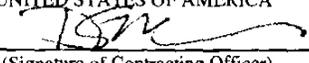


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE: R	PAGE OF PAGES 1   7
2. AMENDMENT/MODIFICATION NO. P00139		3. EFFECTIVE DATE 07-Jul-2004	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)
6. ISSUED BY 45 CONS/LGCZL 1201 EDWARD H WHITE II ST PATRICK AFB FL 32925-3237		CODE FA2521	7. ADMINISTERED BY (If other than item 6) 45 CONS/LGCZL 1201 EDWARD H. WHITE II ST. PATRICK AFB FL 32925-3237		CODE FA2521
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) SVERDRUP TECHNOLOGY, INC. DAVE PICKERING 600 WILLIAM NORTHERN BLVD. TULLAHO MA 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) 23-Apr-1998	
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.					
X 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. FAR 52.243-2 "Changes-Cost Reimbursement (Aug 87)(Alt 1)(Apr 84)"					
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:					
D. OTHER (Specify type of modification and authority)					
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) 494-7093 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) DOUG MELIN / CONTRACTING OFFICER TEL: 321-494-2242 EMAIL: doug.melin@patrick.af.mil		
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 07-Jul-2004

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 change order is to:**

1. Direct the contractor to continue performance for efforts associated with the MCO F-1 MDR and Launch Day Communication Support for the GPS Program (FY 04). A formal Notice to Begin Work was issued on 16 Dec 03 and subsequently revised on 8 Apr 04.
2. Modification P00135 revised SOW paragraph 3.6.1 Mission Control Operations to 3.10.2 and paragraph 3.6.1.4 Network Configuration to 3.10.2.3. The result of this change enabled additional Delta Launch Communications support to be performed. This modification provides additional funding for this support.
3. This modification is authorized under FAR 52.243-2, entitled "Changes-Cost Reimbursement (Aug 87)(Alt II)(Apr 84)."
4. Obligate funds for CLIN 0031 in the amount of \$24,727.
5. Increase total contract obligation by \$24,727.
6. Increase total contract value by \$24,727.
7. Correct an error cited in P00138.

**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	\$289,541,169.60	\$289,565,896.60	\$24,727.00
15 of 65	0031 (funded amount)	\$39,850,700.00	\$39,875,427.00	\$24,727.00
15 of 65	0031 (est. amount)	\$39,850,700.00	\$39,875,427.00	\$24,727.00
16 of 65	Estimated Costs (CLIN 0031-0033)	\$43,639,337.00	\$43,664,064.00	\$24,727.00
16 of 65	Est. Total For All CLIN (FY04)	\$48,152,599.00	\$48,177,326.00	\$24,727.00
16a of 65	Opt 6 Total	\$48,152,599.00	\$48,177,326.00	\$24,727.00
16a of 65	Total Est. Amount FY98-FY04	\$292,130,278.60	\$292,155,005.60	\$24,727.00

**Total Net Change to Section B: \$24,727**

**2. SECTION G - CONTRACT ADMINISTRATION DATA**

a. Page 23g of 65, add the following Purchase Request (PRs)

ACRN GC – Add PR # – F11SLS32733100 - \$ 24,727 (P00139)

b. 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	GC	\$ 8,188,213	\$8,212,940	\$ 24,727

**Total Net Change in Section G: Increase of \$24,727**

C. On page 8 of P00138, under ACRN GC, Correct the amount of PR# F70RMA41660200 to read \$419,273.

D. 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 15 of 65  
Page 16 of 65  
Page 16a of 65  
Page 23g of 65

**Column II (Insert)**

Page 15 of 65  
Page 16 of 65  
Page 16a of 65  
Page 23g of 65

E. In accordance with FAR 52.243-2(c), the contractor must assert its rights to an adjustment under this clause within 30 days from the date of receipt of the written order. A supplemental agreement will be awarded to finalize the costs associated with this effort. Pursuant to the “Limitation of Funds” clause (FAR 52.232-22) with the exception of this Change Order, the contractor is not authorized to exceed \$24,727 in support of the efforts detailed above.

