

2. AMENDMENT/MODIFICATION NO. P00146	3. EFFECTIVE DATE 28-Sep-2004	4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE F	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)
	<input checked="" type="checkbox"/> 10A. MOD. OF CONTRACT/ORDER NO. F08650-98-C-0035
	<input checked="" type="checkbox"/> 10B. DATED (SEE ITEM 13) 23-Apr-1998
CODE 07486	FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer is extended, 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

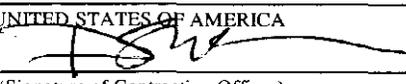
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

<input checked="" type="checkbox"/>	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 Entitled "Changes-Cost Reimbursement (Aug87)(Alt II)(Apr 84)
<input type="checkbox"/>	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).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, 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
 Email: 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 28-Sep-2004

Standard Form 30 (Block 14 continued)**A.** The purpose of this unilateral change order is to:

1. Direct the contractor to begin performance for the following Projects under SubCLIN 0035:
 - a. RS# 12355 – Provide Redundant Power to Critical Systems, UPS 1 & 2, LC-17 A & B, Implement– NTE \$27,500. Funding is provided by PR’s F11SLS42371300 and F11SLS42371400 - \$27,500.
 - b. RS# 12032 – Provide area hazard warning light visible to personnel entering the DPF, Design/Implement – NTE \$45,000. Funding is provided by PR’s F11SLS42390100 - \$45,000.
 - c. Obligate funds for CLIN 0035 in the amount of \$72,500, with newly established ACRN GK.
2. Provide additional FY04 funds in CLIN 0031, Operation and Maintenance (O&M) to purchase Delta II level-of-effort materials for the LO&SC. Funding is provided by PR’s F11SLS42390300 -\$42,773 plus award fee F11SLS42390600 -\$4,277. Purchases must be incurred by 30 Sep 2004.
 - a. Obligate funds for CLIN 0031 in the amount of \$42,773, with newly established ACRN GK.
 - b. Increase CLIN 0034AC, estimated Award Fee Pool in the amount of \$4,277.
 - c. Funds in CLIN 0034AC are retained in contingent liability
3. Provide additional FY04 funds in CLIN 0031, Operation and Maintenance (O&M) to purchase FY04 materials for the LO&SC. Funding is provided by PR’s F10RMA42031100 - \$500,000, F10RMA42031200 - \$500,000. Purchases must be incurred by 30 Sep 2004.
 - a. Obligate funds for CLIN 0031 in the amount of \$1,000,000, under newly established ACRN GL.
 - b. Increase CLIN 0034AC, estimated Award Fee Pool in the amount of \$100,000. Funds in the amount of \$100,000 are transferred from CLIN 0034AB to CLIN 0034AC and retained in contingent liability.
4. As a result, contract obligation is increased by \$1,115,273 and contract value is increased by \$1,119,550.
5. Correct a typographical error on page 2 of modification P00143.
 - a. P00143, Page 2, Paragraph A.1.c, the RS# is corrected to read RS#12367 in lieu of RS#12267.
 - b. There is no change to total contract obligation as a result of this correction.
6. Administratively correct Section B “Summary of Changes for the Payment Office” of P00145. This section was inadvertently omitted. Section B of P00145 is revised to include the following:

Page Ref	CLIN	Changed From	Changed To	Net Change
16c of 65	FY 05 Extension Period	\$0.00	\$18,869,000.00	\$18,869,000.00
16c of 65	Total Est. Amount FY98-FY04	\$291,415,315.60	\$310,284,315.60	\$18,869,000.00

Total Net Change to Section B: \$18,869,000

7. This change order is authorized under Special Contract Requirement (SCR) H-25, "Upgrades and Modifications to Service Systems Sep 1997" and FAR 52.243-2, entitled "Changes-Cost Reimbursement (Aug 87)(Alt II)(Apr 84)", and FAR 52.232-22 entitled "Limitation of Funds (Apr 84)".

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	Changed From	Changed To	Net Change
SF 33	Block 20	\$288,920,249.60	\$290,035,522.60	\$1,115,273.00
15 of 65	0031 (funded amount)	\$38,934,990.00	\$39,977,763.00	\$1,042,773.00
15 of 65	0031 (est. amount)	\$38,934,990.00	\$39,977,763.00	\$1,042,773.00
16 of 65	0034AB (est. amount)	\$2,101,371.00	\$2,001,371.00	(\$100,000.00)
15 of 65	0034AC (est. amount)	\$379,164.00	\$483,441.00	\$104,277.00
15 of 65	Total Proposed Award Fee	\$4,198,317.00	\$4,202,594.00	\$4,277.00
16 of 65	0035	\$515,692.00	\$588,192.00	\$72,500.00
16 of 65	Estimated Costs (CLIN 0031-0033)	\$42,723,627.00	\$43,766,400.00	\$1,042,773.00
16 of 65	Award Fee (CLIN 0034)	\$4,141,044.00	\$4,145,321.00	\$4,277.00
16 of 65	Estimated Costs (CLIN 0035)	\$515,692.00	\$588,192.00	\$72,500.00
16 of 65	Est. Total For All CLIN (FY04)	\$47,437,636.00	\$48,557,186.00	\$1,119,550.00
16c of 65	Opt 6 Total	\$47,437,636.00	\$48,557,186.00	\$1,119,550.00
16c of 65	Total Est. Amount FY98-FY05	\$310,284,315.60	\$311,403,865.60	\$1,119,550.00

Page 16 of 65, CLIN 0035: Add subCLINs 0035AF and 0035AG

Total Net Change to Section B: \$1,119,550

2. SECTION G - CONTRACT ADMINISTRATION DATA

a. Page 23g of 65, establish the following ACRNS:

GK	5743400 304 83LE 21309D 010000 555L0 35119F 503000 F03000			\$115,273
	PR# F11SLS42371300 =	\$25,000	P00146	
	PR# F11SLS42371400 =	\$2,500	P00146	
	PR# F11SLS42390100 =	\$45,000	P00146	
	PR# F11SLS42390300 =	\$42,773	P00146	
GL	5743400 304 83LE 213099 010000 555L0 35182F 503000 F03000			\$1,000,000
	PR# F10RMA42031100 =	\$500,000	P00146	
	PR# F10RMA42031200 =	\$500,000	P00146	

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	GK	\$0.00	\$115,273.00	\$115,273.00
23g of 65	GL	\$0.00	\$1,000,000.00	\$1,000,000.00

Total Net Change in Section G: \$1,115,273.00

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.

