

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			1. CONTRACT ID CODE S	PAGE OF PAGES 1 7	
2. AMENDMENT/MODIFICATION NO. P00142	3. EFFECTIVE DATE 24-Aug-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. 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) 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. H-25 Upgrades&Mods to Serv Sys (Sep 97) & Changes Cost Reim. 52.243-2				
	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: Brad Richardson (321) 494-5560 emial: brad.richardson@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 31-Aug-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 action is to definitize and place projects RS# 12358 and RS# 12345 on the contract:

1. Incorporate the following Modification and Upgrade Project under SubCLIN 0035AA: RS# 12358 – Modify VIB Fire Alarm System to Add Pull Stations (Cost Plus Fixed Fee (CPFF) - \$29,087.00 in costs and \$1,478 in fixed fee). The Notice to Begin Work was issued on 13 May 04 with a target completion date of 6 Jul 04.

2. Incorporate the following Modification and Upgrade Project under SubCLIN 0035AB: RS# 12345 – Modify SPIF 50/10 Crane (Cost Plus Fixed Fee (CPFF) - \$129,741.00 in costs and \$5,185.00 in fixed fee). The initial Notice to Begin Work was issued on 14 Jan 04 with a target completion date of 29 Feb 04 and revised on 15 Jan 04 with a lowered Not to Exceed amount.

3. This modification is authorized under Special Contract Requirement (SCR) H-25, "Upgrades and Modifications to Service Systems Sep 1997"

4. The funding on CLIN 0035 is increased from \$220,902.00 to \$250,302.00 and increase of \$29,400.00.

5. To correct the DFAS Dayton address to allow for Fed Ex delivery of invoices.

B. PART I – THE SCHEDULE**1. SECTION B – SUPPLIES OR SERVICES AND PRICES/COSTS****SUMMARY OF CHANGES -- "SUMMARY OF CHANGES FOR THE PAYMENT OFFICE"**

Page Ref.	CLIN	Change From	Change To	Net Change
SF 33		\$288,352,732.60	\$288,382,132.60	\$ 29,400.00
Page 16 of 65	CLIN 0035:	\$ 220,902.00	\$ 250,302.00	\$ 29,400.00
Page 16 of 65	Est. Cost (CLIN 0035)	\$ 220,902.00	\$ 250,302.00	\$ 29,400.00
Page 16 of 65	Est. Total for all CLIN FY 04	\$ 46,842,846.00	\$ 46,872,246.00	\$ 29,400.00
Page 16a of 65	Opt 6 Total	\$ 46,842,846.00	\$ 46,872,246.00	\$ 29,400.00
Page 16a of 65	Total Est Amount FY 98 –FY04	\$290,820,525.60	\$290,849,925.60	\$ 29,400.00

Total Net Change to Section B: \$29,400.00

2. SECTION G - CONTRACT ADMINISTRATION DATA**a. Change ACRN totals as follows:**

Page #	ACRN	Changed From	Changed To	Net Change
23g of 65	GA	\$27,655,767.00	\$27,685,167.00	\$ 29,400.00

Total Net Change in Section G: \$29,400.00

b. The address for Fed EX Delivery to the Dayton, Ohio payment office is as follows:

DFAS-CO-DAYTON
 Attn: DCC
 3990 E. Broad Street, Bldg 21
 Columbus, Ohio, 43213

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)

Column II (Insert)

Page 16 of 65
Page 16a of 65
Page 23g of 65
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D. The following special notice is hereby added to the modification.

SPECIAL NOTICE

The contract changes included herein were discussed at length with the Contractor. All costs were agreed, but the Contractor disagrees with the Government's fixed fee calculation. As discussed with the Contractor, a supplemental [bilateral] agreement was offered which included the following language:

"In consideration of the contract changes included herein, the Contractor accepts adjustments to estimated cost as noted and releases the Government from any and all liability under this contract for further adjustments of estimated cost attributable to the these contract changes. The Contractor reserves the right to seek relief of the fixed fee, calculated by the Government and provided herein, in accordance with the terms of this contract."

The Contractor refused to sign the supplemental agreement without any offered alternative language. Any disagreement with this unilateral modification shall be addressed in accordance with the terms of the contract.