F. 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)**

<b>Item No.</b>	<b>Description</b>	<b>Est. Cost</b>																
<b>0031</b>	<p><b>Operations and Maintenance, Operations and Support and Operations and Management</b></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&amp;SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table border="0"> <tr> <td></td> <td align="right"><u>Est Amt.</u></td> <td align="right"><u>Unfunded</u></td> <td align="right"><u>Funded</u></td> </tr> <tr> <td>Funding</td> <td align="right">\$39,875,427</td> <td align="right">\$0</td> <td align="right">\$39,875,427</td> </tr> <tr> <td></td> <td align="right"><u>From</u></td> <td align="right"><u>Change</u></td> <td align="right"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$39,850,700</td> <td align="right">\$24,727</td> <td align="right">\$39,875,427</td> </tr> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$39,875,427	\$0	\$39,875,427		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$39,850,700	\$24,727	\$39,875,427	\$39,875,427
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$39,875,427	\$0	\$39,875,427															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$39,850,700	\$24,727	\$39,875,427															
<b>0032</b>	<p><b>Systems Management</b></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&amp;SC, dated <u>April 1998</u>, and the performance standards document.</p> <p><u>COST-PLUS-AWARD-FEE</u></p> <table border="0"> <tr> <td></td> <td align="right"><u>Est Amt.</u></td> <td align="right"><u>Unfunded</u></td> <td align="right"><u>Funded</u></td> </tr> <tr> <td>Funding</td> <td align="right">\$3,788,637</td> <td align="right">\$0</td> <td align="right">\$3,788,637</td> </tr> <tr> <td></td> <td align="right"><u>From</u></td> <td align="right"><u>Change</u></td> <td align="right"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$2,776,250</td> <td align="right">\$1,012,387</td> <td align="right">\$3,788,637</td> </tr> </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															
<b>0033</b>	<p><b>Data</b></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																
<b>0034</b>	<p><b>Award Fee Pool</b> (In accordance with Award Fee Plan)</p>																	
<b>0034AA</b>	<p><b>Award Fee Pool</b> (1 Oct 03 through 28 Feb 04)</p> <table border="0"> <tr> <td></td> <td align="right"><u>From</u></td> <td align="right"><u>Change</u></td> <td align="right"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$1,789,356</td> <td align="right">-\$71,574</td> <td align="right">\$1,717,782</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$1,789,356	-\$71,574	\$1,717,782	\$ 1,717,782								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$1,789,356	-\$71,574	\$1,717,782															
<b>0034AB</b>	<p><b>Award Fee Pool</b> (1 Mar 04 through 31 Aug 04)</p> <table border="0"> <tr> <td></td> <td align="right"><u>From</u></td> <td align="right"><u>Change</u></td> <td align="right"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$2,168,416</td> <td align="right">\$32,194</td> <td align="right">\$2,200,610</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,168,416	\$32,194	\$2,200,610	\$ 2,200,610								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,168,416	\$32,194	\$2,200,610															
<b>0034AC</b>	<p><b>Award Fee Pool</b> (1 Sep 04 through 30 Sep 04)</p> <table border="0"> <tr> <td></td> <td align="right"><u>From</u></td> <td align="right"><u>Change</u></td> <td align="right"><u>To</u></td> </tr> <tr> <td>Est. Cost</td> <td align="right">\$357,871</td> <td align="right">\$16,097</td> <td align="right">\$373,968</td> </tr> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$357,871	\$16,097	\$373,968	\$ 373,968								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$357,871	\$16,097	\$373,968															
	<b>TOTAL PROPOSED AWARD FEE</b>	\$ 4,292,360																

