,909.00
23g of 65	GE	\$ 2,777,728.00	\$5,555,455.00	\$2,777,727.00

Total Net Change in Section G: Increase of \$21,472,273.00*

*Obligated Amount. Funds for CLIN 0034 will be held in contingent liability until FDO determination. After determination, funds will be added by modification.

3. Page 25 of 65, clause 5352.232-9500, the blanks are completed as follows:
0031 – 0035
30 Sep 04

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

<u>Column I (Remove)</u>	<u>Column II (Insert)</u>
Page 15 of 65	Page 15 of 65
Page 16 of 65	Page 16 of 65
Page 16a of 65	Page 16a of 65
Page 23g of 65	Page 23g of 65
Page 25 of 65	Page 25 of 65

E. 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 6 - FY 04 (1 Oct 03 - 30 Sep 04)

Item No.	Description	Est. Cost																
0031	<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> <table> <thead> <tr> <th></th> <th><u>Est Amt.</u></th> <th><u>Unfunded</u></th> <th><u>Funded</u></th> </tr> </thead> <tbody> <tr> <td>Funding</td> <td>\$39,155,909</td> <td>\$0</td> <td>\$39,155,909</td> </tr> <tr> <td></td> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> <tr> <td>Est. Cost</td> <td>\$27,212,463</td> <td>\$11,943,446</td> <td>\$39,155,909</td> </tr> </tbody> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$39,155,909	\$0	\$39,155,909		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$27,212,463	\$11,943,446	\$39,155,909	\$ 39,155,909
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$39,155,909	\$0	\$39,155,909															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$27,212,463	\$11,943,446	\$39,155,909															
0032	<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> <table> <thead> <tr> <th></th> <th><u>Est Amt.</u></th> <th><u>Unfunded</u></th> <th><u>Funded</u></th> </tr> </thead> <tbody> <tr> <td>Funding</td> <td>\$3,788,637</td> <td>\$0</td> <td>\$3,788,637</td> </tr> <tr> <td></td> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> <tr> <td>Est. Cost</td> <td>\$2,776,250</td> <td>\$1,012,387</td> <td>\$3,788,637</td> </tr> </tbody> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$3,788,637	\$0	\$3,788,637		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637	\$ 3,788,637
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$3,788,637	\$0	\$3,788,637															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,776,250	\$1,012,387	\$3,788,637															
0033	<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																
0034	<p>Award Fee Pool</p> <p>(In accordance with Award Fee Plan)</p>																	
0034AA	<p>Award Fee Pool</p> <p>(1 Oct 03 through 28 Feb 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$1,249,529</td> <td>\$539,827</td> <td>\$1,789,356</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$1,249,529	\$539,827	\$1,789,356	\$ 1,789,356								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$1,249,529	\$539,827	\$1,789,356															
0034AB	<p>Award Fee Pool</p> <p>(1 Mar 04 through 31 Aug 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$1,499,436</td> <td>\$647,792</td> <td>\$2,147,228</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$1,499,436	\$647,792	\$2,147,228	\$ 2,147,228								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$1,499,436	\$647,792	\$2,147,228															
0034AC	<p>Award Fee Pool</p> <p>(1 Sep 04 through 30 Sep 04)</p> <table> <thead> <tr> <th></th> <th><u>From</u></th> <th><u>Change</u></th> <th><u>To</u></th> </tr> </thead> <tbody> <tr> <td>Est. Cost</td> <td>\$249,906</td> <td>\$107,965</td> <td>\$357,871</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$249,906	\$107,965	\$357,871	\$ 357,871								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$249,906	\$107,965	\$357,871															
	TOTAL PROPOSED AWARD FEE	\$ 4,294,455																

Modification P00133 to F08650-98-C-0035

Page 15 of 65

SECTION B - SUPPLIES OR SERVICES AND PRICES/COST (con't)
Launch Operations and Support Contract
Option Period 6 - FY 04 (1 Oct 03 - 30 Sep 04)

Item No.	Description	Est. Cost																
0035	<p>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)</p> <table border="0"> <tr> <td></td> <td align="center"><u>Est Amt.</u></td> <td align="center"><u>Unfunded</u></td> <td align="center"><u>Funded</u></td> </tr> <tr> <td>Funding</td> <td align="center">\$0</td> <td align="center">\$0</td> <td align="center">\$0</td> </tr> <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="center">\$ 3,578,713</td> <td align="center">-\$3,578,713</td> <td align="center">\$0</td> </tr> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$0	\$0	\$0		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$ 3,578,713	-\$3,578,713	\$0	\$ -0-
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$0	\$0	\$0															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$ 3,578,713	-\$3,578,713	\$0															
<p>ESTIMATED COSTS (CLINS 0031 – 0033)</p>		\$ 42,944,546																
<p>AWARD FEE (CLIN 0034)</p>		\$ 4,294,455																
<p>ESTIMATED COST (CLIN 0035)</p>		\$ -0-																
<p>ESTIMATED TOTAL FOR ALL CLINS (FY04)</p>		\$ 47,239,001																

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	\$	55,119,054.00
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03 - 30 Sep 04	\$	47,239,001.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-7)		\$	291,236,799.60

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>
GA	5743400 304 83LE 213099 010000 555L0 35182F 662400 F62400 PR# F50RMS31810200 = \$13,844,545 P00130 PR# F50RMS32890100 = \$13,844,546 P00133	\$27,689,091
GC	5743400 304 83LE 21309D 010000 555L0 35119F 662400 F62400 PR# F50RMS31810200 = \$3,729,091 P00130 PR# F50RMS32890100 = \$3,729,091 P00133	\$7,458,182
GD	5743400 304 83LE 21309S 010000 555L0 33605F 662400 F62400 PR# F50RMS31810200 = \$1,120,909 P00130 PR# F50RMS32890100 = \$1,120,909 P00133	\$2,241,818
GE	5743400 304 83LE 21309T 010000 555L0 35144F 662400 F62400 PR# F50RMS31810200 = \$2,777,728 P00130 PR# F50RMS32890100 = \$2,777,727 P00133	\$5,555,455

**B. AIR FORCE FEDERAL ACQUISITION REGULATION SUPPLEMENT CLAUSES
(1992 EDITION) (48 CFR CHAPTER 53 CLAUSES)**

5352.232-9000

REMITTANCE ADDRESS

MAY 1996

If the remittance address is different from the mailing address, enter the remittance address below. Failure to provide this information may impact payment.

Redacted

C. AIR FORCE SPACE COMMAND FEDERAL ACQUISITION REGULATION SUPPLEMENT

5352.232-9500

TOTAL SUM ALLOTTED (AFSPCFARS)

APR 1993

(a) Pursuant to the "Limitation Of Funds" clause (Section I, 52.232-22), the total sum presently available for payment by the government and allotted for contract line item(s) 0031 - 0035. Based upon information supplied by the contractor, the Government estimates that this amount will cover costs payable through 30 Sep 04.