E. All other terms and conditontions remain the same.

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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	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)				\$250,302
		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	
	Funding	\$250,302	\$0	\$250,302	
		<u>From</u>	<u>Change</u>	<u>To</u>	
	Est. Cost	\$220,902	\$29,400	\$250,302	
		Est.Cost	Fixed Fee	Total	
0035AA	RS 12358 Modify VIB Fire Alarm	\$29,087	\$1,478	\$30,345	
0035AB	RS 12345 SPIF 50/10 Crane Mod	\$129,741	\$5,185	\$134,926	
	ESTIMATED COSTS (CLINS 0031 – 0033)				\$ 42,450,900
	AWARD FEE (CLIN 0034)				\$ 4,171,044
	ESTIMATED COST (CLIN 0035)				\$ 250,302
	ESTIMATED TOTAL FOR ALL CLINS (FY04)				\$ 46,872,246

Modification P00142 to F08650-98-C-0035

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	\$	55,098,935.00
7. Total Estimated Amount - FY 04 (Option Period 6) (CLINs 0031-0035)	1 Oct 03 - 30 Sep 04	\$	46,872,246.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-7)		\$	290,849,925.60

<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	\$27,685,167
	PR# F50RMS31810200 = \$13,844,545 P00130	
	PR# F50RMS32890100 = \$13,844,546 P00133	
	PR# F50RMS32650800 = \$1,153,712 P00136	
	PR# F13SLS40990700 = \$149,328 P00138	
	PR# F53SLS40960300 = \$209,091 P00140	
	PR# F50RMS32890100 = -\$1,545,455 P00141	
	PR# F13SLS41171700 = \$29,400 P00142	
GC	5743400 304 83LE 21309D 010000 555L0 35119F 662400 F62400	\$8,236,140
	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	
	PR# F11SLS41171500 = \$23,200 P00140	
GD	5743400 304 83LE 21309S 010000 555L0 33605F 662400 F62400	\$2,398,863
	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	5743400 304 83LE 264D21 01000 52100 31378F 662400 F62400	\$211,882
	PR# FQ252040140900 = \$211,882 P00135	
GG	5743020 154 ETLF 230GPS 000000 555L4 35165F 662400 F62400	\$100,000
	PR# F30SMC41670200 = \$100,000 P00141	

G-2. CONTRACT ADMINISTRATION DATA

- (a) The address and phone number of the paying office are:

DFAS-BFVD/DY
1050 FORRER BLVD.
P.O. BOX 369024
COLUMBUS, OHIO 43236-9024

For Fed EX Delivery

DFAS-CO- Dayton
Attn: DCC
3990 E. Broad St, Bldg 21
Columbus, Ohio 43213

Phone: 1-800-756-4571 FAX: 1-866-244-28924
Email address: CCO-DY-VPIS@DFAS.MIL

- (b) The address and telephone number of the government Contracting Officer and Contract Specialist are:

Contracting Officer
45 CONS/LGCZL
1201 Edward H. White II, St., MS #7200
Bldg. 423, Rm N204
Patrick AFB, FL 32925-3238
Phone # (321) 494-2242
Fax #: (321) 494-9519

Contract Specialist
45CONS/LGCZL
1201 Edward H. White II, St., MS #7200
Bldg. 423, Rm N204
Patrick AFB, FL 32925-3238
Phone # (321) 494-5560/7093
Fax #: (321) 494-9519

- (c) The address and telephone number of the Chief Quality Assurance Program Coordinator are:

Name: 45 LG/LGPQR
Address: 14640 Hangar Road
Suite 2220, MS 2038
Patrick AFB, FL 32925-3238
Telephone #: (407) 853-0907

G-3 SUBMISSION OF INVOICES

(a) In accordance with the clause entitled "Allowable Cost and Payment", the contractor shall submit invoices/vouchers and any required supplemental statements to the cognizant Defense Contract Audit Agency (DCAA) for verification and transmittal in proper form to the paying office. Vouchers must indicate amounts invoiced by **SubCLINs**. One copy of each voucher submitted to DCAA shall be forwarded to the Contracting Officer, 45 CONS/LGCZL, 1201 Edward H. White II, St., MS #7200, Bldg 423, Rm N204, Patrick AFB FL 32925-3238 at the time of submission.

(b) Invoices for award fee. The Contracting Officer will advise the contractor of the amount of award fee granted by the Fee Determining Official (FDO). The invoice for the award fee shall be submitted to 45 CONS/LGCZL for verification and transmittal to the paying office.

(c) Upon receipt of final invoice/voucher, the contract auditor will prepare a final audit report which will be submitted to 45 CONS/LGCZL, 1201 Edward H. White II, St., MS #7200, Bldg 423, Rm N204, Patrick AFB FL 32925-2655 for technical verification and submission to the paying office.

G-4 CONTRACTOR'S CONTRACT ADMINISTRATION

The Contractor's contract administration functions will be performed at the following address:

Name/Title: Contracts Manager
Office Symbol: SvT
Address: Sverdrup Technology, Inc.
PO Box 526
Cape Canaveral FL 32920
Telephone: (407) 853-7812 **Fax:** (407) 853-0222