**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)**

<b>Item No.</b>	<b>Description</b>	<b>Est. Cost</b>																
<b>0035</b>	<p><b>Service Systems Upgrades &amp; Modifications</b></p> <p>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" style="width: 100%; margin-left: 40px;"> <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="right">\$71,574</td> <td align="right">\$0</td> <td align="right">\$220,902</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="right">\$71,574</td> <td align="right">\$149,328</td> <td align="right">\$220,902</td> </tr> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$71,574	\$0	\$220,902		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$71,574	\$149,328	\$220,902	\$ 220,902
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$71,574	\$0	\$220,902															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$71,574	\$149,328	\$220,902															
<p><b>ESTIMATED COSTS (CLINS 0031 – 0033)</b></p>		\$ 43,664,064																
<p><b>AWARD FEE (CLIN 0034)</b></p>		\$ 4,292,360																
<p><b>ESTIMATED COST (CLIN 0035)</b></p>		\$ 220,902																
<p><b>ESTIMATED TOTAL FOR ALL CLINS (FY04)</b></p>		\$ 48,177,326																

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

**SUMMARY**

<b>1. Total Estimated Amount - FY 98 (Basic Period)</b> <b>(CLINs 0001 - 0005)</b>	<b>1 May 98 - 30 Sep 98</b>	<b>\$</b>	<b>11,102,555.60</b>
<b>2. Total Estimated Amount - FY 99 (Option Period 1)</b> <b>(CLINs 0006-0010)</b>	<b>1 Oct 98 - 30 Sep 99</b>	<b>\$</b>	<b>40,477,598.00</b>
<b>3. Total Estimated Amount - FY 00 (Option Period 2)</b> <b>(CLINs 0011-0015)</b>	<b>1 Oct 99 - 30 Sep 00</b>	<b>\$</b>	<b>42,981,310.00</b>
<b>4. Total Estimated Amount - FY 01 (Option Period 3)</b> <b>(CLINs 0016-0020)</b>	<b>1 Oct 00 - 30 Sep 01</b>	<b>\$</b>	<b>47,417,899.00</b>
<b>5. Total Estimated Amount - FY 02 (Option Period 4)</b> <b>(CLINs 0021-0025)</b>	<b>1 Oct 01 - 30 Sep 02</b>	<b>\$</b>	<b>46,899,382.00</b>
<b>6. Total Estimated Amount - FY 03 (Option Period 5)</b> <b>(CLINs 0026-0030)</b>	<b>1 Oct 02 - 30 Sep 03</b>	<b>\$</b>	<b>55,098,935.00</b>
<b>7. Total Estimated Amount - FY 04 (Option Period 6)</b> <b>(CLINs 0031-0035)</b>	<b>1 Oct 03 - 30 Sep 04</b>	<b>\$</b>	<b>48,177,326.00</b>
<b>TOTAL ESTIMATED AMOUNT FY 98-04</b> <b>(Items 1-7)</b>		<b>\$</b>	<b>292,155,005.60</b>

<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		\$28,992,131
	PR# F50RMS31810200	= \$13,844,545 P00130	
	PR# F50RMS32890100	= \$13,844,546 P00133	
	PR# F50RMS32650800	= \$1,153,712 P00136	
	PR# F13SLS40990700	= \$149,328 P00138	
GC	5743400 304 83LE 21309D 010000 555L0 35119F 662400 F62400		\$8,212,940
	PR# F50RMS31810200	= \$3,729,091 P00130	
	PR# F50RMS32890100	= \$3,729,091 P00133	
	PR# F50RMS32650800	= \$310,758 P00136	
	PR# F70RMA41660200	= \$419,273 P00138	
	PR# F11SLS32733100	= \$24,727 P00139	
GD	5743400 304 83LE 21309S 010000 555L0 33605F 662400 F62400		\$2,335,227
	PR# F50RMS31810200	= \$1,120,909 P00130	
	PR# F50RMS32890100	= \$1,120,909 P00133	
	PR# F50RMS32650800	= \$93,409 P00136	
	PR# F70RMA41660200	= \$63,636 P00138	
GE	5743400 304 83LE 21309T 010000 555L0 35144F 662400 F62400		\$5,786,932
	PR# F50RMS31810200	= \$2,777,728 P00130	
	PR# F50RMS32890100	= \$2,777,727 P00133	
	PR# F50RMS32650800	= \$231,477 P00136	
GF	573400 304 83LE 264D21 01000 52100 31378F 662400 F62400		
	PR# FQ252040140900	= \$211,882 P00135	\$211,882