<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 16c of 65	Page 16a of 65
Page 23g of 65	Page 23g of 65

D. 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. Pursuant to the "Limitation of Funds" clause (FAR 52.232-22) with the execution of this Change Order, the contractor is not authorized to exceed \$72,500 in support of the efforts associated with the CLIN 0035 Modification and Upgrade projects identified above in paragraph A.

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>\$39,977,763</td> <td>\$0</td> <td>\$39,977,763</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>\$38,934,990</td> <td>\$1,042,773</td> <td>\$39,977,763</td> </tr> </tbody> </table>		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	Funding	\$39,977,763	\$0	\$39,977,763		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$38,934,990	\$1,042,773	\$39,977,763	\$ 39,977,763
	<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>															
Funding	\$39,977,763	\$0	\$39,977,763															
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$38,934,990	\$1,042,773	\$39,977,763															
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>\$1,789,356</td> <td>-\$71,574</td> <td>\$1,717,782</td> </tr> </tbody> </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															
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>\$2,101,371</td> <td>-\$100,000</td> <td>\$2,001,371</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$2,101,371	-\$100,000	\$2,001,371	\$ 2,001,371								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$2,101,371	-\$100,000	\$2,001,371															
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>\$379,164</td> <td>\$104,277</td> <td>\$483,441</td> </tr> </tbody> </table>		<u>From</u>	<u>Change</u>	<u>To</u>	Est. Cost	\$379,164	\$104,277	\$483,441	\$ 483,441								
	<u>From</u>	<u>Change</u>	<u>To</u>															
Est. Cost	\$379,164	\$104,277	\$483,441															
	TOTAL PROPOSED AWARD FEE	\$ 4,202,594																

Modification P00146 to F08650-98-C-0035

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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)

<u>Item No.</u>	<u>Description</u>				<u>Est. Cost</u>
0035	Service Systems Upgrades & Modifications				\$ 588,192
	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)				
		<u>Est Amt.</u>	<u>Unfunded</u>	<u>Funded</u>	
	Funding	\$588,192	\$0	\$588,192	
		<u>From</u>	<u>Change</u>	<u>To</u>	
	Est. Cost	\$515,692	\$72,500	\$588,192	
		<u>Est.Cost</u>	<u>Fixed Fee</u>	<u>Total</u>	
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	
0035AC	RS# 12353 Provide capability to verify required air quality and cleanliness, NPF			NTE - \$155,000	
0035AD	RS# 12357 Provide electrical system modifications for GPS IIF satellite processing in the Main Bay, NPF			NTE - \$60,390	
0035AE	RS# 12367 Provide Conditioned Air, SPIF			NTE - \$100,00	
0035AF	RS#12355 Provide Redundant Power to Critical Systems LC-17 A & B			NTE - \$27,500	
0035AG	RS#12032 Provide Area Hazard Warning Light DPF			NTE - \$45,000	
	ESTIMATED COSTS (CLINS 0031 – 0033)			\$ 43,766,400	
	AWARD FEE (CLIN 0034)			\$ 4,202,594	
	ESTIMATED COST (CLIN 0035)			\$ 588,192	
	ESTIMATED TOTAL FOR ALL CLINS (FY04)			\$ 48,557,186	

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	\$	48,557,186.00
8. Total Estimated Amount - FY 05 (Extension Period) (CLINs 0036-0040)	1 Oct 04 - 15 Feb 05	\$	18,869,000.00
TOTAL ESTIMATED AMOUNT FY 98-04 (Items 1-8)		\$	311,403,865.60

Modification P00146 to Contract F08650-98-C-0035

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<u>ACRN</u>	<u>Appropriation/Lmt Subhead/CPN Recip DODAAD</u>	<u>Obligated</u>
	<u>Acct Class Data Supplemental Accounting Classification Information</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	\$8,391,140
	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	
	PR#F11SLS41691100 = \$155,000 P00143	
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 ETL P 230GPS 000000 555L4 35165F 662400 F62400	\$100,000
	PR# F30SMC41670200 = \$100,000 P00141	
GH	5723020 152 ETL P 230GPS 000000 00000 35165F 503000 F03000	\$60,390
	PR# F30SMC42160200 = \$60,390 P00143	
GJ	5743400 304 83LE 21309T 010000 555L0 35144F 503000 F03000	\$322,727
	PR# F70RMA42190100 = \$272,727 P00143	
	PR# F70RMA42190400 = \$50,000 P00143	
GK	5743400 304 83LE 21309D 010000 555L0 35119F 503000 F03000	\$115,273
	PR# F11SLS42371300 = \$25,000 P00146	
	PR# F11SLS42371400 = \$2,500 P00146	
	PR# F11SLS42390100 = \$45,000 P00146	
	PR# F11SLS42390300 = \$42,773 P00146	
GL	5743400 304 83LE 213099 010000 555L0 35182F 503000 F03000	\$1,000,000
	PR# F10RMA42031100 = \$500,000 P00146	
	PR# F10RMA42031200 = \$500,000 P00146	